

**DRAFT RED HERRING PROSPECTUS****Book Built Issue**

Please read Section 32 of the Companies Act, 2013

Dated: 28th March, 2015

MM Auto Industries Limited

Our Company was incorporated in Ludhiana as “Varun Auto & Allied Industries Private Limited” on May 10, 1985 under the Companies Act, 1956 vide certificate of incorporation issued by the Registrar of Companies, Punjab, Himachal Pradesh & Chandigarh. On July 16, 1992 the name of the Company was changed to M and M Auto Industries Private Limited & on November 5, 1992 it was converted to a Public Limited Company under the name of M and M Auto Industries Limited. The name was further changed to MM Auto Industries Limited on June 20, 2013 and fresh Certificate of Incorporation consequent upon change of name was issued by ROC, Delhi & Haryana. For further details in relation to change in management and change in name, please refer to section titled “Our History and Certain Corporate Matters” on Page no. 101 of this Draft Red Herring Prospectus.

Corporate Identification Number is U34101HR1985PLC032462**Registered Office:** Plot No. 192A, Sector 4, IMT Manesar, Gurgaon, Haryana -122050**Corporate Office:** F-1204, C.R. Park, New Delhi- 110019.**Tel:** +91 124 4763200; **Fax:** +91 124 4365189**E-Mail:** corporate@mmsprings.in; **Website:** www.mmsprings.in**Company Secretary & Compliance Officer:** Mr. Kabindra Jha

PROMOTERS OF THE COMPANY: Mr. Manoj Singhal, Mrs. Malti Syngle, M/s MNS Global Finance Pvt. Ltd.	
PUBLIC ISSUE OF 5,300,000 EQUITY SHARES OF RS. 10/- EACH (“EQUITY SHARES”) OF MM AUTO INDUSTRIES LIMITED (“MMAIL” OR THE “COMPANY” OR THE “ISSUER”) FOR CASH AT A PRICE OF RS. [●]/- PER SHARE (THE “ISSUE PRICE”), AGGREGATING TO RS. [●] (“THE ISSUE”), THE ISSUE WOULD CONSTITUTE 42.24% % OF THE FULLY DILUTED POST ISSUE PAID UP EQUITY SHARE CAPITAL OF OUR COMPANY.	
PRICE BAND: Rs [●]/- TO Rs [●]/- PER EQUITY SHARE OF FACE VALUE OF Rs 10 EACH. THE ISSUE PRICE IS [●] TIMES OF THE FACE VALUE AT THE LOWER END OF THE PRICE BAND AND [●] TIMES OF THE FACE VALUE AT THE HIGHER END OF THE PRICE BAND.	
In case of any revision to the Price Band, the Bid/Issue Period will be extended for a minimum period of three additional Working Days after such revision of the Price Band, subject to the Bid/Issue Period not exceeding ten Working Days. Any revision in the Price Band and the revised Bid/Issue Period, if applicable, will be widely disseminated by notification to National Stock Exchange of India Limited (“NSE”) and BSE Limited (“BSE”) by issuing a press release, and also by indicating the change on the website of the Syndicate Members.	
In terms of Rule 19(2)(b)(i) of the SCRR and under the SEBI Regulations, the Issue is being made in accordance with Regulation 26(2) of the SEBI Regulations, through the Book Building Process wherein not less than 75% of the Issue shall be allocated on a proportionate basis to QIB Bidders. 5% of the QIB Portion shall be available for allocation on a proportionate basis to Mutual Funds only, and the remainder of the QIB Portion shall be available for allocation on a proportionate basis to all QIB Bidders, including Mutual Funds, subject to valid Bids being received at or above the Issue Price. Further, not more than 15% of the Issue shall be available for allocation on a proportionate basis to Non-Institutional Bidders and not more than 10% of the Issue shall be available for allocation to Retail Individual Bidders in accordance with SEBI ICDR Regulations, subject to valid Bids being received at or above the Issue Price. Under-subscription, if any, in any category other than QIB portion, would be allowed to be met with spill-over from any other category or combination of categories at the discretion of our Company and the Selling Shareholder, in consultation with the BRLM and the Designated Stock Exchange.	
RISK IN RELATION TO THE FIRST ISSUE TO THE PUBLIC	
This being the first public issue of our Company, there has been no formal market for our Equity Shares. The face value of the Equity Shares of our Company is Rs 10. The Floor Price is [●] times of the face value and the Cap Price is [●] times of the face value. The Issue Price (as determined and justified by our Company in consultation with the BRLM as stated in the chapter titled “Basis for the Issue Price” beginning on page number 70 of the Draft Red Herring 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 of our Company or regarding the price at which the Equity Shares will be traded after listing.	
GENERAL RISKS	
Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds in the Issue unless they can afford to take the risk of losing their entire investment. Investors are advised to read the section titled “Risk Factors” carefully before taking an investment decision in the Issue. For taking an investment decision, investors must rely on their own examination of our Company and the Issue, including the risks involved. The Equity Shares offered in the Issue have 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 the Draft Red Herring Prospectus. Specific attention of the investors is invited to the section “Risk Factors” on page 12 of the Draft Red Herring Prospectus.	
ISSUER’S ABSOLUTE RESPONSIBILITY	
Our Company, having made all reasonable inquiries, accepts responsibility for and confirms that the Draft Red Herring Prospect contains all information with regard to our Company and the Issue, which is material in the context of the Issue, that the information contained in the Draft Red Herring 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 the Draft Red Herring Prospectus as a whole or any of such information or the expression of any such opinions or intentions, misleading in any material respect.	
LISTING	
The Equity Shares offered and issued through the Red Herring Prospectus are proposed to be listed on the BSE and NSE. Our Company has received ‘in-principle’ approvals from BSE and NSE for the listing of the Equity Shares pursuant to the letters dated [●] and [●] respectively. For the purposes of the Issue, the Designated Stock Exchange shall be BSE.	
BOOK RUNNING LEAD MANAGER	REGISTRAR TO THE ISSUE
 MEFCOM (financial services & solutions) Mefcom Capital Markets Limited Regd Office.: 5th Floor, Sanchi Building, 77, Nehru Place, New Delhi- 110019 Phone: +91-11- 46500500 Fax No: +91-11- 46500550 SEBI Regn. No.- MB/INM0000000016 Website: www.mefcom.in Contact Person: Mr. Anand Srivastava / Ms. Priya Chakraborti Email: anand@mefcom.in	 Beetal Financial & Computer Services Pvt Limited Beetal House, 99, Madangir, Behind Local Shopping Centre, Near Dada Harsukh Dass Mandir, New Delhi-110062 Tel Nos.: 011-29961281/82 Fax No.: 011-29961284 website: http://beetalfinancial.com/ SEBI Registration No.: INR0000000262 Contact Person: Mr. Punit Mittal Email: beetal@beetalfinancial.com
BID/ ISSUE OPENS ON: [●]	BID CLOSING DATE (FOR QIBs): [●]
	BID CLOSING DATE (FOR ALL OTHER BIDDERS): [●]*
*Our Company may, in consultation with the BRLMs, decide to close Bidding by QIBs one day prior to the Bid Closing Date.	

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SECTION I - DEFINITIONS AND ABBREVIATIONS

DEFINITIONS

Term	Description
“The Issuer” or “The Company” or “MM Auto Industries” or “MM Auto Industries Limited”.	MM Auto Industries Limited, a public limited company incorporated under the Companies Act, 1956 having its registered office at Plot No. 192A, Sector 4, IMT Manesar , Gurgaon, Haryana -122050.
“We” or “us” or “our”	Our Company together with its Subsidiaries, Group Companies and associate Companies, on a consolidated basis.

CONVENTIONAL / GENERAL TERMS

Term	Description
Act or Companies Act	Companies Act, 1956, to the extent not superseded by the Companies Act, 2013 or de-notified, as the case may be. And Companies Act, 2013, to the extent notified, and the rules and regulations made thereunder.
Articles/Articles of Association/AoA	Articles of Association of MM Auto Industries Limited.
Board or Board of Directors or our Board	The board of directors of our Company, as duly constituted from time to time, or committees thereof.
Director(s)	Director(s) on the Board of our Company
DP/Depository Participant	A depository participant as defined under the Depositories Act, 1996
Depository	A depository registered with SEBI under the SEBI (Depositories and Participant) Regulations, 1996, as amended from time to time being NSDL and CDSL
Depositories Act	Depositories Act, 1996 as amended from time to time
Eligible NRI	NRIs from such jurisdiction outside India where it is not unlawful to make a bid in the Issue
FEMA	Foreign Exchange Management Act, 1999, as amended from time to time and the rules and regulations framed there under
FII	Foreign Institutional Investors as defined under SEBI (Foreign Institutional Investors) Regulations, 1995 and registered with SEBI and as required under FEMA (Transfer or Issue of Security by a person resident outside India) Regulations, 2000 and under other applicable laws in India.
F.Y. / FY / Fiscal / Financial Year	Period of twelve months ended March 31 of that particular year unless stated otherwise.
FIPB	Foreign Investment Promotion Board
Government/GOI	Government of India
Indian GAAP	Generally Accepted Accounting Principles in India
IT Act/Income Tax Act	The Income Tax Act, 1961, as amended from time to time
Memorandum/ Memorandum of Association/MOA	The Memorandum of Association of MM Auto Industries Limited as amended from time to time.
NRI/ Non-Resident Indian	A person resident outside India, as defined under FEMA and who is a citizen of India or a Person of Indian Origin under FEMA (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000
Non Resident	A person who is not an NRI ,an FII and is not a person resident in India

PIO / Person of Indian Origin	Shall have the same meaning as is ascribed to it in the Foreign Exchange Management (Investment in firm or Proprietary Concern in India) Regulations, 2000.
SEBI Insider Trading Regulations	The SEBI (Prohibition of Insider Trading) Regulations, 1992, as amended from time to time, including instructions and clarifications issued by SEBI from time to time.
SEBI Takeover Regulations	SEBI (Substantial Acquisition of Shares and Takeovers) Regulations 2011 as amended from time to time.
Stock Exchanges	BSE and NSE, referred to as collectively.

ISSUE RELATED TERMS

Terms	Description
Allotment/Allocation/Allot/Allotted	Unless the context otherwise requires, means the issue, allocation and allotment of Equity Shares pursuant to the Issue to successful Bidders
Allottee	A successful Bidder to whom the Equity Shares are/ have been Allotted
Allotment Advice/ CAN/ Confirmation of Allocation Note	The note or advice or intimation of Allotment, sent to each successful Bidder who has been or is to be Allotted the Equity Shares after discovery of the Issue Price in accordance with the Book Building Process, including any revisions thereof.
Application Supported by Blocked Amount/ASBA	A process of submitting the Bid cum Application Form, whether physical or electronic, used by Bidders, to make a Bid authorizing a SCSB to block the Bid Amount in the ASBA Account maintained with the SCSB. ASBA is mandatory for QIBs and Non Institutional Bidders participating in the Issue
ASBA Account	An account maintained with the SCSB and specified in the Bid cum Application Form submitted by ASBA Bidders for blocking the amount mentioned in the Bid cum Application Form
ASBA Bid	A Bid made by an ASBA Bidder
ASBA Bidder	Prospective investors in the Issue who intend to Bid/apply through the ASBA process.
Banker(s) to the Issue /Escrow Collection Bank(s)	The banks which are clearing members and registered with SEBI as bankers to an issue and with whom the Escrow Account will be opened, in this case being [●] Limited.
Basis of Allotment/Allocation	The basis on which Equity Shares will be Allotted to successful Bidders under the Issue and which is described in <i>Issue Procedure</i> beginning on page number 223.
Bid	An indication to make an offer during the Bid/Issue Period by a Bidder pursuant to submission of the Bid cum Application Form, to subscribe to or purchase the Equity Shares of our Company at a price within the Price Band, including all revisions and modifications thereto to the extent permissible under the SEBI ICDR Regulations.
Bid Amount	The highest value of optional Bids indicated in the Bid cum Application Form
Bid cum Application Form	The form used by a Bidder, including an ASBA Bidder, to make a Bid and which will be considered as the application for Allotment in terms of the Red Herring Prospectus and the Prospectus.
Bid/Issue Closing Date	The date after which the Syndicate, the Designated Branches of the SCSBs and the Registered Brokers will not accept any Bids, which shall be notified in two national daily newspapers, one each in English and Hindi (Hindi being the regional newspaper where the registered office of the Company is located), each with wide circulation.
Bid/Issue Opening	Date The date on which the Syndicate, the Designated Branches of the SCSBs and Registered Brokers shall start accepting Bids, which shall be

	notified in two national daily newspapers, one each in English and Hindi(Hindi being the regional newspaper where the registered office of the Company is located), each with wide circulation
Bid/Issue Period	The period between the Bid/Issue Opening Date and the Bid/Issue Closing Date, inclusive of both days, during which prospective Bidders can submit their Bids, including any revisions thereof.
Bidder	Any prospective investor who makes a Bid pursuant to the terms of the Red Herring Prospectus and the Bid cum Application Form.
Book Building Process/Method	Book building process, as provided in Part A of Schedule XI of the SEBI ICDR Regulations, in terms of which the Issue is being made.
BRLM/Book Running Lead Manager	The book running lead manager to the Issue being Mefcom Capital Markets Limited.
Broker Center(s)	Broker centers notified by the Stock Exchanges, where Bidders can submit their Bid cum Application Forms to a Registered Broker. The details of such Broker Centers, along with the names and contact details of the Registered Brokers are available on the websites of the respective Stock Exchanges.
Cap Price	The higher end of the Price Band, above which the Issue Price will not be finalized and above which no Bids will be accepted.
Controlling Branches	Such branches of SCSBs which coordinate Bids under the Issue with the BRLM, the Registrar and the Stock Exchanges, 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
Cut-off Price	Issue Price, finalized by our Company in consultation with the BRLM. Only Retail Individual Bidders are entitled to Bid at the Cut-off Price. QIBs and Non-Institutional Bidders are not entitled to Bid at the Cut-off Price.
Demographic Details	The demographic details of the Bidders such as their address, PAN, occupation and bank account details.
Designated Branches	The date on which funds are transferred from the Escrow Account to the Public Issue Account or the Refund Account, as the case may be, or the amount blocked by the SCSBs is transferred from the ASBA Account to the Public Issue Account after the Prospectus is filed with the RoC, following which the Board of Directors shall Allot Equity Shares to successful Bidders in the Issue.
Designated Stock Exchange	BSE Limited
Draft Red Herring Prospectus/ DRHP	This Draft Red Herring Prospectus issued in accordance with Section 32 of the Companies Act, 2013 and the SEBI ICDR Regulations, which does not contain complete particulars of the price at which the Equity Shares will be issued and Allotted pursuant to the Issue
Eligible NRI(s)	NRI(s) from jurisdictions outside India where it is not unlawful to make an offer or invitation under the Issue and in relation to whom the Red Herring Prospectus constitutes an invitation to subscribe to the Equity Shares
Eligible QFI(s)	QFIs from such jurisdictions outside India where it is not unlawful to make an offer or invitation under the Issue and in relation to whom the Red Herring Prospectus constitutes an invitation to purchase the Equity Shares offered thereby and who have opened demat accounts with SEBI registered qualified depository participants.
Equity Share(s)	Equity Shares of our Company of face value of Rs. 10 each, fully paid up, unless otherwise specified in the context thereof
Escrow Account(s)	Account opened with the Escrow Collection Bank(s) and in whose favour the Bidders (excluding the ASBA Bidders) will issue cheques or drafts in respect of the Bid Amount when submitting a Bid.
Escrow Agreement	The agreement dated [●], 2015 entered into by our Company, the Registrar to the Issue, the BRLM, the Syndicate Member(s), the Escrow Collection Bank(s) and the Refund Bank for collection of the Bid Amounts and where

	applicable, refunds of the amounts collected from the Bidders (excluding the ASBA Bidders) on the terms and conditions thereof.
First/ Sole Bidder	The Bidder whose name appears first in the Bid cum Application Form or Revision Form.
Floor Price	The lower end of the Price Band, subject to any revision thereto, at or above which the Issue Price will be finalized and below which no Bids will be accepted.
IPO Grading Agency	[●]
Issue	Public issue of 53,00,000 Equity Shares for cash at a price of Rs [●] per Equity Share aggregating upto [●].
MOU	The MOU entered into on 2 nd March, 2015 between our Company and the BRLM pursuant to which certain arrangements are agreed to in relation to the Issue.
Issue Price	The final price at which Equity Shares will be issued, Allotted and Allocated in terms of the Red Herring Prospectus (subject to retail discount, if any). The Issue Price will be decided by our Company in consultation with the BRLM on the Pricing Date.
Issue Proceeds/ Proceeds of the Issue	Proceeds from the Issue that will be available to our Company being upto Rs. [●].
Mefcom/BRLM	Mefcom Capital Markets Limited.
Listing Agreement	The model listing agreement to be entered into with NSE and BSE.
Mutual Funds	Mutual funds registered with SEBI under the Securities and Exchange Board of India (Mutual Funds) Regulations, 1996, as amended from time to time.
Mutual Fund Portion	5% of the QIB Portion i.e 1,98,750 Equity Shares.
Non-Institutional Bidders	All Bidders that are not QIBs or Retail Individual Bidders and who have Bid for Equity Shares for an amount more than Rs 200,000 (including Category III foreign portfolio investors, but not including NRIs, other than Eligible NRIs).
Non-Institutional Portion	The portion of the Issue being not more than 15% of the Issue consisting of 7,95,000 Equity Shares which shall be available for allocation on a proportionate basis to Non-Institutional Bidders, subject to valid Bids being received at or above the Issue Price.
Non-Resident	A person resident outside India, as defined under FEMA and includes, a FIIs registered with SEBI, FPIs registered with SEBI and FVCI registered with SEBI.
Non-Resident Indian/NRI	A person resident outside India, who is a citizen of India or a person of Indian origin and shall have the same meaning as ascribed to such term in the Foreign Exchange Management (Deposit) Regulations, 2000.
Non Syndicate Registered Brokers/Registered Broker	A broker registered with SEBI under the Securities and Exchange Board of India (Stock Brokers and Sub Brokers Regulations), 1992, having office in any of the Broker Centers, and eligible to procure Bids in terms of the SEBI circular No. CIR/CFD/14/2012 dated October 4, 2012.
OCB(s)/ Overseas Corporate Body	A company, partnership, society or other corporate body owned directly or indirectly to the extent of at least 60% by NRIs, including overseas trusts in which not less than 60% of beneficial interest is irrevocably held by NRIs directly or indirectly as defined under the Foreign Exchange Management (Deposit) Regulations, 2000. OCBs are not allowed to invest in this Issue
Offer Document	Draft Red Herring Prospectus, Red Herring Prospectus and Prospectus
Payment through electronic transfer of funds	Payment through NECS, Direct Credit or NEFT, as applicable
Pay-in-Period	The period commencing on the Bid/ Issue Opening Date and continuing till the Bid/Issue Closing Date.
Price Band	Price Band of a minimum price of Rs. [●] per Equity Share (Floor Price) and the maximum price of Rs. [●] per Equity Share (Cap Price) and include

	revisions, if any thereof.
Pricing Date	The date on which our Company, in consultation with the BRLM finalized the Issue Price.
Prospectus	The Prospectus to be filed with the ROC in accordance with section 32 of the Companies Act, 2013 containing, <i>inter alia</i> , the Issue Price that is determined at the end of the Book Building Process, the size of the Issue and certain other information
Public Issue Account	Account opened with the Bankers to the Issue by our Company to receive monies from the Escrow Account and the SCSBs from the bank accounts of the ASBA Bidders on the Designated Date
QIB Portion	The portion of the Issue being not less than 75% of the Issue consisting of 39,75,000 Equity Shares which shall be available for allocation to QIBs.
Qualified Foreign Investors/ QFIs	A person who has opened a dematerialized account with a qualified depository participant as a qualified foreign investor.
Qualified Institutional Buyers/ QIBs	Qualified institutional buyers as defined under Regulation 2(1)(zd) of the SEBI ICDR Regulations.
Red Herring Prospectus or RHP	The Red Herring Prospectus issued in accordance with section 32 of the Companies Act, 2013 and the provisions of the SEBI ICDR Regulations which will not have complete particulars of the price at which the Equity Shares will be offered and the size of the Issue
Refund Account(s)	The account opened with the Refund Bank(s), from which refunds, if any, of the whole or part of the Bid Amount (excluding refunds to ASBA Bidders) shall be made.
Refund Bank(s)	One or more Escrow Collection Bank(s) with whom Refund Account(s) will be opened and from which a refund of the whole or part of the Bid Amount, if any, shall be made, in this case being, [●] Bank Limited.
Refunds through electronic transfer of funds	Refunds through NECS, direct credit, RTGS or NEFT, as applicable
Registrar to the Issue/Share Transfer Agent	Registrar to the Issue, in this case being Beetal Financial & Computer Services Pvt Limited.
Retail Individual Bidder(s)	Individual Bidders who have Bid for Equity Shares for an amount not more than Rs.200,000 in any of the bidding options in the Issue (including HUFs applying through their Karta and Eligible NRIs and does not include NRIs other than Eligible NRIs).
Retail Portion	The portion of the Issue being not more than 10% of the Issue consisting of 5,30,000 Equity Shares, the allotment of which shall not be less than the minimum bid lot and the remaining shall be available for allocation on a proportionate basis to Retail Individual Bidder(s)
Revision Form	The form used by the Bidders, including ASBA Bidders, to modify the quantity of Equity Shares or the Bid Amount in any of their Bid cum Application Forms or any previous Revision Form(s)
Self Certified Syndicate Bank(s) or SCSB(s)	The banks registered with SEBI, offering services in relation to ASBA, 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
Specified Locations	The bidding centres where the Syndicate shall accept Bid cum Application Forms, a list of which is available at the website of the SEBI (http://www.sebi.gov.in/sebiweb/home/list/5/33/0/0/Recognised-Intermediaries) and updated from time to time
Syndicate Agreement	The agreement to be entered into amongst the BRLM, the Syndicate Members and our Company in relation to the collection of Bids in this Issue (other than Bids directly submitted to the SCSBs under the ASBA process and Bids submitted to the Registered Brokers)
Syndicate/members of the Syndicate	Collectively the BRLM and the Syndicate Members



Syndicate Members	Intermediaries registered with SEBI and permitted to carry out activities as an underwriter, in this case being [●] Limited
TRS/Transaction Registration Slip	The slip or document issued by the Syndicate, or the SCSB (only on demand), as the case may be, to the Bidder as proof of registration of the Bid
Underwriters	BRLM and the Syndicate Members
Underwriting Agreement	The agreement amongst the Underwriters and our Company to be entered into on or after the Pricing Date
Working Days	Any day, other than Saturdays and Sundays, on which commercial banks in Delhi are open for business, provided however, for the purpose of the time period between the Bid/Issue Closing Date and listing of the Equity Shares on the Stock Exchanges, —Working Days shall mean all days excluding Sundays and bank holidays in Delhi in accordance with the SEBI circular no. CIR/CFD/DIL/3/2010 dated April 22, 2010.

COMPANY / INDUSTRY RELATED TERMS

Term	Description
Auditors	The statutory auditors of our Company being, M/s. Navdeep Singh & Co., Chartered Accountants
Articles/ Articles of Association /AOA	The Articles of Association of our Company, as amended from time to time.
Board / Board of Directors	The Board of Directors of our Company, duly constituted from time to time, including any committee thereof
Registrar of Companies/ROC	Registrar of Companies, Delhi & Haryana
Registered Office	Plot No. 192-A, Sector-4, IMT Manesar Gurgaon-122050, Haryana
Corporate Office	F-1204, C.R. Park, New Delhi- 110019.
Group Company/Concerns	Entity as included in the chapter titled ' <i>Our Group Company</i> ' beginning on page number 125.
Our Promoters	Mr. Manoj Singhal, Mrs. Malti Syngle, M/s MNS Global Finance Pvt. Ltd.
Memorandum, our Memorandum or Memorandum of Association or MoA	The Memorandum of Association of our Company, as amended from time to time.

ABBREVIATIONS

Term	Description
AGM	Annual General Meeting of the company
AS	Accounting Standards as issued by the Institute of Chartered Accountants of India
Bn	Billion
BRLMs	Book Running Lead Managers
BSE	Bombay Stock Exchange Limited
CAGR	Compounded Annual Growth Rate
CAN	Confirmation of Allocation Note
CDSL	Central Depository Services (India) Limited
CENVAT	Central Value Added Tax
CIN	Corporate Identification Number
CIT	Commissioner of Income Tax
CIT(A)	Commissioner of Income Tax(Appeals)
DIN	Directors Identification Number
DP	Depository Participant
EBDITA	Earnings Before Depreciation, Interest, Tax and Amortization
EGM	Extraordinary General Meeting
EPS	Earning Per Equity Share
ESI	Employee State Insurance Act
FCNR	Foreign Currency Non Resident Account
FEMA	Foreign Exchange Management Act, 1999
FDI	Foreign Direct Investment
FI/FI(s)	Financial Institution(s)
FICCI	Federation of Indian Chambers of Commerce and Industry
FIFO	First In First Out
GIR Number	General Index Registration Number
GoI/Govt.	Government of India
HUF	Hindu Undivided Family
ICAI	Institute of Chartered Accountants of India
IEC	Importer Exporter Code
IFSC	Indian Financial System Code
INR/ Rs.	Indian National Rupee
ISO	International Standard Organization
JV	Joint Venture
KMPs	Key Managerial Personnels
LC	Letter of Credit
M/s	Messers
MAT	Minimum Alternate Tax
MBA	Master of Business Administration
Mn	Million
MoU/MOU	Memorandum of Understanding
NA	Not Applicable
NAV	Net Asset Value
NEFT	National Electronic Fund Transfer
NRE Account	Non Resident External Account



Term	Description
NRO Account	Non Resident Ordinary Account
NSDL	National Securities Depositories Limited
NSE	National Stock Exchange of India Limited
OCB	Overseas Corporate Body
OEM	Original Equipment Manufacturer
OTCEI	Over The Counter Exchange of India
P.A	Per Annum
P/E Ratio	Price/Earnings Ratio
PAN	Permanent Account Number
PAT	Profit After Tax
PBIT	Profit Before Interest and Tax
PBT	Profit Before Tax
Qtry	Quarterly
R & D	Research and Development
RBI	Reserve Bank of India
RoNW	Return on Net Worth
Rs/ ₹	Rupees
RTGS	Real Time Gross Settlement
SEBI	Securities and Exchange Board of India
SIA	Secretariat for Industrial Assistance
SME	Small and Medium Enterprises
SSI	Small Scale Industry
STT	Securities Transaction Tax
TDS	Tax Deducted At Source
U.S./U.S.A.	United State of America
UIN	Unique Identification Number
USD or \$ or US \$	United States Dollar
VAT	Value Added Tax
WIP	Work-in-progress

SECTION II - GENERAL

PRESENTATION OF FINANCIAL, INDUSTRY AND MARKET DATA

Financial Data

Unless stated otherwise, the financial data in the Draft Red Herring Prospectus is derived from our audited financial statements for the Financial years ended March 31, 2014, 2013, 2012, 2011 and 2010 and half year ended on September 30, 2014 prepared in accordance with Indian GAAP, the Companies Act, 1956 and Companies Act, 2013 and restated in accordance with the SEBI ICDR Regulations and the Indian GAAP which are included in the Draft Red Herring Prospectus, and set out in the section titled 'Financial Information' beginning on page number 132. Our Financial Year commences on April 1 and ends on March 31 of the following year. Accordingly, unless the context otherwise implies or requires, all references to a particular Financial Year are to the twelve-month period ended March 31 of that year. In the Draft Red Herring Prospectus, discrepancies in any table, graphs or charts between the total and the sums of the amounts listed are due to rounding-off.

There are significant differences between Indian GAAP, IFRS and U.S. GAAP. Our Company has not attempted to explain those differences or quantify their impact on the financial data included herein, and the investors should consult their own advisors regarding such differences and their impact on the financial data.

Accordingly, the degree to which the restated financial statements included in the Draft Red Herring Prospectus will provide meaningful information is entirely dependent on the reader's level of familiarity with Indian accounting practices. Any reliance by persons not familiar with Indian accounting practices on the financial disclosures presented in the Draft Red Herring Prospectus should accordingly be limited.

Any percentage amounts, as set forth in the sections / chapters titled 'Risk Factors', 'Our Business' and Management's Discussion and Analysis of Financial Condition and Results of Operations' beginning on page numbers 12, 88 and 193, respectively and elsewhere in the Draft Red Herring Prospectus, unless otherwise indicated, have been calculated on the basis of our restated financial statements prepared in accordance with Indian GAAP, the Companies Act, 1956 and Companies Act, 2013 and restated in accordance with the SEBI ICDR Regulations and the Indian GAAP.

Currency and units of presentation

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

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

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

Industry and Market Data

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

Further, the extent to which the industry and market data presented in the Draft Red Herring 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 the Draft Red Herring Prospectus that are not statements of historical facts constitute 'forward-looking statements'. All statements regarding our expected financial condition and results of operations, business, objectives, strategies, plans, goals and prospects are forward-looking statements. These forward-looking statements include statements as to our business strategy, our revenue and profitability, planned projects and other matters discussed in the Draft Red Herring Prospectus regarding matters that are not historical facts. These forward looking statements and any other projections contained in the Draft Red Herring 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:

- Factors affecting Auto Component Industry;
- Increasing competition in the Industry;
- Cyclical fluctuations in the operating results;
- Changes in government regulations, tax regimes, laws and regulations that apply to the industry;
- Changes in fiscal, economic or political conditions in India;
- Changes in the foreign exchange control regulations, interest rates and tax laws in India;
- Increase in the transportation costs that could not be transferred to the customers.

For a further discussion of factors that could cause our current plans and expectations and actual results to differ, please refer to the section/chapters titled '*Risk Factors*', '*Our Business*' and '*Management's Discussion and Analysis of Financial Condition and Results of Operation*' beginning on page numbers 12,88 and 193, respectively. Forward looking statements reflects views as of the date of the Draft Red Herring 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. None of our Company, any Underwriter, the Book Running Lead Manager, or any of its affiliates have any obligation to update or otherwise revise any statement 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 Book Running 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 Exchanges.

SECTION III - RISK FACTORS

An investment in the Equity Shares involves a high degree of risk. You should carefully consider all the information in the Draft Red Herring Prospectus, including the risks and uncertainties summarized below, before making an investment in our Equity Shares. The risks described below are relevant to the industries our Company is engaged in, our Company and our Equity Shares. To obtain a complete understanding of our Company, you should read this section in conjunction with the chapters titled 'Our Business' and 'Management's Discussion and Analysis of Financial Condition and Results of Operations' beginning on pages 88 and 193 respectively as well as the other financial and statistical information contained in the Draft Red Herring Prospectus. Prior to making an investment decision, prospective investors should carefully consider all of the information contained in the section titled 'Financial Information' beginning on page number 132. Unless stated otherwise, the financial data in this section is as per our financial statements prepared in accordance with Indian GAAP.

If any one or more of the following risks as well as other risks and uncertainties discussed in the Draft Red Herring Prospectus were to occur, our business, financial condition and results of our operation could suffer material adverse effects, and could cause the trading price of our Equity Shares and the value of investment in the Equity Shares to materially decline which could result in the loss of all or part of investment. Prospective investors should pay particular attention to the fact that our Company is incorporated under the laws of India, and is therefore subject to a legal and regulatory environment that may differ in certain respects from that of other countries.

The Draft Red Herring Prospectus also contains forward looking statements that involve risks and uncertainties. Our actual results could differ materially from those anticipated in these forward-looking statements as a result of many factors, including the considerations described below and elsewhere in the Draft Red Herring Prospectus. These risks are not the only ones that our Company faces. Our business operations could also be affected by additional factors that are not presently known to us or that we currently consider to be immaterial to our operations. Unless specified or quantified in the relevant risk factors below, we are not in a position to quantify financial or other implication of any risks mentioned herein.

Materiality

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

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

Note: Unless specified or quantified in the relevant risk factors below, we are not in a position to quantify the financial or other implication of any risks mentioned herein under:

Internal Risk Factors:

1. **We are party to certain legal proceedings that, if decided against us, could have an adverse effect on our financial condition and results of operations.**

Our Company is party to some legal proceedings. No assurances can be given as to whether these proceedings will be settled in our favor or against us. If a claim is determined against us and we are required to pay all or a portion of the disputed amount, it could have an adverse effect on the results of operations and cash flows of our Company. A brief details relating to the cases are mentioned below:

Nature of Litigations	No. of Cases
Civil Proceedings against our Company	2
Income Tax / Central Excise /VAT and Sales Tax Cases and Notices	4

The detail of the matter is provided in the chapter on outstanding litigations on page no. 197 of the Draft Red Herring Prospectus.

2. Some of our Directors are also directors on other companies which have defaulted in compliances of Listing Agreement

Our Directors, Manoj Singhal and Vikas Garg are on the board of listed company Vikas Global One Limited, which did not file shareholding pattern in the year 2010. However, Manoj Singhal was appointed as director only in 2013.

Also Satish Chander Girotra is a director on the board of Winsome Textile Industries Limited which did not file shareholding pattern in the year 2011.

3. We have incurred a substantial amount of indebtedness, which may adversely affect our cash flow and our ability to operate our business.

As of September 30, 2014, we had Rs. 3873 Lakhs of principal amount of indebtedness outstanding. It requires us to dedicate a substantial portion of our cash flow from operations and proceeds from any capital raising to payments on indebtedness, thereby reducing our cash flows for working capital expenditures, research and product development efforts, strategic acquisitions, investments and other general corporate requirements.

Our ability to meet our debt service obligations and to repay our outstanding borrowings will depend primarily upon the cash flow generated by our business. There can be no assurance that we will generate sufficient cash to enable us to service our existing or proposed borrowings

4. Our Promoter and the members of our Promoter Group will continue to retain significant control in the Company after the Issue, which will enable them to influence the outcome of matters submitted to shareholders for approval. Our Promoter and the members of our Promoter Group may have interests that are adverse to the interests of our other shareholders and may take positions with which our other shareholders do not agree.

As of date, our Promoter and the members of our Promoter Group held approximately 100.00% of the issued equity share capital of the Company. After completion of the Issue, our Promoter and the members of our Promoter Group will hold 57.76% of the equity shares capital of the Company and continue to retain a significant control of the Company. As a result, our Promoter and our Promoter Group will have the ability to control our business, including matters relating to any sale of all or substantially all of our assets, the timing and distribution of dividends and the election or termination of appointment of our officers and directors. In addition, our Promoter and the members of our Promoter Group continue to exercise significant control over the Company they may influence the material policies of the Company in a manner that could conflict with the interests of our other shareholders. Our Promoter and the members of our Promoter Group may have interests that are adverse to the interests of our other shareholders and may take positions with which our other shareholders do not agree.

5. There are several restrictive covenants in the loan agreements, which could influence our operations and proposed expansion.

We have entered into agreements for term loans and financial facilities with our bankers and the covenants in borrowing from bank among other things require us to obtain bank's permission in writing in respect of affecting any change in company's capital structure, change in trading cycle, permit any transfer of the controlling interest or make drastic change in the management setup, implementation of any scheme of expansion/modification/diversification/ renovation/amalgamation/ reconstruction, undertake any new project, entering into any borrowing arrangement with other banks, undertake guarantee, undertake obligation on behalf of any other company, invest by way of share capital in or lend or advance funds to or place deposits with any other concern, declare dividends, pay guarantee commission to the guarantor whose guarantees have been stipulated, create any further charge/ lien/encumbrance over assets and properties charged to the bank and sell/assign or otherwise dispose of the fixed assets charged to the bank. These covenants may have an adverse on the functioning of the Company.



Our Company has 3 lenders- State Bank of India, Yes Bank and Bajaj Finance Limited. We may require no objection from our lenders for the proposed public issue of our Company. The Company has informed its respective lenders for their NOC (No Objection Certificate) which is expected in due course of time.

6. We have certain contingent liabilities as on September 30, 2014 that could have an adverse impact on our business.

As on September 30, 2014, we have not made any provision for the following contingent liabilities:

Particulars	Amount
Corporate guarantee given by the Company on behalf of MM Asan Auto Limited	Rs 590 lakhs
Letter of Credit	US\$ 147005

* For further details please refer section titled "Outstanding Litigations and Material Developments" appearing on page no. 197 of this DRHP.

7. We do not currently have any registered logo or trademarks. Failure to protect our intellectual property rights may adversely affect our competitive business position, financial condition and profitability.

We have not made any application for registration of the logo or trademarks to the Registrar of Trademarks, though the registration for the said trademark in our name is important to retain our brand equity. We do not currently have any registered trademarks and we do not enjoy any statutory protection under the Trade Marks Act, 1999 for the aforesaid trademark. Failure to protect our intellectual property rights may adversely affect our competitive business position, financial condition and profitability. Our trademark application may not be allowed or competitors may challenge the validity or scope of our intellectual property. In addition, the precautions we take to protect our intellectual property rights, may be inadequate and/or it is possible that third parties may copy or otherwise obtain and use our intellectual property without authorization or otherwise infringe on our rights for which we may need to undertake expensive and time consuming litigation to protect our intellectual property rights and this may have an adverse effect on our business, prospects, results of operations and financial condition.

Further, if our unregistered trademark is registered by a third party, we may not be able to make use of such trademark in connection with our business and consequently, we may be unable to capitalize on the brand recognition associated with our Company. Until such time that we receive registered trademark, we can only seek relief against passing off. Accordingly, we may be required to invest significant resources in developing a new brand.

8. We have reported negative cash flows in three out of five preceding years. Any negative cash flows in the future would adversely affect our cash flow requirements.

Presently we have, and may in the future, experience negative cash flows. Negative cash flows over extended periods, or significant negative cash flows in the short term, could materially impact our ability to operate our business and implement our growth plans. As a result, our cash flows, business, future financial performance and results of operations could be materially and adversely affected. For further details, refer to the section titled "Management's Discussion and Analysis of Financial Condition and Results of Operations" on page no 193 of this Draft Prospectus. The detailed break up of cash flows is summarized in below mentioned table and our Company has reported negative cash flow in certain financial years and which could affect our business and growth.

(Amount in Rs.)

Particulars	31.09.2014	31.03.2014	31.03.2013	31.03.2012	31.03.2011	31.03.2010
Net Cash flow from Operating Activities	5,47,50,990	15,38,08,261	15,84,98,487	5,88,08,268	31,76,644	7,90,35,075
Net Cash flow from Investing Activities	(3,82,78,452)	(11,71,12,112)	(15,17,29,984)	1,15,41,588	(6,61,56,869)	(7,25,27,297)



Net Cash flow from Financing Activities	(1,69,40,417)	(6,00,05,152)	1,88,52,574	(7,40,81,901)	5,32,94,905	75,30,726
Net Cash flow from the Year	(4,67,879)	(2,33,09,003)	2,56,21,077	(37,32,045)	(96,85,320)	1,40,38,504

9. We have entered into certain related party transactions and may continue to do so.

We have entered into related party transactions with our Promoters, Group Company, Directors and their relatives. While we believe that all such transactions have been conducted on the arm's length basis, however it is difficult to ascertain whether more favorable terms would have been achieved had such transactions been entered with unrelated parties. Furthermore, it is likely that we will enter into related party transactions in the future. For details of these transactions, please refer to section titled "Related Party Transactions" at page 158 of this Draft Red Herring Prospectus.

10. We currently enjoy certain tax benefits and subsidies which may not be available to us in future.

Our current revenue and profits are also attributable to the various tax benefits and subsidies available to us, which help us in reducing our cost of production and give us a competitive edge. Our Company has one unit situated in Haridwar, Uttarakhand which falls under notification No. 1(10)/2001-NER dated January 7, 2003 issued by the department of industrial policy and promotion, Ministry of Commerce and Industry, Govt Of India, entitle to 100% outright excise duty exemption for a period of 10 years from the date of commencement of commercial production, 100% income tax deduction under section 80IC upto March 31st 2014 and thereafter 30% for a period of 5 years. Discontinuance of the said package of incentive can affect our financial performance.

11. The premises of our corporate office and unit at Haridwar are not owned by us. If the owners of premises do not renew the lease agreement, our business operation may suffer disruption

We do not own the premises on which we have our corporate office and our unit at Haridwar and operate from leased premises. The lease agreements for facilities are renewable on mutual consent upon payment of such rates as stated in these agreements. If the owners of the premises do not renew the agreements under which we occupy the premises or renew such agreements on terms and conditions that are unfavorable to us, we may suffer a disruption in our operations which could have an adverse effect on our business, financial conditions and results of operations. For details of our properties, please refer to section "Our Business" beginning on page 88 of this Draft Red Herring Prospectus.

Further the Lease agreement for corporate office of our company, which is located in CR Park area in New Delhi is not registered though it is for a period of three years and mandatorily required to be registered. The Lease deed is also stamped with inadequate stamp duty.

12. We rely on limited number of customers and/or sector for a significant portion of our income. An adverse change in the customer relationship or in a customer's performance or financial position could adversely affect our business and financial operations.

We currently derive a significant portion of income from a limited no. of customers. The percentage of sales derived from our company's top two customers was Rs. 73.13 crores, which is approximately 78% of our total sales. We expect that a significant portion of our income will continue to be attributed to a limited no. of customers in near future. In addition our customers have not committed to provide us with a minimum volume of business or to exclusively use us for their product requirement. Our business could be adversely affected in case of our customer discontinuance our products due to change in consumer preference or any other reason. If we lose, one or more of our major customer or if any of our large customer significantly reduces its business with us or become financially trouble, our business, prospects, financial condition and results of operations would be adversely affected.

13. Company is yet to place order for addition to its plant and machineries as part of its expansion plan.

The company has obtained competitive quotations for the machineries required for its expansion project. Necessary orders are in the process of being placed. Any difficulties in entering to such contracts or prices and supply of the required machinery or other equipments depend on factors not under control, including general economic conditions, competitions, production level, transportation cost, exchange rates and import duties. Any delay in placing such orders may delay the implementation of the identified expansion of the project. Such delays may also lead to increase in prices of these equipments, further affecting our cost, revenue and profitability. Delays in delivery, installation and commissioning may affect the operations of the company.

14. Few of our promoter group companies have incurred losses in the past few years.

The following group companies have incurred losses in last financial year as mentioned below. The details are mentioned on page no. 125 of the DRHP.

Sr. No.	Name of the Company	Loss
1	MM Asan Auto Ltd	(92,11,328.00)
2	MM Vidyut Pvt Ltd	(11,661.00)
3	MM Appartments Pvt Ltd	(1,17,238.00)
4	Hitkari Automobiles Pvt Ltd	(64,726.00)
5	MM Physi-Health care	(30,218.00)
6	MNM Asset Reconstruction Co. Ltd	(8,28,744.00)
7	MM Appartments N Infrastructures Pvt Ltd	(14,786.00)

15. Our insurance coverage may not be adequate to protect us against all potential losses to which may subject to and this may have material adverse effect on our business.

While we believe that we maintain sufficient insurance coverage which is consistent with industry norms, our insurance policies may not cover all risks. If we suffer a large uninsured loss or any insured loss suffered by us significantly exceeds our insurance coverage, our business, financial condition and result of operations may be materially and adversely affected.

16. Our results of operations could be adversely affected by strikes, work stoppages or increased wage demands by our employees or any other kind of disputes with our employees.

We employ significant number of employees. We are unable to assure you that we will not experience disruptions to our operations due to disputes or other problems with our work force, which may lead to strikes, lock - outs or increased wage demands. Such issues could have an adverse effect on our business, and results of operations.

17. Our success depends on our ability to retain and attract key qualified personnel and, if we are not able to retain them or recruit additional qualified personnel, we may be unable to successfully develop and grow our business.

We have, over time, built a strong team of experienced professionals on whom we depend to oversee the operations and growth of our business. We believe that our success in the future is substantially dependent on the experience and expertise of, and the longstanding relationships with key talent and other industry participants built by our senior management and key personnel. Any loss of any of our senior management or key personnel or any conflict of interest that may arise for such management or key personnel or the inability to recruit further senior managers or other key personnel could impede our growth by impairing our day-to-day operations and hindering our development of our business and our ability to develop, maintain and expand client relationships, which would have a material adverse effect on our business, results of operations, financial condition and prospects.

18. We are dependent on our management team for success whose loss could seriously impair the ability to continue to manage and expand business efficiently.

Our success largely depends on the continued services and performance of our management and other key personnel. The loss of service of the Promoters and other senior management could seriously impair the ability to continue to manage and expand the business efficiently. Further, the loss of any of the senior management or other key personnel may adversely affect the operations, finances and profitability of our Company. Any failure or inability of our Company to efficiently retain and manage its human resources would adversely affect our ability to implement new projects and expand our business.

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

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

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

As per SEBI (ICDR) Regulations, 2009 appointment of monitoring agency is required only for Issue size above Rs. 50,000 Lacs. Hence, we have not appointed a monitoring agency to monitor the utilization of Issue proceeds. However, the audit committee of our Board will monitor the utilization of Issue proceeds. Further, our Company shall inform about material deviations in the utilization of Issue proceeds to the BSE Limited and shall also simultaneously make the material deviations / adverse comments of the audit committee public.

21. The Company has not appointed any independent agency for the appraisal of the proposed Project. The objects of the Issue for which funds are being raised have not been appraised by any bank or financial institution. We have not entered into any definitive agreements to utilize the proceeds of the Issue. Any variation between the estimation and actual expenditure on these projects could result in execution delays or influence our profitability adversely.

The deployment of funds as stated in the "Objects of the Issue" beginning on page 59 of this Draft Red Herring Prospectus is entirely at the discretion of our management and is not subject to monitoring by any independent agency. All the figures included under the "Objects of the Issue" are based on our own estimates. There has been no independent appraisal of the objects. We have not entered into any definitive agreements to utilize the proceeds of the Issue towards the purposes mentioned in the section titled "Objects of the Issue" on page 59 of this Draft Red Herring Prospectus.

22. Our Company does not have any marketing tie-up contracts with our dealers/consignment agents and suppliers which may adversely affect our results of operations.

Our Company neither has any long-term contract with any of dealers and suppliers nor any marketing tie up for our products etc. Our inability to sell our existing products, may adversely affect our business and profitability in future.

23. We may not regularly be in a position to distribute dividends, and our ability to pay dividends in the future will depend upon future earnings, financial condition, cash flows, working capital requirements and capital expenditures.

If we experience any losses it could adversely affect our results of operations and financial condition. The amount of our future dividend payments, if any, will depend upon future earnings, financial condition, cash

flows, working capital requirements and capital expenditures. There can be no assurance that we will be able to pay dividends in the event we incur any losses in the future.

24. We may not be successful in implementing our business strategies.

The success of our business depends substantially on our ability to implement our business strategies effectively or at all. Even though we have successfully executed our business strategies in the past, there is no guarantee that we can implement the same on time and within the estimated budget going forward, or that we will be able to meet the expectations of our targeted clients. Changes in regulations applicable to us may also make it difficult to implement our business strategies. Failure to implement our business strategies would have a material adverse effect on our business and results of operations.

25. Our Company requires several licenses/ approvals/ permissions for carrying on its business. If our Company is unable to obtain the required approvals and licenses in a timely manner, our business and operations may be adversely affected.

Our Company requires certain approvals, licenses, registrations and permissions for operating our business. Some of which our Company has already obtained and/or has either made or is in the process of making the application. If our Company fails to obtain these approvals/registrations/ licenses/permissions, or renewals thereof, in a timely manner, or at all, our operations would be adversely affected, having a material adverse effect on our Company's business, results of operations and financial condition. Such grant may also be subject to restrictions and/or permissions which may not be acceptable to our Company, or which may prejudicially affect our operations, and would have a material adverse effect on our Company's business, results of operations and financial condition.

Furthermore, the government approvals and licenses are subject to various conditions. If it fails to comply, or a regulator claims that the Company has not complied with these conditions, its business, financial position and operations would be materially adversely affected. For more information, please refer section titled "Government and Other Approvals" on page 201.

26. The loss resulting from shutdown of operations at any of our units could have an adverse effect on our Company.

Our units are subject to operating risks, such as the breakdown or failure of equipment, power supply or processes, performance below expected levels of output or efficiency, obsolescence, labour disputes, natural disasters, industrial accidents. Our units use complex equipment and machinery, and the breakdown or failure of equipment or machinery may result in us having to make repairs or procure replacements which may require considerable time and expense. Although our Company have not had such incident in the past and while we have insurance cover for our two facilities the same does not include loss of profit due to accidental shut down and hence the same may not be adequate to cover the loss in business. Though we take precautions to minimize the risk of any significant operational problems at our units they could have adverse effect on our financial performance.

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

We do not have access to records and data pertaining to certain historical, legal and secretarial records and we have been not been able to locate few of our important corporate records. We have been unable to locate the copies of certain of our corporate records including but not limited to Board, AGM, EGM Minutes, forms filed by us with the RoC and share transfer forms. While our Company believes that these records were duly filed with the RoC on a timely basis, we have been unable to obtain copies of these documents, including from the RoC. Our Company cannot assure you that these form filings will be available in the future or that it will not be subject to any penalty imposed by the competent regulatory authority in this respect. If RoC initiates proceedings for any actual or perceived irregularity in our compliance with reporting requirements in any future or historic periods, there may be an adverse effect on our business, results of operation and financial condition.



- 28. Our expansion plans are subject to the risk of cost and time overruns. Further, our proposed expansion plans are financially dependent on the Issue proceeds and any delay in raising of the same may result in escalation of project cost thereby impacting the operations and financials of our Company.**

We intend to fund the object of the Issue from Proceeds of the Issue and internal accruals. Our plans are subject to a number of contingencies, including changes in laws and regulations, government action, delays in obtaining approvals, inability to obtain plant and machinery and other supplies at quoted or at acceptable terms, accidents, natural calamities, terrorist activity and other factors, many of which may be beyond our control. We, therefore, cannot assure you that the costs incurred or time taken for implementation of these plans will not vary from our estimated parameters. Further, in case of delay in the IPO or receipt of proceeds of the Issue we may have to arrange for any alternate source of funding the major part of the project. Any delay in the proposed Issue may increase the project cost and also result in delay in project implementation. This may adversely affect our operations and profitability.

EXTERNAL RISK FACTORS

- 1. Natural calamities could have a negative impact on the Indian economy and cause the business of the Company to suffer.**

India has experienced natural calamities such as earthquakes, tsunami, floods and drought in the past few years. The extent and severity of these natural disasters has an impact on the Indian economy. Any negative impact of natural disasters on the Indian economy could adversely affect the business and the market price of the Equity Shares.

- 2. A significant change in the central and state governments' economic liberalization and deregulation policies could disrupt our business. A change in taxation laws could also adversely impact our financial condition and results of operations.**

Our performance and growth are dependent on the health of the Indian economy and more generally the global economy. The economy could be adversely affected by various factors such as political or regulatory action, including adverse changes in liberalization policies, social disturbances, terrorist attacks and other acts of violence or war, natural calamities, interest rates, commodity and energy prices and various other factors. Any change in the Government's policies in the future could adversely affect business and economic conditions in India and could also adversely affect our business prospects, financial condition and results of operations. A significant change in India's economic liberalization and deregulation policies could disrupt business and economic conditions in India generally and specifically have an adverse effect on our operations.

- 3. Significant differences exist between Indian GAAP used throughout our financial information and other accounting principles, such as U.S. GAAP and IFRS/IFRS, with which investors may be more familiar.**

Our financial statements are prepared in conformity with Indian GAAP. Indian GAAP differs in certain significant respects from IFRS, U.S. GAAP and other accounting principles and standards. If we were to prepare our financial statements in accordance with such other accounting principles, our results of operations, cash flows and financial position may be substantially different. The significant accounting policies applied in the preparation of our Indian GAAP financial statements are set forth in the notes to our financial statements included in this Draft Prospectus. Prospective investors should review the accounting policies applied in the preparation of our financial statements, and consult their own professional advisors for an understanding of the differences between these accounting principles and those with which they may be more familiar.

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

Any adverse revisions to India's credit ratings for domestic and international debt by international rating agencies may adversely affect our ability to raise additional financing and the interest rates and other commercial terms at which such additional financing is available. This could adversely affect our business prospects, results of operations and financial condition and the price of our Equity Shares.

5. Current economic conditions may adversely affect our industry, financial position and results of operations.

The global economy is currently undergoing a period of unprecedented volatility, and the future economic environment may continue to be less favorable than that of recent years.

Significant changes and volatility in the consumer environment and in the competitive landscape may make it increasingly difficult for us to predict our future revenues and earnings.

6. The recurrence of systemic events such as the recent global economic meltdown, instability of economic policies and the political situation in India or globally may adversely affect our performance.

Economic conditions outside India, may adversely impact the growth of the Indian economy, and Government policy may change in response to such conditions. Unstable internal and international political environment may impact the economic performance of the aluminum industry, including our Company, in the short and long term. Our business, and the market price and liquidity of our Equity Shares, may be affected by reactionary changes in interest rates, changes in government policy, taxation, social and civil unrest and other political, economic or other developments in or affecting India on account of any changes in the global economic changes. The Indian financial market and the Indian economy are influenced by economic and market conditions in other countries. Financial turmoil in Asia, the United States, Europe and elsewhere in the world in recent years has affected the Indian economy. Although economic conditions are different in each country, investor's reactions to developments in one country can have adverse effects on the securities of companies in other countries, including India. The Indian financial markets experienced the contagion effect of the volatility and turmoil in the global financial markets, which was evident from the sharp decline in the benchmark indices of SENSEX and NIFTY from their peak levels in early 2008 to the first quarter of 2009. As a consequence of the severe tightening of credit associated with that financial turmoil, many economies experienced periods of severe recession accompanied by a significant deterioration of consumer confidence and demand. Additionally, due to the conditions in the global and domestic financial markets, we cannot be certain that we would be able to raise capital, if needed or to the extent required, or that we will be able to undertake our business without any disruptions and we may be unable to implement our growth strategy. Any recurrence of such events may have an adverse effect on our business, financial condition and results of operations as well as the price of our Equity Shares.

7. 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 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. Penalties for instances of non-compliance have been prescribed under the Companies Act, 2013, which may result in inter alia, our Company, Directors and key managerial employees being subject to such penalties and formal actions as prescribed under the Companies Act, 2013, should we not be able to comply with the provisions of the Companies Act, 2013 within the prescribed timelines, and this could also affect our reputation. To ensure compliance with the requirements of the Companies Act, 2013 within the prescribed timelines, we may need to allocate additional resources, which may increase our regulatory compliance costs and divert management attention. While we shall endeavor to comply with the prescribed framework and procedures, we may not be in a position to do so in a timely manner. 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.

RISKS RELATING TO THE EQUITY SHARES

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

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

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

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

3. The price of our Equity Shares may be volatile, and you may be unable to resell your Equity Shares at or above the Issue Price, or at all.

The Issue Price of the Equity Shares may bear no relationship to the market price of the Equity Shares after the Issue. The market price of the Equity Shares after the Issue may be subject to significant fluctuations in response to, among other factors, variations in our operating results, market conditions specific to the fire fighting industry, crushing industry, developments relating to India and volatility in the Exchange and securities markets elsewhere in the world.

4. The Equity Shares issued pursuant to the Issue may not be listed on the BSE and the NSE in a timely manner, or at all, and any trading closures at the BSE and the NSE may adversely affect the trading price of our Equity Shares.

In accordance with Indian law and practice, permission for listing and trading of the Equity Shares issued pursuant to the Issue will not be granted until after the Equity Shares have been issued and allotted. Approval for listing and trading will require all relevant documents authorizing the issuing of Equity Shares to be submitted and there could therefore be a failure or delay in listing the Equity Shares on the BSE and the NSE. Any failure or delay in obtaining such approval would restrict your ability to dispose of your Equity Shares. The BSE and the NSE have in the past experienced problems, including temporary exchange closures, broker defaults, settlements delays and strikes by brokerage firm employees, which, if continuing or recurring, could affect the market price and liquidity of the securities of Indian companies, including our Equity Shares. A closure of, or trading stoppage on the BSE and the NSE could adversely affect the trading price of the Equity Shares.

5. After this Issue, the Equity Shares may experience price and volume fluctuations or an active trading market for the Equity Shares may not develop.

The price of the Equity Shares may fluctuate after this Issue as a result of several factors, including, among other things, volatility in the Indian and global securities markets, the results of our operations and performance, the performance of our competitors, developments in the industry in which we operate and changing perceptions in the market about participation in these sectors, changes in the estimates of our performance or recommendations by financial analysts, significant developments in India's economic liberalization and deregulation policies and significant developments in India's fiscal regulations. There has been no public market for our Equity Shares and an active trading market for the Equity Shares may not develop or be sustained after this Issue. Further, the price at which the Equity Shares are initially traded may not correspond to



the Issue Price. The share prices of companies participating in business assets can fluctuate significantly, which subjects an investment in the Equity Shares to substantial volatility.

6. There are restrictions on daily movements in the price of the Equity Shares, which may adversely affect a shareholder's ability to sell, or the price at which it can sell, Equity Shares at a particular point in time.

The price of the Equity Shares will be subject to a daily circuit breaker imposed by Stock Exchanges in India which does not allow transactions beyond a certain level of volatility in the price of the Equity Shares. This circuit breaker operates independently of the index-based market-wide circuit breakers generally imposed by the SEBI on Indian stock exchanges. The percentage limit on our circuit breaker is set by the stock exchanges based on the historical volatility in the price and trading volume of the Equity Shares. The stock exchanges do not inform us of the percentage limit of the circuit breaker from time to time, and may change it without our knowledge. This circuit breaker effectively limits upward and downward movements in the price of the Equity Shares. As a result, shareholders' ability to sell the Equity Shares, or the price at which they can sell the Equity Shares, may be adversely affected at a particular point in time.

PROMINENT NOTES:

1) SIZE OF THE ISSUE

Public issue of 53,00,000 Equity Shares for cash at a price of Rs. [●] per Equity Share (including share premium of Rs.[●] per Equity Share) aggregating upto [●]. The Issue consists of an Issue of 53,00,000 Equity Shares aggregating up to Rs. [●] million. The Issue will constitute 42.24 % of the post-Issue paid-up equity share capital of our Company.

2) The average cost of acquisition of Equity Shares by the Promoters:

Name of the Promoter	No. of Shares held	Average cost of Acquisition (in Rs.)
Mr. Manoj Singhal	33,10,150	20.82
Ms. Malti Singhal	92	N.A
MNS Global Finance Pvt. Ltd.	31,79,916	9.51

*The average cost of acquisition of our Equity Shares by our Promoters has been calculated by taking into account the amount paid by them to acquire, by way of fresh issuance or transfer, the Equity Shares, including the issue of bonus shares to them. The average cost of acquisition of our Equity Shares by our Promoters has been reduced due to the issuance of bonus shares to them, if any. For more information, please refer to the section titled "Capital Structure" on page no 45

3) Our Net worth as on 31 March, 2014 is Rs. 41,94,19,729 and as on 30 September, 2014 is Rs. 43,74,12,315 as per Restated Financial Statements.

4) The Book Value per share as on March 31, 2014 is Rs. 57.88 and as on 30 September, 2014 is Rs.60.36 as per Restated Financial Statements.

5) The name of our Company was changed from M and M Auto Industries Limited to the present name MM Auto Industries Limited on June 20, 2013. For further details, please refer to the chapter titled *History and Certain Corporate Matters* beginning on page number 101.

6) Investors are advised to refer to the paragraph on "Basis for Issue Price" on page 70 of this Draft Red Herring Prospectus before making an investment in this Issue.

7) No part of the Issue proceeds will be paid as consideration to Promoters, Promoter Group, Directors, key management employee, associate companies, or Group Companies.

8) Investors may contact the Book Running Lead Manager for any complaint pertaining to the Issue. All grievances relating to ASBA may be addressed to the Registrar to the Issue, with a copy to the relevant SCSBs, giving full



details such as name, address of the Bidder, number of Equity Shares for which the Bidder applied, Bid Amounts blocked, ASBA Account number and the Designated Branch of the SCSBs where the ASBA Form has been submitted by the ASBA Bidder. For contact details of the Book Running Lead Manager and the Company Secretary and Compliance Officer, please refer to the chapter titled *General Information* beginning on page number 36.

9) Other than as stated in the section titled "Capital Structure" beginning on page no. 45 of this Draft Prospectus, our Company has not issued any Equity Shares for consideration other than cash.

10) Except as disclosed in the sections titled "Our Promoters" or "Our Management" beginning on page no 121 and page no 105 respectively of this Draft Prospectus, none of our Promoters, our Directors and our Key Managerial Employees have any interest in our Company except to the extent of remuneration and reimbursement of expenses and to the extent of the Equity Shares held by them or their relatives and associates or held by the companies, firms and trusts in which they are interested as directors, member, partner and/or trustee and to the extent of the benefits arising out of such shareholding.

11) For transactions in Equity Shares of our Company by the Promoter Group and Directors of our Company in the last six (6) months, please refer to paragraph under the section titled "Capital Structure" on page no 45 of this Draft Red Herring Prospectus.

12) For details of any hypothecation, mortgage or other encumbrances on the movable and immovable properties of our Company please refer to the section titled "Financial Information" on page no 132 of this Draft Red Herring Prospectus.

13) Except as disclosed in the section titled "Group Companies" on page no 125, none of our Group Companies have business interest in our Company.

14) For interest of Promoters/Directors, please refer to the section titled "Promoters and Promoter Group" beginning on page no 121 of this Draft Red Herring Prospectus.

15) The details of transactions with the Group Companies/Group Enterprises and other related party transactions are disclosed as Annexure 30 on page no. 158 of consolidated restated financial statement under the section titled "Financial Information" on page no 132 of the Draft Red Herring Prospectus.

SECTION IV- INTRODUCTION

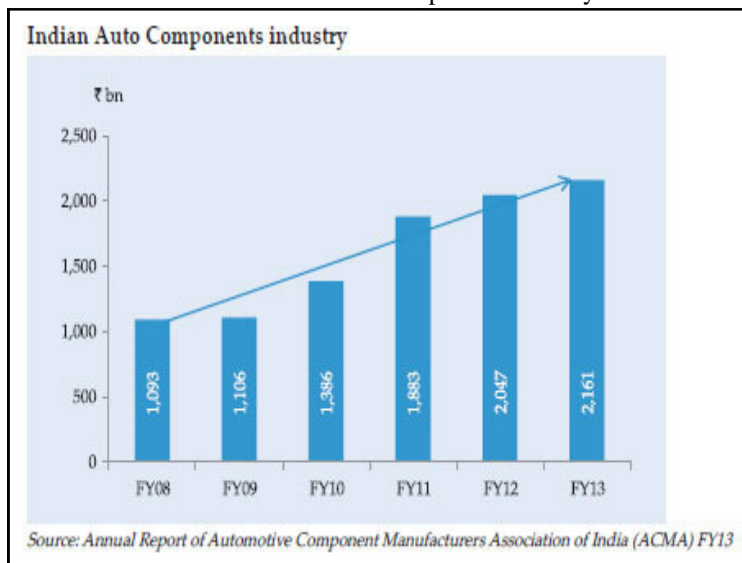
SUMMARY

OVERVIEW OF THE AUTO COMPONENT INDUSTRY

Automotive Industry in India

The Indian auto components industry is one of the fastest growing industries in the country. It has grown at a CAGR of 14.6% during the last five years ended 2013. The industry has a distinct global competitive advantage in terms of cost and quality and this has aided in its transformation from a local supplier to a global auto parts supplier catering to some of the big names in the global automobile industry. The cost advantage stems from the cost-competitiveness in raw material and labour, while its established manufacturing base is a compelling attraction for global Original Equipment Manufacturers (OEMs) to outsource components from India. The industry is transforming itself from a low-volume highly fragmented industry into a competitive industry backed by competitive strengths, technology and transition up the value chain.

The annual turnover of Indian auto component industry was around Rs 2,161 billion during FY13, almost twice the size in FY08.



Several factors have enabled this transformation of the Indian auto components industry. The government's role has been in the form of initiatives and incentives, additional subsidies and formation of various clusters as also economic liberalization.

The gradual increase witnessed in the per capita income in India has led to leading aspirations and greater demand for automobiles, which in turn has boosted the demand for auto components. In addition, the entry of various foreign players in the Indian market led to companies adopting innovative marketing strategies to fend competition. The competitive intensity led to the improvement in the end products.

(Source: <http://www.acma.in/industry-statistics.htm>)

Key findings of the ACMA Industry Performance Review 2013-14:

Exports: Exports grew by 16.7 per cent to Rs. 61,487 crores (USD 10.2 billion) from Rs. 52,690 crores (USD 9.7 billion) in 2013. Europe is the leading marketplace with 38 per cent contribution, while the US topped the list of top export destinations.

Key Export Items: Engine parts, transmission parts, brake system & components, body parts, exhaust systems, turbochargers.

Imports: Imports of auto components grew by 3.6 per cent to Rs. 77,160 crores (USD 12.8), which is about 3 billion dollars higher than exports. So, this is an area of concern; our exports are lower than imports, while an ideal situation dictates the exact opposite. Asia and Europe contributed to 57 per cent and 34 per cent of imports, respectively.

Aftermarket: The aftermarket in 2013-14 grew by 12 per cent to Rs. 35,603 crores from Rs. 31,788 crores in 2013, thanks to increasing Vehicle Park in the country.

Capital investment: The industry inspected a continuous year-on-year decline in terms of investment. While in 2010-11 almost USD 2 billion was invested, in 2011-12, it was in the range of USD 1.6-1.9 billion. It further dropped to USD 1.26-1.75 billion in 2013-13, whereas in 2013-14, an investment of around USD 0.5-0.7 billion was witnessed in the sector. The reason behind this was moderation in vehicle sales and depressed market sentiments.

Industry Structure

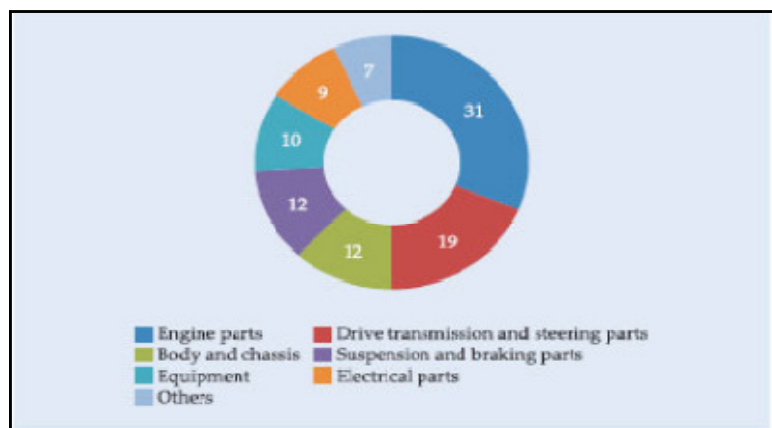
The Indian auto components industry can be broadly classified into the organized sector and the unorganized sector. There is a clear demarcation with respect to products in these two sectors, the organized sector caters to high value-added precision engineering products and accounts for around three fourth of the total production. The unorganized sector caters to the lower value-added segments. The organized players cater to the original equipment (vehicle) manufacturers, while the unorganized sector largely caters to the aftermarket. There are around 600 players in the organized sector accounting for around 70% of the industry's total revenues.

In the organized sector, some of the major auto component manufacturers include Bosch Ltd, Bharat Forge Ltd, Brakes India Ltd, Bosch Chassis Systems India Ltd, Sona Koyo Steering Systems Ltd, Automotive Axles Ltd, Sundram Fasteners Ltd, Wheels India Ltd, Jay Bharat Maruti Ltd, Motherson Sumi Systems Ltd, Subros Ltd, Pricol Ltd and Amtek Auto Ltd, among others.

Industry Classification

The auto components industry in India can be classified based on different parameters, these include, product range and size and location.

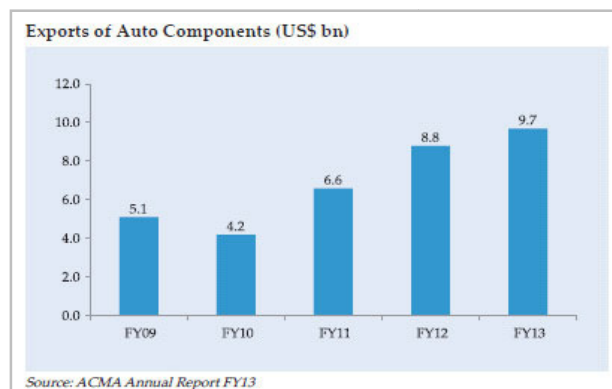
Product Range



(Source: [Annual Report ACMA FY13](#))

The Indian auto components industry offers a comprehensive product range, consisting of approximately 20,000 components required for vehicle manufacturing. The entire product range is grouped into seven categories. Engine parts and drive transmission and steering parts are the two main product categories, contributing to 50% of the Indian auto component industry in FY13.

Exports Scenario



Low labour costs, availability of skilled labour and high quality consciousness among Indian vendors have supported the growth of auto component exports from India.

Exports of auto components from India have nearly doubled during the last 5 years from US\$ 5.1 billion in FY09 to US\$ 9.7 billion in FY13. Exports constitute 24.4% of the Indian auto components industry's total turnover. Exports declined during FY10 primarily due to slow recovery in the developed economies.

However, they once again bounced back in FY11, registering sharp growth of around 57%. Europe accounted for nearly 35% of India's exports and continues to be one of the major export destinations, followed by North America.

SWOT Analysis of Indian Auto Component Industry



SUMMARY OF OUR BUSINESS

We are an ISO 9001: 2008 certified company, promoted Mr. Manoj Singhal and Ms. Malti Syngle. MM Auto Industries Limited was established in the year 1991 with manufacturing base at Khandsa Road in Gurgaon. Keeping in view the steady growth, the company shifted its operation as well as registered office to Industrial Model Township (IMT) Manesar, District-Gurgaon, Haryana. Over the years, the Company upgraded its technology by adding several automatic and imported machinery and equipments to the plant, which helped in adding new products in the precision metallic coil springs product range. The company has complete infrastructure for manufacturing Precision Metallic Coil Springs, with fully equipped Coiling, Grinding, Stress Relieving, Press Sections, Material Handling, Packaging & Packing, Quality Assurance, R&D, Utilities & 100% Power Back Up, Efficient Logistics & ERP support.

The brief product details are as under:

Product	Specification	Application
Compression Springs	These are Static & Dynamic Helical Coiled Springs, which resist compressible load, made from cold drawn, oil hardened & tempered Spring Steel. Wire dia. Range 0.10 mm to 16.0 mm, as per customer requirement. High precision, high reliability compression springs are designed & manufactured in cylindrical, conical, barrel & hour glass shapes.	<ul style="list-style-type: none"> a. Suspension Springs for Rear Suspension & Front Fork of 2-wheelers & Strut Springs for 2&4 wheelers. b. Engine Valve Springs c. Clutch, Pressure Plate & Carburetor Springs d. Compressible Rebound Springs e. Multifarious engineering application as per customer specific needs.
Extension Springs	Extension Springs are close coil springs of circular cross sections, with the end usually a hook or loop, made in spring steel. Wire dia. Range .20 mm to 8.00 mm, as per customer requirement. Extension springs are also known as Tension Springs, are designed to operate with tension load, enabling the spring to stretch or expand, depending on the load applied.	<ul style="list-style-type: none"> a. Automotive Brakes & Assemblies for 2 & 4 wheelers. b. Seats of 4 – wheelers c. Electrical Switch Gear d. Agricultural Appliances e. Multifarious engineering application as per customer specific needs.
Torsion Springs	Torsion/ Double Torsion Springs resist “applied torque” when the ends are subjected to angular displacement, made in Spring Steel Wire dia. Range 0.20 mm to 8.00 mm. These Springs are designed to operate with the twisting force or torque applied to a torsion spring and the end of spring rotates through an angle, as the torque is applied.	<ul style="list-style-type: none"> a. Gear Transmission System b. Kick Starter of 2- wheelers. c. Door Closures & Door Locks d. Home appliances e. Hand tools f. Electrical Switch Gear g. Toys & Multifarious Engineering applications.
Seat Belt Springs	Springs performing Retract-Rewind functions, popularly known as Seat BELT Springs, made from textured, rolled, hardened & tempered high carbon steel strips in coil form of various size range 7.0 mm to 8.0 mm wide & 0.20 mm to 0.30 mm thick. The spring is anchored in a plastic fitting, open on one side, attached with Retractor Shaft, around which the Seat Belt is wound.	Retract- Rewind Springs is a critical component for safely operation of Seat Belts of 4 – Wheelers. Other uses are: Dog Leashes and Mechanical Clocks.
Body Cover for 4-Wheelers	Body Cover from very high quality imported fabric are made as “original equipment” (OE) for Cars of various models and shapes.	

**Location of manufacturing facilities:**

We operate from the following plants/premises:

Type of Facility	Location	Major Product
Manufacturing Unit-I	Plot No. 192A, Sector 4, IMT Manesar , Gurgaon, Haryana -122050	Compression Springs, Extension Springs, Torsion Springs, Seat Belt Springs, Body Cover for 4-Wheelers
Manufacturing Unit-II	E-56, Industrial Area, Haridwar-249401, Uttarakhand	Compression Springs, Extension Springs, Torsion Springs, Seat Belt Springs, Body Cover for 4-Wheelers
Registered Office	Plot No. 192A, Sector 4, IMT Manesar, Gurgaon, Haryana -122050	-
Corporate Office	F-1204, C.R. Park, New Delhi- 110019.	-

Our Competitive Strength:**✓ Quality**

Our Company has always believed in the best quality in our processes and products. Our Company is dedicated towards quality of our products, processes and inputs. We adhere to quality standards as prescribed by our customers.

✓ Experienced management team

Our Company is managed by a team of competent personnel having knowledge of core aspects of material, and marketing. Our promoter have the required experience in this field and, along with our Key Managerial Persons have helped us to have long term relations with our customers and has also facilitated us to entrench with new customers. We believe that our experience, knowledge and human resources will enable us to drive the business in a successful and profitable manner.

Our Business Strategy:**I. Maintain and Expand Long-term Relationships with 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 maintaining of the requirements of the customers. It helps understanding the basic requirement of Our Company and its market. It also forms basis of further expansion for our Company, as we are able to monitor a potential product/market closely. Our existing clientele is an example of our long-term client relationships.

II. Enhancing our existing customer base

Our Company intends to grow in the business continuously by adding new customers. We are also exploring the international markets for exports of our existing products line which is intended to be of superior quality from the proposed project.

III. Competitive Pricing

To remain aggressive and capitalize a good market share, we believe in offering competitive prices to our customers. This helps us to sustain the competition and claim a position of strength in the marketplace.

SUMMARY OF OUR FINANCIAL INFORMATION

The following tables set forth, the summary financial information derived from the restated financial information of our Company from section titled 'Financial Information' beginning on page number 132. The summary financial statements presented below should be read in conjunction with our restated financial statements, the notes and annexure thereto in the section titled 'Financial Information' on page 132.

Consolidated Statement of Assets and Liabilities, As Restated

Particulars	Annexure	As At 30th Sept 2014	As at 31 March				
			2,014	2,013	2,012	2,011	2,010
		Amount	Amount	Amount	Amount	Amount	Amount
Equity and Liabilities							
Share Capital	6	72,462,170	72,462,170	69,962,170	69,962,170	69,962,170	67,963,420
Reserve and Surplus	7	364,950,145	346,957,559	269,388,515	251,213,416	195,826,789	140,564,066
Share Application Money Pending Allotment				58,125,000	4,000,000	54,000,000	13,400,000
Sub Total		437,412,315	419,419,729	397,475,685	325,175,586	319,788,959	221,927,486
Non Current Liabilities							
Long Term Borrowings	8	217,512,952	233,675,016	155,382,971	126,186,579	161,597,541	143,083,108
Deferred Tax Liabilities (net)	9	30,590,429	30,195,551	32,007,042	30,233,629	27,183,933	24,001,615
Other Long Term Liabilities	10	6,801,914	6,276,534	5,283,415	4,586,447	745,000	-
Sub Total		254,905,294	270,147,101	192,673,428	161,006,655	189,526,474	167,084,723
Current Liabilities							
Short Term Borrowings	11	193,543,768	129,748,952	104,047,451	51,798,076	40,512,320	87,479,507
Trade Payables	12	22,588,292	54,912,175	77,543,352	43,532,255	62,912,409	110,443,367
Other Current Liabilities	13	62,673,286	75,166,216	100,429,736	47,465,575	20,993,711	9,057,139
Short Term Provisions	14	20,939,897	26,726,953	17,068,254	23,977,903	16,225,445	18,964,121
Sub Total		299,745,243	286,554,296	299,088,793	166,773,809	140,643,885	225,944,134
Total		992,062,852	976,121,126	889,237,906	652,956,049	649,959,318	614,956,343
Assets							
Non Current Assets							
Fixed Assets							
- Tangible Assets	15	455,195,189	441,561,000	435,562,907	434,881,666	425,314,863	388,545,811
- Intangible Assets							
Non Current Investments	16	250,598,620	243,838,519	136,684,964	12,504,401	22,100,520	22,009,943
Long Term Loans and Advances	17	5,829,154	5,948,648	5,955,007	8,683,081	7,386,081	7,226,408
Other non Current Assets							
Sub Total		711,622,963	691,348,167	578,202,878	456,069,148	454,801,464	417,782,162
Current Assets							
Current Investments	16	2,008,968	2,011,968	11,165,254	2,702,851	1,095,851	306,990
Inventories	18	157,531,170	135,119,094	102,446,114	104,858,123	127,560,452	126,344,667
Trade Receivables	19	63,460,446	91,964,662	116,525,024	51,853,712	22,779,208	24,968,737
Cash and Bank Balances	20	3,081,838	3,549,716	26,858,719	1,237,642	4,969,687	14,655,007
Short Term Loans and Advances	17	54,357,467	52,127,519	54,039,917	36,234,573	38,752,656	30,898,780
Other Current Assets							
Sub Total		280,439,889	284,772,959	311,035,028	196,886,901	195,157,854	197,174,181
Total		992,062,852	976,121,126	889,237,906	652,956,049	649,959,318	614,956,343

Consolidated Statement Profit and Loss, As Restated

Particulars	Annexure	As at 30th Sept 2014		As at 31 March			
		Amount	2,014	2,013	2,012	2,011	2,010
		Amount	Amount	Amount	Amount	Amount	Amount
Revenue							
Revenue from Operations of Product Manufactured		572,811,442	1,002,783,217	917,837,689	744,787,038	629,155,053	496,477,021
(Gross)							
Less- Excise Duty		36,857,506	66,357,630	65,634,903	50,941,102	49,091,950	43,483,814
Revenue from Operations (Net)		535,953,936	936,425,587	852,202,786	693,845,936	580,063,103	452,993,207
Other Income	21	19,257,331	61,743,458	30,063,850	30,264,297	13,375,810	2,896,621
Total Rs		555,211,267	998,169,045	882,266,636	724,110,233	593,438,913	455,889,828
Expenses							
Cost of Materials Consumed	22	387,089,868	637,011,726	576,463,751	383,626,664	334,848,203	269,728,075
Changes in Inventories of Finished Goods and WIP	23	(14,053,157)	(16,062,044)	10,309,312	40,190,628	3,081,379	(38,788,622)
Employee Benefit Expenses	24	28,041,858	58,855,897	53,171,223	31,662,981	27,063,046	26,447,101
Finance Cost	25	23,959,530	51,285,412	35,719,941	26,865,445	29,368,265	26,873,356
Depreciation and Amortization Expenses		17,884,159	28,992,634	27,303,704	33,073,712	29,531,002	26,602,636
Other Expenses	26	96,370,634	192,615,942	163,466,232	178,509,870	143,061,028	126,394,866
Total Rs		539,292,893	952,699,567	866,434,163	693,929,300	566,952,923	437,257,412
Profit Before Exceptional & Extra ordinary items and Tax		15,918,375	45,469,478	15,832,473	30,180,933	26,485,990	18,632,416
Exceptional and Extra ordinary items							
Profit on Sale of Investments					42,822,322		
Profit Before Tax		15,918,375	45,469,478	15,832,473	73,003,255	26,485,990	18,632,416
Tax							
Current Income Tax		4,523,232	10,837,477	6,967,011	15,595,653	5,644,850	2,834,737
Dividend Tax			615,747	567,743	-	-	-
Deferred Tax		394,878	(1,811,491)	1,773,414	3,049,695	3,182,314	2,045,060
Wealth Tax			106,299	75,999	30,206	24,161	598,765
Mat Tax Entitlement		(4,523,232)	(5,611,037)	(5,360,731)	(1,144,856)	1,014,229	(938,381)
		394,878	4,136,995	4,023,436	17,530,698	9,865,554	4,540,181
Net Profit as Restated		15,523,497	41,332,483	11,809,037	55,472,557	16,620,436	14,092,235

Consolidated Statement of Cash Flow, As Restated

Particulars	As At 30th Sept 2014	As at 31 March				
		2,014	2,013	2,012	2,011	2,010
	Amount	Amount	Amount	Amount	Amount	Amount
A- CASH FLOW FROM OPERATING ACTIVITIES						
Net Profit before Tax , as Restated	17,992,587	48,879,653	25,528,244	75,086,645	26,492,846	18,632,416
Adjustments for:						
Depreciation and Amortization	17,884,159	28,992,634	27,303,704	33,073,712	29,531,002	26,602,636
Profit/ Loss on sale of Fixed Assets		(25,032,170)	(435,526)	(42,851,048)	132,549	(50,976)
Interest Costs	16,940,417	48,257,043	31,774,314	24,081,901	27,280,095	23,369,274
Income Written Back	-	(11,737)	(52,093)	(6,345)		
Bad Debts Written off				-		
Profit on Sale of Investments	-	(520,000)	-			
Operating Profit Before Working Capital Changes	52,817,164	100,565,423	84,118,643	89,384,865	83,436,492	68,553,350
Adjustments for:						
Current Assets	3,865,192	2,953,066	(88,527,050)	(7,196,029)	(8,035,304)	(53,456,955)
Current Liabilities	13,585,825	(12,522,760)	132,367,080	26,136,269	(85,300,249)	68,276,821
Non current Assets	119,494	(3,417,693)	2,896,477	(1,345,875)	(164,434)	(1,792,322)
Non Current liabilities	(15,241,807)	77,993,673	31,666,773	(28,519,819)	22,441,751	(631,965)
Appropriation/Adjustments in Reserves	-	(7,626,453)	-	(2,120,445)	663,942	
Income Tax Adjustment	(394,878)	(4,136,995)	(4,023,436)	(17,530,698)	(9,865,554)	(1,913,854)
Cash Generated from Operating Activities	A	54,750,990	153,808,261	158,498,487	58,808,268	3,176,644
B- CASH FLOW FROM INVESTING ACTIVITIES						
Purchase of Fixed Assets	(32,093,206)	(48,816,557)	(28,238,166)	(44,674,887)	(69,057,293)	(102,896,221)
Sale of Fixed Assets	574,855	38,858,000	688,745	46,620,356	2,991,001	30,457,259
Increase in Investments	(6,760,101)	(107,153,555)	(124,180,563)	9,596,119	(90,577)	(88,335)
Net Cash Generated from Investing Activities	B	(38,278,452)	(117,112,112)	(151,729,984)	(11,541,588)	(72,527,297)
C CASH FLOW FROM FINANCING ACTIVITIES						
Increase in Share Capital	-	(8,125,000)	54,125,000	(50,000,000)	80,575,000	30,900,000
(including share application money and premium)						
Dividends	-	(3,623,109)	(3,498,112)			
Interest Paid during the year	(16,940,417)	(48,257,043)	(31,774,314)	(24,081,901)	(27,280,095)	(23,369,274)
Net Cash Generated from Financing Activities	C	(16,940,417)	(60,005,152)	(74,081,901)	53,294,905	7,530,726
Net Cash Flow During the Year (A+B+C)		(467,879)	(23,309,003)	25,621,077	(3,732,045)	14,038,504
NET INCREASE IN CASH AND CASH EQUIVALENTS		(467,878)	(23,309,003)	25,621,077	(9,685,320)	14,038,504

Standalone Statement of Assets and Liabilities, As Restated

Particulars	Annexure	As At 30th Sept 2014	As at 31 March				
		Amount	2,014	2,013	2,012	2,011	2,010
			Amount	Amount	Amount	Amount	Amount
Equity and Liabilities							
Share Capital	7	72,462,170	72,462,170	69,962,170	69,962,170	69,962,170	67,963,420
Reserve and Surplus	8	389,854,936	367,633,656	280,827,745	253,811,804	195,838,978	140,564,066
Share Application Money Pending Allotment				9,040,000		50,000,000	13,400,000
Sub Total		462,317,106	440,095,826	359,829,915	323,773,974	315,801,148	221,927,486
Non Current Laibilities							
Long Term Borrowings	9	169,342,377	181,471,519	129,791,521	89,767,822	124,552,164	143,083,108
Deferred Tax Liabilities (net)	10	30,590,429	30,195,551	32,007,042	30,233,629	27,183,933	24,001,615
Other Long Term Liabilities	11	6,801,914	6,276,534	5,283,415	4,586,447	745,000	-
Sub Total		206,734,719	217,943,604	167,081,978	124,587,898	152,481,097	167,084,723
Current Liabilities							
Short Term Borrowings	12	170,027,462	124,027,532	92,232,489	49,139,444	36,677,241	87,479,507
Trade Payables	13	17,946,643	46,364,163	72,553,948	42,466,347	62,760,281	110,443,367
Other Current Liabilities	14	48,177,478	57,263,978	97,478,561	39,070,225	14,488,962	9,057,139
Short Term Provisions	15	19,694,141	25,096,740	16,590,638	23,661,256	16,079,053	18,964,121
Sub Total		255,845,724	252,752,413	278,855,636	154,337,272	130,005,537	225,944,134
Total		924,897,549	910,791,843	805,767,529	602,699,144	598,287,781	614,956,343
Assets							
Non Current Assets							
Fixed Assets							
- Tangible Assets	16	384,269,326	381,830,257	374,886,119	372,748,808	384,118,493	388,545,811
- Intangible Assets							
Non Current Investments	17	277,058,619	267,798,519	143,664,964	20,004,401	29,100,520	22,009,943
Long Term Loans and Advances	18	5,109,154	5,228,648	5,235,007	7,963,081	6,666,081	7,226,408
Other non Current Assets							
Sub Total		666,437,099	654,857,424	523,786,090	400,716,290	419,885,094	417,782,162
Current Assets							
Current Investments	17	2,008,968	2,011,968	11,165,254	2,702,851	1,095,851	306,990
Inventories	19	140,021,002	114,498,753	89,576,589	99,909,227	122,530,047	126,344,667
Trade Receivables	20	53,635,986	81,450,875	105,472,073	47,387,976	22,779,208	24,968,737
Cash and Bank Balances	21	500,780	2,032,879	25,597,942	1,045,139	4,965,082	14,655,007
Short Term Loans and Advacnes	18	62,293,714	55,939,944	50,169,581	50,937,661	27,032,499	30,898,780
Other Current Assets							
Sub Total		258,460,450	255,934,419	281,981,439	201,982,854	178,402,687	197,174,181
Total		924,897,549	910,791,843	805,767,529	602,699,144	598,287,781	614,956,343

Standalone Statement Profit and Loss, As Restated

Particulars	Annexure	As at 30th Sept 2014	As at 31 March				
			2,014	2,013	2,012	2,011	2,010
		Amount	Amount	Amount	Amount	Amount	Amount
Revenue							
Revenue from Operations of Product Manufactured		525,955,539	926,484,958	892,160,920	739,858,482	629,155,053	496,477,021
(Gross)							
Less- Excise Duty		33,861,353	58,952,728	62,959,020	50,375,139	49,091,950	43,483,814
Revenue from Operations (Net)		492,094,186	867,532,230	829,201,900	689,483,343	580,063,103	452,993,207
Other Income	22	19,203,405	61,432,323	29,831,697	30,264,297	13,375,093	2,896,621
Total Rs		511,297,590	928,964,553	859,033,597	719,747,640	593,438,196	455,889,828
Expenses							
Cost of Materials Consumed	23	354,288,321	592,636,645	557,980,382	381,568,549	334,848,203	269,728,075
Changes in Inventories of Finished Goods and WIP	24	(11,642,036)	(15,805,218)	10,439,285	40,516,895	3,081,379	(38,788,622)
Employee Benefit Expenses	25	26,205,089	55,279,211	51,127,514	31,293,180	27,063,046	26,447,101
Finance Cost	26	17,200,251	40,484,720	29,576,523	25,185,705	29,368,265	26,873,356
Depreciation and Amortization Expenses	16	15,785,019	25,815,869	24,242,357	32,038,092	29,531,002	26,602,636
Other Expenses	27	86,844,788	175,860,858	151,130,047	174,343,571	143,046,028	126,394,866
Total Rs		488,681,433	874,272,085	824,496,108	684,945,992	566,937,923	437,257,412
Profit Before Exceptional & Extra ordinary items and Tax		22,616,158	54,692,468	34,537,489	34,801,648	26,500,273	18,632,416
Exceptional and Extra ordinary items							
Profit on Sale of Investments					42,822,322		
Profit Before Tax		22,616,158	54,692,468	34,537,489	77,623,970	26,500,273	18,632,416
Tax							
Current Income Tax		4,523,232	10,837,477	6,967,011	15,595,653	5,644,850	2,834,737
Dividend Tax			615,747	567,743	-	-	-
Deferred Tax		394,878	(1,811,491)	1,773,414	3,049,695	3,182,314	2,045,060
Wealth Tax			106,299	75,999	30,206	24,161	598,765
Mat Tax Entitlement		(4,523,232)	(5,611,037)	(5,360,731)	(1,144,856)	1,014,229	(938,381)
		394,878	4,136,995	4,023,436	17,530,698	9,865,554	4,540,181
Net Profit as Restated		22,221,280	50,555,473	30,514,053	60,093,272	16,634,719	14,092,235

Standalone Statement of Cash Flow, As Restated

Particulars	As At 30th Sept 2014 Amount	As at 31 March				
		2,014 Amount	2,013 Amount	2,012 Amount	2,011 Amount	2,010 Amount
A- CASH FLOW FROM OPERATING ACTIVITIES						
Net Profit before Tax , as Restated	22,616,158	54,692,468	34,537,489	77,623,970	26,500,273	18,632,416
Adjustments for:						
Depreciation and Amortization	15,785,019	25,815,869	24,242,357	32,038,092	29,531,002	26,602,636
Profit/ Loss on sale of Fixed Assets		(25,032,170)	(435,526)	(42,851,048)	132,549	(50,976)
Interest Costs	16,940,417	38,125,494	26,168,840	22,550,451	27,280,096	23,369,274
Income Written Back	-	(11,737)	(52,093)	(6,345)		
Bad Debts Written off				-		
Profit on Sale of Investments	-	(520,000)	-			
Operating Profit Before Working Capital Changes	55,341,594	93,069,924	84,461,067	89,355,120	83,443,920	68,553,350
Adjustments for:						
Current Assets	(4,058,130)	(6,671,329)	(46,983,379)	(30,982,002)	5,637,700	(53,456,955)
Current Liabilities	3,093,311	(26,091,486)	124,570,460	24,338,080	(56,655,469)	68,276,821
Non current Assets	119,494	6,359	2,728,074	(1,297,000)		(1,792,322)
Non Current liabilities	(11,208,885)	51,381,626	42,494,080	(27,893,199)	(54,922,696)	(631,965)
Appropriation/Adjustments in Reserves	-	(7,626,453)	-			
Income Tax Adjustment	(394,878)	(4,136,995)	(4,023,436)	(17,634,492)	(3,738,919)	(1,913,854)
Cash Generated from Operating Activities A	42,892,507	99,931,646	203,246,866	35,886,507	(26,235,464)	79,035,075
B- CASH FLOW FROM INVESTING ACTIVITIES						
Purchase of Fixed Assets	(18,798,944)	(46,585,837)	(26,632,887)	(21,810,141)	(27,860,927)	(102,896,221)
Sale of Fixed Assets	574,855	38,858,000	688,745	45,458,022	2,991,000	30,457,259
Increase in Investments	(9,260,100)	(114,980,269)	(132,122,966)	9,096,119	(7,090,577)	(88,335)
Net Cash Generated from Investing Activities B	(27,484,189)	(122,708,106)	(158,067,108)	32,744,000	(31,960,504)	(72,527,297)
C CASH FLOW FROM FINANCING ACTIVITIES						
Increase in Share Capital (including share application money and premium)	-	40,960,000	9,040,000	(50,000,000)	76,575,000	30,900,000
Dividends	-	(3,623,109)	(3,498,112)			
Interest Paid during the year	(16,940,417)	(38,125,494)	(26,168,840)	(22,550,451)	(27,280,096)	(23,369,274)
Net Cash Generated from Financing Activities C	(16,940,417)	(788,603)	(20,626,952)	(72,550,451)	49,294,904	7,530,726
Net Cash Flow During the Year (A+B+C)	(1,532,099)	(23,565,063)	24,552,806	(3,919,944)	(8,901,064)	14,038,504
NET INCREASE IN CASH AND CASH EQUIVALENTS	(1,532,099)	(23,565,063)	24,552,803	(3,919,943)	(8,901,064)	14,038,504

THE ISSUE

The following table summarizes the Issue details:

Equity Shares offered	
Issue of Equity Shares	53,00,000 Equity Shares, aggregating [●]
Qualified Institutional Buyers Portion	
<i>of which:</i>	Upto 1,98,750 Equity Shares constituting 5% of the QIB Portion
Available for Allocation to Mutual Funds	
Balance for all QIBs including Mutual Funds	37,76,250 Equity Shares
Non Institutional Portion	
	7,95,000 Equity Shares constituting not more than 15% of the Issue
Retail Portion	
	5,30,000 Equity Shares constituting not more than 10% of the Issue
Pre and post-Issue Equity Shares	
Equity Shares outstanding prior to the Issue	72,46,217 Equity Shares
Equity Shares outstanding after the Issue	1,25,46,217 Equity Shares
Use of Proceeds	
	For details please refer to the chapter titled ' <i>Objects of the Issue</i> ' beginning on page number 59.

1. The Issue has been authorised by the shareholders of our Company *vide* a special resolution passed pursuant to section 62(1)(c) of the Companies Act, 2013 at the EGM held on 28th February, 2015.
2. Subject to valid Bids being received at or above the Issue Price, under-subscription, if any, in the Non-Institutional Portion and Retail Portion would be allowed to be met with spill-over from other categories or a combination of categories at the discretion of our Company, in consultation with the BRLM and the Designated Stock Exchange. However, under-subscription, if any, in the QIB Portion will not be allowed to be met with spill-over from other categories or a combination of categories.
3. Such number of Equity Shares representing 5% of the QIB Portion shall be available for allocation on a proportionate basis to Mutual Funds only. The remainder of the QIB Portion shall be available for allocation on a proportionate basis to QIBs including Mutual Funds, subject to valid Bids being received from them at or above the Issue Price. In the event that the demand from Mutual Funds is greater than 1,98,750 Equity Shares, allocation shall be made to Mutual Funds proportionately, to the extent of the Mutual Fund Portion. The remaining demand by the Mutual Funds shall, as part of the aggregate demand by QIBs, be available for allocation proportionately out of the remainder of the QIB Portion, after excluding the allocation in the Mutual Fund Portion. However, in the event of under-subscription in the Mutual Fund Portion, the balance Equity Shares in the Mutual Fund Portion will be added to the QIB Portion and allocated to QIBs (including Mutual Funds) on a proportionate basis, subject to valid Bids at or above Issue Price.



GENERAL INFORMATION

Registered Office of our Company

Plot No. 192A, Sector 4, IMT Manesar,
Gurgaon, Haryana -122050
Tel: +91 124 4763200
Fax: +91 124 4365189
Website: www.mmsprings.in
E-Mail: corporate@mmsprings.in

For details of change in the name and Registered Office of our Company, please refer to the chapter titled 'History and Other Corporate Matters' beginning on page number 101.

Corporate Office of our Company

F-1204, C.R. Park,
New Delhi- 110019
Tel: +011-41602557
Fax: +011-41602558
Website: www.mmsprings.in
E-Mail: corporate@mmsprings.in

Plant/ Unit:

Manesar Plant

Plot No. 192A, Sector 4, IMT Manesar,
Gurgaon, Haryana -122050
Tel: +91 124 4763200
Fax: +91 124 4365189

Haridwar Plant

E-56, Industrial Area,
Haridwar-249401, Uttarakhand
Tel: +91-1334-221301
E mail: hdr@mmsprings.in

Address of Registrar of Companies, Delhi & Haryana

4th Floor, IFCI Tower,
61, Nehru Place, New Delhi- 110019
Tel: 011-26235707, 26235708, 26235709
Fax: 011-26235702
Email: roc.delhi@mca.gov.in

Our Board of Directors

The following table sets out brief information regarding our Board as on the date of the Draft Red Herring Prospectus:

Sr. No.	Name of Directors	Designation	Nature of Directorship	Director's Identification Number (DIN)
1.	Mr. Manoj Singhal	Mg. Director	Executive and Non- Independent	00010647
2.	Ms. Malti Syngle	Whole time Director	Executive and Non- Independent	00015158



3.	Dhiraj Dhar Gupta	Director	Non-Executive and Non Independent	01089718
4.	Mr. Tej Kishen Magazine	Whole time Director	Executive and Non- Independent	00394616
5.	Devendra Raj Mehta	Director	Non-Executive and Independent	01067895
6.	Mr. Mahesh Munjal	Director	Non-Executive and Independent	00002990
7.	Rakesh Puri	Director	Non-Executive and Independent	07068559
8.	Vikas Garg	Director	Non-Executive and Independent	00255413
9.	Satish Chander Girotra	Director	Non-Executive and Independent	01112511

For further details, please refer to the chapters titled ‘*Management*’ and ‘*Promoters and Promoter Group*’ beginning on page numbers 105 and 121 respectively.

Company Secretary and Compliance Officer

Mr. Kabindra Jha

Plot No. 192A, Sector 4, IMT Manesar,
Gurgaon, Haryana -122050
Tel: +91 124 4763200
Fax: +91 124 4365189
Website: www.mmsprings.in
E-Mail: cs@mmsprings.in

Chief Financial Officer

Mr. S.K Sarkari

Plot No. 192A, Sector 4, IMT Manesar,
Gurgaon, Haryana -122050
Tel: +91 124 4763200
Fax: +91 124 4365189
Website: www.mmsprings.in
E-Mail: finance@mmsprings.in

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

All grievances relating to the Issue may be addressed to the Registrar to the Issue, giving full details such as name, application number, address of the applicant, number of the Equity Shares applied for, Bid Amount paid on submission of the Bid cum Application Form and the entity and centre where the Bid cum Application Form was submitted.

All grievances relating to the ASBA process may be addressed to the Registrar to the Issue, with a copy to the relevant SCSB or the Syndicate / Sub – Syndicate Members to whom the Bid was submitted (at ASBA Bidding Locations), giving full details such as name, address of the applicant, number of Equity Shares applied for, Bid Amount blocked, ASBA Account number and the Designated Branch of the relevant SCSBs or details of the Syndicate / Sub – Syndicate Members to whom the Bid was submitted (at ASBA Bidding Locations) where the ASBA Form was submitted by the ASBA Bidder.

Further, with respect to the Bid cum Application Forms submitted with the Registered Brokers, the investor shall also enclose the acknowledgment from the Registered Broker in addition to the documents/information mentioned hereinabove.

BOOK RUNNING LEAD MANAGER TO THE ISSUE	REGISTRAR TO THE ISSUE
Mefcom Capital Markets Limited Regd Office.: 5th Floor, Sanchi Building, 77, Nehru Place, New Delhi- 110019 Phone: +91-11- 46500500 Fax No: +91-11- 46500550 SEBI Regn. No.- MB/INM000000016 Website: www.mefcom.in Contact Person: Mr.Anand Srivastava Email: anand@mefcom.in	Beetal Financial & Computer Services Pvt Limited Beetal House,99,Madangir,Behind Local Shopping Centre, Near Dada Harsukh Dass Mandir, New Delhi- 110062 Tel Nos.: 011-29961281/82 Fax No.: 011-29961284 Email: beetalrta@gmail.com SEBI Registration No.: INR000000262 Contact Person: Mr. Punit Mittal Email: beetal@beetalfinancial.com

LEGAL ADVISORS TO THE ISSUE	STATUTORY & PEER REVIEW AUDITORS TO OUR COMPANY
Zenith India Lawyers B-3/12, Vasant Vihar, New Delhi 110057. Phone: +91-11-41661718, +91-11- 26146792 Contact Person: Ms. Raj Rani Bhalla Email: rajranibhalla@gmail.com	M/s. Navdeep Singh & Company, Chartered Accountants Deep Complex (First Floor), 89, Mansahia Colony, Patiala- 147001 Punjab Tel: +91-175-2302348 Email: canavdeep@gmail.com Contact Person: Mr. Navdeep Singh Firm Registration number: 008400N Membership number: 034979

BANKER TO OUR COMPANY	NBFC LENDER TO OUR COMPANY
State Bank of India SME Chandni Chowk Branch, Delhi- 110006 Tel: +91 9818166447 Fax No.: 011-23664687 Email: sumilkumar@sbi.co.in Contact Person: Mr. Sumil Kumar	Yes Bank D-12, South Extn.-II, New Delhi- 110049 Tel: +91-11-46029000 Fax No.: +91-11-46029000 Email: srikant.sharma@yesbank.in Contact Person: Mr. Shrikant Sharma
	Bajaj Finance Limited C/o Aggarwal Metro Heights, 11 th floor Netaji Subhash Place, Pitampura, Delhi 110034 Tel: +91- 9540726000 Fax No.: +91-11-30988708 Email id: rahulkumar1@bajajfinserv.in Contact Person: Mr.Rahul Kumar

Inter se allocation of responsibility

Mefcom Capital Markets Limited is the sole Book Running Lead Manager to the Issue and shall be responsible for the following activities:

Sr. No.	Activity
1.	Capital structuring with relative components and formalities such as type of instruments, etc.
2.	Conducting a Due diligence of the Company including its operations / management / business / plans / legal, etc. Drafting and design of the Offer Document, and of statutory advertisement including a memorandum containing salient features of the Prospectus. The Book Running Lead Manager shall ensure compliance with stipulated requirements and completion of prescribed formalities with the Stock Exchanges, the RoC and SEBI including finalisation of the Prospectus and RoC filing, including co-ordination with Auditors for preparation of financials and drafting and approving all statutory advertisements.
3.	Drafting and approval of all publicity material including the statutory advertisements as mentioned above, including road show presentations, corporate advertising, brochures, etc.

4.	Appointment of other intermediaries viz., Registrar to the Issue, Printers, Advertising Agency, Bankers to the Issue and IPO Grading Agency (if any).
5.	Preparation of road show presentation and frequently asked questions;
6.	Institutional marketing of the Issue, which will cover, inter alia: <ul style="list-style-type: none"> • Finalising the list and division of investors for one-to-one meetings; and • Finalising the international and domestic institutional road show and investor meeting schedules.
7.	Non-institutional and retail marketing of the Issue, which will cover, inter alia: <ul style="list-style-type: none"> • Formulating marketing strategies and preparation of publicity budget; • Finalising media and public relations strategy; • Finalising centres for holding conferences for press, brokers, etc.; and Follow-up on distribution of publicity and Issue material including forms, the Prospectus; and deciding on the quantum of Issue material.
8.	Coordination with the Stock Exchanges for book building software, bidding terminals and mock trading.
9.	Pricing, managing the book and coordination with Stock-Exchanges.
10.	The post bidding activities including management of escrow accounts, co-ordinate non-institutional and institutional allocation, intimation of allocation and dispatch of refunds to bidders etc.
11.	Post-Bidding activities including management of escrow accounts, co-ordination of non-institutional allocation, coordination with the Registrar to the Issue and Bankers to the Issue, intimation of allocation and dispatch of refunds to Bidders, etc. The post-Issue activities will involve essential follow up steps, including the finalisation of trading, dealing of instruments and dispatch of certificates and demat of delivery of shares with the various agencies connected with these activities such as the Registrar to the Issue, the Bankers to the Issue and the bank handling refund business. The Book Running Lead Manager shall be responsible for ensuring that these agencies fulfil their functions and for enabling them to discharge their responsibilities through suitable agreements with the Company.

Bankers to the Issue / Escrow Collection Bank(s)

The Bankers to the Issue shall be appointed prior to filing of the Red Herring Prospectus with RoC.

Refund Banker(s)

The Refund Banker(s) shall be appointed prior to filing of the Red Herring Prospectus with RoC.

Syndicate Member(s)

The Syndicate Member(s) will be appointed prior to filing the Red Herring Prospectus with RoC.

Self Certified Syndicate Banks

The list of banks that have been notified by SEBI to act as SCSB for the ASBA process is provided on SEBI's website <http://www.sebi.gov.in/sebiweb/home/list/5/33/0/0/Recognised-Intermediaries>. For details of the Designated Branches which shall collect Bid cum Application Forms from the ASBA Bidders, please refer to the above-mentioned link. Further, the branches of the SCSBs where the Syndicate at the Specified Locations could submit the Bid cum Application Form is provided on the website of SEBI at <http://www.sebi.gov.in/sebiweb/home/list/5/33/0/0/Recognised-Intermediaries>.

Registered Brokers

All the members of the recognized stock exchanges would be eligible to act as brokers to the Issue. The list of the Registered Brokers, including details such as postal address, telephone number and e-mail address, is provided on the website of NSE and BSE at <http://www.bseindia.com/Markets/PublicIssues/brokercentres=3> and http://www.nseindia.com/products/content/equities/ipos/ipo_mem_terminal.htm, respectively.



Credit Rating

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

Expert Opinion

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

Our Company has received consent from the Auditors namely, M/s Navdeep Singh & Company, Chartered Accountants to include their name as an expert (also as defined under Section 26 of the Companies Act, 2013 in this Draft Red Herring Prospectus in relation to the 'Statement of Tax Benefits' and the report of the Auditors dated January 17, 2015 and January 8, 2015 respectively, included in this Draft Red Herring Prospectus and such consent has not been withdrawn as of the date of this Draft Red Herring Prospectus.

Trustees

This being an issue of Equity Shares, the appointment of trustee is not required.

Appraisal and Monitoring Agency

The objects of the Issue have not been appraised by any agency. The Objects of the Issue and means of finance, therefore, are based on internal estimates of our Company. As the Proceeds of the Issue will be less than 5,000 million, under the sub-regulation (1) of Regulation 16 of SEBI ICDR Regulations, it is not required that a monitoring agency be appointed by our Company. As required under the listing agreements with the Stock Exchanges, the Audit Committee constituted by our Board of Directors will monitor the utilization of the Issue proceeds. We will disclose the utilization of the Proceeds of the Issue, including interim use, under a separate head in our quarterly financial disclosures and annual audited financial statements until the Issue proceeds remain unutilized, to the extent required under the applicable law and regulation.

Book Building Process

Book Building refers to the process of collection of Bids made by the investors on the basis of the Red Herring Prospectus. The Price Band and the minimum Bid lot size will be decided by our Company in consultation with the BRLM and in accordance with the SEBI ICDR Regulations at the time of RHP. The Issue Price shall be determined by our Company in consultation with the Book Running Lead Manager after the Bid/Issue Closing Date. The principal parties involved in the Book Building Process are:

1. Our Company,
2. Book Running Lead Manager,
3. Syndicate Member(s) who are intermediaries registered with SEBI or registered as brokers with BSE and NSE eligible to act as Underwriters. The Book Running Lead Manager shall appoint the Syndicate Members,
4. Registrar to this Issue,
5. Registered Broker;
6. Escrow Collection Banks; and
7. Self Certified Syndicate Banks.

This Issue is being made through the Book Building Process, wherein at least 75 % of the Issue shall be available for allocation on a proportionate basis to QIBs. Such number of Equity Shares representing 5% of the Net QIB Portion shall be available for allocation on a proportionate basis to Mutual Funds only. The remainder of the Net QIB Portion shall be available for allocation on a proportionate basis to QIBs, subject to valid Bids being received from them at or above the Issue Price. In the event that the demand from Mutual Funds is greater than 1,98,750 Equity Shares, allocation shall be made to Mutual Funds proportionately, to the extent of the Mutual Fund Portion. The remaining demand by the Mutual Funds shall, as part of the aggregate demand by QIBs, be available for allocation proportionately out of the remainder of the Net QIB Portion, after excluding the allocation in the Mutual Fund Portion. However, in the event of under-subscription in the Mutual Fund Portion, the balance Equity Shares in the



Mutual Fund Portion will be added to the Net QIB Portion and allocated to QIBs (including Mutual Funds) on a proportionate basis, subject to valid Bids at or above Issue Price.

Further, not more than 15% of the Issue shall be available for allocation on a proportionate basis to Non-Institutional Bidders and not more than 10% of the Issue shall be available for allocation to Retail Individual Bidders in accordance with SEBI Regulations, subject to valid Bids being received at or above the Issue Price, such that subject to availability of Equity Shares, each Retail Individual Bidder shall be allotted not less than the minimum Bid Lot, and the remaining Equity Shares, if available, shall be allotted to all Retail Individual Bidders on a proportionate basis. Under-subscription in any category, if any, 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 BRLMs and the Designated Stock Exchange, on a proportionate basis. However, under subscription, if any, in the QIB Portion will not be allowed to be met with spill over from other categories or a combination of categories. Further, QIBs and NIIs can participate in the Issue only through the ASBA mechanism.

In accordance with the SEBI Regulations, QIBs bidding in the Net QIB Portion are not allowed to withdraw their Bids after the QIB Bid Closing Date. Further, allocation to QIBs in the Net QIB Portion will be on a proportionate basis. QIBs and NIIs cannot withdraw or lower their Bids (in terms of quantity of Equity Shares or the Bid Amount) at any stage after bidding and are required to pay the Bid Amount upon submission of the Bid.

For further details, see sections titled “*Issue Structure*” and “*Issue Procedure*” on pages 219 and 223 respectively. Our Company will comply with the SEBI Regulations and any other ancillary directions issued by SEBI for this Issue. In this regard, our Company has appointed the BRLMs to manage this Issue and procure subscriptions to this Issue.

The Book Building Process is subject to change. Bidders are advised to make their own judgment about an investment through this process prior to submitting a Bid.

Steps to be taken by the Bidders for making a Bid or application in this Issue:

1. Check eligibility for making a Bid. For further details, please refer to the chapter titled ‘*Issue Procedure*’ beginning on page number 223. Specific attention of ASBA Bidders is invited to the chapter titled ‘*Issue Procedure*’ beginning on page number 223;
2. Ensure that you have a demat account and the demat account details are correctly mentioned in the Bid cum-Application Form, as the case may be;
3. Except for Bids on behalf of the Central or State Government officials, residents of Sikkim and the officials appointed by the courts, who may be exempt from specifying their PAN for transacting in the securities market, for Bids of all values ensure that you have mentioned your PAN allotted under the I.T. Act in the Bid cum Application Form (for further details, please refer to the chapter titled ‘*Issue Procedure*’ on beginning on page number 223). The exemption for Central or State Governments and officials appointed by the courts and for investors residing in Sikkim is subject to the Depository Participant’s verification of the veracity of such claims of the investors by collecting sufficient documentary evidence in support of their claims. Bidders are specifically requested not to submit their GIR number instead of the PAN as the Bid is liable to be rejected on this ground;
4. Ensure that the Bid cum Application Form is duly completed as per instructions given in the Red Herring Prospectus and in the Bid cum Application Form.
5. Ensure the correctness of your Demographic Details (as defined under the paragraph titled ‘*Bidder’s Depository Account Details*’, in the chapter titled ‘*Issue Procedure*’ beginning on page number 223), given in the Bid-cum-Application Form, and the details recorded with your Depository Participant;
6. Bids by ASBA Bidders have to be submitted to the SCSBs at the Designated Branches or Members of the Syndicate (at ASBA Bidding Locations). ASBA Bidders should ensure that their bank accounts have adequate credit balance at the time of submission to the SCSBs to ensure that their ASBA Bid-cum-Application Form is not rejected; and
7. Bidders may also submit their Bids to the Broker Centre at locations covered under the nationwide network of the Stock Exchange, an updated list of which is available on the website of the Stock Exchange. Bidders can view the status of their Bids on the website of Stock Exchange.



Bidders (including ASBA Bidders) can bid at any price within the price band. For instance, assuming a price band of Rs 20 to Rs 24 per share, an issue size of 3,000 Equity Shares and receipt of five bids from Bidders details of which are shown in the table below. A graphical representation of the consolidated demand and price would be made available at the bidding centres during the bidding period.

Illustration of Book Building Process and the Price Discovery Process

(Investors should note that the following is solely for the purpose of illustration and is not specific to this Issue)

The illustrative book shown below shows the demand for the shares at various prices and is collated from bids from various investors.

Number of Equity Shares Bid for	Bid Price	Cumulative Equity Shares Bid for	Subscription
500	24	500	16.67%
1,000	23	1,500	50.00%
1,500	22	3,000	100.00%
2,000	21	5,000	166.67%
2,500	20	7,500	250.00%

The price discovery is a function of demand at various prices. The highest price at which the issuer is able to issue the desired quantum of shares is the price at which the book cuts off, *i.e.*, Rs. 22 in the above example. The Issuer, in consultation with the Book Running Lead Manager will finalize the issue price at or below such cut off price, *i.e.* at or below Rs. 22. All bids at or above this issue price and cut off bids by Retail Individual Bidders are valid bids and are considered for allocation in the respective categories.

Bidding / Issue Programme:

BID / ISSUE OPENS ON	[●]
BID / ISSUE CLOSES ON	[●]

Bids and any revision in Bids shall be accepted only between **10 a.m. and 5.00 p.m.** (Indian Standard Time) during the Bid / Issue Period as mentioned above at the Bidding Centres mentioned on the Bid cum Application Form or in case of Bids submitted through ASBA Form, the Designated Branches or the Syndicate / Sub syndicate members (at ASBA Bidding Locations) except that on the Bid / Issue Closing Date (which for the QIBs may be a day prior to that of the other Bidders), the Bids shall be accepted only between **10 a.m. and 3.00 p.m.** (Indian Standard Time) and uploaded till (i) 4.00 p.m. in case of Bids by QIBs and Non Institutional Bidders and (ii) until 5.00 p.m. in case of Bids by Retail Individual Bidders, which may be extended up to such time as deemed fit by the Stock Exchange after taking into account the total number of applications received up to the closure of timings and reported by Book Running Lead Manager to the Stock Exchanges within half an hour of such closure.

In case of discrepancy of data between the Stock Exchange and the Designated Branches of the SCSBs, the decision of the Registrar to the Issue, in consultation with the BRLM, our Company and the Designated Stock Exchange, based on the physical / electronic records, as the case may be, of the Bid cum Application Forms shall be final and binding on all concerned. Further, the Registrar to the Issue may ask for rectified data from the SCSB.

Due to limitation of the time available for uploading the Bids on the Bid / Issue Closing Date, the Bidders are advised to submit their Bids one Working Day prior to the Bid / Issue Closing Date and, in any case, no later than 3.00 p.m. (Indian Standard Time) on the Bid / Issue Closing Date. Bidders are requested to note that due to clustering of last day applications, as is typically experienced in public offerings, some Bids may not get uploaded on the last date. Such Bids that cannot be uploaded will not be considered for allocation under the Issue. Bids not uploaded in the book would be rejected. If such Bids are not uploaded, our Company, the Selling Shareholder, Book Running Lead Manager, Syndicate Members, Sub-syndicate members and the SCSBs will not be responsible. Bids will be accepted only on Working Days.

On the Bid / Issue Closing Date, extension of time may be granted by the Stock Exchanges only for uploading the Bids received by Retail Individual Bidders after taking into account the total number of Bids received up to the



closure of timings for acceptance of Bid cum Application Forms and ASBA Form as stated herein and reported by the Book Running Lead Manager to the Stock Exchanges within half an hour of such closure. All times mentioned in the Draft Red Herring Prospectus is Indian Standard Time.

Our Company in consultation with the Book Running Lead Manager reserves the right to revise the Price Band during the Bid / Issue Period in accordance with the SEBI ICDR Regulations, provided that the Cap Price is less than or equal to 120% of the Floor Price and the Floor Price shall not be less than the face value of the Equity Shares. The Floor Price can be revised up or down to a maximum of 20% of the Floor Price advertised at least two Working Days before the Bid / Issue Opening Date.

In case of revision of the Price Band, the Bid / Issue Period will be extended for a minimum of three additional working days, subject to the total Bid / Issue Period not exceeding 10 working days. Any revision in the Price Band and the revised Bid / Issue, if applicable, will be widely disseminated by notification to the BSE and NSE, by issuing a press release and also by indicating the changes on the websites of the Book Running Lead Manager and at the terminals of the Syndicate.

Withdrawal of the Issue:

In accordance with the SEBI ICDR Regulations, our Company in consultation with Book Running Lead Manager, reserve the right not to proceed with this Issue at any time after the Bid / Issue Opening Date, but before our Board meeting for Allotment, without assigning reasons thereof. However, if our Company withdraws the Issue after the Bid / Issue Closing Date, we will give reason thereof within two days by way of a public notice which shall be published in the same newspapers where the pre-Issue advertisements were published. Further, the Stock Exchanges shall be informed promptly in this regard and the Book Running Lead Manager, through the Registrar to the Issue, shall notify the SCSBs to unblock the Bank Accounts of the ASBA Bidders within one Working Day from the date of receipt of such notification. If Issue is withdrawn after the Bid Closing Date and a fresh public offering is intended, a fresh offer document will be filed with SEBI.

Notwithstanding the foregoing, the Issue is also subject to obtaining (i) the final listing and trading approvals of the Stock Exchanges, which our Company shall apply for after Allotment; and (ii) the final RoC approval of the Prospectus after it is filed with the RoC.

Underwriting Agreement

After the determination of the Issue Price but prior to filing of the Prospectus with the RoC, our Company will enter into an Underwriting Agreement with the Underwriter for the Equity Shares proposed to be issued in the Issue. It is proposed that pursuant to the terms of the Underwriting Agreement, the Book Running Lead Manager shall be responsible for bringing in the amount devolved in the event that the Syndicate Member(s) do not fulfil their underwriting obligations. The Underwriting shall be to the extent of the bids uploaded by the Underwriter including through its syndicates /sub-syndicates. Pursuant to the terms of the Underwriting Agreement, the obligations of the Underwriter are several and are subject to certain conditions to closing, as specified therein.

The Underwriter has indicated their intention to underwrite the following number of Equity Shares:

Name, address and contact information of the Underwriter/(s)	Indicated Number of Equity Shares to be Underwritten	Amount Underwritten (in Lakhs)
[•]	[•]	[•]
[•]	[•]	[•]
[•]	[•]	[•]

(This portion has been intentionally left blank and will be filled in before filing of the Prospectus with RoC)

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



Notwithstanding the above table, the Book Running Lead Manager and the Syndicate Members shall be severally responsible for ensuring payment with respect to Equity Shares allocated to investors procured by them. In the event of any default in payment, the Underwriter, in addition to other obligations defined in the Underwriting Agreement, will also be required to procure / subscribe to the Equity Shares to the extent of the defaulted amount as specified in the Underwriting Agreement. The Book Running Lead Manager shall be responsible for bringing in amounts devolved in the event that the other members of the Syndicate do not fulfil their underwriting obligations.

CAPITAL STRUCTURE

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

Sr. No.	Particulars	Amount in Lakhs	
		Aggregate nominal value	Aggregate value at Issue Price
A.	Authorized Share Capital		
	1,30,00,000 Equity Shares of face value of Rs.10 each	1300	-
	2,00,000 Preference Shares of face value of Rs. 100 each	200	
B.	Issued, subscribed and paid-up Equity Share Capital before the Issue		
	72,46,217 Equity Shares of face value of Rs. 10 each	724.62	-
C.	Present Issue in terms of the Draft Red Herring Prospectus		
	Issue of 53,00,000 Equity Shares aggregating Rs. [●]	530.00	[●]
	Which comprises		
a)	QIB Portion of at least 39,75,000 Equity Shares, being 75% of the issue.	397.50	[●]
	Of Which		
	Mutual Fund Portion is 1,98,750 Equity Shares, being 5% of the QIB Portion	19.87	[●]
	Other QIBs (including Mutual Funds) 37,76,250 Equity Shares.	377.63	[●]
b)	Non-Institutional portion of not more than 7,95,000 Equity Shares, being 15% of the Issue	79.50	[●]
c)	Retail Portion of not more than 5,30,000 Equity Shares, being 10% of the Issue.	53.00	[●]
D.	Issued, Subscribed and Paid Up Share Capital after the Issue		
	1,25,46,217 Equity Shares	1254.62	[●]
E.	Securities Premium Account		
	Before the Issue		1697.99
	After the Issue		[●]

- Unsubscribed portion of NII & RII will be added back to QIB portion.
- All Equity Shares issued by our Company are fully paid-up.
- The Issue has been authorized by the shareholders of our Company vide a special resolution passed pursuant to section 62(1)(c) of the Companies Act, 2013 at the EGM held on 28th February, 2015
- The Securities Premium Account after the Issue shall be determined after Book Building Process.

For further details, please refer to the section titled 'Issue Related Information' beginning on page number 216.

NOTES TO THE CAPITAL STRUCTURE

1. Details of increase in authorised Equity Share Capital:

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

Sr. No.	Particulars Of Change		Date of Shareholder's Meeting	Meeting AGM/EGM
	From	To		
1	On incorporation 50,000 Equity Shares of Rs. 100 each.	-	-	Incorporation
2	50,000 Equity shares of Rs. 100 each.	70,000 Equity Shares of Rs. 100 each.	N.A.*	N.A.*
3	70,000 Equity Shares of Rs. 100 each.	1,00,000 Equity Shares of Rs. 100 each.	14.04.1992	N.A.*
4	1,00,000 Equity Shares of Rs. 100 each.	3,00,000 Equity Shares of Rs. 100 each.	N.A.*	N.A.*
5	3,00,000 Equity Shares of Rs. 100 each	4,00,000 Equity Shares of Rs. 100 each	17.04.2003	N.A.*
6	4,00,000 Equity Shares of Rs. 100 each	8,00,000 Equity Shares of Rs. 100 each	18.03.2006	EGM
7	80,00,000 Equity Shares of Rs. 10 each	1,30,00,000 Equity Shares of Rs. 10 each	20.11.2014	EGM

*Certain data and their related forms could not be made available.

Sr. No.	Particulars Of Change		Date of Shareholder's Meeting	Meeting AGM/EGM
	From	To		
1	2,00,000 Preference shares of Rs.100 each	-	18.03.2006	EGM

2. Equity Share capital history of our Company:

Date of/issue allotment of Shares	No. of Equity Shares Issued	Face value (Rs)	Issue price (Rs.)	Consideration (cash, bonus, consideration other than cash)	Nature of Allotment (Bonus, swap etc.)	Cumulative no. of Equity Shares	Cumulative paid-up share capital (Rs.)	Cumulative Share premium (Rs.)
10.05.1985	20	100	100	Cash	Subscription to MOA	20	2,000	NIL
07.07.1989	410	100	100	Cash	Preferential Allotment	430	43,000	NIL
06.03.1990	5246	100	100	Cash	Preferential Allotment	5676	567600	NIL
29.09.1990	8167	100	100	Cash	Preferential Allotment	13843	1384300	NIL
22.10.1990	2800	100	100	Cash	Preferential Allotment	16643	1664300	NIL
13.04.1991	12907	100	100	Cash	Preferential Allotment	29550	2955000	NIL

19.04.1991	10450	100	100	Cash	Preferential Allotment	40000	4000000	NIL
12.02.1994	11000	100	100	Cash	Preferential Allotment	51000	5100000	NIL
02.11.1999	87215	100	100	Cash	Preferential Allotment	138215	13821500	NIL
03.12.1999	53685	100	100	Other Than Cash	Bonus 10 : 9	191900	19190000	NIL
21.03.2000	20000	100	100	Cash	Preferential Allotment	211900	21190000	NIL
15.03.2002	40000	100	100	Cash	Preferential Allotment	251900	25190000	NIL
31.03.2003	100250	100	100	Cash	Preferential Allotment	352150	35215000	NIL
21.02.2005	15000	100	250	Cash	Preferential Allotment	367150	36715000	2250000
30.03.2006	8277	100	175	Cash	Preferential Allotment	375427	37542700	2870775
01.03.2007	-	10	-	-	Share Split 1:10	3754270	-	-
	2502847	10	10	Other Than Cash	Bonus 3:2	6257117	62571170	NIL
28.03.2007	120000	10	25	Cash	Preferential Allotment	6377117	63771170	4670775
08.01.2008	238125	10	200	Cash	Preferential Allotment	6615242	66152420	49914525
25.02.2008	25000	10	200	Cash	Preferential Allotment	6640242	66402420	54664525
30.03.2009	68600	10	200	Cash	Preferential Allotment	6708842	67088420	67698525
19.03.2010	27500	10	200	Cash	Preferential Allotment	6736342	67363420	72923525
26.03.2010	60000	10	200	Cash	Preferential Allotment	6796342	67963420	84323525
22.04.2010	65000	10	200	Cash	Preferential Allotment	6861342	68613420	96673525
31.03.2011	134875	10	200	Cash	Preferential Allotment	6996217	69962170	122299775
29.03.2014	250000	10	200	Cash	Preferential Allotment	7246217	72462170	169799775

1. The securities were fully paid up on the date of their allotment.
2. Initial allotment of 20 Equity Shares each to the subscribers to the MoA of Our Company being Mr M.K Jajoo and Mr. R.L Jajoo.
3. Further allotment of 410 Equity Shares to Mr. Varun Jajoo on 07.07.1989.

4. Further allotment of 5,246 Equity Shares to Mr. Varun Jajoo(1516 Equity Shares), M.K Jajoo (2100 Equity Shares), Rajshree Jajoo (1630 Equity Shares)on 06.03.1990.
5. Further allotment of 8,167 Equity Shares toMr. Manoj Singhal (4700 Equity Shares), Ms. Malti Syngle (2400 shares), Mr. Ranjit Singh (70 Shares), Mr. Opinder Singh (247 Equity shares), Mr. B.K Jajoo (250 Equity shares), Seema Sharma (500 Equity shares) on 29.09.1990.
6. Further allotment of 2800 equity shares to Mr.Manoj Singhal (800 Equity shares) and Ms. Rajshree Jajoo(2000 equity shares)on 22.10.1990.
7. Further allotment of 12,907equity shares to Mr. S k Bansal (300 equity shares), Girish Fathepuria(500 Equity shares), N K Singhi (500 equity shares), Naresh Jain (2274 equity shares), Mahesh Chandok (500 equity shares), Laxmi Agrawal (500 equity shares), K K Kedia (2000 equity shares), Malti Syngle (2180 equity shares), Manoj Singhal (4000 equity shares), Opinder Singh (3 equity shares), Vishnu Kr. Gupta (150 equity shares)on 13.04.1991
8. Further allotment of 10,450 equity shares to Mr. Manoj Singhal (5000 equity shares), Ms Malti Syngle (450 equity shares), and Mr. M.K. Jajoo (5000 equity shares)on 19.04.1991
9. Further allotment of 11,000 equity shares to Mr. Manoj Singhal(3,500 equity shares), Ms Malti Syngle (2,000 equity shares) and Rajshree Jajoo (5,500 equity shares)on 12.02.1994.
10. Further allotment of 87,215 equity shares to Mr Manoj Singhal (15,000 equity shares), Mr. M.K.Jajoo (62,215 equity shares), MNS Global (10,000 equity shares), on 02.11.1999.
11. Bonus Issue of 53,685 equity shares to Mr. R L Jajoo (9 Equity Shares), Rajshree Jajoo (8,217 Equity Shares), Mr. Manoj Singhal (29,835 equity shares), MNS Global (9000 Equity shares), Malti Syngle (6,390 equity shares), Mr. Opinder Singh Gill (225 equity shares), Mr. Varun Jajoo (9 equity shares) on 03.12.1999.
12. Further allotment of 20,000 equity shares to Mr.M.K Jajoo (7,500 equity shares), Ms Rajshree Jajoo (2,500 equity shares) and MNS Global (10,000 equity shares) on 21.03.2000.
13. Further allotment of 40,000 equity shares to Mr.Manoj Singhal (35,000 equity shares) and MNS Global (5,000 equity shares) on 15.03.2002.
14. Further allotment of 1,00,250 equity shares to Mr. Dhirajdhar Gupta (10000 Equity Shares), Chitra Gupta (5,000 Equity Shares), Mr. Manoj Singhal (5,000 equity shares), MNS Global (60,000 Equity shares), Malti Syngle (250 equity shares), Mr. Malvika Nagpal (5,000 equity shares), Mr. Inderjeet Nagpal (2,500 equity shares,) Mr. Ashwani Nagpal (2,500 equity shares), Mr. Rajesh handa (10,000 equity shares) on 31.03.2003.
15. Further allotment of 15,000 equity shares to MNS Global (15000 equity shares) on 21.02.2005.
16. Further allotment of 8,277 equity shares to Mr. Manoj Singhal (1285 equity shares), MNS Global (6250 equity shares) Malti Syngle (742 equity shares) on 30.03.2006.
17. On 01.03.2007, the Company split it shares in the ratio of 1:10.
18. Bonus Issue of 25,02,847 equity shares to Mr. Manoj Singhal (9,97,133 equity shares), MNS Global (12,50,666 Equity shares), Malti Syngle (1,48,547 equity shares), Mr. Opinder Singh Gill (3,167 equity shares),Mrs Renuka Munjal (667 equity shares), Mr. Mahesh Munjal (667 equity shares), Mr. Dhirajdhar Gupta (66,666 Equity Shares), Chitra Gupta (33,333 Equity Shares, Mrs Ratika Jain ((667 equity shares), Mrs Ruchi Jain ((667 equity shares), Mrs Man Mohini ((667 equity shares)) on 28.03.2007.
19. Further allotment of 1,20,000 equity shares to M-Tech Developers Pvt Ltd. (120000 equity shares) on 28.03.2007.
20. Further allotment of 2,38,125 equity shares to Apeejay House India Ltd (1,65,000 equity shares). ANG Finvest Private Limited(15,000 equity shares) , Marrass Industries Pvt. Ltd. (5,000 equity shares) , Panwalia Real Estate Marketing Consultants Pvt.Ltd. (12,500 equity shares) ,Kasera Agencies Pvt.Ltd. (5,000 equity shares) , Hitkari Automobiles Pvt.Ltd. (3,125 equity shares), MNS Global (32,500 Equity shares)on 08.01.2008.
21. Further allotment of 25000 equity shares to Apeejay House India Ltd.on 25.02.2008.
22. Further allotment of 68600 equity shares to MM Appartments Pvt Ltd(25000 equity shares) ,Hitkari Automobiles Pvt.Ltd. (4100 equity shares), MNS Global (4500 Equity shares), VIP Leasing & Finance Private Limited(30000 Equity shares) Virgin Capital Services Private Limited (5000 Equity shares), on 30.03.2009\
23. Further allotment of 27500 equity shares to MM Appartment Private Limited (27500 Equity shares) on19.03.2010.
24. Further allotment of 60,000 equity shares to Apeejay House India Ltd. on 26.03.2010.
25. Further allotment of 65,000 equity shares to Apeejay House India Ltd. on 22.04.2010.

26. Further allotment of 1,34,875 equity shares to MNS Global Finance Pvt Ltd (3750 Equity shares), Manoj Singhal (15000 Equity shares) Malti Syngle (625 Equity shares), Sunil Nayyar (11500 Equity shares), Hitkari Automobiles Pvt. Ltd. (4000 Equity shares), Gita Jain (50000 Equity shares) on 31.03.2011.
27. Further allotment of 2,37,500 equity shares to Manoj Singhal on 29.03.2014.

3. Equity Shares issued for consideration other than cash by our Company

Except as stated below, our Company has not issued any Equity Shares for consideration other than cash:

Date of Issue/Allotment of the Equity Shares	Name of the Allottee	No. of Equity Shares	Face Value (in Rs.)	Nature of Allotment
03.12.1999	R.L Jajoo Varun Jajoo Rajshree Jajoo Manoj Singhal Malti Syngle Opinder Singh MNS Global Total	9 9 8217 29835 6390 225 9000 53685	100	Bonus Issue
28.03.2007	Mr. Manoj Singhal Mrs. Malti Syngle Mr. Opinder Singh MNS Global Finance Ltd Mrs. Renuka Munjal Mr. Mahesh C. Munjal Mr. Dhiraj Dhar Gupta Mrs. Chitra Gupta Mrs. Ratika Jain Mrs. Ruchi Jain Mrs. Man Mohini Rastogi Total	997133 148547 3167 1250666 667 667 66666 33333 667 667 667 2502847	10	Bonus Issue

4. Details of Promoter's contribution and Lock-in

The Equity Shares held by the Promoters were acquired / allotted in the following manner:

Details of build-up of shareholding of the Promoters and lock-in

1. Mr. Manoj Singhal							
Date of Allotment/ Transfer	Consideration	No. of Equity Shares	Face value per share (Rs.)	Issue / Acquisition / Transfer price (Rs.)	Nature of Transaction	Pre-issue share holding %	Post-issue share holding %
29.03.1990	Cash	4,700	100	100	Allotment		
22.10.1990	Cash	800	100	100	Allotment		
13.04.1991	Cash	4,000	100	100	Allotment		
19.04.1991	Cash	5,000	100	100	Allotment		
12.02.1994	Cash	3,500	100	100	Allotment		
25.09.1998	Cash	150	100	100	Transfer from Mr. Vishnu		

					Kumar Gupta		
02.11.1999	Cash	15,000	100	100	Allotment		
03.12.1999	Cash	29,835	100	100	Allotment		
15.09.2000	Cash	71565	100	175	Transfer from Mr. M.K.Jajoo		
15.09.2000	Cash	5000	100	350	Transfer from Mr. M.K.Jajoo		
15.09.2000	Cash	19	100	175	Transfer from R.L. Jajoo		
15.09.2000	Cash	10	100	175	Transfer from Varun Jajoo		
15.09.2000	Cash	9	100	175	Transfer from Varun Jajoo		
15.09.2000	Cash	1630	100	175	Transfer from Rajshree Jajoo		
15.09.2000	Cash	2000	100	175	Transfer from Rajshree Jajoo		
15.09.2000	Cash	5500	100	175	Transfer from Rajshree Jajoo		
15.09.2000	Cash	10717	100	175	Transfer from Rajshree Jajoo		
30.04.2001	Cash	36800	100	100	Transfer to MNS Global Fin Pvt Ltd.		
15.03.2002	Cash	35,000	100	100	Allotment		
31.03.2003	Cash	5,000	100	100	Allotment		
01.10.2003	Cash	100	100	175	Transfer to Ratika Jain		
01.10.2003	Cash	100	100	175	Transfer to Man Mohini Rastogi		
15.10.2003	Cash	4,750	100	175	Transfer to MNS Global Fin Pvt Ltd.		
15.10.2003	Cash	4,400	100	175	Transfer to MNS Global Fin Pvt Ltd.		
27.03.2005	Cash	5,000	100	200	Transfer to MNS Global Fin Pvt Ltd.		
30.03.2006	Cash	1,285	100	175	Allotment		
01.03.2007	Subdivision	14,95,700	10	-	-		
28.03.2007	Cash	9,97,133	10	10	Allotment		
30.06.2008	Gift	1,90,000	100	Gift	Transfer from Jit Paul		
13.11.2009		5,000	10	100	Transfer to MM Appartments Pvt Ltd		
31.03.2011	Cash	15,000	10	200	Allotment		
10.02.2012	Gift	3,71,900	10	Gift	Transfer from Malti Syngle		
08.03.2013	Cash	7917	10	50	Transfer from Opinder Singh		

29.03.2014	Cash	2,37,500	10	200	Allotment		
Total		33,10,150				45.68%	26.38%

2. Ms. Malti Syngle

Date of Allotment/ Transfer	Consideration	No. of Equity Shares	Face value per Share (Rs.)	Issue / Acquisition /Transfer price (Rs.)	Nature of Transaction	Pre-issue share holding %	Post-issue share holding %
29.03.1990	Cash	2400	100	100	Allotment		
13.04.1991	Cash	2180	100	100	Allotment		
13.04.1991	Cash	70	100	100	Transfer from Mr. Ranjeet Singh		
19.04.1991	Cash	450	100	100	Allotment		
12.02.1994	Cash	2000	100	100	Allotment		
03.12.1999	Cash	6390	100	100	Allotment		
15.09.2000	Cash	9500	100	175	Transfer from Mr. M.K.Jajoo		
30.04.2001	Cash	1700	100	175	Transfer to MNS Global Fin. Pvt Ltd		
31.03.2003	Cash	250	100	100	Allotment		
30.03.2006	Cash	742	100	175	Allotment		
01.03.2007	Subdivision	222820	10	-	-		
28.03.2007	Cash	148547	10	10	Allotment		
31.03.2011	Cash	625	10	200	Allotment		
10.02.2012	Gift	371900	10	Gift	Transfer to Mr. Manoj Singhal		
Total		92				0.001%	0.0007%

3. MNS Global Finance Pvt. Ltd.

Date of Allotment/ Transfer	Consideration	No. of Equity Shares	Face value per Share (Rs.)	Issue / Acquisition /Transfer price (Rs.)	Nature of Transaction	Pre-issue share holding %	Post-issue share holding %
02.11.1999	Cash	10000	100	100	Allotment		
03.12.1999	Cash	9000	100	100	Allotment		
21.03.2000	Cash	10000	100	100	Allotment		
18.09.2000	Cash	100	100	175	Transfer to Renuka Munjal		
18.09.2000	Cash	100	100	175	Transfer to Mahesh Munjal		
18.09.2000	Cash	100	100	175	Transfer to Santi Sagar Gupta		
30.04.2001	Cash	36800	100	100	Transfer from Manoj Singhal		
30.04.2001	Cash	1700	100	175	Transfer from Malti Syngle		
15.03.2002	Cash	5000	100	100	Allotment		



31.03.2003	Cash	60000	100	100	Allotment		
01.10.2003	Cash	2500	100	100	Transfer from Inderjeet Nagpal		
01.10.2003	Cash	2500	100	100	Transfer from Aswin Nagpal		
01.10.2003	Cash	10000	100	100	Transfer from Rajesh Handa		
01.10.2003	Cash	5000	100	100	Transfer from Malvika Nagpal		
15.10.2003	Cash	4750	100	175	Transfer from Manoj Singhal		
15.10.2003	Cash	4400	100	175	Transfer from Manoj Singhal		
21.02.2005	Cash	15000	100	100	Allotment		
27.03.2005	Cash	5000	100	200	Transfer from Manoj Singhal		
30.03.2006	Cash	6250	100	175	Allotment		
01.03.2007	Subdivision	1876000	10	-	-		
28.03.2007	Cash	1250666	10	10	Allotment		
08.01.2008	Cash	32500	10	200	Allotment		
30.03.2009	Cash	4500	10	200	Allotment		
31.03.2011	Cash	3750	10	200	Allotment		
29.03.2014	Cash	12500	10	200	Allotment		
Total		31,79,916				43.884%	25.35%

As per clause (a) sub-regulation (1) Regulation 32 of the SEBI ICDR Regulations and in terms of the aforesaid table, an aggregate of 20% of the post-Issue Equity Share Capital of our Company shall be locked in by our Promoters for a period of three (3) years from the date of Allotment (minimum Promoters' contribution).

Name of promoter	No of shares locked in for 3 years	Pre Issue share holding (%)	Post Issue share holding (%)
M/s MNS Global Finance Pvt Ltd.	25,09,250	34.63%	20.00%
Total	25,09,250	34.63%	20.00%

The Promoter's contribution has been brought in to the extent of not less than the specified minimum amount and has been contributed by the persons defined as Promoter under the SEBI ICDR Regulations. Our Company has obtained written consents from our Promoters for the lock-in of 25,09,250 Equity Shares, held by them, for a period of three years from the date of Allotment in the Issue.

The balance pre-Issue Equity Share capital of our Company, i.e. 39,80,908 Equity Shares shall be locked in for a period of one year from the date of Allotment in the Issue. Equity Shares offered by the Promoters for the minimum Promoter's contribution are not subject to pledge. Lock-in period shall commence from the date of Allotment of Equity Shares in the Issue.

We confirm that the minimum Promoters' contribution of 20% which is subject to lock-in for three years does not consist of:

- Equity Shares acquired during the preceding three years for consideration other than cash and revaluation of assets or capitalization of intangible assets;
- Equity Shares acquired during the preceding three years resulting from a bonus issue by utilization of revaluation reserves or unrealized profits of the issuer or from bonus issue against equity shares which are ineligible for minimum Promoters' contribution;



c) Equity Shares acquired by Promoters during the preceding one year at a price lower than the price at which equity shares are being offered to public in the Issue; or equity shares pledged with any creditor.

Further, our Company has not been formed by the conversion of a partnership firm into a company and no Equity Shares have been allotted pursuant to any scheme approved under Section 391-394 of the Companies Act, 1956.

The share certificates for the Equity Shares in physical form, which are subject to lock-in, shall carry the inscription 'non-transferable' and the non-transferability details shall be informed to the depositories. The details of lock-in shall be included in the Prospectus to be filed with the RoC.

Equity Shares locked-in for one year

In addition to 20% of the post-Issue shareholding of our Company locked-in for three years as the minimum Promoters contribution, the balance Pre-Issue Paid-up Equity Share Capital *i.e.* 39,80,908 Equity Shares would be locked-in for a period of one year from the date of Allotment in the proposed Initial Public Offering. Further, such lock-in of the Equity Shares would be created as per the bye laws of the Depositories.

Pursuant to proviso (b) to Regulation 37 of the SEBI ICDR Regulations, Equity Shares held by VCFs or FVCIs for at least one year prior to filing of the Draft Red Herring Prospectus with SEBI would not be subject to the above lock-in. In case our Company allots any shares under Pre-IPO Placement, the same will be under lock-in for one year from the date of Allotment of the Equity Shares in the Issue.

Other requirements in respect of 'lock-in'

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

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

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

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

5. Our shareholding pattern

a) The following table presents the shareholding pattern of Our Company as on 31st March 2014:

4) The following table provides the shareholding pattern of our Company as on 31 March 2014.

Category of Shareholder	No. of Shareholders	Pre-Issue		Post issue		Shares Pledged or otherwise encumbered	
		No. of Equity Shares	As a % of Issued Equity	No. of Equity Shares	As a % of Issued	No. of Equity Shares	As a % of Issued
Shareholding of Promoters & Promoter Group							
INDIAN							

Individuals/ HUFs/Directors/Relatives	11	3680076	50.79 %	3680076	29.34 %	---	---
Central Govt. /State Govts.	---	---	---	---	---	---	---
Bodies Corporate	4	3566141	49.21 %	3566141	28.42 %	---	---
Financial Institutions/Banks	-	---	---	---	---	---	---
Sub Total A (1)	15	7246217	100.00 %	7246217	57.76 %	---	---
FOREIGN							
Bodies Corporate	-	---	---	---	---	---	---
Individual	-	---	---	---	---	---	---
Institutions	-	---	---	---	---	---	---
Any others (specify)	-	---	---	---	---	---	---
Sub Total A (2)	-	---	---	---	---	---	---
Total Shareholding of Promoter group A (1) + A	15	7246217	100.00 %	7246217	57.76 %	---	---
PUBLIC SHAREHOLDING							
Institutions							
Central Govt./State Govts.	-	---	---	[●]	[●]	---	---
Financial Institutions/Banks	-	---	---	[●]	[●]	---	---
Mutual Funds/UTI	-	---	---	[●]	[●]	---	---
Venture Capital Funds	-	---	---	[●]	[●]	---	---
Insurance Companies	-	---	---	[●]	[●]	---	---
Foreign Institutions	-	---	---	[●]	[●]	---	---
Foreign Venture Capital	-	---	---	[●]	[●]	---	---
Any Others (Specify)	-	---	---	[●]	[●]	---	---
Sub Total B (1)	-	---	---	[●]	[●]	---	---
Non Institutions	-	---	---	[●]	[●]		
Bodies Corporate	-	---	---	[●]	[●]	---	---
Individuals-shareholders holding normal share capital up to Rs. 1 Lac	-	---	---	[●]	[●]	---	---
Individuals-shareholders holding normal Share capital in excess of Rs.1	-	---	---	[●]	[●]	---	---
Trust	-	---	---	[●]	[●]	---	---
Any Other (i) Clearing Member	-	---	---	[●]	[●]	---	---
Directors/Relatives	-	---	---	[●]	[●]	---	---
Employees	-	---	---	[●]	[●]	---	---
Foreign Nationals	-	---	---	[●]	[●]	---	---
NRIs	-	---	---	[●]	[●]	---	---
OCB'S	-	---	---	[●]	[●]	---	---
Person Acting in Concert	-	---	---	[●]	[●]	---	---
Sub Total B(2)				[●]	[●]	---	---
Total Public Shareholding B(1) + B(2)	-	[●]	[●]	5300000	42.24 %	---	---
Total A+B	15	7246217	100 %	12546217	100 %	---	---



Shares held by Custodians and against which Depository receipts have been issued (C)	-	---	---	---	---	---	---
Shares held by Market Makers (D)	-	---	---	---	---	---	---
Grand Total A+B+C+D	15	7246217	100%	12546217	100%		

Our Company will file the shareholding pattern in the form prescribed under clause 35 of the Listing Agreement, one day prior to the listing of Equity Shares. The shareholding pattern will be uploaded on the website of Stock Exchanges before commencement of trading of such Equity Shares.

b) Following are the details of the holding of securities (including shares, warrants, convertible securities) of persons belonging to the category —'Promoter and Promoter Group'.

Sr. No.	Name of the shareholder	Pre-Issue		Post-Issue		Shares pledged or otherwise Encumbered		
		No. of Equity Shares	As a % of Issued Share Capital	No. of Equity Shares	As a % of Issued Share Capital	Number	As a percentage	As a % of grand Total (a)+(b)+(c) of Sub-clause (i)(a)
A	Promoters							
1.	Mr. Manoj Singhal	33,10,150	45.68%	33,10,150	26.38%	-	-	-
2.	Ms. Malti Syngle	92	0.001%	92	0.0007%	-	-	-
3.	M/s MNS Global Finance Pvt Ltd	31,79,916	43.88%	31,79,916	25.35%	-	-	-
	TOTAL (A)	64.90,158	89.56%	64.90,158	51.73%			
B	Promoter Group, Relatives and other Associates							
1.	MM Appartments Pvt Ltd	2,50,000	3.45%	2,50,000	1.99%	-	-	-
2.	Hitkari Automobiles Pvt Ltd	11,225	0.15%	11,225	0.08%	-	-	-
3.	Mrs Renuka Munjal	1,667	0.023%	1,667	0.01%	-	-	-
4.	Mr. Mahesh Munjal	1,667	0.023%	1,667	0.01%	-	-	-
5.	Mr. Dhiraj Dhar Gupta	1,66,666	2.30%	1,66,666	1.32%	-	-	-
6.	Mrs Chitra Gupta	83,333	1.15%	83,333	0.67%	-	-	-
7.	Mrs Ratika Jain	1,667	0.023%	1,667	0.01%	-	-	-
8.	Mrs Ruchi Rustogi	1,667	0.023%	1,667	0.01%	-	-	-
9.	Mrs. Man Mohini Rastogi	1,667	0.023%	1,667	0.01%	-	-	-
10.	Apeejay Securities Pvt Ltd	1,25,000	1.72%	1,25,000	0.99%	-	-	-
11.	Mr. Sunil Nayyar	11,500	0.15%	11,500	0.09%	-	-	-
12.	Mrs Gita Jain	1,00,000	1.38%	1,00,000	0.79%	-	-	-
13.	MM Physi-Health Care	-	-	-	-	-	-	-
14.	MNM Asset Reconstruction Company Ltd	-	-	-	-	-	-	-
15.	MM Appartments N Infrastructures Pvt Ltd	-	-	-	-	-	-	-



16.	MM Asan Auto Ltd	-	-	-	-	-	-	-
17.	MM Vidyut Pvt Ltd	-	-	-	-	-	-	-
18.	MMR Packaging Pvt Ltd	-	-	-	-	-	-	-
	TOTAL (B)	7,56,059	10.44%	7,56,059	6.03%	-	-	-
	TOTAL (A+B)	72,46,217	100.00%	72,46,217	57.76%	-	-	-

6. Top shareholders

(a) Our top Equity Shareholders and the number of Equity Shares held by them, as on the date of this Draft Red Herring Prospectus:

S. No.	Shareholder	No. of Equity Shares Held	Percentage of Holding (%)
1.	Mr. Manoj Singhal	3310150	45.68
2.	MNS Global Finance Pvt. Ltd.	3179916	43.884
3.	MM Appartments Pvt Ltd	250000	3.45
4.	Apeejay Securities Pvt Ltd	125000	1.72
5.	Mr. Dhiraj Dhar Gupta	166666	2.30
6.	Mrs Gita Jain	100000	1.38
7.	Mrs Chitra Gupta	83333	1.15
8.	Mr. Sunil Nayyar	11500	0.15
9.	Hitkari Automobiles Pvt Ltd	11225	0.155
10.	Mrs. Ruchi Rustogi Jain	1667	0.023
10.	Mrs. Man Mohini Rastogi	1667	0.023
10.	Mrs Renuka Munjal	1667	0.023
10.	Mrs. Mahesh C. Munjal	1667	0.023
10.	Mrs. Ratika Jain	1667	0.023

(b) Our top Equity Shareholders and the number of Equity Shares held by them ten days prior to the date of this Draft Red Herring Prospectus:

S. No.	Shareholder	No. of Equity Shares Held	Percentage of Holding (%)
1.	Mr. Manoj Singhal	3310150	45.68
2.	MNS Global Finance Pvt. Ltd.	3179916	43.884
3.	MM Appartments Pvt Ltd	250000	3.45
4.	Apeejay Securities Pvt Ltd	125000	1.72
5.	Mr. Dhiraj Dhar Gupta	166666	2.30
6.	Mrs Gita Jain	100000	1.38
7.	Mrs Chitra Gupta	83333	1.15
8.	Mr. Sunil Nayyar	11500	0.15
9.	Hitkari Automobiles Pvt Ltd	11225	0.155
10.	Mrs. Ruchi Rustogi Jain	1667	0.023
10.	Mrs. Man Mohini Rastogi	1667	0.023
10.	Mrs Renuka Munjal	1667	0.023
10.	Mrs. Mahesh C. Munjal	1667	0.023
10.	Mrs. Ratika Jain	1667	0.023

(c) Our top Equity Shareholders two years prior to the date of this Draft Red Herring Prospectus:

S. No.	Shareholder	No. of Equity Shares Held	Percentage of Holding (%)
1.	MNS Global Finance Pvt. Ltd.	3167416	45.27
2.	Mr. Manoj Singhal	3064733	43.80

3.	M And M Appartments Pvt. Ltd.	250000	3.57
4.	Mr. Dhiraj Dhar Gupta	166666	2.38
5.	Apeejay Securities Pvt.Ltd.	125000	1.78
6.	Mrs. Gita Jain	100000	1.43
7.	Mrs. Chitra Gupta	83333	1.19
8.	Hitkari Automobiles Pvt. Ltd.	11225	0.16
9.	Mr. Opinder Singh.	7917	0.11
10.	Mr. Mahesh C. Munjal	1667	0.02

7. Our Company has not issued any Equity Shares during a period of one year preceding the date of the Draft Red Herring Prospectus at a price lower than the Issue price.
8. We do not intend to alter the capital structure by way of split or consolidation of the denomination of Equity Shares, or issue of specified securities on a preferential basis or issue of bonus or rights or further public issue of specified securities or qualified institutions placement, within a period of six months from the date of opening of the Issue (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) and our business needs additional capital, we may consider raising additional capital to fund such activities or to use Equity Shares as a currency for acquisition or participation in such joint ventures.
9. During the past six months immediately preceding the date of filing draft red herring prospectus with the Board, there are no transactions in our Equity Shares, which have been purchased / (sold) by our Promoters, their relatives and associates, persons in Promoter Group (as defined under sub clause (zb) sub regulation (1) Regulation 2 of SEBI ICDR Regulation or the directors of the company which is a promoter of the Company and / or the Directors of our Company.
10. The members of our Promoter Group, our Directors or the relatives of our Directors have not financed the purchase by any other person of securities of our Company during the six months preceding the date of filing of the Draft Red Herring Prospectus
11. Except as disclosed in the Draft Red Herring Prospectus, our Company, our Promoters, our Directors and the Book Running Lead Manager to this Issue have not entered into any buy-back, standby or similar arrangements with any person for purchase of our Equity Shares issued by our Company through the Draft Red Herring Prospectus. For details, please refer to chapter titled '*History and Certain Corporate Matters*' beginning on page number 101.
12. There are no safety net arrangements for this Issue.
13. An oversubscription to the extent of 10% of the Issue can be retained for the purposes of rounding off to the minimum allotment lot and multiple of one share thereafter, while finalizing the Basis of Allotment. Consequently, the actual allotment may go up by a maximum of 10% of the Issue as a result of which, the post-issue paid up capital after the Issue would also increase by the excess amount of allotment so made. In such an event, the Equity Shares held by the Promoter and subject to lock- in shall be suitably increased so as to ensure that 20% of the Post Issue paid-up capital is locked in for 3 years.
14. As on the date of filing of the Draft Red Herring Prospectus with SEBI, there are no outstanding warrants, options or rights to convert debentures, loans or other financial instruments into our Equity Shares.
15. Subject to valid Bids being received at or above the Issue Price, allocation to all categories in the Net Issue portion, shall be made on a proportionate basis, except for Retail Portion where Allotment to each Retail Individual Bidders shall not be less than the minimum bid lot, subject to availability of Equity Shares in Retail Portion, and the remaining available Equity Shares, if any, shall be Allotted on a proportionate basis. Under-subscription, if any, in any category, except in the QIB 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 Book Running Lead Manager and the Designated Stock Exchange.
16. All the Equity Shares of our Company are fully paid and there are no partly paid up shares as on the date of the Draft Red Herring Prospectus.
17. The Equity Shares issued pursuant to this Issue shall be fully paid up. 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.
18. As per RBI regulations, OCBs are not allowed to participate in this Issue.
19. Our Company has not raised any bridge loan against the proceeds of the Issue. However, depending on business requirements, we might consider raising bridge financing facilities, pending receipt of the Proceeds of the Issue.



20. Our Company undertakes that at any given time, there shall be only one denomination for our Equity Shares, unless otherwise permitted by law.
21. Our Company shall comply with such accounting and disclosure norms as specified by SEBI from time to time.
22. A Bidder cannot make a Bid for more than the number of Equity Shares being issued through this Issue, subject to the maximum limit of investment prescribed under relevant laws applicable to each category of investors.
23. No payment, direct or indirect in the nature of discount, commission, allowance or otherwise shall be made either by us or our Promoters to the persons who receive allotments, if any, in this issue.
24. We have 15 (fifteen) shareholders as on the date of filing of the Draft Red Herring Prospectus.
25. Our Promoters and the members of our Promoter Group will not participate in this Issue.
26. Our Company has not made any public issue since its incorporation.
27. Neither the Book Running Lead Manager, nor their associates hold any Equity Shares of our Company as on the date of the Draft Red Herring Prospectus.
28. Our Company shall ensure that transactions in the Equity Shares by the Promoters and the Promoter Group between the date of filing the Draft Red Herring Prospectus with SEBI and the Bid / Issue Closing Date shall be reported to the Stock Exchanges within twenty-four hours of such transaction.

SECTION V- OBJECT OF THE ISSUE

The Company intends to utilize the proceeds of this Issue towards the following purposes:

- To expand manufacturing capacities of its Plants located in Haridwar and Manesar. (The production capacity of Haridwar plant will be enhanced to 6,000 MT and the production capacity of Manesar plant will be enhanced to 25,200 MT.
- To meet Long Term Working Capital Requirements
- To meet the general corporate purposes and public issue expenses.

Further, we believe that the listing of our Equity Shares will enhance our visibility and brand name among existing and potential customers.

The objects sets out in our Memorandum of Association enable us to undertake our existing activities and the activities for which funds are being raised by us through the Issue. For further details on the main objects clause set out in our Memorandum of Association, please refer to the chapter titled “History and Other Corporate Matters” beginning on page no.101.

Requirement of funds and Means of Finance

The details of requirements of funds and means of finance are as under:-

Cost of the Project

Sr. No.	OBJECTS	TOTAL COST ESTIMATED (RS. IN CRORE)	
1.	Expansion of production capacity of Haridwar Plant: <ul style="list-style-type: none"> • Building • Plant & Machinery 	4.95 2.55	7.50
2.	Expansion of production capacity of Manesar Plant: <ul style="list-style-type: none"> • Building • Plant & Machinery 	2.96 12.74	15.70
3.	To meet the contingency expenses, if arises		1.00
4.	To meet the Long Term Working Capital Requirement		9.00
5.	General Corporate Purposes		[•]
6.	To meet the Public Issue expenses and listing of shares on Stock Exchange		[•]
	Total Cost of the Project		[•]

Means of Finance

Sr. No.	Description	Amount (Rs. In Crore)
1.	Proceeds of the Issue	[•]
2.	Internal accruals	-
	TOTAL	[•]

Appraisal

The fund requirements and the funding plans are as per our management’s estimates, and have not been appraised by any bank / financial institution. The estimates of costs and fund requirement as described above are based on the quotations received by us and management estimates. We have received quotations from various suppliers but have not placed any orders as on the date of this DRHP. As some of the quotations received are valid up to period mentioned in the respective quotations, we may need to obtain fresh quotation before placing the firm order. In addition, the machineries and other equipments can be purchased from the suppliers other than those suppliers whose names have not been mentioned in this chapter. Hence the actual cost may vary.



In case of variations in the actual utilization of funds earmarked for the purposes set forth above, increased fund requirements for a particular purpose may be financed by surplus funds, if any, available in respect of the other purposes for which funds are being raised in this Issue. If surplus funds are unavailable or in case of cost overruns, we expect that the shortfall will be met from internal accruals and/or entering into debt arrangements as required. Accordingly, the Proceeds of the Issue would be used to meet all or any of the uses of the funds described herein.

The fund requirement is proposed to be met through the IPO proceeds. The proceeds from the Initial Public Offering would be crystallized on finalization of the Issue Price on conclusion of the Book Building Process. Any shortfall or excess in meeting the objects of the issues on determination of issue price on conclusion of the Book Building Process would be adjusted from or will be utilized for general corporate purposes, which would be in accordance with the policies of our Board made from time to time.

Pursuant to Clause VII (C)(1) of Schedule VIII of SEBI (ICDR) Regulations, 2009 we confirm that the firm arrangements of finance through verifiable means towards more than 75% of the stated means of finance excluding the amount to be raised through public issue and existing identifiable internal accruals have been made.

Any variation in the objects of the Issue shall be undertaken in accordance with the terms of SEBI ICDR Regulations and Companies Act, 2013 and the rules framed there under.

Details of the Objects of the Issue

1. Expansion of production capacity of Haridwar Plant:

With a view to expand our operations, we propose to increase our production capacities to manufacture 6000 MT per annum from 4500 MT per annum. The proceeds of the Issue will be utilized for the purchase of plant and Machinery for Haridwar Plant and for construction of Factory and office building. This will help us in getting an edge over our competitors. Also, by producing hi-tech technology driven products, it will help us to satisfy our customer's need effectively and efficiently.

We have received quotations from M.S.A Construction Co. dated December 12, 2014 for construction of building and from various suppliers for installation of Plant & Machinery, and on the basis of it the total fund required for enhancing the capacity at Haridwar Plant is estimated at Rs.7.50 Crore approximately in the following manner:

The break-up of the plant and machinery is as set forth below:

Plant & Machinery:				
Sr. No.	Particulars	Supplier	Date of Quotation	Amount
1.	Spring End Grinding Machine Type MA 9-2/E	OMD Officina Meccanica Domaso S.P.A	11.12.2014	1,95,89,824.00
2.	<ul style="list-style-type: none"> Conveyor furnaces 130 Kw Erections & Commission Charge 	Bajaj Furnance & Heating Systems	26.03.2015	36,21,000.00 56,180.00
3.	New Endurance Testing Machine 1000 Kgf, 500 MM	AG Measurematics Pvt Ltd	08.12.2014	22,12,930.20
	Total			2,54,79,934.20

Construction of Factory & Office building – Haridwar				
Sr. No.	Description Work	Unit	Rate	Amount
1	PILES	250 r.m	200	50000
1.1	Piles P1 3.5m long .300dia. Single under Reamed no. of piles(30)	200 r.m	150	30000
1.2	Piles P2 5.5m long 0.500dia. double under Reamed no. of piles(160)			

2	Earth Work			
2.1	Earth work in excavation	245 cu.m	135	33075
2.2	Earth work in back filing	245 cu.m	100	24500
2.3	P/L in plinth stone bolder 200mm	200 cu.m	1500	300000
2.4	S/F in plinth with ganga sand	100 cu.m	275	27500
2.5	Providing and injecting chemical (ANTI TERMITE)	120 cu.m	135	16200
2.6	Earth filling brought from outside	200 cu.m	275	55000
3	Concrete work- Plain Reinforcement			
3.1	P/L P.C.C work in M10	250 cu.m	3500	875000
3.2	P/L 40mm thk. D.P.C 1:2:4	230 sq.m	350	805000
3.3	P/L 50mm thk. Plinth protection M20			
3.4	P/L a coat of residual petroleum bitumen			
3.5	P/L R.C.C work in M25 grade			
a	in foundation	275	4000	1100000
b	column, fins, walls, mullions	195 cu.m	4000	780000
c	lintels ties pergola	175 cu.m	4000	700000
d	Slab/beams/suspended slabs, stair slab	190 cu.m	4000	760000
3.6	Shuttering work			
a	in foundation	356 sq.m	350	124600
b	sides of column	1050 sq.m	350	367500
c	Sides of circular column			
d	sides of soffits of beams, lintels bands etc	1200 Sq.m	375	450000
e	sides of soffits of slab and staircase	3000 Sq.m	375	1125000
3.7	Extra for additional height for centering			
3.8	P/F steel Fe415	165 m.t	37000	6105000
4	Roofing and water proofing			
4.1	providing gola (75X75)	2400 r.m	140	336000
4.2	P/M Khurras	50 No.s	175	8750
4.3	Painting top of roof with bitumen	2252 sq.m	125	319000
4.3.1	With residual type petroleum bitumen			
4.4	150mm thk. Mud phuska	2252 sq.m	450	1148400
5	Masonry Work			
5.1	In foundation(1:6)	152 cu.m	4800	729600
5.2	In superstructure (1:6)	300 cu.m	4800	1440000
5.3	Half Brick work (1:4)	200 sq.m	500	100000
6	Flooring and Pavings			
6.1	P/L 25mm thick kota	7000 sq.m	1200	8400000
6.2	P/L 18-20 mm thick stone in trade/riser of staircase	710 sq.m	775	550250
6.3	Mirror polishing on marble/kota	9510 sq.m	225	2139750
6.4	P/L in ground floor vaccume de watered Tri mix flooring			
7	Plastering/ Painting And Other Wall Finishes			
7.1	12-15 mm thick plastering in internal wall	12000 sq.m	200	2400000
7.2	6-8mm thick plaster top beam soffit/slabs in 1:4	8900 sq.m	230	2047000
7.3	15-18mm thick external plaster in 1:4	4000 sq.m	150	600000
7.4	P/F of chicken mesh	700 sq.m	150	105000
7.5	Providing and applying of 3 coat of O.B.D	9000 sq.m	200	1800000
7.6	3 coat painting with synthetic enamel paint	1500 sq.m	250	375000
7.7	Finishing walls with premium snowcril exterior paint	3800 sq.m	300	1140000

7.8	Providing and applying washed stone grit in two layer			
7.9	Forming groove of uniform size	2500 r.m	75	187500
7.9.1	20mm wide and 15 mm deep groove			
7.10.1	P/L in position in dedo "standard ceramic tiles"			
7.10.2	P/F Ceramic glazed tiles on floor			
7.10.3	P/F ceramic glazed tiles on wall	210 sq.m	750	157500
		600 sq.m	750	450000
8	Doors Windows and Glazing			
8.1	P/F door frames of angle 40X40X6mm	300 Kg	110	330000
8.2	P/F 35mm thick flush door shutters	465 sq.m	300	139500
8.2.1	With 3mm thick commercial ply			
8.3	P/F 1.5mm thick matt finished laminates			
8.4	P/F Steel glazed doors, windows, ventilators			
8.4.1	Ventilators and windows etc	1000kg	110	110000
8.5	P/F mild steel grills up of 20mm*6mm ms flats	345 sq.m	1500	517500
	P/F anodished/powder coated aluminum glazed doors and windows 14			
8.6	Gauge	100 sq.m	2500	250000
8.7	P/F rolling shutters including rolling covers			
8.7a	Extra for providing gear box arrangement for rolling shutter			
9	STEEL AND OTHER MISCELLANEOUS WORK			
9.1	P/F 900mm high case composite railing as per below	125 r.m	1350	168750
9.1a	Top rail: 75mm deep, 50mm wide molded hand rail made of teak wood			
9.1b	20mm*20mm gauge tabular balusters fixed at every tread			
9.2	P/F structural steel work in trusses and framed work			
10	LIGHT FAN PLUG POINT AND FITTINGS			
10.1	Writing for light point with 1.5 sq.m mm P.V.C insulated copper conductor wires			
10.1.1	Single/first point	180 Each	101	18180
10.1.2	Second/Loop point	160 Each	500	80000
	Wiring for ceiling Fan point with 1.5 sq.mm P.V.C. insulated copper conductor			
10.2	Wires	123 Each	325	39975
10.3	Florescent tube	228 Each	70	15960
10.4	Wiring for 5 pin 6A light plug with sq.mm PVC insulated copper conductor wires	98 Each	256	25088
10.5	Wiring for 6pin 16A power point with 6sq.mm PVC conduct in ceiling/wall etc			
10.6	Wiring for exhaust fan point with 1.5 sw.mm insulated copper conductor wires	10 Each	550	5500
10.7	Camera(CCTV)	1000 metre		0
10.8	Circuit 2.5mm *2+1.5*1 distribution board 2 switch board	1200 metre	550	660000
10.9	Wall bracket (60W)	10 Nos.	225	2250
10.1	Wiring for A/c point 4 sq.mm *2+105 sqm*1	1000metre	200	200000
10.1	Supplying and installation of m.s. Hexagonal fan box (each side 75mm)	54 Nos.	75	4050
10.1	Supplying and installation of m.s. cubical CFL Box	75 Nos.	55	4125
10.13	Ceiling light fitting	75 Nos.	85	6375
10.13	Ceiling fan without regulator fitting	75 Nos.	85	6375
10.1	Switch board size 5*5/8*6/8*3/5*3	150Nos.	85	12750
11	Sub Main Boards DBS & Conducting			
	Supplying installation, testing and commissioning of recessed type 6 way wall mounted type TPN distribution board. Incoming 63 amp, 4			

	pole ELCB-B 1 NO. 63 AMP 4 Pole Isolator outgoing 10 A SMPCB 10No.s 20a MCB 10 A 4MCB 32A			
11.1	complete box	5 No.s	40000	200000
	S/F the following sizes of PVC conduit			
	20mm dia	250 metre	22	5500
	25mm dia	2000 metre	26	52000
	32mm dia	250 metre	43	10750
	Supplying and laying testing and commissioning of 4CX25 sq.mm sizes of PVC sheathed aluminium conductor armored cable	10560 metre	550	577500
	Earthing 5 cm deep cop. Plate 600X600X3 SALT – 40 KG, Coal, strip 40/5- 50/6, Gi, Ci chamber	10 No.s	4000	40000
12	PLUMBING WORKS SANITARY			
12.1a	P/F approved colour vitreous china pedestal type water closet (European type)	10 Nos.	3800	38000
12.1b	P/F approved colour vitreous china pedestal type water closet squatting pan (orrisa type W.C pan)	6 Nos.	3000	18000
12.2	Abulation Tabs	10 Nos.	1000	10000
12.3	Wash Basins	12 Nos.	2500	30000
12.4	P/F flat back urinal	12 Nos.	3000	36000
12.5	P/F first quality approved flat back	10 Nos.	5000	50000
12.6	P/F 15MM dia C.P brass bib tab	40 Nos.	750	30000
12.7	P/F 15MM dia C.P brass angle valve	20 Nos.	500	10000
12.8	C.P. brass 150mm dia spray jet	10 Nos.	10000	100000
12.9	P/F beveled edge mirror of superior glass, (2.1*1.2.2M SIZE)	10Nos.	10000	100000
13	SOIL,WASTE,VENT AND RAIN WATER PIPES			
13.1	P/F PVC-4kg/p, waste, rain water and vent pipes as per below specs	800 RM.	425	340000
13.1a	50mm dia nominal bore	150Mtrs.	150	22500
13.1b	75mm dia nominal bore	50 Mtrs.	200	15000
13.1c	100mm dia nominal bore	75 Mtrs.	275	20625
13.2	P/F PVC P or S deep seal type with self cleaning design floor/urinal trap			
13.2a	100*75mm outlet	75 Nos.	200	15000
13.2b	100*100mm outlet	65 Nos.	175	11375
13.3	4" Soil pipe, 6kg p/cc2	150Mtrs.	750	112500
13.4	3" waste water line	150Mtrs	675	101250
13.5	3/4" GI pipe fresh water line	100 Mtrs	250	25000
14.	WATER SUPPLY			
14.1	P/F G.I pipes (medium class) with GI fittings as per below specs			
14.1a	16mm dia O.D	100 Mtrs	200	20000
14.1b	1b 20mm dia O.D	150Mtrs	250	37500
14.1c	25mm dia O.D	120 Mtrs	325	39000
14.1d	32mm dia O.D	130 Mtrs	425	55250
14.1e	40mm dia O.D	125 Mtrs	560	70000
14.2	P/F brass gate value with C.I wheels of approved quality	10 Nos		
a.	For 20mm nominal bore	10 Nos	275	2750
b.	For 25mm nominal bore	10 Nos	300	3000
c.	For 32mm nominal bore	10 Nos	325	3250
d.	For 40mm nominal bore	10 Nos	450	4500
14.3	Providing and placing on terrace water storage tank Construction masonary chamber 60x60x75 cm inside for sluice valve with C.I	35000 ltr	3	105000
14.4	Surface	7 Nos	5000	35000
15	SEWERAGE & DRAINAGE			
	Excavating trenches of required width in hard / dense soil for pipes,			

	cables as			
15.1	Per below sr	75Cu.M	150	11250
15.1a	Pipes, cables et. Exceeding 80mm dia but not 300 mm dia	75 Cu.M	150	11250
15.2	Providing , laying and jointing 6 Kg Per sq cm PVC pipes as per below specs			
15.2a				
15.2b	150mm dia	220 r.m	1200	264000
	Providing and laying cement concrete (1:5:10) all round of PVC pipes as per			
15.3	Below specs	50 Mtrs	225	11250
15.3a	100 mm dia	50 Mtrs	256	12800
15.3b	For 150mm dia	RM.		
15.4	P/F s.w gully trap complete	150 Nos.	1500	225000
15.5	Construction brick masonry road gully chamber 50x45x60cm	50 Nos.	7000	350000
				0
15.6	LAND DEVELOPMENT COST AND ROAD MAKING			6250000
	TOTAL AMOUNT			49430803

2. Expansion of production capacity of Manesar Plant:

With a view to expand our operations, we propose to increase our production capacities to manufacture 25200MT per annum from 11000 MT per annum. The proceeds of the Issue will be utilized for the purchase of plant and Machinery for Manesar Plant and for construction of Factory and office building. This will help us in getting updated with the changes in the technology and in turn will help us to satisfy our customer's need effectively and efficiently. We have received quotations from M.R. Warkerkar & Associates Pvt Ltd. Dated December 11, 2014 for construction of building and various suppliers for installation of Plant & Machinery, and on the basis of it the total fund required for enhancing the capacity at Manesar Plant is estimated at Rs.15.70 crore approximately in the following manner:

Plant & Machinery				
Sr. No.	Particulars	Supplier	Date of Quotation	Amount
1.	<ul style="list-style-type: none"> Spring End Grinding Machine With Automatic Grinding Cycle Type MA 16-2/E Spring End Grinding Machine Type MA 9-2/E 	OMD Officina Meccanica Domaso S.P.A	10.12.2014	7,95,18,348.00 1,95,89,824.80
2.	<ul style="list-style-type: none"> Automatic Convyorised Powder Coating Plant Erections & Commissions Charge 	Uma Shankar Engineers	09.12.2014	48,41,685.00 1,60,003.45
3.	<ul style="list-style-type: none"> Conveyor furnace 130 KW Erections & Commissions Charge 	Bajaj Furnance & Heating Systems	26.03.2015	36,21,000.00 56,180.00
4.	<ul style="list-style-type: none"> Conveyor furnace 72 KW Erections & Commissions Charge 	Bajaj Furnance & Heating Systems	26.03.2015	30,09,000.00 56,180.00
5.	Shot Blasting Machine	Patel Furnace & Forging Pvt Ltd	08.12.2014	20,25,108.00
6.	Gen Set 500KVA	Sudhir Gensets Ltd	08.12.2014	32,53,850.00
7.	New Load Testing Machines	AG Measurematics Pvt	08.12.2014	17,31,294.45

	0-2000Kgf • New Endurance Testing Machine 1000Kgf,500 MM • New Endurance Testing Machine 2000Kgf,1000 MM	Ltd.		30,52,708.84 22,12,930.20
8.	Spectrometer for testing model : PDA 55005 with stainless steel with setting up samples	Shimadzu Analytical (India) Pvt Ltd	26.03.2015	42,75,715.92
	Total			12,74,03,828.66

Construction of Factory & Office building – Manesar					
S.No.	Description of item	Unit	Qty.	Rate	Amount
A.	CONSTRUCTION OF WORKING HALL				
1.	Construction of building for working hall in RCC framed structure using RCC -20 or richer grade as per structure detailed drawing with approved brand cement and reinforcement steel covered with metallic sheet roofing supported on PRE – ENGINEERED portal frame at 7.70 m height (bottom of rafter). The building shall be enclosed with brick wall in cement mortar(1:6) upto bottom of rafter with necessary tie beams and sun shades etc. Anti-termite treatment shall be done as per the standard procedure. Flooring shall be in RCC flooring as per tSq.mhe requirement. Interior finishing shall be in 12 mm thick plain plaster followed by weather resistant paint. There shall be ordinary Doors/ windows made in aluminium frame. Necessary drainage systems shall be provided as per the design/ requirement of the unit.				
1.1	Basic Cost of PRE ENGINEERED BUILDING construction of ware housing area with RCC pedestals/ plinth beams covered with metallic sheet roofing at 7.70 m height from plinth level. The size of the building shall be 41.995 m x 59.335 m.	Sq.m	2491.77	9800.00	24,419,378.59
1.2	Add cost of earth fillings in the building area to keep the plinth level 600mm.	cu.m	1495.06	300.00	448,519.20
1.3	Add for turbo vents (1 dor every 70.00 Sq.m)	each	36.00	7500.00	270,000.00
1.4	Add for under deck insulation in the roofing	Sq.m	2491.77	400.00	996,709.33
					26,134,607.11
B.	RENOVATION OF OFFICE				
	Renovation and interior work in the existing office/amenity building	Sq.m	522.88	6500.00	3,398,720.00
					26,134,607.11

Cost Estimate for Civil and Road Work for the construction of working hall in the existing factory for M/s MM Auto Industries Limited Plot No, 192A, Sector -4, IMT Manesar Gurgaon (Haryana)					
A.	CONSTRUCTION OF WORKING HALL				26,134,607.11
B.	RENOVATION OF OFFICE				3,398,720.00
	Estimate				29,500,000.00

3. Contingencies:

We may have to revise our expenditure and fund requirements as a result of variations in the cost structure, changes in estimates and external factors, which may not be within the control of our management. This may entail rescheduling or revising the planned expenditure and increasing or decreasing the expenditure for a particular purpose from its planned expenditure at the discretion of our management. Our company has made a provision of Rs. 1.00 crores for such contingencies, which is about 4% of the expansion cost.

4. General Corporate Purposes:-

We, in accordance with the policies set up by the Board will have flexibility in applying the net proceeds of the Issue, after the aforesaid objects are met, for general corporate purposes including, but not restricted to offsetting high cost unsecured loan, Secured borrowings, meeting contingencies for any cost overrun in the expansion project, strategic initiatives, expanding into new geographies, brand building exercise, strengthening of market capabilities, future projects and meeting exigencies which we in the ordinary course may not foresee. As on the date of this Draft Red Herring Prospectus, we have not entered into any commitment for any strategic initiatives. Our management, in accordance with the policies of our Board, will have flexibility in utilizing the proceeds earmarked for general corporate purposes.

5. To meet the Long Term Working Capital Requirement

Our business is working capital intensive, however considering the existing growth rate of our Company, our working capital needs are expected at approximately 9.00 Crore for FY 2015-16 and 18.00 Crore for FY 2016-17 as assessed based on the working of our Company. We propose to meet this working capital requirement from the IPO proceeds. Any further working capital need would either be funded through internal sources or bank finances. We have worked out the requirement of working capital as per the given table below:

BREAK UP OF THE REQUIREMENT OF WORKING CAPITAL AND MARGIN MONEY (Rs. Crore)

PARTICULARS		2014-15	2015-16	2016-17
<i>Inventories</i>				
Raw Materials	15 days	3.32	5.01	7.13
WIP	30 days	7.22	10.88	15.50
Finished goods	5 days	1.50	2.27	3.23
Debtors	45 days	14.24	21.47	30.57
(Less) Creditors	30 days	(6.55)	(9.88)	(14.06)
		19.73	29.75	42.36
<i>Less Margin (25%)</i>		(4.93)	(7.44)	(10.59)
<i>Less Present facility from Banks</i>		(13.50)	(13.50)	(13.50)
<i>Additional Working Capital required</i>		1.30*	8.81	18.27
<i>Rounded off</i>		1.00	9.00	18.00

*Additional working capital has been met through stand-by line of credit from the bank.

6. To meet the Public Issue expenses and listing of shares on Stock Exchange

We intended to utilize [●] towards Issue related expenses which includes underwriting fees, selling commission, fees payable to the LMs, legal counsels, Escrow Collection Banks and Registrar to the Issue, IPO grading, printing and stationery expenses, advertising and marketing expenses and all other incidental and miscellaneous expenses for listing the Equity Shares on the Stock Exchange.



PARTICULARS	AMOUNT*	AS PERCENTAGE OF TOTAL EXPENSES*	AS PERCENTAGE OF ISSUE SIZE*
Fees to intermediaries (BRLM, Registrar, Advisors, Bankers to the Issue, Underwriting Commission, brokerage and selling commission**	[●]	[●]	[●]
Advertising, travelling and marketing expenses	[●]	[●]	[●]
Printing and distribution expenses	[●]	[●]	[●]
Statutory and other miscellaneous expenses	[●]	[●]	[●]
Total	[●]	[●]	[●]

* will be completed after finalization of the Issue Price

** Including commission to the SCSBs for ASBA applications and processing fees of Rs. [●] to SCSBs for processing the Bid cum Application Forms procured by the Syndicate from ASBA Bidders in the Specified Cities and submitted to the SCSBs.

In case of business requirements, required funds will be deployed out of internal accruals towards the “Objects of the Issue” and the same will be recouped from the proceeds of the Issue.

Schedule of Implementation

Activity	Estimated Date of Completion
Haridwar Plant Expansion	
1. Building and civil works	31.03.2016
2. Machinery	31.03.2016
Manesar Plant Expansion	
3. Building and civil works	30.09.2015
4. Machinery	30.09.2015

Deployment of Funds till date

The details of the amount spent by our company as on 18.03.2015 towards the “Object of the Issue” and as certified by our Statutory Auditors, M/s Navdeep Singh & Co., Chartered Accountants, vide certificate dated 19.03.2015 are provided in the table below:

PARTICULARS	AMOUNT (RS. IN LAKH)
Funds Deployed	
Project Related	Nil
Public Issue Expense	14.99
TOTAL	14.99
Sources of Funds	
Internal Accruals	14.99
Bank Finance	Nil
TOTAL	14.99

Details of Balance Fund Deployment

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

Sr. No.	OBJECTS	Already incurred	To be deployed	Total Cost
1.	Expansion of production capacity of Haridwar Plant: • Building • Plant & Machinery	- -	4.95 2.55	4.95 2.55
2.	Expansion of production capacity of Manesar Plant: • Building • Plant & Machinery	- -	2.96 12.74	2.96 12.74
3.	To meet the contingency expenses, if arises		1.00	1.00
4.	General Corporate Purposes		[•]	[•]
5.	To meet the Long Term Working Capital Requirement		9.00	9.00
6.	To meet the Public Issue expenses and listing of shares on Stock Exchange	0.15	[•]	[•]
	Total Cost of the Project		[•]	[•]

Interim use of proceeds

The management of our company, in accordance with the policies formulated by it from time to time, will have flexibility in deploying the Issue proceeds. Pending utilization of the Issue proceeds for the purpose described above, our Company intends to temporarily invest the funds in interest bearing liquid instruments including investments in mutual funds and other financial products, such as principal protected funds, derivatives linked debt instruments, other fixed and variable return instruments, listed debt instruments, rated debentures or deposits with banks as may be approved by the board. Such investments would be in accordance with the investment policies approved by the Board from time to time.

Appraisal

None of the Objects of the Issue have been appraised by a bank or financial institutions.

Bridge Financing Facilities

We have not availed any bridge financing facilities for the Objects of the Issue.

Monitoring of Utilization of Funds

Under the Regulation 16 of the SEBI ICDR Regulations, an issuer is required to appoint a monitoring agency if the issue size exceeds Rs. 5,000 million. Since the Issue will be for less than Rs.5,000 million we are not required to appoint a monitoring agency. However, the Audit Committee of our Company will monitor the utilization of the Issue Proceeds, as per the Clause 49 of the Equity Listing Agreement to be entered into with the Stock Exchanges upon listing of the Equity Shares and in accordance with the Corporate Governance requirements. Our Company shall be required to inform material deviations in the utilization of the proceeds of the Issue to the Stock Exchange(s) and shall also be required to simultaneously make the material deviations/adverse comments of the Audit committee/monitoring agency public through advertisement in newspapers.

Variation in Objects

In accordance with section 27 of the Companies Act, 2013, read with Rule 7 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, our Company shall not vary the objects of the Fresh Issue without our Company being authorized to do so by the shareholders by way of a special resolution through a postal ballot. In



addition, the notice issued to the Shareholders in relation to the passing of such special resolution (**“Postal Ballot Notice”**) shall specify the prescribed details as required under the Companies Act, 2013. The Postal Ballot Notice shall simultaneously be published in the newspapers, one in English and one in the vernacular language of the jurisdiction where the registered office of our Company is situated. The shareholders who do not agree to the above stated proposal, our Promoters have undertaken to provide an exit opportunity to such shareholders, at a price as may be prescribed by SEBI, in this regard.

Other confirmations

Our Company will not pay any part of the Proceeds of the Issue as consideration to our Promoter, Directors, Key Managerial Personnel and Group Company of our Promoters.

For risks associated with respect to the objects of this Issue, please refer to the section titled “Risk Factors” beginning on page no. 12.



BASIS OF ISSUE PRICE

The Issue Price of Rs. [●] will be determined by our Company in consultation with the BRLM, on the basis of assessment of market demand for the Equity Shares through the Book Building Process and on the basis of quantitative and qualitative factors as described below. The face value of the Equity Shares is Rs. 10 each and the Issue Price is [●] times the face value at the lower end of the Price Band and [●] times the face value at the higher end of the Price Band.

Investors should also refer to the section/ chapters titled “Our Business”, “Risk factors” and financial Information” beginning on page 88, 12 and 132, respectively, to have an informed view before making an investment decision.

Qualitative factors

- Our Promoters Mr. Manoj Singhal and Mrs Malti Syngle have enough experience of doing business in automobile spare parts manufacturing industry and is well verse with the nittigrittis of different aspects of Automobile Industry.
- Strategic location of our facilities reduces time and cost overruns;
- We have a strong marketing and distribution network;
- Our products are catered to consumers from diverse sectors and industries.
- We have experienced management and key management personnel.

For further details, please refer to chapter titled “Our Business” beginning on page no. 88.

Quantitative factors

The information presented below relating to our Company is based on the restated financial statements as of and for the financial years ended March 31, 2011, 2012, 2013 and 2014, prepared in accordance with Indian GAAP and the Companies Act 1956 and the Companies Act 2013 and restated in accordance with the SEBI Regulations. For further details, please refer to the section titled “Financial Information” beginning on page no. 132.

Some of the quantitative factors which may form the basis for computing the Issue Price are as follows

1. Basic Earning per Equity Share (EPS) (on Face value of Rs. 10 per share)

YEAR	EARNING PER SHARE (Rs.)	WEIGHTS
F.Y. 2010-11	2.37	1
F.Y. 2011-12	8.53	2
F.Y. 2012-13	4.38	3
F.Y. 2013-14	6.98	4
Weighted Average	6.04	

2. Price / Earning (P/E) ratio in relation to Issue Price of Rs. [●] per Equity Share of Rs. 10 each

- P/E based on basic and diluted EPS at the lower end and higher end of the Price Band is [●] and [●] respectively.
- P/E based on basic and diluted EPS as per our restated financial statements for year ended March 31, 2014 at the lower end and higher end of the Price Band is [●] and [●] respectively.

Industry P/E: 28.82

(Source: <http://www.moneycontrol.com/india/stockpricequote/auto-ancillaries>)



3. Return on Net Worth (“RONW”)

YEAR	RONW	WEIGHTS
F.Y. 2010-11	0.23	1
F.Y. 2011-12	8.53	2
F.Y. 2012-13	4.38	3
F.Y. 2013-14	6.97	4
Weighted Average	6.04	

4. Minimum Return on Increased Net Worth after the Issue needed to maintain Pre- Issue EPS for the year ended March 31, [●]

At lower end of the Price Band	[●]
At higher end of the Price Band	[●]

5. Net Assets Value (“NAV”) per Equity Share of face value of Rs. 10 each

YEAR	NAV (Rs.)	WEIGHTS
F.Y. 2010-11	37.73	1
F.Y. 2011-12	46.25	2
F.Y. 2012-13	51.43	3
F.Y. 2013-14	60.73	4
Weighted Average	52.74	

6. Comparison with Industry Peers

There are no listed entities similar to our line of business and comparable to our scale of operations.



STATEMENT OF TAX BENEFITS

To,
The Board of Directors
MM Auto Industries Limited,
Plot No. 192A, Sector 4, IMT Manesar,
Gurgaon, Haryana -122050

Dear Sirs,

Sub: Certification of statement of Possible Tax Benefits in connection with Initial Public Offering by MM Auto Industries Limited (“the Company”) under Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2009 (“the Regulations”)

We, M/s Navdeep Singh & Co, the statutory auditors of the Company have been requested by the management of the Company having its registered office at the above mentioned address to certify the statement of tax benefits to the Company and its Shareholders under the provisions of the Income Tax Act, 1961, Wealth Tax Act, 1957 and Gift Tax Act, 1958 presently in force in India as of date in connection with the proposed Initial Public Offerings of the Company.

Several of these benefits are dependent on the Company or its Shareholders fulfilling the conditions prescribed under the relevant tax laws and their interpretations. Hence, the ability of the Company or its Shareholders to derive tax benefits is dependent upon fulfilling such conditions, which based on business imperatives the Company faces in the future, the Company may or may not choose to fulfill.

The benefits discussed in the enclosed statement are not exhaustive nor are they conclusive. The contents stated in the annexure are based on the information, explanations and representations obtained from the Company.

This statement is only intended to provide general information and to guide the investors and is neither designed nor intended to be a substitute for professional tax advice. A shareholder is advised to consult his/ her/ their own tax consultant with respect to the tax implications of an investment in the equity shares particularly in view of the fact that certain recently enacted legislation may not have a direct legal precedent or may have a different interpretation on the benefits, which an investor can avail. Further, we have also incorporated the amendments brought out by the Finance (No. 2) Act, 2014 where applicable. 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;
- The conditions prescribed for availing the benefits have been / would be met with; or
- The revenue authorities/ courts will concur with the views expressed herein.

Our views are based on the existing provisions of law and its interpretations, which are subject to change from time to time. We do not assume responsibility to up-date the views of such changes.

This report is intended solely for your information and for inclusion in the Offer Document in connection with the proposed Initial Public Offering of the Company and is not to be used, referred to or distributed for any other purpose without our prior written consent.

For Navdeep Singh & Co.
Chartered Accountants
ICAI Firm Reg. No.: 008400N
Sd/-
Navdeep Singh Choudhary
Proprietor
Membership No.: 034979
Place: Manesar
Date: January 17, 2015

ANNEXURE**Statement of Tax Benefits available to the Company & its Shareholder under the Income Tax Act, 1961 (“ITA”) and other Direct Tax Laws presently in force in India:****PART A****SPECIAL TAX BENEFITS AVAILABLE TO THE COMPANY AND/OR SHAREHOLDERS**

There are no special tax benefits available to the shareholders. However, the Company is availing exemption under section 80IC of the Income Tax 1961 for setting up units in the state of Uttarakhand. As per the provisions of the Act, the company is entitled to the deductions of 100% of profits and gains of Haridwar unit for 5 years commencing with initial assessment year and 30% for next 5 years. The Company has availed 100% benefit upto 31/3/2014 and is entitled to avail 30% benefit for next five year.

PART B**GENERAL TAX BENEFITS****I. Benefits available to the Company**

1. As per Section 10(34) of the ITA, any income by way of dividends referred to in Section 115 – O (i.e. dividends declared, distributed or paid on or after 1st April, 2003 by domestic companies) received on the shares of any company is exempt from tax. Moreover, the company will also be entitled to avail the credit of dividend received by it from its subsidiaries in accordance with the provisions of section 115-O (1A) on which tax on distributed profits has been paid by the subsidiary. Furthermore, the amount of above said dividend shall be reduced by amount of dividend paid to any person for the New Pension System Trust referred to in clause (44) of section 10 of the ITA.

As per Section 10(35) of the ITA, the following income will be exempt in the hands of the Company;

- i. Income received in respect of the units of a Mutual Fund specified under clause (23D) of Section 10; or
- ii. Income received in respect of units from the Administrator of the specified undertaking; or
- iii. Income received in respect of units from the specified company.

However, this exemption does not apply to any income arising from transfer of units of the Administrator of the specified undertaking or of the specified Company or of a mutual fund, as the case may be.

For this purpose (i) “Administrator” means the Administrator as referred to in Section 2(a) of the Unit Trust of India (Transfer of Undertaking and Repeal) Act, 2002 and (ii) “Specified Company” means a Company as referred to in Section 2(h) of the said Act.

2. As per Section 2(29A) read with Section 2(42A), shares held in a company or a Unit of a Mutual Fund specified under clause (23D) of Section 10 are treated as long term capital asset if the same are held by the assessee for more than twelve months period immediately preceding the date of its transfer.

Accordingly, the benefits enumerated below in respect of long term capital assets would be available if the shares in a company or a Unit of a Mutual Fund specified under clause (23D) of Section 10 are held for more than twelve months.

3. As per Section 10(38) of the ITA, long term capital gains arising to the company from the transfer of long term capital asset being an equity share in a company or a unit of an equity oriented fund where such transaction is chargeable to securities transaction tax will be exempt in the hands of the Company.

For this purpose, “Equity Oriented Fund” means a fund –

- i. where the investible funds are invested by way of equity shares in domestic companies to the extent of more than sixty five percent of the total proceeds of such funds; and
 - ii. which has been set up under a scheme of a Mutual Fund specified under Section 10(23D) of the ITA. As per Section 115JB, while calculating “book profits” the Company will not be able to reduce the long term capital gains to which the provisions of Section 10(38) of the ITA apply and will be required to pay Minimum Alternate Tax @ 18.5% (plus applicable surcharge and education cess) of the book profits.
4. As per Section 54EC of the ITA and subject to the conditions and to the extent specified therein, long – term capital gains (in cases not covered under Section 10(38) of the ITA) arising on the transfer of a long-term capital asset will be exempt from capital gains tax to the extent such capital gains are invested in a “long term specified asset” within a period of 6 months after the date of such transfer. It may be noted that investment made on or after April 1, 2007 in the long term specified asset by an assessee during any financial year cannot exceed Rs.5 million.
- However, if the assessee transfers or converts the long term specified asset into money within a period of three years from the date of its acquisition, the amount of capital gains exempted earlier would become chargeable to tax as long-term capital gains in the year in which the long term specified asset is transferred or converted into money. A “long term specified asset” for making investment under this section on or after 1st April 2007 means any bond, redeemable after three years and issued on or after the 1st April 2007 by:
- I. National Highways Authority of India constituted under Section 3 of the National Highways Authority of India Act, 1988; or
 - II. Rural Electrification Corporation Limited, a company formed and registered under The Companies Act, 1956.
5. As per Section 111A of the ITA, short term capital gains arising to the Company from the sale of equity share or a unit of an equity oriented fund transacted through a recognized stock exchange in India, where such transaction is chargeable to securities transaction tax, will be taxable at the rate of 15% (plus applicable surcharge and education cess).
6. As per Section 112 of the ITA, taxable long-term capital gains, if any, on sale of listed securities or units or zero coupon bonds will be charged to tax at the concessional rate of 20% (plus applicable surcharge and education cess) after considering indexation benefits in accordance with and subject to the provisions of Section 48 of the ITA or at 10% (plus applicable surcharge and education cess) without indexation benefits, at the option of the Company. Under Section 48 of the ITA, the long term capital gains arising out of sale of capital assets excluding bonds and debentures (except Capital Indexed Bonds issued by the Government) will be computed after indexing the cost of acquisition/ improvement.
7. Under Section 115JAA(1A) of the ITA, credit is allowed in respect of any Minimum Alternate Tax (“MAT”) paid under Section 115JB of the ITA for any assessment year commencing on or after April 1, 2006. Tax credit eligible to be carried forward will be the difference between MAT paid and the tax computed as per the normal provisions of the ITA for that assessment year. Such MAT credit is allowed to be carried forward for set off purposes for up to 10 years succeeding the year in which the MAT credit is allowable.
8. The company will be entitled to amortize preliminary expenses being the expenditure incurred on public issue of shares, under Section 35D(2)(iv) of the Act, subject to the limit specified in Section 35D(3) and fulfillment of requirements u/s 35(1) (ii).
9. Dividends received by an Indian company from any specified foreign company (equity shareholding of 26 per cent or more) to continue to be taxed at concessional rate of 15 per cent without any sunset clause.
10. The company will be entitled to amortize expenditure under voluntary retirement scheme under Section 35DDA of the Act.
11. Deduction under Section 32: As per provisions of Section 32(1) (ia) of the Act, the company is entitled to claim additional depreciation of 20% of the actual cost of any new machinery or plant which has been acquired and installed after 31st March, 2005 subject to fulfillment of conditions prescribed therein.

12. Short-term capital loss suffered during the year shall be set off against income if any under the head capital gain; balance loss if any, could be carried forward for set off against capital gains of future years up to eight subsequent assessment years.
13. Long-term capital loss suffered during the year is allowed to be set-off only against long-term capital gains; balance loss, if any, could be carried forward for eight years for claiming set-off against subsequent years “long-term capital gain”.

II. Tax Benefits available to shareholders of the Company under the Income Tax Act, 1961

A. Resident shareholders

1. Under Section 10(32) of the IT Act, any income of minor children who is a shareholder of the Company clubbed in the total income of the parent under Section 64(1A) of the IT Act, will be exempt from tax to the extent of Rs. 1,500 per minor child whose income is so included in the income of the parent.
2. The Company is required to pay a dividend distribution tax, currently at the rate of 16.995% (including applicable surcharge and education cess) on the total amount distributed or declared or paid as dividend (interim/final). From October 1, 2014, the Company is required to pay a “dividend distribution tax” by considering dividend declared amount as net of dividend tax, currently at the rate of 16.995% (including applicable surcharge and education cess) on the total amount distributed or declared or paid as dividend (interim/final). Under Section 10(34) of the IT Act, income by way of dividend referred to in Section 115-O of the IT Act, received on the shares of the Company is exempt from income tax in the hands of shareholders. However, it is pertinent to note that Section 14A of the IT Act restricts claims for deduction of expenses incurred in relation to exempt income. Thus, any expenses incurred to earn the dividend income are not an allowable expenditure.
3. The characterization of the gains/losses, arising from transfer of shares, as capital gains or business income would depend on the nature of holding (whether for investment or carrying on trading in shares) in the hands of the shareholder and various other factors.
- 4 (a). The long-term capital gains (under section 2(29B) of the IT Act) accruing to the shareholders of the Company on sale of the Company’s shares in a transaction carried out through a recognized stock exchange in India, and where such transaction is chargeable to securities transaction tax (“STT”), is exempt from tax as per provisions of Section 10(38) of the IT Act.
 - (b) The short-term capital gains (under section 2(42A) of the IT Act) accruing to the shareholders of the Company on transfer of the Company’s equity shares in a transaction carried out through a recognized stock exchange in India, and where such transaction is chargeable to STT, tax will be chargeable at 15% (plus applicable surcharge and education cess) as per provisions of Section 111A of the IT Act. Further no deduction under Chapter VI-A of the IT Act, would be allowed in computing such short term capital gains subjected to tax under Section 111A. In other cases, where the transaction is not subjected to STT, the short term capital gains would be chargeable as a part of the total income and the tax rates would depend on the income slab.
 - (c) As per the provisions of Section 112 of the IT Act, long term capital gains accruing/ arising to the shareholders of the Company from the transfer of shares/ securities of the Company being listed in recognized stock exchanges, where no security transaction tax is paid then it is chargeable to tax at 10% (plus applicable surcharge and education cess) after deducting from the sale proceeds the cost of acquisition without indexation or chargeable to tax at the rate of 20% (plus applicable surcharge and education cess) after claiming the benefit of indexation, whichever is lower. Under Section 48 of the IT Act, the long term capital gains arising out of sale of capital assets excluding bonds and debentures (except Capital Indexed Bonds issued by the Government) will be computed after indexing the cost of acquisition / improvement.
 - (d) Shareholders are entitled to claim exemption in respect of tax on long term capital gains (other than those exempt under Section 10(38) of the IT Act) under Section 54EC of the IT Act, if the amount of capital gains is invested

in certain specified bonds / securities within six months from the date of transfer, subject to the fulfillment of the conditions specified therein. The maximum investment permissible on and after April 1, 2007 for the purposes of claiming the exemption in the notified bonds, by any person in a financial year, is `5 million. However, according to Section 54EC(2) of the IT Act, if the shareholder transfers or converts the notified bonds into money within a period of three years from the date of their acquisition, the amount of capital gains exempted earlier would become chargeable to tax as long term capital gains in the year in which such bonds are transferred or otherwise converted into money.

- (e) Shareholders that are individuals or Hindu undivided families can avail of an exemption under Section 54F of the IT Act, by utilization of the net consideration arising from the transfer of the Company's share held for a period of more than 12 months (which is not exempt under Section 10(38)), for purchase / construction of a residential house within the specified time period and subject to the fulfillment of the conditions specified therein.
5. As per Section 74 Short-term capital loss suffered during the year is allowed to be set-off against short-term as well as long-term capital gains of the said year. Balance loss, if any, could be carried forward for eight years for claiming set-off against subsequent years "short term" as well as long term capital gains. Long-term capital loss suffered during the year is allowed to be set-off only against long term capital gains. Balance loss, if any, could be carried forward for eight years for claiming set-off against subsequent years "long-term capital gains".
6. As per section 56 (2) (vii) Where an individual or a Hindu undivided family receives from any person or persons on or after the 1st day of October, 2009, any moveable property, (which includes, inter alia, shares & securities [being capital asset of the assessee],
- without consideration, the aggregate fair market value of which exceeds fifty thousand rupees, the whole of the aggregate fair market value of such property shall be chargeable to income-tax under the head Income from other sources;
 - for a consideration which is less than the aggregate fair market value of the property by an amount exceeding fifty thousand rupees, the aggregate fair market value of such property as exceeds such consideration shall be chargeable to income-tax under the head Income from other sources.

Provided that this clause shall not apply to any property received:

- from any relative;
- on the occasion of the marriage of the individual;
- under a will or by way of inheritance;
- in contemplation of death of the payer or donor, as the case may be;
- from any local authority as defined in the Explanation to clause (20) of Section 10 of the IT Act;
- from any fund or foundation or university or other educational institution or hospital or other medical institution or any trust or institution referred to in clause (23C) of Section 10 of the IT Act; or
- from any trust or institution registered under Section 12AA of the IT Act.

B. 1 Non-resident shareholders - other than Foreign Institutional Investors

- Under Section 10(32) of the IT Act, any income of minor children, who is a shareholder of the Company, which is clubbed with the total income of the parent under Section 64(1A) of the IT Act, will be exempt from tax to the extent of Rs.1, 500 per minor child whose income is so included.
- The Company is required to pay a "dividend distribution tax" currently at the rate of 16.995% (including applicable surcharge and education cess) on the total amount distributed or declared or paid as dividend. From October 1, 2014, the Company is required to pay a "dividend distribution tax" by considering dividend declared amount as net of dividend tax, currently at the rate of 16.995% (including applicable surcharge and education cess) on the total amount distributed or declared or paid as dividend (interim/final). Dividend (whether interim or final) declared, distributed or paid, under Section 115-O of the IT Act, by the Company are exempt in the hands of shareholders as per the provisions of Section 10(34) of the IT Act. However, it is pertinent to note that

Section 14A of the IT Act restricts claim for deduction of expenses incurred in relation to exempt income. Thus, any expenses incurred to earn the dividend income are not an allowable expenditure.

3. The characterization of the gains/losses, arising from transfer of shares, as capital gains or business income would depend on the nature of holding (whether for investment or carrying on trading in shares) in the hands of the shareholder and various other factors.
4. The long-term capital gains accruing/ arising to a shareholder of the Company, being a nonresident, on transfer of the Company's equity shares in a transaction carried out through a recognized stock exchange in India, and where such transaction is chargeable to STT, is exempt from tax as per provisions of Section 10(38) of the IT Act.
5. The short-term capital gains accruing/ arising to a shareholder of the Company on transfer of the Company's equity shares in a transaction carried out through a recognized stock exchange in India, and where such transaction is chargeable to STT, tax is chargeable at 15% (plus applicable surcharge and education cess) as per provisions of Section 111A of the IT Act. Further, no deduction under Chapter VI-A and rebate would be allowed in computing such short term capital gains subjected to tax under Section 111A. In other case, i.e. where the transaction is not subjected to STT, the short term capital gains would be chargeable as a part of the total income and the tax rate would depend on the income slab.
6. As per the provisions of Section 112 of the IT Act, long term capital gains accruing/ arising to the shareholders of the Company from the transfer of shares/ securities of the Company being listed in recognized stock exchanges, where no security transaction tax is paid then it is chargeable to tax at 10% (plus applicable surcharge and education cess) after deducting from the sale proceeds the cost of acquisition without indexation or chargeable to tax at the rate of 20% (plus applicable surcharge and education cess) after claiming the benefit of indexation, whichever is lower.
7. As per the first proviso to section 48, capital gains arising from the transfer of shares of the Company, shall be computed by converting the cost of acquisition, expenditure incurred wholly and exclusively in connection with such transfer and the full value of the consideration received or accruing as a result of the transfer of the capital asset into the same foreign currency as was initially utilised in the purchase of the shares. Cost Indexation benefit will not be available in such a case.
The capital gains so computed in such foreign currency shall be reconverted into Indian currency and such manner of computation of capital gains shall be applicable in respect of capital gains accruing or arising from every reinvestment thereafter in, and sale of, shares of the Company.
8. Under the provisions of Section 90(2) of the IT Act, if the provisions of the Double Taxation Avoidance Agreement ("DTAA") between India and the country of residence of the non-resident are more beneficial, then the provisions of the DTAA shall be applicable.
9. The shareholders are entitled to claim exemption in respect of tax on long term capital gains other than those exempt under Section 10(38) of the IT Act under Section 54EC of the IT Act, if the amount of capital gains is invested in certain specified bonds / securities within six months from the date of transfer subject to the conditions specified therein. The maximum investment permissible for the purposes of claiming the exemption in the notified bonds by any person in a financial year is Rs. 5 million. However, according to Section 54 EC (2) of the IT Act, if the shareholder transfers or converts (otherwise than by transfer) the notified bonds into money within a period of three years from the date of their acquisition, the amount of capital gains exempted earlier would become chargeable to tax as long term capital gains in the year in which such bonds are transferred or otherwise converted (otherwise than by transfer) into money.
10. Individual shareholders can avail of an exemption under Section 54F by utilization of the net consideration arising from the sale of company's share held for a period more than 12 months (which is not exempt under Section 10(38)), for purchase/construction of a residential house within the specified time period and subject to the conditions specified therein.
11. As per Section 74 Short-term capital loss suffered during the year is allowed to be set-off against short-term as well as long-term capital gains of the said year. Balance loss, if any, could be carried forward for eight years for

claiming set-off against subsequent years "short term" as well as long term capital gains. Long-term capital loss suffered during the year is allowed to be set-off only against long term capital gains. Balance loss, if any, could be carried forward for eight years for claiming set-off against subsequent years "long-term capital gains".

12. As per section 56 (2) (vii) where an individual or a Hindu undivided family receives from any person or persons on or after the 1st day of October, 2009, any moveable property, (which includes, inter alia, shares & securities [being capital asset of the assessee]),

- i. Without consideration, the aggregate fair market value of which exceeds fifty thousand rupees, the whole of the aggregate fair market value of such property shall be chargeable to income-tax under the head Income from other sources;
- ii. for a consideration which is less than the aggregate fair market value of the property by an amount exceeding fifty thousand rupees, the aggregate fair market value of such property as exceeds such consideration shall be chargeable to income-tax under the head Income from other sources.

Provided that this clause shall not apply to any property received

- a) from any relative; or
- b) on the occasion of the marriage of the individual;
- c) under a will or by way of inheritance; or
- d) in contemplation of death of the payer or donor, as the case may be; or
- e) from any local authority as defined in the Explanation to clause (20) of Section 10 of the IT Act; or
- f) from any fund or foundation or university or other educational institution or hospital or other medical institution or any trust or institution referred to in clause (23C) of Section 10 of the IT Act; or
- g) from any trust or institution registered under Section 12AA of the IT Act.

13. As per Section 115E of the ITA, in the case of a shareholder being a Non-Resident Indian, and subscribing to the shares of the Company in convertible foreign exchange, in accordance with and subject to the prescribed conditions, long term capital gains arising on transfer of the shares of the Company (in cases not covered under Section 10(38) of the ITA) will be subject to tax at the rate of 10% (plus applicable surcharge and education cess), without any indexation benefit.

14. As per Section 115F of the ITA and subject to the conditions specified therein, in the case of a shareholder being a Non-Resident Indian, gains arising on transfer of a long term capital asset being shares of the Company will not be chargeable to tax if the entire net consideration received on such transfer is invested within the prescribed period of six months in any specified asset or savings certificates referred to in Section 10(4B) of the ITA. If part of such net consideration is invested within the prescribed period of six months in any specified asset or savings certificates referred to in Section 10(4B) of the ITA then such gains would not be chargeable to tax on a proportionate basis. Further, if the specified asset or savings certificate in which the investment has been made is transferred within a period of three years from the date of investment, the amount of capital gains tax exempted earlier would become chargeable to tax as long term capital gains in the year in which such specified asset or savings certificates are transferred.

15. As per Section 115G of the ITA, Non-Resident Indians are not obliged to file a return of income under Section 139(1) of the ITA, if their only source of income is income from specified investments or long term capital gains earned on transfer of such investments or both, provided tax has been deducted at source from such income as per the provisions of Chapter XVII-B of the ITA.

16. As per Section 115H of the ITA, where Non-Resident Indian becomes assessable as a resident in India, he may furnish a declaration in writing to the Assessing Officer, along with his return of income for that year under Section 139 of the ITA to the effect that the provisions of Chapter XII-A (which contains aforesaid sections 115E, 115F and 115G) shall continue to apply to him in relation to such investment income derived from the specified assets for that year and subsequent assessment years until such assets are converted into money.

17. As per Section 115I of the ITA, a Non-Resident Indian may elect not to be governed by the provisions of Chapter XII-A (which contains aforesaid sections 115E, 115F and 115G) for any assessment year by furnishing a declaration along with his return of income for that assessment year under Section 139 of the ITA, that the provisions of Chapter XII-A shall not apply to him for that assessment year and accordingly his total income for that assessment year will be computed in accordance with the other provisions of the ITA. For the purpose of aforesaid clauses “Non-Resident Indian” means an Individual, being a citizen of India or a person of Indian origin who is not a “resident”. A person shall be deemed to be of Indian origin if he, or either of his parents or any of his grand-parents, was born in undivided India.

B.2 Non-resident shareholders - Foreign Institutional Investors

1. The Company is required to pay a “dividend distribution tax” currently at the rate of 16.995% (including applicable surcharge and education cess) on the total amount distributed or declared or paid as dividend (interim/final). From October 1, 2014, the Company is required to pay a “dividend distribution tax” by considering dividend declared amount as net of dividend tax, currently at the rate of 16.995% (including applicable surcharge and education cess) on the total amount distributed or declared or paid as dividend (interim/final). Under Section 10(34) of the IT Act, income by way of dividend referred to in Section 115-O received on the shares of the Company is exempt from income tax in the hands of shareholders. However it is pertinent to note that Section 14A of the IT Act restricts claim for deduction of expenses incurred in relation to exempt income.
2. The characterization of the gains/losses, arising from sale of shares, as capital gains or business income would depend on the nature of holding (whether for investment or trading in Equity Shares) in the hands of the shareholder and various other factors.
3. (a) The long-term capital gains accruing to the shareholders of the Company on sale of the Company’s shares in a transaction carried out through a recognized stock exchange in India, and where such transaction is chargeable to STT, is exempt from tax as per provisions of Section 10(38).
 - b) The short-term capital gains accruing / arising to the members of the Company on sale of the Company’s equity shares in a transaction carried out through a recognized stock exchange in India, and where such transaction is chargeable to STT, tax will be chargeable at 15% (plus applicable surcharge and education cess) as per provisions of Section 111A. In other case, i.e. where the transaction is not subjected to STT, as per the provisions of Section 115AD of the Act, the short term capital gains would be chargeable to tax at 30% plus applicable surcharge and education cess.
 - c) As per the provisions of Section 115AD of the Act, long term capital gains accruing to the shareholders of the Company from the transfer of shares of the Company being listed in recognized stock exchanges and purchased in foreign currency, otherwise than as mentioned in point 3(a) above, are chargeable to tax at 10% (plus applicable surcharge and education cess). The benefit of indexation and the adjustment with respect to fluctuation in foreign exchange rate would not be allowed to such shareholders. The filing of return under section 139(1) for income computed under Section 115AD is mandatory. Further, where the Gross Total Income (GTI) of the members includes any income on which tax has been paid as per special rates provided under Section 115AD, then the GTI shall be reduced by the amount of such income and deduction under chapter VIA shall be allowed in respect of reduced GTI.
 - d) The shareholders are entitled to claim exemption in respect of tax on long term capital gains under Section 54EC of the IT Act, if the amount of capital gains is invested in certain specified bonds /securities within six months from the date of transfer subject to the conditions specified therein. The maximum investment permissible for the purposes of claiming the exemption in the notified bonds by any person in a financial year is Rs. 5 million. However, according to section 54 EC(2) of the IT Act, if the shareholder transfers or converts (otherwise than by transfer) the notified bonds into money within a period of three years from the date of their acquisition, the amount of capital gains exempted earlier would become chargeable to tax as long term capital gains in the year in which such bonds are transferred or otherwise converted (otherwise than by transfer) into money.

4. Under the provisions of Section 90(2) of the IT Act, if the provisions of the DTAA between India and the country of residence of the non-resident are more beneficial, then the provisions of the DTAA shall be applicable.
5. As per Section 74 Short-term capital loss suffered during the year is allowed to be set-off against short-term as well as long-term capital gains of the said year. Balance loss, if any, could be carried forward for eight years for claiming set-off against subsequent years “short term” as well as long term capital gains. Long-term capital loss suffered during the year is allowed to be set-off only against long term capital gains. Balance loss, if any, could be carried forward for eight years for claiming set-off against subsequent years “long-term capital gains”.

III. Tax Benefits available to the shareholders under the Wealth Tax Act, 1957

Equity Shares of company held by the shareholder will not be treated as an asset within the meaning of Section 2(ea) of Wealth Tax Act, 1957. Hence no Wealth Tax will be payable on the market value of shares of the Company held by the shareholder of the Company.

IV. Tax Benefits available to the shareholders under the Gift Tax Act, 1958

Gift Tax is not leviable in respect of any gifts made on or after 1st October, 1998. Therefore, any gift of shares of the Company will not attract gift tax.

V. Benefits available to Mutual Funds

As per the provisions of Section 10(23D) of the IT Act, any income of Mutual Funds registered under the SEBI Act, 1992 or regulations made thereunder, Mutual Funds set up by public sector banks or public financial institutions or Mutual Funds authorised by RBI would be exempt from income tax, subject to the conditions as the Central Government may by notification in the Official Gazette specify in this behalf.

VI. Tax Deduction at Source

No income-tax is deductible at source from income by way of capital gains under the present provisions of the IT Act, in case of residents. However, as per the provisions of section 195 of the IT Act, any income by way of capital gains, payable to non residents (other than long-term capital gains exempt under section 10(38) of the IT Act), may be subject to the provisions of with-holding tax, subject to the provisions of the relevant tax treaty. Accordingly income tax may have to be deducted at source in the case of a non- resident at the rate under the domestic tax laws or under the tax treaty, whichever is beneficial to the assessee unless a lower withholding tax certificate is obtained from the tax authorities. As per section 196D, no tax is to be deducted from any income, by way of capital gains arising from the transfer of shares payable to Foreign Institutional Investor.

Notes:

- The above Statement of Possible Direct Tax Benefits sets out the provisions of law in a summary manner only and is not a complete analysis or listing of all potential tax consequences of the purchase, ownership and disposal of equity shares;
- The above Statement of Possible Direct Tax Benefits sets out the possible tax benefits available to the Company and its shareholders under the current tax laws presently in force in India;
- This statement is only intended to provide general information to the investors and is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of the tax consequences, the changing tax laws, each investor is advised to consult his or her own tax consultant with respect to the specific tax implications arising out of their participation in the issue;



- In respect of non-residents, the tax rates and the consequent taxation mentioned above shall be further subject to any benefits available under the Double Taxation Avoidance Agreement, if any, between India and the country in which the non-resident has fiscal domicile; and
- The stated benefits will be available only to the sole/first named holder in case the shares are held by joint share holders.

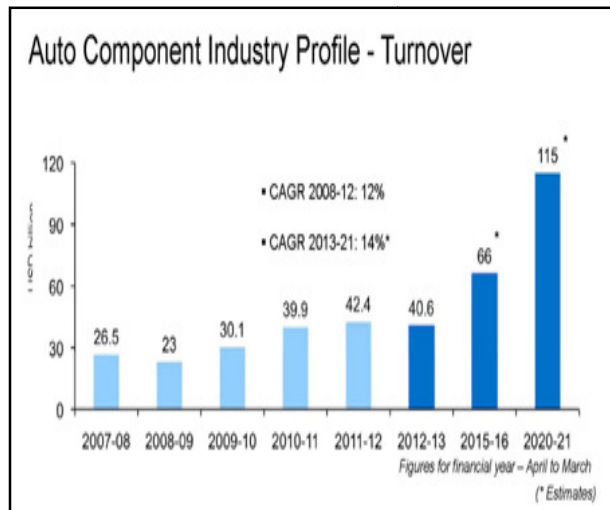
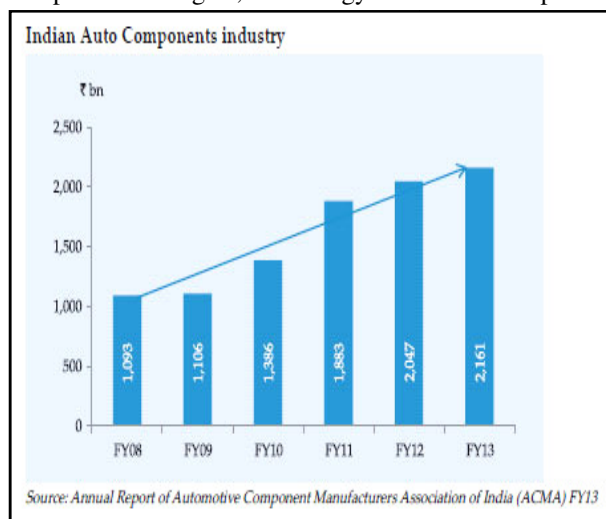
SECTION VI- ABOUT US

INDUSTRY OVERVIEW

Unless otherwise stated, the information in this section is derived from the websites and publicly available documents from various sources, if so needed. The data may have been re- classified by us for the purpose of our presentation. Neither we, nor any other person connected with the Issue, has independently verified the information provided in this chapter. Industry sources and publications, referred to in this section, generally state that the information contained therein has been obtained from sources generally believed to be reliable but their accuracy, completeness and underlying assumptions are not guaranteed and their reliability cannot be assured, and accordingly, investment decisions should not be based on this information.

Auto Components Industry - Introduction

The Indian auto components industry is one of the fastest growing industries in the country. It has grown at a CAGR of 14.6% during the last five years ended 2012-13. The industry has a distinct global competitive advantage in terms of cost and quality and this has aided in its transformation from a local supplier to a global auto parts supplier catering to some of the big names in the global automobile industry. The cost advantage stems from the cost-competitiveness in raw material and labour, while its established manufacturing base is a compelling attraction for global Original Equipment Manufacturers (OEMs) to outsource components from India. The industry is transforming itself from a low-volume highly fragmented industry into a competitive industry backed by competitive strengths, technology and transition up the value chain.



(Source: <http://www.acma.in/industry-statistics.htm>)

The annual turnover of Indian auto component industry was around Rs. 2,161 billion during FY13, almost twice the size in FY08. Several factors have enabled this transformation of the Indian auto components industry. The government's role has been in the form of initiatives and incentives, additional subsidies and formation of various clusters as also economic liberalization. The gradual increase witnessed in the per capita income in India has led to leading aspirations and greater demand for automobiles, which in turn has boosted the demand for auto components. In addition, the entry of various foreign players in the Indian market led to companies adopting innovative marketing strategies to fend competition. The competitive intensity led to the improvement in the end products. Coupled with growing demand and technological advancements, the auto components industry in India has emerged as a key market in Asia as well as the world. The country currently supplies auto components to a number of international automobile makers, such as General Motors, Toyota, Ford and Volkswagen, amongst others.

A joint report of Automotive Component Manufacturers Association of India (ACMA) and McKinsey forecasts automotive component to be a US\$ 100 billion industry by 2020, compared with about US\$ 35.1 billion today. The

report predicts revenue to come from both local sales and exports. Currently, India is ranked 22 among global component exporting countries. China is at the third spot on the list led by Germany and the US. According to the McKinsey report, India will jump to 9th spot in exports by 2020.

Industry Structure

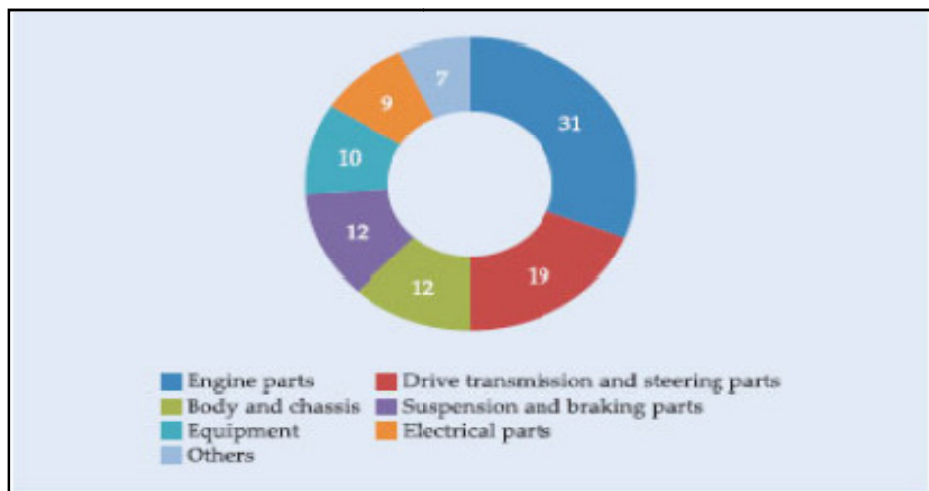
The Indian auto components industry can be broadly classified into the organized sector and the unorganized sector. There is a clear demarcation with respect to products in these two sectors, the organized sector caters to high value-added precision engineering products and accounts for around three fourth of the total production. The unorganized sector caters to the lower value-added segments. The organized players cater to the original equipment (vehicle) manufacturers, while the unorganized sector largely caters to the aftermarket. There are around 600 players in the organized sector accounting for around 70% of the industry's total revenues.

Majority of Indian auto component exports are to countries in Europe, which account for 35 per cent followed by countries in North America with 26 per cent. The export of auto components showed a great deal of improvement registering a growth of 16.7 per cent to Rs 61,487 crore (US\$ 10.04 billion) in 2013-14 from Rs 52,690 crore (US\$ 8.61 billion) in 2012-13. Also, with the automotive sector being a key driver of the economy and growth returning to vehicle consumption in the past few months, ACMA expects the industry to grow by 4–6 per cent in FY15.

The cumulative foreign direct investment (FDI) inflows into the Indian automobile industry during the period April 2000 – August 2014 was recorded at US\$ 10,119.68 million, as per data published by the Department of Industrial Policy and Promotion (DIPP), Government of India.

Product Range

The Indian auto components industry offers a comprehensive product range, consisting of approximately 20,000 components required for vehicle manufacturing. The entire product range is grouped into seven categories. Engine parts and drive transmission and steering parts are the two main product categories, contributing to 50% of the Indian auto component industry in FY13.



Product range- share of Products in FY13 (%)
(Source: [Annual Report ACMA FY13](#))

Based on the class and size of location, the Indian auto component industry can be classified as Tier I, Tier II and Tier III firms:

Tier I	Tier II	Tier III
<ul style="list-style-type: none"> Comprises large firms Almost all the companies are capable to manufacture multiple 	<ul style="list-style-type: none"> Comprises medium sized firms. Comparatively less access to latest technology. 	<ul style="list-style-type: none"> Comprises of smaller, single-auto component manufacturing firms, largely unorganized

<p>auto components, equipped with high- end technology and large number of OEM.</p> <ul style="list-style-type: none"> • Most companies have high end research and development centers to carry out new innovations. • High IT penetrations in these areas which can reduce their operational expenses as most of the machines are automatic. 	<ul style="list-style-type: none"> • Mostly multiple component manufacturers and have comparatively better operational efficiency. • Medium penetration of IT which are mostly fragmented. 	<p>players.</p> <ul style="list-style-type: none"> • Comparatively less access to latest technology and generally uses traditional technology. • Mostly single component manufacturers and no operational efficiency • Low level of IT penetration and hence use traditional method of manufacturing.
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Auto component Clusters

The auto components industry in India is largely present in the form of clusters, due to the presence of a large number of small and unorganized units. The clusters have OEMs as hubs or centers of growth while the suppliers have formed their bases around the OEMs.

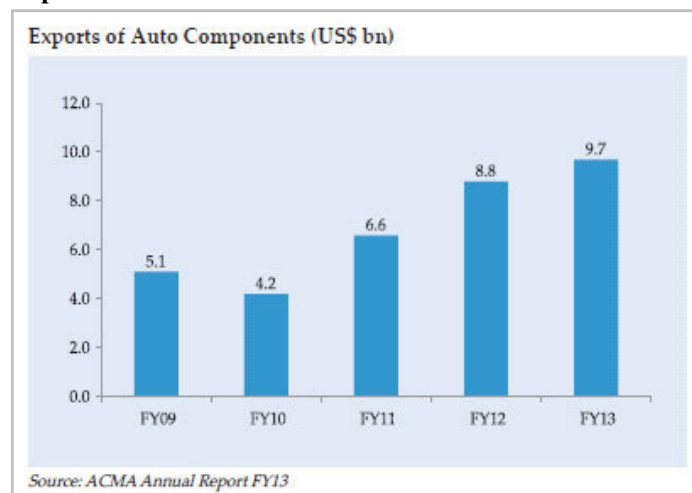
Auto Components: Regional Clusters

Cluster	Cities
Western Cluster	Pune, Aurangabad, Nashik (Maharashtra)
Southern Cluster	Chennai & Coimbatore (Tamil Nadu); Bengaluru (Karnataka)
Central Cluster	Pithampur, Dewas, Indore (Madhya Pradesh)
NCR cluster	Faridabad & Gurgaon (Haryana); Alwar, Bhiwadi, Khushkhera & Chopanki (Rajasthan)
Eastern Cluster	Jamshedpur & Guptamani near Kharagpur; Singur (West Bengal)

The auto components industry in India has evolved around three major regions, Western Region (Mumbai – Pune – Nasik – Aurangabad), Southern Region (Chennai – Bengaluru – Hosur) and Northern Region (Delhi – Gurgaon – Faridabad). In the Eastern region, activity in the automotive sector is seen in Jamshedpur and Kolkata, but the development in this region has been to a lesser extent than in the others.

(Source: <https://www.dnb.co.in/Nashik2013/PDF/IndustryOverview.pdf>)

Exports Scenario

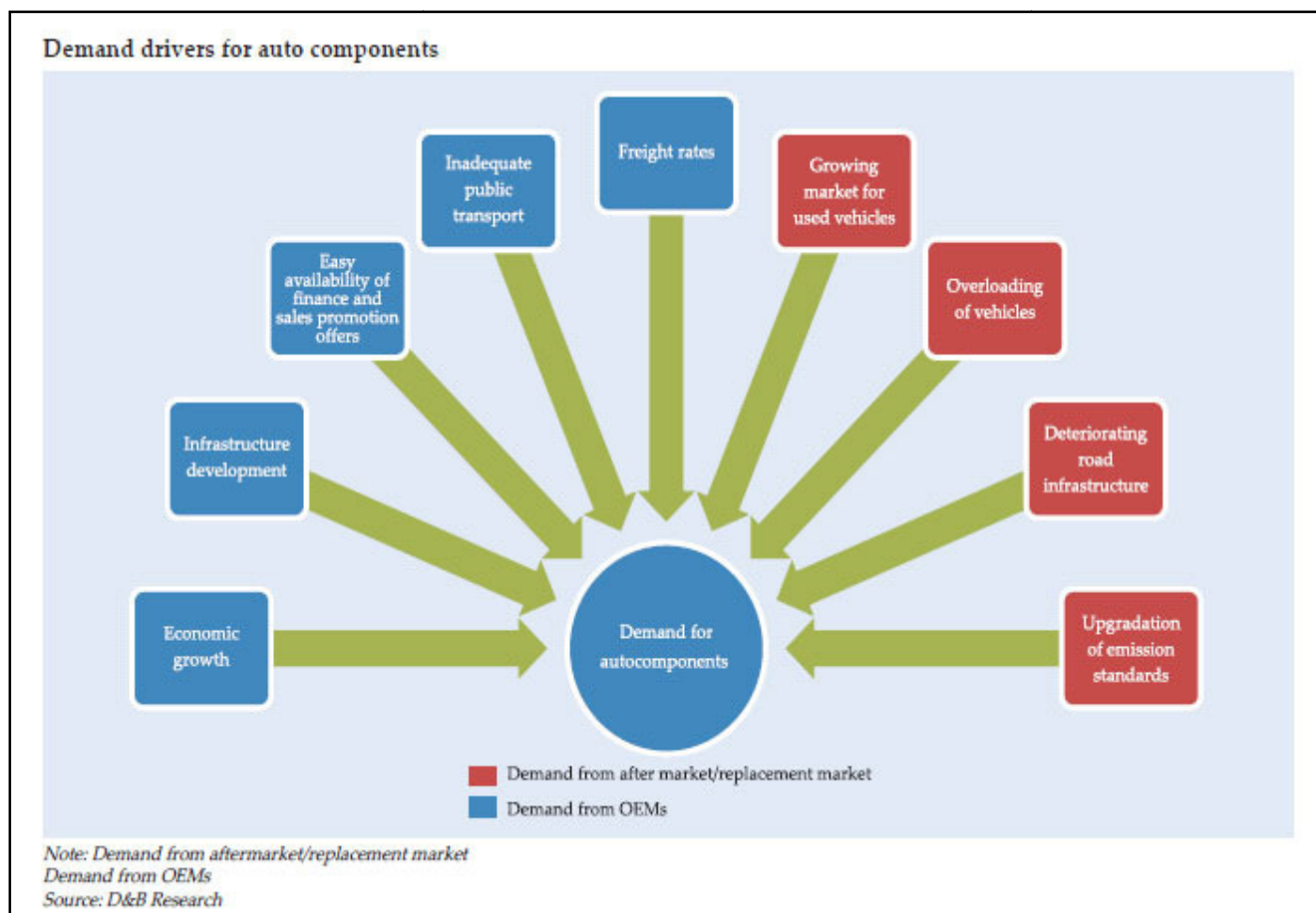


Low labour costs, availability of skilled labour and high quality consciousness among Indian vendors have supported the growth of auto component exports from India.

Exports of auto components from India have nearly doubled during the last 5 years from US\$ 5.1 billion in FY09 to US\$ 9.7 billion in FY13. Exports constitute 24.4% of the Indian auto components industry's total turnover. Exports declined during FY10 primarily due to slow recovery in the developed economies. However, they once again bounced back in FY11, registering sharp growth of around 57%. Europe accounted for nearly 35% of India's exports and continues to be one of the major export destinations, followed by North America.

Factors Influencing Demand for Auto Components

Being an ancillary industry, demand for auto components is greatly influenced by the demand for automobile industry. Auto components cater to both the OEM segment as well as the aftermarket or replacement market and by their very nature; factors that drive demand from both these segments vary.



Supply Dynamics

Raw materials constitute a major cost component in the auto components industry followed by labour charges. Indian auto components manufacturers have been focusing on R&D, innovation, design, and engineering to meet global quality standards and emerge as full-service providers to OEMs.

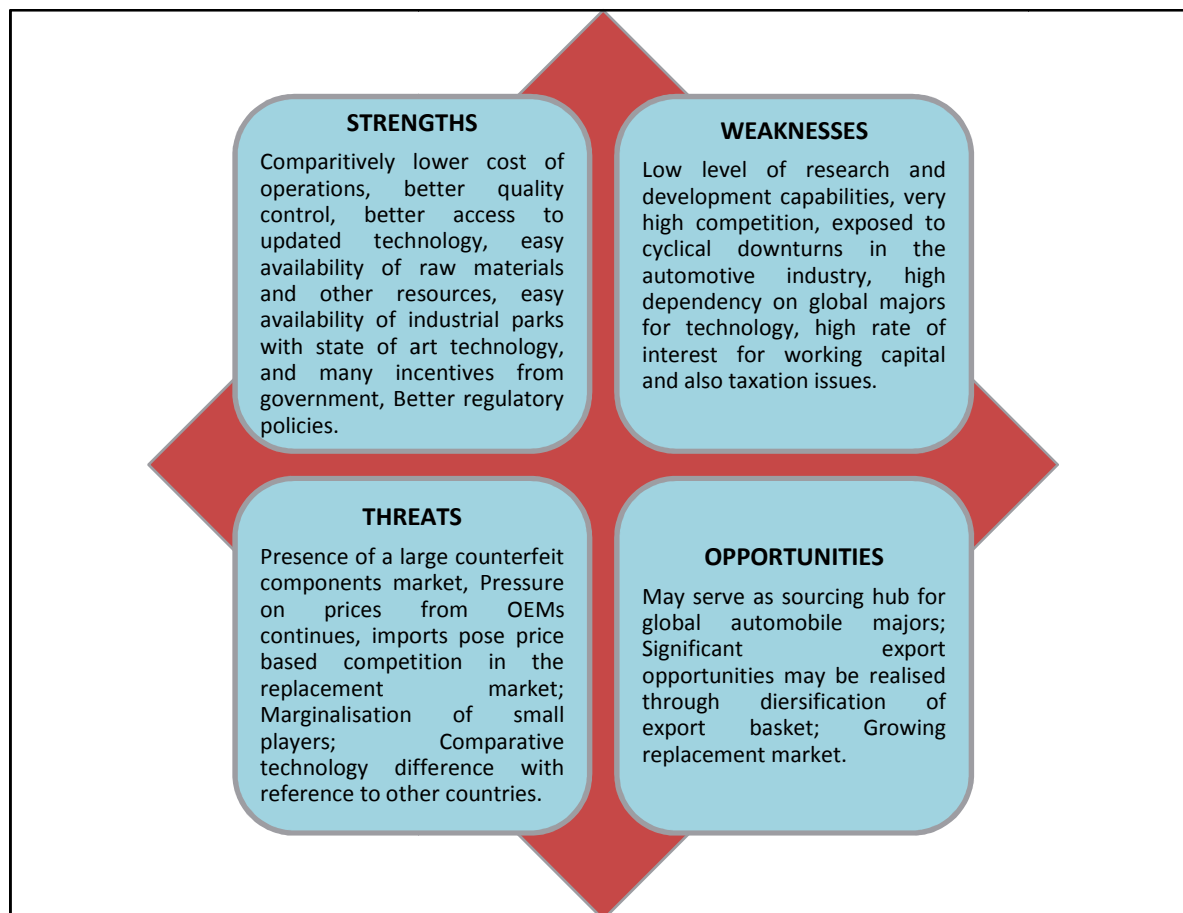
Top 20 Auto Component Exports

- Hydraulic Power Steering Systems & Steering Gear Systems and Parts
- Suspension systems and parts thereof
- Gear boxes and parts thereof
- Air-conditioning equipment
- Wheels and Components for Construction & Earthmoving Equipments
- Road wheels and parts & accessories thereof
- Drive-axles and parts thereof
- Starter motors & generators
- Gas compressors: Turbo chargers
- Parts-air conditioning machines
- Crank shaft for engines
- Brake linings & pads
- Parts for automobiles and earth moving Equipment
- Valves, inlet and exhaust
- Brakes and servo-brakes; parts thereof
- Head lamps and other lighting Equipments

- Spark Ignition
- Radiators & parts thereof
- Toothed wheels, other transmission parts
- Injection pumps for diesel engines

(Source: <http://www.acma.in/>)

SWOT Analysis of Indian Auto Component Industry



Government Initiatives

The Government of India's Automotive Mission Plan (AMP) 2006–2016 has come a long way in ensuring the growth of this sector in the global market. It has been expected that this sector's contribution to the GDP will double reaching a turnover worth US\$ 145 billion in 2016 due to the government's special focus on exports of small cars, multi-utility vehicles (MUVs), two and three-wheelers and auto components. Also, the deregulation of FDI in this sector has helped foreign companies to invest in huge amounts in India.

The Government of India is in talks with ACMA and several industry bodies to extend the current excise duties concession beyond December 2014. Under the scheme, excise duties have been reduced for the following segments: For small cars, motorcycle, scooters and commercial vehicles – duty has been reduced from 12 per cent to 8 per cent.

For mid-sized cars – duty has been reduced from 24 per cent to 20 per cent. For large cars – duty has been reduced from 27 per cent to 24 per cent.

(Source- <http://www.ibef.org/industry/autocomponents-india.aspx>)



Road Ahead

According to ACMA, the Indian auto components industry is likely to grow to US\$ 150 billion by 2020 with domestic market share of about US\$ 85 billion. The Indian auto components industry is well poised to achieve strong growth in the coming years owing to rising domestic demand in the OEM market. Also, the decline in raw material cost, such as decrease in cost of rubber, will help in improving the operating margins and consequently aid in increasing the exports from the auto components sector in India.



OUR BUSINESS

Overview

We are an ISO 9001: 2008 certified company, promoted Mr. Manoj Singhal and Ms. Malti Syngle. MM Auto Industries Limited was established in the year 1991 with manufacturing base at Khandsa Road in Gurgaon. Keeping in view the steady growth, the company shifted its operation as well as registered office to Industrial Model Township (IMT) Manesar, District-Gurgaon, Haryana.

Over the years, the Company upgraded its technology by adding several automatic and imported machinery and equipments to the plant, which helped in adding new products in the precision metallic coil springs product range. The company has complete infrastructure for manufacturing Precision Metallic Coil Springs, with fully equipped Coiling, Grinding, Stress Relieving, Press Sections, Material Handling, Packaging & Packing, Quality Assurance, R&D, Utilities & 100% Power Back Up, Efficient Logistics & ERP support.

Location of manufacturing facilities:

We operate from the following plants/premises:

Type of Facility	Location	Major Product
Manufacturing Unit-I	Plot No. 192A, Sector 4, IMT Manesar , Gurgaon, Haryana -122050	Compression Springs, Extension Springs, Torsion Springs, Seat Belt Springs, Body Cover for 4-Wheelers
Manufacturing Unit-II	E-56, Industrial Area, Haridwar-249401, Uttarakhand.	Compression Springs, Extension Springs, Torsion Springs, Seat Belt Springs, Body Cover for 4-Wheelers
Registered Office	Plot No. 192A, Sector 4, IMT Manesar , Gurgaon, Haryana -122050	-
Corporate Office	F-1204, C.R. Park, New Delhi- 110019.	-

We do not own the premises on which we have our corporate office and our unit at Haridwar and operate from leased premises. The lease agreements for facilities are renewable on mutual consent upon payment of such rates as stated in these agreements. If the owners of the premises do not renew the agreements under which we occupy the premises or renew such agreements on terms and conditions that are unfavorable to us, we may suffer a disruption in our operations which could have an adverse effect on our business, financial conditions and results of operations.

Our corporate office of the company is on a leased premise, located in CR Park, New Delhi, which is valid for a period of three years expiring on 31st August, 2017 and renewable for further three years with a 10% increase on the rent. The lease agreement is not registered, though it is mandatorily required to be registered. It is also stamped with inadequate stamp duty.

The brief product details are as under:

Product	Specification	Application
Compression Springs	These are Static & Dynamic Helical Coiled Springs, which resist compressible load, made from cold drawn, oil hardened & tempered Spring Steel. Wire dia. Range 0.10 mm to 16.0 mm, as per customer requirement. High precision, high reliability compression springs are designed & manufactured in cylindrical, conical, barrel & hour glass shapes.	f. Suspension Springs for Rear Suspension & Front Fork of 2-wheelers & Strut Springs for 2&4 wheelers. g. Engine Valve Springs h. Clutch, Pressure Plate & Carburetor Springs i. Compressible Rebound Springs j. Multifarious engineering

		application as per customer specific needs.
Extension Springs	Extension Springs are close coil springs of circular cross sections, with the end usually a hook or loop, made in spring steel. Wire dia. Range .20 mm to 8.00 mm, as per customer requirement. Extension springs are also known as Tension Springs, are designed to operate with tension load, enabling the spring to stretch or expand, depending on the load applied.	f. Automotive Brakes & Assemblies for 2 & 4 wheelers. g. Seats of 4 – wheelers h. Electrical Switch Gear i. Agricultural Appliances j. Multifarious engineering application as per customer specific needs.
Torsion Springs	Torsion/ Double Torsion Springs resist “applied torque” when the ends are subjected to angular displacement, made in Spring Steel Wire dia. Range 0.20 mm to 8.00 mm. These Springs are designed to operate with the twisting force or torque applied to a torsion spring and the end of spring rotates through an angle, as the torque is applied.	h. Gear Transmission System i. Kick Starter of 2- wheelers. j. Door Closures & Door Locks k. Home appliances l. Hand tools m. Electrical Switch Gear n. Toys & Multifarious Engineering applications.
Seat Belt Springs	Springs performing Retract-Rewind functions, popularly known as Seat BELT Springs, made from textured, rolled, hardened & tempered high carbon steel strips in coil form of various size range 7.0 mm to 8.0 mm wide & 0.20 mm to 0.30 mm thick. The spring is anchored in a plastic fitting, open on one side, attached with Retractor Shaft, around which the Seat Belt is wound.	Retract- Rewind Springs is a critical component for safely operation of Seat Belts of 4 – Wheelers. Other uses are: Dog Leashes and Mechanical Clocks.
Body Cover for 4-Wheelers	Body Cover from very high quality imported fabric are made as “original equipment” (OE) for Cars of various models and shapes.	

Our Competitive Strength:

✓ Quality

Our Company has always believed in the best quality in our processes and products. Our Company is dedicated towards quality of our products, processes and inputs. We adhere to quality standards as prescribed by our customers.

✓ Experienced management team

Our Company is managed by a team of competent personnel having knowledge of core aspects of material, and marketing. Our promoter have the required experience in this field and, along with our Key Managerial Persons have helped us to have long term relations with our customers and has also facilitated us to entrench with new customers. We believe that our experience, knowledge and human resources will enable us to drive the business in a successful and profitable manner.

Our Business Strategy:

IV. Maintain and Expand Long-term Relationships with 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 maintaining of the requirements of the customers. It helps understanding the basic requirement of Our Company and its market. It also forms basis of further expansion for our Company, as we are able to monitor a potential product/ market closely. Our existing clientele is an example of our long-term client relationships.

V. Enhancing our existing customer base

Our Company intends to grow in the business continuously by adding new customers. We are also exploring the international markets for exports of our existing products line which is intended to be of superior quality from the proposed project.

VI. Competitive Pricing

To remain aggressive and capitalize a good market share, we believe in offering competitive prices to our customers. This helps us to sustain the competition and claim a position of strength in the marketplace.

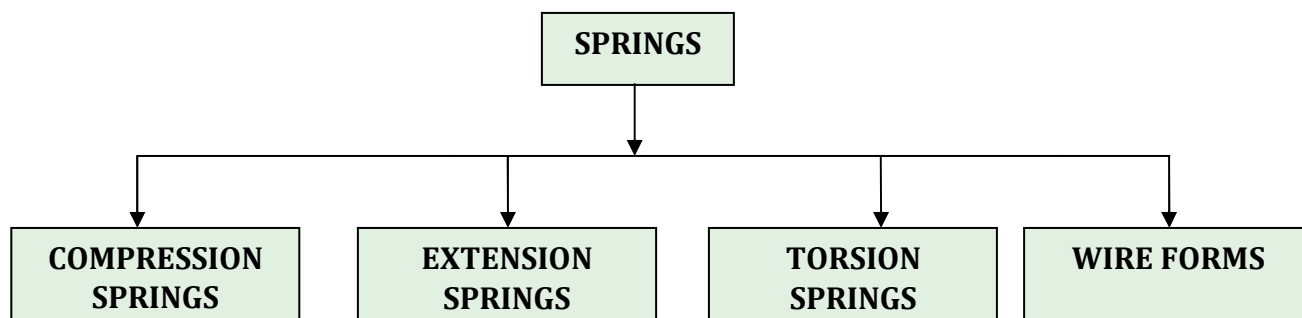
Manufacturing Process of springs and Automobile industry Components

Our major raw material in various grades of spring steel is being procured indigenously as well as from the overseas sources. Our major supplier of raw materials i.e. Spring Steel Wires in India are Usha Martin and Kataria Industries, and for OT wire. Currently we are sourcing our raw material from Pengg Usha, DSR Korea SAMWHA, Bekeart, KISS wire, Graphitan etc.

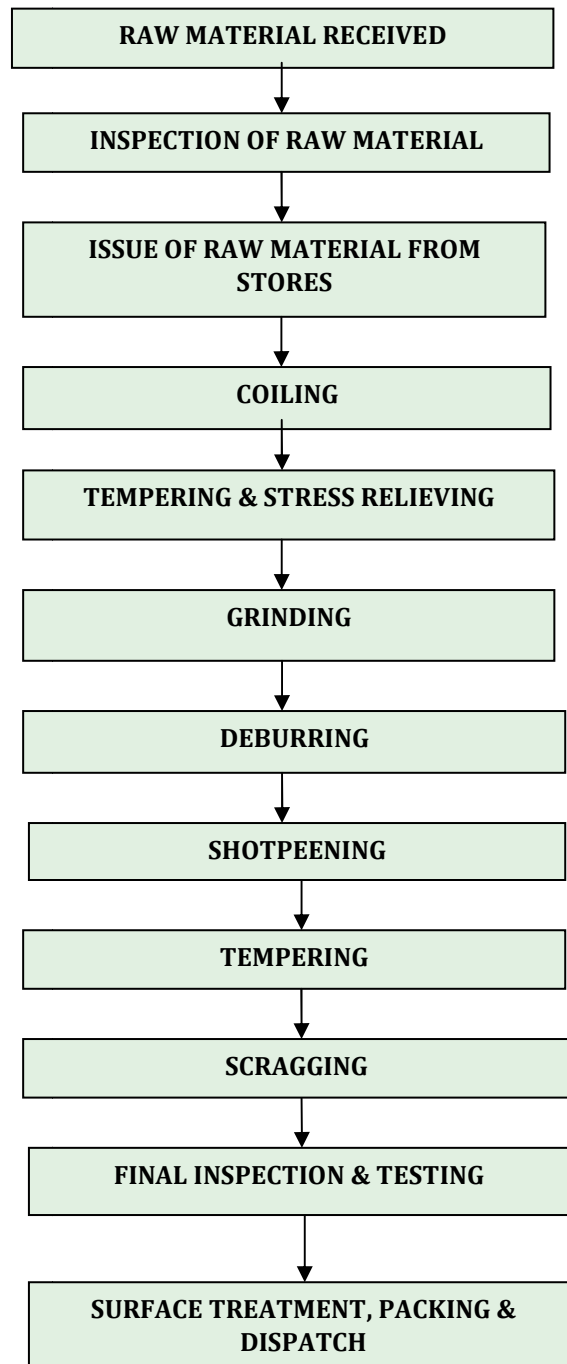
Details of current Manufacturing Process:

Our main emphasis is on Modernization and up-gradation of existing plant with the line balancing to improve productivity with the optimum cost and latest technology.

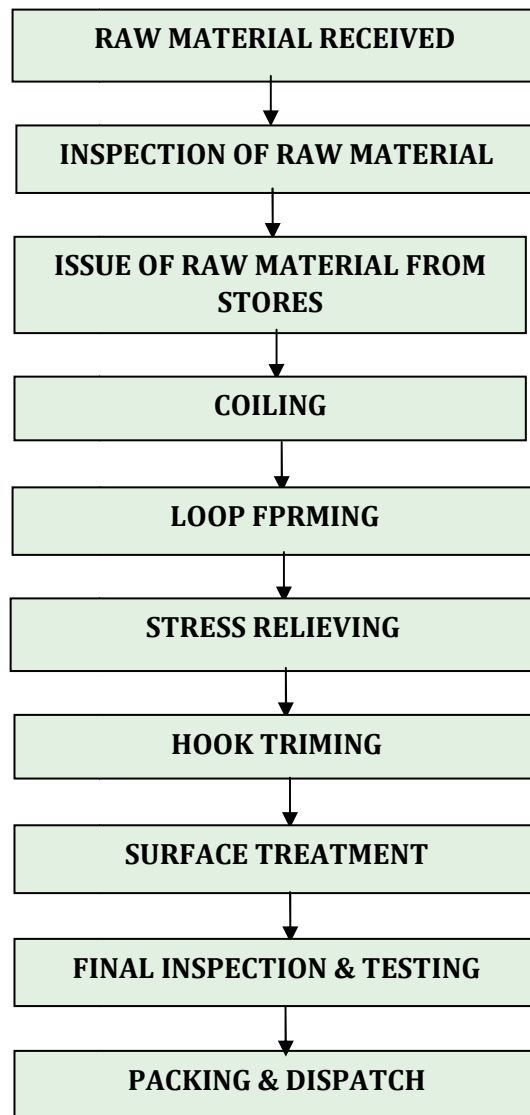
- a) **Installation of shot peening machine in the current manufacturing line.** The rugged design of shot peening machine increases production and improves quality and reduces operation cost.
- b) **Springs End Grinding Machines.** New spring end grinding machines added to enhance capacity in end grinding operation.
- c) **Enhancement in setting up of Multi forming springs Manufacturing.** To cater the requirements of export, recently a separate set up is established for Export Items.



A. MANUFACTURING PROCESS OF COMPRESSION SPRINGS



B. MANUFACTURING PROCESS OF EXTENSION & TORSION SPRINGS



KEY INDUSTRY REGULATIONS AND POLICIES

Our Company is engaged in the business of manufacturing a range of springs and automobile industry components. The following description is an overview of certain laws and regulations in India, which are relevant to our Company. Information detailed in this chapter has been obtained from publications available in the public domain. The regulations set out below are not exhaustive, and are only intended to provide general information to Bidders and is neither designed nor intended to be a substitute for professional legal advice.

Taxation statutes such as the Income Tax Act, 1961, Central Sales Tax Act, 1956 and applicable local sales tax statutes, and other miscellaneous regulations and statutes such as labour laws apply to us as they do to any other Indian company. The statements below are based on the current provisions of laws, and the judicial and administrative interpretations thereof, which are subject to change or modification by subsequent legislative, regulatory, administrative or judicial decisions. For details of government approvals obtained by us, please refer to the chapter titled *“Government and Other Approvals”* beginning on page number 201.

The following discussion summarizes certain significant Indian laws and regulations that govern our Company’s business.

ENVIRONMENTAL LAWS

Environment Protection Act, 1986

Manufacturing projects must also ensure compliance with environmental legislation such as the Water (Prevention and Control of Pollution) Act 1974 (“Water Act”) as amended, the Air (Prevention and Control of Pollution) Act, 1981 (“Air Act”) as amended, and the Environment Protection Act, 1986 (“Environment Act”) as amended. Water Act aims to prevent and control water pollution. It provides for the constitution of a Central Pollution Control Board (“CPCB”) and State Pollution Control Boards (“SPCBs”).

The functions of the CPCB include coordination of activities of the SPCBs, collecting data relating to water pollution and the stipulation of measures for the prevention and control of water pollution and prescription of standards for streams or wells. The SPCBs are responsible for the planning for programs for, among other things, the prevention and control of pollution of streams and wells, collecting and disseminating information relating to water pollution and its prevention and control; inspection of sewage or trade effluents, works and plants for their treatment and to review the specifications and data relating to plants set up for treatment and purification of water; and laying down standards for treatment of trade effluents to be discharged. This legislation prohibits any person from establishing any industry, operation or process or any treatment and disposal system, which is likely to discharge trade effluents into a stream, well or sewer without the prior consent of the relevant SPCB.

The CPCB and the SPCBs constituted under the Water Act are to perform functions under the Air Act for the prevention and control of air pollution. The Air Act aims to prevent and control air pollution. It is mandated under the Air Act that no person may, without the prior consent of the relevant SPCB, establish or operate any industrial plant in an air pollution control area.

The Environment Act has been enacted for the protection and improvement of the environment. It empowers the Government to take measures to protect and improve the environment such as by laying down standards for emission or discharge of pollutants. The Government may make rules for regulating environmental pollution.

Water (Prevention and Control of Pollution) Act, 1974 (“Water Act”)

The Water Act provides for the prevention and control of water pollution and the maintaining or restoring of wholesomeness of water, for the establishment, with a view to carrying out the purposes aforesaid, of boards for the prevention and control of water pollution, for conferring on and assigning to such boards powers and functions relating thereto and for matters connected therewith. The Water Act defines “pollution” as such contamination of water or such alteration of the physical, chemical or biological properties of water or such discharge of any sewage or trade effluent or of any other liquid, gaseous or solid substance into water (whether directly or indirectly) as may,

or likely to, create a nuisance or render such water harmful or injurious to public health or safety, or to domestic, commercial, industrial, agricultural or other legitimate uses, or to the life and health of animals or plants or of aquatic organisms. The Water Act envisages establishing a Central Pollution Control Board as well as State Pollution Control Board for prevention and control of water pollution.

Accordingly, the previous consent of the board constituted under the Water Act must be obtained, for establishing or taking steps to establish operation or process, or any treatment and disposal system or any extension or addition thereto, which is likely to discharge sewage or trade effluent into a stream or well or sewer or on land. Such previous consent is required for bringing into use any new or altered outlet for the discharge of sewage or for the new discharge of sewage. If at any place where any industry, operation or process, or any treatment and disposal system or any extension or addition thereto is being carried on, due to accident or other unforeseen act or event, any poisonous, noxious or pollution matter is being discharged, or is likely to be discharged into a stream or well or sewer or on land and, as a result of such discharge, the water in any stream or well is being polluted, or is likely to be polluted, then the person in charge of such place shall forthwith intimate the occurrence of such accident, act or event to the Board constituted under the Water Act and such other authorities or agencies as may be prescribed.

Water (Prevention and Control of Pollution) Cess Act, 1977 (“Water Cess Act”)

The Water Cess Act, as amended provides for levy and collection of a cess on water consumed by industries with a view to augment the resources of the Central and State Pollution Control Boards constituted under the Water Act. Under this Act, every person carrying on any industry is required to pay a cess calculated on the basis of the amount of water consumed for any of the purposes specified under the Water Cess Act at such rate not exceeding the rate specified under the Water Cess Act. A rebate of up to 25% on the cess payable is available to those persons who install any plant for the treatment of sewage or trade effluent, provided that they consume water within the quantity prescribed for that category of industries and also comply with the provision relating to restrictions on new outlets and discharges under the Water Act or any standards laid down under the Environment Act. For the purpose of recording the water consumption, every industry is required to affix meters as prescribed. Penalties for non-compliance with the obligation to furnish a return and evasion of cess include imprisonment of any person for a period up to six months or a fine of `1,000 or both and penalty for non-payment of cess within a specified time includes an amount not exceeding the amount of cess which is in arrears.

Air (Prevention and Control of Pollution) Act, 1981 (“Air Act”)

Pursuant to the provisions of the Air Act, as amended, any person, establishing or operating any industrial plant within an air pollution control area, must obtain the consent of the relevant State Pollution Control Board prior to establishing or operating such industrial plant. The State Pollution Control Boards required to grant consent within a period of four months of receipt of an application, but may impose conditions relating to pollution control equipment to be installed at the facilities. No person operating any industrial plant in any air pollution control area is permitted to discharge the emission of any air pollutant in excess of the standards laid down by the State Pollution Control Board. The penalties for the failure to comply with the provisions of the Air Act include imprisonment of up to six years and the payment of a fine as may be deemed appropriate. If an area is declared by the state government to be an air pollution control area, then, no industrial plant may be operated in that area without the prior consent of the State Pollution Control Board.

Under the Air Act, the Central Pollution Control Board has powers, inter alia, to specify standards for quality of air, while the State Pollution Control Boards have powers, inter alia, to inspect any control equipment, industrial plant or manufacturing process, to advise the state government with respect to the suitability of any premises or location for carrying on any industry and to obtain information from any industry.

Environment Impact Assessment Notifications

The Environment Impact Assessment Notification S.O.60(E), issued on January 27, 1994 (“1994 Notification”) under the provisions of the Environment Act, as amended, prescribes that for the construction of certain power projects specified in the 1994 Notification, in the case of new projects, if the investment is more than Rs. 1,000 million and in the case of expansion or modernization projects, if the investment is more than Rs.500 million the prior environmental clearance of the Ministry of Environment and Forest (“MoEF”) is required. The environmental

clearance must be obtained from the MoEF according to the procedure specified in the 1994 Notification. No construction work, preliminary or other, relating to the setting up of a project can be undertaken until such clearance is obtained.

The application to the MoEF is required to be accompanied by a project report which should include, inter alia, an Environmental Impact Assessment Report and an Environment Management Plan. The Impact Assessment Authority evaluates the report and plan submitted. Such assessment is required to be completed within a period of 90 days from receipt of the requisite documents from the project developer / manager. Thereafter, a public hearing has to be completed and a decision conveyed within thirty days.

The clearance granted is valid for a period of five years from the commencement of the construction or operation of the project. The project developer / manager concerned are required to submit a half yearly report to the Impact Assessment Authority to enable it to effectively monitor the implementation of the recommendations and conditions subject to which the environmental clearance has been given. If no comments from the Impact Assessment Authority are received within the time limits specified above, the project will be deemed to have been approved by the project developer / manager.

On September 14, 2006, the Environmental Impact Assessment Notification S.O. 1533 ("2006 Notification") superseded the 1994 Notification. Under the 2006 Notification, the environmental clearance process for new projects consists of four stages – screening, scoping, public consultation and appraisal. After completion of public consultation, the applicant is required to make appropriate changes in the draft Environment Impact Assessment Report and the Environment Management Plan. The final Environment Impact Assessment Report has to be submitted to the concerned regulatory authority for appraisal. The regulatory authority is required to give its decision within 105 days of the receipt of the final Environment Impact Assessment Report.

Hazardous Waste (Management and Handling) Rules, 1989 ("Hazardous Waste Act")

The Hazardous Waste Act defines waste oil and oil emulsions as hazardous wastes and imposes an obligation on each occupier and operator of any facility generating hazardous waste to dispose of such hazardous wastes properly and also imposes obligations in respect of the collection, treatment and storage of hazardous wastes. The Hazardous Waste Rules impose an obligation on every occupier and operator of a facility generating hazardous waste to dispose of such hazardous wastes properly including proper collection, treatment, storage and disposal. Each occupier and operator of any facility generating hazardous waste is required to obtain an approval from the relevant state pollution control board for collecting, storing and treating the hazardous waste. The occupier, transporter and operator's liable for damages caused to the environment resulting from the improper handling and disposal of hazardous waste and any fine that may be levied by the respective State Pollution Control Boards. Penalty for the contravention of the provisions of the Hazardous Waste Rules includes imprisonment up to five years and imposition of fines as may be specified in the Environment Act or both.

The Explosives Act, 1884 ("Explosives Act")

The Explosives Act regulates the manufacture, possession, use, sale, transport and importation of the explosives. As per Section 4 (h) of the Explosives Act, —manufacture in relation to an explosive includes the process of:

1. dividing the explosive into its component parts or otherwise breaking up or unmaking the explosive, or making fit for use any damaged explosive; and
2. Re-making, altering or repairing the explosive.

The Central Government may, for any part of India make rules consistent with the Explosives Act to regulate or prohibit, except under and in accordance with the conditions of a license granted as provided by those rules, the manufacture, possession, use, sale, transport, import and export of explosives, or any specified class of explosives. Moreover, the Central Government may from time to time, by notification, prohibit, either absolutely or subject to conditions, the manufacture, possession or importation of any explosive which is of so dangerous a character that, in the opinion of the Central Government, is expedient for the public safety to issue the notification. Where a person makes an application for license under Section 5 of the Explosive Act, the authority prescribed thereunder after

making such inquiry, if any as it may consider necessary, shall, subject to the other provisions of the Explosives Act, by in order in writing either grant license or refuse to grant the same.

The licensing authority shall grant a license, where it is required for the purpose of manufacture of explosives if the licensing authority is satisfied that the person by whom license is required possesses technical know-how and experience in the manufacture of explosives or where it is required for any other purpose, if the licensing authority is satisfied that the person by whom such license is required has a good reason for obtaining the same.

Extensive penalty provisions have been provided for manufacture, import or export, possession, usage, selling or transportation of explosives in contravention of the Explosives Act. Section 9-C of the Explosives Act also provides provisions for offences by companies, and who would be the persons liable in case of offences by companies.

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

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

The Indian Boilers Act, 1923 (“Boilers Act”)

The Boilers Act states that the owner of any boiler (as defined therein), which is wholly or partly under pressure when is shut off, shall under the provisions of the Boilers Act, apply to the Inspector appointed thereunder to have the boiler registered which shall be accompanied by prescribed fee. The certificate for use of a registered boiler is issued pursuant to such application, for a period not exceeding twelve months, provided that a certificate in respect of an economizer or of an unfired boiler which forms an integral part of a processing plant in which steam is generated solely by the use of oil, asphalt or bitumen as a heating medium may be issued for a period not exceeding twenty-four months in accordance with the regulations made under Boilers Act. On the expiry of the term or due to any structural alteration, addition or renewal to the boiler, the owner of the boiler shall renew the certificate by providing the Inspector all reasonable facilities for the examination and all such information as may reasonably be required of him to have the boiler properly prepared and ready for examination in the prescribed manner.

LABOUR LAWS

India has stringent labour related legislation. We are required to comply with certain labour and industrial laws, which includes the Industries (Development and Regulation) Act, 1951, Industrial Disputes Act 1947, the Employees’ Provident Funds and Miscellaneous Provisions Act 1952, the Minimum Wages Act, 1948, the Payment of Bonus Act 1965, Workmen Compensation Act, 1923, the Payment of Gratuity Act, 1972, the Payment of Wages Act, 1936 and the Factories Act, 1948, amongst others.

Factories Act, 1948 (“Factories Act”)

The Factories Act defines a —factory to cover any premises which employ ten or more workers and in which manufacturing process is carried on with the aid of power and covers any premises where there are at least 20 workers who may or may not be engaged in an electrically aided manufacturing process. Each State Government has rules in respect of the prior submission of plans and their approval for the establishment of factories and registration and licensing of factories. The Factories Act provides that the occupier of a factory, i.e. the person who has ultimate control over the affairs of the factory and in the case of a company, any one of the directors, must ensure the health, safety and welfare of all workers especially in respect of safety and proper maintenance of the factory such that it does not pose health risks, the safe use, handling, storage and transport of factory articles and substances, provision of adequate instruction, training and supervision to ensure workers’ health and safety, cleanliness and safe working conditions. Persons who design, manufacture, import or supply articles for use in a factory must ensure the safety of the workers in the factory where the articles are used. If the safety standards of the country where the articles are manufactured are above Indian safety standards, the articles must conform to the relevant foreign standards. There is a prohibition on employing children below the age of fourteen years in a factory. If there is violation of any provisions of the Factories Act or rules framed thereunder, the occupier and manager of the factory may be punished



with imprisonment for a term up to two years and / or with a fine up to Rs.100,000 or both, and in case of such violation continuing after conviction, with a fine of up to Rs.1,000 per day of violation. In case of a contravention which results in death or serious bodily injury, the fine shall not be less than Rs.25,000 in the case of an accident causing death, and Rs.5,000 in the case of an accident causing serious bodily injury. In case of contravention after a prior conviction, the term of imprisonment increases up to three years and the fine would be Rs.200,000 and in case such contravention results in death or serious bodily injury the fine would be a minimum of Rs.35,000 and Rs.10,000, respectively.

Payment of Gratuity Act, 1972 (“Gratuity Act”)

Under the Gratuity Act, an employee in a factory is deemed to be in continuous service for a period of at least two hundred forty days in a period of twelve months or one hundred twenty days in a period of six months immediately preceding the date of reckoning, whether or not such service has been interrupted during such period by sickness, accident, leave, absence without leave, lay-off, strike, lock-out or cessation of work not due to the fault of the employee.

An employee who has been in continuous service for a period of five years will be eligible for gratuity upon his retirement, superannuation, death or disablement. The maximum amount of gratuity payable shall not exceed Rs.350,000.

Payment of Bonus Act, 1965 (“Payment of Bonus Act”)

Under the Payment of Bonus Act, an employee in a factory who has worked for at least thirty Working Days in a year is eligible to be paid bonus. Allocable surplus is defined as 67% of the available surplus in the financial year, before making arrangements for the payment of dividend out of profit of our Company.

The minimum bonus to be paid to each employee is 8.33% of the salary or wage or Rs.100, whichever is higher, and must be paid irrespective of the existence of any allocable surplus. If the allocable surplus exceeds minimum bonus payable, then the employer must pay bonus proportionate to the salary or wage earned during that period, subject to a maximum of 20% of such salary or wage. Contravention of the Payment of Bonus Act by a company will be punishable by proceedings for imprisonment up to six months or a fine up to Rs.1,000 or both against those individuals in charge at the time of contravention of the Payment of Bonus Act.

Workmen’s Compensation Act, 1923 (“Workmen’s Compensation Act”)

If personal injury is caused to a workman by accident during employment, his employer would be liable to pay him compensation. However, no compensation is required to be paid if the injury did not disable the workman for three days or the workman was at the time of injury under the influence of drugs or alcohol, or the workman disobeyed safety rules. Where death results from the injury the workman is liable to be paid the higher of 50% of the monthly wages multiplied by the prescribed relevant factor (which bears an inverse ratio to the age of the affected workman, the maximum of which is Rs.228.54 for a worker aged sixteen years) or Rs.80,000 whichever is more. Where permanent total disablement results from injury the workman is to be paid the higher of 60% of the monthly wages multiplied by the prescribed relevant factor or Rs.90,000 whichever is more. The maximum wage which is considered for the purposes of reckoning the compensation is Rs.4,000. On December 1, 2009, the Indian Parliament passed the Workmen’s Compensation Amendment Bill, 2009, which broadens the scope of the Workmen’s Compensation Act to include clerical staff, raising the monetary compensation payable in the event of death or permanent disability, and introducing reimbursement for treatment of injuries sustained in course of employment. The restriction of the application of this law to companies with at least twenty employees has been done away with, and it would now be obligatory for compensation commissioners to decide on a claim within three months of an application being filed. Under the Workmen’s Compensation Act, it is 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”)

The Payment of Wages Act regulates the period and payment of wages, overtime wages and deductions from wages and also regulates the working hours, overtime, and weekly holidays of certain classes of employed persons. It requires the persons responsible for payment of wages to maintain certain registers and display of the abstracts of the rules made thereunder. The Act also contains provisions as to the minimum wages that are to be fixed by the appropriate governments for the employees, entitlement of bonus of the employees, fixing the payment of wages to workers and ensuring that such payments are disbursed by the employers within the stipulated time frame and without any unauthorized deductions.

Employees (Provident Fund and Miscellaneous Provisions) Act, 1952 (“EPF Act”)

The EPF Act applies to factories employing more than twenty employees and such other establishments and industrial undertakings as notified by the government from time to time. It requires all such establishments to be registered with the relevant state provident fund commissioner. Also, such employers are required to contribute to the employees’ provident fund the prescribed percentage of the basic wages, dearness allowances and remaining allowance payable to employees. Employees are also required to make equal contribution to the fund. A monthly return is required to be submitted to the relevant state provident fund commissioner in addition to the maintenance of registers by employers.

The schemes formulated under (“Schemes”) the Employees Provident Fund and Miscellaneous Provisions Act, 1952 (“Act”)

This Act provides for the institution of provident funds, family pension funds and deposit linked insurance fund for the employees in the factories and other establishments. Accordingly, the following schemes are formulated for the benefit of such employees:

- i. The Employees Provident Fund Scheme: as per this Scheme, a provident fund is constituted and both the employees and employer contribute to the fund at the rate of 12% (or 10% in certain cases) of the basic wages, dearness allowance and retaining allowance, if any, payable to employees per month.
- ii. The Employees Pension Scheme: Employees’ Pension Scheme is Pension Scheme for survivors, old aged and disabled persons. This Scheme derives its financial resource by partial diversion from the Provident Fund contribution, the rate being 8.33%. Thus, a part of contribution representing 8.33 per cent of the employee’s pay shall be remitted by the employer to the Employees’ Pension fund within 15 days of the close of every month by a separate bank draft or cheque on account of the Employees’ Pension Fund contribution in such manner as may be specified in this behalf by the appropriate authority constituted under the Act. The Central Government shall also contribute at the rate of 1.16 per cent of the pay of the members of the Employees’ Pension Scheme and credit the contribution to the Employees’ Pension Fund.
- iii. The Employees Deposit Linked Insurance Scheme: As per this Scheme, the contribution by the employer shall be remitted by him together with administrative charges at such rate as the Central Government may fix from time to time under Section 6C(4) of the Act, to the Insurance Fund within 15 days of the close of every month by a separate bank draft or cheque or by remittance in cash in such manner as may be specified in this behalf by the appropriate authority constituted under the Act.

Further, the employer is required to maintain records and submit periodic returns with regard to the implementation of the Act and Schemes.

The Contract Labour (Regulation and Abolition) Act, 1970 (“CLRA”)

The CLRA regulates the employment, and protects the interests, of workers hired on the basis of individual contracts in certain establishments. In the event any activity is outsourced, and is carried out by labourers hired on contractual basis, compliance with the CLRA including registration will be necessary and the principal employer will be held liable in the event of default by the contractor to make requisite payments towards provident fund. The CLRA

regulates the employment of contract labour in certain establishments provides for its abolition in certain circumstances. It applies:

- VII. To every establishment which does not carry on intermittent / casual work in which twenty or more workmen are / were employed on any day of the preceding 12 months as contract labour (“Establishment”);
- VIII. To every contractor who employs, or who employed on any day of the preceding 12 months, twenty or more workmen.

Every Establishment must, within the specified period, apply to the registering officer for registration of the Establishment and obtain a certificate of registration containing such particulars as may be prescribed.

Further, a contractor can only undertake or execute any work through contract labour under and in accordance with a licence issued in that behalf by the licensing officer. The license may contain conditions including, in particular, conditions as to hours or work, fixation of wages and other essential amenities in respect of contract labour. The license will be valid for the period specified therein.

Every contractor is duty-bound to provide and maintain supply of drinking water, canteens, rest-rooms latrines and urinals, washing facilities, first- aid box in the prescribed manner for contract labour employed in connection with the work of an Establishment to which the Act applies. If such amenities are not provided by the contractor within the prescribed time, such amenities shall be provided by the principal employer of the Establishment. Contractor shall be responsible for payment of wages to each worker employed by him as contract labour within the prescribed period and in case he fails to do so, the principal employer of the Establishment will be so responsible. Every principal employer and contractor is required to maintain the prescribed records in respect of the contract labour employed.

The Contract Labour (Regulation and Abolition) Central Rules, 1971 (“Contract Labour Rules”)

The Contract Labour Rules were formulated to carry out the purposes of the Contract Labour (Regulation and Abolition) Act, 1970 (“Act”) has not been captured. As per the Contract Labour Rules, the application for registration of establishments to which the Act applies shall be made in Form I in triplicate and shall be accompanied by a treasury receipt showing payment of fees. A certificate of registration in Form II containing particulars of the name of the establishment, type of work carried on therein, number of contract labourers employed and other particulars is then issued. Any change in these particulars must be intimated by the principal employer at the establishment within thirty days of such change along with details of such change. Every application for license by the Contractor, made in Form IV, shall be accompanied by a certificate by the principal employer in Form V to the effect that the applicant has been employed by him as a contractor in relation to his establishment. Security as prescribed must also be deposited. Every license granted to the contractor in Form VI i– non - transferable and shall contain particulars such as the maximum number of contract labourers employed.

The Industrial Employment (Standing Orders) Act, 1946 (“Standing Orders Act”)

The Standing Orders Act requires employers in industrial establishments, which employ 100 or more workmen to define with sufficient precision the conditions of employment of workmen employed and to make them known to such workmen. The Standing Orders Act requires every employer to which the Standing Orders Act applies to certify and register the draft standing order proposed by such employer in the prescribed manner. However until the draft standing orders are certified, the prescribed standing orders given in the Standing Orders Act must be followed. The standing orders as finally certified under this Act shall be prominently posted by the employer in English and in the language understood by the majority of his workmen on special boards to be maintained for the purpose at or near the entrance through which the majority of workmen enter the industrial establishment and in all departments thereof where the workmen are employed.



OTHER LAWS

Foreign Trade (Development and Regulation) Act, 1992 (“The Foreign Trade Act”)

The Foreign Trade Act was enacted to provide for the development and regulation of foreign trade by facilitating imports into and augmenting exports from India. The Foreign Trade Act prohibits anybody from undertaking any import or export except under an importer-exporter code number granted by the Director General of Foreign Trade.

Legal Metrology Act, 2009

Legal Metrology Act, 2009 was enacted with the objectives to establish and enforce standards of weights and measures, regulate trade and commerce in weights, measures and other goods which are sold or distributed by weight, measure or number and for matters connected therewith or incidental thereto. This act replaced the Standards of Weights and Measures Act, 1976 and the Standards of Weights and Measures (Enforcement) Act, 1985 with effect from March 1, 2011.

The Customs Act, 1962

The Customs Act, 1962 (“the Customs Act”) is to consolidate and amend the laws related to customs. The Custom Act provides that all importers must file a bill of entry or a cargo declaration, containing the prescribed particulars for a customs clearance. Additionally, a series of other documents relating to the cargo are to be filed with the appropriate authority. After registration of the bill of entry, it is forwarded to the concerned appraising group in the custom house. This is followed by an assessment by the assessing officer in order to determine the duty liability which is on the basis of statement made in the entry relating thereto and the documents produced and information furnished by the importer or exporter. Further, all imported goods are examined for verification of correctness of description given in the bill of entry. Post assessment, the importer may seek delivery of the goods from the custodians.

Central Excise

Excise duty imposes a liability on a manufacturer to pay excise duty on production or manufacture of goods in India. The Central Excise Act, 1944 is the principal legislation in this respect, which provides for the levy and collection of excise and also prescribes procedures for clearances from factory once the goods have been manufactured etc. Additionally, the Central Excise Tariff Act, 1985 prescribes the rates of excise duties for various goods.

Value Added Tax

Value Added Tax (“VAT”) is a system of multi-point levy on each of the entities in the supply chain with the facility of set-off input tax whereby tax is paid at the stage of purchase of goods by a trader and on purchase of raw materials by a manufacturer. Only the value addition in the hands of each of the entities is subject to tax. VAT is based on the value addition of goods, and the related VAT liability of the dealer is calculated by deducting input tax credit for tax collected on the sales during a particular period. VAT is essentially a consumption tax applicable to all commercial activities involving the production and distribution of goods, and each State that has introduced VAT has its own VAT Act, under which, persons liable to pay VAT must register themselves and obtain a registration number.

Sales Tax

The tax on sale of movable goods within India is governed by the provisions of the Central Sales Tax Act, 1956 or relevant state law depending upon the movement of goods pursuant to the relevant sale. If the goods move inter-state pursuant to a sale arrangement, then the taxability of such sale is determined by the Central Sales Tax Act, 1956. On the other hand, when the taxability of an arrangement of sale of movable goods which does not contemplate movement of goods outside the state where the sale is taking place is determined as per the local sales tax / VAT legislations in place within such state.



OUR HISTORY AND CERTAIN CORPORATE MATTERS

Corporate Profile and Brief History

Our Company was incorporated in Ludhiana as “Varun Auto & Allied Industries Private Limited” on May 10, 1985 under the Companies Act, 1956 vide certificate of incorporation issued by the Registrar of Companies, Punjab, Himachal Pradesh & Chandigarh. On July 16, 1992 the name of the Company was changed to M and M Auto Industries Private Limited & on November 5, 1992 it was converted to a Public Limited Company under the name of M and M Auto Industries Limited. The name was further changed to MM Auto Industries Limited on June 20, 2013 and fresh Certificate of Incorporation consequent upon change of name was issued by ROC, Delhi & Haryana. For further details in relation to change in management and change in name, please refer to section titled “Our History & Corporate Structure” on Page no. 101 of this Draft Red herring Prospectus.

Changes in Registered Office

At the time of incorporation, the registered office of our Company was situated at Ludhiana, Punjab. Details of change in the address of the registered office of our Company are set forth as under:

From	To	Effective Date	Reasons
E-40, Focal Point, Ludhiana, Punjab	1/3, K.M. Stone, Khandsa Road, Gurgaon, Haryana	30.10.1992	For operational convenience
1/3, K.M. Stone, Khandsa Road, Gurgaon, Haryana	Plot No. 192A, Sector 4, IMT Manesar , Gurgaon, Haryana - 122050	15.01.2009	For operational convenience

Our Company is promoted by **Mr. Manoj Singhal, Mrs. Malti Syngle and M/s MNS Global Finance Pvt. Ltd.** Please refer the chapter titled “Promoter and Promoter Group” beginning on page no. 121 of this Draft Red herring Prospectus.

Shareholders

The total number of shareholders of Our Company as on the date of filing the Draft Red herring Prospectus is 15. For further details, please refer the chapter titled ‘Capital Structure’ beginning on page no. 45 Draft red herring prospectus.

Merger and Acquisitions

There have been no mergers or acquisitions of business or undertakings in the history of our Company.

Details in relation to the Business of our Company

For details in relation to our business including description of our activities, product, market of each segment, our growth, technology and market please refer to the chapter titled “Our Business” beginning on the page no. 88.

The Main Objects of our Company

The main object of our Company, as contained in our Memorandum of Association, is as set forth below:

1. To carry on the business of manufacturers, importers, exporters, stockists, whole sellers, retailers and dealers in all kind of springs, spare parts, accessories, components of cycle, rickshaw, Motor cycle, Scooters, Mopeds, Motor Cars, Motor Boats, Motor Launchers, Motor Buses, Motor Lorries, Motor Vans, Aeroplanes, Sea Planes,

Gliders and other conveyances of all descriptions whether propelled or assisted by means of petrol, spirit, steam, gas, electricity animal, atomic or other power and other engineering goods.

2. To carry on the business of Mechanical, Engineers, Machinists, Fitters, Millers, Wrights, Founders, Wire drawers, tube makers, metallurgists, galvanizers, jappanners, annealers, painters and electro-platers.
3. To produce, generate, accumulate, distribute, transmit and supply electricity and electromotive force, whether by the Company itself or in collaboration/association with any other person, for process of light, heat, motive and other power and for all other purposes and to help to bridge the gap of demand & supply of energy for industrial & economic growth & achieve balanced supply for industrial, research, household, public utility purposes, directly through own channel systems or through State and or Central Electricity Board/authority.
4. To generate, develop, accumulate, augment, receive, transmit, distribute, sell, resell, supply or otherwise deal in electric power by establishment, erection of diesel genset, power plants, gas based combined power plants, thermal power plants, solar power plants, wind power plants, atomic power plants, hydraulic power plants or any other power plants based on any source of energy as may be developed or invented in future and to construct, lay down, establish, fix and carry out and execute all necessary work in respect of power stations, cables, wires, lines, accumulators and transformers.
5. To carry on the business of builders and colonizers, landlords or proprietors, occupiers, lesser, Managers, Contractors with the possession of all kinds of buildings whether residential, commercial, Cinema houses, Hotels, motels, factories, workshops and estates in India or elsewhere.

Since the incorporation of our Company, the following changes have been made to the MOA of our company:

AGM/EGM DATE	AMENDMENTS
NA*	Increase in Authorised Capital Clause V of Our Memorandum of Association was amended for increase in the Authorised Share Capital of our Company from Rs. 50,00,000 consisting of 50,000 Equity Shares of Rs. 100 each to Rs. 70,00,000 consisting of 70,000 Equity Shares of Rs. 100 each.
14.04.1992	Increase in Authorised Capital Clause V of Our Memorandum of Association was amended for increase in the Authorised Share Capital of our Company from Rs. 70,00,000 consisting of 70,000 Equity Shares of Rs. 100 each to Rs. 1,00,00,000 consisting of 1,00,000 Equity Shares of Rs. 100 each.
16.07.1992	Change in Name of the Company Clause I of our Memorandum of Association was amended for change in Name of the Company from “Varun Auto & Allied Industries Private Limited” to “M and M Auto Industries Private Limited”.
05.11.1992	Conversion from Private to Public Company Clause I of our Memorandum of Association was amended for conversion from Private to Public Limited Company. Name changed from “M and M Auto Industries Private Limited” to
30.10.1999**	Increase in Authorised Capital Clause V of Our Memorandum of Association was amended for increase in the Authorised Share Capital of our Company from Rs. 1,00,00,000 consisting of 1,00,000



	Equity Shares of Rs. 100 each to Rs. 3,00,00,000 consisting of 3,00,000 Equity Shares of Rs. 100 each.
17.04.2003	Increase in Authorised Capital Clause V of Our Memorandum of Association was amended for increase in the Authorised Share Capital of our Company from Rs. 3,00,00,000 consisting of 3,00,000 Equity Shares of Rs. 100 each to Rs. 4,00,00,000 consisting of 4,00,000 Equity Shares of Rs. 100 each.
18.03.2006	Increased in Authorised Capital Clause V of Our Memorandum of Association was amended for increase in the Authorised Share Capital of our Company from Rs. 4,00,00,000 consisting of 4,00,000 Equity Shares of Rs. 100 each to Rs. 10,00,00,000 consisting of 8,00,000 Equity Shares of Rs. 100 each and 2,00,000 Preference Shares of Rs. 100.
02.01.2007	Sub-division of Share Capital Clause V of Our Memorandum of Association was amended for change in the Authorised Share Capital of our Company from Rs. 10,00,00,000 consisting of 8,00,000 Equity Shares of Rs. 100 each and 2,00,000 Preference Share of Rs. 100 each to Rs. 10,00,00,000 consisting of 80,00,000 Equity Shares of Rs. 10 each and 2,00,000 Preference Shares of Rs. 100 each.
26.06.2013	Name of the company changed from “M and M Auto Industries Limited” to MM Auto Industries Limited
20.11.2014	Amendments in Memorandum as per Companies Act, 2013 Adoption of Changes in Memorandum of Association of the Company as per Companies Act, 2013.
20.11.2014	Increased in Authorised Capital Clause V of Our Memorandum of Association was amended for increase in the Authorised Share Capital of our Company from Rs. 10,00,00,000 consisting of 10,00,000 Equity Shares of Rs. 100 each to Rs. 15,00,00,000 consisting of 1,30,00,000 Equity Shares of Rs. 10 each and 2,00,000 Preference Shares of Rs. 100 each.

*Date and related form could not be made available.

**Form 5 could not be made available.

Injunction or Restraining Order

Our Company is not operating under any injunction or restraining order.

Changes in activities of Our Company during last five years

There has been no change in the activities of Our Company in the last five years.

Revaluation of assets

Our Company has not revalued its assets since its incorporation.

Fund raising through equity or debt:

For details in relation to our funds raising activities through equity and debt, please refer to the chapter titled ‘Capital Structure’ beginning on page no. 45 of this Draft red herring prospectus.



Defaults or Rescheduling of borrowings with financial institutions / banks:

There have been no defaults or rescheduling of borrowings with any financial institutions / banks as on the date of the Draft Red Herring Prospectus.

Strikes and lock-outs

There have been no lock-outs or strikes in our Company since the date of its incorporation.

Technology and market competence

For details on the technology and market competence of our Company, please refer to the chapter titled “Our Business” beginning on page number 88 of this Draft red herring prospectus.

Competition

For details on the competition faced by our Company please see the chapter titled “Our Business” beginning on page number 88 of this Draft red herring prospectus.

Holding Company

As on the date of the Draft Red Herring Prospectus our Company is not a subsidiary of any company.

Subsidiaries

As on the date of the Draft Red Herring Prospectus, our Company has the following subsidiaries: MM Asan Auto Limited, MM Vidyut Pvt Ltd and MMR Packaging Pvt Ltd. For details, refer page no. 132 of the chapter- ‘*Financial Information*’.

Joint Ventures

As on the date of the Draft Red Herring Prospectus, our Company has not entered into any joint ventures.

Acquisitions of business / undertakings

Our Company has neither acquired any entity nor been a party to any scheme of arrangement involved in any scheme of arrangement.

Strategic and/ or Financial Partners

As on the date of the DRHP, Our Company does not have any strategic and/ or financial partners.

Collaboration

At present we have not entered into any technical or foreign collaboration.

Shareholder’s Agreement

There are no subsisting shareholder’s agreements among our shareholders in relation to our Company, to which our company is a party or otherwise has notice of the same.

MANAGEMENT

BOARD OF DIRECTORS

Under our Articles of Association, our Company is required to have not less than three (3) Directors and not more than twelve (15) Directors. At present our Company has Nine (9) Directors on Board. The following table sets forth current details regarding our Board of Directors:

NAME, FATHER'S NAME, ADDRESS, OCCUPATION, NATIONALITY, TENURE & DIN	AGE	STATUS OF DIRECTORSHIP IN OUR COMPANY	OTHER DIRECTORSHIPS
1. Mr. Manoj Singhal S/o Late Sh. M.S Syngle Address:- I- 1721, Chitranjan Park, New Delhi- 110019. Tenure: Non Rotational Nationality: Indian Occupation: Business DIN: 00010647	59 yrs	Executive & Non-Independent	➤ MM Asan Auto Limited ➤ Hitkari Automobiles Pvt Ltd. ➤ MNS Global Finance Pvt Ltd ➤ MM Appartments Pvt Ltd ➤ MM Vidyut Pvt Ltd ➤ PHD Chamber of Commerce & Industry ➤ MM Physi Healthcare ➤ Triveni Bhoomi Vikas Pvt Ltd ➤ M N M Assets Reconstruction Co. Ltd ➤ MM Appartments N Infrastructures Pvt Ltd ➤ Vikas GlobalOne Ltd ➤ MM Infosystems Pvt Ltd ➤ MMR Packaging Pvt Ltd
2. Ms. Malti Syngle W/o Late Sh. M.S Syngle Address: I- 1721, Chitranjan Park, New Delhi- 110019. Tenure : Retire by rotation Nationality: Indian Occupation: Business DIN: 00015158	92 yrs	Executive & Non-Independent	➤ MNS Global Finance Pvt Ltd ➤ Hitkari Automobiles Pvt Ltd. ➤ MM Appartments Pvt Ltd ➤ MM Appartments N Infrastructures Pvt Ltd ➤ MM Vidyut Pvt Ltd ➤ MM Asan Auto Limited ➤ MM Physi Healthcare ➤ M N M Assets Reconstruction Co. Ltd
3. Mr. Tej Kishen Magazine S/o Mr. Prem Nath Magazine Address: - H.No. 1508, Sector-43B, Chandigarh-160022 Tenure: Retire by Rotation Nationality: Indian Occupation: Business DIN: 00394616	70 yrs	Executive & Non-Independent	NIL

4. Mr. Mahesh Munjal S/o Mr. Satyanand Munjal Address: B-35, Barewal Awana, Behind Magnet Resort, Ferozpur Road, Ludhiana- 141012 Tenure: For a fixed terms of Five Years Nationality: Indian Occupation: Business DIN: 00002990	60 yrs	Non- Executive & Independent Director	<ul style="list-style-type: none"> ➤ Majestic Auto Limited ➤ Aayush Finance & Investment Pvt Ltd. ➤ Amtier Infotech Ltd ➤ De Core Science & Technologies Ltd ➤ Majestic IT Services Ltd ➤ Anadi Investment Pvt Ltd ➤ O K Hosiery Mills Pvt Ltd
5. Mr. Devendra Raj Mehta S/o Mr. Hanwant Raj Mehta Address: B-5, Mahavir Udyan Marg, Bajaj Nagar, Jaipur Raj- 302015 Tenure: For a fixed terms of Five Years Nationality: Indian Occupation: Business DIN: 01067895	77 yrs	Non- Executive & Independent Director	<ul style="list-style-type: none"> ➤ Poly Medicure Ltd ➤ Jain Irrigation Systems Ltd ➤ JMC Projects (India) Ltd ➤ Smart Value Ventures Pvt Ltd ➤ Atul Rajasthan Date Palm Ltd ➤ Glenmark Pharmaceuticals Ltd ➤ Glenmark Generics Limited ➤ Gandhi Research Foundation ➤ M N M Assets Reconstruction Co. Ltd ➤ Smart Global Ventures Pvt Ltd ➤ Ashray Homes Buildwell Private Ltd
6. Mr. Dhiraj Dhar Gupta S/o Mr. Bansi Dhar Gupta Address: 1, Under Hill Lane, Civil Lines, Delhi- 110054 Tenure: Retire by rotation Nationality: Indian Occupation: Business DIN: 01089718	64yrs	Non-Executive and Non- Independent	<ul style="list-style-type: none"> ➤ KSS Abhishek Safety Systems Pvt Ltd ➤ RaghuShree Packaging Pvt Ltd ➤ Manglam Buildcon Pvt Ltd ➤ Rudraksh Technologies Systems And Services Pvt Ltd ➤ Lumax Auto Technologies Ltd ➤ Lumax Dk Auto Industries Ltd ➤ Abhishek Auto Pvt Ltd ➤ Delhi Race Club 1940 Ltd ➤ Lumax Industries Ltd ➤ Mm Vidyut Pvt Ltd ➤ Mns Global Finance Pvt Ltd ➤ Hitkari Automobiles Pvt Ltd ➤ MM Appartments N Infrastructures Pvt Ltd

			<ul style="list-style-type: none"> ➤ Mm Apartments Pvt Ltd ➤ Abhishek Auto (ND) Pvt Ltd ➤ MM Asan Auto Limited ➤ Luster Automotive Private Limited
7. Mr. Rakesh Puri S/o of Sh. Roshan Lal Puri Address: H.no. 32 GF, Malibu Towne, Sector- 47, Sohna Road, Gurgaon-122018 Tenure: For a fixed terms of Five Years Nationality: Indian Occupation: Business DIN: 07068559	61 yrs	Non- Executive and Independent	NIL
8. Mr. Vikas Garg S/o of Sh. Nand Kishore Garg Address: 10/4, East Punjabi Bagh, New Delhi-110026 Tenure: For a fixed terms of Five Years Nationality: Indian Occupation: Business DIN: 00255413	41 yrs	Non- Executive and Independent	<ul style="list-style-type: none"> ➤ Vikas Globalone Limited ➤ Vikas Utilities Pvt. Ltd. ➤ Vikas Ploymerland Pvt Ltd ➤ Pride Buildtech Ltd ➤ Moonlite Technochem Pvt Ltd ➤ Sahyog Credits Ltd TRS from Chandigarh to Delhi
9. Mr. Satish Chander Girotra S/o of Sh.Wazir Chand Girotra Address: B-301, Gauri Sadan, 5, Hailey Road, New Delhi- 110001. Tenure: For a fixed term of Five years Nationality: Indian Occupation: Business DIN: 01112511	75 yrs	Non- Executive and Independent	<ul style="list-style-type: none"> ➤ S. Girotra Consultants Pvt Ltd ➤ Puru Sepricon Pvt Ltd ➤ Newby Teas Overseas Pvt Ltd ➤ Anamika Sugar Mills Pvt Ltd ➤ OVD Kinegram India Pvt Ltd ➤ Winsome Textile Industries Ltd ➤ PHD Chamber of Commerce & Industry ➤ Delhi Golf Club Ltd ➤ Hamara Financial Services Pvt Ltd.

Note:

As on the date of the Draft Prospectus:

1. None of the above mentioned Directors are on the RBI List of willful defaulters as on date.
2. Further, none of our Directors are or were directors of any company whose shares were (a) suspended from trading by stock exchange(s) for more than 3 months during the five years prior to the date of filing the Draft Prospectus or (b) delisted from the stock exchanges.
3. 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.

DETAILS OF DIRECTORS

Mr. Manoj Singhal, aged 59 years is one of the **Executive & Non-Independent Director** of our company. He is a Commerce graduate from Punjab University and has a vast experience of more than 29 years in the Automobile



Components manufacturing Industry. He started his business career in packaging industry, gradually ventured into high technology industry for manufacture of Precision Metallic Coil Springs. He is associated with our company since February 05, 1990. Further, on December 01, 2009 he was appointed as a Chairman & Managing Director of Our company. Within a span of 29 years the group became the leading manufacturer of quality Precision Metallic Coil Springs in North in middle segment.

Our Director, Mr. Manoj Singhal is on the board of a listed company Vikas Global One Limited, which did not file shareholding pattern in the year 2010. However, Manoj Singhal was appointed as director only in 2013.

Mrs. Malti Syngle, aged 92 years is the **Executive & Non- Independent Director** of our Company. She has completed her Masters in B.T. She was a principal in government school of Punjab. After retirement she was engaged in family business. She is associated with our Company as a Director since September 15th, 2009 as an Additional Director. Further, on October 01st, 2008 she was appointed as a Whole-Time Director of the Company.

Mr. Tej Kishen Magazine, aged 70 years is the **Executive & Non- Independent Director** of our company. He has done graduation in Commerce with management training in India & abroad. He has a vast experience of about 3 decades as a techno-commercial (including GM/VP positions) in steel, Textiles, Electronics and Pharma industries. He is associated with our Company since September 22, 2012.

Mr. Mahesh Munjal, aged 60 years is the **Non- Executive & Independent Director** of our company. He has done Bachelor's of Engineering (Mechanical) from Jaipur and Masters in Business Administration from Ludhiana. He has an experience of 35 years. He started his career in Hero cycles as an Asst. Work Director. Further, in the year 1993 he shifted to Majestic Auto Ltd as an Executive Director. He is associated with our Company since April 13, 2002.

Mr. Devendra Raj Mehta, aged 77 years is the **Non- Executive & Independent Director** of our company. He is an alumnus of Rajasthan University, Jaipur; Royal Institute of Public Administration, London and Alfred Sloan School of Management M.I.T, Boston, USA. He was the Chairman of Securities & Exchange Board of India (SEBI) for seven years from 1995 to 2002. During his employment tenure he was awarded by various national level awards for excellence in his field. He is associated with our Company since April 09, 2010.

Mr. Dheeraj Dhar Gupta, aged 64 years is the **Non-Executive & Non-Independent Director** of our company. He has done graduation in Commerce from the esteemed institution of Delhi University (Shri Ram College of Commerce). He started his career with the family business. He is also having a great experience of automobile industry. He is associated with our Company since March 01, 2003.

Mr. Rakesh Puri, aged 61 years is the **Non Executive and Independent Director** of Our Company. He is having a 38 years experience in Profit center operations, Strategic Management, Branch Operations, Loans & Recovery and Quality Management. Expertise in managing general banking functions in coordination with internal/ external departments for smooth business operations. He is a Law graduate and MBA from IBM Institute of Business Management. He is associated with our Company since January 14, 2015.

Mr. Vikas Garg aged 41 years is the **Non-Executive and Independent Director** of Our Company. He holds the graduation degree in Commerce from Delhi University. He started his career with the family business. He is having a great professional experience of 18 years. He is associated with our company since January 14, 2015.

Mr. Vikas Garg is on the board of a listed company Vikas Global One Limited, which did not file shareholding pattern in the year 2010.

Mr. Satish Chander Girotra, aged 75 years is the **Non-Executive and Independent Director** of our Company. He holds a Post-Graduate degree in Education and Marketing Management from Punjab University – Chandigarh. He has served as a senior executive of a nationalized bank and has over two decade of experience in corporate sector. He has been associated with our company since January 14, 2015.

Mr. Satish Chander Girotra is a director on the board of Winsome Textile Industries Limited which did not file shareholding pattern in the year 2011.



NATURE OF FAMILY RELATIONSHIP AMONG DIRECTORS

There is no family relationship among the Directors except between Mr. Manoj Singhal and Mrs. Malti Syngle who are Son and Mother. Hence they are “relatives” within the meaning of section 2 (77) of the Companies Act, 2013.

Arrangement or understanding with major shareholders, customers, suppliers or others

As on date of the Draft Red herring prospectus, there is no arrangement or understanding with any major shareholders, customers, suppliers or with any other individual or the company.

Service Contracts for benefits upon termination

As on date of the Draft Red herring prospectus, there is no service contract entered into by and between our Directors and our Company whereby benefits would be provided upon termination of employment.

BORROWING POWERS OF THE DIRECTORS

Our Articles of Association, subject to the provisions of the Companies Act, 2013 authorize the Board, to raise or borrow or secure the payment of any sum or sums of money for the purpose of our company.

The shareholders have, pursuant to a resolution adopted at the EGM dated 28th day of February, 2008 authorised the board to borrow sums from time to time, for the purpose of conducting the business of our company, as they may deem requisite notwithstanding the money to be borrowed together with the money already borrowed by our company (apart from the temporary loans obtained from our company’s bankers in the ordinary course of business) will or may exceed an aggregate of the paid-up capital of our company and its free reserves that the total amount up to which the money may be borrowed by the Board of Directors shall not exceed at any time Rs. 5,000 million.

For further details of the provisions of our Article of Association, please refer to the chapter titled “Main Provisions of our “Articles of Association” beginning on page no. 269 of this Draft red herring prospectus.

TERMS OF APPOINTMENT AND COMPENSATION OF OUR DIRECTORS

Name	Mr. Manoj Singhal
Designation	Managing Director
Period	Three years with effect from 01.07.2013
Date of Appointment	Board Meeting dated 04.01.2013
Remuneration	Total Salary is Rs. 15,00,000 per month. Salary breakup as follows (per month): Basic Salary: 12,87,000 House Rent Allowance: 1,50,000 Conveyance Allowance: 1000 Medical allowance: 2000 LTA: 15,000 Car Allowance: 25,000 Chauffeur Allowance: 10,000 Servant Allowance: 10,000

Remuneration paid in FY 31st March, 2014	Total Salary is Rs. 15,00,000 per month. Salary breakup as follows (per month): Basic Salary: 12,87,000 House Rent Allowance: 1,50,000 Conveyance Allowance: 1000 Medical allowance: 2000 LTA: 15,000 Car Allowance: 25,000 Chauffeur Allowance: 10,000 Servant Allowance: 10,000
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Name	Mrs. Malti Syngle
Designation	Whole Time Director
Period	Three years with effect from 01.01.2013
Date of Appointment	Board Meeting dated 04.01.2013
Remuneration	Total Salary is Rs. 3,50,000 per month. Salary breakup as follows (per month): Basic Salary: 2,66,000 House Rent Allowance: 50,000 Conveyance Allowance: 800 Medical allowance: 1250 LTA: 5,000 Car Allowance: 10,000 Chauffeur Allowance: 8,500 Servant Allowance: 8,450
Remuneration paid in FY 31st March, 2014	Total Salary is Rs. 3,50,000 per month. Salary breakup as follows (per month): Basic Salary: 2,66,000 House Rent Allowance: 50,000 Conveyance Allowance: 800 Medical allowance: 1250 LTA: 5,000 Car Allowance: 10,000 Chauffeur Allowance: 8,500 Servant Allowance: 8,450

There is no definitive and /or service agreement that has been entered into between our Company and the directors in relation to their appointment.

NON – EXECUTIVE DIRECTORS

Currently, Non-Executive Directors are not being paid sitting fees.

Shareholding of our Directors

As per our Articles of Association, our Directors are not required to hold any Equity Shares in our Company. The following table details the shareholding in our Company of our Directors in their personal capacity, as on the date of the Draft Red Herring Prospectus:

S.No.	Name of the Directors	No. of Equity shares held by them	Pre Issue (%)
1	Manoj Singhal	33,10,150	45.68
2	Malti Syngle	92	0.001
3	Tej Kishen Magazine	-	-
4	Mahesh Munjal	1,667	0.023
5	Devendra Raj Mehta	-	-
6	Dheeraj Dhar Gupta	1,66,666	2.300



7	Rakesh Puri	-	-
8	Vikas Garg	-	-
9.	Satish Chander Girotra	-	-
	TOTAL	34,78,575	48.004

Details of current and past directorship(s) in listed companies whose shares have been / were suspended from being traded on the NSE/ BSE and reasons for suspension

None of our Directors are currently or have been, in the past five years, on the board of directors of a listed company whose shares have been or were suspended from being traded on the NSE or BSE.

Details of current and past directorship(s) in listed companies which have been / were delisted from the stock exchange(s) and reasons for delisting

None of our Directors are currently or have been on the board of directors of a public listed company whose shares have been or were delisted from being traded on any stock exchange.

Interest of Directors

All of our Directors may be deemed to be interested to the extent of fees payable to them (if any) for attending meetings of the Board or a committee thereof as well as to the extent of other remuneration payable and reimbursement of expenses payable to them, if any under our Articles of Association and to the extent of the remuneration paid to them, if any for services rendered as an officer or employee of our Company.

All our Directors may also be deemed to be interested to the extent of Equity Shares, if any, already held by them or their relatives in our Company, or that may be subscribed for and allotted to our non-promoter Directors, out of the present Issue and also to the extent of any dividend payable to them and other distribution in respect of the said Equity Shares.

The Directors may also be regarded as interested in the Equity Shares, if any, held or that may be subscribed by and allocated to the companies, firms and trusts, if any, in which they are interested as directors, members, partners, and/or trustees.

Our Directors may also be regarded interested to the extent of dividend payable to them and other distribution in respect of the Equity Shares, if any, held by them or by the companies/firms/ventures promoted by them or that may be subscribed by or allotted to them and the companies, firms, in which they are interested as directors, members, partners and promoters, pursuant to this Issue.

All our Directors may be deemed to be interested in the contracts, agreements/ arrangements entered into or to be entered into by our Company with the Director himself, other company in which they hold directorship or any partnership firm in which they are partners, as declared in their respective declarations.

Interest in promotion of Our Company

Except for Mr. Manoj Singhal and Mrs. Malti Syngle, none of our Directors have any interest in the promotion of our Company.

Interest in the property of Our Company

Except as stated above, our Directors have no interest in any property acquired or proposed to be acquired by our Company in the preceding two years from the date of the Draft Red Herring Prospectus nor do they have any interest in any transaction regarding the acquisition of land, construction of buildings and supply of machinery, etc. with respect to our Company.

**Interest in the business of our Company**

Further, save and except as stated otherwise in “Annexure 30 – Related Party Transactions” in the chapter titled “Financial Information” beginning on page number 132, our Directors do not have any other interests in our Company as on the date of the Draft Red Herring Prospectus. Our Directors are not interested in the appointment of Underwriters, Registrar and Bankers to the Issue or any such intermediaries registered with SEBI.

There is no arrangement or understanding with major shareholders, customers, suppliers or others, pursuant to which any of the directors was selected as a director or member of senior management.

Changes in our Board of Directors in the past three years

Save and except as mentioned herein below, there had been no change in the constitution of our Board since the past three years from the date of filing the Draft Red Herring Prospectus:

Name of Directors	Date of Appointment	Date of Cessation	Reason
Mr. Rakesh Puri	14.01.2015	-	Appointment
Mr. Vikas Garg	14.01.2015	-	Appointment
Mr. Satish Chander Girotra	14.01.2015	-	Appointment
Mr. Harjeet Singh Arora	-	27.12.2014	Resignation

CORPORATE GOVERNANCE

The provisions of the listing agreements to be entered into with the Stock Exchanges with respect to corporate governance and the SEBI ICDR Regulations in respect of corporate governance become applicable to our Company at the time of seeking in-principle approval of the Stock Exchanges. Our Company has complied with the corporate governance code in accordance with Clause 49 of such Listing Agreement, particularly those relating to composition of Board of Directors, constitution of committees such as Audit Committee, Remuneration Committee and Shareholder / Investors Grievance Committee. Our Board functions either as a full board or through various committees constituted to oversee specific operational areas. Further, our Company undertakes to take all necessary steps to comply with all the requirements of Clause 49 of the Listing Agreement to be entered into with the Stock Exchanges.

Composition of Board of Directors

The Board of Directors of our Company has an optimum combination of executive and non-executive Directors as envisaged in Clause 49 of the Listing Agreement. Our Board has *Eight* (8) Directors out of which four (4) are Independent Directors in accordance with the requirement of Clause 49 of the Listing Agreement.

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

- A. Audit Committee
- B. Shareholders/Investors Grievance Committee
- C. Remuneration Committee
- D. Corporate Social Responsibility Committee
- E. IPO Committee

Details of Committee are as under:-**AUDIT COMMITTEE**

Our Company has constituted an audit committee ("Audit Committee"), as per the provisions of Section 177 of the Companies Act, 2013 and Clause 49 of the Listing Agreement to be entered with Stock Exchange, vide resolution passed in the meeting of the Board of Directors held on 28th February, 2015. The terms of reference of Audit Committee complies with the requirements of the Listing Agreement, proposed to be entered into with the

Stock Exchange in due course. The Committee presently comprises of following three (3) directors. Mr. Satish Chander Girotra is the Chairman of the Audit Committee.

S.NO.	NAME OF THE DIRECTOR	STATUS	NATURE OF DIRECTORSHIP
1.	Mr. Satish Chander Girotra	Chairman	Non- Executive & Independent Director
2.	Mr. Rakesh Puri	Member	Non- Executive & Independent Director
3.	Mr. Dhiraj Dhar Gupta	Member	Non-Executive & Non- Independent Director

Role of Audit Committee

The terms of reference of the Audit Committee are given below:

- To investigate any activity within its terms of reference.
- To seek information from any employee.
- To obtain outside legal or other professional advice.
- To secure attendance of outsiders with relevant expertise, if it considers necessary.
- 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.
- 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.
- Approval of payment to statutory auditors for any other services rendered by the statutory auditors.
- Reviewing, with the management, the annual financial statements before submission to the board for approval, with particular reference to:
 - Matters required being included in the Directors' Responsibility Statement to be included in the Board's report in terms of Clause (c) sub section (3) of Section 134 of the Companies Act, 2013.
 - Changes, if any, in accounting policies and practices and reasons for the same.
 - Major accounting entries involving estimates based on the exercise of judgment by management.
 - Significant adjustments made in the financial statements arising out of audit findings (e) Compliance with listing and other legal requirements relating to financial statements (f) Disclosure of any related party transactions.
 - Qualifications in the draft audit report.
- Reviewing, with the management, the quarterly financial statements before submission to the board for approval.
- Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter.
- Reviewing, with the management, performance of statutory and internal auditors, and adequacy of the internal control systems.
- Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing, and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.
- Discussion with internal auditors any significant findings and follow up there on.
- Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board.
- Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
- To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors.
- To review the functioning of the Whistle Blower mechanism, in case if the same is existing.

18. Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience & background, etc. of the candidate.
19. Carrying out any other function as mentioned in the terms of reference of the Audit Committee.
20. Mandatorily reviews the following information:
 - Management discussion and analysis of financial condition and results of operations;
 - Statement of significant related party transactions (as defined by the audit committee), submitted by management;
 - Management letters / letters of internal control weaknesses issued by the statutory auditors;
 - Internal audit reports relating to internal control weaknesses; and
 - The appointment, removal and terms of remuneration of the Chief internal auditor shall be subject to review by the Audit Committee
21. Review the Financial Statements of its Subsidiary company, if any.
22. Review the composition of the Board of Directors of its Subsidiary company, if any.
23. Review the use/application of funds raised through an issue (public issues, right issues, preferential issues etc) on a quarterly basis as a part of the quarterly declaration of financial results. Further, review on annual basis statements prepared by the Company for funds utilized for purposes other than those stated in the offer document.
24. Review the Vigil mechanism (Whistle blowing) policy.

In addition, to carry out such other functions/powers as may be delegated by the Board to the Committee from time to time.

SHAREHOLDERS / INVESTORS GRIEVANCE COMMITTEE

Our Company has constituted a shareholder / investors grievance committee ("Shareholder/ Investors Grievance Committee") to redress the complaints of the shareholders. The Shareholders/Investors Grievance Committee was constituted vide resolution passed at the meeting of the Board of Directors held on 28th February, 2015. The committee currently comprises of three (3) Directors. Mr. Satish Chander Girotra is the Chairman of the Shareholders/ Investors Grievance committee.

S.NO.	NAME OF THE DIRECTOR	STATUS	NATURE OF DIRECTORSHIP
1.	Mr. Satish Chander Girotra	Chairman	Non- Executive &Independent Director
2.	Mr. Rakesh Puri	Member	Non- Executive & Independent Director
3.	Ms. Tej Kishen Magazine	Member	Executive & Non-Independent Director

Our Company Secretary, Kabindra Jha is the secretary of the shareholder / investors grievance Committee.

This Committee will address all grievances of Shareholders and Investors in compliance of the provisions of Clause 49 of the Listing Agreements with the Stock Exchanges and its terms of reference include the following:

1. Efficient transfer of shares; including review of cases for refusal of transfer / transmission of shares and debentures;
2. To look after matters relating to dematerialisation and rematerialization of shares;
3. Redressal of shareholders and investor complaints like transfer of shares, allotment of shares, non-receipts of the refund orders, right entitlement, non-receipt of Annual Reports and other entitlements, non-receipt of declared dividends etc;
4. Issue of duplicate / split / consolidated share certificates;
5. Allotment and listing of shares;
6. Review of cases for refusal of transfer / transmission of shares and debentures;
7. Reference to statutory and regulatory authorities regarding investor grievances;

8. To otherwise ensure proper and timely attendance and redressal of investor grievances

NOMINATION AND REMUNERATION COMMITTEE

Our Company has constituted a remuneration committee ("Remuneration Committee"). The Remuneration Committee was constituted vide resolution passed at the meeting of the Board of Directors held on 28th February, 2015. The committee currently comprises of three (3) Directors. Mr. Rakesh Puri is the Chairman of the remuneration committee.

S.NO.	NAME OF THE DIRECTOR	STATUS	NATURE OF DIRECTORSHIP
1.	Mr. Rakesh Puri	Chairman	Non-Executive &Independent Director
2.	Mr. Dhiraj Dhar Gupta	Member	Non-Executive & Non-Independent
3.	Ms. Vikas Garg	Member	Non-Executive & Independent Director

Our Company Secretary, Kabindra Jha is the secretary of the Remuneration Committee.

The terms of reference of the remuneration committee are as follows:

1. 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 their appointment and removal and shall carry out evaluation of every director's performance.
2. 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 for the directors, key managerial personnel and other employees;
3. The Nomination and Remuneration Committee shall, while formulating the policy ensure that—
 - a. the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run our Company successfully;
 - b. relationship of remuneration to performance is clear and meets appropriate performance benchmark
 - c. remuneration to Directors, Key Managerial Personnel and senior management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of our Company and its goals.

CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

The Corporate Social Responsibility Committee of our Company was constituted by the Board of Directors at their meeting held on 19th June, 2014. The members of the Corporate Social Responsibility Committee are:

S.NO.	NAME OF THE DIRECTOR	STATUS	NATURE OF DIRECTORSHIP
1.	Mr. Tej Kishen Magazine	Chairman	Executive &Non-Independent Director
2.	Mr. Dhiraj Dhar Gupta	Member	Non-Executive &Non-Independent
3.	Ms. Mahesh Munjal	Member	Non- Executive & Independent Director

Our Company Secretary, Kabindra Jha is the secretary of the Corporate Social Responsibility Committee.

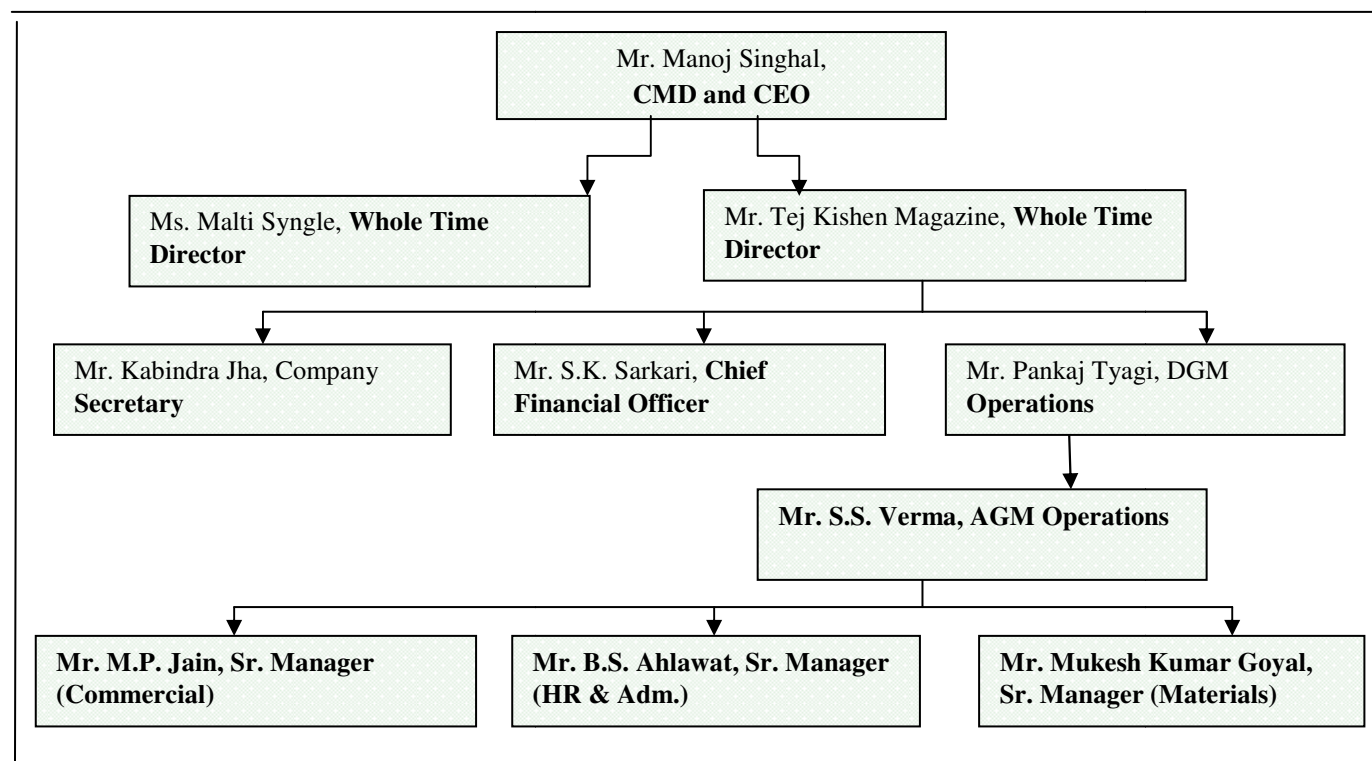
IPO COMMITTEE

The IPO Committee of our Company has been constituted by the Board of Directors at the meeting held on 28th February, 2015. The IPO Committee consists of the following Directors:

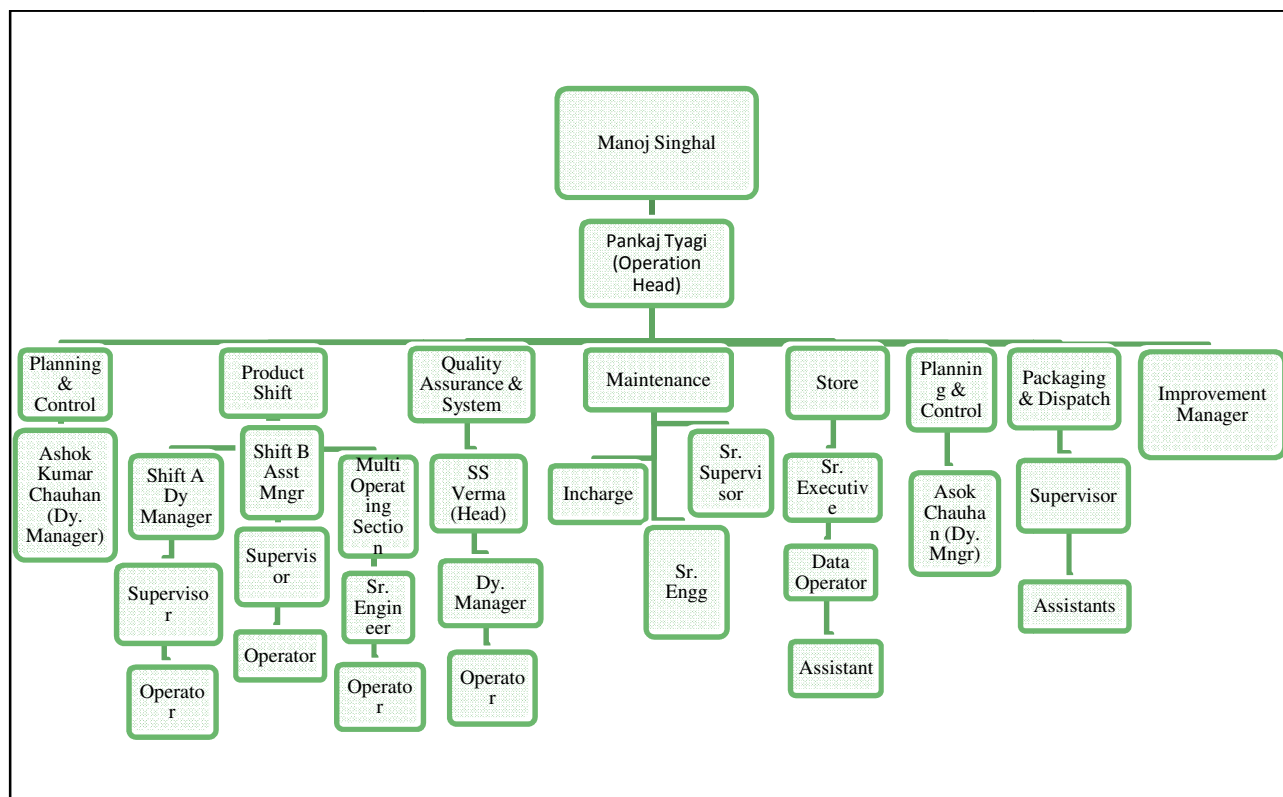
S.NO.	NAME OF THE DIRECTOR	STATUS	NATURE OF DIRECTORSHIP
1.	Mr. Tej Kishen Magazine	Chairman	Executive & Non-Independent Director
2.	Mr. Satish Chander Girotra	Member	Non-Executive & Independent Director
3.	Ms. Rakesh Puri	Member	Non- Executive & Independent Director

Our Company Secretary, Kabindra Jha is the secretary of the IPO Committee.

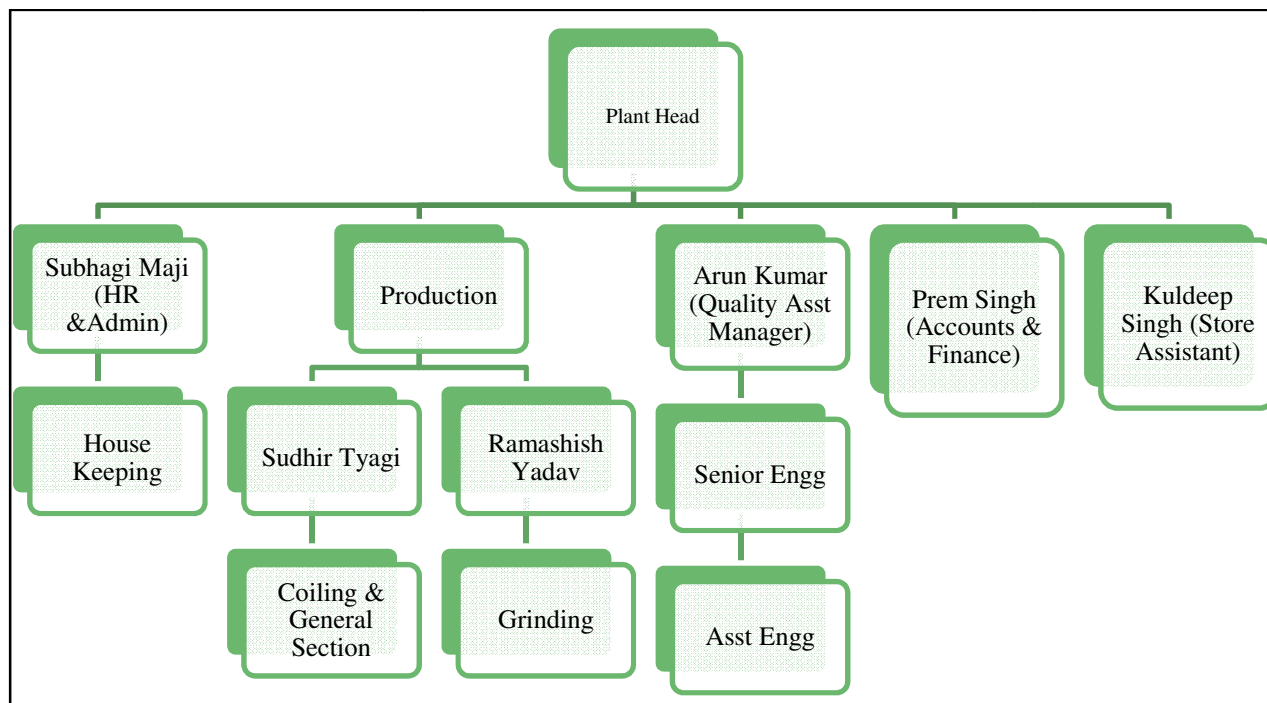
ORGANISATIONAL CHART:



Organisation chart (Manesar Plant)



Organisation Chart (Haridwar Plant)





KEY MANAGERIAL PERSONNEL

Our Company is managed by its Board of Directors, assisted by qualified professionals, in the respective field of production/finance/distribution/marketing and corporate laws. The following key personnel assist the management of our Company:

NAME	DATE OF JOINING	DESIGNATION	FUNCTIONAL RESPONSIBILITY	QUALIFICATION	PREVIOUS EMPLOYMENT
Mr. Manoj Singhal	05.02.1990	Chief Executive Officer	General Administration, Project planning and Implementation, International Marketing & Finance.	Graduate	-
S.K. Sarkari	14.01.2015	Chief Financial Officer	Over all Finance & Accounts	Graduate	Manager in MM Auto Industries Limited.
Pankaj Tyagi	02.04.2010	DGM-operations	Oversees the operation and Sales activities & Quality Assurance	Matriculation from U.P Board	<ul style="list-style-type: none"> • Diamond Springs Ltd • Emkay Automobile Indus. Ltd
S.S. Verma	15.06.2009	AGM Operations	Oversees the Quality Assurance of the production.	B.Sc, 3 years diploma in Electrical Engg.	Springs India Limited
Kabindra Jha	01.05.2011	Company Secretary and Compliance Officer	Drafting of agreements, drafting of resolutions, preparation of minutes & compliance of the provisions of the Companies Act, 1956 & 2013.	Qualified Company Secretary, B.sc physics, & B.S from Ambedkar University	<ul style="list-style-type: none"> • D.S. Associates, PCS firm. • UNI creations Pvt. Ltd
M.P. Jain	01.05.1998	Sr. Manager (Commercial)	Oversees the Commercial activities & administration of the company	Undergraduate	Deptt. of Industries, Haryana
B.S. Ahlawat	13.11.2008	Sr. Manager (HR & Adm.)	Oversees the recruitment & human resource activities and Labour administration matters of the co.	Graduate	Emaky Automobiles Ltd Ashi Ltd Celeste Int. Ltd
Mukesh Kumar Goyal	17.10.2000	Sr. Manager (Materials)		Graduate, C.A (Inter)	Real Time Systems Pvt. Ltd



BRIEF PROFILE OF KEY MANAGERIAL PERSONNEL

1. **Mr. Manoj Singhal**, aged 59 years, is a Chief Executive Officer of Our Company. His scope of work and responsibilities includes general Administration, Project planning and Implementation, International Marketing and Finance. He is having 29 years of Industry experience.
2. **Mr. Kabindra Jha**, aged 48 years, is a Company Secretary & Compliance Officer of our Company. He is an associate member of The Institute of Companies Secretaries of India. He is associated with our Company from May 01, 2011. His scope of work and responsibilities includes drafting of Agreements, Drafting of Resolutions, Preparation of Minutes & compliance with the provisions of Companies Act, 2013.
3. **Mr. Pankaj Tyagi**, aged 46 years, is the DGM- operations of our Company. He is working with our Company since April, 2010. He oversees operational activities of the plant and responsibility for smooth operations of the same. He has more than 22 years of experience in this field. Previously, he was associated with Diamond Springs Limited, Emkay Automobiles Industries Limited. His total remuneration is Rs.2.20 Lacs per month.
4. **Mr. S.S. Verma**, aged 53 years, is the Assistant General Manager -Operations of our Company. He hold a three diploma degree in Electrical Engineering and B.sc degree, he is associated with our Company since 2009. He oversees the Production, Engineering activities of plant and responsible for the smooth operations of the company. He has more than 23 years of experience in this field. Previously, he was associated with Springs India Limited. His total remuneration is Rs.94,000 per annum.
5. **Mr. S.K. Sarkari**, aged 45 years, is Chief Financial Officer of our company. He hold a Degree of Graduation from Gorakhpur University, he is associated with our company as CFO since 14.01.2015. He has vast experience of more than 22 years in the field of accounts & finance. At present he is looking after the overall finance & accounts of the company.
6. **Mr. M.P. Jain**, aged 73 years, is the Sr. Manager (Commercial) of our Company. He is Undergraduate. He is associated with our Company since 01.05.1998. He oversees the Commercial activities& administration of the company and responsibility of maintaining the related heads. He has over 51 years of experience in the field of similar job.
7. **Mr. B.S. Ahlawat**, aged 46 years, is the Sr. Manager (HR) of our Company. He is an MBA in HRD from MDU Rohtak. He is associated with our Company since Nov 2008. He oversees the recruitment activities and various other human resource activities; Labour administration matters of the company. He has more than 21years of experience in this field.
8. **Mr. Mukesh Kumar Goyal**, is the Sr. Manager (Materials) of our Company. He hold a Degree of B.Sc. from Meerut University (Uttar Pradesh) and C.A (Intermediate), he is associated with our Company since 2000. He oversees the overall purchases of Raw Material, Packing Material, and Maintenance Store items of plant and responsible for maintaining the minimum stock level of all items. He has more than 31 years of experience in the field of similar job. Previously, he was associated with Real Time Systems Pvt. Ltd.

FAMILY RELATIONSHIP BETWEEN KEY MANAGERIAL PERSONNEL

As on date, none of the key managerial persons is having family relation with each other. All of key managerial personnel are permanent employee of our company.

**SHAREHOLDING OF THE KEY MANAGERIAL PERSONNEL**

As on date, none of the key managerial personnel hold any Equity Shares of our Company except as follows:

Name	No. of Shares held
Manoj Singhal	33,10,150

BONUS OR PROFIT SHARING PLAN FOR THE KEY MANAGERIAL PERSONNEL

There is no profit sharing plan for the Key Managerial Personnel. Our Company makes bonus payments to the employees based on their performances, which is as per their terms of appointment.

LOANS TO KEY MANAGERIAL PERSONNEL

There are no loans outstanding against Key Managerial Personnel as on date of this Draft Prospectus.

CHANGES IN KEY MANAGERIAL PERSONNEL OF OUR COMPANY DURING THE LAST THREE (3) YEARS

Name	Designation	Date of appointment	Date of Cessation
Mr. S.K Sarkari	CFO	14.01.2015	-

EMPLOYEES STOCK OPTION SCHEME

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

PAYMENT OR BENEFIT TO OUR OFFICERS

Except for the payment of normal remuneration for the services rendered in their capacity as employees of our Company, no other amount or benefit has been paid or given within the two (2) preceding years or intended to be paid or given to any of them.

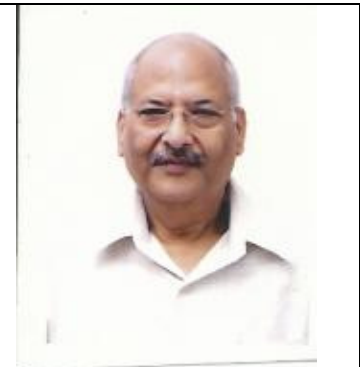
PROMOTERS AND PROMOTER GROUP

Our Promoters:

Mr. Manoj Singhal, Mrs. Malti Syngle, M/s MNS Global Finance Pvt. Ltd. are the promoters of our Company.

Brief profile of our Promoters is as under:


a. Mr. Manoj Singhal

	<p>Mr. Manoj Singhal, aged 59 years is one of the Promoter and Executive & Non-Independent Director of our company. He is a graduate from Delhi University. He has a vast experience of about 29 years in the Automobile components manufacturing industry. He is well associated with day to day affairs of this company. He has been on the Board of Directors of our Company since 1990. For further details relating to Mr. Manoj Singhal, including address and other directorships, see the section titled “Our Management” on page no 105 of this Draft Red herring Prospectus.</p>
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Identifications:

Name	Mr. Manoj Singhal
PAN	AAHPS9299N
VOTER ID	NEC0994095
PASSPORT NO.	Z2161482
Bank Account Number	A/C NO. 30242887650
Name of the Bank and Branch	State Bank of India, Manesar, Gurgaon

b. Mrs. Malti Syngle

	<p>Mrs. Malti Syngle, aged 92 years is one of the Promoter and Executive & Non-Independent Director of our company. She is a retired Principal from Govt. School of Punjab. After retirement she is associated with our Company. For further details relating to Mrs. Malti Syngle, including address and other directorships, see the section titled “Our Management” on page no 105 of this Draft Red herring Prospectus.</p>
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Identifications:

Name	Mrs. Malti Syngle
PAN	AAHPS9631E
VOTER ID	JVG1143247
PASSPORT NO.	Z036345
Bank Account Number	A/C NO. 30242875939
Name of the Bank and Branch	State Bank of India, Manesar, Gurgaon



c. M/s MNS Global Finance Pvt. Ltd

Name	M/s MNS Global Finance Pvt. Ltd
PAN	AAACG3517B
Bank Account Number	A/C No. 33662526810
Name of the Bank and Branch	State Bank of India, Manesar, Gurgaon

Brief History and Background

MNSGFPL was setup on March 28, 1995 as a Private Limited Company. The registered office of MNSGFPL is situated at F-1204, Chitranjan Park, Delhi- 110019. The Private Limited Company is currently engaged in the business of finance.

Board of Directors

The board of directors of MNS Global Finance Pvt. Ltd as of January 23, 2015, is Mr. Manoj Singhal, Mrs Malti Syngle, Mr. Dhiraj Dhar Gupta and Mr. Sunil Nayyar.

The financial highlights of MNSGFPL for the last three years (Audited) are as under:

Particulars	Fiscal 2014	Fiscal 2013	Fiscal 2012
Equity Capital	37,310,700.00	35,810,700.00	35,810,700.00
Reserves and Surplus (excluding revaluation reserves)	5,355,157.00	5,312,908.00	3,673,559.00
Sales	352,874.00	1,879,373.00	70,106
Profit/(loss) after tax	42,249.00	1,639,349.00	4,713.00
Earnings per share (in Rs.)	4.22	163.93	0.47
Per Share Price (in Rs.)	10	10	10
Diluted earnings per share (in Rs.)	4.22	163.93	0.47
Net asset value per share (in Rs.)	11.43	11.48	1.10

MNSGFPL currently holds 3,179,916 Equity Shares of our Company, which constitutes 43.88 % of our Pre-Issue paid-up share capital. For details of the build-up of our MNSGFPL shareholding in our Company, please see “Capital Structure – Notes to Capital Structure” on page no. 45 of this Draft Red herring Prospectus.

The Shareholding of MNSGFPL as on September 30, 2014 is as under:

S.No.	Name of the Shareholder	Amount per Share	No. of Equity	% of the Paid-Up Capital
1	Manoj Singhal	10	3,450,010	92.56
2	MM Appartments Pvt Ltd	10	1,00,000	2.68
3	Rita Oswal	10	70,000	1.87
4	Satish Kumar Oswal	10	45,000	1.20
5	M/s Canny Consultants Pvt Ltd	10	25,000	0.67
6	Mahesh C. Munjal	10	15,000	0.40
7	Opinder Singh Gill	10	6,500	0.17
8	Renuka Munjal	10	5,000	0.13
9	Sunil Nayyar	10	1,760	0.47
10	Anjana Nayyar	10	1,760	0.047
11	Ratika Jain	10	1,750	0.047
12	Ruchi Rastogi Jain	10	1,750	0.047
13	Man Mohini Rstogi	10	1,750	0.047



14	Mukta Goyal	10	1,750	0.047
15	Malti Syngle	10	10	0.0003
16	Rakesh Anand	10	10	0.0003
17	Savita Anand	10	10	0.0003
18	Mukesh Kr. Goyal	10	10	0.003
	TOTAL		37,27,070	100

Declaration

Our Company confirms that the permanent account number, bank account number and passport number of our Promoters shall be submitted to the Stock Exchange at the time of filing the Draft Red Herring Prospectus.

Interest of Promoters**Interest in promotion of Our Company**

Our Promoters are interested in the promotion of our Company in their capacity as a shareholder of our Company and influencing significant control over the management and policy decisions of our Company.

Interest in the property of Our Company

Our promoter has no interest in the property of the Company as on the date of filing this Draft Red herring Prospectus.

Interest as member of Our Company

Mr. Manoj Singhal holds 33,10,150 Equity Shares, Malti Syngle holds 92 Equity Shares and MNS Global Finance Pvt Ltd hold 31,79,916 shares aggregating to 45.68 %, 0.001% and 43.88% respectively of pre-Issue Equity Share Capital in our Company and is therefore interested to the extent of their respective shareholding and the dividend declared, if any, by our Company.

Interest as a creditor of Our Company

As on September 30, 2014 of the Draft Red Herring Prospectus Our Company has availed unsecured loans from the Promoters of our Company as mentioned in the table below:

Particulars	As on 30th September, 2014
Mr. Manoj Singhal	Rs. 27,13,392.00
Ms. Malti Syngle	Rs. 10,000.00
M/s MNS Global Finance Limited	Rs. 22,28,914.00
Total	Rs.49,52,306.00

Interest as Director of our Company

Mr. Manoj Singhal and Mrs. Malti Syngle as given in the chapter titled "Management" beginning on Page Number 105, our Promoters / Directors, 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, 1956 and Companies Act, 2013 and in terms of agreements entered into with our Company and AoA of our Company.

**Interest in transactions involving acquisition of land**

Our Promoters are not currently interested in any transaction with our Company involving acquisition of land, construction of building or supply of any machinery.

Other Ventures of our Promoters

Save and except as disclosed in the chapter titled “Group Companies” beginning on page number 125, there are no other ventures of our Promoters in which they have business interests/other interests.

Dividend Policy

The declaration and payment of dividend, if any, will be recommended by the board of directors, and approved by the shareholders of our company. It will depend on a number of factors, including but not limited to the profits, capital requirements and overall financial condition. The company has declared dividend @ 5% each in the financial 2013 and 2014, for further details refer Annexure 31 of the chapter ‘Financial Information’ starting on Page Number 132.

Related Party Transactions

For details of related party transactions entered into by our Company, please refer to the “Related Party Transaction” as Restated, appearing as Annexure 30 of the section titled “Financial Information” beginning on page number 158 of this Draft red herring Prospectus.

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:

The following natural persons being the immediate relatives of our Promoters in terms of the SEBI ICDR Regulations form part of our Promoter Group:

Relationship	Mr. Manoj Singhal	Mrs. Malti Syngle
Father	Late Sh. Mohinder Singh Syngle	Late Sh. Nanu Ram Aggarwal
Mother	Mrs. Malti Syngle	Late Smt. Chawlivati
Spouse	-	Late Mr. Mohinder Singh Syngle
Brother	Mr. Manish Syngle	Late Sh. Ram Sharan Das
Sister	Monika Syngle	Late Smt. Santi Devi Late Smt. Vidya Wati Late Smt. Gargi Late Smt. Sharda Late Smt. Raj Karni
Son	-	Mr. Manoj Singhal Manish Syngle
Daughter	-	Monika Syngle
Spouse's Father	-	Late Lala Nathu Lal Syngle
Spouse's Mother	-	Late Smt. Brindawati
Spouse's Brother	-	Late Sh. Dhumvir Syngle
Spouse's Sister	-	Late Smt. Shakuntla Devi Late Smt. Surendra Gupta Smt. Sunita Gupta

**b) Entities forming part of the Promoter Group****I. COMPANIES – (As mentioned under the heading Group Companies)****II. HINDU UNDIVIDED FAMILY**

Nil

III. PARTNERSHIP FIRMS

Nil

Payment or benefit to the promoter group of Our Company

Except as stated in the chapter's "Related Party Transactions Annexure 30 "Financial Information", "Management" and "Promoters and Promoter Group" on pages 132,105 and 121 respectively, there has been no payment of benefits to our Promoters.

GROUP COMPANIES**UNLISTED COMPANIES WITHIN OUR PROMOTER GROUP****Subsidiary Companies:**

- MM Asan Auto Ltd
- MM Vidyut Pvt Ltd
- MMR Packaging Pvt Ltd

Group Companies:

- MM Apartments Pvt Ltd
- Hitkari Automobiles Pvt Ltd
- MM Physi-Health Care
- MNM Asset Reconstruction Company Ltd
- MM Apartments N Infrastructures Pvt Ltd

Details of Subsidiary Companies:**1. MM Asan Auto Ltd**

MM Asan Auto Ltd (CIN: U50100HR2009PLC039547) was set up on 29/09/2009 under the Companies Act. The registered office of MM Asan Auto Ltd is at Plot No. 192A, Sector 4, IMT Manesar, Gurgaon - 122050. MM Asan Auto Ltd is primarily engaged in manufacturing, trading, sale, purchase of automobile and engineering parts, spare parts, auto springs, wire springs, etc.

As of March 31, 2014, our Promoters jointly hold 73.12% of the issued and paid up capital of MM Asan Auto Ltd

Shareholding Pattern

The shareholding of MM Asan Auto Ltd as on March 31, 2014, is as follows:

S.No.	Name	Amount Per Share	No. of equity shares held	% of equity shares held
1.	MM Auto Industries Limited	10	22,46,000	74.867
2.	Dhiraj Dhar Gupta	10	5,37,500	17.917
3.	MNS Global Finance Pvt Ltd	10	1,16,500	3.883
4.	Shree Dhar Gupta	10	62,500	2.083
5.	Mr. Manoj Singhal	10	24,900	0.830



6.	MM Appartment Pvt Ltd	10	12,500	0.417
7.	Mrs Malti Syngle	10	100	0.003
	TOTAL		1,93,500	100.00

Board of Directors

The board of directors of MM Asan Auto Ltd as of January 23, 2015, is Mr. Manoj Singhal, Mrs Malti Syngle, Mr.Dhiraj Dhar Gupta, Mr. Mahavir Prasad, Mr. Ratika Jain, Shreedhar Gupta.

Financial Information

The audited financial results of MM Asan Auto Ltd for fiscal 2012, 2013 and 2014 are set forth below:

(Rs. in lacs, except per share data)

Particulars	Fiscal 2014	Fiscal 2013	Fiscal 2012
Equity Capital	3,70,60,000.00	1,35,00,000.00	1,35,00,000.00
Reserves and Surplus (excluding revaluation reserves)	(3,20,38,341.00)	(2,28,27,013.00)	(42,10,106.00)
Sales	7,62,98,259.00	2,56,76,769.00	49,28,556.00
Profit/(loss) after tax	(92,11,328.00)	(1,86,16,907.00)	(41,86,667.00)
Earnings per share (in Rs.)	(6.82)	(13.79)	(3.10)
Diluted earnings per share (in Rs.)	(6.82)	(13.79)	(3.10)
Price Per Share (in Rs.)	10	10	10
Net asset value per share (in Rs.)	1.35	6.90	6.88

2. MM Vidyut Pvt Ltd

MM Vidyut Pvt Ltd (CIN: U40300DL2007PTC160645) was set up on 16/03/2007 under the Companies Act. The registered office of MM Vidyut Pvt Ltd is at I-1721, Chitranjan Park, New Delhi – 110019. MM Vidyut Pvt Ltd is primarily engaged in generation, distributing, transmit and supply of electricity and electromotive force.

As of September 29, 2014, our Promoters jointly hold 16.67% of the issued and paid up capital of MM Vidyut Pvt Ltd.

Shareholding Pattern

The shareholding of MM Vidyut Pvt Ltd as on September 29, 2014, is as follows:

S.No.	Name	Amount Per Share	No. of equity shares held	% of equity shares held
1.	MM Auto Industries Limited	10	50,000	83.33
2.	Mr. Manoj Singhal	10	9900	16.50
3.	Mrs Malti Syngle	10	100	0.17
	TOTAL		60,000	100.00

Board of Directors

The board of directors of MM Vidyut (P) Ltd as of January 23, 2015, is Mr. Manoj Singhal, Mrs. Malti Syngle, Mr..Dhiraj Dhar Gupta.

Financial Information

The audited financial results of MM Vidyut Pvt Ltd for fiscal 2012, 2013 and 2014 are set forth below:

(Rs. in lacs, except per share data)

Particulars	Fiscal 2014	Fiscal 2013	Fiscal 2012
Equity Capital	6,00,000.00	6,00,000.00	6,00,000.00
Reserves and Surplus (excluding revaluation reserves)	(5,92,703.00)	(5,81,042.00)	(4,92,933.00)
Sales	0.00	0.00	0.00



Profit/(loss) after tax	(11,661.00)	(88,109.00)	(4,34,048.00)
Earnings per share (in Rs.)	(1.17)	(8.81)	(7.23)
Diluted earnings per share (in Rs.)	(1.17)	(8.81)	(7.23)
Price Per Share (in Rs.)	10	10	10
Net asset value per share (in Rs.)	0.12	1.03	1.78

3. MMR Packaging Pvt Ltd

MMR Packaging Pvt Ltd (CIN: U21014DL2014PTC267728) was set up on 30/05/2014 under the Companies Act. The registered office of MM Appartments is at F-1204, Chittranjan Park, New Delhi – 110019. MMR Packaging Pvt Ltd is primarily engaged in trading, manufacturing, buy sell trade of corrugated boxes, labeling, packaging, trading of all kinds of packaging, goods and material.

As of September 30, 2014, our Promoters jointly hold 0.0004% of the issued and paid up capital of MMR Packaging Pvt Ltd.

Shareholding Pattern

The shareholding of MMR Packaging Pvt Ltd as on September 30, 2014, is as follows:

S.No.	Name	Amount Per Share	No. of equity shares held	% of equity shares held
1.	MM Auto Industries Limited	10	2,49,999	99.99
2.	Mrs Malti Syngle	10	1	0.0004
	TOTAL		2,50,000	100.00

Board of Directors

The board of directors of MMR Packaging Pvt Ltd as of January 23, 2015, is Mr. Manoj Singhal, Mr. Vikash Jain, Ms. Ratika Jain.

Financial Information

The audited financial results of MMR Packaging Pvt Ltd for fiscal 2012, 2013 and 2014 are set forth below:

(Rs. in lacs, except per share data)

Particulars	Fiscal 2014	Fiscal 2013	Fiscal 2012
Equity Capital	-	-	-
Reserves and Surplus (excluding revaluation reserves)	-	-	-
Sales	-	-	-
Profit/(loss) after tax	-	-	-
Earnings per share (in Rs.)	-	-	-
Diluted earnings per share (in Rs.)	-	-	-
Price Per Share (in Rs.)	-	-	-
Net asset value per share (in Rs.)	-	-	-

Details of Group Companies:

1. MM Appartments Pvt Ltd

MM Appartments Pvt Ltd (CIN: U70109DL2006PTC151667) was set up on 05/08/2006 under the Companies Act. The registered office of MM Appartments is at I-1721, Chittranjan Park, New Delhi – 110019. MM Appartments is primarily engaged in purchase, sell, own, develop, improve, hire or acquire and/or dispose off lands of any tenure or interest. Also, develop, erect, construct and furnish Industrial, Residential, Commercial, Social Estates or townships. As of September 29, 2014, our Promoters jointly hold 87.60% of the issued and paid up capital of MM Appartments Private Limited.



Shareholding Pattern

The shareholding of MM Appartments as on September 29, 2014, is as follows:

S.No.	Name	Amount Per Share	No. of equity shares held	% of equity shares held
1.	Mr. Manoj Singhal	10	1,68,400	87.03
2.	Marrass Industries Pvt Ltd	10	24,000	12.40
3.	Mrs Malti Syngle	10	1,100	0.57
	TOTAL		1,93,500	100.00

Board of Directors

The board of directors of MM Appartments as of January 23, 2015, is Mr. Manoj Singhal, Mrs Malti Syngle, Mr.Dhiraj Dhar Gupta.

Financial Information

The audited financial results of MM Appartments for fiscal 2012, 2013 and 2014 are set forth below:

(Rs. in lacs, except per share data)

Particulars	Fiscal 2014	Fiscal 2013	Fiscal 2012
Equity Capital	32,35,000.00	26,40,000.00	26,40,000.00
Reserves and Surplus (excluding revaluation reserves)	98,59,692.00	99,76,930.00	99,76,930.00
Sales	0.00	1,25,000.00	1,25,000.00
Profit/(loss) after tax	(117,238.00)	85,350.00	85,350.00
Earnings per share (in Rs.)	(0.09)	0.06	0.06
Diluted earnings per share (in Rs.)	(0.09)	0.06	0.06
Price Per Share (in Rs.)	10	10	10
Net asset value per share (in Rs.)	67.67	94.15	94.15

2. Hitkari Automobiles Pvt Ltd (HAPL)

Hitkari Automobiles Private Limited (CIN: U74899DL1989PTC035850) was set up on 11/04/1989 under the Companies Act. The registered office of Hitkari Automobile is at F-1204, Chitranjan Park, New Delhi-110019. HAPL is primarily engaged in manufacturing of motor cars, buses, omnibuses, cycles, scooters, etc.

As of September 30, 2014, our Promoters jointly hold 100% of the issued and paid up capital of HAPL.

Shareholding Pattern

The shareholding of HAPL as on September 30, 2014, is as follows:

S.NO.	Name	Amount Per Share	No. of equity shares held	% of equity shares held
1.	Mr. Manoj Singhal	100	38,701	94.16
2.	MNS Global Finance Pvt Ltd	100	2,380	5.79
3.	Mrs Malti Syngle	100	21	0.05
	Total		41,102	100.00

Board of Directors

The board of directors of HAPL as of January 23, 2015, is Mr. Manoj Singhal, Mrs. Malti Syngle, Mr. Dhiraj Dhar Gupta, Mr. Mahavir Prasad and Mr. Mukesh Kumar Goyal.



Financial Information

The audited financial results of HAPL for fiscal 2012, 2013 and 2014 are set forth below:

(Rs. in lacs, except per share data)

Particulars	Fiscal 2014	Fiscal 2013	Fiscal 2012
Equity Capital	41,10,200.00	40,00,200.00	40,00,200.00
Reserves and Surplus (excluding revaluation reserves)	4,26,524.00	4,96,170.00	5,50,544.00
Sales	0.00	0.00	0.00
Profit/(loss) after tax	(64,726.00)	(54,374.00)	(27,167.00)
Earnings per share (in Rs.)	0.05	0.04	(0.68)
Diluted earnings per share (in Rs.)	0.05	0.04	(0.68)
Price Per Share (in Rs.)	100	100	100
Net asset value per share (in Rs.)	110.37	112.40	113.76

3. MM Physi-Health Care (MPHC)

MM Physi-Health Care (CIN: U85100DL2012NPL237640) was incorporated in 18/06/2012 under the Companies Act. The registered office of MPHC is at I-1721, Chitranjan Park, New Delhi – 110019. MPHC is primarily engaged in providing medical assistance, medical facility including research, laboratory & testing facilities.

As of September 29, 2014, our Promoters jointly hold 100% of the issued and paid up capital of MPHC.

Shareholding Pattern

The shareholding of MPHC as on September 29, 2014, is as follows:

S.NO.	Name	Amount per share	No. of equity shares held	% Equity shares held
1	Mr. Manoj Singhal	10	9,900	99
2	Mrs Malti Syngle	10	100	1
	TOTAL		10,000	100.00

Board of Directors

The board of directors of MPHC as of January 23, 2015, is Mr. Manoj Singhal, Mrs Malti Syngle.

Financial Information

The audited financial results of MPHC for fiscal 2012, 2013 and 2014 are set forth below:

(Rs. in lacs, except per share data)

Particulars	Fiscal 2014	Fiscal 2013	Fiscal 2012
Equity Capital	1,00,000.00	1,00,000.00	-
Reserves and Surplus (excluding revaluation reserves)	(78,224.00)	(48,006.00)	-
Sales	0.00	0.00	-
Profit/(loss) after tax	(30,218.00)	(48,006)	-
Earnings per share (in Rs.)	(3.02)	(4.80)	-
Diluted earnings per share (in Rs.)	(3.02)	(4.80)	-
Price Per Share (in Rs.)	10	10	-
Net asset value per share (in Rs.)	2.17	5.19	-



4. M N M Assets Reconstruction Company Ltd (MARCL)

MNM Assets Reconstruction Company Limited (CIN: U65100DL2013PLC248013) was set up on 07/02/2013 under the Companies Act. The registered office of MARCL is at 308, DLF Court Yard, Saket, New Delhi-110017. MARCL was primarily incorporated to engage in asset reconstruction, securitization as permitted by RBI.

As of March 31, 2014, our Promoters jointly hold 28.57% of the issued and paid up capital of MARCL.

Shareholding Pattern

The shareholding of MARCL as on March 31, 2014, is as follows:

S.NO.	Name	Amount Per Share	No. of equity shares held	% of equity shares held
1.	Manoj Singhal	10	10,000	14.286
2.	Malti Syngle	10	10,000	14.286
3.	Dhiraj Dhar Gupta	10	10,000	14.286
4.	Ratika Jain	10	10,000	14.286
5.	Mahavir Prasad	10	10,000	14.286
6.	Ankit Khandelwal	10	10,000	14.286
7.	Praveen Aggarwal	10	10,000	14.286
	Total		70,000	100.00

Board of Directors

The board of directors of MARCL as of January 23, 2015, is Mr. Manoj Singhal, Mr. Parveen Aggarwal, Ms. Malti Syngle, Mr. Devendra Raj Mehta

Financial Information

The audited financial results of MARCL for fiscal 2012, 2013 and 2014 are set forth below:

(Rs. in lacs, except per share data)

Particulars	Fiscal 2014	Fiscal 2013	Fiscal 2012
Equity Capital	7,00,000.00	-	-
Reserves and Surplus (excluding revaluation reserves)	(828,744.00)	-	-
Sales	0.00	-	-
Profit/(loss) after tax	(828,744.00)	-	-
Earnings per share (in Rs.)	(82.77)	-	-
Diluted earnings per share (in Rs.)	(82.77)	-	-
Price Per Share (in Rs.)	10.00	-	-
Net asset value per share (in Rs.)	(1.83)	-	-

5. MM Appartments N Infrastructures Pvt Ltd

MM Appartments N Infrastructures Pvt Ltd (CIN: U70109DL2006PTC152339) was set up on 23/08/2006 under the Companies Act. The registered office is at I-1721, Chitranjan Park, New Delhi-110019. MM Appartments N Infrastructures is primarily engaged in the business of builders, colonizers, contractors of buildings whether residential or commercial.

As of September 29, 2014, our Promoters jointly hold 100% of the issued and paid up capital of MM Appartments N Infrastructures.



Shareholding Pattern

The shareholding as on September 29, 2014, is as follows:

S.NO.	Name	Amount Per Share	No. of equity shares held	% of equity shares held
1.	Manoj Singhal	10	14,999	99.993
2.	Malti Syngle	10	1	0.007
	Total		15000	100.00

Board of Directors

The board of directors of MM Appartments N Infrastructures as of January 23, 2015, is Mr. Manoj Singhal, Mr Mahavir Prasad, Ms. Malti Syngle, Ms. Ratika Jain, Mr.Dhiraj Dhar Gupta.

Financial Information

The audited financial results for fiscal 2012, 2013 and 2014 are set forth below:

(Rs. in lacs, except per share data)

Particulars	Fiscal 2014	Fiscal 2013	Fiscal 2012
Equity Capital	1,50,000.00	1,25,000.00	1,00,000.00
Reserves and Surplus (excluding revaluation reserves)	(1,23,286.00)	(1,08,500.00)	(93,600.00)
Sales	0.00	0.00	0.00
Profit/(loss) after tax	(14,786.00)	(14,900.00)	(34,950.00)
Earnings per share (in Rs.)	(1.48)	(1.49)	(3.50)
Diluted earnings per share (in Rs.)	(1.48)	(1.49)	(3.50)
Price Per Share (in Rs.)	10	10	10
Net asset value per share (in Rs.)	1.78	1.32	0.64



SECTION VII – FINANCIAL INFORMATION

FINANCIAL STATEMENTS

Auditors' report as required by Part I of Chapter III of the Companies Act 2013

To,

The Board of Directors
M M Auto Industries Limited
192-A , Sector-4, IMT Manesar-122050
Gurgaon
Haryana
India

Dear Sirs,

1. We have examined the attached consolidated financial information of MM Auto Industries Limited and its subsidiaries, as approved by the Board of Directors of the Company prepared in terms of the requirements of Section 26(1) of Chapter III to the Companies Act, 2013 and the relevant provisions of the Securities and Exchange Board of India (Issue of Capital and disclosure requirements) Regulations, 2009 as amended from time to time and terms of our engagement agreed with you in accordance with our letter dated 1/12/2014 in connection with the proposed Issue of Equity Shares of the Company.
2. This information has been prepared by the Management from the financial statement for the year ended 31 March 2014, 2013, 2012, 2011 and 2010. Audit for the financial year ended 2010 , and 2011 in respect of parent Company was conducted by the previous auditors, M/s VSD Associates ., and accordingly reliance has been placed on the financial information examined by them for said years. The financial report included for these year are based solely on report submitted by them.
3. We have also examined the consolidated financial information of the Company and its subsidiaries for the period 01/04/2014 to 30/09/14 prepared and approved by the Board of Directors for the purpose of disclosure in the offer document of the company mentioned in paragraph (1) above.

The consolidated financial information for the above period was examined to the extent applicable for the purpose of audit of financial information in accordance with the Engagement Standards issued by the Institute of Chartered Accountant of India. Those standard require that we plan and perform our audit to obtain reasonable assurance, where the consolidated financial information under examination is free of material misstatement.

Based on the above, we report that in our opinion and according to the information and explanation given to us, we have found the same to be correct and the same have been used in the consolidated financial information appropriately.

4. In accordance with the requirement of paragraph B of Part II of Schedule II of the act , the SEBI Guideline and term of our engagement agreed with you; we further report that:
 - a) The consolidated Restated summary statement of Assets and Liabilities including Cash Flow of the company and its subsidiaries as at 31st March 2014,2013,2012,2011 and 2010 and as at 30th Sept 2014 as set out in Annexure 1 and 3 to this report are after making adjustments and regrouping as in our opinion we appropriate and more fully described in Significant Accounting Policies, Note and Changes in Significant Accounting Policies (Refer Annexure 4 & 5).
 - b) The consolidated statement of restated Summary statement of profit or Loss of the company and its Subsidiaries for the year ended 31st March 2014,2013,2012,2011 and 2010 and for the period ended 30th Sept 2014 as set out in Annexure 2 to this report are after making adjustments and regrouping as in our

opinion were appropriate and more fully described in significant Accounting Policies (Refer Annexure 4 & 5).

- c) Based on above and also as per the reliance placed on the reports submitted by the previous auditors, M/s VSD Associates for the respective year, we confirm that the restated financial information has been made after incorporating.
- (i) Adjustment for the changes in accounting policies retrospectively in respective financial year to reflect the same accounting treatment as per changed accounting policy for all the reporting periods.
 - (ii) Adjustments for the material amounts in the respective financial year to which they relate.
 - (iii) Further, there are no extra-ordinary items that need to be disclosed separately in the accounts and qualification requiring adjustments.
- d) We have also examined the following consolidated other financial information set out in Annexure prepared by the management and approved by the Board of Directors relating to the company and its Subsidiaries for the year ended 2014,2013,2012,2011 and 2010 and for the period 1/4/2014 to 30/9/2014 .
- a. Statement of significant accounting policies , as restated (Annexure 4);
 - b. Statement of notes to restated summary statement of the company (Annexure5);
 - c. Statement of Consolidated share capital, as restated (Annexure 6);
 - d. Statement of Consolidated reserve and surplus , as restated (Annexure 7);
 - e. Statement of Consolidated long term borrowings as restated (Annexure 8);
 - f. Statement of Consolidated deferred tax asset /(Liabilities) (net) , as restated (Annexure 9);
 - g. Statement of Consolidated other long term Liabilities, as restated (Annexure 10);
 - h. Statement of Consolidated short term borrowings, as restated (Annexure 11);
 - i. Statement of Consolidated trade payables, as restated (Annexure 12);
 - j. Statement of Consolidated other current liabilities, as restated (Annexure 13);
 - k. Statement of Consolidated short term provisions, as restated (Annexure 14);
 - l. Statement of Consolidated fixed assets, as restated (Annexure 15);
 - m. Statement of Consolidated investments, as restated (Annexure 16);
 - n. Statement of Consolidated Loans and advances, as restated (Annexure 17);
 - o. Statements of Consolidated inventories, as restated (Annexure18);
 - p. Statement of Consolidated trade receivables, as restated (Annexure 19);
 - q. Statement of Consolidated cash and bank balances, as restated (Annexure 20);
 - r. Statement of Consolidated other income , as restated (Annexure 21);
 - s. Statement of Consolidated cost of material consumed, as restated (Annexure 22);
 - t. Statement of Consolidated change in inventory of finished goods, work-in-process and trade goods, as restated (Annexure 23);
 - u. Statement of Consolidated employee benefit expenses, as restated (Annexure 24);
 - v. Statement of Consolidated finance cost, as restated (Annexure 25);
 - w. Statement of Consolidated other expenses, as restated (Annexure 26);
 - x. Statement of Consolidated capitalization as at September 30, 2014 (Annexure 27)
 - y. Statement of Consolidated Contingent Liabilities, as restated (Annexure 28) and
 - z. Statement of Consolidated accounting ratios , as restated (Annexure 29)
 - aa. Statement of Consolidated Related Party Transactions, as restated (Annexure 30)

In our opinion the financial information contained in Annexure 1 to 30 of this report read along with the Significant Accounting Policies, notes and changes in Significant Accounting Policies Prepared after adjustment and regrouping as considered appropriate have been prepared in accordance with Section 26(1) of



Chapter III to the Companies Act, 2013 and the relevant provisions of the Securities and Exchange Board of India (Issue of Capital and disclosure requirements) Regulations.

5. This Report should not be in any way construed as a reissuance or redating of any of the previous audit reports issued by us or any other firm of Chartered Accountants, nor should this report be construed as a new opinion on any of the financial statements referred to herein,
6. We have no responsibility to update our report for events and circumstances occurring after the date of the report.
7. Our Report is intended solely for use of the management and for inclusion in the offer document in connection the proposed issue of equity shares of the company. Our report should not be used for any other purpose except with our consent in writing.

For Navdeep Singh & Co.

Chartered Accountants
Firm RN 008400N

Sd/-

[Navdeep Singh Choudhary]

Membership No. 034979
Partner

Place of Signature: Manesar
Date: 08.01.2015

ANNEXURE -1- CONSOLIDATED SUMMARY OF STATEMENT OF ASSETS AND LIABILITIES, AS RESTATED

Particulars	Annexure	As At 30th'Sept	As at 31 March				
			2014	2013	2012	2011	2010
			Amount	Amount	Amount	Amount	Amount
Equity and Liabilities							
Share Capital	6	72,462,170	72,462,170	69,962,170	69,962,170	69,962,170	67,963,420
Reserve and Surplus	7	364,950,145	346,957,559	269,388,515	251,213,416	195,826,789	140,564,066
Share Application Money Pending Allotment		-	-	58,125,000	4,000,000	54,000,000	13,400,000
Sub Total		437,412,315	419,419,729	397,475,685	325,175,586	319,788,959	221,927,486
Non Current Laibilities							
Long Term Borrowings	8	217,512,952	233,675,016	155,382,971	126,186,579	161,597,541	143,083,108
Deferred Tax Liabilities (net)	9	30,590,429	30,195,551	32,007,042	30,233,629	27,183,933	24,001,615
Other Long Term Liabilities	10	6,801,914	6,276,534	5,283,415	4,586,447	745,000	-
Sub Total		254,905,294	270,147,101	192,673,428	161,006,655	189,526,474	167,084,723
Current Liabilities							
Short Term Borrowings	11	193,543,768	129,748,952	104,047,451	51,798,076	40,512,320	87,479,507
Trade Payables	12	22,588,292	54,912,175	77,543,352	43,532,255	62,912,409	110,443,367
Other Current Liabilities	13	62,673,286	75,166,216	100,429,736	47,465,575	20,993,711	9,057,139
Short Term Provisions	14	20,939,897	26,726,953	17,068,254	23,977,903	16,225,445	18,964,121
Sub Total		299,745,243	286,554,296	299,088,793	166,773,809	140,643,885	225,944,134
Total		992,062,852	976,121,126	889,237,906	652,956,049	649,959,318	614,956,343
Assets							
Non Current Assets							
Fixed Assets							
- Tangible Assets	15	455,195,189	441,561,000	435,562,907	434,881,666	425,314,863	388,545,811
- Intangible Assets							
Non Current Investments	16	250,598,620	243,838,519	136,684,964	12,504,401	22,100,520	22,009,943
Long Term Loans and Advances	17	5,829,154	5,948,648	5,955,007	8,683,081	7,386,081	7,226,408
Other non Current Assets							
Sub Total		711,622,963	691,348,167	578,202,878	456,069,148	454,801,464	417,782,162
Current Assets							
Current Investments	16	2,008,968	2,011,968	11,165,254	2,702,851	1,095,851	306,990
Inventories	18	157,531,170	135,119,094	102,446,114	104,858,123	127,560,452	126,344,667
Trade Receivables	19	63,460,446	91,964,662	116,525,024	51,853,712	22,779,208	24,968,737
Cash and Bank Balances	20	3,081,838	3,549,716	26,858,719	1,237,642	4,969,687	14,655,007
Short Term Loans and Advacnes	17	54,357,467	52,127,519	54,039,917	36,234,573	38,752,656	30,898,780
Other Current Assets							
Sub Total		280,439,889	284,772,959	311,035,028	196,886,901	195,157,854	197,174,181
Total		992,062,852	976,121,126	889,237,906	652,956,049	649,959,318	614,956,343

ANNEXURE -2- SUMMARY OF CONSOLIDATED STATEMENT OF PROFIT AND LOSSES, AS RESTATED

Particulars	Annexure	As at 30th 'Sept 2014 Amount	As at 31 March				
			2014 Amount	2013 Amount	2012 Amount	2011 Amount	2010 Amount
Revenue							
Revenue from Operations of Product Manufactured (Gross)		572,811,442	1,002,783,217	917,837,689	744,787,038	629,155,053	496,477,021
Less- Excise Duty		36,857,506	66,357,630	65,634,903	50,941,102	49,091,950	43,483,814
Revenue from Operations (Net)		535,953,936	936,425,587	852,202,786	693,845,936	580,063,103	452,993,207
Other Income	21	19,257,331	61,743,458	30,063,850	30,264,297	13,375,810	2,896,621
Total Rs		555,211,267	998,169,045	882,266,636	724,110,233	593,438,913	455,889,828
Expenses							
Cost of Materials Consumed	22	387,089,868	637,011,726	576,463,751	383,626,664	334,848,203	269,728,075
Changes in Inventories of Finished Goods and WIP	23	(14,053,157)	(16,062,044)	10,309,312	40,190,628	3,081,379	(38,788,622)
Employee Benefit Expenses	24	28,041,858	58,855,897	53,171,223	31,662,981	27,063,046	26,447,101
Finance Cost	25	23,959,530	51,285,412	35,719,941	26,865,445	29,368,265	26,873,356
Depreciation and Amortization Expenses		17,884,159	28,992,634	27,303,704	33,073,712	29,531,002	26,602,636
Other Expenses	26	96,370,634	192,615,942	163,466,232	178,509,870	143,061,028	126,394,866
Total Rs		539,292,893	952,699,567	866,434,163	693,929,300	566,952,923	437,257,412
Profit Before Exceptional & Extra ordinary items and Tax		15,918,375	45,469,478	15,832,473	30,180,933	26,485,990	18,632,416
Exceptional and Extra ordinary items							
Profit on Sale of Investments					42,822,322		
Profit Before Tax		15,918,375	45,469,478	15,832,473	73,003,255	26,485,990	18,632,416
Tax							
Current Income Tax		4,523,232	10,837,477	6,967,011	15,595,653	5,644,850	2,834,737
Dividend Tax			615,747	567,743	-	-	-
Deferred Tax		394,878	(1,811,491)	1,773,414	3,049,695	3,182,314	2,045,060
Wealth Tax			106,299	75,999	30,206	24,161	598,765
Mat Tax Entitlement		(4,523,232)	(5,611,037)	(5,360,731)	(1,144,856)	1,014,229	(938,381)
		394,878	4,136,995	4,023,436	17,530,698	9,865,554	4,540,181
Net Profit as Restated		15,523,497	41,332,483	11,809,037	55,472,557	16,620,436	14,092,235

ANNEXURE -3- STATEMENT OF CONSOLIDATED CASH FLOWS, AS RESTATED

Particulars	Annexure	As At 30th Sept 2014	As at 31 March				
		Amount	2014 Amount	2013 Amount	2012 Amount	2011 Amount	2010 Amount
A- CASH FLOW FROM OPERATING ACTIVITIES							
Net Profit before Tax , as Restated		17,992,587	48,879,653	25,528,244	75,086,645	26,492,846	18,632,416
Adjustments for:							
Depreciation and Amortization		17,884,159	28,992,634	27,303,704	33,073,712	29,531,002	26,602,636
Profit/ Loss on sale of Fixed Assets			(25,032,170)	(435,526)	(42,851,048)	132,549	(50,976)
Interest Costs		16,940,417	48,257,043	31,774,314	24,081,901	27,280,095	23,369,274
Income Written Back		-	(11,737)	(52,093)	(6,345)		
Bad Debts Written off					-		
Profit on Sale of Investments		-	(520,000)	-			
Operating Profit Before Working Capital Changes		52,817,164	100,565,423	84,118,643	89,384,865	83,436,492	68,553,350
Adjustments for:							
Current Assets		3,865,192	2,953,066	(88,527,050)	(7,196,029)	(8,035,304)	(53,456,955)
Current Liabilities		13,585,825	(12,522,760)	132,367,080	26,136,269	(85,300,249)	68,276,821
Non current Assets		119,494	(3,417,693)	2,896,477	(1,345,875)	(164,434)	(1,792,322)
Non Current liabilities		(15,241,807)	77,993,673	31,666,773	(28,519,819)	22,441,751	(631,965)
Appropriation/Adjustments in Reserves		-	(7,626,453)	-	(2,120,445)	663,942	
Income Tax Adjustment		(394,878)	(4,136,995)	(4,023,436)	(17,530,698)	(9,865,554)	(1,913,854)
Cash Generated from Operating Activities	A	54,750,990	153,808,261	158,498,487	58,808,268	3,176,644	79,035,075
B- CASH FLOW FROM INVESTING ACTIVITIES							
Purchase of Fixed Assets		(32,093,206)	(48,816,557)	(28,238,166)	(44,674,887)	(69,057,293)	(102,896,221)
Sale of Fixed Assets		574,855	38,858,000	688,745	46,620,356	2,991,001	30,457,259
Increase in Investments		(6,760,101)	(107,153,555)	(124,180,563)	9,596,119	(90,577)	(88,335)
Net Cash Generated from Investing Activities	B	(38,278,452)	(117,112,112)	(151,729,984)	11,541,588	(66,156,869)	(72,527,297)
C CASH FLOW FROM FINANCING ACTIVITIES							
Increase in Share Capital (including share application money and premium)		-	(8,125,000)	54,125,000	(50,000,000)	80,575,000	30,900,000
Dividends		-	(3,623,109)	(3,498,112)			
Interest Paid during the year		(16,940,417)	(48,257,043)	(31,774,314)	(24,081,901)	(27,280,095)	(23,369,274)
Net Cash Generated from Financing Activities	C	(16,940,417)	(60,005,152)	18,852,574	(74,081,901)	53,294,905	7,530,726
Net Cash Flow During the Year (A+B+C)		(467,879)	(23,309,003)	25,621,077	(3,732,045)	(9,685,320)	14,038,504
NET INCREASE IN CASH AND CASH EQUIVALENTS		(467,878)	(23,309,003)	25,621,077	(3,732,045)	(9,685,320)	14,038,504

ANNEXURE -4- STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES AS RESTATED**1. SIGNIFICANT ACCOUNTING POLICIES****a. ACCOUNTING CONVENTION**

The financial statements have been prepared and presented under the historical cost convention on accrual basis of accounting, as applicable to a going concern in accordance with generally accepted accounting principles in India, mandatory accounting standards prescribed in the Companies (Accounting Standard) Rules, 2006 issued by the Central Standards and in accordance with the relevant provisions of the Companies Act, 1956 to the extent applicable. The financial statements are presented in Indian Rupees rounded off to the nearest rupee.

b. USE OF ESTIMATES

The preparation of financial statements in confirmation with the generally accepted accounting principles (GAAP) requires management to make estimates and assumptions that affect the reported amount of assets and liabilities, the disclosure of contingent assets and liabilities on the date of the financial statements and the reported amount of revenues and expenses during the reported period. Management believes that the estimates made in preparation of financial statements are prudent and reasonable. Actual results could differ from those estimates. Difference between the actual results and estimates are recognized in the period in which the results and estimates are recognized in the period in which results are known/ materialized.

c. INVENTORIES

Inventories have been valued as under:

Raw materials- At cost

Work in progress - At raw material cost plus conversion cost

Finished goods - At lower of cost or estimated realizable value

Consumable stores & tools - At cost

Scrap- At estimated realizable value

Stationery- At cost

The valuation of inventory has been made as per the requirement of AS-2 prescribed under the companies (accounting standards) rules, 2006.

d. FIXED ASSETS

1. Fixed assets are stated at their original cost of acquisition or construction and subsequent thereto less accumulated depreciation (except land)
2. Cost comprises of purchase price and all expenses directly attributable to the acquisition or construction of the asset.
3. Additions to fixed assets are normally accounted on cost basis (net of CENVAT and VAT credits) including the cost of installation , pre operative expenses, identifiable trial run expenses where incurred , eligible adjustment of accounts of foreign exchange fluctuation . pre operative and identifiable trail run expenses incurred by the company up to the date eligible assets are put to use for commercial production are allocated to them in the proportion to their cost.
4. The building under construction is transferred to building on the date of completion of construction as certified by the management.
5. The preoperative expenditure related upto starting up of the project not directly attributable to any particular fixed assets are capitalized under the head preoperative expenditure on the assets of balance sheet in the previous year.

e. DEPRECIATION

1. Up to 31st March 2014, depreciation was charged at the rates prescribed in Schedule XIV to the Companies Act, 1956. Effective from 1st April 2014, the Company has charged depreciation based on the revised remaining useful life of assets as per the requirements of Schedule II to the Companies Act, 2013.
2. Addition/Deletion to fixed asset during the year are being depreciated on pro-rata basis with respect to the period of use.
3. Fixed assets costing not more than RS. 5000/- are depreciated at the rate of 100% on pro-rata basis with respect to the period of use.

f. RECOGNITION OF INCOME

The company has recognized all incomes on accrual basis on accrual basis of accounting as per the provisions of Accounting Standard 9 – “Revenue Recognition” prescribed under Companies (Accounting Standards) Rules, 2006.

Sales are recognized on transfer of significant risk and rewards to the customer that usually takes place on dispatch of goods to the customer from the factory / storage area.

g. EXPENSES

The Company has recognized all expenses on accrual basis of accounting.

h. FOREIGN CURRENCY TRANSACTIONS

Transactions in foreign currency are recorded in terms of the Accounting standard 11 (Revised 2003) – “ The effects of changes in Foreign Exchange Rates “ prescribed under The Companies (Accounting Standards) Rules , 2006 at the exchange rates prevailing on the dates of the transaction . Net exchange gain or loss resulting in respect of foreign exchange transactions settled during the period is recognized in the Profit & Loss Account except for the resultant net exchange gain or loss on account of imported fixed assets , which is adjusted in the carrying amount of the related fixed assets.

i. INVESTMENTS

Long Term Investments are stated at cost as per the requirements of Accounting Standard – 13, “Accounting for Investments “, prescribed under the Companies 9 Accounting Standards) Rules, 2006. The Borrowing Cost as per Accounting Standard -16 to the qualifying assets has been capitalised. Provision for diminution in the value of long – term investment is made only if such decline is other than temporary in the opinion of the management.

PROVISION FOR RETIREMENT BENEFITS

1. Periodical contributions made to the concerned authorities towards Provident Fund Employees Welfare Fund and ESI are charged to Revenue on accrual basis.
2. Provision for gratuity and for leave salary in respect of unavailed leave of employees payable on retirement or otherwise outstanding as at the date of the balance sheet is made based on an actuarial valuation made by an independent actuary.

k. BORROWING COSTS

Borrowing cost that is attributable to the acquisition or construction of a qualifying asset is capitalized as part of the cost of such asset. Other borrowing costs are recognized as an expense in the period in which they are incurred.

g. EARNING PER SHARE

The basic earning per equity shares are computed by dividing the net profit or loss attributable to the equity share holders for the period by the weighted average number of equity shares outstanding during the reporting period. The



number of shares used in computing diluted earnings per share comprises the weighted average number of shares considered for driving basic earning per share and also the weighted average number of equity shares, which may be issued on the conversion of all dilutive potential, unless the results would be anti dilutive.

m. TAXATION

Income tax comprises current tax, deferred tax.

Current Taxes

Provision for Current tax is recognized in accordance with the provisions of the Income Tax Act , 1961 and is made annually based on the tax liability after taking credit for tax allowances and exemptions.

Deferred Tax

Deferred tax assets and liabilities are recognized for the future tax consequences attributable to timing differences that result between the profits offered for income taxes and the profits as per the financial statements. Deferred tax assets and liabilities are measured using the tax rates and tax laws that have been enacted or substantively enacted at the balance sheet date. Deferred tax assets are recognized only to the extent there is reasonable certainty that the assets are realized in the future. Deferred tax assets are reassessed for the appropriateness of their respective carrying values at each Balance Sheet data.

n. IMPAIRMENT OF ASSETS

In accordance with the provisions of AS-28 “Impairment of Assets” prescribed under The Companies (Accounting Standards) Rules, 2006, the carrying amounts of the company’s assets are reviewed at each balance sheet date to determine whether there is any impairment. An asset is treated as impaired when the carrying cost of assets exceeds its recoverable value. An impairment loss is charged to Profit and Loss Account in the year in which an asset is identified as impaired. The impairment loss recognized in prior accounting period is reversed if there has been a change in the estimate of recoverable amount.

o. PROVISION, CONTINGENT LIABILITIES AND CONTINGENT ASSETS

Provisions involving substantial degree of estimation in measurement are recognized when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources. Contingent liabilities are not recognized but are disclosed in the notes.

Provisions are reviewed at each balance sheet date and adjusted to reflect the current best estimate. If it is no longer probable that the outflow of resources would be required to settle the obligation, the provision is reversed.

Contingent assets are not recognized in the financial statements. However contingent assets are assessed continually and if it is virtually certain that an economy benefit will arise, the asset and related income are recognized in the period in which change occurs.

p. CASH FLOW STATEMENT

Cash flows are reported using the indirect method as set out in the Accounting Standard 3 on cash flow statement prescribed under the Companies (Accounting Standards) Rules, 2006, whereby net profit before tax is adjusted for the effects of the transactions of minority interest, non cash nature and any deferrals or accruals of the past or future cash receipts or payments. The cash flows from regular revenue generating, investing and financing activities of the company are segregated.

The consolidated financial statements are prepared from year 2011 onwards as in the year 2010, there was no subsidiary. As a result, opening balance of fixed assets of Rs. 310.46 lacs of MM Asan Auto Limited has been adjusted in fixed Assets purchases.

ANNEXURE-5**Notes to Restated consolidated Summary statement of Asset and Liabilities, Statement of Profit and Loss and statement of cash Flows****a) Basis of preparation :**

The restated consolidated summary statement of Assets and Liabilities of the Company as at Sep 30,2014, March 31,2014, March 31,2013, March 31,2012 , March 2011 and March 31,2010 and the related restated consolidated Summary of profit & losses and Cash flows statement for the six month period ended Sep 30,2014 and for the year ended March31,2014, March 31,2013, March 31,2012, March 2011 and March 31,2010 (herein collectively referred to as 'Restated consolidated Summary statement') have been compiled by the management from the financial statement of the Company for six month period ended 30 Sep,2014 and for the year ended March 31,2014, March 31,2013, March 31,2012, March 2011 and March 31,2010.

The restated Consolidated Financial statement of the Company has been prepared in accordance with the generally accepted accounting principles in India (Indian GAAP). The company has prepared these consolidated Financial Statement to comply in all material respects with the accounting standard specified under the Companies Act, 1956 ("the Act") (which are deemed to be applicable as per section 133 of the Companies Act, 2013, read with rule 7 of the companies (Accounts) Rules, 2014) and other accounting principles generally accepted in India. The consolidated Financial Statement have been prepared under the historical cost convention on an accrual. The accounting policies have been consistently applied by the company and are consistent with those used for the purpose of preparation of financial statement as at and for the Six month period ended Sep 30, 2014.

Restated Consolidated summary statement relate to the Group and have been prepared specially for inclusion in the offer document to be filed by the company with the Securities and Exchange Board of India ('SEBI') and Registrar of Companies (ROC) in connection with its proposed Initial Public offering.

These Restated Consolidated summary Statement of Assets and Liabilities, Profit and losses and Cash flows have been prepared by the Group to comply in all material respects with the requirements of sub clause (i),(ii) and (iii) of clause (b) of sub-section (I) of section 26 of Chapter III of the Companies Act,2013 read with rules 4 of Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Securities and exchange Board of India (Issue of capital and Disclosure Requirements) regulations, 2009 ("the SEBI Guidelines") issued by SEBI on August 26,2009 as amended from time to time.

Principles of Consolidation:

The consolidated financial statement relate to MM Auto Industries Ltd and its subsidiary companies. In the preparation of consolidated financial statements, investment in the subsidiaries, have been accounted for in accordance with Accounting Standard (AS) 21- 'Consolidated financial statement'. The consolidated financial statement has been prepared on the following basis:

The financial statements of the company and its subsidiary companies have been combined to the extent possible in a line by line basis by adding together like of assets, liabilities, income and expense.

Minority interests represent the portion of profit or loss and net assets not held by the Group and are presented separately in the consolidated statement of profit and loss and consolidated balance sheet, separately from parent shareholder' equity.

The financial statements of the subsidiaries are prepared for the same reporting year as the parent company, using consistent accounting policies. The restated consolidated financial statement are prepared using uniform accounting policies for like transaction and other events in similar circumstances and are presented in the same manner as the Company's separate financial statements.



The list of subsidiaries included in the consolidated and the company's holding therein are as under:

I. Information pertaining to subsidiaries

Sr. No.	Name of Subsidiary	Country of Incorporation	Proportion of ownership Interest held as at					
			September 30,2014	March 31,2014	March 31,2013	March 31,2012	March 31,2011	March 31,2010
1	MM Asan Auto Ltd.	India	63.30%	74.86%	44.15%	51.85%	51.85%	NIL
2	MM Vidyut Pvt. Ltd	India	83.33%	83.33%	83.33%	83.33%	NIL	NIL
3	MMR Packaging Pvt. Ltd	India	99.9%	NIL	NIL	NIL	NIL	NIL

II. Statement of information regarding Subsidiary Companies

Name of the Subsidiary Company	Issued & Subscribed share capital	Reserves	Total Assets	Total Liabilities	Investment Excluding Investment made in Subsidiary	Turnover	Profit/(Loss) Before tax	Provision for taxation	Profit after tax	Interim Dividend paid
MM Asan Auto Ltd	3,70,60,000	(3,20,38,341)	10,05,04,580	9,54,82,924	-	7,62,98,259	(92,11,328)	-	(92,11,328)	-
MM Vidyut Pvt Ltd	6,00,000	(5,92,703)	50,427	43,130	-	0.00	(11,661)	-	(11,661)	-
MMR Packaging Pvt Ltd	-	-	-	-	-	-	-	-	-	-

ANNEXURE -6- STATEMENT OF CONSOLIDATED SHARE CAPITAL, AS RESTATED

Particulars	Number	As At 30th Sept 2014	As at 31 March									
		Amount	2014		2013		2012		2011		2010	
			Number	Amount	Number	Amount	Number	Amount	Number	Amount	Number	Amount
Authorised Share Capital												
Equity Shares of Rs 10 Each	8,000,000	80,000,000	8,000,000	80,000,000	8,000,000	80,000,000	8,000,000	80,000,000	8,000,000	80,000,000	8,000,000	80,000,000
Preference Shares of Rs 100 Each	200,000	20,000,000	200,000	20,000,000	200,000	20,000,000	200,000	20,000,000	200,000	20,000,000	200,000	20,000,000
Total	8,200,000	100,000,000	8,200,000	100,000,000	8,200,000	100,000,000	8,200,000	100,000,000	8,200,000	100,000,000	8,200,000	100,000,000
Issued Subscribed and Fully Paid Up												
Equity Shares of Rs 10 Each	7,246,217	72,462,170	7,246,217	72,462,170	6,996,217	69,962,170	6,996,217	69,962,170	6,996,217	69,962,170	6,796,342	67,963,420
Preference Shares of Rs 100 Each	-	-	-	-	-	-	-	-	-	-	-	-
Total	7,246,217	72,462,170	7,246,217	72,462,170	6,996,217	69,962,170	6,996,217	69,962,170	6,996,217	69,962,170	6,796,342	67,963,420
a. Reconciliation of Equity Share Capital												
Balance at the Beginning of the Year	7,246,217	72,462,170	6,996,217	69,962,170	6,996,217	69,962,170	6,996,217	69,962,170	6,796,342	67,963,420	6,708,842	67,088,420
Add- Share Issued during the year		250,000		2,500,000	-	-	-	-	199,875	1,998,750	87,500	875,000
Balance at the End of the Year	7,246,217	72,462,170	7,246,217	72,462,170	6,996,217	69,962,170	6,996,217	69,962,170	6,996,217	69,962,170	6,796,342	67,963,420
b. Shareholders holding more than 5% of the shares												
Equity Shares of Rs 10 Each												
Mr. Manoj Singhal	3,310,150	46	3,310,150	46	3,064,733	43	3,064,733	43	2,692,833	38	2,677,833	38
MNS Global Finance Pvt Ltd (a related Party)	3,179,916	44	3,179,916	44	3,167,416	45	3,167,416	45	3,167,416	45	3,163,666	46

- a. The Company has only one class of Equity Shares having a par value of Rs.10/- each. The Equity Shares have right. Preferences and restrictions which are in accordance with the provisions of law.



- b. No shares were issued as Bonus Shares and for consideration other than cash during the period of five years immediately preceding the reporting date.

ANNEXURE -7- STATEMENT OF CONSOLIDATED RESERVE AND SURPLUS, AS RESTATED

Particulars	As at 30th	As at 31 March				
	'Sept 2014	2014	2013	2012	2011	2010
	Amount	Amount	Amount	Amount	Amount	Amount
Securities Premium Reserve						
Balance At the Beginning of the year	169,799,775	122,299,775	122,299,775	122,299,775	84,323,525	67,698,525
Add- Additions made during the year		47,500,000			37,976,250	16,625,000
Balance At the end of the year (A)	169,799,775	169,799,775	122,299,775	122,299,775	122,299,775	84,323,525
Surplus in the Statement of Profit & Loss Account						
Balance At the Beginning of the year	177,157,783	147,088,740	128,913,641	73,527,014	56,240,541	44,709,353
Adjustment on account of minority interest and others		(3,424,052)	168,403	(48,875)	(4,761)	
Add- Profit for the Year	17,992,587	44,742,658	21,504,808	57,555,947	16,627,292	14,092,235
Less- Dividend		3,623,109	3,498,112			
Less- Appropriations and Tax Adjustments of earlier years		7,626,453		103,795	(663,942)	265,912
Adjustments on Restatement				2,016,650		
Adjustment to Opening Balance (Refer Note-)						2,295,135
Balance At the end of year (B)	195,150,370	177,157,784	147,088,740	128,913,641	73,527,014	56,240,541
Total (A + B)	364,950,145	346,957,559	269,388,515	251,213,416	195,826,789	140,564,066

ANNEXURE -8- STATEMENT OF CONSOLIDATED LONG TERM BORROWINGS, AS RESTATED

Particulars	As at 30th/Sept 2014		As at 31 March									
			2014		2013		2012		2011		2010	
	Non Current Portion	Current Maturities	Non Current Portion	Current Maturities	Non Current Portion	Current Maturities	Non Current Portion	Current Maturities	Non Current Portion	Current Maturities	Non Current Portion	Current Maturities
Secured												
Term Loans from Banks and other Institutions	217,512,952	63,256,430	233,675,016	73,309,754	155,382,971	67,573,477	126,186,579	42,731,000	161,597,541		143,083,108	
The above amount includes												
Secured Borrowings	217,512,952	63,256,430	233,675,016	73,309,754	155,382,971	67,573,477	126,186,579	42,731,000	161,597,541		143,083,108	
Amount disclosed under the head		(63,256,430)		(73,309,754)		(67,573,477)		(42,731,000)				
Current liabilities												
Total	217,512,952		233,675,016		155,382,971		126,186,579		161,597,541		143,083,108	


Details of Repayment, rate of Interest and security details in respect of Term Loans are as at 30/9/14

Name of Bank	Amount Outstanding	Repayment Schedule	Rate of Interest	Security
ICICI Bank Ltd	36,060,380	Monthly EMI of Rs 6,70,302/	10.25%	Equitable Mortgage of Property B-204 Indiabulls enigma, Gurgaon
Yes Bank Ltd	30,000,000	Monthly EMI of Rs 6,25,000/ to start from Jan 2015	13.25%	Equitable Mortgage of Plot No 3, Sector-4 Sidkul, Haridwar
India Bulls Housing Finance Ltd	7,824,531	Monthly EMI of Rs 1,17,985/ to start from May 2016	12.50%	Equitable Mortgage of Flat no 21-1704 at India Bulls Green, Panvel.
India Bulls Housing Finance Ltd	7,824,531	Monthly EMI of Rs 1,17,985 to start from May 2016	12.50%	Equitable Mortgage of Flat no 21-1604 at India Bulls Green, Panvel.
State Bank of India Corporate Term Loan	1,735,224	Monthly Instalment of Rs 52928	14.60%	All State Bank Loans are secured by First Charge on Current Assets and Fixed Assets
State Bank of India Vehicle Loan	384,913	Monthly Instalment of Rs	10.50%	
State Bank of India Corporate Term Loan	448,534	Monthly Instalment of Rs 23049	14.60%	and Mortgage of Property at 1/3 km stone Khandas Road, Gurgaon and at 192-A Sector -4 Manesar in addition to Personal Guarantee of Director Mr Manoj Singhal
State Bank of India Term Loan	8,220,218	Quarterly Instalment of Rs 3250000	14.60%	
State Bank of India Corporate : Term Loan	28,002,104	Monthly Instalment of Rs 925000	14.60%	-----do-----
State Bank of India Corporate: Term Loan	113,648	Monthly Instalment of Rs 3688	14.60%	-----do-----
State Bank of India Corporate: Term Loan	1,609,570	Monthly Instalment of Rs 71872	14.60%	-----do-----
State Bank of India Corporate: Term Loan	582,912	Monthly Instalment of Rs 30912	14.60%	-----do-----
State Bank of India Corporate Term Loan	1,457,786	Monthly Instalment of Rs 33500	14.60%	-----do-----
State Bank of India Corporate : Term Loan	26,147,143	Monthly Instalment of Rs 833000	14.60%	-----do-----
State Bank of India Vehicle Loan	165,481	Monthly Instalment of Rs 11701	10.50%	-----do-----
State Bank of India Vehicle Loan	452,353	Monthly Instalment of Rs 63839	10.50%	-----do-----
State Bank of India Vehicle Loan	172,215	Monthly Instalment of Rs 28380	10.50%	-----do-----
State Bank of India Corporate Term Loan	328,263	Monthly Instalment of Rs 17200	14.60%	-----do-----
State Bank of India Corporate Term Loan	1,855,740	Monthly Instalment of Rs 94000	14.60%	-----do-----
ICICI Bank Home Loan	61,498,363	Monthly Instalment of Rs 670302 to begin after 36 months from Aug 13	9.75%	Equitable Mortgage of Property 'at DLF Crest ,Gurgaon
Axis Bank	1,675,048	Monthly Instalment of Rs 159992	10.25%	Hypothecation of Car
Kotak Mahindra Bank	732,695	Monthly Instalment of Rs 64692		Hypothecation of Car
Hero Fincorp Limited	61,167,211	Monthly EMI of Rs.1083053	12.75%	Personal Guarantee of Director 'and Corporate Guarantee of 'MM Auto Industries Ltd.
State Bank of India	2,192,294	Oct, 2014	17.60%	Personal Guarantee of Director 'and Corporate Guarantee of 'MM Auto Industries Ltd.

ANNEXURE -9- STATEMENT OF CONSOLIDATED DEFERRED TAX ASSETS / LIABILITIES (NET), AS RESTATED

Particulars	As at 30th 'Sept 2014	As at 31 March				
		2014	2013	2012	2011	2010
Deferred Tax Liabilities arising on account of :						
Depreciation and amortization	33,091,593	32,477,717	32,709,179	30,575,348	28,530,206	25,215,538
Deferred Tax Assets arising on account of :						
Provision for Gratuity, Leave Encashment & Bonus	2,501,165	2,282,166	702,137	341,719	1,346,273	1,213,923
Deferred Tax Liabilities / (Assets)- Net	30,590,429	30,195,551	32,007,042	30,233,629	27,183,933	24,001,615

ANNEXURE -10- STATEMENT OF CONSOLIDATED OTHER LONG TERM LIABILITIES, AS RESTATED

Particulars	As at 30th 'Sept 2014	As at 31 March				
		2014	2013	2012	2011	2010
Security Deposits	745,000	745,000	745,000	745,000	745,000	
Provisions for Gratuity and Leave Encashments	6,056,914	5,531,534	4,538,415	3,841,447		
	6,801,914	6,276,534	5,283,415	4,586,447	745,000	-

ANNEXURE -11- STATEMENT OF CONSOLIDATED SHORT TERM BORROWINGS, AS RESTATED

Particulars	30th'Sept 2014	As at 31 March				
		2014	2013	2012	2011	2010
Working Capital Borrowings from Banks (Secured)	181,481,462	129,467,646	103,870,059	51,620,684	39,440,378	86,759,507
From Director and Associate Firms (Unsecured)	12,062,306	281,306	177,392	177,392	1,071,942	720,000
	193,543,768	129,748,952	104,047,451	51,798,076	40,512,320	87,479,507

Name of Bank	Limit	Rate of Interest	Amount Outstanding on 30/9/14	Repayment Schedule	Tenure	Security Provided
State Bank of India	Rs 10.50 crs	13.25%	11.96 crs	On Demand	12 Months	First Charge on Current Assets and Mortgage of Property at 1/3 km stone Khandsa Road, Gurgaon and at 192-A Sector -4 Manesar in addition to Personal Guarantee
State Bank of India	Rs 1.95 crs	13.25%	1.97 crs	On Demand	6 Months	
Yes Bank	Rs 3.00 crs	12.75%	2.96 crs	On Demand	12 Months	Mortgage of Plot no -3 Sector-4 Sidkul, Haridwar and Suservient charge on Current Assets in addition to Personal Guarantee of Director Mr Manoj Singhal
State Bank of India	Rs 1.00 cr	17.60%	1.24 crs	On Demand	12 Months	First Charge on Current Assets and against Hypothecation of Stock and Book Debts and Corporate Guarantee of Directors

ANNEXURE -12- STATEMENT OF CONSOLIDATED TRADE PAYABLE, AS RESTATED

Particulars	30th'Sept 2014	As at 31 March				
		2014	2013	2012	2011	2010
Due to Micro, small and Medium Enterprises						
Due to others	22,588,292	54,912,175	77,543,352	43,532,255	62,912,409	110,443,367
Total Rs	22,588,292	54,912,175	77,543,352	43,532,255	62,912,409	110,443,367

ANNEXURE -13- STATEMENT OF CONSOLIDATED OTHER CURRENT LIABILITIES, AS RESTATED

Particulars	30th'Sept 2014	As at 31 March				
		2014	2013	2012	2011	2010
Current Maturities of Long Term Borrowings	63,256,430	73,309,754	67,573,477	42,731,000	14,410,507	
Advances from Customers			97,106	12,225	13,538	9,057,139
Advance Agaisnt sale of Assets			37,498,000			
others	140,895	111,409	109,978	227,000	64,917	
Minority Interest	(724,039)	1,745,053	(4,848,825)	4,495,350	6,488,749	
Security					16,000	
Total Rs	62,673,286	75,166,216	100,429,736	47,465,575	20,993,711	9,057,139

ANNEXURE -14- STATEMENT OF CONSOLIDATED SHORT TERM PROVISIONS, AS RESTATED

Particulars	30th'Sept 2014	As at 31 March				
		2014	2013	2012	2011	2010
Statutory Dues	9,186,761	3,427,430	2,301,643	1,658,156	1,085,186	2,762,695
Employee Related Payables	4,936,200	4,979,744	4,545,746	4,980,481	4,175,367	835,870
Provision for Gratuity	79,796	814,016	935,981	454,165	3,025,416	3,092,683
Provision for Taxation	5,424,756	11,557,370	7,614,770	15,658,506	5,713,881	3,433,502
Dividend Payable		3,623,109				
Other Expenses Payable	1,312,384	2,325,284	1,670,114	1,226,595	2,225,594	8,839,371
Total Rs	20,939,897	26,726,953	17,068,254	23,977,903	16,225,444	18,964,121



ANNEXURE-15- STATEMENT OF CONSOLIDATED FIXED ASSETS, AS RESTATED

For the period ended 30th Sept, 2014

Particulars	Gross Block			Accumulated Depreciation & Amortisation				Net Block		
	As At 1-Apr-14	Addition during the year	Sale/ Adjustments during the Year	As At 30-Sep-14	As At 1-Apr-14	For the Year	Sale/ Adjustments during the Year	As At 30-Sep-14	As At 30-Sep-14	As At 31-Mar-14
Land	87,520,593	23,782,300	-	111,302,893	-	-	-	-	111,302,893	87,520,593
Building	101,712,991	-	-	101,712,991	23,293,213	1,612,151	-	24,905,364	76,807,627	78,419,778
Plant and Equipment	432,709,642	7,254,625	-	439,964,267	206,676,967	13,519,384	-	220,196,351	219,767,915	226,032,675
Office Equipments	14,682,304	703,421	-	15,385,725	4,753,068	352,297	-	5,105,365	10,280,360	9,929,236
Electrical & Other Equipments	17,909,116	-	-	17,909,116	5,256,791	425,342	-	5,682,133	12,226,983	12,652,325
Furniture & Fixtures	4,766,773	-	-	4,766,773	2,253,664	226,422	-	2,480,086	2,286,687	2,513,109
Jigs & Fixtures	4,698,645	-	-	4,698,645	1,988,247	223,186	-	2,211,433	2,487,212	2,710,398
Computer Systems	1,144,351	319,523	-	1,463,874	306,284	90,576	-	396,860	1,067,014	838,067
Commercial Vehicle	3,941,189	-	-	3,941,189	2,478,435	222,874	-	2,701,309	1,239,880	1,462,754
Cars	25,608,057	19,940	762,427	24,865,570	6,392,377	1,183,057	187,572	7,387,862	17,477,708	19,215,680
Motorcycle & Scooters	397,632	-	-	397,632	228,683	18,888	-	247,571	150,061	168,949
Cycles	22,662	-	-	22,662	11,268	1,076	-	12,344	10,318	11,394
Computer Software	112,529	-	-	112,529	41,180	8,907	-	50,087	62,442	71,349
MISC ASSETS										
Each Costing < =Rs. 5000/-										
(a) Furniture & Fixture	170,824	-	-	170,824	170,824	-	-	170,824	-	-
(a) Others	1,118,894	13,397	-	1,132,291	1,104,202	-	-	1,104,202	28,089	14,692
SUB TOTAL (A)	696,516,202	32,093,206	762,427	727,846,981	254,955,203	17,884,160	187,572	272,651,791	455,195,189	441,560,999
Intangible Assets	-	-	-	-	-	-	-	-	-	-
SUB TOTAL (B)	-	-	-	-	-	-	-	-	-	-
Capital Work-in-progress	-	-	-	-	-	-	-	-	-	-
SUB TOTAL (C)	-	-	-	-	-	-	-	-	-	-
Intangible Assets Under Development	-	-	-	-	-	-	-	-	-	-
SUB TOTAL (D)	-	-	-	-	-	-	-	-	-	-
Total [A + B + C + D] (Current Year)	696,516,202	32,093,206	762,427	727,846,981	254,955,203	17,884,160	187,572	272,651,791	455,195,189	441,560,999



For the Year ended 31 March 2014

Particulars	Gross Block			Accumulated Depreciation & Amortisation				Net Block		
	As At 1-Apr-13	Addition during the year	Sale/ Adjustments during the Year	As At 31-Mar-14	As At 1-Apr-13	For the Year	Sale/ Adjustments during the Year	As At 31-Mar-14	As At 31-Mar-14	As At 31-Mar-13
Tangible Assets										
Land	61,806,137	28,659,172	2,944,716	87,520,593	-	-	-	-	87,520,593	61,806,137
Building	111,417,070	266,300	9,970,379	101,712,991	20,261,934	3,393,486	362,206	23,293,213	78,419,778	91,155,136
Plant and Equipment	418,638,183	14,815,788	744,329	432,709,642	186,474,405	20,491,117	288,556	206,676,966	226,032,676	232,163,778
Office Equipments	13,685,883	1,473,421	477,000	14,682,304	4,074,677	678,390	-	4,753,067	9,929,237	9,611,206
Electrical & Other Equipments	17,557,336	351,780	-	17,909,116	4,403,735	853,057	-	5,256,791	12,652,326	13,153,601
Furniture & Fixtures	4,708,070	58,703	-	4,766,773	1,952,465	301,199	-	2,253,664	2,513,109	2,755,605
Jigs & Fixtures	4,370,920	327,725	-	4,698,645	1,778,119	210,128	-	1,988,247	2,710,398	2,592,801
Computer Systems	656,390	487,961	-	1,144,351	141,772	164,511	-	306,284	838,067	514,618
Commercial Vehicle	3,941,189	-	-	3,941,189	2,032,687	445,748	-	2,478,435	1,462,754	1,908,502
Cars	24,751,272	2,269,354	1,412,569	25,608,057	5,169,301	2,335,601	1,112,524	6,392,378	19,215,679	19,581,971
Motorcycle & Scooters	424,358	60,099	86,825	397,632	234,863	40,522	46,702	228,683	168,949	189,495
Cycles	22,662	-	-	22,662	9,666	1,602	-	11,268	11,394	12,996
Computer Software	112,529	-	-	112,529	22,939	18,241	-	41,180	71,349	89,590
MISC ASSETS										
Each Costing < =Rs. 5000/-										
(a) Furniture & Fixture	170,824	-	-	170,824	170,824	-	-	170,824	-	-
(a) Others	1,072,640	46,254	-	1,118,894	1,045,170	59,032	-	1,104,202	14,692	27,470
SUB TOTAL (A)	663,335,463	48,816,557	15,635,818	696,516,202	227,772,557	28,992,634	1,809,988	254,955,203	441,561,000	435,562,906
Intangible Assets	-	-	-	-	-	-	-	-	-	-
SUB TOTAL (B)	-	-	-	-	-	-	-	-	-	-
Capital Work-in-progress	-	-	-	-	-	-	-	-	-	-
SUB TOTAL (C)	-	-	-	-	-	-	-	-	-	-
Intangible Assets Under Development	-	-	-	-	-	-	-	-	-	-
SUB TOTAL (D)	-	-	-	-	-	-	-	-	-	-
Total [A + B + C + D]	663,335,463	48,816,557	15,635,818	696,516,202	227,772,557	28,992,634	1,809,988	254,955,203	441,561,000	435,562,906



For the Year ended 31 March, 2013

Particulars	Gross Block			Accumulated Depreciation & Amortisation				Net Block		
	As At 1-Apr-12	Addition during the year	Sale/ Adjustments during the Year	As At 31-Mar-13	As At 1-Apr-12	For the Year	Sale/ Adjustments during the Year	As At 31-Mar-13	As At 31-Mar-13	As At 31-Mar-12
Tangible Assets										
Land	58,809,396	3,094,241	-	61,903,637	-	-	-	-	61,903,637	58,809,396
Building	111,301,361	115,709	97,500	111,319,570	16,876,497	3,385,437	-	20,261,934	91,057,636	94,424,864
Plant and Equipment	408,463,991	10,337,900	163,708	418,638,183	166,952,238	19,530,156	7,989	186,474,405	232,163,778	241,511,753
Office Equipments	12,668,672	1,017,211	-	13,685,883	3,444,489	630,186	-	4,074,676	9,611,207	9,224,183
Electrical & Other Equipments	17,503,626	53,710	-	17,557,336	3,571,391	832,343	-	4,403,735	13,153,601	13,932,235
Furniture & Fixtures	4,645,725	62,345	-	4,708,070	1,656,285	296,180	-	1,952,465	2,755,606	2,989,440
Jigs & Fixtures	4,370,920	-	-	4,370,920	1,570,780	207,338	-	1,778,119	2,592,801	2,800,140
Computer Systems	6,681,261	276,075	6,300,946	656,390	6,363,747	78,972	6,300,946	141,772	514,618	317,514
Commercial Vehicle	3,941,189	-	-	3,941,189	1,586,939	445,748	-	2,032,687	1,908,502	2,354,250
Cars	11,638,477	13,112,795	-	24,751,272	3,389,083	1,780,218	-	5,169,301	19,581,971	8,249,394
Motorcycle & Scooters	311,147	113,211	-	424,358	200,540	34,323	-	234,863	189,495	110,607
Cycles	22,662	-	-	22,662	8,064	1,602	-	9,666	12,996	14,598
Computer Software	112,529	-	-	112,529	4,698	18,241	-	22,939	89,590	107,831
MISC ASSETS										
Each Costing <=Rs. 5000/-										
(a) Furniture & Fixture	170,824	-	-	170,824	170,824	-	-	170,824	-	-
(a) Others	1,017,672	54,968	-	1,072,640	982,211	62,959	-	1,045,170	27,470	35,461
SUB TOTAL (A)	641,659,452	28,238,165	6,562,154	663,335,463	206,777,786	27,303,704	6,308,935	227,772,557	435,562,907	434,881,666
Intangible Assets	-	-	-	-	-	-	-	-	-	-
SUB TOTAL (B)	-	-	-	-	-	-	-	-	-	-
Capital Work-in-progress	-	-	-	-	-	-	-	-	-	-
SUB TOTAL (C)	-	-	-	-	-	-	-	-	-	-
Intangible Assets Under Development	-	-	-	-	-	-	-	-	-	-
SUB TOTAL (D)	-	-	-	-	-	-	-	-	-	-
Total [A + B + C + D]	641,659,452	28,238,165	6,562,154	663,335,463	206,777,786	27,303,704	6,308,935	227,772,557	435,562,907	434,881,666



For the Year ended 31 March, 2012

Particulars	Gross Block			Accumulated Depreciation & Amortisation				Net Block		
	As At 1-Apr-11	Addition during the year	Sale/ Adjustments during the Year	As At 31-Mar-12	As At 1-Apr-11	For the Year	Sale/ Adjustments during the Year	As At 31-Mar-12	As At 31-Mar-12	As At 31-Mar-11
Land	58,809,396	-	-	58,809,396	-	-	-	-	58,809,396	58,809,396
Building	110,746,108	555,252	-	111,301,360	13,198,509	3,677,987	-	16,876,496	94,424,863	97,547,599
Plant and Equipment	373,822,516	36,812,055	2,712,065	407,922,506	142,815,458	24,304,835	173,080	166,947,213	240,975,293	231,007,058
Office Equipments	9,080,832	993,711	-	10,074,543	2,988,839	436,367	-	3,425,206	6,649,339	6,091,993
Electrical & Other Equipments	16,594,288	909,338	-	17,503,626	2,830,743	740,648	-	3,571,391	13,932,234	13,763,545
Furniture & Fixtures	4,270,290	375,435	-	4,645,725	1,422,469	233,816	-	1,656,285	2,989,440	2,847,821
Jigs & Fixtures	4,262,175	108,745	-	4,370,920	1,548,364	22,416	-	1,570,780	2,800,140	2,713,811
Computer Systems	6,380,731	300,530	-	6,681,261	6,089,290	274,457	-	6,363,747	317,514	291,441
Commercial Vehicle	4,051,784	487,980	598,575	3,941,189	1,622,694	494,831	530,586	1,586,939	2,354,250	2,429,090
Cars	10,521,647	1,116,830	-	11,638,477	2,357,998	1,031,085	-	3,389,083	8,249,394	8,163,649
Motorcycle & Scooters	333,867	45,503	68,223	311,147	233,042	35,721	68,223	200,540	110,607	100,825
Cycles	16,212	6,450	-	22,662	6,584	1,480	-	8,064	14,598	9,628
Bins	-	310,750	-	310,750	-	2,202	-	2,202	308,548	-
Generator	1,162,334	2,585,700	1,162,334	2,585,700	-	19,180	-	19,180	2,566,520	1,162,334
Fan	8,430	-	-	8,430	-	103	-	103	8,327	8,430
Computer Software	112,529	-	-	112,529	-	4,698	-	4,698	107,831	112,529
Testing Equipment	230,735	-	-	230,735	-	2,823	-	2,823	227,912	230,735
MISC ASSETS										
Each Costing < =Rs. 5000/-										
(a) Furniture & Fixture	170,824	-	-	170,824	170,648	176	-	170,824	-	176
(a) Others	951,066	66,606	-	1,017,672	926,262	55,949	-	982,211	35,461	24,804
SUB TOTAL (A)	601,525,764	44,674,885	4,541,197	641,659,452	176,210,900	31,338,775	771,889	206,777,786	434,881,666	425,314,864
Intangible Assets	-	-	-	-	-	-	-	-	-	-
SUB TOTAL (B)	-	-	-	-	-	-	-	-	-	-
Capital Work-in-progress	-	-	-	-	-	-	-	-	-	-
SUB TOTAL (C)	-	-	-	-	-	-	-	-	-	-
Intangible Assets Under Development	-	-	-	-	-	-	-	-	-	-
SUB TOTAL (D)	-	-	-	-	-	-	-	-	-	-
Total [A + B + C + D]	601,525,764	44,674,885	4,541,197	641,659,452	176,210,900	31,338,775	771,889	206,777,786	434,881,666	425,314,864



For the Year ended 31 March, 2011

Particulars	Gross Block			Accumulated Depreciation & Amortisation				Net Block		
	As At 1-Apr-10	Addition during the year	Sale/ Adjustments during the Year	As At 31-Mar-11	As At 1-Apr-10	For the Year	Sale/ Adjustments during the Year	As At 31-Mar-11	As At 31-Mar-11	As At 31-Mar-10
Land	58,809,396	-	-	58,809,396	-	-	-	-	58,809,396	58,809,396
Building	99,820,618	10,925,490	-	110,746,108	9,839,015	3,359,494	-	13,198,509	97,547,599	89,981,603
Plant & Machinery	360,811,045	13,581,471	570,000	373,822,516	119,760,108	23,059,977	4,628	142,815,457	231,007,058	241,050,937
Office Equipments	8,003,132	1,077,700	-	9,080,832	2,604,578	384,258	-	2,988,836	6,091,996	5,398,554
Electrical & Other Equipments	15,133,494	1,460,794	-	16,594,288	2,121,972	708,772	-	2,830,744	13,763,544	13,011,522
Furniture & Fixture	3,117,026	1,153,264	-	4,270,291	1,222,972	199,496	-	1,422,468	2,847,823	1,894,054
Jigs & Fixtures	4,219,065	43,110	-	4,262,175	1,245,197	303,167	-	1,548,364	2,713,811	2,973,868
Computer Systems	6,191,894	188,837	-	6,380,731	5,969,040	120,249	-	6,089,289	291,442	222,854
Commercial Vehicle	1,949,160	2,225,624	123,000	4,051,784	1,452,814	289,746	119,866	1,622,694	2,429,090	496,346
Cars	7,864,101	5,855,552	3,198,006	10,521,647	2,345,572	671,954	659,528	2,357,998	8,163,649	5,518,529
Motorcycle & Scooters	367,418	42,032	75,583	333,867	258,036	34,023	59,018	233,042	100,825	109,382
Cycles	16,212	-	-	16,212	5,437	1,146	-	6,583	9,629	10,775
Fans	-	8,430	-	8,430					8,430	-
Testing Equipment	-	230,735		230,735					230,735	-
Generator	-	1,162,334	-	1,162,334					1,162,334	-
Computer Software	100,000	12,529	-	112,529					112,529	100,000
MISC ASSETS										
Each Costing < =Rs. 5000/-										
(a) Furniture & Fixture	169,636	1,188	-	170,824	169,636	1,012	-	170,648	176	-
(a) Others	908,871	42,195	-	951,066	894,865	31,397	-	926,262	24,796	14,006
TOTAL	567,481,068	38,011,285	3,966,589	601,525,765	147,889,242	29,164,691	843,039	176,210,894	425,314,863	419,591,826



For the Year ended 31 March, 2010

Particulars	Gross Block			Accumulated Depreciation & Amortisation				Net Block		
	As At 1-Apr-09	Addition during the year	Sale/ Adjustments during the Year	As At 31-Mar-10	As At 1-Apr-09	For the Year	Sale/ Adjustments during the Year	As At 31-Mar-10	As At 31-Mar-10	As At 31-Mar-09
Land	57,854,250	955,146	-	58,809,396	-	-	-	-	58,809,396	57,854,250
Building	86,959,180	12,861,438	-	99,820,618	6,536,343	3,302,672	-	9,839,015	89,981,603	80,422,837
Building Under Construction	11,047,410	-	11,047,410	-	-	-	-	-	-	11,047,410
Plant & Machinery	264,442,632	96,174,837	30,490,138	330,127,331	100,165,917	19,694,576	100,385	119,760,108	210,367,222	164,276,715
Office Equipments	7,191,723	948,059	137,950	8,001,832	2,236,423	368,155	-	2,604,578	5,397,254	4,955,300
Electrical & Other Equipments	14,968,428	512,818	594,619	14,886,627	1,395,415	726,557	-	2,121,972	12,764,655	13,573,013
Furniture & Fixture	2,924,224	398,427	208,100	3,114,551	1,024,569	198,403	-	1,222,972	1,891,579	1,899,655
Jigs & Fixtures	2,490,950	1,716,460	-	4,207,410	993,940	251,257	-	1,245,197	2,962,212	1,497,010
Computer Systems	5,473,500	794,794	76,400	6,191,894	5,097,268	921,772	50,000	5,969,040	222,853	376,232
Trucks	1,949,160	-	-	1,949,160	1,232,364	220,450	-	1,452,814	496,346	716,796
Cars	8,427,063	991,473	1,554,435	7,864,101	2,616,673	792,126	1,063,227	2,345,572	5,518,529	5,810,390
Motorcycle & Scooters	367,418	-	-	367,418	223,132	34,905	-	258,036	109,382	144,286
Cycles	16,212	-	-	16,212	4,291	1,146	-	5,437	10,775	11,921
MISC ASSETS										
Each Costing <=Rs. 5000/-										
(a) Furniture & Fixture	169,636	-	-	169,636	169,636	-	-	169,636	-	-
(a) Others	876,943	31,928	-	908,871	804,249	90,616	-	894,865	14,006	72,694
TOTAL	465,158,729	115,385,379	44,109,052	536,435,056	122,500,220	26,602,636	1,213,611	147,889,245	388,545,811	342,658,509

ANNEXURE -16- STATEMENT OF CONSOLIDATED INVESTMENTS, AS RESTATED

Particulars	As at 30th Sept 2014		As at 31 March									
			2014		2013		2012		2011		2010	
	Long Term	Short Term	Long Term	Short Term	Long Term	Short Term	Long Term	Short Term	Long Term	Short Term	Long Term	Short Term
In vestment in Property (At Cost)	245,598,620		238,838,519		133,684,964		12,504,401		22,100,520		22,009,943	
Investment in Equity Instrument (Unquoted at Cost)												
In Associates												
MM Asan Auto Limited (Subsidiary)			-		-							
(2346000 Equity Shares as at 31/3/14 fully Paid Up)												
MM Vidyut Private Limited												
(50000 Equity Shares as at 31/3/14 fully Paid up)												
Share Application Money					3,000,000							
MMR Packaging Private Limited (Subsidiary) (249999 Equity Shares fully paid up)												
MM Infosystems Private Limited (Amount paid as advance for Purchase of Shares)	5,000,000		5,000,000									
Short Term Fixed Deposits		2,008,968		2,011,968		11,165,254		2,702,851		1,095,851		306,990
Total	250,598,620	2,008,968	243,838,519	2,011,968	136,684,964	11,165,254	12,504,401	2,702,851	22,100,520	1,095,851	22,009,943	306,990

ANNEXURE -17- STATEMENT OF CONSOLIDATED LOANS AND ADVANCES, AS RESTATED

Particulars	As at 30th Sept 2014		As at 31 March									
			2014		2013		2012		2011		2010	
	Long Term	Short Term	Long Term	Short Term	Long Term	Short Term	Long Term	Short Term	Long Term	Short Term	Long Term	Short Term
Security Deposits	5,829,154		5,948,648		5,955,007		8,683,081		7,386,081		7,226,408	
Advance To Suppliers		10,669,050		15,040,443		20,652,408		6,544,137		4,864,992		8,038,795
Duties and Taxes		37,744,848		35,627,705		25,628,448		24,891,831		15,124,478		14,582,997
Prepaid Expenses		481,310		251,479		675,529		248,815		764,695		2,060,497
Other Recoverables		5,448,603		1,186,477		7,059,425		4,548,677		1,999,804		2,104,841
Receivables from Subsidiary/Associates		-		-		-		-		-		-
others				21,415		23,565				4,111,650		4,111,650
Preoperative Expenses										11,617,342		
Staff Imprest		(1,344)				542		1,113				
Preliminary Expenses		15,000								269,695		
	5,829,154	54,357,467	5,948,648	52,127,519	5,955,007	54,039,917	8,683,081	36,234,573	7,386,081	38,752,656	7,226,408	30,898,780

ANNEXURE -18- STATEMENT OF CONSOLIDATED INVENTORIES, AS RESTATED

Particulars	As at 30th Sept 2014	As at 31 March				
		2014	2013	2012	2011	2010
Raw Materials	59,378,418	46,444,896	27,224,144	32,549,634	20,614,121	9,117,821
Work-in- Progress	71,815,289	61,963,467	50,342,692	61,384,725	105,003,415	99,563,497
Finished goods	12,866,009	8,672,408	4,359,742	3,700,390	48,534	8,344,078
Stores,Spares & Tools	12,944,139	17,517,508	20,136,357	7,013,564	1,460,777	8,946,437
Scrap	260,659	252,925	124,322	95,953	274,748	267,834
Stationery,Electricals & Others	266,656	267,890	258,857	113,857	158,857	105,000
Total Rs	157,531,170	135,119,094	102,446,114	104,858,123	127,560,452	126,344,667

ANNEXURE -19- STATEMENT OF CONSOLIDATED TRADE RECEIVABLES, AS RESTATED

Particulars	As at 30th Sept 2014	As at 31 March				
		2014	2013	2012	2011	2010
Debts Outstanding for a period exceeding six months	29,514,429	17,653,558	5,296,749	5,301,357	7,384,895	7,338,991
-Considered Good						
Others- Considered Good	33,946,017	74,311,104	111,228,275	46,552,355	15,394,313	17,629,746
Total Rs	63,460,446	91,964,662	116,525,024	51,853,712	22,779,208	24,968,737

ANNEXURE -20- STATEMENT OF CONSOLIDATED CASH AND BANK BALANCES, AS RESTATED

Particulars	As at 30th Sept 2014	As at 31 March				
		2014	2013	2012	2011	2010
Cash In Hand	852,200	1,598,539	905,899	493,882	1,136,212	1,382,752
Balance with Banks in Current Accounts	244,846	489,385	24,742,820	743,760	3,833,475	13,272,255
Fixed Deposits with Bank	1,984,792	1,461,792	1,210,000			
Total Rs	3,081,838	3,549,716	26,858,719	1,237,642	4,969,687	14,655,007

ANNEXURE -21- STATEMENT OF OTHER INCOME, AS RESTATED

Particulars	As at 30th'Sept 2014	As at 31 March				
		2014	2013	2012	2011	2010
	Amount	Amount	Amount	Amount	Amount	Amount
Discount Received	14,554,900	20,145,717	17,102,839	21,025,709	6,238,247	1,346,841
Profit on Sale of Fixed Assets		25,032,170	435,526	28,726		141,030
Interest Received	65,571	5,093,203	1,379,960	685,469	117,305	39,231
Rent Received	2,613,600	5,035,800	4,578,000	4,020,000	2,880,000	720,000
Scrap Sale	157,423	2,394,494	3,053,908	1,188,881	4,800	332,155
Reimbursement of Staff Cost and other Exp	1,560,000	3,120,000	3,120,000	3,120,000	3,384,115	
Profit on Sale of Investments	200,777	520,000				
Misc Income	105,061	402,074	393,617	195,512	751,343	317,364
TOTAL	19,257,331	61,743,458	30,063,850	30,264,297	13,375,810	2,896,621

ANNEXURE -22- STATEMENT OF COST OF MATERIAL CONSUMED, AS RESTATED

Particulars	As at 30th'Sept 2014	As at 31 March				
		2014	2013	2012	2011	2010
	Amount	Amount	Amount	Amount	Amount	Amount
Opening Stock of Raw Materials & Stores	64,230,294	47,360,501	39,563,198	22,074,898	18,064,258	13,943,098
Add- Purchases during the year	395,448,787	653,881,519	584,261,054	401,114,964	334,061,104	273,849,235
Less Closing Stock of Raw Materials & Stores	72,589,213	64,230,294	47,360,501	39,563,198	17,277,159	18,064,258
Total Rs	387,089,868	637,011,726	576,463,751	383,626,664	334,848,203	269,728,075

ANNEXURE -23- STATEMENT OF CHANGES IN INVENTORIES OF FINISHED GOODS, WIP AND OTHERS, AS RESTATED

Particulars	As at 30th 'Sept 2014	As at 31 March				
		2014	2013	2012	2011	2010
	Amount	Amount	Amount	Amount	Amount	Amount
Opening Stock	70,888,800	54,826,756	65,136,068	105,326,696	108,175,409	69,386,787
Less- Closing Stock	84,941,957	70,888,800	54,826,756	65,136,068	105,094,030	108,175,409
Total Rs	(14,053,157)	(16,062,044)	10,309,312	40,190,628	3,081,379	(38,788,622)

ANNEXURE -24- STATEMENT OF EMPLOYEE BENEFIT EXPENSES, AS RESTATED

Particulars	As at 30th 'Sept 2014	As at 31 March				
		2014	2013	2012	2011	2010
	Amount	Amount	Amount	Amount	Amount	Amount
Salaries , Wages and Bonus	23,407,883	46,095,003	39,670,265	23,501,498	22,589,734	21,144,842
Contribution to Provident ,and other Funds	1,124,725	3,494,102	2,737,684	2,247,912	2,145,730	2,019,613
Staff Welfare Expenses	3,509,250	9,266,792	10,763,274	5,913,571	2,327,582	3,282,646
Total Rs	28,041,858	58,855,897	53,171,223	31,662,981	27,063,046	26,447,101

ANNEXURE -25- STATEMENT OF FINANCE COST, AS RESTATED

Particulars	As at 30th'Sept 2014	As at 31 March				
		2014	2013	2012	2011	2010
	Amount	Amount	Amount	Amount	Amount	Amount
Interest	23,524,291	48,257,043	31,774,314	24,081,901	27,280,095	23,369,274
Bank Charges and Commission	435,239	3,028,369	3,945,627	2,783,544	2,088,170	3,504,082
Total Rs	23,959,530	51,285,412	35,719,941	26,865,445	29,368,265	26,873,356

ANNEXURE -26- STATEMENT OF OTHER EXPENSES, AS RESTATED

Particulars	As at 30th'Sept 2014 Amount	As at 31 March				
		2014 Amount	2013 Amount	2012 Amount	2011 Amount	2010 Amount
Production/ Manufacturing /Job work Expenses	37,646,775	74,719,061	73,580,456	102,924,083	79,827,773	83,587,631
Electricity Expenses	13,202,773	22,927,556	15,643,159	12,466,792	17,564,394	7,953,378
Selling and Distribution Expenses	10,067,229	19,520,868	13,287,929	14,048,661	10,856,648	2,644,557
Repairs and Maintenance	3,297,709	4,962,770	7,176,613	4,670,881	4,401,383	3,749,397
Legal and Professional Expenses	1,090,930	4,547,062	5,342,725	3,191,536	2,310,455	4,905,105
Donation	3,133,511	7,104,500	7,134,152	3,968,500	537,602	198,900
Fees and Taxes	1,513,177	2,383,660	1,067,106	1,151,232	595,561	684,152
Travelling Expenses	1,111,137	5,202,467	4,398,987	6,711,276	2,267,332	1,468,254
Rent	4,811,020	9,107,509	8,491,106	5,854,533	3,778,408	978,640
Directors Remuneration	11,100,000	20,200,000	13,835,000	11,100,000	7,200,000	7,200,000
Printing and Stationery	1,522,848	2,668,564	1,398,133	1,391,389	1,034,830	1,158,363
Business Promotion Expenses	1,071,795	2,909,401	560,365	932,322	1,345,727	995,932
Insurance	872,797	1,452,411	973,761	725,885	3,763,578	4,033,258
Audit Fees	385,721	944,735	847,980	392,000	175,000	160,000
Security Expenses	1,936,607	4,307,658	3,471,376	2,732,823	2,567,189	2,040,590
Conveyance and Transportation	523,128	1,620,819	951,473	944,568	816,914	658,349
Postage	536,592	998,555	428,211	203,027	52,443	54,125
Other Expenses	2,541,536	7,026,429	4,869,825	5,098,109	3,965,791	3,924,235
Telephone Expense	5,349	11,917	7,875	2,253		
TOTAL	96,370,634	192,615,942	163,466,232	178,509,870	143,061,028	126,394,866

ANNEXURE -27- STATEMENT OF CONSOLIDATED CAPITALISATION AS AT SEPTEMBER 30, 2014, AS RESTATED

PARTICULARS	Pre-Issue AS AT 30TH Sept 2014	Post-Issue *
Borrowings		
Short Term	256,800,197.52	
Long Term (A)	217,512,951.60	
Total Debt (B)	474,313,149.12	
Shareholder' Funds		
Share Capital	72,462,170.00	
Reserve and Surplus	364,950,145.08	
Total Shareholder' Fund (C)	437,412,315.08	
Long Term Borrowings/ Equity Ratio (A/C)	0.50:1	
Total Borrowings /Equity (B/C)	1.08:1	

* It will be updated at the time of Prospectus

Notes:

- The Long Term borrowings/equity ratio has been computed as under Long Term Borrowings /total shareholders' funds.
- The Total borrowings/equity ratio has been computed as under Total Borrowings /Total Share holders' funds.
- Short Term borrowings are considered as borrowings due within 12 months from the Balance sheet date.



- iv. Long Term borrowings is considered as borrowing other than short term borrowings defined above and also includes the current maturities of long term borrowings.
- v. The figures disclosed above are based on the Restated Summary Statements of the Company.

ANNEXURE - 28- STATEMENT OF CONSOLIDATED CONTINGENT LIABILITIES, AS RESTATED

Contingent liabilities not provided for are as follows:

PARTICULARS	Upto 30 Sept, 2014	2013-14	2012-13	2010-11	2009-10
Bank guarantee				Rs. 200000	
Letter of credit		Rs. 77.63 lacs	Rs.69.23lacs		
Letter of credit	USD 147005		USD 208390	USD 35640	
Corporate Guarantee given to SBI on behalf of MM Asan Auto Ltd.	Rs. 590 lacs	Rs. 590 lacs	Rs. 590 lacs	Rs. 590 lacs	

ANNEXURE - 29- STATEMENT OF CONSOLIDATED ACCOUNTING RATIOS, AS RESTATED

Particulars		30th SEPT 2014	As at 31 March				
			2014	2013	2012	2011	2010
A	Net Worth, as restated	437,412,315	419,419,729	339,350,685	321,175,586	265,788,959	208,527,486
B	Net Profit after tax and extra ordinary items, as restated	15,523,497	52,448,460	17,277,648	61,201,782	19,005,285	14,092,235
	Weighted average number of equity shares outstanding during the year						
C	For Basic Earnings per Share	7,021,217	7,021,217	6,996,217	6,996,217	6,816,330	6,717,592
D	For Diluted Earnings per share	7,021,217	7,021,217	6,996,217	6,996,217	6,816,330	6,717,592
E	No of Shares outstanding at the end of the year	7,246,217	7,246,217	6,996,217	6,996,217	6,996,217	6,796,342
F	Restated basic earnings per shares (B/C)	2.21	7.50	2.47	8.75	2.79	2.10
G	Restated Diluted earnings per shares (B/D)	2.21	7.50	2.47	8.75	2.79	2.10
H	Return on network (%) (B/A)	3.55	12.51	5.09	19.06	7.15	6.76
I	Net Assets value per share of Rs 10 each (A/E)	60.36	57.88	48.50	45.91	37.99	30.68
J	Face Value						

Notes:

i. The Ratios have been computed as under:

Basic Earning Per Share	$\frac{\text{Net Profit after tax and extra ordinary items, as restated}}{\text{Weighted average number of equity shares outstanding during the year}}$
Diluted Earnings per share	$\frac{\text{Net Profit after tax and extra ordinary items, as restated}}{\text{Weighted average number of equity shares outstanding during the year}}$
Return on network (%)	$\frac{\text{Net Profit after tax and extra ordinary items, as restated}}{\text{Net Worth, as restated}} \times 100$
Net Assets value per share of Rs 10 each	$\frac{\text{Net Worth, as restated}}{\text{No of Shares outstanding at the end of the year}} \times 10$

ii. Earning per shares (EPS) calculation is in accordance with the notified Accounting Standard 20 prescribed by the Companies (Accounting Standards) Rules, 2006.

ANNEXURE - 30- STATEMENT OF CONSOLIDATED RELATED PARTY TRANSACTIONS, AS RESTATED

PARTICULARS	Upto 30 Sept, 2014	Upto 31 March, 2014	Upto 31 March, 2013	Upto 31 March, 2012	Upto 31 March, 2011	Upto 31 March, 2010
Holding Company	MM Auto Industries Ltd.	MM Auto Industries Ltd.	MM Auto Industries Ltd.	MM Auto Industries Ltd.	MM Auto Industries Ltd.	MM Auto Industries Ltd.
Key management personnel (KMP)	Mr. Manoj Singhal, Chairman and Managing Director	Mr. Manoj Singhal, Chairman and Managing Director	Mr. Manoj Singhal, Chairman and Managing Director	Mr. Manoj Singhal, Chairman and Managing Director	Mr. Manoj Singhal, Chairman and Managing Director	Mr. Manoj Singhal, Chairman and Managing Director
	Mrs. Malti Syngle, Director	Mrs. Malti Syngle, Director	Mrs. Malti Syngle, Director	Mrs. Malti Syngle, Director	Mrs. Malti Syngle, Director	Mrs. Malti Syngle, Director
	Mr.T.K. Magazine, Wholetime Director	Mr.T.K. Magazine, Wholetime Director	Mr.T.K. Magazine, Wholetime Director	Mr.T.K. Magazine, Wholetime Director	Mr.T.K. Magazine, Wholetime Director	Mr.T.K. Magazine, Wholetime Director
Enterprise over which the Company is having significant influence	MM Asan Auto Limited	MM Asan Auto Limited	MM Asan Auto Limited	MM Asan Auto Limited	MM Asan Auto Limited	
	MNS Global Finance Pvt. Ltd.	MNS Global Finance Pvt. Ltd.	MNS Global Finance Pvt. Ltd.	MNS Global Finance Pvt. Ltd.	MNS Global Finance Pvt. Ltd.	
	MM Vidyut Pvt. Ltd.	MM Vidyut Pvt. Ltd.	MM Vidyut Pvt. Ltd.	MM Vidyut Pvt. Ltd.		
	Hitkari Automobiles Pvt. Ltd.	Hitkari Automobiles Pvt. Ltd.	Hitkari Automobiles Pvt. Ltd.	Hitkari Automobiles Pvt. Ltd.	Hitkari Automobiles Pvt. Ltd.	
	MMR Packaging Pvt. Ltd.					
Fellow Subsidiary	MM Asan Auto Limited	MM Asan Auto Limited	MM Asan Auto Limited	MM Asan Auto Limited	MM Asan Auto Limited	
	MMR Packaging Pvt. Ltd.					
	MM Vidyut Pvt. Ltd.	MM Vidyut Pvt. Ltd.	MM Vidyut Pvt. Ltd.	MM Vidyut Pvt. Ltd.		

Transactions during the period

Name of the Transactions	Upto 30 Sept, 2014	Upto 31 March, 2014	Upto 31 March, 2013	Upto 31 March, 2012	Upto 31 March, 2011	Upto 31 March, 2010
Capital Invested						
MM Vidyut				5,00,000		
Hitkari Automobiles					16,00,000	
M and M Appartments						55,00,000
Share Capital Received						
Mr. Manoj Singhal		475,00,000	65,40,000		56,00,000	4,00,000
Mrs. Malti Syngle					2,50,000	
MNS Gobal Finance		25,00,000			15,00,000	
Loan given						
MNS Gobal Finance	8,00,000					
MMR Packaging	71,10,000					
MM Asan Auto		380,00,000	216,00,000	64,95,723	4,23,644	
Loan Received						
MNS Gobal Finance		10,00,000	29,50,000		10,00,000	10,00,000
MM Asan Auto						75,70,943
Mr. Manoj Singhal				1,77,392	8,00,000	
Interest Paid						
MNS Gobal Finance		87,682				
Interest Received						
MM Asan Auto		43,29,355	7,15,926			
Advances Repaid						
MM Asan Auto					75,70,943	
Mr. Manoj Singhal					6,22,608	
Director Remuneration Paid						
Mr. T.K. Magazine	1,89,000	8,40,000	3,35,000			
Mr. Manoj Singhal	90,00,000	160,00,000	97,50,000	75,00,000	36,00,000	36,00,000
Mrs. Malti Syngle	21,00,000	42,00,000	37,50,000	36,00,000	36,00,000	36,00,000
Office Rent Paid						
Mr. Manoj Singhal	4,50,000	9,00,000	9,00,000	9,00,000	9,00,000	7,42,500
Medical Reimbursement						
Mr. Manoj Singhal		1,65,652	15,49,364	15,48,259		
Mrs. Malti Syngle		1,32,475	1,07,298	58,189		
Reimbursement of Rent and other shared costs received						
MM Asan Auto	41,73,600	95,96,629	75,82,508	69,00,000	62,90,000	35,451,057
Car Sold						
Mr. Manoj Singhal						1,75,000
Refund of Security Deposit						
Mr. Manoj Singhal					8,10,000	17,42,500
Sales by MM Asan						
KSS abhishek Safety Systems		511,18,387	223,93,005			
Assignment of Keyman Insurance Policy						
Mr. Manoj Singhal				1,66,00,000		
Expenditure Paid						
Hitkari Automobiles						11951
Sale of Shares						
MNS Gobal Finance			15,60,000			
Amount paid on behalf of company adjusted with loan						
MNS Gobal Finance						2,80,000



Auditors' Report

To,

The Board of Directors

M M Auto Industries Limited

192-A , Sector-4, IMT Manesar-122050

Gurgaon

Haryana

India

Dear Sirs,

We have examined the financial information comprising of summary statement of asset & liabilities, as restated, as at 30 September 2014, 31 March 2014, 2013, 2012, 2011 and 2010, summary statement of Profit and Losses, as restated for the six months period ended 30 September 2014 and for the Year ended 31 March 2014, 2013, 2012, 2011 and 2010 and also the statement of cash flows, as restated for the six months period ended 30 September 2014 and for the year ended 31 March 2014, 2013, 2012, 2010, and 2010 (together referred to as restated summary statement') of M M Auto Industries Limited (the 'company') annexed to this report and initialed by us for identification purpose, for the purpose of inclusion in the offer document. This financial information has been prepared by the management and approved by the Board of Directors of the company for the purpose of disclosure in the offer document being issued by the Company in connection with the proposed Initial Public offering ('IPO') of equity shares.

This financial information has been prepared in accordance with the requirement of:

- i) Section 26(1) of Chapter III to the companies Act, 2013;
- ii) The securities and Exchange Board of India (Issue of capital and Disclosure Requirements) Regulation, 2009 (the 'SEBI Regulations') as amended from time to time issued by the Securities and Exchange Board of India ('SEBI') in pursuance to section 11 of the securities and exchange board of India Act, 1992 and related amendments.

This financial information has been extracted by the managements from the audited financial statements of the company for the six months period ended 30 September 2014 and for the year ended 31 March 2010, 2011, 2012, 2013, and 2014.

We have examined such financial information in accordance with the requirements of;

- i) The (Revised) Guidance note on Report in company Prospectuses issued by the Institute of Chartered Accountants of India ('ICAI '); and
- ii) The term of reference from the company requesting us to carry out work in connection with the offer document being issued by the company relating to IPO.

A. Financial information as per the summary statements of the company:

1. We have examined the attached restated summary statement (refer Annexure 1, 2 and 3). These Restated Summary statements of the company have been arrived at after making such adjustments and regroupings to the audited financial statements of the company which are appropriate and are More fully described in the statement of noted to restated summary statements of the company in Annexure 5 and 6.
2. The Restated Summary Statements of the company for the year ended 31 March 2010 and 2011 including the adjustment and regroupings discussed above, have been extracted from the audited financial statements of the company as at and for the year ended 31 March 2010 and 2011 which have been audited by M/s VSD &

Associates (Firm Registration No. 08726N) and accordingly reliance has been placed by us on the financial information examined by them for the said year. The restated summary statements of the company as at 30 September 2014 and for the years ended 31 March 2014, 2013 and 2012 are based on the financial statement of the company, which have been audited by us.

3. Based on our examination of these Restated Summary Statement of the company, we state that:

- a) The Restated Summary Statement of the Company have to be read in conjunction with the Statement of Significant Accounting Policies and Statement of Notes to Restated Summary Statement of the company, in Annexure 4 and 5 respectively;
- b) There are no changes in accounting policies adopted by the company during the period ended 30 September 2014 and for the year ended 31 March 2014, 2013, 2012, 2011 and 2010 which would require adjustment in the Restated Summary Statement of the company;
- c) The restated profit/(loss) have been arrived at after making such adjustments and regrouping as, in our opinion, are appropriate in the year to which they relate as described in the statement of Notes to Restated Summary Statements of the Company given Annexure 6;
- d) There are no qualification in the auditors' report for the period ended 30 September 2014 and for year ended 31 March 2014, 2013, 2012, 2011 and 2010 which require adjustment in the Restated Summary Statement of the Company; and
- e) There are no extra-ordinary items which need to be disclosed separately in the Restated Summary of the Company.

2. Other financial information:

4. We have examined the following 'other financial information' of the company in respect of the period ended 30 September 2014 and for the years ended 31 March 2014, 2013, 2012, 2011 and 2010, proposed to be included in the offer document, as prepared by the management and approved by the Board of Directors and annexed to this report:

- i) Statement of significant accounting policies, as restated (Annexure 4);
- ii) Statement of notes to restated summary statement of the company (Annexure 5);
- iii) Statement of reconciliation of restated profit/(loss) to profit/(loss) as per audited financial statements (annexure 6);
- iv) Statement of share capital, as restated (Annexure 7);
- v) Statement of reserve and surplus, as restated (Annexure 8);
- vi) Statement of long term borrowings as restated (Annexure 9);
- vii) Statement of deferred tax asset/(Liabilities) (net), as restated (Annexure 10);
- viii) Statement of other long term Liabilities, as restated (Annexure 11);
- ix) Statement of short term borrowings, as restated (Annexure 12);
- x) Statement of trade payables, as restated (Annexure 13);
- xi) Statement of other current liabilities, as restated (Annexure 14);
- xii) Statement of short term provisions, as restated (Annexure 15);
- xiii) Statement of fixed assets, as restated (Annexure 16);
- xiv) Statement of investments, as restated (Annexure 17);
- xv) Statement of Loans and advances, as restated (Annexure 18);
- xvi) Statements of inventories, as restated (Annexure 19);
- xvii) Statement of trade receivables, as restated (Annexure 20);
- xviii) Statement of cash and bank balances, as restated (Annexure 21);
- xix) Statement of other income, as restated (Annexure 22);
- xx) Statement of cost of material consumed, as restated (Annexure 23);



- xxi) Statement of change in inventory of finished goods, work-in-process and trade goods, as restated (Annexure 24);
 - xxii) Statement of employee benefit expenses, as restated (Annexure 25);
 - xxiii) Statement of finance cost, as restated (Annexure 26);
 - xxiv) Statement of other expenses, as restated (Annexure 27);
 - xxv) Statement of capitalization as at September 30, 2014 (Annexure 28)
 - xxvi) Statement of tax shelter, as restated (Annexure 29) and
 - xxvii) Statement of accounting ratios , as restated (Annexure 30)
 - xxviii) Statement of Details of dividend, as restated (Annexure 31)
5. In our opinion, the 'Financial information as per the Restated Summary Statements of the Company' and 'other financial information' mentioned above for the period ended 30 September 2014 and for the year ended 31 March 2010, 2011, 2012, 2013 and 2014 have been prepared in accordance with Part 1 of the companies act, 2013 and the relevant provisions of the SEBI Regulations.
6. This report should not be in any way constructed as a re-issuance or re-dating of any of the previous audit reports issued by M/s VSD & Associates (Firm Registration No. 08726N)) or by us nor should it be constructed as new opinion on any of the financial statements referred to therein.
7. This report is intended solely for your information and for inclusion in the offer document in connection with the IPO of the equity shares of the company and is not to be used, referred to or distributed for any other purpose without our prior written consent.

FOR NAVDEEP SINGH & CO.
CHARTERED ACCOUNTANTS
FIRM REGISTRATION NO.:08400N

Sd/-
NAVDEEP SINGH CHOUDHARY
PARTNER
MEMBERSHIP NO.:034979



ANNEXURE -1- SUMMARY OF STATEMENT OF ASSETS AND LIABILITIES, AS RESTATED

Particulars	Annexure	As At 30th'Sept 2014	As at 31 March				
			2014	2013	2012	2011	2010
			Amount	Amount	Amount	Amount	Amount
Equity and Liabilities							
Share Capital	7	72,462,170	72,462,170	69,962,170	69,962,170	69,962,170	67,963,420
Reserve and Surplus	8	389,854,936	367,633,656	280,827,745	253,811,804	195,838,978	140,564,066
Share Application Money Pending Allotment				9,040,000		50,000,000	13,400,000
Sub Total		462,317,106	440,095,826	359,829,915	323,773,974	315,801,148	221,927,486
Non Current Laibilities							
Long Term Borrowings	9	169,342,377	181,471,519	129,791,521	89,767,822	124,552,164	143,083,108
Deferred Tax Liabilities (net)	10	30,590,429	30,195,551	32,007,042	30,233,629	27,183,933	24,001,615
Other Long Term Liabilities	11	6,801,914	6,276,534	5,283,415	4,586,447	745,000	-
Sub Total		206,734,719	217,943,604	167,081,978	124,587,898	152,481,097	167,084,723
Current Liabilities							
Short Term Borrowings	12	170,027,462	124,027,532	92,232,489	49,139,444	36,677,241	87,479,507
Trade Payables	13	17,946,643	46,364,163	72,553,948	42,466,347	62,760,281	110,443,367
Other Current Liabilities	14	48,177,478	57,263,978	97,478,561	39,070,225	14,488,962	9,057,139
Short Term Provisions	15	19,694,141	25,096,740	16,590,638	23,661,256	16,079,053	18,964,121
Sub Total		255,845,724	252,752,413	278,855,636	154,337,272	130,005,537	225,944,134
Total		924,897,549	910,791,843	805,767,529	602,699,144	598,287,781	614,956,343
Assets							
Non Current Assets							
Fixed Assets							
- Tangible Assets	16	384,269,326	381,830,257	374,886,119	372,748,808	384,118,493	388,545,811
- Intangible Assets							
Non Current Investments	17	277,058,619	267,798,519	143,664,964	20,004,401	29,100,520	22,009,943
Long Term Loans and Advances	18	5,109,154	5,228,648	5,235,007	7,963,081	6,666,081	7,226,408
Other non Current Assets							
Sub Total		666,437,099	654,857,424	523,786,090	400,716,290	419,885,094	417,782,162
Current Assets							
Current Investments	17	2,008,968	2,011,968	11,165,254	2,702,851	1,095,851	306,990
Inventories	19	140,021,002	114,498,753	89,576,589	99,909,227	122,530,047	126,344,667
Trade Receivables	20	53,635,986	81,450,875	105,472,073	47,387,976	22,779,208	24,968,737
Cash and Bank Balances	21	500,780	2,032,879	25,597,942	1,045,139	4,965,082	14,655,007
Short Term Loans and Advacnes	18	62,293,714	55,939,944	50,169,581	50,937,661	27,032,499	30,898,780
Other Current Assets							
Sub Total		258,460,450	255,934,419	281,981,439	201,982,854	178,402,687	197,174,181
Total		924,897,549	910,791,843	805,767,529	602,699,144	598,287,781	614,956,343

Note:

The Above Statement should be read with the Statement of Notes to Restated Statements of the Company in Annexure-5.

ANNEXURE -2- SUMMARY STATEMENT OF PROFIT AND LOSSES, AS RESTATED

Particulars	Annexure	As at	As at 31 March				
		30th'Sept	2014	2013	2012	2011	2010
		Amount	Amount	Amount	Amount	Amount	Amount
Revenue							
Revenue from Operations of Product Manufactured (Gross)		525,955,539	926,484,958	892,160,920	739,858,482	629,155,053	496,477,021
Less- Excise Duty		33,861,353	58,952,728	62,959,020	50,375,139	49,091,950	43,483,814
Revenue from Operations (Net)		492,094,186	867,532,230	829,201,900	689,483,343	580,063,103	452,993,207
Other Income	22	19,203,405	61,432,323	29,831,697	30,264,297	13,375,093	2,896,621
Total Rs		511,297,590	928,964,553	859,033,597	719,747,640	593,438,196	455,889,828
Expenses							
Cost of Materials Consumed	23	354,288,321	592,636,645	557,980,382	381,568,549	334,848,203	269,728,075
Changes in Inventories of Finished Goods and WIP	24	(11,642,036)	(15,805,218)	10,439,285	40,516,895	3,081,379	(38,788,622)
Employee Benefit Expenses	25	26,205,089	55,279,211	51,127,514	31,293,180	27,063,046	26,447,101
Finance Cost	26	17,200,251	40,484,720	29,576,523	25,185,705	29,368,265	26,873,356
Depreciation and Amortization Expenses	16	15,785,019	25,815,869	24,242,357	32,038,092	29,531,002	26,602,636
Other Expenses	27	86,844,788	175,860,858	151,130,047	174,343,571	143,046,028	126,394,866
Total Rs		488,681,433	874,272,085	824,496,108	684,945,992	566,937,923	437,257,412
Profit Before Exceptional & Extra ordinary items and Tax		22,616,158	54,692,468	34,537,489	34,801,648	26,500,273	18,632,416
Exceptional and Extra ordinary items							
Profit on Sale of Investments					42,822,322		
Profit Before Tax		22,616,158	54,692,468	34,537,489	77,623,970	26,500,273	18,632,416
Tax							
Current Income Tax		4,523,232	10,837,477	6,967,011	15,595,653	5,644,850	2,834,737
Dividend Tax			615,747	567,743	-	-	-
Deferred Tax		394,878	(1,811,491)	1,773,414	3,049,695	3,182,314	2,045,060
Wealth Tax			106,299	75,999	30,206	24,161	598,765
Mat Tax Entitlement		(4,523,232)	(5,611,037)	(5,360,731)	(1,144,856)	1,014,229	(938,381)
		394,878	4,136,995	4,023,436	17,530,698	9,865,554	4,540,181
Net Profit as Restated		22,221,280	50,555,473	30,514,053	60,093,272	16,634,719	14,092,235

Note:

The Above Statement should be read with the Statement of Notes to Restated Statements of the Company in Annexure-5.

ANNEXURE -3- STATEMENT OF CASH FLOWS, AS RESTATED

Particulars	Annexure	As At 30th'Sept	As at 31 March				2010
		Amount	2014 Amount	2013 Amount	2012 Amount	2011 Amount	
A- CASH FLOW FROM OPERATING ACTIVITIES							
Net Profit before Tax , as Restated		22,616,158	54,692,468	34,537,489	77,623,970	26,500,273	18,632,416
Adjustments for:							
Depreciation and Amortization		15,785,019	25,815,869	24,242,357	32,038,092	29,531,002	26,602,636
Profit/ Loss on sale of Fixed Assets			(25,032,170)	(435,526)	(42,851,048)	132,549	(50,976)
Interest Costs		16,940,417	38,125,494	26,168,840	22,550,451	27,280,096	23,369,274
Income Written Back		-	(11,737)	(52,093)	(6,345)		
Bad Debts Written off					-		
Profit on Sale of Investments		-	(520,000)	-			
Operating Profit Before Working Capital Changes		55,341,594	93,069,924	84,461,067	89,355,120	83,443,920	68,553,350
Adjustments for:							
Current Assets		(4,058,130)	(6,671,329)	(46,983,379)	(30,982,002)	5,637,700	(53,456,955)
Current Liabilities		3,093,311	(26,091,486)	124,570,460	24,338,080	(56,655,469)	68,276,821
Non current Assets		119,494	6,359	2,728,074	(1,297,000)		(1,792,322)
Non Current liabilities		(11,208,885)	51,381,626	42,494,080	(27,893,199)	(54,922,696)	(631,965)
Appropriation/Adjustments in Reserves		-	(7,626,453)	-			
Income Tax Adjustment		(394,878)	(4,136,995)	(4,023,436)	(17,634,492)	(3,738,919)	(1,913,854)
Cash Generated from Operating Activities	A	42,892,507	99,931,646	203,246,866	35,886,507	(26,235,464)	79,035,075
B- CASH FLOW FROM INVESTING ACTIVITIES							
Purchase of Fixed Assets		(18,798,944)	(46,585,837)	(26,632,887)	(21,810,141)	(27,860,927)	(102,896,221)
Sale of Fixed Assets		574,855	38,858,000	688,745	45,458,022	2,991,000	30,457,259
Increase in Investments		(9,260,100)	(114,980,269)	(132,122,966)	9,096,119	(7,090,577)	(88,335)
Net Cash Generated from Investing Activities	B	(27,484,189)	(122,708,106)	(158,067,108)	32,744,000	(31,960,504)	(72,527,297)
C CASH FLOW FROM FINANCING ACTIVITIES							
Increase in Share Capital (including share application money and premium)		-	40,960,000	9,040,000	(50,000,000)	76,575,000	30,900,000
Dividends		-	(3,623,109)	(3,498,112)			
Interest Paid during the year		(16,940,417)	(38,125,494)	(26,168,840)	(22,550,451)	(27,280,096)	(23,369,274)
Net Cash Generated from Financing Activities	C	(16,940,417)	(788,603)	(20,626,952)	(72,550,451)	49,294,904	7,530,726
Net Cash Flow During the Year (A+B+C)		(1,532,099)	(23,565,063)	24,552,806	(3,919,944)	(8,901,064)	14,038,504
NET INCREASE IN CASH AND CASH EQUIVALENTS		(1,532,099)	(23,565,063)	24,552,803	(3,919,943)	(8,901,064)	14,038,504

ANNEXURE -4-STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES AS RESTATED**a) SIGNIFICANT ACCOUNTING POLICIES****a. ACCOUNTING CONVENTION**

The financial statements have been prepared and presented under the historical cost convention on accrual basis of accounting, as applicable to a going concern in accordance with generally accepted accounting principles in India, mandatory accounting standards prescribed in the Companies (Accounting Standard) Rules, 2006 issued by the Central Standards and in accordance with the relevant provisions of the Companies Act, 1956 to the extent applicable. The financial statements are presented in Indian Rupees rounded off to the nearest rupee.

b. USE OF ESTIMATES

The preparation of financial statements in confirmation with the generally accepted accounting principles (GAAP) requires management to make estimates and assumptions that affect the reported amount of assets and liabilities, the disclosure of contingent assets and liabilities on the date of the financial statements and the reported amount of revenues and expenses during the reported period. Management believes that the estimates made in preparation of financial statements are prudent and reasonable. Actual results could differ from those estimates. Difference between the actual results and estimates are recognized in the period in which the results and estimates are recognized in the period in which results are known/ materialized.

c. INVENTORIES

Inventories have been valued as under:

Raw materials- At cost

Work in progress - At raw material cost plus conversion cost

Finished goods- At lower of cost or estimated realizable value

Consumable stores & tools- At cost

Scrap- At estimated realizable value

Stationery- At cost

The valuation of inventory has been made as per the requirement of AS-2 prescribed under the companies (accounting standards) rules, 2006.

d. FIXED ASSETS

1. Fixed assets are stated at their original cost of acquisition or construction and subsequent thereto less accumulated depreciation (except land)
2. Cost comprises of purchase price and all expenses directly attributable to the acquisition or construction of the asset.
3. Additions to fixed assets are normally accounted on cost basis (net of CENVAT and VAT credits) including the cost of installation , pre operative expenses, identifiable trial run expenses where incurred , eligible adjustment of accounts of foreign exchange fluctuation . pre operative and identifiable trail run expenses incurred by the company up to the date eligible assets are put to use for commercial production are allocated to them in the proportion to their cost.
4. The building under construction is transferred to building on the date of completion of construction as certified by the management.
5. The preoperative expenditure related upto starting up of the project not directly attributable to any particular fixed assets are capitalized under the head preoperative expenditure on the assets of balance sheet in the previous year.

e. DEPRECIATION

1. Up to 31st March 2014, depreciation was charged at the rates prescribed in Schedule XIV to the Companies Act, 1956. Effective from 1st April 2014, the Company has charged depreciation based on the revised remaining useful life of assets as per the requirements of Schedule II to the Companies Act, 2013.
- b) Addition/Deletion to fixed asset during the year is being depreciated on pro-rata basis with respect to the period of use.
- c) Fixed assets costing not more than RS. 5000/- are depreciated at the rate of 100% on pro-rata basis with respect to the period of use.

f. RECOGNITION OF INCOME

The company has recognized all incomes on accrual basis on accrual basis of accounting as per the provisions of Accounting Standard 9 – “Revenue Recognition “prescribed under Companies (Accounting Standards) Rules, 2006.

Sales are recognized on transfer of significant risk and rewards to the customer that usually takes place on dispatch of goods to the customer from the factory / storage area.

g. EXPENSES

The Company has recognized all expenses on accrual basis of accounting.

h. FOREIGN CURRENCY TRANSACTIONS

Transactions in foreign currency are recorded in terms of the Accounting standard 11 (Revised 2003) – “ The effects of changes in Foreign Exchange Rates “ prescribed under The Companies (Accounting Standards) Rules , 2006 at the exchange rates prevailing on the dates of the transaction . Net exchange gain or loss resulting in respect of foreign exchange transactions settled during the period is recognized in the Profit & Loss Account except for the resultant net exchange gain or loss on account of imported fixed assets , which is adjusted in the carrying amount of the related fixed assets.

i. INVESTMENTS

Long Term Investments are stated at cost as per the requirements of Accounting Standard – 13, “Accounting for Investments “, prescribed under the Companies 9 Accounting Standards) Rules, 2006. The Borrowing Cost as per Accounting Standard -16 to the qualifying assets has been capitalized. Provision for diminution in the value of long – term investment is made only if such decline is other than temporary in the opinion of the management.

j. PROVISION FOR RETIREMENT BENEFITS

1. Periodical contributions made to the concerned authorities towards Provident Fund Employees Welfare Fund and ESI are charged to Revenue on accrual basis.
2. Provision for gratuity and for leave salary in respect of unavailed leave of employees payable on retirement or otherwise outstanding as at the date of the balance sheet is made based on an actuarial valuation made by an independent actuary.

k. BORROWING COSTS

Borrowing cost that is attributable to the acquisition or construction of a qualifying asset is capitalized as part of the cost of such asset. Other borrowing costs are recognized as an expense in the period in which they are incurred.

I. EARNING PER SHARE

The basic earning per equity shares are computed by dividing the net profit or loss attributable to the equity share holders for the period by the weighted average number of equity shares outstanding during the reporting period. The number of shares used in computing diluted earnings per share comprises the weighted average number of shares considered for driving basic earnings per share and also the weighted average number of equity shares, which may be issued on the conversion of all dilutive potential, unless the results would be anti dilutive.

m. TAXATION

Income tax comprises current tax, deferred tax.

Current Taxes

Provision for Current tax is recognized in accordance with the provisions of the Income Tax Act, 1961 and is made annually based on the tax liability after taking credit for tax allowances and exemptions.

Deferred Tax

Deferred tax assets and liabilities are recognized for the future tax consequences attributable to timing differences that result between the profits offered for income taxes and the profits as per the financial statements. Deferred tax assets and liabilities are measured using the tax rates and tax laws that have been enacted or substantively enacted at the balance sheet date. Deferred tax assets are recognized only to the extent there is reasonable certainty that the assets are realized in the future. Deferred tax assets are reassessed for the appropriateness of their respective carrying values at each Balance Sheet data.

n. IMPAIRMENT OF ASSETS

In accordance with the provisions of AS-28 “Impairment of Assets” prescribed under The Companies (Accounting Standards) Rules, 2006, the carrying amounts of the company’s assets are reviewed at each balance sheet date to determine whether there is any impairment. An asset is treated as impaired when the carrying cost of assets exceeds its recoverable value. An impairment loss is charged to Profit and Loss Account in the year in which an asset is identified as impaired. The impairment loss recognized in prior accounting period is reversed if there has been a change in the estimate of recoverable amount.

o. PROVISION, CONTINGENT LIABILITIES AND CONTINGENT ASSETS

Provisions involving substantial degree of estimation in measurement are recognized when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources. Contingent liabilities are not recognized but are disclosed in the notes.

Provisions are reviewed at each balance sheet date and adjusted to reflect the current best estimate. If it is no longer probable that the outflow of resources would be required to settle the obligation, the provision is reversed.

Contingent assets are not recognized in the financial statements. However contingent assets are assessed continually and if it is virtually certain that an economy benefit will arise, the asset and related income are recognized in the period in which change occurs.

p. CASH FLOW STATEMENT

Cash flows are reported using the indirect method as set out in the Accounting Standard 3 on cash flow statement prescribed under the Companies (Accounting Standards) Rules, 2006, whereby net profit before tax is adjusted for the effects of the transactions of non cash nature and any deferrals or accruals of the past or future cash receipts or payments. The cash flows from regular revenue generating, investing and financing activities of the company are segregated.

ANNEXURE -5- STATEMENT OF NOTES TO RESTATED SUMMARY STATEMENTS OF THE COMPANY

a) RETIREMENT BENEFITS

The disclosures as per the revised Accounting Standard – 15 on “Employee Benefits” prescribed under The Companies (Accounting Standards) Rules, 2006 are as follows:

GRATUITY

Particulars	2013-14	2012-13	2011-12	2010-11	2009-10
Present Value of obligation as at the beginning of the year	46,94,262	37,32,239	30,25,416	30,92,683	24,36,327
Current Service Cost	5,85,364	5,16,200	3,75,528	2,86,026	3,52,471
Interest Cost	4,22,484	2,98,579	2,57,865	2,47,415	1,94,106
Benefits Paid	(83,077)	(3,28,886)	(4,16,077)	(7,04,643)	(1,65,529)
Actuarial Cost / (gain)	(1,12,119)	4,76,130	4,89,507	1,03,935	2,85,308
Present Value of obligation as at the end of the year	55,06,914	46,94,262	37,32,239	30,25,416	30,92,683

For the Period ending 30th Sept 2014, the provisions are based upon the estimates prepared by the management.

LEAVE SALARY

Particulars	2013-14	2012-13	2011-12	2010-11	2009-10
Present Value of obligation as at the beginning of the year	8,59,571	6,21,358	4,85,369	4,53,277	3,68,399
Current Service Cost	1,58,911	2,01,919	1,51,513	1,03,633	1,20,642
Interest Cost	77,361	47,709	41,369	36,262	29,472
Benefits Paid	(8,52,453)	(18,425)	(70,237)	(4,23,478)	(3,87,356)
Actuarial loss / (gain)	6,00,494	5,010	13,344	3,15,675	3,22,120
Present Value of obligation as at the end of the year	8,43,884	8,59,571	6,21,358	4,85,369	4,53,277

For the Period ending 30th Sept 2014, the provisions are based upon the estimates prepared by the management.

b) PRINCIPAL ACTUARIAL ASSUMPTIONS

Particulars	2013-14	2012-13	2011-12	2010-11	2009-10
Discount Rate	9.00%	8.00%	8.50%	8.00%	8.00%
Rate of Increase in compensation levels	5.50%	5.50%	6.00%	5.50%	5.50%
Expected Rate of Return on Plan Assets	NA	N.A.	NA	N.A.	N.A.
Average remaining working lives if employees (years)	19.6	20.08	17.55	16.69	20.00

LEAVE SALARY

Particulars	2013-14	2012-13	2011-12	2010-11	2009-10
Discount Rate	9.00%	8.00%	8.50%	8.00%	8.00%
Rate of Increase in compensation	5.50%	5.50%	6.00%	5.50%	5.50%



levels					
Expected Rate of Return on Plan Assets	N.A.	N.A.	N.A.	N.A.	N.A.
Average remaining working lives if employees (years)	19.6	20.32	17.55	16.69	20.00

b) BORROWING COST

Borrowing Cost Capitalized on Qualifying Assets: Rs.73.59 lacs in FY 2013-14 and Rs 0.10 lacs during the year 2009-10

c) SEGMENT REPORTING

The Company is primarily engaged in one Business Segment (Manufacturing of auto springs and circlips) and mainly one Geographical Segment (India). The ratio of export sales to the total turnover is insignificant and hence does not qualify to be a reportable segment as envisaged in the Accounting Standard 17 – “ Segment Reporting “ prescribed under The Companies (Accounting Standard) Rules , 2006.

d) RELATED PARTY DISCLOSURES

Related Party relationships / transactions (excluding reimbursements) Warranting disclosures under AS 18 – “Related Party Disclosures “Prescribed under The Companies (Accounting Standards) Rules, 2006 are as under:

Sr. No.	Name of Related Party	Nature of Relationship	Nature of Transaction	Upto 30 Sept 2014	2013-14	2012-13	2011-12	2010-11	2009-10
1.	Mr Manoj Singhal	Key Managem nt Personal	Director Remuneration Paid	90,00,000	160,00,000	97,50,000	75,00,000	36,00,000	36,00,000
			Office Rent Paid	4,50,000	9,00,000	9,00,000	9,00,000	9,00,000	7,42,500
			Loan Received				1,77,392	8,00,000	
			Loan Repaid					6,22,608	
			Medical reimbursement paid		1,65,652	15,49,364	15,48,259		
			Share Capital received/allotted		475,00,000	65,40,000		56,00,000	4,00,000
			Assignment of Keyman Insurance Policy				1,66,00,000		
			Car Sold						1,75,000
			Refund/Adjustment of Security Deposit					8,10,000	17,42,500
2	Mrs. Malti Syngle	Key managem nt Personal	Director Remuneration Paid	21,00,000	42,00,000	37,50,000	36,00,000	36,00,000	36,00,000
			Medical						



3	Mr. T.K. Magazine	Wholetime Director	Reimbursement		1,32,475	1,07,298	58,189		
			Share Capital received/allotted					2,50,000	
4	MM Asan Auto Limited	Subsidiary	Adjustment of Unsecured Loan						59,097
			Remuneration	1,89,000	8,40,000	3,35,000			
5	MNS Global Finance Pvt Ltd	Associate	Reimbursement of Rent and other shared costs received	41,73,600	95,96,629	75,82,508			
			Interest received		43,29,355	7,15,926	69,00,000	62,90,000	354,51,057
6	M M Vidyut Pvt Ltd	Subsidiary	Advances Received		380,00,000	21600,000			
			Advances Given						75,70,943
7	Hitkari Automobiles Pvt Ltd	Associate	Advances Repaid				64,95,723	4,23,644	
			Interest paid		87,682			75,70,943	
			Shares Alloted		25,00,000				
			Loan Received		10,00,000	29,50,000			
			Loan Given	8,00,000				15,00,000	
			Sale of Shares			15,60,000		10,00,000	10,00,000
			Amount paid on behalf of company adjusted with loan						
			Share Capital subscribed						2,80,000
			Expenditure paid				5,00,000		
			Share Capital received/allotted					16,00,000	
	MMR Packaging								



8	Pvt Ltd	Subsidiary	Loan given	71,10,000					11951
9	M and M Appartment Private Ltd.	Significant influence	Share Capital received/alloted						55,00,000

Related party relations are identified by the company and relied upon by the auditors.

e) EARNING PER SHARE (EPS)

Pursuant to the Accounting Standard – 20 , “ Earning Per Share “ , issued by the Institute of Chartered Accountants of India , the value of EPS is calculated as below:

Particulars	As On 30 Sept 2014	2013-14	2012-13	2011-12	2010-11	2009-10
BASIC EARNING PER SHARE						
Net Profit attributable to equity shareholders	2,22,21,280	5,05,55,473	3,05,14,053	6,00,93,272	1,66,34,719	1,40,92,235
Weighted average number of equity shares	72,46,217	70,21,217	69,96,217	69,96,217	68,16,330	67,17,592
Basic Earning Per Share	3.06	7.23	4.36	8.59	2.44	2.10
DILUTED EARNING PER SHARE						
Net Profit attributable to equity shares	2,22,21,280	5,05,55,473	3,05,14,053	6,00,93,272	1,66,34,719	1,40,92,235
Weighted average number of equity shares (including potential equity shares)	72,46,217	70,21,217	69,96,217	69,96,217	68,16,330	67,17,592
Diluted Earning Per Share	3.06	7.23	4.36	8.59	2.44	2.10

f) TAXATION

Income Tax

The Company has one unit situated in the area specified under section 80 IC of the Income Tax Act in the state of Uttarakhand that is in Haridwar. The Company is taking the benefit of the deduction available under the provisions.

Deferred tax

Pursuant to accounting standards for taxes on income AS-22 deferred tax liabilities at the end of the year is as follows:

Particulars	Up to 30 Sept 2014	2013-14	2012-13	2011-12	2010-11	2009-10
Deferred tax liability on Account of depreciation	3,30,91,593	3,24,77,717	3,27,09,179	3,05,75,348	2,85,30,206	2,52,15,538
Less: deferred tax asset on account Of provision for leave encashment, Gratuity and Bonus	25,01,165	22,82,166	7,02,137	3,41,719	13,46,273	12,13,923
Net deferred tax liability	3,05,90,428	3,01,95,551	3,20,07,042	3,02,33,629	2,71,83,933	2,40,01,615

g) Sundry creditors

The company has not received any intimation from suppliers regarding their status under the micro, small and medium enterprises development act, 2006 and hence disclosures, if any relating to amounts unpaid as at the yearend together with interest paid/ payable as required under the said act have not been given.

(h) Contingent Liabilities

Contingent liabilities not provided for are as follows:

Particulars	Up to 30 Sept 2014	2013-14	2012-13	2011-12	2010-11	2009-10
Bank guarantee	-	-	-	-	Rs. 2,00,000	-
Letter of credit	USD 147005	-	USD 208390	USD 25575	USD 35640	-
Corporate Guarantee given to SBI on behalf of MM Asan Auto Ltd	Rs 590,00,000	Rs 590,00,000	Rs 590,00,000	Rs 590,00,000	Rs 590,00,000	-

i) Additional information pursuant to the provisions of paragraphs 3 and 4 of part II of schedule VI to the companies act, 1956 is as under in respect of payment to Auditors.

Particulars	Up to 30 Sept 2014	2013-14	2012-13	2011-12	2010-11	2009-10
Audit Fees	3,30,000	6,73,488	6,28,000	3,15,000	1,76,480	1,76,480
As Reimbursement	-	-	-	-	18,783	28,057

j) An amount of Rs 8683387/ has been levied as Interest and Duty for not complying with Export Commitments about 6-8 years ago by Government of India. Since these did not relate to the period 2013-14 and pertained to period ranging 6-8 years ago, the same has not been debited to Profit and loss account and is reflected by way of adjustment in Reserve and Surplus for the year 2013-14.

k) Details of Directors Remuneration

Remuneration of directors (including managing directors) is as under:

Sl. No.	Name & Designation	Upto 30 Sept 2014	2013-14	2012-13	2011-12	2010-11	2009-10
1	Mr Manoj Singhal (Chairman & Mg. Director)	90,00,000*	160,00,000/-*	75,00,000/-*	75,00,000/-*	36,00,000*	36,00,000*
2	Mrs. Malti Syngle (Director)	21,00,000*	42,00,000/-*	36,00,000/-*	36,00,000/-*	36,00,000/-*	36,00,000/-*
3	Mr. T.K. Magazine	1,89,000*	8,40,000/-*	3,35,000/-*			

* Excluding provision for Gratuity and Leave Encashment, if any.

The total remuneration as stated above is within the maximum permissible limits prescribed under clause B, Part II of schedule XIII of the Companies Act, 1956

1. Foreign Exchange Earnings and Outgo

Expenditure in Foreign Exchange	Up To 30 Sept 2014	2013-14	2012-13	2011-12	2010-11	2009-10
- CIF value of Raw	1,23,44,061	3,60,30,826	1,29,10,911/-	1,70,15,794	59,11,607	2,49,645



Material						
- Capital Goods		NIL	NIL	NIL	NIL	1,97,18,955
- Others		Nil	26,11,750	1,08,04,320	26,95,894	10,03,411
Foreign Exchange Earned (FOB Value of Export Sales)	17,58,082	20,05,779	59,370	NIL	2,32,315	

ANNEXURE-6- STATEMENT OF RECONCILIATION OF RESTATED PROFITS AS PER AUDITED FINANCIAL STATEMENTS

Particulars	As at 30th'Sept Amount	As at 31 March				
		2014	2013	2012	2011	2010
		Amount	Amount	Amount	Amount	Amount
Profit after tax (as per audited financials)	22,221,280	50,569,602	30,671,623	59,707,551	16,554,596	11,841,971
Reinstatement adjustments						
Other Income		(11,974)	(317,321)	(1,564,730)	126,651	-
Prior Period Expenses			183,788	(125,038)	(58,750)	
Bad Debts Written Off				2,016,650		2,295,135
Tax Impact on Restatement adjustments		(2,155)	(24,036)	58,839	12,222	(44,870)
Profit after tax as restated	22,221,280	50,555,473	30,514,054	60,093,272	16,634,719	14,092,236

Notes:

1. During the FY 2010-11 Rs 1,90,670/ in FY 2011-12 Rs 15,64,730/ and in FY 2013-14 Rs 11,974/ has been credited as write back of old credit balances and have been adjusted against opening Reserves as on 1/4/2009.
2. During the FY 2012-13 an amount of Rs 3,17,321/ write back of credit balances has been adjusted in respective year.
3. During the FY 2011-12 Rs 58,750/ and in FY 2012-13 Rs 1,83,788/ in respect of prior period expenses has been adjusted in respective years.
4. During the FY 2009-10 Rs 22,95,135/ and in FY 2011-12 Rs 20,16,650/ relate to Bad Debts Written off has been adjusted against opening balances as they pertained to earlier years.
5. The Restated summary statements have been adjusted for tax impact of the restatement adjustments identified above.

ANNEXURE -7- STATEMENT OF SHARE CAPITAL, AS RESTATED

Particulars	As At 30th 'Sept 2014		As at 31 March									
			2014		2013		2012		2011		2010	
	Number	Amount	Number	Amount	Number	Amount	Number	Amount	Number	Amount	Number	Amount
Authorised Share Capital												
Equity Shares of Rs 10 Each	8,000,000	80,000,000	8,000,000	80,000,000	8,000,000	80,000,000	8,000,000	80,000,000	8,000,000	80,000,000	8,000,000	80,000,000
Preference Shares of Rs 100 Each	200,000	20,000,000	200,000	20,000,000	200,000	20,000,000	200,000	20,000,000	200,000	20,000,000	200,000	20,000,000
Total	8,200,000	100,000,000	8,200,000	100,000,000	8,200,000	100,000,000	8,200,000	100,000,000	8,200,000	100,000,000	8,200,000	100,000,000
Issued Subscribed and Fully Paid Up												
Equity Shares of Rs 10 Each	7,246,217	72,462,170	7,246,217	72,462,170	6,996,217	69,962,170	6,996,217	69,962,170	6,996,217	69,962,170	6,796,342	67,963,420
Preference Shares of Rs 100 Each	-	-	-	-	-	-	-	-	-	-	-	-
Total	7,246,217	72,462,170	7,246,217	72,462,170	6,996,217	69,962,170	6,996,217	69,962,170	6,996,217	69,962,170	6,796,342	67,963,420
a. Reconciliation of Equity Share Capital												
Balance at the Beginning of the Year	7,246,217	72,462,170	6,996,217	69,962,170	6,996,217	69,962,170	6,996,217	69,962,170	6,796,342	67,963,420	6,708,842	67,088,420
Add- Share Issued during the year			250,000	2,500,000	-	-	-	-	199,875	1,998,750	87,500	875,000
Balance at the End of the Year	7,246,217	72,462,170	7,246,217	72,462,170	6,996,217	69,962,170	6,996,217	69,962,170	6,996,217	69,962,170	6,796,342	67,963,420
b. Shareholders holding more than 5% of the shares												
Equity Shares of Rs 10 Each												
Mr. Manoj Singhal	3,310,150	46	3,310,150	46	3,064,733	43	3,064,733	43	2,692,833	38	2,677,833	38
MNS Global Finance Pvt Ltd (a related Party)	3,179,916	44	3,179,916	44	3,167,416	45	3,167,416	45	3,167,416	45	3,163,666	46

c) The Company has only one class of Equity Shares having a par value of Rs 10/ each. The Equity Shares have right. Preferences and accordance with the Provisions of Law.

d) No shares were issued as Bonus Shares and for consideration other than cash during the period of five years immediately preceding the reporting date.

ANNEXURE -8- STATEMENT OF RESERVE AND SURPLUS, AS RESTATED

Particulars	As at 30th'Sept	As at 31 March				
	Amount	2014 Amount	2013 Amount	2012 Amount	2011 Amount	2010 Amount
Securities Premium Reserve						
Balance At the Beginning of the year	169,799,775	122,299,775	122,299,775	122,299,775	84,323,525	67,698,525
Add- Additions made during the year		47,500,000			37,976,250	16,625,000
Balance At the end of the year (A)	169,799,775	169,799,775	122,299,775	122,299,775	122,299,775	84,323,525
Surplus in the Statement of Profit & Loss Account						
Balance At the Beginning of the year	197,833,881	158,527,970	131,512,029	73,539,203	56,240,541	44,709,353
Add- Profit for the Year	22,221,280	50,555,473	30,514,053	60,093,272	16,634,719	14,092,235
Less- Dividend		3,623,109	3,498,112			
Less- Appropriations and Tax Adjustments of earlier years		7,626,453		103,795	(663,942)	265,912
Adjustments on Restatement				2,016,650		
Adjustment to Opening Balance (Refer Note-)						2,295,135
Balance At the end of year (B)	220,055,161	197,833,881	158,527,970	131,512,029	73,539,203	56,240,541
Total (A + B)		389,854,936	367,633,656	280,827,745	195,838,978	140,564,066

ANNEXURE -9- STATEMENT OF LONG TERM BORROWINGS, AS RESTATED

Particulars	As at 30th' Sept 2014		As at 31 March									
			2014		2013		2012		2011		2010	
	Non Current Portion	Current Maturities	Non Current Portion	Current Maturities	Non Current Portion	Current Maturities	Non Current Portion	Current Maturities	Non Current Portion	Current Maturities	Non Current Portion	Current Maturities
Secured												
Term Loans from Banks and other Institutions	169,342,377	48,067,500	181,471,519	57,154,000	129,791,521	59,773,477	89,767,822	38,831,000	124,552,164		143,083,108	
The above amount includes												
Secured Borrowings	169,342,377	48,067,500	181,471,519	57,154,000	129,791,521	59,773,477	89,767,822	38,831,000	124,552,164		143,083,108	
Amount disclosed under the head		(48,067,500)		(57,154,000)		(59,773,477)		(38,831,000)				
Current liabilities												
Total	169,342,377		181,471,519		129,791,521		89,767,822		124,552,164		143,083,108	



Details of Repayment, rate of Interest and security details in respect of Term Loans are as at 30/9/14

Name of Bank	Amount Outstanding as at 30/9/14	Repayment Schedule	Rate of Interest	Security
ICICI Bank Ltd	36,060,380	Monthly EMI of Rs 6,70,302/	10.25%	Equitable Mortgage of Property B-204 Indiabulls enigma, Gurgaon
Yes Bank Ltd	30,000,000	Monthly EMI of Rs 6,25,000/ to start from Jan 2015	13.25%	Equitable Mortgage of Plot No 3, Sector-4 Sidkul, Haridwar
India Bulls Housing Finance Ltd	7,824,531	Monthly EMI of Rs 1,17,985/ to start from May 2016	12.50%	Equitable Mortgage of Flat no 21-1704 at India Bulls Green, Panvel.
India Bulls Housing Finance Ltd	7,824,531	Monthly EMI of Rs 1,17,985/ to start from May 2016	12.50%	Equitable Mortgage of Flat no 21-1604 at India Bulls Green, Panvel.
State Bank of India Corporate Term Loan	1,735,224	Monthly Instalment of Rs 52928	14.60%	All State Bank Loans are secured by First Charge on Current Assets and Fixed Asset
State Bank of India Vehicle Loan	384,913	Monthly Instalment of Rs 15952	10.50%	
State Bank of India Corporate : Term Loan	448,534	Monthly Instalment of Rs 23049	14.60%	and Mortgage of Property at 1/3 km stone Khandsa Road, Gurgaon
State Bank of India Term Loan	8,220,218	Quarterly Instalment of Rs 3250000	14.60%	and at 192-A Sector -4 Manesar in addition to Personal Gurantee of Director Mr Manoj Singhal
State Bank of India Corporate : Term Loan	28,002,104	Monthly Instalment of Rs 925000	14.60%	-----do-----
State Bank of India Corporate : Term Loan	113,648	Monthly Instalment of Rs 3688	14.60%	-----do-----
State Bank of India Corporate: Term Loan	1,609,570	Monthly Instalment of Rs 71872	14.60%	-----do-----
State Bank of India Corporate Term Loan	582,912	Monthly Instalment of Rs 30912	14.60%	-----do-----
State Bank of India Corporate: Term Loan	1,457,786	Monthly Instalment of Rs 33500	14.60%	-----do-----
State Bank of India Corporate : Term Loan	26,147,143	Monthly Instalment of Rs 833000	14.60%	-----do-----
State Bank of India Vehicle Loan	165,481	Monthly Instalment of Rs 11701	10.50%	-----do-----
State Bank of India Vehicle Loan	452,353	Monthly Instalment of Rs 63839	10.50%	-----do-----
State Bank of India Vehicle Loan	172,215	Monthly Instalment of Rs 28380	10.50%	-----do-----
State Bank of India Corporate : Term Loan	328,263	Monthly Instalment of Rs 17200	14.60%	-----do-----
State Bank of India Corporate: Term Loan	1,855,740	Monthly Instalment of Rs 94000	14.60%	-----do-----
ICICI Bank Home Loan	61,498,363	Monthly Instalment of Rs 670302 to begin after 36 months from Aug 13	9.75%	Equitqble Mortgage of Property at DLF Crest ,Gurgaon
Axis Bank	1,675,048	Monthly Instalment of Rs 159992	10.25%	Hypothecation of Car
Kotak Mahindra Bank	732,695	Monthly Instalment of Rs 64692		Hypothecation of Car

ANNEXURE -10- STATEMENT OF DEFERRED TAX ASSETS / LIABILITIES (NET), AS RESTATED

Particulars	As at 30th 'Sept 2014	As at 31 March				
		2014	2013	2012	2011	2010
Deferred Tax Liabilities arising on account of :						
Depreciation and amortization	33,091,593	32,477,717	32,709,179	30,575,348	28,530,206	25,215,538
Deferred Tax Assets arising on account of :						
Provision for Gratuity, Leave Encashment & Bonus	2,501,165	2,282,166	702,137	341,719	1,346,273	1,213,923
Deferred Tax Liabilities / (Assets),Net	30,590,429	30,195,551	32,007,042	30,233,629	27,183,933	24,001,615

ANNEXURE -11- STATEMENT OF OTHER LONG TERM LIABILITIES, AS RESTATED

Particulars	As at 30th'Sept	As at 31 March				
		2014	2013	2012	2011	2010
Security Deposits	745,000	745,000	745,000	745,000	745,000	
Provisions for Gratuity and Leave Encashments	6,056,914	5,531,534	4,538,415	3,841,447		
TOTAL	6,801,914	6,276,534	5,283,415	4,586,447	745,000	-

ANNEXURE -12- STATEMENT OF SHORT TERM BORROWINGS, AS RESTATED

Particulars	As at 30th'Sept	As at 31 March				
		2014	2013	2012	2011	2010
Working Capital Borrowings from Banks (Secured)	169,121,156	123,771,226	92,055,097	48,962,052	35,605,299	86,759,507
From Director and Associate Firms (Unsecured)	906,306	256,306	177,392	177,392	1,071,942	720,000
	170,027,462	124,027,532	92,232,489	49,139,444	36,677,241	87,479,507

Name of Bank	Limit / Rate of Interest	Rate of Interest	Amount Outstanding on 30/9/14	Repayment Schedule	Tenure	Security Provided
State Bank of India	Rs 10.50 crs	13.25%	11.96 crs	On Demand	12 Months	First Charge on Current Assets and Mortgage of Property at 1/3 km stone Khandsa Road, Gurgaon and at 192-A Sector -4 Manesar in addition to Personal Gurantee of Director Mr Manoj Singhal
State Bank of India	Rs 1.95 crs	13.25%	1.97 crs	On Demand	6 Months	
Yes Bank	Rs 3.00 crs	12.75%	2.96 crs	On Demand	12 Months	Mortgage of Plot no -3 Sector-4 Sidkul, Haridwar and Suservient charge on Current Assets in addition to Personal Gurantee of Director Mr Manoj Singhal

ANNEXURE -13- STATEMENT OF TRADE PAYABLE, AS RESTATED

Particulars	As at 30th'Sept	As at 31 March				
		2014	2013	2012	2011	2010
Due to Micro, small and Medium Enterprises						
Due to others	17,946,643	46,364,163	72,553,948	42,466,347	62,760,281	110,443,367
Total Rs	17,946,643	46,364,163	72,553,948	42,466,347	62,760,281	110,443,367

ANNEXURE -14- STATEMENT OF OTHER CURRENT LIABILITIES, AS RESTATED

Particulars	As at 30th'Sept	As at 31 March				
		2014	2013	2012	2011	2010
Current Maturities of Long Term Borrowings	48,067,500	57,154,000	59,773,477	38,831,000	14,410,507	
Advances from Customers			97,106	12,225	13,538	9,057,139
Advance Agaisnt sale of Assets			37,498,000			
others	109,978	109,978	109,978	227,000	64,917	
Total Rs	48,177,478	57,263,978	97,478,561	39,070,225	14,488,962	9,057,139

ANNEXURE -15- STATEMENT OF SHORT TERM PROVISIONS, AS RESTATED

Particulars	As at 30th 'Sept 2014	As at 31 March				
		2014	2013	2012	2011	2010
Statutory Dues	8,429,315	2,320,532	2,124,886	1,496,482	1,046,809	2,762,695
Employee Related Payables	4,660,864	4,593,548	4,337,517	4,853,188	4,067,352	835,870
Provision for Gratuity		761,027	935,981	454,165	3,025,416	3,092,683
Provision for Taxation	5,424,756	11,557,370	7,614,770	15,658,506	5,713,881	3,433,502
Dividend Payable		3,623,109				
Other Expenses Payable	1,179,203	2,241,154	1,577,484	1,198,915	2,225,594	8,839,371
Total Rs	19,694,138	25,096,740	16,590,638	23,661,256	16,079,052	18,964,121



ANNEXURE -16- SUMMARY STATEMENT OF FIXED ASSETS, AS RESTATED

For the period ended 30th Sept 2014-

Particulars	Gross Block			Accumulated Depreciation & Amortisation				Net Block		
	As At 1-Apr-14	Addition during the year	Sale/ Adjustments during the Year	As At 30-Sep-14	As At 1-Apr-14	For the Year	Sale/ Adjustments during the Year	As At 30/09/2014	As At 30-Sep-14	As At 31-Mar-14
Land	87,520,593	10,646,038	-	98,166,631	-	-	-	-	98,166,631	87,520,593
Building	100,121,046	-	-	100,121,046	23,173,178	1,586,919	-	24,760,097	75,360,949	76,947,868
Plant and Equipment	377,463,704	7,254,625	-	384,718,329	200,816,254	11,770,850	-	212,587,104	172,131,224	176,647,450
Office Equipments	10,999,912	545,421	-	11,545,333	4,391,348	261,088	-	4,652,436	6,892,897	6,608,564
Electrical & Other Equipments	14,935,199	-	-	14,935,199	4,963,982	354,711	-	5,318,693	9,616,506	9,971,217
Furniture & Fixtures	3,633,391	-	-	3,633,391	2,094,080	172,586	-	2,266,666	1,366,725	1,539,311
Jigs & Fixtures	4,632,880	-	-	4,632,880	1,983,041	220,062	-	2,203,103	2,429,777	2,649,839
Computer Systems	950,219	319,523	-	1,269,742	250,866	75,210	-	326,076	943,666	699,353
Commercial Vehicle	3,941,189	-	-	3,941,189	2,478,435	222,874	-	2,701,309	1,239,880	1,462,754
Cars	23,875,375	19,940	762,427	23,132,888	6,287,102	1,100,755	187,572	7,200,285	15,932,603	17,588,273
Motorcycle & Scooters	397,632	-	-	397,632	228,683	18,888	-	247,571	150,061	168,949
Cycles	22,662	-	-	22,662	11,268	1,076	-	12,344	10,318	11,394
MISC ASSETS										
Each Costing < =Rs. 5000/-										
(a) Furniture & Fixture	170,824	-	-	170,824	170,824	-	-	170,824	-	-
(a) Others	1,116,795	13,397	-	1,130,192	1,102,103	-	-	1,102,103	28,089	14,692
SUB TOTAL (A)	629,781,421	18,798,944	762,427	647,817,938	247,951,164	15,785,019	187,572	263,548,611	384,269,326	381,830,257
Intangible Assets	-	-	-	-	-	-	-	-	-	-
SUB TOTAL (B)	-	-	-	-	-	-	-	-	-	-
Capital Work-in-progress	-	-	-	-	-	-	-	-	-	-
SUB TOTAL (C)	-	-	-	-	-	-	-	-	-	-
Intangible Assets Under Development	-	-	-	-	-	-	-	-	-	-
SUB TOTAL (D)	-	-	-	-	-	-	-	-	-	-
Total [A + B + C + D] (Current Year)	629,781,421	18,798,944	762,427	647,817,938	247,951,164	15,785,019	187,572	263,548,611	384,269,326	381,830,257



For the Year ended 31 March 2014-

Particulars	Gross Block				Accumulated Depreciation & Amortisation				Net Block	
	As At 1-Apr-13	Addition during the year	Sale/ Adjustments during the Year	As At 31-Mar-14	As At 1-Apr-13	For the Year	Sale/ Adjustments during the Year	As At 31-Mar-14	As At 31-Mar-14	As At 31-Mar-13
Tangible Assets										
Land	61,806,137	28,659,172	2,944,716	87,520,593	-	-	-	-	87,520,593	61,806,137
Building	109,825,125	266,300	9,970,379	100,121,046	20,195,070	3,340,315	362,206	23,173,178	76,947,868	89,630,055
Plant and Equipment	363,606,046	14,601,987	744,329	377,463,704	183,248,573	17,856,236	288,556	200,816,253	176,647,451	180,357,473
Office Equipments	10,278,461	1,198,451	477,000	10,999,912	3,883,660	507,687	-	4,391,347	6,608,565	6,394,801
Electrical & Other Equipments	14,935,199	-	-	14,935,199	4,249,394	714,588	-	4,963,982	9,971,217	10,685,805
Furniture & Fixtures	3,586,001	47,390	-	3,633,391	1,864,481	229,599	-	2,094,080	1,539,311	1,721,520
Jigs & Fixtures	4,331,755	301,125	-	4,632,880	1,775,790	207,251	-	1,983,041	2,649,839	2,555,965
Computer Systems	494,336	455,883	-	950,219	116,164	134,702	-	250,866	699,353	378,172
Commercial Vehicle	3,941,189	-	-	3,941,189	2,032,687	445,748	-	2,478,435	1,462,754	1,908,502
Cars	24,338,768	949,176	1,412,569	23,875,375	5,120,021	2,279,606	1,112,524	6,287,103	17,588,272	19,218,747
Motorcycle & Scooters	424,358	60,099	86,825	397,632	234,863	40,522	46,702	228,683	168,949	189,495
Cycles	22,662	-	-	22,662	9,666	1,602	-	11,268	11,394	12,996
MISC ASSETS										
Each Costing <=Rs. 5000/-										
(a) Furniture & Fixture	170,824	-	-	170,824	170,824	-	-	170,824	-	-
(a) Others	1,070,541	46,254	-	1,116,795	1,044,090	58,013	-	1,102,103	14,692	26,451
SUB TOTAL (A)	598,831,402	46,585,837	15,635,818	629,781,421	223,945,283	25,815,869	1,809,988	247,951,164	381,830,257	374,886,119
Intangible Assets	-	-	-	-	-	-	-	-	-	-
SUB TOTAL (B)	-	-	-	-	-	-	-	-	-	-
Capital Work-in-progress	-	-	-	-	-	-	-	-	-	-
SUB TOTAL (C)	-	-	-	-	-	-	-	-	-	-
Intangible Assets under Development	-	-	-	-	-	-	-	-	-	-
SUB TOTAL (D)	-	-	-	-	-	-	-	-	-	-
Total [A + B + C + D]	598,831,402	46,585,837	15,635,818	629,781,421	223,945,283	25,815,869	1,809,988	247,951,164	381,830,257	374,886,119



For the Year ended 31 March 2013-

Particulars	Gross Block			As At 31-Mar-13	Accumulated Depreciation & Amortisation				Net Block	
	As At 1-Apr-12	Addition during the year	Sale/ Adjustments during the Year		As At 1-Apr-12	For the Year	Sale/ Adjustment s during the Year	As At 31-Mar-13	As At 31-Mar-13	As At 31-Mar-12
Tangible Assets										
Land	58,809,396	3,094,241	-	61,903,637	-	-	-	-	61,903,637	58,809,396
Building	109,709,416	115,709	97,500	109,727,625	16,862,804	3,332,266	-	20,195,070	89,532,555	92,846,612
Plant and Equipment	354,897,174	8,872,580	163,708	363,606,046	166,298,561	16,958,001	7,989	183,248,573	180,357,473	188,598,613
Office Equipments	9,265,210	1,013,251	-	10,278,461	3,415,315	468,344	-	3,883,659	6,394,802	5,849,895
Electrical & Other Equipments	14,935,199	-	-	14,935,199	3,539,972	709,422	-	4,249,394	10,685,805	11,395,227
Furniture & Fixtures	3,553,313	32,688	-	3,586,001	1,638,517	225,964	-	1,864,481	1,721,520	1,914,796
Jigs & Fixtures	4,331,755	-	-	4,331,755	1,570,032	205,758	-	1,775,790	2,555,965	2,761,723
Computer Systems	6,569,739	225,543	6,300,946	494,336	6,359,091	58,019	6,300,946	116,164	378,172	210,648
Commercial Vehicle	3,941,189	-	-	3,941,189	1,586,939	445,748	-	2,032,687	1,908,502	2,354,250
Cars	11,225,973	13,112,795	-	24,338,768	3,378,991	1,741,030	-	5,120,021	19,218,747	7,846,982
Motorcycle & Scooters	311,147	113,211	-	424,358	200,540	34,323	-	234,863	189,495	110,607
Cycles	22,662	-	-	22,662	8,064	1,602	-	9,666	12,996	14,598
MISC ASSETS										
Each Costing < =Rs. 5000/-										
(a) Furniture & Fixture	170,824	-	-	170,824	170,824	-	-	170,824	-	-
(a) Others	1,017,672	52,869	-	1,070,541	982,211	61,879	-	1,044,090	26,451	35,461
SUB TOTAL (A)	578,760,669	26,632,887	6,562,154	598,831,402	206,011,861	24,242,357	6,308,935	223,945,283	374,886,119	372,748,808
Intangible Assets	-	-	-	-	-	-	-	-	-	-
SUB TOTAL (B)	-	-	-	-	-	-	-	-	-	-
Capital Work-in-progress	-	-	-	-	-	-	-	-	-	-
SUB TOTAL (C)	-	-	-	-	-	-	-	-	-	-
Intangible Assets Under Development	-	-	-	-	-	-	-	-	-	-
SUB TOTAL (D)	-	-	-	-	-	-	-	-	-	-
Total [A + B + C + D]	578,760,669	26,632,887	6,562,154	598,831,402	206,011,861	24,242,357	6,308,935	223,945,283	374,886,119	372,748,808



For the Year ended 31 March 2012-

Particulars	Gross Block				Accumulated Depreciation & Amortisation				Net Block	
	As At 1-Apr-11	Addition during the year	Sale/ Adjustments during the Year	As At 31-Mar-12	As At 1-Apr-11	For the Year	Sale/ Adjustments during the Year	As At 31-Mar-12	As At 31-Mar-12	As At 31-Mar-11
Tangible Assets										
Land	58,809,396	-	-	58,809,396	-	-	-	-	58,809,396	58,809,396
Building	109,709,416	-	-	109,709,416	13,198,509	3,664,294	-	16,862,803	92,846,613	96,510,907
Plant and Equipment	339,291,810	18,317,429	2,712,065	354,897,174	142,815,458	23,656,183	173,080	166,298,561	188,598,613	196,476,352
Office Equipments	8,281,037	984,173	-	9,265,210	2,988,839	426,476	-	3,415,315	5,849,895	5,292,198
Electrical & Other Equipments	14,921,699	13,500	-	14,935,199	2,830,743	709,229	-	3,539,972	11,395,227	12,090,956
Furniture & Fixtures	3,190,922	362,391	-	3,553,313	1,422,469	216,048	-	1,638,517	1,914,796	1,768,453
Jigs & Fixtures	4,223,010	108,745	-	4,331,755	1,548,364	21,668	-	1,570,032	2,761,723	2,674,646
Computer Systems	6,269,209	300,530	-	6,569,739	6,089,290	269,801	-	6,359,091	210,648	179,919
Commercial Vehicle	4,051,784	487,980	598,575	3,941,189	1,622,694	494,831	530,586	1,586,939	2,354,250	2,429,090
Cars	10,109,143	1,116,830	-	11,225,973	2,357,998	1,020,993	-	3,378,991	7,846,982	7,751,145
Motorcycle & Scooters	333,867	45,503	68,223	311,147	233,042	35,721	68,223	200,540	110,607	100,825
Cycles	16,212	6,450	-	22,662	6,584	1,480	-	8,064	14,598	9,628
MISC ASSETS										
Each Costing < =Rs. 5000/-										
(a) Furniture & Fixture	170,824	-	-	170,824	170,648	176	-	170,824	-	176
(a) Others	951,066	66,606	-	1,017,672	926,262	55,949	-	982,211	35,461	24,804
SUB TOTAL (A)	560,329,395	21,810,137	3,378,863	578,760,669	176,210,900	30,572,850	771,889	206,011,861	372,748,808	384,118,495
Intangible Assets	-	-	-	-	-	-	-	-	-	-
SUB TOTAL (B)	-	-	-	-	-	-	-	-	-	-
Capital Work-in-progress	-	-	-	-	-	-	-	-	-	-
SUB TOTAL (C)	-	-	-	-	-	-	-	-	-	-
Intangible Assets Under Development	-	-	-	-	-	-	-	-	-	-
SUB TOTAL (D)	-	-	-	-	-	-	-	-	-	-
Total [A + B + C + D]	560,329,395	21,810,137	3,378,863	578,760,669	176,210,900	30,572,850	771,889	206,011,861	372,748,808	384,118,495

For the Year ended 31 March 2011-

Particulars	Gross Block			Accumulated Depreciation & Amortisation				Net Block		
	As At 1-Apr-10	Addition during the year	Sale/ Adjustments during the Year	As At 31-Mar-11	As At 1-Apr-10	For the Year	Sale/ Adjustment s during the Year	As At 31-Mar-11	As At 31-Mar-11	As At 31-Mar-10
Land	58,809,396	-	-	58,809,396	-	-	-	-	58,809,396	58,809,396
Building	99,820,618	9,888,798	-	109,709,416	9,839,015	3,359,494	-	13,198,509	96,510,907	89,981,603
Plant & Machinery	330,127,331	9,734,479	570,000	339,291,810	119,760,108	23,059,977	4,628	142,815,457	196,476,352	210,367,223
Office Equipments	8,001,832	279,205	-	8,281,037	2,604,578	384,258	-	2,988,836	5,292,201	5,397,254
Electrical & Other Equipments	14,886,627	35,072	-	14,921,699	2,121,972	708,772	-	2,830,744	12,090,955	12,764,655
Furniture & Fixture	3,114,551	76,371	-	3,190,922	1,222,972	199,496	-	1,422,468	1,768,454	1,891,579
Jigs & Fixtures	4,207,410	15,600	-	4,223,010	1,245,197	303,167	-	1,548,364	2,674,646	2,962,213
Computer Systems	6,191,894	77,315	-	6,269,209	5,969,040	120,249	-	6,089,289	179,920	222,854
Commercial Vehicle	1,949,160	2,225,624	123,000	4,051,784	1,452,814	289,746	119,866	1,622,694	2,429,090	496,346
Cars	7,864,101	5,443,048	3,198,006	10,109,143	2,345,572	671,954	659,528	2,357,998	7,751,145	5,518,529
Motorcycle & Scooters	367,418	42,032	75,583	333,867	258,036	34,023	59,018	233,042	100,825	109,382
Cycles	16,212	-	-	16,212	5,437	1,146	-	6,583	9,629	10,775
MISC ASSETS										
Each Costing <=Rs. 5000/-										
(a) Furniture & Fixture	169,636	1,188	-	170,824	169,636	1,012	-	170,648	176	-
(a) Others	908,871	42,195	-	951,066	894,865	31,397	-	926,262	24,796	14,006
TOTAL	536,435,057	27,860,927	3,966,589	560,329,395	147,889,245	29,164,691	843,039	176,210,894	384,118,493	388,545,811



For the Year ended 31 March 2010-

Particulars	Gross Block			Accumulated Depreciation & Amortisation				Net Block		
	As At 1-Apr-09	Addition during the year	Sale/ Adjustments during the Year	As At 31-Mar-10	As At 1-Apr-09	For the Year	Sale/ Adjustment s during the Year	As At 31-Mar-10	As At 31-Mar-10	As At 31-Mar-09
Land	57,854,250	955,146	-	58,809,396	-	-	-	-	58,809,396	57,854,250
Building	86,959,180	12,861,438	-	99,820,618	6,536,343	3,302,672	-	9,839,015	89,981,603	80,422,837
Building Under Construction	11,047,410	-	11,047,410	-	-	-	-	-	-	11,047,410
Plant & Machinery	264,442,632	96,174,837	30,490,138	330,127,331	100,165,917	19,694,576	100,385	119,760,108	210,367,222	164,276,715
Office Equipments	7,191,723	948,059	137,950	8,001,832	2,236,423	368,155	-	2,604,578	5,397,254	4,955,300
Electrical & Other Equipments	14,968,428	512,818	594,619	14,886,627	1,395,415	726,557	-	2,121,972	12,764,655	13,573,013
Furniture & Fixture	2,924,224	398,427	208,100	3,114,551	1,024,569	198,403	-	1,222,972	1,891,579	1,899,655
Jigs & Fixtures	2,490,950	1,716,460	-	4,207,410	993,940	251,257	-	1,245,197	2,962,212	1,497,010
Computer Systems	5,473,500	794,794	76,400	6,191,894	5,097,268	921,772	50,000	5,969,040	222,853	376,232
Trucks	1,949,160	-	-	1,949,160	1,232,364	220,450	-	1,452,814	496,346	716,796
Cars	8,427,063	991,473	1,554,435	7,864,101	2,616,673	792,126	1,063,227	2,345,572	5,518,529	5,810,390
Motorcycle & Scooters	367,418	-	-	367,418	223,132	34,905	-	258,036	109,382	144,286
Cycles	16,212	-	-	16,212	4,291	1,146	-	5,437	10,775	11,921
MISC ASSETS										
Each Costing <=Rs. 5000/-										
(a) Furniture & Fixture	169,636	-	-	169,636	169,636	-	-	169,636	-	-
(a) Others	876,943	31,928	-	908,871	804,249	90,616	-	894,865	14,006	72,694
TOTAL	465,158,729	115,385,379	44,109,052	536,435,056	122,500,220	26,602,636	1,213,611	147,889,245	388,545,811	342,658,509

ANNEXURE -17- STATEMENT OF INVESTMENTS, AS RESTATED

Particulars	As at 30th Sept2014		As at 31 March									
			2014		2013		2012		2011		2010	
	Long Term	Short Term	Long Term	Short Term	Long Term	Short Term	Long Term	Short Term	Long Term	Short Term	Long Term	Short Term
In vestment in Property (At Cost)	245,598,620		238,838,519		133,684,964		12,504,401		22,100,520		22,009,943	
Investment in Equity Instrument (Unquoted at Cost)												
In Associates												
MM Asan Auto Limited (Subsidiary)	23,460,000		23,460,000		6,480,000		7,000,000		7,000,000			
(2346000 Equity Shares as at 31/3/14 fully Paid Up)												
MM Vidyut Private Limited	500,000		500,000		500,000		500,000					
(50000 Equity Shares as at 31/3/14 fully Paid up)												
Share Application Money					3,000,000							
MMR Packaging Private Limited (Subsidiary)	2,499,999											
(249999 Equity Shares fully paid up)												
MM Infosystems Private Limited	5,000,000		5,000,000									
(Amount paid as advance for Purchase of Shares)												
Short Term Fixed Deposits		2,008,968		2,011,968		11,165,254		2,702,851		1,095,851		306,990
Total	277,058,619	2,008,968	267,798,519	2,011,968	143,664,964	11,165,254	20,004,401	2,702,851	29,100,520	1,095,851	22,009,943	306,990

ANNEXURE -18- STATEMENT OF LOANS AND ADVANCES, AS RESTATED

Particulars	As at 30th Sept2014		As at 31 March									
			2014		2013		2012		2011		2010	
	Long Term	Short Term	Long Term	Short Term	Long Term	Short Term	Long Term	Short Term	Long Term	Short Term	Long Term	Short Term
Security Deposits	5,109,154		5,228,648		5,235,007		7,963,081		6,666,081		7,226,408	
Advance To Suppliers		9,127,859		14,420,838		20,081,764		5,996,727		4,250,492		8,038,795
Duties and Taxes		32,565,463		28,815,426		18,612,443		18,750,645		9,258,275		14,582,997
Prepaid Expenses		474,355		251,479		668,539		247,848		721,113		2,060,497
Other Recoverables		5,448,603		1,186,477		7,059,425		4,548,677		1,999,804		2,104,841
Receivables from Subsidiary/ Associates		14,677,434		11,265,724		3,747,410		21,393,764		6,691,165		
Advance Against Properties										4,111,650		4,111,650
TOTAL	5,109,154	62,293,714	5,228,648	55,939,944	5,235,007	50,169,581	7,963,081	50,937,661	6,666,081	27,032,499	7,226,408	30,898,780

ANNEXURE -19- STATEMENT OF INVENTORIES, AS RESTATED

Particulars	As at 30th Sept2014	As at 31 March				
		2014	2013	2012	2011	2010
Raw Materials	45,821,281	27,370,287	15,728,676	29,151,839	15,863,440	9,117,821
Work-in- Progress	69,101,539	61,342,420	49,843,838	60,825,792	104,770,749	99,563,497
Finished goods	12,304,406	8,422,723	4,245,335	3,700,390	48,534	8,344,078
Stores,Spares & Tools	12,347,961	16,917,508	19,451,206	6,021,396	1,413,719	8,946,437
Scrap	179,159	177,925	48,677	95,953	274,748	267,834
Stationery,Electricals & Others	266,656	267,890	258,857	113,857	158,857	105,000
Total Rs	140,021,002	114,498,753	89,576,589	99,909,227	122,530,047	126,344,667

ANNEXURE -20- STATEMENT OF TRADE RECEIVABLES, AS RESTATED

Particulars	As at 30th Sept2014	As at 31 March				
		2014	2013	2012	2011	2010
Debts Outstanding for a period exceeding six months	29,514,429	17,653,558	5,296,749	5,301,357	7,384,895	7,338,991
-Considered Good						
Others- Considered Good	24,121,557	63,797,317	100,175,324	42,086,619	15,394,313	17,629,746
Total Rs	53,635,986	81,450,875	105,472,073	47,387,976	22,779,208	24,968,737

ANNEXURE -21- STATEMENT OF CASH AND BANK BALANCES, AS RESTATED

Particulars	As at 30th Sept 2014	As at 31 March				
		2014	2013	2012	2011	2010
Cash In Hand	264,543	1,575,246	895,925	427,376	1,131,607	1,382,752
Balance with Banks in Current Accounts	236,237	457,633	24,702,017	617,763	3,833,475	13,272,255
Total Rs	500,780	2,032,879	25,597,942	1,045,139	4,965,082	14,655,007

ANNEXURE -22- STATEMENT OF OTHER INCOME, AS RESTATED

Particulars	As at 30th'Sept 2014 Amount	As at 31 March				
		2014 Amount	2013 Amount	2012 Amount	2011 Amount	2010 Amount
Discount Received	14,554,900	20,145,717	17,102,839	21,025,709	6,238,247	1,346,841
Profit on Sale of Fixed Assets		25,032,170	435,526	28,726		141,030
Interest Received	60,671	5,093,203	1,379,960	685,469	117,305	39,231
Rent Received	2,613,600	5,035,800	4,578,000	4,020,000	2,880,000	720,000
Scrap Sale	151,063	2,394,494	3,053,908	1,188,881	4,800	332,155
Reimbursement of Staff Cost and other Exp	1,560,000	3,120,000	3,120,000	3,120,000	3,384,115	
Profit on Sale of Investments	200,777	520,000				
Misc Income	62,394	90,939	161,464	195,512	750,626	317,364
TOTAL	19,203,405	61,432,323	29,831,697	30,264,297	13,375,093	2,896,621

ANNEXURE -23- STATEMENT OF COST OF MATERIAL CONSUMED, AS RESTATED

Particulars	As at 30th'Sept 2014 Amount	As at 31 March				
		2014 Amount	2013 Amount	2012 Amount	2011 Amount	2010 Amount
Opening Stock of Raw Materials & Stores	44,555,685	35,179,882	35,173,235	17,277,159	18,064,258	13,943,098
Add- Purchases during the year	368,168,534	602,012,448	557,987,029	399,464,625	334,061,104	273,849,235
Less Closing Stock of Raw Materials & Stores	58,435,898	44,555,685	35,179,882	35,173,235	17,277,159	18,064,258
Total Rs	354,288,321	592,636,645	557,980,382	381,568,549	334,848,203	269,728,075

ANNEXURE -24- STATEMENT OF CHANGES IN INVENTORIES OF FINISHED GOODS, WIP AND OTHERS, AS RESTATED

Particulars	As at 30th 'Sept 2014 Amount	As at 31 March				
		2014 Amount	2013 Amount	2012 Amount	2011 Amount	2010 Amount
Opening Stock	69,943,068	54,137,850	64,577,135	105,094,030	108,175,409	69,386,787
Less- Closing Stock	81,585,104	69,943,068	54,137,850	64,577,135	105,094,030	108,175,409
Total Rs	(11,642,036)	(15,805,218)	10,439,285	40,516,895	3,081,379	(38,788,622)

ANNEXURE -25- STATEMENT OF EMPLOYEE BENEFIT EXPENSES, AS RESTATED

Particulars	As at 30th'Sept	As at 31 March				
		2014	2013	2012	2011	2010
	Amount	Amount	Amount	Amount	Amount	Amount
Salaries , Wages and Bonus	21,906,677	43,129,506	37,877,147	23,178,547	22,589,734	21,144,842
Contribution to Provident ,and other Funds	1,009,903	3,204,237	2,550,192	2,219,309	2,145,730	2,019,613
Staff Welfare Expenses	3,288,509	8,945,468	10,700,175	5,895,324	2,327,582	3,282,646
Total Rs	26,205,089	55,279,211	51,127,514	31,293,180	27,063,046	26,447,101

ANNEXURE -26- STATEMENT OF FINANCE COST, AS RESTATED

Particulars	As at 30th 'Sept 2014	As at 31 March				
		2014	2013	2012	2011	2010
	Amount	Amount	Amount	Amount	Amount	Amount
Interest	16,940,417	38,125,494	26,168,840	22,550,451	27,280,095	23,369,274
Bank Charges and Commission	259,834	2,359,226	3,407,683	2,635,254	2,088,170	3,504,082
Total Rs	17,200,251	40,484,720	29,576,523	25,185,705	29,368,265	26,873,356

ANNEXURE -27- STATEMENT OF OTHER EXPENSES, AS RESTATED

Particulars	As at 30th'Sept	As at 31 March				
		2014	2013	2012	2011	2010
	Amount	Amount	Amount	Amount	Amount	Amount
Production/ Manufacturing /Job work Expenses	32,987,383	65,837,010	66,507,110	101,488,553	79,827,773	83,587,631
Electricity Expenses	12,378,648	22,030,431	15,643,159	12,466,792	17,564,394	7,953,378
Selling and Distribution Expenses	10,067,229	19,520,868	13,287,929	14,048,661	10,856,648	2,644,557
Repairs and Maintenance	2,583,137	4,840,166	7,089,944	4,667,366	4,401,383	3,749,397
Legal and Professional Expenses	1,057,778	4,484,562	5,302,072	3,125,845	2,310,455	4,905,105
Donation	3,133,511	7,104,500	7,134,152	3,968,500	537,602	198,900
Fees and Taxes	1,505,827	2,360,269	1,045,527	1,138,092	595,561	684,152
Travelling Expenses	1,051,899	5,195,467	4,389,183	6,670,972	2,267,332	1,468,254
Rent	2,197,420	4,236,709	4,063,106	3,814,533	3,778,408	978,640
Directors Remuneration	11,100,000	20,200,000	13,835,000	11,100,000	7,200,000	7,200,000
Printing and Stationery	1,477,649	2,541,018	1,279,813	1,349,833	1,034,830	1,158,363
Business Promotion Expenses	1,060,795	2,817,761	558,593	930,362	1,345,727	995,932
Insurance	820,512	1,361,920	918,161	682,303	3,763,578	4,033,258
Audit Fees	284,071	698,275	628,000	315,000	160,000	160,000
Security Expenses	1,876,643	4,173,463	3,359,858	2,695,239	2,567,189	2,040,590
Conveyance and Transportation	522,387	1,619,429	935,384	939,839	816,914	658,349
Postage	480,434	979,747	416,428	203,027	52,443	54,125
Other Expenses	2,259,466	5,859,263	4,736,628	4,738,654	3,965,791	3,924,235
TOTAL	86,844,788	175,860,858	151,130,047	174,343,571	143,046,028	126,394,866


ANNEXURE -28- CAPITALISATION STATEMENT, AS RESTATED

PARTICULARS	Pre-Issue	Post-Issue *
	AS AT 30TH Sept 2014	
Borrowings		
Short Term	170,027,462	
Long Term (A)	169,342,377	
Total Debt (B)	339,369,838	
Shareholder' Funds		
Share Capital	72,462,170	
Reserve and Surplus	389,854,936	
Total Shareholder' Fund (C)	462,317,106	
Long Term Borrowings/ Equity Ratio (A/C)	0.37:1	
Total Borrowings /Equity (B/C)	0.37:1	

* It will be updated at the time of Prospectus

Note:

1. The Long Term borrowings/equity ratio has been computed as under Long Term Borrowings /total shareholders' funds.
2. The Total borrowings/equity ratio has been computed as under Total Borrowings /Total Share holders' funds.
3. Short Term borrowings are considered as borrowings due within 12 months from the Balance sheet date.
4. Long Term borrowings is considered as borrowing other than short term borrowings defined above and also includes the current maturities of long term borrowings.
5. The figures disclosed above are based on the Restated Summary Statements of the Company.

ANNEXURE -29- STATEMENT OF TAX SHELTERS

Particulars	As at 31 March				
	2014	2013	2012	2011	2010
Profit before Current and Deferred Taxes as Restated (A)	54,692,468	34,537,489	77,623,970	26,500,273	18,632,416
Tax Rate %	33.99%	32.44%	32.44%	30.90%	30.90%
Normal Notional Tax on Restated Profits	18,589,970	11,203,961	25,181,216	8,188,584	5,757,417
Adjustments					
Permanent Differences					
Deduction under Section 80 IC	(25,828,615)	(26,103,937)	(11,657,975)		
Deduction under Section 80 G	(176,253)	(1,490,650)	(632,750)	(291,500)	(35,300)
On account of Profit/Loss on sale of Assets	(5,896,987)		(9,153,599)		(50,976)
Other Adjustments	1,524,500	2,981,300	3,968,500		
Total (B)	(30,377,355)	(24,613,287)	(17,475,824)	(291,500)	(86,276)
Timing Differences					
Difference between book base amd tax base of fixed assets	(4,936,912)	(7,302,395)	(4,096,688)	(6,449,375)	(13,184,157)
Other Adjustments	2,823,998	(1,041,390)	(363,740)	169,639	2,620,113
Restatement Adjustments	11,974	133,533	(326,882)	(67,901)	(2,295,135)
Total- C.	(2,100,940)	(8,210,252)	(4,787,310)	(6,347,637)	(12,859,179)
Net Adjustments (B+C)	(32,478,295)	(32,823,539)	(22,263,134)	(6,639,137)	(12,945,455)
Tax Shelter	(11,039,372)	(10,647,956)	(7,222,161)	(2,051,493)	(4,000,146)
Taxable Income (A+B+C)	22,214,173	1,713,950	55,360,836	19,861,136	5,686,961
Tax as per Income Tax Return u/s 115JB (MAT)	10,945,128	6,936,891	15,465,408		2,789,868
Total Tax without MAT As per Return				5,595,275	

Notes:

1. The Permanent /Timing differences have been computed based on the acknowledged copies of Income Tax returns of respective years.

2. A statutory Tax rate includes applicable surcharges and cess of the year concerned.

ANNEXURE - 30- STATEMENT OF ACCOUNTING RATIOS, AS RESTATED

Particulars		As at 30th Sept2014	As at 31 March				
			2014	2013	2012	2011	2010
A	Net Worth, as restated	462317106	440095826	350789915	323773974	265801148	208527486
B	Net Profit after tax and extra ordinary items, as restated	22221280	50555473	30514053	60093272	16634719	14092235
	Weighted average number of equity shares outstanding during the year						
C	For Basic Earnings per Share	7021217	7021217	6996217	6996217	6816330	6717592
D	For Diluted Earnings per share	7021217	7021217	6996217	6996217	6816330	6717592
E	No of Shares outstanding at the end of the year	7246217	7246217	6996217	6996217	6996217	6796342
F	Restated basic earnings per shares (B/C)	3.16	7.23	4.36	8.59	2.44	2.10
G	Restated Diluted earnings per shares (B/D)	3.16	7.23	4.36	8.59	2.44	2.10
H	Return on networth (%) (B/A)	4.81	11.49	8.70	18.56	6.26	6.76
I	Net Assets value per share of Rs 10 each (A/E)	63.80	60.73	50.14	46.28	37.99	30.68
J	Face Value						

Notes:

1. The Ratios have been computed as under:

Basic Earning Per Share	$\frac{\text{Net Profit after tax and extra ordinary items, as restated}}{\text{Weighted average number of equity shares outstanding during the year}}$
Diluted Earnings per share	$\frac{\text{Net Profit after tax and extra ordinary items, as restated}}{\text{Weighted average number of equity shares outstanding during the year}}$
Return on networth (%)	$\frac{\text{Net Profit after tax and extra ordinary items, as restated}}{\text{Net Worth, as restated}}$
Net Assets value per share of Rs 10 each	$\frac{\text{Net Worth, as restated}}{\text{No of Shares outstanding at the end of the year}}$

2. Earning per shares (EPS) calculation is in accordance with the notified Accounting Standard 20 prescribed by the Companies (Accounting Standards) Rules, 2006.

ANNEXURE -31- DETAILS OF DIVIDEND, AS RESTATED

Particulars	30th Sept, 2014	As at 31 March				
		2014	2013	2012	2011	2010
On Equity Share Capital						
Paid up Share Capital	72462170	72462170	69962170	69962170	69962170	67963420
Face Value	10	10	10	10	10	10
Rate of Dividend%	NA	5%	5%			
Amount of Dividend	NA	3623109	3498112			
Tax on Dividend	NA	615747	567743			
On Preference Share Capital						
Paid up Share Capital	NA	NA	NA	NA	NA	NA
Face Value						
Rate of Dividend%						
Amount of Dividend						
Tax on Dividend						



MANAGEMENT DISCUSSION & ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATION

You should read the following discussion and analysis of our financial condition and results of operations together with our audited restated financial statements prepared in accordance with paragraph B of Part II of Schedule II to the Companies Act and SEBI (ICDR) Regulations, including the schedules, annexure and notes thereto and the reports thereon of each of the financial years ended March 31, 2010, 2011, 2012, 2013, 2014 in the chapter titled "Financial Information" on page no 132 of the Draft Prospectus. The following discussion relates to our Company and, unless otherwise stated, is based on our restated financial statements, which have been prepared in accordance with Indian GAAP, the Accounting Standards and other applicable provisions of the Companies Act and the SEBI (ICDR) Regulations. Our fiscal year ends on March 31 of each year so accordingly all references to a particular financial year are to the twelve months ended March 31 of that year.

OVERVIEW OF THE BUSINESS

THE INDUSTRY OVERVIEW

The Indian auto components industry is one of the fastest growing industries in the country. It has grown at a CAGR of 14.6% during the last five years ended 2013. The industry has a distinct global competitive advantage in terms of cost and quality and this has aided in its transformation from a local supplier to a global auto parts supplier catering to some of the big names in the global automobile industry. The cost advantage stems from the cost-competitiveness in raw material and labour, while its established manufacturing base is a compelling attraction for global Original Equipment Manufacturers (OEMs) to outsource components from India. The industry is transforming itself from a low-volume highly fragmented industry into a competitive industry backed by competitive strengths, technology and transition up the value chain.

The annual turnover of Indian auto component industry was around Rs 2,161 billion during FY13, almost twice the size in FY08.

Several factors have enabled this transformation of the Indian auto components industry. The government's role has been in the form of initiatives and incentives, additional subsidies and formation of various clusters as also economic liberalization.

The gradual increase witnessed in the per capita income in India has led to leading aspirations and greater demand for automobiles, which in turn has boosted the demand for auto components. In addition, the entry of various foreign players in the Indian market led to companies adopting innovative marketing strategies to fend competition. The competitive intensity led to the improvement in the end products.

BUSINESS OVERVIEW

We are an ISO 9001: 2008 certified company, promoted Mr. Manoj Singhal and Ms. Malti Syngle. MM Auto Industries Limited was established in the year 1991 with manufacturing base at Khandsa Road in Gurgaon. Keeping in view the steady growth, the company shifted its operation as well as registered office to Industrial Model Township (IMT) Manesar, District-Gurgaon, Haryana. Over the years, the Company upgraded its technology by adding several automatic and imported machinery and equipments to the plant, which helped in adding new products in the precision metallic coil springs product range. The company has complete infrastructure for manufacturing Precision Metallic Coil Springs, with fully equipped Coiling, Grinding, Stress Relieving, Press Sections, Material Handling, Packaging & Packing, Quality Assurance, R&D, Utilities & 100% Power Back Up, Efficient Logistics & ERP support.

FACTORS AFFECTING OUR FUTURE RESULTS OF OPERATIONS

Our results of operations could potentially be affected by the following factors amongst others:

- Changes in government policies

- Material changes in the duty or tax structure
- Competition from existing and new entrants
- Efficient Logistics and Supply chain management

DISCUSSION ON THE RESULTS OF OPERATIONS

The following discussion on the financial operations and performance is based on our restated financial statements for the FY 2009-2010, 2010-2011, 2011-12, 2012-2013, 2013-2014. The same should be read in conjunction with the restated audited financial results of our Company for the years ended March 31 2010, 2011, 2012, 2013, 2014.

Our Results of Operations for the year ended March 31, 2014:-

Particulars	Amount (In Rupees)	% Of Total Income
Total Income	928,976,526.00	100.00
Expenditure (including Depreciation, Interest & Tax)	874,272,084.00	94.11
Depreciation	25,815,869.00	2.78
Interest	--	--
Net profit before Tax	54,704,442.00	5.89
Taxes	41,34,840.00	0.45
Net profits after Taxes	50,569,602.00	5.44

Our Results of operations for the last three financial years:-

ANALYSIS ON RESULTS OF OPERATION

Considering the various Key factors affecting our income and expenditure, our results of operations may vary from period to period. The following table sets forth certain information with respect to our results of operations for the periods indicated read together with notes to accounts, accounting policies and auditor's report as appearing in this Draft Prospectus.

Particulars	31.03.2014	31.03.2013	31.03.2012	31.03.2011	30.03.2010
Sale of goods	867,532,230	829,201,900	689,483,343	580,063,103	496,477,021
Increase/ (Decrease) (%)	4.62%	20.26%	18.86%	16.83%	9.29%
Other Income	61,444,296	30,149,018	31,829,027	13,248,442	27,55,591
Increase/ (Decrease) (%)	103.80%	(5.27%)	140.24%	380.78%	(48.62%)
TOTAL	928,976,526	85,9350,918	721,312,370	593,311,545	499,232,312
Particulars	31.03.2014	31.03.2013	31.03.2012	31.03.2011	30.03.2010
Expenditure:					
Cost of goods purchased	592,636,645	557,980,382	381,568,549	334,848,203	264,294,407
Increase/ (Decrease) (%)	6.21%	46.23%	13.95%	26.69%	16.61%
Change in Inventory	(15,805,218)	10,439,285	40,516,895	30,81,379	(38,788,622)
Increase/ (Decrease) (%)	(251.40%)	(74.23%)	1214.89%	(107.94%)	(265.67%)
Employee Cost	55,279,211	51,127,514	31,293,180	27,063,046	26,447,101
Increase/ (Decrease) (%)	8.12%	63.38%	15.63%	23.26%	26.74%
Other Operative Expenses	175,860,858	151,313,834	176,235,183	142,987,277	63,932,295
Increase/ (Decrease) (%)	16.22%	(14.14%)	23.25%	123.65%	8.576%
TOTAL	807,971,496	770,861,580	629,613,807	507,979,905	315,885,181
Profit before Depreciation, Interest and Tax	28,888,573	10,428,665	24,36,675	30,98,629	42,939,918
Increase/ (Decrease) (%)	177.01%	327.98%	(21.36%)	(92.78%)	14.94%
Depreciation	25,815,869	24,242,357	32,038,092	29,531,002	26,602,636
Increase/ (Decrease) (%)	6.49%	(24.33%)	8.49%	11.00%	25.61%
Profit before Interest and	54,704,442	34,671,022	34,474,767	26,432,373	16,337,281

Tax					
Increase/ (Decrease) (%)	57.78%	0.569 %	30.42%	61.79%	0.976%
Interest & Finance charges	--	--	--	--	--
Increase/ (Decrease) (%)	--	--	--	--	--
Net Profit before Tax	54,704,442	34,671,022	34,474,767	26,432,373	16,337,281
Increase/ (Decrease) (%)	57.78%	0.569%	30.42%	61.79%	0.976%
Less: Provision for Tax					
Current Tax	10,835,322	69,42,975	15,654,492	56,57,072	27,89,867
Deferred Tax	(18,11,491)	17,73,413	30,49,696	31,82,315	20,45,060
Net Profit after Tax & before Extraordinary items	50,569,602	30,671,623	59,707,551	16,554,596	11,841,970
Increase/ (Decrease) (%)	64.87%	(48.63%)	260.67%	39.79%	21.98%

COMPARISON OF FINANCIAL YEAR ENDED 31st MARCH, 2014 WITH FINANCIAL YEAR ENDED 31st MARCH, 2013

Income: Our turnover for the financial year ended 31st March, 2014 was at ₹ 867,532,230 as against the total of ₹ 829, 201,900 for the fiscal 2013 with an overall increase of 4.62%.

Expenditure: The employees' expenses have registered an increase of 8.12% at ₹ 55,279,211 in fiscal 2014 as compared to ₹ 51,127,514 for the fiscal 2013; Other Operative Expenses have registered an increase of 16.22% at Rs 175, 860, 858 in fiscal 2014 as compared to ₹ 151, 313, 834 in fiscal 2013.

Depreciation: Depreciation has accounted for ₹ 25,815,869 with an increase of 6.49% in fiscal 2014 as compared to ₹ 24,242,357 in the fiscal 2013.

Profits after Taxes (PAT): PAT of Company has recorded a growth of 64.87% at ₹ 50, 569, 602 for fiscal 2014 as against ₹ 30, 671, 623 for fiscal 2013 due to higher revenue and effective cost control.

COMPARISON OF FINANCIAL YEAR ENDED 31st MARCH, 2013 WITH FINANCIAL YEAR ENDED 31st MARCH, 2012

Income: Our turnover for the financial year ended 31st March, 2013 was at ₹ 829,201,900 as against the total of ₹ 689,483,343 for the fiscal 2012 with an overall increase of 20.26% and such increase was due to increase in sale of goods in fiscal 2013.

Expenditure: The employees' expenses have registered an increase of 63.38% at ₹ 51,127,514 in fiscal 2013 as compared to ₹ 31,293,180 for the fiscal 2012; other Operative Expenses have registered decrease of (14.14%) at ₹ 151,313,834 in fiscal 2013 as compared to ₹ 176,235,183 in fiscal 2012.

Depreciation: Depreciation has accounted for ₹ 24,242,357 with a decrease of (24.33%) in fiscal 2013 as compared to ₹ 32,038,092 in the fiscal 2012.

Profits after Taxes (PAT): PAT of Company has recorded a decrease of (48.63%) at ₹ 30,671,623 for fiscal 2013 as against ₹ 59,707,551 for fiscal 2012 due to increase in manpower cost and job work expenses.

Other Information required as per SEBI Regulations:

- Unusual or infrequent events or transactions

There are no unusual or infrequent events or transactions that have significantly affected operations of the Company.

- Significant economic changes that materially affected or are likely to affect income from continuing operations.



There are no significant economic changes that materially affected Company's operations or are likely to affect income from continuing operations. Any slowdown in the growth of Indian economy or future volatility in global commodity prices, could affect the business, including the future financial performance, shareholders' funds and ability to implement strategy and the price of the Equity Shares.

- Known trends or uncertainties that have had or are expected to have a material adverse impact on sales, revenue or income from continuing operations.

Apart from the Risks disclosed under the section titled "Risk Factors" no known trends or uncertainties are envisaged or are expected to have a material adverse impact on sales, revenue or income from continuing operations to Company's knowledge.

- Future Relationship between Cost and Income.

Except as described in the sections titled "Risk Factor," "Our Business" and "Management's Discussion and Analysis of Financial Condition and Results of Operations," on page no 12, 88, 193 of the Draft Prospectus, respectively, to our knowledge there are no known factors that will have a material adverse impact on our operations and finances

- Status of any publicly announced New Products or Business Segment

The Company has not announced any new products or business segment.

- Any significant dependence on a single or few suppliers or customers

We are not under threat of dependence from any single supplier or customer.



SECTION VIII: LEGAL AND OTHER INFORMATION

OUTSTANDING LITIGATION AND MATERIAL DEVELOPMENTS

Except as stated herein, there are no outstanding or pending litigation, suits, civil prosecution, criminal proceedings or tax liabilities against our Company, our Directors, our Promoters and Promoter Group and there are no defaults, non-payment of statutory dues, over dues to banks and financial institutions, defaults against bank and financial institutions and there are no outstanding debentures, bonds, fixed deposits or preference shares issued by our Company; no default in creation of full security as per the terms of the issue, no proceedings initiated for economic or other offences (including past cases where penalties may or may not have been awarded) and no disciplinary action has been taken by SEBI or any stock exchanges against our Promoters, our Directors or Promoter Group Companies.

1. CASES FILED BY OUR COMPANY

Civil Cases

- **M and M Auto Industries Limited vs LML Kanpur**
LML Kanpur (U.P.) made a default in payment of dues of Rs. 29,36,852/- on account of products supplied to them as per the purchase order. On failure to make the payment, the Company filed winding up petition no 24. in High Court, Allahabad (U.P.) against LML in the year 2005. The Respondent company filed case no. 80/2006 with BIFR and BIFR vide order dated 15/9/2006 declared it a sick unit. On 6/7/2006 High Court has put a stay on the proceedings of winding up petition until BIFR decides on the matter for rehabilitation of the unit. The decision of BIFR is still awaited.
- **M and M Auto Industrial Ltd V/S LML Kanpur**
In addition to filing a winding up petition as given in Sl. No.1 above, our Company also filed a civil suit for recovery of Rs.29,36,852/- in court at Gurgaon in 2006 which is also pending in view of BIFR proceedings.
- **M and M Auto Industries Limited vs Autocomps India Limited**
Autocomps India Limited (formally known as Sachs India Limited), Parwanoo (H.P.) made a default in payment of dues of Rs.40,18,430/- on account of products supplied to them as per Purchase Order . On failure to make the payment, the Company filed a civil suit no 1875 of 2003 for recovery in High Court, Delhi in the year 2003. The Respondent Company declared themselves as a sick unit after registering itself with BIFR for relief. The court has put a stay on the proceedings of recovery till BIFR gives its decision in the matter for rehabilitation of the unit. The decision of BIFR is still awaited.

Criminal Cases

There are no outstanding criminal proceedings filed by our Company as on the date of this DRHP.

2. CASES FILED AGAINST OUR COMPANY

Civil proceedings

- **Intellectual equipments vs M and M Auto Industries and counter claim suit.**

M and M Auto Industries Ltd, had given a Purchase Order for supply of spring and test rig or Endurance testing Machine valued at Rs. 3,58,200/- to M/S Intellectual Equipments, Sangli, Maharashtra, a proprietary concern of Mr.Dhananjay V. Limaye, as per specification given in purchase order.

As per the Purchase Order no. PO 'I. 050305 .001 dated 5 March, 2005 supplier was given an amount of Rs. 71,550/- as 20% advance. The said supplier failed to supply the machine as per specification with in stipulated period.

The supplier filed a civil suit no. 82/2006 in court of Civil Judge, Sr. Division, at Sangli (MH) during 2006 seeking recovery of Rs. 2,86,650 plus tax, alleging that our Company should take delievery of the said

machine and pay the balance amount along with penalty in terms of the purchase order. Interest @18% per annum was also sought against our company.

On receipt of notice from the Hon'ble Court our company filed its written statement to defend the case. Our company also filed counter claim for refund of our advance money of Rs. 71550/-. Till date the Hon'ble Court at Sangli has not framed issues in the civil suit nor on counter claim filed by our Company. The matter is still pending for disposal in the Court and the maximum liability which can be inflicted on our company cannot be crystallised at this stage as it also involves element of penalty which is in the discretion of the Court.

- **Supreme Transway Logistics Ltd vs M and M Auto Industries Limited**

Supreme Transways Logistics Limited (Solo Proprietor of Supreme Transport Company) having registered Office at Indore (MP) and branch at Gurgaon had transported certain goods of our company during 2001-02 from Gurgaon to Aurangabad on "To be billed" basis. STL filed a civil suit no. 947 of 2004 for recovery of Rs. 3,37,000/- along with costs and interest (pendent lite and future) @ 18% per annum till realization in the Court of Shri Yaswant Kumar, Additional District Judge, Court No. 317, Tis Hazari Courts, Delhi on 30 July, 2004. Our company has filed its written statement and stated that after adjustment of Rs. 241625/- from the outstanding dues of Rs. 609198.10/-, our company has paid a sum of Rs. 367544.25/- to the Supreme Transport Company and a sum of Rs. 14416/- to M/s Supreme Air Cargo in full and final settlement of the accounts relating to both the units of the plaintiff. The matter is still pending for disposal in the Court and the maximum liability which can be inflicted on our company cannot be crystallized at this stage as it also involves element of interest which is in the discretion of the Court.

Criminal Proceedings

There are no outstanding criminal proceedings filed against our Company as on the date of this DRHP.

3. INCOME TAX CASES INVOLVING OUR COMPANY

For the Assessment year 2012-13

The Company received a notice dated 15, December, 2014 under Section 274 read with Section 271(1)(c) of the IT Act, 1961 issued by the Income Tax Department in respect of Income Tax return filed by our Company for assessment year 2012-2013 in which a demand of Rs. NIL/- was raised. In response to the said demand, the Company has filed a reply dated 30, January, 2015 and have clarified that the company had filed income of Rs. 55360836/- and paid tax under Section 115 JB of Income Tax Act amounting to Rs. 15465408/- including interest. Since the tax paid under Section 115 JB was more than the normal tax under the normal provisions of the Act, which amounted to Rs. 14320552/-, no penalty was leviable under Section 271(1)(c). It was further stated that no concealment of income had been made by the company nor the IT department had detected any concealment during the assessment proceedings. The said proceedings are still pending before the authorities. However, the maximum adverse liability which could be inflicted on to the company in case of adverse disposal will be to the extent of income tax to be paid on the amount of Rs. 326510/- together with interest thereon which is not significant to have an adverse impact on the operations of the company.

For the Assessment year 2013-14

Our Company received a notice dated 25, February, 2015 under Section 142(1) of the IT Act, 1961 issued by the Income Tax Department in respect of Income Tax return filed by our Company for assessment year 2013-2014 seeking certain details of accounts and/or documents for the purpose of scrutiny and verification of the income tax return filed by our company.

4. INDIRECT TAX PROCEEDINGS INVOLVING OUR COMPANY

Excise

Show cause notice dated 4, October, 2011 was received by the company for recovery of CENVAT credit of Rs. 836417/- allegedly wrongly availed by our company during the period 2007-08 to 2011-12 (upto August 2012). The



Joint Commissioner, Central Excise, Delhi III, Gurgaon disallowed vide Order In-Original No. 59/GMK/CE/JC/III/2012 dated 27, September, 2012 the CENVAT credit in respect of the services namely the construction, tour and travel and house-keeping.

Being aggrieved with the impugned order the company preferred an appeal before the Commissioner of Central Excise(Appeals), Delhi III. The Commissioner(Appeals) vide order dated 23 July, 2013 allowed the appeal of our company and set aside the impugned order dated 27 September, 2012.

The deputy commissioner of Central Excise, Delhi III, Gurgaon filed appeal No. E/60587/2013/EX(SM) challenging the order dated 23 July, 2013 before Customs, Excise and Service Tax Appellate Tribunal, Principal Bench, West Block No. 2, R.K. Puram, New Delhi-66. The said appeal was fixed for regular hearing on 20 February, 2015. The said appeal is still pending before the Hon'ble Tribunal.

Sales Tax

The company had filed civil writ petition No. 12462 of 2012 in the High Court for the states of Punjab and Haryana at Chandigarh, which was ordered to be tagged with CWP No. 13872 of 2005 titled "Shri Shree Radha Swamy Plastics Limited vs State of Haryana and Others" which was pending adjudication before the Hon'ble Court.

This CWP was challenging issuance of a notification dated 15 October, 2001 which according to our company was not within the powers of the Government and the company seeking tax benefits under rule 28 C of Haryana General Sales Tax Rules, 1975.

It was alleged by the company that the said notification which was given retrospective effect from 15 November, 1999 was bad in law as it inserted a definition of 'Unit-in pipeline', through Rule 28 C (2) (O).

The Hon'ble High Court vide order dated 31 January, 2014 held that the company was not registered with any department of government before 30 April, 2000 and so failed to fulfill the condition of being an eligible industrial unit on the said date.

The company has filed review application RA No.281 of 2014 clarifying that our company has been in existence since 1991 and has already registered with the department of Sales Tax with registration certificate No. GRG-1915214 and as such fulfilled the condition of being an eligible industrial unit. The said review petition is still pending before the Hon'ble High Court.

5. LITIGATIONS INVOLVING OUR PROMOTER

i. Proceedings of Civil nature

a) By the promoters
NIL

b) Against the promoters
NIL

ii. Proceedings of a Criminal nature

a) By the promoters
NIL

b) Against the promoters
NIL

V. LITIGATIONS INVOLVING DIRECTORS OF OUR COMPANY

i. Proceedings of Civil nature

a) By the Directors of our Company
NIL



b) Against the Directors of our Company
NIL

ii. Proceedings of a Criminal nature

- **By the Directors of our Company**
NIL
- **Against the Directors of our Company**
NIL

MATERIAL DEVELOPMENTS

In the opinion of the Board of Directors of our company, since the date of the last audited financial statements disclosed in this Draft Red Herring Prospectus, there have not arisen any circumstances that materially or adversely affect or are likely to affect our profitability or value of assets or our ability to pay material liabilities within next twelve (12) months.

Contingent Liabilities

We have certain contingent liabilities as on September 30, 2014 that could have an adverse impact on our business.

As on September 30, 2014, we have not made any provision for the following contingent liabilities:

Particulars	Amount
Corporate guarantee given by the Company on behalf of MM Asan Auto Limited	Rs 590 lakhs
Letter of Credit	US\$ 147005

Details of creditors

The list of creditor to whom the company owes a sum exceeding Rs One lakh which is outstanding for more than thirty days:

Sr. No.	Name	Amount
1	A.K. LUBE & CHEMICAL CO	194223.58
2	ALFA COTEC INDUSTRIES	897335.58
3	D. P WIRES PVT. LTD.	28016693.28
4	FABRO ENGINEERS	350244.86
5	HEMA ENGINEERING INDUSTRIES LIMITED	3654949.4
6	MAHARAJA COATINGS	3616739.78
7	MANISH BEARING ENTERPRISES	260788.9
8	PARAS INTERNATIONAL	226514
9	PENGG USHA MARTIN WIRES PVT. LTD.	3862955.97
10	STERLING ABRASIVES LTD	1998106.84
11	D. P WIRES PVT. LTD.	3277237
12	USHA MARTIN LIMITED (UNIT RANCHI)	1750024
13	USHA MARTIN LIMITED	5565048.4
14	STERLING ABRASIVES LTD	696226.97
15	TATA STEEL LIMITED	193457



16	QUICK LIFT CRANES	737137
17	A.K. INDUSTRIAL SOLUTION	148381
18	AIRFILT TECHNOLOGIES PVT. LTD.	148946
19	HEMA ENGINEERING INDUSTRIES UNIT-VII	464585
20	HUMAN RESOURCES SOLUTION	440574

GOVERNMENT & OTHER APPROVALS

We have received all the necessary consents, licenses, permissions and approvals from the government and various government agencies/ private certification bodies for our present businesses and no further approvals are required for carrying on the present businesses except as stated in this Draft Red Herring Prospectus.

APPROVALS FOR THE ISSUE

1. The Board of Directors has, pursuant to resolution passed at its meeting held on 15th January, 2015, authorized the Issue.
2. The shareholders of our Company have, pursuant to a resolution EGM held on 28th February, 2015 authorized the Issue.

APPROVALS FROM LENDERS

State Bank of India

The Company has applied for NOC for the proposed IPO from State Bank of India, SME Chandni Chowk Branch, Delhi-110006.

Yes Bank

The Company has applied for NOC for the proposed IPO from Yes Bank, D-12, South Extn.-II, New Delhi-110049

Bajaj Finance Limited

The Company has applied for NOC for the proposed IPO from Bajaj Finance Limited, C/o Aggarwal Metro Heights, 11th floor Netaji Subhash Place, Pitampura, Delhi 110034.

INCORPORATION DETAILS

1. Certificate of Incorporation issued by Registrar of Companies, National Capital Territory of Delhi & Haryana, in the name of MM Auto Industries Limited.
2. The Company Identification Number (CIN) is U34101HR1985PLC032462

CORPORATE APPROVALS OF OUR COMPANY

1. Permanent Account Number AAACM1923D under the Income Tax Act, 1961.
2. Central Excise and Service Tax.

Sr. No.	Authority Granting Approval	Approval/Registration Number	Applicable law	Nature of Approval	Validity
1	Central Board of Excise and Customs,	AAACM1923DST001	Finance Act, 1994 read with Service	Registration	Application filed on 30th July, 2013 for change in company's name and email id

	Gurgaon, Haryana		Tax Rules, 1994		
2	Asst Comm. Central Excise DIVISION-VII, GURGAON-II	AAACM1923DXM003	Rule 9 of Central Excise Rules, 2002	Registration for operating as a dealer of excisable goods at Manesar, Gurgaon, Haryana-122050-	Valid from 26 June, 2006 till Canceled/surrendered. Application filed on 30th July, 2013 for change in company's name and email id
3	Central Board of Excise and Customs, Uttrakhand	AAACM1923DSD003	Finance Act, 1994 read with Service Tax Rules, 1994	Registration	Valid from 25th November, 2013 till Canceled/surrendered
4	Foreign Trade and Development Officer	0590016318	Foreign Trade (Development & Regulation) Act	Certificate of Importer-Exporter Code (IEC)	Valid from December, 12 t 1990. Have changed the name of the company to MM Auto Industries Limited with effect from August 1, 2013 valid till Canceled/surrendered

3. Registration and License of our factory in Manesar; License No.: GGN-3/940.

4. Commercial/Sales Tax

Sr. No.	Authority Granting Approval	Approval/Registration Number/TIN No.	Applicable law	Nature of Approval	Validity
1	Sales Tax Officer-Haryana	06541915214	Haryana VAT Act & Central Sales Tax (Registration & Turnover) Rules, 1957	Registration of CST/ VAT / TIN	Valid from May 17, 1989 till Canceled/surrendered
2	Deputy Commisioner-Uttrakhand	05009026845	Uttaranchal Value Added Tax Act, 2005	Registration under Commercial Tax	Valid from July 1, 2009 till Canceled/surrendered

5. Income Tax

Sr. No.	Authority Granting Approval	Approval/Registration Number	Applicable law	Nature of Approval	Validity
1	Commissioner of Income Tax	AAACM1923D	Income Tax Act, 1961	PAN	Valid from 10 May, 1985 till Canceled/Surrendered Application filed on 08th July, 2013 for change in company's name and email id
2	Income Tax Department	RTKM01833G	Income Tax Act, 1961	Tax Deduction Account No.	Valid till Canceled/Surrendered

6. SIA Registration

SIA Acknowledgement Number	Date	NIC Item Code	Item Description	Capacity MT/MW
3276/SIA/IMO/2006	July 11, 2005	436	Manufacture of Springs	10000 MT

7. Industrial Approvals

Sr. No.	Authority Granting Approval	Approval/Registration Number	Applicable law	Nature of Approval	Validity
1	Chief Inspector of Factories Haryana	Factory I.D. – 12010 Factory Licence No. GGN-3/940	Factories Act, 1948	Factory License	Valid from 2009-13 and have applied on 29.11.2013 for renewal from 2014-18
2.	Assistant Director Factories/Boilers, Uttrakhand	HWR-1075	Factories Act, 1948	Factory License	Valid from January 1, 2014 to December 31, 2014. Have applied for renewal of licence for the year 2015
2	Haryana State Pollution Control Board	HSPCB/GR/2010/784	Air (Prevention & Control of Pollution) Act, 1981 Water (Prevention and Control of Pollution) Act, 1974;	No Consent to Operate the plant is required but water consumption to be limited to 5 KLD for domestic purpose	28.04.2010
3	Uttrakhand Environment Protection and Pollution Control Board	Consent No. 33362/994	Air (Prevention & Control of Pollution) Act, 1981 Water (Prevention and Control of Pollution) Act, 1974;	Consolidated consent to operate and authorisation	Valid from 19 th December, 2012 to 31 st March, 2014
3	Labour Commissioner, Haryana	License no. is ACGENIN 434 dated 23th MAY 2013	Contract Labour (Regulation & Abolition) Act	Registration	Valid from 23/05/2013 Valid till cancelled/surrendered
4	Labour Commissioner, Uttrakhand	License no. is 555/DCL/11	Contract Labour (Regulation & Abolition) Act	Registration	Valid from 25/02/2011 Valid till cancelled/surrendered
5	Chief Fire Officer, Haridwar	NOC No. 5/CFO-H/14	Factories Act, 1948	Renewal of NOC	Valid from April, 04, 2014 till April 03, 2015
7.	General Manager, District Industries Centre, Roorkie, Haridwar, Uttrakhand	IEM No. 050131301975	-----	-----	June 30, 2012

8. Labour Laws

Sl No	Name of Department	Approval Registration Number/Code	Applicable law	Nature of Approval	Validity
1	Provident Fund Code, Haryana	HR/29448	Employees Provident Funds and Miscellaneous Provisions Act 1952	Registration	Valid from 18.06.2008 till cancelled/surrendered
2	Provident Fund Code, Uttarakhand	UK/36323	Employees Provident Funds and Miscellaneous Provisions Act 1952	Registration	Valid from 18.10.2010 till cancelled/surrendered
3	ESIC Gurgaon	13443940606 New No. 69000443940000699	ESI Act 1948	Registration	Valid from 04.07.2008 till cancelled/surrendered Application filed on 02nd July, 2013 for change in company's name and email id
4	ESIC , Uttarakhand	61000077740000704	ESI Act 1948	Registration	Valid from November 25, 2010 till cancelled/surrendered

9. **ISIN Number:** Application to NSDL & CDSL has been made for the purpose of dematerialization.

APPROVALS TO BE OBTAINED FOR THE OBJECTS OF THE ISSUE –

Sr. No.	Licenses & Approvals
	None



OTHER REGULATORY AND STATUTORY DISCLOSURES

AUTHORITY FOR THE ISSUE

The shareholders of our Company have authorized the fresh issue by a special resolution passed pursuant to Section 62(1) (c) of the companies Act, 2013 at the EGM of our Company held on 28th February, 2015 and authorized the Board to take decisions in relation to the issue.

We have also obtained all necessary contractual approvals required for the Issue. For further details, please refer to the chapter titled “*Government and other Approvals*” beginning on page number 201.

Our Company received in-principle approvals from the NSE and BSE for the listing of the Equity Shares pursuant to letters dated [●] and [●] respectively

PROHIBITION BY SEBI

Our Company, our Directors, our Promoters, the directors and persons in control of our Promoters, our Subsidiary, other companies promoted by our Promoters and companies with which our Directors are associated as directors have not been prohibited from accessing or operating in the capital markets or restrained from buying, selling or dealing in securities under any order or direction passed by SEBI.

None of our Company, our associates, our Promoters or the members of the Promoter Group has been declared willful defaulters by the RBI or any Government authority and no violation of securities laws have been committed by them in the past and no proceedings in relation to such violations are currently pending against them.

None of our Directors are associated in any manner with any entity which is engaged in securities market related business and is registered with SEBI for the same.

None of our Directors hold current or have held directorship(s) in the last five years in a listed company whose shares have been or were suspended from trading on NSE or the BSE or in a listed company which has been / was delisted from any stock exchange.

We confirm that there are no proceedings initiated by SEBI, Stock Exchanges or ROC, etc on our Company/Promoters/Directors/Group Companies.

PROHIBITION BY RBI

None of our company, our directors, our promoters, relatives (as defined under the Companies Act 2013) of promoters, our promoter group, and our Group entities have been identified as willful defaulters by the RBI or any other authority. Further, there has been no violation of any securities law committed by any of them in the past and no such proceedings are currently pending against any of them.

ELIGIBILITY FOR THE ISSUE

Our Company is not eligible for the issue in accordance with the Regulation 26(1) of the SEBI ICDR Regulations and is therefore required to meet the conditions detailed in Regulation 26(2) of the SEBI ICDR Regulations.

Regulation 26(2) of the SEBI ICDR Regulations states as follows:

“An issuer not satisfying the condition stipulated in sub-regulation (1) may make an initial public offer if the issue is made through the book-building process and the issuer undertakes to allot, at least seventy five percent of the net offer to public, to qualified institutional buyers and to refund full subscription money if it fails to make the said minimum allotment to qualified institutional buyers.”



- The Issue is being made in compliance with Regulation 26(2) of the SEBI ICDR Regulations and at least 75% of the offer is proposed to be allotted to QIBs and in the event we fail to do so, the full application monies shall be refunded to the Bidders.
- We will ensure compliance with Regulation 43(2) of the SEBI ICDR Regulations and Non-Institutional Bidders and Retail Individual Bidders will be allocated not more than 15% and 10% of the offer, respectively.

Hence, we are eligible for the offer under Regulation 26(2) of the SEBI (ICDR) Regulations.

Further our Company shall ensure that the number of prospective Allottees to whom the Equity Shares will be allotted shall not be less than 1,000 failing which the entire application monies shall be refunded.

In accordance with Regulation 26(4) of the SEBI ICDR Regulations, our Company shall ensure that the number of prospective Allottees to whom the Equity Shares will be allotted shall not be less than 1,000; otherwise the entire application money will be refunded. In case of delay, if any, in refund beyond 15 days from the date of closure of the Issue, our Company shall pay interest on the application money at the rate of 15% p.a. for the period of delay.

Our Company is in compliance with the following conditions specified under Regulation 4(2) of the SEBI ICDR Regulations:

(a) Our Company, our Directors, our Promoters, the members of our Promoter Group, the persons in control of our Company and the companies with which our Directors, Promoters or persons in control are or were associated as directors or promoters or persons in control have not been prohibited from accessing or operating in the capital markets under any order or direction passed by SEBI;

(b) Our Company has applied to the NSE and the BSE for obtaining their in-principle listing approval for listing of the Equity Shares under this Issue through its applications dated [●] and [●], respectively and has received the in-principle approvals from the NSE and the BSE pursuant to their letters dated [●] and [●], respectively. For the purposes of this Issue, the NSE shall be the Designated Stock Exchange;

(c) Our Company has entered into agreements dated [●] and [●] with NSDL and CDSL respectively for dematerialization of the Equity Shares; and

(d) The Equity Shares are fully paid-up and there are no partly paid-up Equity Shares as on the date of filing this DRHP.

All the requirement of funds for investment in capital equipment and general corporate purposes would be funded from the Net Proceeds of the Issue. Accordingly, we confirm that there is no need for us to make firm arrangements of finance through verifiable means towards at least 75% of the stated means of finance, excluding the amount to be raised through the Issue. For further details in this regard, see section the titled 'Objects of the Issue' on page 59 of this Draft Red Herring Prospectus.

DISCLAIMER CLAUSE OF SEBI

IT IS TO BE DISTINCTLY UNDERSTOOD THAT SUBMISSION OF THE DRAFT RED HERRING PROSPECTUS TO SEBI SHOULD NOT, IN ANY WAY, BE DEEMED OR CONSTRUED TO MEAN 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 ISSUE IS PROPOSED TO BE MADE OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THE RED HERRING PROSPECTUS. THE BOOK RUNNING LEAD MANAGER, KEYNOTE CORPORATE SERVICES LIMITED HAS CERTIFIED THAT THE DISCLOSURES MADE IN THE RED HERRING PROSPECTUS ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE SEBI (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATION, 2009, AS FOR THE TIME BEING IN FORCE. THIS REQUIREMENT IS TO FACILITATE INVESTORS TO TAKE AN INFORMED DECISION FOR MAKING AN INVESTMENT IN THE PROPOSED ISSUE.

IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE OUR COMPANY IS PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THE DRAFT RED HERRING PROSPECTUS, THE BOOK RUNNING LEAD MANAGER, MEFCOM CAPITAL MARKETS LIMITED, IS EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT OUR COMPANY DISCHARGE RESPECTIVE RESPONSIBILITIES ADEQUATELY IN THIS BEHALF AND TOWARDS THIS PURPOSE, THE BOOK RUNNING LEAD MANAGER, MEFCOM CAPITAL MARKETS LIMITED, HAS FURNISHED TO SEBI A DUE DILIGENCE CERTIFICATE DATE 28th MARCH, 2015 WHICH READ AS FOLLOWS.

WE, THE LEAD MANAGER TO THE ABOVE MENTIONED FORTHCOMING ISSUE, STATE AND CONFIRM AS FOLLOWS:

1. WE HAVE EXAMINED VARIOUS DOCUMENTS INCLUDING THOSE RELATING TO LITIGATION LIKE COMMERCIAL DISPUTE, PATENT DISPUTE, DISPUTE WITH COLLABORATORS ETC AND OTHER MATERIAL IN CONNECTION WITH THE FINALISATION OF THE DRAFT RED HERRING PROSPECTUS PERTAINING TO THE SAID ISSUE.
2. ON THE BASIS OF SUCH EXAMINATION AND THE DISCUSSIONS WITH THE COMPANY, ITS DIRECTORS AND OTHER OFFICERS, OTHER AGENCIES, AND INDEPENDENT VERIFICATION OF THE CONTENTS OF THE DOCUMENTS AND OTHER PAPERS FURNISHED BY THE COMPANY, WE CONFIRM THAT:
 - a) THE DRAFT RED HERRING PROSPECTUS FILED WITH THE SEBI IS IN CONFORMITY WITH THE DOCUMENTS, MATERIALS AND PAPERS RELEVANT TO THE ISSUE;
 - b) ALL THE LEGAL REQUIREMENTS RELATING TO THE ISSUE AS ALSO THE REGULATIONS, GUIDELINES INSTRUCTIONS, ETC. FRAMED/ISSUED BY THE SEBI, THE CENTRAL GOVERNMENT AND ANY OTHER COMPETENT AUTHORITY IN THIS BEHALF HAVE BEEN DULY COMPLIED WITH; AND
 - c) THE DISCLOSURES MADE IN THE DRAFT RED HERRING PROSPECTUS ARE TRUE, FAIR AND ADEQUATE TO ENABLE THE INVESTORS TO MAKE A WELL INFORMED DECISION AS TO THE INVESTMENT IN THE PROPOSED ISSUE AND SUCH DISCLOSURES ARE IN ACCORDANCE WITH THE REQUIREMENTS OF THE COMPANIES ACT, 1956, THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009 AND OTHER APPLICABLE LEGAL REQUIREMENTS.
3. WE CONFIRM THAT BESIDE OURSELVES ALL THE INTERMEDIARIES NAMED IN THE DRAFT RED HERRING PROSPECTUS ARE REGISTERED WITH THE SEBI AND THAT TILL DATE SUCH REGISTRATIONS ARE VALID.
4. WE HAVE SATISFIED OURSELVES ABOUT THE WORTH OF THE UNDERWRITERS TO FULFIL THEIR UNDERWRITING COMMITMENTS - NOTED FOR COMPLIANCE.
5. WE CERTIFY THAT WRITTEN CONSENT FROM PROMOTERS HAVE BEEN OBTAINED FOR INCLUSION OF THEIR SPECIFIED SECURITIES AS PART OF PROMOTER'S CONTRIBUTION SUBJECT TO LOCK-IN AND THE SPECIFIED SECURITIES PROPOSED TO FORM PART OF THE PROMOTER'S CONTRIBUTION SUBJECT TO LOCK-IN, SHALL NOT BE DISPOSED/SOLD/TRANSFERRED BY THE PROMOTERS DURING THE PERIOD STARTING FROM THE DATE OF FILING THE DRAFT RED HERRING PROSPECTUS WITH THE SEBI TILL THE DATE OF COMMENCEMENT OF LOCK-IN PERIOD AS STATED IN THE DRAFT RED HERRING 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 RED HERRING 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 PROMOTER'S CONTRIBUTION SHALL BE RECEIVED AT LEAST ONE DAY BEFORE THE OPENING OF THE ISSUE. WE UNDERTAKE THAT AUDITORS' CERTIFICATE TO THIS EFFECT SHALL BE DULY SUBMITTED TO THE SEBI. WE FURTHER CONFIRM THAT ARRANGEMENTS HAVE BEEN MADE TO ENSURE THAT PROMOTER'S CONTRIBUTION SHALL BE KEPT IN AN ESCROW ACCOUNT WITH A SCHEDULED COMMERCIAL BANK AND SHALL BE RELEASED TO THE COMPANY ALONG WITH PROCEEDS OF THE PUBLIC ISSUE- NOT APPLICABLE.
8. WE CERTIFY THAT THE PROPOSED ACTIVITIES OF THE COMPANY FOR WHICH THE FUNDS ARE BEING RAISED IN THE PRESENT ISSUE FALL WITHIN THE "MAIN OBJECTS" LISTED IN THE OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION OR OTHER CHARTER OF THE COMPANY AND THAT THE ACTIVITIES WHICH HAVE BEEN CARRIED OUT UNTILL NOW ARE VALID IN TERMS OF THE OBJECT CLAUSE OF ITS MEMORANDUM OF ASSOCIATION.
9. WE CONFIRM THAT NECESSARY ARRANGEMENTS HAVE BEEN MADE TO ENSURE THAT THE MONEYS RECEIVED PURSUANT TO THE ISSUE ARE KEPT IN A SEPARATE BANK ACCOUNT AS PER THE PROVISIONS OF SUB-SECTION (3) OF SECTION 40 OF THE COMPANIES ACT, 2013 AND THAT SUCH MONEYS SHALL BE RELEASED BY THE SAID BANK ONLY AFTER PERMISSION IS OBTAINED FROM ALL THE STOCK EXCHANGES MENTIONED IN THE PROPECTUS. WE FURTHER CONFIRM THAT THE AGREEMENT ENTERED INTO BETWEEN THE BANKERS TO THE ISSUE AND THE COMPANY SPECIFICALLY CONTAINS THIS CONDITION- NOTED FOR COMPLIANCE.
10. WE CERTIFY THAT A DISCLOSURE HAS BEEN MADE IN THE DRAFT RED HERRING PROSPECTUS THAT THE INVESTORS SHALL BE GIVEN AN OPTION TO GET THE SHARES IN DEMAT OR PHYSICAL MODE- NOT APPLICABLE.
11. WE CERTIFY THAT ALL THE APPLICABLE DISCLOSURES MANDATED IN THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS), 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 RED HERRING PROPECTUS:
 - a. AN UNDERTAKING FROM THE COMPANY THAT AT ANY GIVEN TIME, THERE SHALL BE ONLY ONE DENOMINATION FOR THE EQUITY SHARES OF THE COMPANY AND;
 - b. AN UNDERTAKING FROM THE COMPANY THAT IT SHALL COMPLY WITH SUCH DISCLOSURE AND ACCOUNTING NORMS SPECIFIED BY THE SEBI 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), 2009, WHILE MAKING THE ISSUE. NOTED FOR COMPLIANCE.
14. WE ENCLOSE A NOTE EXPLAINING HOW THE PROCESS OF DUE DILIGENCE HAS BEEN EXERCISED BY US IN VIEW OF THE NATURE OF CURRENT BUSINESS BACKGROUND OF THE COMPANY, SITUATION AT WHICH THE PROPOSED BUSINESS STANDS, THE RISK FACTORS, PROMOTER'S EXPERIENCE, ETC. REFER TO THE DUE DILIGENCE NOTE ENCLOSED AS ANNEXURE A.

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, 2009, CONTAINING DETAILS SUCH AS THE REGULATION NUMBER, ITS TEXT, THE STATUS OF COMPLIANCE, PAGE NUMBER OF THE DRAFT RED HERRING PROSPECTUS WHERE THE REGULATION HAS BEEN COMPLIED WITH AND OUR COMMENTS, IF ANY. REFER TO THE CHECKLIST ENCLOSED AS ANNEXURE B.
16. WE ENCLOSE STATEMENT ON 'PRICE INFORMATION OF PAST ISSUES HANDLED BY MERCHANT BANKER (WHO ARE RESPONSIBLE FOR PRICING THIS ISSUE)', AS PER FORMAT SPECIFIED BY THE BOARD THROUGH CIRCULAR- NOT APPLICABLE AS THIS BEING THE FIRST ISSUE OF THE MERCHANT BANKER.
17. WE CERTIFY THAT THE PROFITS FROM RELATED PARTY TRANSACTION HAVE ARISEN FROM LEGITIMATE BUSINESS TRANSACTION.- COMPLIED WITH TO THE EXTENT OF THE RELATED PARTY TRANSACTION OF THE COMPANY REPORTED AS PER THE ACCOUNTING STANDARD 18 IN THE FINANCIAL STATEMENT OF THE COMPANY INCLUDED IN THE DRHP, CERTIFIED BY NAVDEEP SINGH & CO, CHARTERED ACCOUNTANTS (FIRM REGISTRATION NUMBER RN 008400N) BY WAY OF ITS CERTIFICATE DATED JANUARY 08, 2015.

**Section 40 (3) of the Companies Act, 2013 has been notified by the Ministry of Corporate Affairs, Government of India.*

**Section 29 of the Companies Act, 2013 provides inter alia that every company making public offers shall issue securities only in dematerialized form by complying with the provisions of the Depositories Act, 1996 and the regulations made thereunder.*

The filing of this Draft Red Herring Prospectus does not, however, absolve any person who has authorized the issue of this Draft Red Herring Prospectus from any liabilities under Section 34 or Section 36 of Companies Act, 2013 or from the Issue. SEBI further reserves the right to take up at any point of time, with Book Running Lead Manager, any irregularities or lapses in this Draft Red Herring Prospectus.

All legal requirements pertaining to the Issue will be complied with at the time of filing of the Red Herring Prospectus with the RoC in terms of Section 32 of the Companies Act, 2013. All legal requirements pertaining to the Issue will be complied with at the time of registration of the Prospectus with the RoC in terms of Sections 26 and 30 of the Companies Act, 2013.

Price information of past issues:

Mefcom has not handled any public issue in the last three years. Hence, no track record of past issues is available. However, for details regarding track record of BRLM, as specified in Circular reference CIR/MIRSD/1/2012 dated January 10, 2012 issued by SEBI, please refer to the website: www.mefcom.in.

Disclaimer Clause of BSE

As required, a copy of this draft red herring prospectus shall be submitted to BSE. The disclaimer clause as intimated by the BSE to us, post scrutiny of this Draft red herring prospectus, shall be included in the Red Herring Prospectus prior to filing the same with Registrar of Companies.

Disclaimer Clause of NSE

As required, a copy of this draft red herring prospectus shall be submitted to NSE. The disclaimer clause as intimated by the NSE to us, post scrutiny of this Draft red herring prospectus, shall be included in the Red Herring Prospectus prior to filing the same with Registrar of Companies.



Caution

The Book Running Lead Manager accepts no responsibility, save to the limited extent as provided in the Underwriting Agreement to be entered into between the Underwriter and our Company and the MOU between the Book Running Lead Manager and our Company.

Our Company and the Book Running 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 bidding centers, etc.

The Book Running Lead Manager and its associates and affiliates may engage in transactions with and perform services for, our Company and the associates of our Company in the ordinary course of business and have engaged, and may in future engage in the provision of financial services for which they have received, and may in future receive, compensation.

Neither our Company, the Book Running Lead Manager or any Syndicate Member are liable to the Bidders for any failure in downloading the Bids due to faults in any software/hardware system or otherwise.

Investors that bid in the Issue will be required to confirm and will be deemed to have represented to our Company, 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 Underwriter and the Book Running Lead Manager and their respective directors, agents, affiliates and representatives accept no responsibility or liability for advising any investor on whether such investor is eligible to acquire Equity Shares.

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, permitted insurance companies and pension funds, insurance funds set up and managed by the army and navy and insurance funds set up and managed by the Department of Posts, India) and to FPIs, Eligible NRIs and other eligible foreign investors (viz. FVCIs, multilateral and bilateral development financial institutions). This Draft Red Herring 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 Red Herring 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 New Delhi 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 the Draft Red Herring Prospectus had been filed with SEBI for its observations. Accordingly, the Equity Shares represented thereby may not be offered or sold, directly or indirectly, and this Draft Red Herring 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 Red Herring 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 Bids may not be made by persons in any such jurisdictions except in compliance with the applicable laws of such jurisdictions. The Equity Shares have not been and will not be registered under the Securities Act or any state securities laws in the United States, and may not be offered, sold or delivered within the United States (as defined in Regulation S under the Securities Act), except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act. Accordingly,



the Equity Shares are being offered and sold only outside the United States in offshore transactions in compliance with Regulation S under the Securities Act and the applicable laws of the jurisdiction where those offers and sales occur.

Filing

A copy of the Draft Red Herring Prospectus has been filed with SEBI at Securities and Exchange Board of India The Regional Manager, 5th Floor, Bank of Baroda Building, 16, Sansad Marg, New Delhi - 110 001.

A copy of this Draft Red Herring Prospectus, along with the documents required to be filed would be delivered for registration to RoC in accordance with Section 32 of the Companies Act, 2013 and a copy of the Prospectus to be filed under Section 26 of the Companies Act, 2013 would be delivered for registration with the RoC at the office of the Registrar of Companies, Delhi at 4th Floor, IFCI Tower, 61, Nehru Place, New Delhi- 110019.

Listing

Applications will be made to the Stock Exchanges for permission to deal in and for an official quotation of the Equity Shares. BSE will be the Designated Stock Exchange with which the Basis of Allotment will be finalized.

If the permissions to deal in and for an official quotation of the Equity Shares are not granted by any of the Stock Exchanges mentioned above, our Company will forthwith repay, all monies received from the applicants in pursuance of the Red Herring Prospectus in the proportion of the Equity Shares issued by our Company in the Fresh Issue. If such money is not repaid within the prescribed time, then our Company and every Director of our Company who is an officer in default shall be liable to repay the money, with interest, as prescribed under applicable law.

Our Company Shall ensure that all steps for the completion of the necessary formalities for listing and commencement of trading at all the Stock Exchanges mentioned above are taken within 12 Working Days from the Bid/Issue Closing Date, failing which interest shall be due to be paid to the applicants at the rate of 15% per annum for the delayed period.

Impersonation

Attention of the Bidders is specifically drawn to the provisions of sub-section (1) of Section 38 of the Companies Act, 2013 which is reproduced below:

”Any person who—

- a) makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or
- b) makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or
- c) otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name, shall be liable for action under Section 447.”

The liability prescribed under Section 447 of the Companies Act, 2013, includes imprisonment for a term of not less than six months extending up to ten years (provided that where the fraud involves public interest, such term shall not be less than three years) and fine of an amount not less than the amount involved in the fraud, extending up to three times of such amount.

Consents

We have obtained consents in writing of our Directors, our Company Secretary and Compliance Officer, the Book Running Lead Manager, the lenders to our Company, the legal counsel to the Issue, the Bankers to our Company, the Registrar to the Issue. Further, the Auditors has provided their consent to act as an expert in the form provided by the ICAI under the Institute of Chartered Accountant's Guidance Note on Reports in Company Prospectuses. We



will obtain consents in writing of the the Syndicate Member(s), Refund Bank(s) and the Banker(s) to the Issue / Escrow Collection Bank(s) to act in their respective capacities. These consents will be filed along with a copy of the Red Herring Prospectus with the RoC as required under Section 32 of the Companies Act, 2013.

In accordance with the Companies Act, 1956, Companies Act, 2013 and the SEBI ICDR Regulations, M/s. Navdeep Singh & Company, Chartered Accountants our statutory auditors has agreed to provide its written consents for inclusion of its name, report on financial statements and report relating to the possible general and special tax benefits, as applicable, accruing to our Company and its shareholders, in the Draft Red Herring Prospectus in the form and context in which they appear in the Draft Red Herring Prospectus.

Further, such consent and report will not be withdrawn up to the time of delivery of the Red Herring Prospectus for registration with the RoC.

Expert Opinion

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

Our Company has received written consent from the Statutory Auditors namely, M/s Navdeep Singh & Company, Chartered Accountants, to include its name as an expert under Section 26 of the Companies Act, 2013 in this Draft Red Herring Prospectus in relation to the report dated 8th January, 2015 on the restated financial statements of our Company and the statement of tax benefits dated 17th January, 2015, included in this Draft Red Herring Prospectus and such consent has not been withdrawn up to the time of delivery of this Draft Red Herring Prospectus.

Issue Related Expenses

The total expenses of the Issue are estimated to be approximately [●]. The expenses of the Issue include, among others, underwriting and Issue management fees, selling commission, printing and distribution expenses, legal fees, statutory advertisement expenses and listing fees. The estimated issue expenses are as under:

Particulars	Amount* (in mn)	As a percentage of total expenses*	As a percentage of Issue size*
Fees to intermediaries (BRLM, Registrar, Advisors, Bankers to the Issue, Underwriting commission and Brokerage**)	[●]	[●]	[●]
Advertising, travelling and marketing expenses	[●]	[●]	[●]
Printing and distribution expenses	[●]	[●]	[●]
Statutory and other miscellaneous expenses	[●]	[●]	[●]
Total	[●]	[●]	[●]

*To be completed after finalization of the Issue Price

Details of Fees Payable

Fees Payable to the Syndicate Members

The total fees payable to the Syndicate is stated in the syndicate agreement to be entered into between the Company and the members of the Syndicate, copies of which is available for inspection at the Registered Office.

Fees Payable to the Book Running Lead Manager

The total fees payable to the Book Running Lead Manager will be as per the Issue Agreement dated 2nd March, 2015 executed between our Company and Mefcom Capital Markets Limited, the copy of which is available for inspection at our Registered Office.

Fees Payable to the Registrar to the Issue

The fees payable to the Registrar to the Issue will be as per the Agreement signed by our Company and the Registrar to the Issue dated 3rd March, 2015 a copy of which is available for inspection at our Registered Office. The Registrar



to the Issue will be reimbursed for all out-of-pocket expenses including cost of stationery, postage, stamp duty and communication expenses. Adequate funds will be provided by our Company to the Registrar to the Issue to enable them to send refund orders or allotment advice by registered post/ speed post/ under certificate of posting.

Fees Payable to Others

The total fees payable to the Legal Advisor, Auditor and Advertiser, etc. will be as per the terms of their respective engagement letters.

Underwriting Commission, Brokerage and Selling Commission on Previous Issues

We have not made any previous public issues. Therefore, no sum has been paid or is payable as commission or brokerage for subscribing to or procuring for, or agreeing to procure subscription for any of the Equity Shares of our Company since its inception.

Previous Rights and Public Issues during the Last Five Years

We have not made any previous rights and/or public issues during the last five years, and are an "Unlisted Issuer" in terms of the SEBI ICDR Regulations and this Issue is an "Initial Public Offering" in terms of the SEBI ICDR Regulations.

Previous Issues of Shares otherwise than for Cash

Except as stated in the chapter titled "Capital Structure" beginning on page no.45, our Company has not issued any Equity Shares for consideration otherwise than for cash.

Previous capital issue during the previous three years by our listed group- companies/ associates of our Company

Our Group Company is not listed on any stock exchange.

Commission and Brokerage on Previous Issues

Since this is the initial public offer of the Equity Shares by our Company, no sum has been paid or has been payable as commission or brokerage for subscribing to or procuring or agreeing to procure subscription for any of our Equity Shares since 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:

As on the date of filing the Draft Red Herring Prospectus the equity shares of our Group Company is listed on any recognized stock exchange.

Performance vis-à-vis objects

Our Company is an "Unlisted Issuer" in terms of the SEBI ICDR Regulations, and this Issue is an "Initial Public Offering" in terms of the SEBI ICDR Regulations. Therefore, data regarding promise versus performance is not applicable to us.

Outstanding debentures, bonds, redeemable preference shares and other instruments issued by our Company

As on the date of filing the Draft Red Herring Prospectus with SEBI, our Company has no outstanding debentures, bonds or redeemable preference shares.

Option to Subscribe



Equity Shares being offered through the Draft Red Herring Prospectus can be applied for in dematerialized form only.

Stock Market Data for our Equity Shares

Our Company is an “Unlisted Issuer” in terms of the SEBI ICDR Regulations, and this Issue is an “Initial Public Offering” in terms of the SEBI ICDR Regulations. Thus, there is no stock market data available for the Equity Shares of our Company.

Mechanism for Redressal of Investor Grievances

The memorandum of understanding between the Registrar and our Company will provide for retention of records with the Registrar for a period of at least one year from the last date of dispatch of the letters of allotment, demat credit and refund orders to enable the investors to approach the Registrar to this Issue for redressal of their grievances.

All grievances relating to this Issue may be addressed to the Registrar with a copy to our Company Secretary and 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 Bid-cum-Application Form was submitted by the ASBA Bidders.

Disposal of Investor Grievances by our Company

Our Company or the Registrar to the Issue or the SCSB in case of ASBA Bidders shall redress routine investor grievances. We estimate that the average time required by us or the Registrar to this Issue for the redressal of routine investor grievances will be 10 Working Days from the date of receipt of the complaint. In case of non-routine complaints and complaints where external agencies are involved, we will seek to redress these complaints as expeditiously as possible.

We have constituted the Shareholders/ Investors Grievance Committee of the Board vide resolution passed at the Board Meeting held on 28th February, 2015. For further details, please refer to the chapter titled “Management” beginning on page number 105.

Our Company has appointed Kabindra Jha as the Company Secretary and Compliance Officer and he may be contacted at the following address:

Plot No. 192A, Sector 4, IMT Manesar,
Gurgaon, Haryana -122050
Tel: +91 124 4763200;
Fax: +91 124 436518
E-Mail: corporate@mmsprings.in;
Website: www.mmsprings.in

Investors can contact our Company Secretary and Compliance Officer or the Registrar in case of any pre-Issue or post-Issue related problems such as non-receipt of letters of allocation, credit of allotted Equity Shares in the respective beneficiary account or refund orders, etc.

Changes in Auditors during the last three financial years

There is no change in our Auditors during the last three years.



Capitalization of Reserves or Profits

Save and except as stated in the chapter titled “Capital Structure” beginning on page number 45, our Company has capitalized its reserves or profits at any time since inception.

Revaluation of assets

Our Company has not revalued its assets since incorporation.



SECTION IX- ISSUE RELATED INFORMATION

TERMS OF THE ISSUE

The Equity Shares being issued pursuant to this Issue are subject to the provisions of the Companies Act, SEBI ICDR Regulations, SCRA, SCRR, our Memorandum and Articles of Association, the terms of this Red Herring Prospectus, the Prospectus, Bid cum Application Form, the Revision Form and other terms and conditions as may be incorporated in the Allotment Advices and other documents/certificates that may be executed in respect of the Issue. The Equity Shares shall also be subject to laws as applicable, guidelines, rules, notifications and regulations relating to the issue of capital and listing and trading of securities issued from time to time by SEBI, the Government of India, the Stock Exchanges, the RBI, RoC and/or other authorities, as in force on the date of the Issue and to the extent applicable or such other conditions as may be prescribed by the SEBI or any other authorities while granting its approval for the Issue.

Ranking of Equity Shares

The Equity Shares being issued in this Issue shall be subject to the provisions of the Companies Act, our Memorandum and Articles of Association and shall rank pari-passu in all respects with the existing Equity Shares including in respect of the rights to receive dividend. The Allottees upon Allotment of Equity Shares under the Issue will be entitled to dividend, voting rights or any other corporate benefits, if any, declared by us after the date of Allotment. For further details, please see the section entitled 'Main Provisions of Articles of Association' on page 269 of this Draft Red Herring Prospectus.

Mode of Payment of Dividend

We shall pay dividend to our shareholders as per the provisions of the Companies Act, our Articles of Association and the provisions of the Equity Listing Agreement. The declaration and payment of dividends will be recommended by our Board of Directors and our shareholders, in their discretion, and will depend on a number of factors, including but not limited to our earnings, capital requirements and overall financial condition. Our Company has declared dividend @ 5% each in the year 2013 and 2014, for further details refer Annexure 31 of 'Financial Information' on page number 132.

Face Value and Issue Price per Share

The face value of each Equity Share is 10. The Floor Price is ₹ [●] per Equity Share and the Cap Price is ₹ [●] per Equity Share.

The Price Band and the minimum Bid Lot size for the Issue will be decided by our Company in consultation with the Manager and advertised in all editions of one English national daily, one Hindi national daily (Hindi being the regional newspaper where the registered office of the Company is located), each with wide circulation and made available on the websites of the Stock Exchanges, at least five Working Days prior to the Bid/Issue Opening Date. The Price Band, along with the relevant financial ratios calculated at the Floor Price and at the Cap Price, shall be pre-filled in the Bid cum Application Forms available at the websites of the Stock Exchanges.

At any given point of time there shall be only one denomination of Equity Shares, subject to applicable law.

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, our equity shareholders shall have the following rights:



- Right to receive dividend, if declared;
- Right to attend general meetings and exercise voting rights, unless prohibited by law;
- Right to vote on a poll either in person or by proxy;
- Right to receive offer for rights shares and be allotted bonus shares, if announced;
- Right to receive surplus on liquidation;
- Right to freely transfer their Equity Shares, subject to applicable laws; and
- Such other rights, as may be available to a shareholder of a listed public company under the

Companies Act, the terms of the Equity Listing Agreements with the Stock Exchange(s) and the Memorandum and Articles of Association of our Company.

For a detailed description of the main provisions of the Articles of Association of our Company relating to voting rights, dividend, forfeiture and lien and/or consolidation/splitting, please refer to the section titled “*Main Provisions of Article of Association*” beginning on page number 269.

Minimum Application Value, Market Lot and Trading Lot

In terms of Section 29 of the Companies Act, 2013, the Equity Shares shall be Allotted only in dematerialized form, As per the existing SEBI ICDR Regulations, the trading of the Equity Shares shall only be in dematerialized form for all investors. In this context, two agreements have been signed among our Company, the respective Depositories and the Registrar to the Issue:

- Agreement dated [●] among NSDL, our Company and the Registrar to the Issue;
- Agreement dated [●] among CDSL, our Company and the Registrar to the Issue;

Since trading of the Equity Shares is in dematerialized form, the tradable lot is one Equity Share. Allotment in the Issue will be in multiples of one, subject to a minimum Allotment of [●] Equity Shares.

Minimum Number of Allottees

The minimum number of allottees in this Issue shall be 1000 shareholders. In case the minimum number of prospective allottees is less than 1000, no allotment will be made pursuant to this Issue and the monies collected shall be refunded with 15 days of closure of the Issue.

Jurisdiction

Any dispute arising out of this Issue will be subject to the jurisdiction of competent court(s) in New Delhi, India only.

The Equity Shares have not been and will not be registered under the US Securities Act of 1933 (“Securities Act”) and may not be offered or sold within the United States (as defined in Regulation under the Securities Act), except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act. Accordingly, the Equity Shares are only being offered and sold outside the United States in offshore transactions in compliance with Regulation S under the Securities Act and the applicable laws of the jurisdiction where those offers and sales occur.

Nomination facility to investors

In accordance with Section 72 of the Companies Act, the sole or first Bidder, along with other joint Bidders, may nominate any one person in whom, in the event of the death of sole Bidder or in case of joint Bidders, death of all the Bidders, as the case may be, the Equity Shares Allotted, if any, shall vest. A person, being a nominee, entitled to the Equity Shares by reason of the death of the original holder(s), shall in accordance with section 72 of the Companies Act, be entitled to the same advantages to which he or she would be entitled if he or she were the registered holder of the equity share(s). Where the nominee is a minor, the holder(s) may make a nomination to appoint, in the prescribed manner, any person to become entitled to equity share(s) in the event of his or her death



during the minority. A nomination shall stand rescinded upon a sale of equity share(s) by the person nominating. A buyer will be entitled to make a fresh nomination in the manner prescribed. Fresh nomination can be made only on the prescribed form available on request at our Registered Office or to the registrar and transfer agents of our Company.

In accordance with Section 72 of the Companies Act, any person who becomes a nominee shall, upon the production of such evidence as may be required by the Board, elect either:

- a) to register himself or herself as the holder of the Equity Shares; or
- b) to make such transfer of the Equity Shares, as the deceased holder could have made.

Further, the Board may at any time give notice requiring any nominee to choose either to be registered himself or herself or to transfer the Equity Shares, and if the notice is not complied with within a period of ninety days, the Board may thereafter withhold payment of all dividends, bonuses or other moneys payable in respect of the Equity Shares, until the requirements of the notice have been complied with.

Since the allotment of Equity Shares in the Issue will be made only in dematerialized mode there is no need to make a separate nomination with our Company. Nominations registered with respective depository participant of the applicant would prevail. If the investor wants to change the nomination, they are requested to inform their respective depository participant.

Minimum Subscription

If our Company does not receive (i) the minimum subscription of 90% of the Issue within the Bid/Issue Period; and/or (ii) a subscription in the Issue equivalent to the minimum number of securities as specified under Rule 19(2)(b)(ii) of the SCRR, including devolvement of Underwriters, if any, our Company shall refund the entire subscription amount received, within period as prescribed under Regulation 14 of the SEBI ICDR Regulations. If there is a delay beyond prescribed period, our Company shall pay interest as prescribed under Rule 11 of the Companies (Prospectus and Allotment of Securities) Rules, 2014.

Further, in accordance with Regulation 26(4) of the SEBI ICDR Regulations, our Company shall ensure that the number of prospective allottees to whom the Equity Shares will be allotted will be not less than 1,000.

If at least 75% of the Issue is not allotted to the QIBs, the entire application money shall be refunded forthwith.

Arrangements for Disposal of Odd Lots

The Equity Shares will be traded in dematerialized form only and therefore the marketable lot is one Equity Share. Hence, there is no possibility of any odd lots.

Restrictions, if any on Transfer and Transmission of Equity Shares

Except for (a) the lock-in of the pre-Issue capital of our Company, Promoter's Minimum Contribution as provided in the chapter entitled 'Capital Structure' on page 45 of this Draft Red Herring Prospectus, and (b) otherwise provided in our Articles, as described in the section entitled 'Main Provisions of the Articles of Association' on page 269 of this Draft Red Herring Prospectus, there are no restrictions on transfer and transmission of shares/ debentures and on their consolidation/ splitting.

ISSUE STRUCTURE

Issue of 53,00,000 Equity Shares for cash at a price of ₹ [●] per Equity Share (including share premium of ₹ [●] per Equity Share) aggregating to ₹[●] million. The Issue will constitute 42.24% of the post-Issue paid-up equity share capital of our Company.

The Issue is being made through the Book Building Process.

Particulars	QIBs	Non-Institutional Bidders	Retail Individual Bidders
Number of Equity Shares available for allocation	39,75,000 Equity Shares	7,95,000 Equity Shares available for allocation or Issue less allocation to QIB Bidders and Retail Individual Bidders	5,30,000 Equity Shares available for allocation or Issue less allocation to QIB Bidders and Non-Institutional Bidders.
Percentage of Issue Size available for Allotment/allocation	Atleast 75% of the Issue size being available for allocation to QIBs. However, up to 5% of the QIB Portion will be available for allocation proportionately to Mutual Funds only. Mutual Funds participating in the Mutual Fund Portion will also be eligible for allocation in the remaining balance QIB Portion	Not more than 15% of the Issue Size or Issue Size less allocation to QIBs and Retail Individual Bidders	Not more than 10% of the Issue Size or Issue Size less allocation to QIBs and Non Institutional Bidders.
Basis of Allotment/Allocation of respective category is oversubscribed	Proportionate as follows: a) 1,98,750 Equity Shares shall be allocated on a proportionate basis to Mutual Funds only; b) 39,75,000 Equity Shares shall be allocated on a proportionate basis to all QIBs including Mutual Funds receiving allocation as per (a) above.	Proportionate	The allotment to each Retail Individual Bidder shall not be less than the minimum Bid lot, subject to availability of Equity Shares in the Retail Portion, and the remaining available Equity Shares, if any, shall be allotted on a proportionate basis. For the method of proportionate Basis of Allotment to Retail Individual Bidders, see “ <i>Illustration of Allotment to Retail Individual Bidders</i> ” beginning on page number 263.
Minimum Bid	Such number of Equity Shares that the Bid Amount exceeds ₹ 200,000 and in multiples of [●] Equity Shares thereafter.	Such number of Equity Shares that the Bid Amount exceeds ₹ 200,000 and in multiples of [●] Equity Shares thereafter.	[●]Equity Shares and in multiples of [●] Equity Shares thereafter.
Maximum Bid	Such number of Equity Shares not exceeding the Issue, subject to applicable limits.	Such number of Equity Shares not exceeding the Issue, subject to applicable limits.	Such number of Equity Shares, whereby the Bid Amount does not exceed ₹200, 000.



Mode of Allotment	Dematerialized mode	Dematerialized mode	Dematerialized mode
Bid Lot	[●] Equity Shares and in multiples of [●] Equity Share thereafter	[●] Equity Shares and in multiples of [●] Equity Share thereafter	[●] Equity Shares and in multiples of [●] Equity Share thereafter
Allotment Lot	[●] Equity Shares and in multiples of one Equity Share thereafter	[●] Equity Shares and in multiples of one Equity Share thereafter	[●] Equity Shares and in multiples of one Equity Share thereafter
Trading Lot/Market lot	One (1) Equity Share	One (1) Equity Share	One (1) Equity Share
Who can apply	Public financial institutions, as specified in Section 2(72) of the Companies Act, 2013, scheduled commercial banks, mutual funds, foreign institutional investor and sub-account registered with SEBI (other than a sub-account which is a foreign corporate or foreign individual), multilateral and bilateral development financial institutions, VCF, FVCI, AIFs, state industrial development corporations, permitted insurance companies registered with the Insurance Regulatory and Development Authority, provident funds, (subject to applicable laws) with minimum corpus of 250 million and pension funds with minimum corpus of ₹250 million in accordance with applicable law, National Investment Fund set up by Government of India, insurance funds set up and managed by the army, navy and air force of the Union of India and insurance funds set up and managed by the Department of Posts, India	Companies, Corporate Bodies, Scientific Institutions, Societies, Trusts, Resident Indian individuals, HUF (in the name of Karta), NRIs, subaccounts of FIIs registered with SEBI, which are foreign corporate or foreign individuals and QFIs (applying for an amount exceeding ₹ 2,00,000)	Resident Indian individuals, Eligible NRIs and HUFs (in the name of Karta)
Terms of payment	Full Bid Amount shall be payable at the time of submission of Bid cum Application Form	Full Bid Amount shall be payable at the time of submission of Bid cum Application Form	Full Bid Amount shall be payable at the time of submission of Bid cum Application Form

Subject to valid Bids being received at or above the Issue Price, the Issue is being made through the Book Building Process wherein at least 75% of the Issue shall be allotted to QIB Bidders on a proportionate basis. 5% of the Net QIB Portion shall be available for allocation on a proportionate basis to Mutual Funds only. The remainder shall be



available for Allotment on a proportionate basis to QIBs (including Mutual Funds), subject to valid Bids being received from them at or above the Issue Price. Mutual Funds participating in the 5% reservation in the Net QIB Portion will also be eligible for allocation in the remaining QIB Portion. The unsubscribed portion in the Mutual Fund reservation will be available to QIBs. Further, not more than 15% of the Issue shall be available for allocation on a proportionate basis to Non-Institutional Bidders and not more than 10% of the Issue shall be available for allocation to Retail Individual Bidders, subject to valid Bids being received at or above the Issue Price.

Subject to valid Bids being received at or above the Issue Price, under-subscription, if any, in the Non-Institutional Portion and Retail Portion would be allowed to be met with spill-over from other categories at the discretion of our Company in consultation with the Book Running Lead Manager and the Designated Stock Exchange. Under-subscription in the QIB portion would result in failure of the Issue.

In case the Bid cum Application Form is submitted in joint names, the investors should ensure that the demat account is also held in the same joint names and the names are in the same sequence in which they appear in the Bid cum Application Form.

In the event, the Bids received from Retail Individual Bidders exceeds [●] Equity Shares, then the maximum number of Retail Individual Bidders who can be allocated/Allotted the minimum Bid Lot will be computed by dividing the total number of Equity Shares available for allocation/Allotment to Retail Individual Bidders by the minimum Bid Lot ("Maximum RII Allottees"). The allocation/Allotment to Retail Individual Bidders will then be made in the following manner:

- In the event the number of Retail Individual Bidders who have submitted valid Bids in the Issue is equal to or less than Maximum RII Allottees, (i) Retail Individual Bidders shall be Allotted the minimum Bid lot; and (ii) the balance Equity Shares, if any, remaining in the Retail Portion shall be Allotted on a proportionate basis to the Retail Individual Bidders who have received Allotment as per (i) above for less than the Equity Shares Bid by them (i.e. who have Bid for more than the minimum Bid lot).
- In the event the number of Retail Individual Bidders who have submitted valid Bids in the Issue is more than Maximum RII Allottees, the Retail Individual Bidders (in that category) who will then be allocated/Allotted minimum Bid Lot shall be determined on draw of lots basis

Under-subscription, if any, in any category, except in the QIB category, would be met with spill-over from other categories at the discretion of our Company in consultation with the Book Running Lead Manager and the Designated Stock Exchange.

Withdrawal of the Issue

In accordance with the SEBI ICDR Regulations, Our Company, reserve the right not to process with the Issue at any time after the Bid / Issue Opening Date, but before the Allotment of Equity Shares, without assigning reasons thereof. However, if our Company withdraws the Issue after the Bid / Issue Closing Date, we will give reason thereof within two days by way of a public notice which shall be published in the same newspapers where the pre-Issue advertisements were published. Further, the Stock Exchange shall be informed promptly in this regard and the Book Running Lead Manager, through the Registrar to the Issue, shall notify the SCSBs to unblock the Bank Accounts of the ASBA Bidders within one Working Day from the date of receipt of such notification. If Issue is withdrawn after the Bid / Issue Closing Date and a fresh public offering is intended, a fresh offer document will be filed with SEBI.

Notwithstanding the foregoing, the Issue is also subject to obtaining (i) the final listing and trading approvals of the Stock Exchange, which our Company shall apply for after Allotment; and (ii) the final RoC approval of the Prospectus after it is filed with the RoC.

If our Company withdraws the Issue and thereafter determines that it will proceed with an IPO, our Company shall be required to file a fresh Draft Red Herring Prospectus with SEBI.

Bid/Issue Programme

BID / ISSUE OPENS ON	[●]
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BID / ISSUE CLOSES ON	[●]
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**Our Company may, in consultation with the BRLM, consider closing the Bid/Issue Period for QIBs one day prior to the Bid/Issue Closing Date in accordance with the SEBI ICDR Regulations:*

The above timetable is indicative and does not constitute any obligation on our Company or the BRLM. Whilst our Company shall ensure that all steps for the completion of the necessary formalities for the listing and the commencement of trading of the Equity Shares on the Stock Exchanges are taken within 12 Working Days of the Bid/Issue Closing Date, the timetable may change due to various factors, such as extension of the Bid/Issue Period by our Company, revision of the Price band or any delays in receiving the final listing and trading approval from the Stock Exchanges. The commencement of trading of the Equity Shares will be entirely at the discretion of the Stock Exchanges and in accordance with the applicable laws.

Application and any revisions to the same will be accepted only between 10.00p.m. and 5.00p.m. (Indian Standard Time) during the Issue Period at the Application Centers mentioned in the Application Form, or in the case of ASBA Applicants, at the Designated Bank Branches except that on the Issue Closing Date applications will be accepted only between 10.00p.m. and 3.00p.m. (Indian Standard Time). And shall be uploaded until (i) 4.00p.m. (IST) in case of Bids by QIB Bidders and Non-Institutional Bidders, and (ii) until 5.00p.m. (IST) or such extended time as permitted by the Stock Exchanges, in case of Bids by Retail Individual Bidders after taking into account the total number of applications received up to the closure of timings and reported by the BRLM to the Stock Exchanges. It is clarified that Bids not uploaded on the electronic bidding system would be rejected. Applications will be accepted only on Working Days, i.e., Monday to Friday (excluding any public holiday).

Due to limitation of time available for uploading the Bids on the Bid/Issue Closing Date, Bidders are advised to submit their Bids one day prior to the Bid/Issue Closing Date and, in any case, no later than 1.00p.m. (IST) on the Bid/Issue Closing Date. All times mentioned in the Draft Red Herring Prospectus are Indian Standard Times. Bidders are cautioned that in the event a large number of Bids are received on the Bid/Issue Closing Date, as is typically experienced in public offerings, some Bids may not get uploaded due to lack of sufficient time. Such Bids that cannot be uploaded will not be considered for allocation under the Issue. Bids will be accepted only on Business Days, i.e., Working Days. Neither our Company nor any member of the syndicate is liable for any failure in uploading the Bids due to faults in any software/hardware system or otherwise.

On the Bid/Issue Closing Date, extension of time will be granted by the Stock Exchanges only for uploading the Bids received by Retail Individual Bidders after taking into account the total number of Bids received and as reported by the BRLM to the Stock Exchanges within half an hour of such closure.

The final revision, if any, in the Price Band will be determined by our Company in consultation with the BRLM during the Bid/Issue Period, provided that the Cap Price shall be less than or equal to 120% of the Floor Price and the Floor Price shall not be less than the face value of the Equity Shares. The revision in Price Band shall not exceed 20% on the either side i.e. the floor price can move up or down to the extent of 20% of the Floor Price and the Cap Price will be revised accordingly.

In case of revision of the Price Band, the Bid/Issue Period will be extended for at least three. Working Days after revision of Price Band subject to the Bid/Issue Period not exceeding 10 Working days. Any revision in the Price Band and the revised Bid/Issue Period, if applicable, will be widely disseminated by notification to the Stock Exchanges, by issuing a press release and also by indicating the changes on the website of the BRLM and at the terminals of the Syndicate Members.

In case of discrepancy in the data entered in the electronic book *vis-à-vis* the data contained in the physical Bid cum Application Form, for a particular Bidder, the details as per the Bid file received from the Stock Exchanges may be taken as the final data for the purpose of Allotment. In case of discrepancy in the data entered in the electronic book *vis-à-vis* the data contained in the physical or electronic Bid cum Application Form, for a particular ASBA Bidder, the Registrar to the Issue shall ask the relevant SCSB or the member of the Syndicate for rectified data.

ISSUE PROCEDURE



*All Bidders 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 (the “**General Information Document**”) included below under section “Part B – General Information Document”, which highlights the key rules, processes and procedures applicable to public issues in general in accordance with the provisions of the Companies Act, 1956, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957 and the SEBI ICDR Regulations. The General Information Document has been updated to include certain references to the notified provisions of the Companies Act, 2013 to the extent applicable to a public issue. The General Information Document is also available on the websites of the Stock Exchanges and the BRLM. Please refer to the relevant provisions of the General Information Document which are applicable to the Issue.*

Our Company and the BRLM do not accept any responsibility for the completeness and accuracy of the information stated in this section, and is not liable for any amendment, modification or changes in the applicable law which may occur after the date of this Red Herring Prospectus. Bidders are advised to make their independent investigations and ensure that their Bids 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 Red Herring Prospectus.

Please note that QIBs and Non-Institutional Bidders can participate in the Issue only through the ASBA process. Retail Individual Bidders can participate in the Issue through the ASBA process as well as the non ASBA process. ASBA Bidders should note that the ASBA process involves application procedures that are different from the procedure applicable to non-ASBA Bidders. However, there is a common Bid cum Application Form for ASBA Bidders (submitted to SCSBs or to the Syndicate at the Specified Cities or to the Registered Brokers at the Broker Centers) as well as for non-ASBA Bidders. Bidders applying through the ASBA process should carefully read the provisions applicable to such applications before making their application through the ASBA process. Please note that all Bidders are required to make payment of the full Bid Amount along with the Bid cum Application Form. In case of ASBA Bidders, an amount equivalent to the full Bid Amount will be blocked by the SCSBs.

ASBA Bidders may submit ASBA Bids to a Designated Branch (a list of such branches is available on the website of the SEBI (www.sebi.gov.in) or to the Syndicate at the Specified Cities or to the Registered Brokers at the Broker Centers. Non-ASBA Bidders are required to submit Bids to the Syndicate, only on a Bid cum Application Form bearing the stamp of a member of the Syndicate or the Registered Broker. ASBA Bidders are advised not to submit Bid cum Application Forms to Escrow Collection Banks, unless such Escrow Collection Banks are also SCSBs.

All Bidders are required to pay the full Bid Amount or, in case of ASBA Bids, ensure that the ASBA Account has sufficient credit balance such that the full Bid Amount can be blocked by the SCSB at the time of submitting the Bid.

SEBI by its circular (CIR/CFD/DIL/1/2011) dated April 29, 2011 (“2011 Circular”) has made it mandatory for the non retail bidders i.e., QIBs and Non Institutional Bidders to make use of the facility of ASBA for making applications for public issues. Further, the 2011 Circular also provides a mechanism to enable the Syndicate and sub-Syndicate Members to procure Bid cum Application Forms submitted under the ASBA process from prospective Bidders. SEBI by its circular (CIR/CFD/14/2012) dated October 4, 2012 (“2012 Circular”), has introduced an additional mechanism for prospective Bidders to submit Bid cum Application Forms (ASBA and non-ASBA applications) using the stock broker network of Stock Exchanges, who may not be Syndicate Members in the Issue. The 2012 Circular envisages enabling this facility to submit the Bid cum Application Forms in more than 1,000 locations which are part of the nationwide broker network of the Stock Exchanges and where there is a presence of the brokers’ terminals, by March 1, 2013.

Further, SEBI by its circular (CIR/CFD/DIL/ 4 /2013) dated January 23, 2013 (“2013 Circular”), in partial modification of the 2011 Circular, mandates that in order to facilitate Syndicate/ sub-Syndicate/ non-Syndicate Members to accept Bid cum Application Forms from prospective ASBA Bidders in the locations, all the SCSBs having a branch in the location of Broker Centers, notified in terms of the 2012 Circular are required to name at least one branch before March 1, 2013, where Syndicate/sub-Syndicate/ non-Syndicate Members can submit such Bid cum Application Forms.



Please note that pursuant to the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) (Fourth Amendment) Regulations, 2012, certain aspects, such as withdrawal and revision of Bids, manner of allocation to Retail Individual Bidders and announcement of Price Band, have been modified. Please note that such modifications have come into effect from October 12, 2012 and all Bidders are advised to read this section carefully before participating in the Issue.

Book Building Procedure

The Issue is being made through the Book Building Process wherein at least 75% of the Issue shall be allotted to QIBs. 5% of the QIB Category shall be available for allocation on a proportionate basis to Mutual Funds only, and the remainder of the QIB Category shall be available for allocation on a proportionate basis to all QIB Bidders, including Mutual Funds, subject to valid Bids being received at or above the Issue Price. Further, not more than 15% of the Issue shall be available for allocation on a proportionate basis to Non-Institutional Investors and not more than 10% of the Issue shall be available for allocation to Retail Individual Investors in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Issue Price. Further, not more than 15% of the Issue shall be available for allocation on a proportionate basis to Non-Institutional Bidders and not more than 10% of the Issue shall be available for allocation to Retail Individual Bidders, subject to valid Bids being received at or above the Issue Price, such that allotment to each Retail Individual Bidder shall not be less than the minimum bid lot, subject to availability of shares in Retail Individual Bidder's category, and the remaining available shares, if any, shall be allotted on a proportionate basis.

Under-subscription, if any, in any category, except in the QIB 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 BRLM and the Designated Stock Exchange. However, under-subscription, if any, in the QIB Portion will not be allowed to be met with spill-over from other categories or a combination of categories.

Investors should note that the Equity Shares will be allotted to all successful Bidders only in dematerialized form. The Bid cum Application Forms which do not have the details of the Bidders' depository account, including DP ID, Client ID and PAN, shall be treated as incomplete and will be rejected. Bidders will not have the option of being Allotted Equity Shares in physical form.

In case of QIBs Bidding through the Syndicate ASBA, the Book Running Lead Manager and its affiliate members of the Syndicate may reject Bids at the time of acceptance of the Bid cum Application Form provided that the reasons for such rejection shall be disclosed to such Bidder in writing. Further, Bids from QIBs can also be rejected on technical grounds. In case of Non-Institutional Bidders and Retail Individual Bidders, our Company has a right to reject Bids based on technical grounds only.

Bidders can Bid at any price within the Price Band. The Price Band and the Bid Lot for the Issue will be decided by our Company in consultation with the Book Running Lead Manager, and advertised in an English, a Hindi national daily newspaper, each with wide circulation at least five Working Days prior to the Issue Opening Date, with the relevant financial ratios calculated at the Floor Price and at the Cap Price. Such information shall also be disclosed to the Stock Exchanges for dissemination through, and shall be pre-filled in the Bid cum Application Forms available on, the Stock Exchanges' websites.

Bid cum Application Form

Please note that there is a common Bid cum Application Form for ASBA Bidders (submitted to SCSBs or to the Syndicate at the Specified Locations or to the Registered Brokers at the Broker Centers) as well as for non-ASBA Bidders. The prescribed colour of the Bid-cum-Application Form for the various categories is as follows:

Category	Colour
Resident Indians and Eligible NRIs applying in a non-repatriation basis (ASBA as well as non ASBA Bidders)*	White
Eligible NRIs, FPIs their Sub-Accounts(other than Sub-	Blue



Accounts which are foreign corporate or foreign individuals bidding under the QIB Portion) or FVCIs, QFIs applying on a repatriation basis (ASBA as well as non ASBA Bidders)	
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**Bid cum Application Forms and the abridged prospectus will also be available on the website of the NSE (www.nseindia.com) and BSE (www.bseindia.com)*

All non-ASBA Bidders are required to submit their Bids through the Syndicate or the Registered Brokers only. ASBA Bidders are required to submit their Bids through the SCSBs (in physical or electronic form) or with the Syndicate at the Specified Cities or to the Registered Brokers at the Broker Centers, authorizing SCSBs to block funds that are available in the ASBA Account specified in the Bid cum Application Form. Non-ASBA Bidders shall only use the specified Bid cum Application Form bearing the stamp of a member of the Syndicate or a Registered Broker for the purpose of making a Bid in terms of this Red Herring Prospectus. The Bidder shall have the option to make a maximum of three Bids in the Bid cum Application Form and such options shall not be considered as multiple Bids.

No separate receipts shall be issued for the money payable on the submission of Bid cum Application Form or Revision Form. However, the collection centre of the Syndicate or the Registered Brokers will acknowledge the receipt of the Bid cum Application Forms or Revision Forms by stamping and returning to the Bidder the acknowledgement slip. This acknowledgement slip will serve as the duplicate of the Bid cum Application Form for the records of the Bidder. The Bidder should preserve this acknowledgment slip and should provide the same for any queries relating to non-Allotment of Equity Shares in the Issue.

Kindly note that the Syndicate/ Sub Syndicate or the Registered Broker at the Specified Cities or the Brokers Centers, as applicable, may not accept the Bid if there is no branch of the Escrow Collection Banks at that location.

ASBA Bidders bidding through a member of the Syndicate or a Registered Broker should ensure that the Bid cum Application Form is submitted to a member of the Syndicate only in the Specified Cities or to a Registered Broker in a Broker Center. ASBA Bidders should also ensure that Bid cum Application Forms submitted to the member of the Syndicate in the Specified Cities or a Registered Broker at a Broker Center will not be accepted if the SCSB where the ASBA Account, as specified in the Bid cum Application Form, is maintained has not named at least one branch at that location for the members of the Syndicate or the Registered Broker to deposit Bid cum Application Forms (a list of such branches is available on the website of SEBI at <http://www.sebi.gov.in/sebiweb/home/list/5/33/0/0/Recognised-Intermediaries>). ASBA Bidders bidding directly through the SCSBs should ensure that the Bid cum Application Form is submitted to a Designated Branch of a SCSB where the ASBA Account is maintained.

It is not obligatory for the Registered Broker to accept the Bid cum Application Forms. However, upon acceptance of a Bid cum Application Form, it is the responsibility of the Registered Broker to comply with the obligations set out in 2012 Circular, including in relation to uploading the Bids on the online system of the Stock Exchanges, depositing the cheque and sending the updated electronic schedule to the relevant branch of the Escrow Collection Bank (in case of Bids by Bidders other than ASBA Bidders) and forwarding the schedule along with the Bid cum Application Form to the relevant branch of the SCSB (in case of Bids by ASBA Bidders), and are liable for any failure in this regard.

Upon completion and submission of the Bid cum Application Form to a Syndicate or the Registered Broker or the SCSB, the Bidder is deemed to have authorized our Company to make the necessary changes in this Red Herring Prospectus as would be required for filing the Prospectus with the RoC and as would be required by RoC after such filing, without prior or subsequent notice of such changes to the Bidder. Upon the filing of the Prospectus with the RoC, the Bid cum Application Form shall be considered as the Application Form.

To supplement the foregoing, the mode and manner of Bidding through the Bid cum Application Form is illustrated in the following chart:

Category of bidder	Mode of Bidding	To whom the application form has to be submitted
Retail Individual Bidder	Either (i) ASBA or (ii)	<u>In case of ASBA Bidders:</u>

	non-ASBA	<p>(i) If using physical Bid cum Application Form, to the Syndicate/ Sub Syndicate at the Specified Locations, or to the Designated Branches of the SCSBs where the ASBA Account is maintained, or to the Registered Brokers at the Broker Centres ; or</p> <p>(ii) If using electronic Bid cum Application Form, to the SCSBs, electronically through internet banking facility, where the ASBA account is maintained.</p> <p><u>In case of non-ASBA Bidder:</u> Using physical Bid cum Application Form, to the Syndicate/ Sub Syndicate at the Specified Locations or the Registered Brokers at the Broker Centres.</p>
Non Institutional Bidders and QIBs	ASBA (<i>Kindly note that ASBA is mandatory and no other mode of Bidding is permitted</i>)	<p>(i) If using physical Bid cum Application Form, to the Syndicate/ Sub Syndicate at the Specified Locations, to the Designated Branches of the SCSBs where the ASBA Account is maintained, or to the Registered Brokers at the Broker Centres; or</p> <p>(ii) If using electronic bid cum Application Form, to the SCSBs, electronically through internet banking facility, where the ASBA Account is maintained.</p>

Who can Bid?

The following persons are also eligible to invest in the Equity Shares under all applicable laws, regulations and guidelines, including:

- Indian nationals resident in India who are competent to contract under the Indian Contract Act, 1872, in single or joint names(not more than three);
- Bids/Applications belonging to an account for the benefit of a minor(under guardianship);
- Hindu Undivided Families or HUFs, in the individual name of the Karta. The Bidder/Application should specify that the Bid is being made in the name of the HUF in the Bid cum Application Form as follows: "Name of sole of first Bidder/Applicant: XYZ Hindu Undivided Family applying through XYZ, where XYZ is the name of the Karta". Bids/Applications by HUFs may be considered at par with Bids/Applications from individuals;
- Companies, corporate bodies and societies registered under applicable law in India and authorized to invest in equity shares;
- QIBs;
- NRIs on a repatriation basis or on a non-repatriation basis subject to applicable law;
- Qualified Foreign Investors subject to applicable law;
- Indian Financial Institutions, regional rural banks, co-operative banks (subject to RBI regulations and the SEBI IDR Regulations, 2009 and other laws, as applicable);
- FIIs and sub-accounts registered with SEBI, other than a sub-account which is a foreign corporate or foreign individual, bidding under the QIBs category;
- FPIs other than Category III foreign portfolio investors bidding under the QIBs category;
- FPIs which are Category III foreign portfolio investors, bidding under the NIIs category;
- Trusts/societies registered under the Societies Registered Act, 1860, or under any other law relating to trusts/societies and who are authorized under their respective constitutions to hold and invest in equity shares;
- Limited liability partnerships registered under the Limited Liability Partnership Act, 2008; and
- Any other person eligible to Bid/Apply in the Issue, under the laws, rules, regulations, guidelines and policies applicable to them and under Indian laws.
- As per the existing regulations, OCBs are not allowed to participate in an Issue.



Participation by associates and affiliates of the BRLM and the Syndicate Member

The BRLM and the Syndicate Member shall not be allowed to subscribe to this Issue in any manner, except towards fulfilling their underwriting obligations. However, the associates and affiliates of the BRLM and the Syndicate Member may subscribe to the Equity Shares in the Issue, either in the QIB Category or in the Non-Institutional Category as may be applicable to such Bidders, where the allocation is on a proportionate basis and such subscription may be on their own account or on behalf of their clients.

Bids 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 limits 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 Bids by Mutual Funds, a certified copy of their SEBI registration certificate must be lodged with the Bid cum Application Form. Failing this, our Company reserves the right to reject any Bid without assigning any reason thereof.

In case of a Mutual Fund, a separate Bid can be made in respect of each scheme of the Mutual Fund registered with SEBI and such Bids in respect of more than one scheme of the Mutual Fund will not be treated as multiple Bids provided that the Bids clearly indicate the scheme concerned for which the Bid has been made.

Bids by eligible NRIs

Only bids accompanied by payment in India Rupees or freely convertible foreign exchange will be considered for Allotment. Eligible NRIs intending to make payment through freely convertible foreign exchange and bidding on a repatriation basis could make payments through Indian Rupee drafts purchased abroad or cheques or bank drafts or by debits to their NRE Account or FCNR Account, maintained with banks authorized by the RBI to deal in foreign exchange. Eligible NRIs bidding on a repatriation basis are advised to use the Bid cum Application Form meant for Non-Residents (blue in colour), accompanied by a bank certificate conforming that the payment has been made by debiting to the NRE Account or FCNR Account, as the case may be. Payment for Bids by non-resident Bidder bidding on a repatriation basis will not be accepted out of NRO Accounts.

NRIs Bidding on 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 the NRO Account /Non-Resident (Special) Rupee account / Non-Resident Non-Repatriable Term Deposit Account. NRIs bidding on non-repatriation basis are advised to use the Bid cum Application Form for Residents (white in colour).

Bids by FIIs

On January 7, 2014, SEBI notified the SEBI FPI Regulations pursuant to which the existing classes of portfolio investors namely 'foreign institutional investors' and 'qualified foreign investors' will be subsumed under a new category namely 'foreign portfolio investors' or 'FPIs'. RBI on March 13, 2014 amended the FEMA Regulations and laid down conditions and requirements with respect to investment by FPIs in Indian companies. In terms of the SEBI FPI Regulations, an FII who holds a valid certificate of registration from SEBI shall be deemed to be a registered FPI until the expiry of the block of three years for which fees have been paid as per the SEBI FII Regulations. Accordingly, such FIIs can participate in this Issue in accordance with Schedule 2 of the FEMA Regulations. An FII shall not be eligible to invest as an FII after registering as an FPI under the SEBI FPI Regulations. Further, a QFI can continue to buy, sell or otherwise deal in securities until January 6, 2015 or until the QFI obtains a certificate of registration as FPI, whichever is earlier. Such QFIs shall be eligible to participate in this Issue in accordance with Schedule 8 of the FEMA Regulations and are required to Bid under the Non-Institutional Bidders category.



In terms of the SEBI FPI Regulations, the issue of Equity Shares to a single FPI or an investor group (which means the same set of ultimate beneficial owner(s) investing through multiple entities) is not permitted to exceed 10% of our post-Issue Equity Share capital. Further, in terms of the FEMA Regulations, the total holding by each FPI shall be below 10% of the total paid-up Equity Share capital of our Company and the total holdings of all FPIs put together shall not exceed 24% of the paid-up Equity Share capital of our Company. The aggregate limit of 24% may be increased up to the sectoral 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% and 24% of the total paid-up Equity Share capital of our Company, respectively.

Further, the existing individual and aggregate investment limits for QFIs in an Indian company are 5% and 10% of the paid up capital of an Indian company, respectively.

FPIs are permitted to participate in the Issue subject to compliance with conditions and restrictions which may be specified by the Government from time to time.

Subject to compliance with all applicable Indian laws, rules, regulations, guidelines and approvals in terms of Regulation 22 of the SEBI FPI Regulations, an FPI, other than Category III foreign portfolio 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 a 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.

Bids by SEBI registered Venture Capital Funds, Alternative Investment Funds and Foreign Venture Capital Investors

The SEBI VCF Regulations and SEBI FVCI Regulations, *inter alia* prescribe the investment restrictions on VCFs and FVCIs registered with SEBI. Further, the SEBI AIF Regulations prescribe, amongst others, the investment restrictions on AIFs.

Accordingly, the holding by any individual VCF registered with SEBI in one venture capital undertaking should not exceed 25% of the corpus of the VCF. Further, VCFs and FVCIs can invest only up to 33.33% of the investible funds by way of subscription to an initial public offering.

The category I and II AIFs cannot invest more than 25% of the 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 registered as an AIF under the SEBI AIF Regulations shall continue to be regulated by the VCF Regulations.

All Non-Resident Bidders including Eligible NRIs, FPIs 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 / or commission. In case of Bidders who remit money through Indian Rupee drafts purchased abroad, such payments in Indian rupees will be converted into USD or any other freely convertible currency as may be permitted by the RBI at the rate of exchange prevailing at the time of remittance and will be dispatched by registered post or if the Bidders so desire, will be credited to their NRE Accounts, details of which should be furnished in the space provided for this purpose in the Bid cum Application Form. Our Company or BRLM will not be responsible for loss, if any, incurred by the Bidder on account of conversion of foreign currency.



There is no reservation for Eligible NRIs, FPIs and FVCIs and all Bidders will be treated on the same basis with other categories for the purpose of allocation.

Bids by limited liability partnerships

In case of Bids 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 Bid cum Application Form. Failing this, our Company reserves the right to reject any Bid without assigning any reason thereof. Limited liability partnerships can participate in the Issue only through the ASBA process.

Bids by banking companies

In case of Bids made by banking companies registered with RBI, certified copies of: (i) the certificate of registration issued by RBI, and (ii) the approval of such banking company's investment committee are required to be attached to the Bid cum Application Form, failing which our Company reserve the right to reject any Bid without assigning any reason.

The investment limit for banking companies as per the Banking Regulation Act, 1949, as amended, is 30% of the paid up share capital of the investee company or 30% of the banks' own paid up share capital and reserves, whichever is less (except in certain specified exceptions, such as setting up or investing in a subsidiary, which requires RBI approval). Further, the RBI Master Circular of July 2, 2012 sets forth prudential norms required to be followed for classification, valuation and operation of investment portfolio of banking companies.

Bids by insurance companies

In case of Bids made by insurance companies registered with the IRDA, a certified copy of certificate of registration issued by IRDA must be attached to the Application-Cum-Bidding Form. Failing this, our Company reserve the right to reject any Bid without assigning any reasons thereof.

The exposure norms for insurers, prescribed under the Insurance Regulatory and Development Authority (Investment) Regulations, 2000 (the "IRDA Investment Regulations"), are broadly set forth below:

1. *Equity shares of a company*: The least of 10% of the investee company's subscribed capital (face value) or 10% of the respective fund in case of life insurer or 10% of investment assets in case of general insurer or Reinsurer.
2. *The entire group of the investee company*: the least of 10% of the respective fund in case of a life insurer or 10% of investment assets in case of a general insurer or reinsurer (25% in case of Unit Linked Insurance Plans); and
3. *The industry sector in which the investee company operates*: 10% of the insurer's total investment exposure to the industry sector (25% in case of Unit Linked Insurance Plans).

Bids by SCSBs

SCSBs participating in the Issue are required to comply with the terms of the SEBI circulars dated and January 2, 2013. Such SCSBs are required to ensure that for making applications on their own account using ASBA, they should have a separate account in their own name with any other SEBI registered SCSBs. Further, such account shall be used solely for the purpose of making application in public issues and clear demarcated funds should be available in such account for ASBA applications.



Bids under Power of Attorney

In case of Bids made pursuant to a power of attorney or by limited companies, corporate bodies, registered societies, FPIs, Mutual Funds, insurance companies, insurance funds set up by the army, navy or air force of the Union of India, insurance funds set up by the Department of Posts, India or the National Investment Fund and provident funds with a minimum corpus of ₹250 million (subject to applicable law) and pension funds with a minimum corpus of ₹250 million, 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 Bid cum Application Form. Failing this, our Company reserves the right to accept or reject any Bid in whole or in part, in either case, without assigning any reason thereof.

In case of a Bid by way of ASBA pursuant to a power of attorney, a certified copy of the power of attorney must be lodged along with the Bid cum Application Form.

In addition to the above, certain additional documents are required to be submitted by the following entities:

- (a) With respect to Bids by FPIs and Mutual Funds, a certified copy of their SEBI registration certificate must be lodged along with the Bid cum Application Form.
- (b) With respect to Bids by insurance companies registered with the IRDA, in addition to the above, a certified copy of the certificate of registration issued by the IRDA must be lodged along with the Bid cum Application Form.
- (c) With respect to Bids made by provident funds with a minimum corpus of ₹250 million (subject to applicable law) and pension funds with a minimum corpus of ₹250 million, 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 Bid cum Application Form.
- (d) With respect to Bids 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 Bid cum Application Form.

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 Bid cum Application form, subject to such terms and conditions that our Company and the BRLM may deem fit.

Bids by provident funds/pension funds

In case of Bids made by provident funds/pension funds, subject to applicable laws, with minimum corpus of ₹250 million, a certified copy of certificate from a chartered accountant certifying the corpus of the provident fund/pension fund must be attached to the Bid cum Application Form. Failing this, our Company reserves the right to reject any Bid, without assigning any reason thereof.

The above information is given for the benefit of the Bidders. Our Company, the BRLM 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 Red Herring Prospectus. Bidders are advised to make their independent investigations and Bidders are advised to ensure that any single Bid 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 Red Herring Prospectus.

Maximum and Minimum Bid Size

- (a) **For Retail Individual Bidders:** The Bid must be for a maximum of [•] Equity Shares and in multiples of [•] Equity Shares thereafter, so as to ensure that the Bid Amount payable by the Bidder does not exceed ₹200,000. In case of revision of Bids, the Retail Individual Bidders have to ensure that the Bid Amount does not exceed Rs. 200,000. Where the Bid Amount is above ₹200,000, non-QIB Bidders must ensure that they

apply only through the ASBA process and such Bidders applying through the ASBA process will be considered for allocation under the Non-Institutional Portion. Furthermore, in case of non-ASBA Bids, if the Bid Amount is above ₹200,000, the Bid is liable to be rejected. The Cut-off Price option is an option given only to the Retail Individual Bidders indicating their agreement to Bid for and purchase the Equity Shares at the final Issue Price as determined at the end of the Book Building Process. Retail Individual Bidders can revise their Bid during the Bid/Issue period and withdraw their Bids until finalization of Basis of Allotment.

Retail Individual Bidders bidding at the Cut-Off Price shall ensure payment at the Cap Price at the time of making the Bid. Retail Individual Bidders, who are not bidding at Cut-Off Price, should ensure that the Bid price per Equity Share (within the Price Band) shall be mentioned in the Bid cum Application Form.

- (b) **For Other Bidders (Non-Institutional Bidders and QIBs):** The Bid must be for a minimum of such number of Equity Shares such that the Bid Amount exceeds ₹200,000 and in multiples of [●] Equity Shares thereafter. A Bid cannot be submitted for more than the Issue size. However, the maximum Bid by a QIB investor should not exceed the investment limits prescribed for them by applicable laws. **QIB Bidders and Non-Institutional Bidders cannot withdraw their Bids or lower the size of their Bids (in terms of quantity of Equity Shares or Bid Amount) at any stage. QIBs and Non Institutional Bidders are mandatorily required to submit their Bids through the ASBA process and pay the entire Bid Amount upon submission of the Bid.** The identity of QIBs Bidding in the Issue under the QIB Portion shall not be made public during the Issue Period.

In case the Bid Amount reduces to ₹200,000 or less due to a revision of the Price Band, Bids by Non-Institutional Bidders who are eligible for allocation in the Retail Portion would be considered for allocation under the Retail Portion. Non-Institutional Bidders and QIBs are not allowed to (i) Bid at 'Cut-off Price' (ii) withdraw the Bids at any stage, and (iii) revise the Bids to lower the size of the Bids (both in terms of number of Equity Shares Bid for and Payment Amount) at any stage.

The maximum and minimum Bid size applicable to a QIB, Retail Individual Bidder or a Non-Institutional Bidder shall be applicable to an ASBA Bidder in accordance with the category that such ASBA Bidder falls under.

Bidders are advised to make independent enquiries and ensure that any single Bid 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 Draft Red Herring Prospectus.

(a) Our Company and the Book Running Lead Manager shall declare the Bid/Issue Opening Date and Bid/Issue Closing Date in the Red Herring Prospectus to be registered with the RoC and also publish the same in English, a Hindi national daily newspaper (Hindi being the regional newspaper where the registered office of the Company is located), each with wide circulation. This advertisement shall be in the prescribed format.

(b) Our Company will file the Red Herring Prospectus with the RoC at least three Working Days before the Bid/Issue Opening Date.

(c) Our Company, in consultation with the Book Running Lead Manager, will determine the Price Band and minimum Bid Lot and the same shall be advertised in an English, a Hindi national daily newspaper and a daily newspaper, each with wide circulation at least five Working Days prior to the Bid/Issue Opening Date. The Syndicate and the SCSBs shall accept Bids from the Bidders during the Bid/Issue Period.

(d) The Bid/Issue Period shall be for a minimum of three Working Days. In case the Price Band is revised, the Bid/Issue Period may be extended, if required, by an additional three Working Days, subject to the total Bid/Issue Period not exceeding 10 Working Days. Any revision in the Price Band and the revised Bid/Issue Period, if applicable, will be published in English, a Hindi national daily newspaper (Hindi being the regional newspaper where the registered office of the Company is located), each with wide circulation and also by indicating the change on the websites of the Book Running Lead Manager and at the terminals of the members of the Syndicate.



(e) QIBs and Non Institutional Bidders can participate in the Issue only through the ASBA process. Retail Individual Bidders have the option to Bid through the ASBA process or the non-ASBA process.

(f) Eligible Bidders who are interested in subscribing for the Equity Shares should approach the Book Running Lead Manager or Syndicate Members, their authorized agent(s) or the Non Syndicate Registered Brokers to register their Bids. Bidders who wish to use the ASBA process should approach the Designated Branches of the SCSBs, the Syndicate (only in the Specified Cities) or the Non Syndicate Registered Brokers to register their Bids.

(g) Eligible Bidders who are interested in subscribing for the Equity Shares should approach the Book Running Lead Manager or Syndicate Members, their authorised agent(s) or the Non Syndicate Registered Brokers to register their Bids. Bidders who wish to use the ASBA process should approach the Designated Branches of the SCSBs, the Syndicate (only in the Specified Cities) or the Non Syndicate Registered Brokers to register their Bids.

(h) The Bids should be submitted on the prescribed Bid cum Application Form only. Bid cum Application Forms (other than in respect of ASBA Bids) should bear the stamp of the member of the Syndicate or the Non Syndicate Registered Brokers; or otherwise they are liable to be rejected. Bid cum Application Forms submitted directly to the SCSBs should bear the stamp of the SCSBs and/or the Designated Branch and/or a member of the Syndicate in the Specified Cities or the Non Syndicate Registered Brokers, if not, the same are liable to be rejected. Bid cum Application Forms submitted by Bidders whose beneficiary account is inactive shall be rejected.

(i) Except for Bids by or on behalf of the Central or State Government and the officials appointed by the courts and by Bidders resident in the State of Sikkim, the Bidders, or in the case of a Bid in joint names, the first Bidder 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 Bid cum Application Form without the PAN is liable to be rejected. In case of Bids submitted on behalf of the Central Government or the State Government or officials appointed by a court, such Bidders shall provide sufficient documentary evidence in support of the fact that such Bids have been submitted on behalf of the Central Government or the State Government or officials appointed by a court. Residents of Sikkim shall provide sufficient documentary evidence in support of their address as provided in the SEBI MRD circular MRD/DOP/Dep/cir-29/2004 dated August 24, 2004. With effect from August 16, 2010, the beneficiary accounts of Bidders for whom PAN details have not been verified will be “suspended for credit” by the Depositories, and no credit of Equity Shares pursuant to the Issue will be made in the accounts of such Bidders.

(j) In case no corresponding record is available with the Depositories, which matches the three parameters, namely, DP ID, Client ID and PAN, then such Bids are liable to be rejected.

(k) No separate receipts will be issued for the money payable on the submission of Bid cum Application Form or Revision Form by ASBA Bidders. However, the collection centre of the members of the Syndicate or the SCSB, as the case may be, will, after the Bid has been uploaded, acknowledge the uploading of the Bid cum Application Forms or Revision Forms by stamping the date and time and returning to the Bidder the acknowledgement slip. This acknowledgement slip will serve as the duplicate of the Bid cum Application Form for the records of the Bidder.

(l) Pursuant to SEBI Circular No. CIR/CFD/14/2012 dated October 4, 2012 all investors can submit their application form through nationwide broker network of Stock Exchanges. The details of locations including name of the broker, contact details such as name of the contact person, postal address, telephone number, email address of the broker, etc. where the application forms shall be collected will be disclosed by the Stock Exchanges on their websites.

(m) Application forms can be downloaded from the Stock Exchanges websites/broker terminals, so that any eligible investor or stock broker can download/print the forms directly.

(n) Eligible investors may submit the Bid cum Application Form, indicating the mode of payment to the Non-Syndicate Registered Brokers.

(o) The Non Syndicate Registered Brokers shall be responsible for uploading the bid on the Stock Exchange platform, banking the cheque / submitting the Bid cum Application Form to SCSB, etc. and liable for any failure in this regard.

(p) All Registered Brokers of NSE and BSE (list available at http://www.nseindia.com/products/content/equities/ipo/ipo_mem_terminal.htm and http://www.bseindia.com/Markets/PublicIssues/brokercentres_new.aspx?expandable=3) which are part of the nationwide broker network of the Stock Exchanges are enabled to accept application forms. The Registered Broker shall be responsible for uploading the bid on the Stock Exchange platform; banking the cheque / submitting the ASBA form to the SCSBs, etc. and liable for any failure in this regard.

The Bidders should note that in case the DP ID, Client ID and PAN mentioned in the Bid cum Application Form and entered into the electronic bidding system of the Stock Exchanges by the Syndicate do not match with the DP ID, Client ID and PAN available in the database of Depositories, the Bid cum Application Form is liable to be rejected and our Company and members of the Syndicate shall not be liable for losses, if any.

Bidders are advised not to submit the Bid cum Application Form to Escrow Collection Banks and the same will be rejected in such cases and the Bidders will not be entitled to any compensation on account of such rejection.

Additional information specific to ASBA Bidders

1. The SCSBs and Syndicate, at Syndicate ASBA Centres and at the terminals of the Registered Brokers, will make such copies of Bid-cum-Application Forms available to investors applying under the ASBA process. Additionally, our Company shall ensure that the SCSBs are provided with soft copies of the abridged prospectus and the Bid-cum-Application Form. The SCSBs shall make such documents available on their websites. The BRLM shall ensure that certain information, including a soft copy of the abridged prospectus, is provided to the Stock Exchanges at least two days prior to the Bid/Issue Opening Date to enable the Stock Exchanges to include such information in the Bid-cum-Application Form before it is made available on their websites.
2. Bid cum Application Forms in physical form will be available with the Designated Branches with the members of the Syndicate at Syndicate ASBA Centres and at the terminals of the Registered Brokers; and electronic Bid cum Application Forms will be available on the websites of the SCSBs, the Non Syndicate Registered Brokers and the Stock Exchanges at least one day prior to the Issue Opening Date. Further, the SCSBs will ensure that the abridged Red Herring Prospectus is made available on their websites.
3. SCSBs may provide the electronic mode of bidding either through an internet enabled Bidding and banking facility or such other secured, electronically enabled mechanism for Bidding and blocking funds in the ASBA Account. Eligible ASBA Bidders may also approach the Designated Branches to register their Bids through the ASBA process.
4. ASBA Bidders should approach the Designated Branches to register their Bids, except for the ASBA Bidders Bidding through Syndicate ASBA process or the Registered Brokers, who should approach the members of the Syndicate in case of Bid by way of Syndicate ASBA process or the Registered Brokers to upload their Bids who shall in turn submit the same to the SCSBs after uploading the Bids and other relevant details of Bid-cum-Application Forms in the bidding platform provided by the Stock Exchanges.
5. The SCSBs shall accept Bids only during the Bid Period and only from the ASBA Bidders. The SCSB shall not accept any Bid cum Application Form after the closing time of acceptance of Bids on the Issue Closing Date.
6. The Bid cum Application Form shall bear the stamp of the Designated Branch, the members of the Syndicate (in case of Bids through Syndicate ASBA) or the Non Syndicate Registered Broker, if not, the same shall be rejected.

Method and Process of Bidding

- (a) Our Company in consultation with the Book Running Lead Manager, will determine the Price Band and minimum Bid Lot and the same shall be advertised in an English national daily newspaper, a Hindi national

daily newspaper (Hindi being the regional newspaper where the registered office of the Company is located), each with wide circulation at least five Working Days prior to the Bid/Issue Opening Date, with the relevant financial ratios calculated at the Floor Price and at the Cap Price. Such information shall also be disclosed to the Stock Exchanges for dissemination through, and shall be pre-filled in the Bid cum Application Forms available on, the Stock Exchanges' websites. The members of the Syndicate, SCSBs and the Non Syndicate Registered Brokers shall accept Bids from the Bidders during the Bid/Issue Period.

- (b) The Bid/Issue Period shall be for a minimum of three Working Days and shall not exceed 10 Working Days. The Bid/Issue Period may be extended, if required, by an additional three Working Days, subject to the total Bid/Issue Period not exceeding 10 Working Days. Any revision in the Price Band and the revised Bid/Issue Period, if applicable, will be published in one English national daily newspaper, one Hindi national daily newspaper (Hindi being the regional newspaper where the registered office of the Company is located), each with wide circulation and also by indicating the change on the website of the Book Running Lead Manager and at the terminals of the Syndicate.
- (c) During the Bid/Issue Period, Bidders who are interested in subscribing for the Equity Shares should approach the members of the Syndicate or the Non Syndicate Registered Brokers or their authorized agents to register their Bid. The members of the Syndicate and the Non Syndicate Registered Brokers accepting Bids have the right to vet the Bids during the Bid/Issue Period in accordance with the terms of the Red Herring Prospectus. ASBA Bidders Bidding through Syndicate ASBA should submit their Bids to the members of the Syndicate. ASBA Bidders Bidding through the SCSBs are required to submit their Bids to the Designated Branches of such SCSBs. ASBA Bidders Bidding through the Non Syndicate Registered Brokers are required to submit their Bids at the Non Syndicate Broker Centres.
- (d) Each Bid cum Application Form will give the Bidder the choice to Bid for up to three optional prices (for details refer to the paragraph titled "Bids at Different Price Levels and Revision of Bids" below) within the Price Band and specify the demand (i.e., the number of Equity Shares Bid for) in each option. The price and demand options submitted by the Bidder in the Bid cum Application Form will be treated as optional demands from the Bidder and will not be cumulated. After determination of the Issue Price, the maximum number of Equity Shares Bid for by a Bidder at or above the Issue Price will be considered for allocation/Allotment and the rest of the Bid(s), irrespective of the Bid Amount, will become automatically invalid.
- (e) The Bidder cannot Bid on another Bid cum Application Form after Bids on one Bid cum Application Form have been submitted to any member of the Syndicate, the SCSBs or the Non Syndicate Registered Brokers, as the case may be. Submission of a second Bid cum Application Form to either the same or to another member of the Syndicate or SCSB or Non Syndicate Registered Broker will be treated as multiple Bids and is liable to be rejected either before entering the Bid into the electronic bidding system, or at any point of time prior to the approval of the Basis of Allotment. However, the Bidder can revise the Bid through the Revision Form, the procedure for which is detailed under the paragraph "*Build up of the Book and Revision of Bids*". Please note that, upon submission of the Bid, Non Institutional Bidders and QIBs are not permitted to withdraw or lower the size of their Bids (both in terms of number of Equity Shares Bid for and Payment Amount) at any stage.
- (f) The Syndicate, the SCSBs or the Non Syndicate Registered Brokers, as the case may be, will enter each Bid option into the electronic bidding system as a separate Bid and generate a Transaction Registration Slip, ("**TRS**"), for each price and demand option and give the same to the Bidder. Therefore, a Bidder can receive up to three TRSs for each Bid cum Application Form. All accepted applications made at the Broker Centres shall be stamped and thereby acknowledged by the Registered Brokers at the time of receipt, which shall form the basis of any complaint.
- (g) Along with the Bid cum Application Form, all non-ASBA Bidders will make payment in the manner described in "*Escrow Mechanism - Terms of payment and payment into the Escrow Accounts*" in the chapter titled "*Issue Procedure*" on page 223.

- (h) With regard to Syndicate ASBA or an ASBA Bid submitted to a Non Syndicate Registered Broker, upon receipt of the Bid cum Application Form by a member of the Syndicate or a Non Syndicate Registered Broker, as the case may be, the concerned member of the Syndicate or Non Syndicate Registered Broker shall issue an acknowledgement by giving the counter foil of the Bid cum Application Form to the ASBA Bidder as proof of having accepted the Bid. Thereafter, the member of the Syndicate or Non Syndicate Registered Broker, as the case may be, shall upload the details of the Bid in the electronic Bidding system of the Stock Exchanges and forward the Bid cum Application Form to the concerned SCSB. The SCSB shall carry out further action for such Bid cum Application Forms such as signature verification and blocking of funds. The SCSBs shall block the application amount only against/in a funded deposit account and ensure that clear demarcated funds are available for ASBA applications. The SCSB shall block an amount equivalent to the Payment Amount mentioned in the Bid-cum-Application Form and generate a TRS for each price and demand option. The TRS shall be furnished to the ASBA Bidder on request.
- (i) With regard to non-Syndicate ASBA i.e., ASBA Bidders Bidding through the SCSBs, upon receipt of the Bid cum Application Form, submitted whether in physical or electronic mode, the respective Designated Branch shall verify if sufficient funds equal to the Bid Amount are available in the ASBA Account, as mentioned in the Bid cum Application Form, prior to uploading such Bids with the Stock Exchanges.
- (j) If sufficient funds are not available in the ASBA Account, the Designated Branch of the SCSB shall reject such Bids and shall not upload such Bids with the Stock Exchanges.
- (k) If sufficient funds are available in the ASBA Account, the SCSB shall block an amount equivalent to the Bid Amount mentioned in the Bid cum Application Form and will enter each Bid option into the electronic bidding system as a separate Bid and generate a TRS for each price and demand option. The TRS shall be furnished to the ASBA Bidder on request.
- (l) With regard to ASBA Bidders Bidding through the Non-Syndicate Registered Brokers, post acknowledgment of the accepted applications made at the Broker Centres which shall be stamped and thereby acknowledged by the Registered Brokers at the time of receipt, the Registered Brokers shall forward a schedule (containing application number and amount) along with the Bid-cum-Application Form to the branch named for ASBA of the respective SCSBs for blocking of funds.
- (m) The Bid Amount shall remain blocked in the aforesaid ASBA Account until finalization of the Basis of Allotment and consequent transfer of the Bid Amount against the Allotted Equity Shares to the Public Issue Account, or until withdrawal (by Retail Individual Bidders) or failure of the Issue or until rejection of the Bid cum Application Form, as the case may be. Once the Basis of Allotment is finalized, the Registrar to the Issue shall send an appropriate request to the Controlling Branch of the SCSB for unblocking the relevant ASBA Accounts and for transferring the amount allocable to the successful Bidders to the Public Issue Account. In case of withdrawal (by Retail Individual Bidders) or failure of the Issue, the blocked amount shall be unblocked on receipt of such information from the Registrar to the Issue.
- (n) All Registered Brokers of NSE and BSE (list available at http://www.nseindia.com/products/content/equities/ipos/ipo_mem_terminal.htm and http://www.bseindia.com/Markets/PublicIssues/brokercentres_new.aspx?expandable=3) which are part of the nationwide broker network of the Stock Exchanges are enabled to accept application forms. The Registered Broker shall be responsible for uploading the bid on the Stock Exchange platform; banking the cheque / submitting the ASBA form to the SCSBs, etc. and liable for any failure in this regard.

Bids at Different Price Levels

- (a) In accordance with the SEBI Regulations, our Company in consultation with the Book Running Lead Manager, will decide on any revision in the Price Band, without the prior approval of, or intimation, to the Bidders, during the Bid/Issue Period, provided that the Cap Price shall be less than or equal to 120% of the Floor Price and the Floor Price shall not be less than the Face Value of the Equity Shares. The revision in Price Band shall not exceed 20% on the either side i.e., the floor price can move up or down to the extent of 20% of the floor price and the Cap Price will be revised at least five Working Days prior to the Bid/Issue



Opening and Cap Price will be revised accordingly. The revised Price Band and the Issue Period will be widely disseminated by notification to the Stock Exchanges and the SCSBs and also by indicating the change on the terminals of the members of the Syndicate.

- (b) Our Company in consultation with the Book Running Lead Manager will finalize the Issue Price within the Price Band, without the prior approval of, or intimation, to the Bidders.
- (c) The Bidders can Bid at any price within the Price Band. The Bidder has to Bid for the desired number of Equity Shares at a specific price. Retail Individual Bidders may Bid at the Cut-off Price. However, bidding at Cut-off Price is prohibited for QIBs and Non-Institutional Bidders and such Bids from QIBs and Non-Institutional Bidders shall be rejected.
- (d) Retail Individual Bidders who Bid at the Cut-off Price agree that they shall purchase the Equity Shares at any price within the Price Band. Retail Individual Bidders shall submit the Bid cum Application Form along with a cheque/demand draft for the Bid Amount based on the Cap Price with the Syndicate.
- (e) In case of ASBA Bidders (excluding Non-Institutional Bidders and QIB Bidders) bidding at Cut-off Price, the ASBA Bidders shall instruct the SCSBs to block an amount based on the Cap Price.
- (f) In the event the Bid Amount is higher than the subscription amount payable by the Retail Individual Bidders who Bid at the Cut-off Price, such Retail Individual Bidders will receive refunds of the excess amounts in the manner provided in the Draft Red Herring Prospectus.
- (g) In accordance with the SEBI ICDR Regulations, QIB Bidders and Non-Institutional Bidders are not permitted to lower the size of their Bids (in terms of quantity of Equity Shares or the Bid Amount) at any stage. QIB Bidders and Non-Institutional Bidders may revise their Bids upwards (in terms of quantity of Equity Shares or the Bid Amount) during the Bid/Issue Period. Such upward revision must be made using the Revision Form. Retail Individual Bidders can revise their Bids during the Bid/Issue Period and withdraw their Bids until finalization of Basis of Allotment

Electronic Registration of Bids

- (a) The Syndicate and the SCSBs will register the Bids using the on-line facilities of the Stock Exchanges.
- (b) The Syndicate and the SCSBs will undertake modification of selected fields in the Bid details already uploaded within one Working Day from the Bid/Issue Closing Date.
- (c) There will be at least one on-line connectivity facility in each city, where a stock exchange is located in India and where Bids are being accepted.
- (d) The Registered Brokers shall upload the Bids and update the electronic schedule (containing application details including the application amount) as downloaded from platform of the Stock Exchange and send it to local branch of the collecting bank.
- (e) None of the Book Running Lead Manager, our Company or the Registrar to the Issue shall be responsible for any acts, mistakes or errors or omission and commissions in relation to, (i) the Bids accepted by the Syndicate Members or the SCSBs, (ii) the Bids uploaded by the SCSBs or the Non Syndicate Registered Brokers; (iii) the Bids accepted but not uploaded by the SCSBs or the Non Syndicate Registered Brokers; or (iv) with respect to Bids by ASBA Bidders, Bids accepted and uploaded by the SCSBs and Non Syndicate Registered Brokers without blocking funds in the ASBA Accounts or (v) with respect to Bids accepted and uploaded by the Non-Syndicate Registered Brokers at the platform of the Stock Exchanges.
- (f) A SCSB shall be responsible for any acts, mistakes or errors or omission and commissions in relation to, (i) the Bids accepted by the SCSBs, (ii) the Bids uploaded by such SCSBs, (iii) the Bids accepted but not uploaded by such SCSB and (iv) with respect to Bids by ASBA Bidders, Bids accepted and uploaded without blocking funds in the ASBA Accounts. It shall be presumed that for Bids uploaded by the SCSB,

the full Bid Amount has been blocked in the relevant ASBA Account. A Syndicate member shall be responsible for any acts, mistakes or errors or omissions and commissions in relation to (i) the Bids accepted by such Syndicate member, (ii) the Bids uploaded by such Syndicate member, (iii) Bids accepted but not uploaded by such Syndicate member. With respect to Bids by ASBA Bidders, which are accepted and uploaded by a Syndicate member, the designated branches of the relevant SCSB, which receives the relevant schedule (along with Bid cum Application forms will be responsible for blocking the necessary amounts in the ASBA Accounts. It shall be presumed that for Bids uploaded by the Syndicate for the Syndicate ASBA Bidders, the full Bid Amount has been blocked in the relevant ASBA Account.

- (g) In case of apparent data entry error by either the members of the Syndicate, Non Syndicate Registered Brokers or the collecting bank in entering the Bid cum Application Form number in their respective schedules other things remaining unchanged, the Bid cum Application Form may be considered as valid and such exceptions may be recorded in minutes of the meeting submitted to Stock Exchange(s).
- (h) The Stock Exchanges will offer an electronic facility for registering Bids for the Issue. This facility will be available with the Syndicate and their authorised agents, the SCSBs and the Non Syndicate Registered Brokers during the Bid/Issue Period. The members of the Syndicate and the Designated Branches of the SCSBs can also set up facilities for off-line electronic registration of Bids subject to the condition that they will subsequently upload the off-line data file into the on-line facilities for Book Building on a regular basis. On the Bid/Issue Closing Date, the Syndicate, the Designated Branches of the SCSBs and the Non Syndicate Registered Brokers shall upload the Bids till such time as may be permitted by the Stock Exchanges. This information will be available with the members of the Syndicate on a regular basis. Bidders are cautioned that a high inflow of high volumes on the last day of the Bid/Issue Period may lead to some Bids received on the last day not being uploaded and such Bids will not be considered for allocation.
- (i) Based on the aggregate demand and price for Bids registered on the electronic facilities of the Stock Exchanges, a graphical representation of consolidated demand and price as available on the websites of the Stock Exchanges would be made available at the Bidding centres during the Bid/Issue Period.
- (j) At the time of registering each non-ASBA Bids, the members of the Syndicate and the Non Syndicate Registered Brokers shall enter the following details of the Bidders in the on-line system:
- Name of the Bidder: Bidders should ensure that the name given in the Bid-cum-Application Form is exactly the same as the name in which the Depository Account is held. In case the Bid-cum- Application Form is submitted in joint names, Bidders should ensure that the Depository Account is also held in the same joint names and are in the same sequence in which they appear in the Bid cum Application Form;
 - Bid cum Application Form number;
 - PAN (of the sole/first bidder);
 - Investor Category and sub-category;
 - DP ID and Client ID;
 - Bid Amount;
 - Cheque number or demand draft number;
 - Number of Equity Shares Bid for; and
 - Price per Equity Share.

With respect to ASBA Bids, at the time of registering such Bids, the member of the Syndicate, the Designated Branch or Non Syndicate Registered Brokers, as the case may be, shall enter the following information pertaining to the ASBA Bidders into the online system:

1. Name of the Bidder: Bidders should ensure that the name given in the Bid cum Application Form is exactly the same as the name in which the Depository Account is held. In case the Bid cum Application Form is submitted in joint names, Bidders should ensure that the Depository Account is also held in the same joint names and are in the same sequence in which they appear in the Bid cum Application Form;
 2. Bid cum Application Form Number;
 3. PAN (of the sole/first bidder);
 4. Investor Category and sub-category;
 5. DP ID and Client ID;
 6. Numbers of Equity Shares Bid for;
 7. Price per Equity Share;
 8. Bid Amount;
 9. Bank account number of the ASBA Bidder;
 10. Location of Syndicate ASBA Bidding Location; and
 11. Bank code for the SCSB, where the ASBA Account is maintained.
- (k) A system generated TRS will be generated for each of the bidding options when the Bid is registered. It is the Bidder's responsibility to obtain the TRS from the members of the Syndicate or the Designated Branches of the SCSBs or the Non Syndicate Registered Brokers. The registration of the Bid by the member of the Syndicate or the Designated Branches of the SCSBs or the Non Syndicate Registered Brokers does not guarantee that the Equity Shares shall be allocated / Allotted by our Company.
- (l) Such TRS will be non-negotiable and by itself will not create any obligation of any kind.
- (m) In case of QIBs, Bidding through the Syndicate ASBA, the Book Running Lead Manager and their affiliate members of the Syndicate, may reject Bids at the time of acceptance of the Bid cum Application Form provided that the reasons for such rejection shall be disclosed to such Bidder in writing. In case of Non- Institutional Bidders and Retail Individual Bidders, Bids will be rejected on technical grounds listed herein. The members of the Syndicate may also reject Bids if all the information required is not provided and the Bid cum Application Form is incomplete in any respect. The SCSBs shall have no right to reject Bids, except on technical grounds.
- (n) The permission given by the Stock Exchanges to use their network and software of the electronic bidding 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 Book Running 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, the 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 Red Herring Prospectus; nor does it warrant that the Equity Shares will be listed or will continue to be listed on the Stock Exchanges.

- (o) Only Bids that are uploaded on the electronic bidding system of the Stock Exchanges shall be considered for allocation/ Allotment. The members of the Syndicate and the Non Syndicate Registered Brokers shall capture all data relevant for the purposes of finalizing the Basis of Allotment while uploading Bid data in the electronic Bidding systems of the Stock Exchanges. In order that the data so captured is accurate the members of the Syndicate and the Non Syndicate Registered Brokers will be given up to one Working Day after the Bid/Issue Closing Date to verify DP ID and Client ID uploaded in the electronic bidding system during the Bid/Issue Period after which the Registrar to the Issue will receive this data from the Stock Exchanges and will validate the electronic bid 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 bids are liable to be rejected.
- (p) The details uploaded in the electronic bidding system shall be considered as final and Allotment will be based on such details.
- (q) The members of the Syndicate located at the Syndicate ASBA Centres and the Non-Syndicate Registered Brokers shall before accepting the Bid-cum-Application Form satisfy themselves that the SCSBs whose name has been filled in the Bid-cum-Application Forms also have the name of the branch of the SCSBs where such Bid-cum-Application Forms are to be submitted.

Build-up of the book and revision of Bids

- (a) Bids received from various Bidders through the members of the Syndicate, the SCSBs and the Non Syndicate Registered Brokers shall be electronically uploaded to the Stock Exchanges' main frame on a regular basis.
- (b) The book gets built up at various price levels. This information will be available with the members of the Syndicate at the end of each day of the Bid/Issue Period.
- (c) During the Bid/Issue Period, any Bidder who has registered his or her Bid at a particular price level is free to revise his or her Bid within the Price Band using the printed Revision Form, except in case of Non Institutional Bidders and QIB Bidders who are not permitted to lower the size of their Bids (both in terms of number of Equity Shares Bid for and Bid Amount) at any stage. QIB Bidders and Non- Institutional Bidders may revise their Bids upwards (in terms of quantity of Equity Shares or Bid Amount) during the Bid/Issue Period. Such upward revision must be made using the Revision Form. A Retail Individual Bidder may withdraw or revise his or her Bid at any time prior to the finalization of Allotment.
- (d) Revisions can be made in both the desired number of Equity Shares and the Bid Amount by using the Revision Form, except in case of Non Institutional Bidders and QIB Bidders who are not permitted to lower the size of their Bids (both in terms of number of Equity Shares Bid for and Bid Amount) at any stage. Apart from mentioning the revised options in the Revision Form, the Bidder must also mention the details of all the options in his or her Bid cum Application Form or earlier Revision Form. For example, if a Bidder has Bid for three options in the Bid cum Application Form and such Bidder is changing only one of the options in the Revision Form, the Bidder must still fill the details of the other two options that are not being revised, in the Revision Form. The members of the Syndicate, the Non Syndicate Registered Brokers and the Designated Branches of the SCSBs will not accept incomplete or inaccurate Revision Forms.
- (e) The Bidder can make this revision any number of times during the Bid/Issue Period. However, for any revision(s) in the Bid, the Bidders will have to use the services of the same member of the Syndicate, the Non Syndicate Registered Broker or the same SCSB through whom such Bidder had placed the original Bid. Bidders are advised to retain copies of the blank Revision Form and the revised Bid must be made only in such Revision Form or copies thereof. QIB Bidders and Non-Institutional Bidders are not permitted to lower the size of their Bid(s) (in terms of quantity of Equity Shares or the Bid Amount) at any stage. QIB Bidders and Non-Institutional Bidders may revise their Bids upwards (in terms of quantity of Equity Shares or Bid Amount) during the Bid/Issue Period. Such upward revision must be made using the Revision Form.

- (f) In case of an upward revision in the Price Band announced as above, Retail Individual Bidders who had Bid at Cut-off Price could either (i) revise their Bid or (ii) shall make additional payment based on the cap of the revised Price Band (such that the total amount i.e., original Bid Amount plus additional payment does not exceed ₹2, 00, 000 if the Bidder wants to continue to Bid at Cut-off Price). The revised Bids must be submitted by the ASBA Bidders to SCSB or to the members of the Syndicate or the Non Syndicate Registered Brokers to whom the original Bid was submitted. The non ASBA Bidders need to submit the revised Bids with the Syndicate to whom the original Bid was submitted. In case the total amount (i.e., original Bid Amount plus additional payment) exceeds ₹2, 00, 000, the Bid will be considered for allocation under the Non-Institutional Portion in terms of the Red Herring Prospectus. If, however, the Retail Individual Bidder does not either revise the Bid or make additional payment and the Issue Price is higher than the cap of the Price Band prior to revision, the number of Equity Shares Bid for shall be adjusted downwards for the purpose of allocation, such that no additional payment would be required from the Retail Individual Bidder and the Retail Individual Bidder is deemed to have approved such revised Bid at Cut-off Price.
- (g) In case of a downward revision in the Price Band, announced as above, Retail Individual Bidders who have Bid at Cut-off Price could either revise their Bid or the excess amount paid at the time of bidding would be refunded from the Escrow Account or unblocked, as the case may be.
- (h) Our Company in consultation with the Book Running Lead Manager shall decide the minimum number of Equity Shares for each Bid to ensure that the minimum application value is within the range of ₹10, 000 to ₹15,000.
- (i) Any revision of the Bid shall be accompanied by payment in the form of cheque or demand draft for the incremental amount, if any, to be paid on account of the upward revision of the Bid. With respect to the Bids by ASBA Bidders, if revision of the Bids results in an incremental amount, the relevant SCSB shall block the additional Bid Amount. In case of non-ASBA Bids, the members of the Syndicate or the Non Syndicate Registered Brokers, as the case may be, shall collect the payment in the form of cheque or demand draft if any, to be paid on account of the upward revision of the Bid at the time of one or more revisions. In such cases, the members of the Syndicate or the Non Syndicate Registered Brokers, as the case may be, will revise the earlier Bid details with the revised Bid and provide the cheque or demand draft number of the new payment instrument in the electronic book. The Registrar to the Issue will reconcile the Bid data and consider the revised Bid data for preparing the Basis of Allotment. The excess amount, if any, resulting from downward revision of the Bid would be returned to the Bidder at the time of refund in accordance with the terms of the Red Herring Prospectus.
- (j) When a Bidder revises his or her Bid, he or she should surrender the earlier TRS and request for a revised TRS from the members of the Syndicate, the SCSB or the Non Syndicate Registered Brokers, as applicable. It is the responsibility of the Bidder to request for and obtain the revised TRS, which will act as proof of his or her having revised the previous Bid.
- (k) If an ASBA Bidder, excluding QIBs and Non-Institutional Bidder, wants to withdraw its Bid during the Bidding/Issue Period, the ASBA Bidder shall submit the withdrawal request to the SCSB or to the members of the Syndicate, as the case may be, which shall perform the necessary actions, including deletion of details of the withdrawn Bid-cum-Application Form from the electronic bidding system of the Stock Exchanges and unblocking of funds in the relevant bank account. QIBs and Non-Institutional Bidders cannot withdraw Bids at any time of Bidding/Issue Period.
- (l) If an ASBA Bidder, excluding QIBs and Non-Institutional Bidder, wants to withdraw its Bid after the Bid/Issue Closing Date, such ASBA Bidder shall submit the withdrawal request to the Registrar to the Issue before finalization of basis of Allotment. The Registrar to the Issue shall delete the withdrawn Bid from the Bid file. The instruction for unblocking of funds in the relevant bank account, in such withdrawals, shall be forwarded by the Registrar to the Issue to the SCSB once the basis of Allotment has been approved by the Designated Stock Exchange.



Price Discovery and Allocation

- (a) Based on the demand generated at various price levels, our Company in consultation with the Book Running Lead Manager shall finalise the Issue Price and the number of Equity Shares to be allotted to each category of Bidder.
- (b) In the event of under-subscription in the Retail Portion or the Non-Institutional Portion in the Issue, the unsubscribed portion 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 Book Running Lead Manager and the Designated Stock Exchange. However, under-subscription, if any, in the QIB Portion will not be allowed to be met with spill-over from other categories or a combination of categories. If at least 75% of the Issue cannot be allotted to QIBs, then the entire application money shall be refunded forthwith.
- (c) Only Bids that are uploaded on the online system of the Stock Exchanges shall be considered for allocation/Allotment. The members of the Syndicate in case of Bid by way of Syndicate ASBA, the SCSBs and the Non-Syndicate Registered Brokers shall capture all data relevant for the purposes of finalizing the Basis of Allotment while uploading Bid data in the electronic Bidding systems of the Stock Exchanges. In order that the data so captured is accurate the members of the Syndicate and the SCSBs will be given up to one Working Day after the Bid/Issue Closing Date to modify/verify certain selected fields uploaded in the online system during the Bidding/Issue Period after which the data will be sent to the Registrar for reconciliation with the data available with the NSDL and CDSL.
- (d) In case no corresponding record is available with the Depositories, which matches any of the three parameters, namely, DP ID, Client ID and PAN, then such Bids are liable to be rejected.
- (e) Allocation to Non-Residents, including Eligible NRIs, Eligible QFIs, and FIIs registered with SEBI, applying on repatriation basis will be subject to applicable law, rules, regulations, guidelines and approvals.
- (f) The Basis of Allotment shall be published on the website of the Registrar to the Issue.

Designated Date and Allotment of Equity Shares:

- (a) Our Company will ensure that: (i) the Allotment of Equity Shares; and (ii) credit to the successful Bidder's depository account will be completed within 12 Working Days of the Bid/Issue Closing Date.
- (b) In accordance with the SEBI ICDR Regulations, Equity Shares will be issued and transferred and Allotment shall be made only in the dematerialized form to the Allottees.
- (c) Allottees will have the option to re-materialise the Equity Shares so allotted as per the provisions of the Companies Act, 2013 Act and the Depositories Act.

Investors are advised to instruct their Depository Participant to accept the Equity Shares that may be allotted to them pursuant to the Issue.

Issuance of Allotment Advice

- (a) The Registrar to the Issue shall upload the Basis of Allotment approved by the Designated Stock Exchange on its website. On the basis of the approved Basis of Allotment, our Company shall pass necessary corporate action for Allotment of Equity Shares.
- (b) Pursuant to confirmation of corporate actions with respect to Allotment of Equity Shares, the Registrar to the Issue will dispatch Allotment Advice to the Bidders who have been Allotted Equity Shares in the Issue.
- (c) The dispatch of Allotment Advice shall be deemed a valid, binding and irrevocable contract for the Bidder.

**Unblocking of ASBA Account**

Once the Basis of Allotment is approved by the Designated Stock Exchange, the Registrar to the Issue shall provide the following details to the Controlling Branches of each SCSB, along with instructions to unblock the relevant bank accounts and transfer the requisite money to the Public Issue Account designated for this purpose, within the timelines specified in the ASBA facility: (i) the number of Equity Shares to be Allotted against each valid ASBA Bid, (ii) the amount to be transferred from the relevant bank account to the Public Issue Account, for each valid ASBA Bid, (iii) the date by which funds referred to above shall be transferred to the Public Issue Account, and (iv) details of rejected ASBA Bids, if any, along with reasons for rejection and details of withdrawn and/or unsuccessful ASBA Bids, if any, to enable SCSBs to unblock the respective bank accounts. On the basis of instructions from the Registrar to the Issue, the SCSBs shall transfer the requisite amount against each successful ASBA Bidder to the Public Issue Account and shall unblock the excess amount, if any, in the ASBA Account. In case of withdrawal/failure of the Issue, the blocked amount shall be unblocked on receipt of such information from the Registrar to the Issue.

General Instructions**Do's:**

1. Check if you are eligible to apply as per the terms of the Red Herring Prospectus and under applicable laws, rules and regulations;
2. Ensure that you have Bid within the Price Band;
3. Read all the instructions carefully and complete the Bid-cum-Application Form/ ASBA Bid-cum-Application Form;
4. Ensure that the details about PAN, Depository Participant and beneficiary account are correct and the beneficiary account is activated as allotment of Equity Shares will be in the dematerialised form only;
5. Ensure that the Bids are submitted at the bidding centres only on forms bearing the stamp of the Syndicate (except in case of electronic forms) or with respect to ASBA Bidders, ensure that your Bid is submitted either to a member of the Syndicate (in the Specified Locations), a Designated Branch of the SCSB where the ASBA Bidder or the person whose bank account will be utilised by the ASBA Bidder for bidding has a bank account, or to a Registered Broker at the Broker Centres.
6. In relation to the ASBA Bids, ensure that your Bid cum Application Form is submitted either at a Designated Branch of a SCSB where the ASBA Account is maintained or with the Syndicate in the Specified Locations or with a Registered Broker at the Broker Centres, and not to the Escrow Collecting Banks (assuming that such bank is not a SCSB) or to our Company or the Registrar to the Issue;
7. With respect to the ASBA Bids, ensure that the Bid cum Application Form is signed by the account holder in case the applicant is not the account holder. Ensure that you have mentioned the correct bank account number in the Bid cum Application Form;
8. QIBs and the Non-Institutional Investors should submit their Bids through the ASBA process only;
9. With respect to Bids by SCSBs, ensure that you have a separate account in your own name with any other SCSB having clear demarcated funds for applying under the ASBA process and that such separate account (with any other SCSB) is used as the ASBA Account with respect to your Bid;
10. Ensure that you request for and receive a TRS for all your Bid options;

11. Ensure that you have funds equal to the Bid Amount in the ASBA Account maintained with the SCSB before submitting the Bid cum Application Form under the ASBA process to the respective member of the Syndicate (in the Specified Locations), the SCSBs or the Registered Broker (at the Broker Centres);
12. Ensure that you have funds equal to the Bid Amount in your bank account before submitting the Bid cum Application Form under non-ASBA process to the Syndicate or the Registered Brokers;
13. With respect to non-ASBA Bids, ensure that the full Bid Amount is paid for the Bids and with respect to ASBA Bids, ensure funds equivalent to the Bid Amount are blocked;
14. Instruct your respective banks to not release the funds blocked in the ASBA Account under the ASBA process;
15. Submit revised Bids to the same member of the Syndicate, SCSB or Registered Broker, as applicable, through whom the original Bid was placed and obtain a revised TRS;
16. Except for Bids (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) Bids 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 Bidders should mention their PAN allotted under the Income Tax Act, 1961. The exemption for the Central or 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;
17. Ensure that the Demographic Details (as defined herein below) are updated, true and correct in all respects.
18. 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.
19. Ensure that the signature of the First Bidder in case of joint Bids is included in the Bid cum Application Forms.
20. Ensure that the name(s) given in the Bid cum 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 Bids, the Bid cum Application Form should contain only the name of the First Bidder whose name should also appear as the first holder of the beneficiary account held in joint names;
21. Ensure that the category and sub-category is indicated;
22. Ensure that in case of Bids under power of attorney or by limited companies, corporate, trust etc., relevant documents are submitted;
23. Ensure that Bids submitted by any person outside India should be in compliance with applicable foreign and Indian laws;
24. Ensure that the DP ID, the Client ID and the PAN mentioned in the Bid cum Application Form and entered into the online IPO system of the stock exchanges by the Syndicate, the SCSBs or the Registered Brokers, as the case may be, match with the DP ID, Client ID and PAN available in the Depository database;

25. In relation to the ASBA Bids, ensure that you use the Bid cum Application Form bearing the stamp of the Syndicate (in the Specified Locations) and/or relevant SCSB and/ or the Designated Branch and/ or the Registered Broker at the Broker Centres (except in case of electronic forms);
26. Ensure that the Bid cum Application Forms are delivered by the Bidders within the time prescribed as per the Bid cum Application Form and the Red Herring Prospectus;
27. ASBA Bidders bidding through a member of the Syndicate should ensure that the Bid cum Application Form is submitted to a member of the Syndicate only in the Specified Locations and that the SCSB where the ASBA Account, as specified in the Bid cum Application Form, is maintained has named at least one branch at that location for the Syndicate to deposit Bid cum Application Forms (a list of such branches is available on the website of SEBI at <http://www.sebi.gov.in/sebiweb/home/list/5/33/0/0/Recognised-Intermediaries>). ASBA Bidders bidding through a Registered Broker should ensure that the SCSB where the ASBA Account, as specified in the Bid cum Application Form, is maintained has named at least one branch at that location for the Registered Brokers to deposit Bid cum Application Forms;
28. Ensure that you have mentioned the correct ASBA Account number in the Bid cum Application Form;
29. In relation to the ASBA Bids, ensure that you have correctly signed the authorization/undertaking box in the Bid cum Application Form, or have otherwise provided an authorization to the SCSB via the electronic mode, for blocking funds in the ASBA Account equivalent to the Bid Amount mentioned in the Bid cum Application Form; and
30. In relation to the ASBA Bids, ensure that you receive an acknowledgement from the Designated Branch of the SCSB or from the member of the Syndicate in the Specified Locations or from the Registered Broker at the Broker Centers, as the case may be, for the submission of your Bid cum Application Form.

The Bid cum Application Form is liable to be rejected if the above instructions, as applicable, are not complied with.

Don'ts:

1. Do not Bid for lower than the minimum Bid size;
2. Do not Bid/ revise Bid price to less than the Floor Price or higher than the Cap Price;
3. Do not Bid on another Bid-cum-Application Form after you have submitted a Bid to the member of the Syndicate, the SCSBs or the Registered Broker;
4. Do not pay the Bid amount in cash, by money order or by postal order or by stock invest and in relation to ABSA Bidders in any other mode other than blocked amounts in the bank accounts maintained by SCSBs;
5. Do not send Bid cum Application Forms by post; instead submit the same to a member of the Syndicate, Designated Branch of the SCSBs or the Registered Broker only;
6. Do not submit the Bid cum Application Forms to the Escrow Collection Bank(s), our Company or the Registrar to the issue.
7. Do not Bid on a Bid cum Application Form that does not have the stamp of the Syndicate, the Registered Brokers or the SCSBs;
8. Do not Bid at Cut-Off price (for QIBs and Non-Institutional Bidders);



9. Do not Bid for a Bid Amount exceeding ₹200,000 (for Bids by Retail Individual Bidders);
10. Do not fill up the Bid-cum-Application Form such that the Equity Shares bid for exceeds the Issue size and/ or investment limit or maximum number of Equity Shares that can be held under the applicable laws or regulations or maximum amount permissible under the applicable regulations or under the terms of the Draft Red Herring Prospectus;
11. Do not submit the GIR number instead of the PAN;
12. Do not submit the Bids without the full Bid Amount;
13. Do not submit incorrect details of the DP ID, Client ID and PAN or provide details for a beneficiary account which is suspended or for which details cannot be verified by the Registrar to the Issue;
14. Do not submit Bids on plain paper or on incomplete or illegible Bid cum Application Forms or on Bid cum Application Forms in a colour prescribed for another category of Bidder;
15. If you are a QIB, do not submit your Bid after 3.00 pm on the Bid/Issue Closing Date for QIBs;
16. If you are a Non-Institutional Investor or Retail Individual Investor, do not submit your Bid after 3.00 pm on the Bid/Issue Closing Date;
17. Do not Bid if you are not competent to contract under the Indian Contract Act, 1872;
18. Do not withdraw your Bid or lower the size of your Bid (in terms of quantity of the Equity Shares or the Bid Amount) at any stage, if you are a QIB or a Non-Institutional Investor;
19. Ensure that the signature of the First Bidder in case of joint Bids is included in the Bid cum Application Forms.
20. Ensure that the name(s) given in the Bid cum 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 Bids, the Bid cum Application Form should contain only the name of the First Bidder whose name should also appear as the first holder of the beneficiary account held in joint names;
21. Ensure that the category and sub-category is indicated;
22. Ensure that in case of Bids under power of attorney or by limited companies, corporate, trust etc., relevant documents are submitted;
23. Ensure that Bids submitted by any person outside India should be in compliance with applicable foreign and Indian laws;
24. Ensure that the DP ID, the Client ID and the PAN mentioned in the Bid cum Application Form and entered into the online IPO system of the stock exchanges by the Syndicate, the SCSBs or the Registered Brokers, as the case may be, match with the DP ID, Client ID and PAN available in the Depository database;
25. In relation to the ASBA Bids, ensure that you use the Bid cum Application Form bearing the stamp of the Syndicate (in the Specified Locations) and/or relevant SCSB and/ or the Designated Branch and/ or the Registered Broker at the Broker Centres (except in case of electronic forms);

26. Ensure that the Bid cum Application Forms are delivered by the Bidders within the time prescribed as per the Bid cum Application Form and the Red Herring Prospectus;
27. ASBA Bidders bidding through a member of the Syndicate should ensure that the Bid cum Application Form is submitted to a member of the Syndicate only in the Specified Locations and that the SCSB where the ASBA Account, as specified in the Bid cum Application Form, is maintained has named at least one branch at that location for the Syndicate to deposit Bid cum Application Forms (a list of such branches is available on the website of SEBI at <http://www.sebi.gov.in/sebiweb/home/list/5/33/0/0/Recognised-Intermediaries>). ASBA Bidders bidding through a Registered Broker should ensure that the SCSB where the ASBA Account, as specified in the Bid cum Application Form, is maintained has named at least one branch at that location for the Registered Brokers to deposit Bid cum Application Forms;
28. Ensure that you have mentioned the correct ASBA Account number in the Bid cum Application Form;
29. In relation to the ASBA Bids, ensure that you have correctly signed the authorization/undertaking box in the Bid cum 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 Bid Amount mentioned in the Bid cum Application Form; and
30. In relation to the ASBA Bids, ensure that you receive an acknowledgement from the Designated Branch of the SCSB or from the member of the Syndicate in the Specified Locations or from the Registered Broker at the Broker Centres, as the case may be, for the submission of your Bid cum Application Form.

ADDITIONAL INSTRUCTIONS SPECIFIC TO ASBA BIDDERS

Do's:

- (a) Check if you are eligible to Bid under ASBA;
- (b) Before submitting the physical Bid cum Application Form with the member of the Syndicate for Bidding through Syndicate ASBA or a Non Syndicate Registered Broker at a Non Syndicate Broker Centre, ensure that the SCSB, whose name has been filled in the Bid cum Application Form, has named a branch in that centre;
- (c) Ensure that you use the Bid cum Application Form specified for the purposes of ASBA and read all the instructions carefully and complete the Bid cum Application Form;
- (d) For ASBA Bidders Bidding through Syndicate ASBA, ensure that your Bid cum Application Form is submitted to the members of the Syndicate at the Syndicate ASBA Centre or to the Non Syndicate Registered Brokers at the Non Syndicate Broker Centre and not to the Escrow Collection Banks (assuming that such bank is not a SCSB), to our Company, or the Registrar to the Issue;
- (e) For ASBA Bidders Bidding through the SCSBs, ensure that your Bid cum Application Form is submitted at a Designated Branch of the SCSB where the ASBA Account is maintained, and not to the Escrow Collection Banks (assuming that such bank is not a SCSB), to our Company, or the Registrar to the Issue or the members of the Syndicate;
- (f) For ASBA Bids by SCSBs on own account, ensure that a separate ASBA Account in its own name is opened with any other SCSB;
- (g) Ensure that the Bid cum Application Form is signed by the ASBA Account holder in case the ASBA Bidder is not the account holder;

- (h) Ensure that you have mentioned the correct ASBA Account number in the Bid cum Application Form;
- (i) Ensure that you have funds equal to the Bid Amount in the ASBA Account before submitting the Bid cum Application Form to the respective Designated Branch;
- (j) Ensure that you have correctly ticked, provided or checked the authorisation box in the Bid cum Application Form, or have otherwise provided an authorisation to the SCSB *via* the electronic mode, for the Designated Branch to block funds in the ASBA Account equivalent to the Bid Amount mentioned in the Bid cum Application Form;
- (k) Ensure that you receive an acknowledgement from the Designated Branch or the concerned member of the Syndicate, as the case may be, for the submission of the Bid cum Application Form;
- (l) Submit the Revision Form with the same Designated Branch, the concerned member of the Syndicate, or the relevant Non Syndicate Registered Brokers as the case may be, through whom the Bid cum Application Form was placed and obtain a revised acknowledgment;
- (m) Ensure that the name(s) given in the Bid cum Application Form is exactly the same as the name(s) in which the beneficiary account is held with the Depository Participant.

Don'ts:

- (a) Do not Bid on another Bid cum Application Form after you have submitted a Bid to a member of the Syndicate, a Designated Branch or a Non Syndicate Registered Broker, as the case may be;
- (b) Payment of Bid Amount in any mode other than through blocking of Bid Amount in the ASBA Accounts shall not be accepted under the ASBA;
- (c) Do not submit the Bid cum Application Form with a member of the Syndicate or a Non Syndicate Registered Broker, at a location other than the Syndicate ASBA Centres or Non Syndicate Broker Centre, as the case may be;
- (d) Do not send your physical Bid cum Application Form by post. Instead submit the same with a Designated Branch, members of the Syndicate the Non Syndicate Registered Brokers, as the case may be; and
- (e) Do not submit more than five Bid cum Application Forms per ASBA Account.

INSTRUCTIONS FOR COMPLETING THE BID CUM APPLICATION FORM

Bids must be:

- (a) Made only in the prescribed Bid cum Application Form or Revision Form, as applicable.
- (b) Completed in full, in BLOCK LETTERS in ENGLISH and in accordance with the instructions contained in the Red Herring Prospectus, in the Bid cum Application Form or in the Revision Form. Incomplete Bid cum Application Forms or Revision Forms are liable to be rejected. Bidders should note that the members of the Syndicate, Non Syndicate Registered Brokers and / or the SCSBs, as appropriate, will not be liable for errors in data entry due to incomplete or illegible Bid cum Application Forms or Revision Forms.
- (c) Thumb impressions and signatures other than in the languages specified in the Eighth Schedule in the Constitution of India must be attested by a Magistrate or a Notary Public or a Special Executive Magistrate under official seal. Bids must be in single name or in joint names (not more than three, and in the same order as their Depository Participant details).

- (d) Bidders must provide details of valid and active DP ID, Client ID and PAN clearly and without error. On the basis of the Bidder's active DP ID, Client ID and PAN provided in the Bid cum Application Form, and as entered into the electronic Bidding system of the Stock Exchanges by the Syndicate, the SCSBs and the Non-Syndicate Registered Brokers, as the case may be, the Registrar to the Issue will obtain from the Depository the Demographic Details. Invalid accounts, suspended accounts or where such account is classified as invalid or suspended may not be considered for Allotment.
- (e) Information provided by the Bidders will be uploaded in the electronic bidding system by the members of the Syndicate, the SCSBs or the Non Syndicate Registered Brokers, as the case may be, and the electronic data will be used to make allocation/ Allotment. The Bidders should ensure that the details are correct and legible.
- (f) For Retail Individual Bidders, the Bid must be for a maximum of [●] Equity Shares and in multiples of [●] thereafter subject to a maximum Bid Amount of ₹2 00, 000. Retail Individual Bidders may Bid at the Cut-off Price.
- (g) For Non-Institutional Bidders and QIB Bidders, Bids must be for a minimum of such number of Equity Shares that the Bid Amount exceeds ₹.200, 000 and in multiples of [●] Equity Shares thereafter. Bids cannot be made for more than the Issue size. Bidders are advised to ensure that a single Bid from them should not exceed the investment limits or maximum number of Equity Shares that can be held by them under the applicable laws or regulations. Bids must be submitted through ASBA process only.
- (h) In single name or in case of joint Bids, the Bid cum Application Form should contain only the name of the first Bidder whose name should also appear as the first holder of the beneficiary account held in joint names. The signature of only such first Bidder would be required in the Bid cum Application Form and such first Bidder would be deemed to have signed on behalf of the joint holders.
- (i) Based on the category of the Bidder, the Bid must comply with the maximum and minimum Bid size, as described in "*Maximum and Minimum Bid Size*" on page 230.

Bids through ASBA must be:

- Made in single name or in joint names (not more than three and in the same order as their details appear with the Depository Participant).
 - Completed in full, in BLOCK LETTERS in ENGLISH and in accordance with the instructions contained in the Red Herring Prospectus and in the Bid cum Application Form.
- (j) If the ASBA Account holder is different from the ASBA Bidder, the Bid cum Application Form should be signed by the ASBA Account holder also, in accordance with the instructions provided in the Bid cum Application Form.
 - (k) For ASBA Bidders, SCSBs may provide the electronic mode of bidding either through an internet enabled Bidding and banking facility or such other secured, electronically enabled mechanism for Bidding and blocking funds in the ASBA Account. For details regarding mode of Bidding and manner of submission of the Bid cum Application Form, please see the sub-section on *Issue Procedure "Bid cum Application Form"* on page 223..

Bidder's PAN, Depository Account and Bank Account Detail

Bidders should note that on the basis of PAN of the Bidders, DP ID and Client ID provided by them in the Bid cum Application Form, the Registrar to the Issue will obtain from the Depository the demographic details including address, Bidders bank account details, MICR code and occupation (hereinafter referred to as "Demographic Details"). These Demographic Details would be used for giving Allotment Advice to the Bidders, refunds (including through physical refund warrants, direct credit, NECS, NEFT and RTGS) or unblocking of ASBA Account. Hence, Bidders are advised to immediately update their bank account details



as appearing on the records of the Depository Participant. Please note that failure to do so could result in delays in dispatch/ credit of refunds to Bidders or unblocking of ASBA Account at the Bidders sole risk and none of the Book Running Lead Manager, the Registrar to the Issue, the Escrow Collection Banks, the SCSBs, the Non Syndicate Registered Brokers, our Company shall have any responsibility and undertake any liability for the same. Hence, Bidders should carefully fill in their Depository Account details in the Bid cum Application Form.

IT IS MANDATORY FOR ALL THE BIDDERS TO GET THEIR EQUITY SHARES IN DEMATERIALIZED FORM. ALL BIDDERS SHOULD MENTION THEIR DP ID, CLIENT ID AND PAN IN THE BID CUM APPLICATION FORM. INVESTORS MUST ENSURE THAT THE DP ID, CLIENT ID AND PAN GIVEN IN THE BID CUM APPLICATION FORM ARE EXACTLY THE SAME AS THE DP ID, CLIENT ID AND PAN AVAILABLE IN THE DEPOSITORY DATABASE. IN CASE OF JOINT BIDS, THE BID CUM APPLICATION FORM SHOULD CONTAIN ONLY THE NAME OF THE FIRST BIDDER WHOSE NAME SHOULD ALSO APPEAR AS THE FIRST HOLDER OF THE BENEFICIARY ACCOUNT HELD IN JOINT NAMES. THE SIGNATURE OF ONLY SUCH FIRST BIDDER WOULD BE REQUIRED IN THE BID CUM APPLICATION FORM AND SUCH FIRST BIDDER WOULD BE DEEMED TO HAVE SIGNED ON BEHALF OF THE JOINT HOLDERS.

Bidders may note that in case the DP ID, Client ID and PAN mentioned in the Bid cum Application Form, as the case may be and entered into the electronic bidding system of the stock exchanges by the members of the Syndicate, the SCSBs and the Non Syndicate Registered Brokers, as the case may be, do not match with the DP ID, Client ID and PAN available in the Depository database, the Bid cum Application Form is liable to be rejected and, our Company and the members of the Syndicate shall not be liable for losses, if any.

These Demographic Details would be used for all correspondence with the Bidders including mailing of the refund orders/CANs/Allotment Advice and printing of bank particulars on the refund orders or for refunds through electronic transfer of funds, as applicable.

By signing the Bid cum Application Form, the Bidder would be deemed to have authorized the Depositories to provide, upon request, to the Registrar to the Issue, the required Demographic Details as available on its records.

Refund orders/ Allotment Advice would be mailed at the address of the Bidder as per the Demographic Details received from the Depositories. Bidders may note that delivery of refund orders/ Allotment Advice may get delayed if the same once sent to the address obtained from the Depositories are returned undelivered. In case of refunds through electronic modes as detailed in this Draft Red Herring Prospectus, refunds may be delayed if bank particulars obtained from the Depository are incorrect. In such an event, the address and other details given by the non-ASBA Bidder in the Bid cum Application Form would be used only to ensure dispatch of refund orders. Please note that any such delay shall be at such Bidder's sole risk and neither our Company nor the Escrow Collection Banks, Registrar to the Issue, the Book Running Lead Manager shall be liable to compensate the Bidder for any losses caused to the Bidder due to any such delay or liable to pay any interest for such delay.

In case no corresponding record is available with the Depositories, which matches the parameters, namely, PAN of the Bidder and the DP ID and Client ID, then such Bids are liable to be rejected.

Refunds, dividends and other distributions, if any, will be payable in Indian Rupees only and net of bank charges and / or commission.

Refund, dividends and other distributions will be credited to their NRE Accounts registered with the depositories and in case of QFIs, will be payable to a single non interest bearing rupee account opened with AD Category-I bank in India and the same shall be operated by the qualified depository participant of each QFI.

There is no reservation for Eligible NRIs, Eligible QFIs and FIIs and all Bidders will be treated on the same basis with other categories for the purpose of allocation.



Bids by Non Residents including Eligible NRIs, FIIs registered with SEBI

Bids and revision to Bids must be made in the following manner:

On the Bid cum Application Form or the Revision Form, as applicable, and completed in full in BLOCK LETTERS in ENGLISH in accordance with the instructions contained therein.

In a single name or joint names (not more than three and in the same order as their Depository Participant details).

Bids on a repatriation basis shall be in the names of individuals, or in the name of FIIs, Eligible QFIs, and multilateral and bilateral development financial institutions but not in the names of minors, OCBs, firms or partnerships, foreign nationals (excluding NRIs) or their nominees.

Bids by Eligible NRIs for a Payment Amount of up to ₹200,000 would be considered under the Retail Portion for the purposes of allocation and Bids for a Payment Amount of more than ₹200,000 would be considered under Non-Institutional Portion for the purposes of allocation.

Refunds, dividends and other distributions, if any, will be payable in Indian Rupees only and net of bank charges and/ or commission. In case of Bidders who remit money through Indian Rupee drafts purchased abroad, such payments in Indian Rupees will be converted into US Dollars or any other freely convertible currency as may be permitted by the RBI at the rate of exchange prevailing at the time of remittance and will be dispatched by registered post or if the Bidders so desire, will be credited to their NRE accounts, details of which should be furnished in the space provided for this purpose in the Bid cum Application Form. In case of QFIs, the refunds, dividends and other distributions, if any, will be payable to a single non-interest bearing rupee account opened with AD Category-I bank in India and the same shall be operated by the qualified depository participant of each QFI. Our Company or will not be responsible for loss, if any, incurred by the Bidder on account of conversion of foreign currency.

PAYMENT INSTRUCTIONS

Escrow Mechanism for non-ASBA Bidders

Our Company and the Syndicate shall open Escrow Account(s) with one or more Escrow Collection Bank(s) in whose favour the Bidders (other than ASBA Bidders) shall make out the cheque or demand draft in respect of his or her Bid and/or revision of the Bid. Cheques or demand drafts received for the full Bid Amount from Bidders would be deposited in the Escrow Account.

The Escrow Collection Banks will act in terms of the Red Herring Prospectus and the Escrow Agreement. The Escrow Collection Banks shall maintain the monies in the Escrow Account for and on behalf of the Bidders until the Designated Date. The Escrow Collection Banks shall not exercise any lien whatsoever over the monies deposited therein and shall hold the monies therein in trust for the Bidders. On the Designated Date, the Escrow Collection Banks shall transfer the funds represented by allocation of Equity Shares from the Escrow Account, as per the terms of the Escrow Agreement, into the Public Issue Account with the Bankers to the Issue. The balance amount after transfer to the Public Issue Account shall be transferred to the Refund Account. Payments of refund to the Bidders shall also be made from the Refund Account as per the terms of the Escrow Agreement and the Red Herring Prospectus.

The Bidders should note that the escrow mechanism is not prescribed by SEBI and has been established as an arrangement between our Company, the Syndicate, the Escrow Collection Banks and the Registrar to the Issue to facilitate collections from the Bidders.

Payment mechanism for ASBA Bidders

For ASBA Bids submitted to the Syndicate/ Sub Syndicate at the Syndicate ASBA Centres or to the Registered Brokers at the Registered Broker Centres, the Syndicate/ Sub Syndicate or the Registered Broker, as the case may be, shall upload the ASBA Bid onto the electronic bidding system of the Stock Exchanges and deposit the Bid-cum-

Application Form with the relevant branch of the SCSB at the Syndicate ASBA Centres or the Registered Broker Centres, authorized to accept such Bid-cum-Application Forms relating to ASBA Bids from the Syndicate or the Registered Broker (a list of such branches is available at [http://www.sebi.gov.in/sebiweb/home/list/ 5/33/ 0/0/ Recognised-Intermediaries](http://www.sebi.gov.in/sebiweb/home/list/5/33/0/0/Recognised-Intermediaries)). The relevant branch of the SCSB shall perform verification procedures and block an amount in the ASBA Account equal to the Payment Amount specified in the Bid cum Application Form.

The ASBA Bidders submitting their Bids directly to SCSBs shall specify the ASBA account number in the Bid cum Application Form and the relevant SCSB shall block an amount equivalent to the Bid Amount in the ASBA account specified in the Bid cum Application Form. The SCSB shall keep the Bid Amount in the relevant bank account blocked until withdrawal (by Retail Individual Bidders) or rejection of the ASBA Bid or receipt of instructions from the Registrar to the Issue to unblock the Bid Amount. In the event of withdrawal or rejection of the Bid cum Application Form or for unsuccessful Bid cum Application Forms, the Registrar to the Issue shall give instructions to the SCSB to unblock the funds in the relevant bank account within one day of receipt of such instruction. The Bid Amount shall remain blocked in the ASBA Account until finalisation of the Basis of Allotment in the Issue and consequent transfer of the Bid Amount to the Public Issue Account, or until withdrawal/ failure of the Issue or until rejection of the Bids by ASBA Bidder, as the case may be.

In case of Bids by FIIs, a special Rupee Account should be mentioned in the Bid cum Application Form, for blocking of funds, along with documentary evidence in support of the remittance.

In case of Bids by Eligible NRIs applying on repatriation basis, a Non-Resident External (NRE) Account or a Foreign Currency Non-Resident (FCNR) Account, maintained with banks authorised to deal in foreign exchange in India, should be mentioned in the Bid cum Application Form for blocking of funds, along with documentary evidence in support of the remittance.

In terms of RBI circular no. DPSS.CO.CHD.No./133/04.07.05/2013-14 dated July 16, 2013; non-CTS cheques are processed in three CTS centres in separate clearing session. This separate clearing session will operate thrice a week up to April 30, 2014, thereafter twice a week up to October 31, 2014 and once a week from November 1, 2014 onwards. In order to enable listing and trading of Equity Shares within 12 Working Days of the Bid/Issue Closing Date, investors are advised to use CTS cheques or use the ASBA facility to make payment. Investors are cautioned that Bid cum Application Forms accompanied by non-CTS cheques are liable to be rejected due to any delay in clearing beyond six Working Days from the Bid/Issue Closing Date.

Payment into Escrow Account for non-ASBA Bidders

Please note that payment into Escrow Account is applicable to Retail Individual Bidders Bidding through Bid cum Application Form.

Each such Bidder shall draw a cheque or demand draft for the Bid Amount payable on the Bid as per the following terms:

1. All Bidders would be required to pay the full Bid Amount at the time of the submission of the Bid cum Application Form.
2. The Bidders shall, with the submission of the Bid cum Application Form, draw a payment instrument for the Bid Amount in favour of the Escrow Account and submit the same to the members of the Syndicate or the Non Syndicate Registered Brokers. If the payment is not made favouring the Escrow Account along with the Bid cum Application Form, the Bid of the Bidder shall be rejected. Bid cum Application Forms accompanied by cash/ stockinvest/money orders/postal orders will not be accepted.
3. The payment instruments for payment into the Escrow Account should be drawn in favour of:
 - (a) in case of Resident Retail Individual Bidders: “[●]”
 - (b) in case of Non-Resident Retail Individual Bidders: “[●]”
4. In case of Bids by Eligible NRIs applying on repatriation basis, only Bids accompanied by payment in Indian Rupees or freely convertible foreign exchange will be considered for Allotment.

Eligible NRIs who intend to make payment through freely convertible foreign exchange and are Bidding on a repatriation basis may make the payments must be made through Indian Rupee drafts purchased abroad or cheques or bank drafts, for the amount payable on application remitted through normal banking channels or out of funds held in Non-Resident External (NRE) Accounts or Foreign Currency Non- Resident (FCNR) Accounts, maintained with banks authorised to deal in foreign exchange in India, along with documentary evidence in support of the remittance. Payment will not be accepted out of NRO Account of Non-Resident Bidder bidding on a repatriation basis. Payment by drafts should be accompanied by bank certificate confirming that the draft has been issued by debiting to NRE Account or FCNR Account.

5. In case of Bids by Eligible NRIs applying on non-repatriation basis, the payments must be made through Indian Rupee Drafts purchased abroad or cheques or bank drafts, for the amount payable on application remitted through normal banking channels or out of funds held in Non-Resident External NRE Accounts or FCNR Accounts, maintained with banks authorised to deal in foreign exchange in India, along with documentary evidence in support of the remittance or out of a NRO Account of a Non-Resident Bidder bidding on a non-repatriation basis. Payment by drafts should be accompanied by a bank certificate confirming that the draft has been issued by debiting an NRE or FCNR or NRO Account.
6. The monies deposited in the Escrow Account will be held for the benefit of the non-ASBA Bidders till the Designated Date.
7. On the Designated Date, the Escrow Collection Banks shall transfer the funds from the Escrow Account as per the terms of the Escrow Agreement into the Public Issue Account with the Bankers to the Issue and the refund amount shall be transferred to the Refund Account.
8. No later than 12 Working Days from the Issue Closing Date, the Registrar to the Issue shall dispatch all refund amounts payable to unsuccessful Bidders (other than ASBA Bidders) and also the excess amount paid on Bidding, if any, after adjusting for Allotment to such Bidders.
9. Payments should be made by cheque, or a demand draft drawn on any bank (including a co-operative bank), which is situated at, and is a member of or sub-member of the bankers' clearing house located at the centre where the Bid cum Application Form is submitted. Outstation cheques/bank drafts drawn on banks not participating in the clearing process will not be accepted and applications accompanied by such cheques or bank drafts are liable to be rejected.
10. Payments made through cheques without the Magnetic Ink Character Recognition ("MICR") code will be rejected.
11. Bidders are advised to provide the number of the Bid cum Application Form on the reverse of the cheque or bank draft to avoid misuse of instruments submitted with the Bid cum Application Form.

Submission of Bid cum Application Form

All Bid cum Application Forms or Revision Forms duly completed and accompanied by account payee cheques or drafts shall be submitted to the members of the Syndicate or the Non Syndicate Registered Brokers at the time of submission of the Bid. With regard to submission of Bid cum Application Forms, please see the subsection on "*Issue Procedure - Bid cum Application Form*" on page 223.

All Registered Brokers of NSE and BSE (list available at http://www.nseindia.com/products/content/equities/ipos/ipo_mem_terminal.htm and http://www.bseindia.com/Markets/PublicIssues/brokercentres_new.aspx?expandable=3) which are part of the nationwide broker network of the Stock Exchanges are enabled to accept application forms. The Registered Broker shall be responsible for uploading the bid on the Stock Exchange platform; banking the cheque / submitting the ASBA form to the SCSBs, etc. and liable for any failure in this regard.



No separate receipts shall be issued for the money payable on the submission of Bid cum Application Form or Revision Form. However, the collection centre of the members of the Syndicate and the Non Syndicate Broker Centre of the Non Syndicate Registered Brokers will acknowledge the receipt of the Bid cum Application Forms or Revision Forms by stamping and returning to the Bidder the acknowledgement slip. This acknowledgement slip will serve as the duplicate of the Bid cum Application Form for the records of the Bidder. In case of ASBA Bids, an acknowledgement from the Designated Branch, concerned member of the Syndicate or the relevant Non Syndicate Registered Broker, as the case may be, for submission of the Bid cum Application Form may be provided.

OTHER INSTRUCTIONS

Joint Bids in the case of Individuals

Bids may be made in single name or as joint Bids. In case of joint Bids, all payments will be made out the Bid cum Application Form should contain only in favour of the name of the first Bidder whose name should also appears first in the Bid cum Application or Revision Forms the first holder of the beneficiary account held in joint names. The signature of only such first Bidder would be required in the Bid cum Application Form and such first Bidder would be deemed to have signed on behalf of the joint holders. The First Bidder shall be liable for all the obligations arising in relation to the Issue. All communications will be addressed to the first Bidder and will be dispatched to his or her address as per the Demographic Details received from the Depository.

Multiple Bids

A Bidder should submit only one Bid (and not more than one) for the total number of Equity Shares required. In this regard, all Bids will be checked for common PAN as per Depository records and all such bids will be treated as multiple Bids and are liable to be rejected.

In case of a Mutual Fund, a separate Bid may be made in respect of each scheme of the Mutual Fund and such Bids in respect of more than one scheme of the Mutual Fund will not be treated as multiple Bids provided that the Bids clearly indicate the scheme concerned for which the Bid has been made.

For Bids from Mutual Funds and FII sub-accounts, which are submitted under the same PAN, as well as Bids on behalf of the Central or State government, an official liquidator or receiver appointed by a court and residents of Sikkim, for whom the submission of PAN is not mandatory, the Bids are scrutinised for DP ID and Client ID. In case such Bids bear the same DP ID and Client ID, these will be treated as multiple Bids and will be rejected.

After submitting an ASBA Bid either in physical or electronic mode, where such ASBA Bid has been uploaded with the Stock Exchanges, an ASBA Bidder cannot Bid (either in physical or electronic mode) on another Bid cum Application Form. Submission of a second Bid cum Application Form to either the same or another Designated Branch of the SCSB or to any member of the Syndicate in Specified Cities or to Non Syndicate Registered Brokers, will be treated as multiple Bids and would be rejected before entering the Bid into the electronic Bidding system or at any point of time prior to the allocation or Allotment of Equity Shares in the Issue. Duplicate copies of the Bid cum Application Forms available on the website of the Stock Exchanges bearing the same application number will be treated as multiple Bids and are liable to be rejected. More than one ASBA Bidder may Bid for Equity Shares using the same ASBA Account, provided that the SCSBs will not accept a total of more than five Bid cum Application Forms from such ASBA Bidders with respect to any single ASBA Account. However, ASBA Bidders may revise their Bids through the Revision Form, the procedure for which is described in “*Issue Procedure – Build Up of the Book and Revision of Bids*” above on page 223. Please note that QIB Bidders and Non-Institutional Bidders are not permitted to withdraw or lower the size of their Bid(s) (in terms of quantity of Equity Shares or the Bid Amount) at any stage.

Our Company, in consultation with the Book Running Lead Manager, reserves the right to reject, in their absolute discretion, all or any multiple Bids in any or all categories. In this regard, the procedure which would be followed by the Registrar to the Issue to detect multiple Bids is given below:



1. All Bids will be checked for common PAN as per the records of the Depository. For Bidders other than Mutual Funds and FII sub-accounts, Bids bearing the same PAN will be treated as multiple Bids and will be rejected.
2. For Bids from Mutual Funds and FII sub-accounts, submitted under the same PAN, as well as Bids on behalf of the Bidders for whom submission of PAN is not mandatory such as the Central or State Government, an official liquidator or receiver appointed by a court and residents of Sikkim, the Bid cum Application Forms will be checked for common DP ID and Client ID.

Permanent Account Number or PAN

Except for Bids by or on behalf of the Central or State Government and the officials appointed by the courts and by investors residing in Sikkim, the Bidders, or in the case of a Bid in joint names, the first Bidders should mention his/her PAN allotted under the Income Tax Act. In accordance with the circulars issued by SEBI, the PAN would be the sole identification number for participants transacting in the securities market, irrespective of the amount of transaction. **Any Bid cum Application Form without the PAN is liable to be rejected, except for residents in the state of Sikkim, who are exempted from specifying their PAN for transactions in the securities market. It is to be specifically noted that Bidders should not submit the GIR number instead of the PAN as the Bid is liable to be rejected on this ground.**

However, the exemption for the Central or State Government and the officials appointed by the courts and for investors residing in the State of Sikkim is subject to the Depository Participants' verifying the veracity of such claims of the investors by collecting sufficient documentary evidence in support of their claims. At the time of ascertaining the validity of these Bids, the Registrar to the Issue will check under the Depository records for the appropriate description under the PAN Field i.e., either Sikkim category or exempt category.

With effect from August 16, 2010, the beneficiary accounts of Bidders for whom PAN details have not been verified have been labelled "suspended for credit" by the Depositories and no credit of Equity Shares pursuant to the Issue will be made in the accounts of such Bidders.

Withdrawal of Bids

QIBs and Non-Institutional Bidders cannot withdraw or lower the size of their Bids (both in terms of number of Equity Shares Bid for and Bid Amount) at any stage. Retail Individual Bidders can revise their Bid(s) during the Bid/Issue Period and withdraw their Bid(s) until finalization of Basis of Allotment.

ASBA Bidders (other than QIBs and Non-Institutional Bidders) can withdraw their Bids during the Issue Period by submitting a request for the same to the concerned SCSB, the concerned member of the Syndicate or the Non Syndicate Registered Broker, as applicable, who shall do the requisite, including deletion of details of the withdrawn Bid cum Application Form from the electronic Bidding system of the Stock Exchanges. Further the SCSBs shall unblock the funds in the ASBA Account either directly or at the instruction of the member of the Syndicate which had forwarded to it the Bid Cum Application Form.

In case an ASBA Bidder (other than a QIB and a Non-Institutional Bidder) wishes to withdraw the Bid after the Issue Closing Date, the same can be done by submitting a withdrawal request to the Registrar to the Issue prior to the finalization of Allotment. The Registrar to the Issue shall delete the withdrawn Bid from the Bid allotment file and give instruction to the SCSB for unblocking the ASBA Account after approval of the 'Basis of Allotment'.

REJECTION OF BIDS

Our Company has a right to reject Bids based on technical grounds. In case of QIBs, Bidding through Syndicate ASBA or through the Non Syndicate Registered Brokers, the Book Running Lead Manager and their affiliate members of the Syndicate, may reject Bids at the time of acceptance of the Bid cum Application Form provided that the reasons for such rejection shall be disclosed to such Bidder in writing. In case of Non-Institutional Bidders and Retail Individual Bidders, our Company has a right to reject Bids based on technical grounds only. Consequent refunds shall be made through any of the modes described in the Red Herring Prospectus and will be sent to the



Bidder's address, where applicable, at the sole/first Bidder's risk. In relation to all ASBA Bidders, SCSBs or the Non Syndicate Registered Brokers shall have no right to reject Bids, except on technical grounds or in the event that if at the time of blocking the Payment Amount in the ASBA Account, the SCSB ascertains that sufficient funds are not available in the Bidder's ASBA Account. Further, in case any DP ID, Client ID or PAN mentioned in the Bid cum Application Form and as entered into the electronic Bidding system of the Stock Exchanges by the members of the Syndicate, the SCSBs or the Non Syndicate Registered Brokers, as the case may be, does not match with one available in the depository's database, such ASBA Bid shall be rejected by the Registrar to the Issue. Subsequent to the acceptance of a Bid by way of ASBA by the SCSB, our Company would have a right to reject such Bids by way of ASBA only on technical grounds.

Grounds for Technical Rejections

Bidders are advised to note that Bids are liable to be rejected *inter alia* on the following technical grounds:

- DP ID and Client ID not mentioned in the Bid cum Application;
- Amount paid does not tally with the amount payable for the highest value of Equity Shares Bid for. With respect to Bids by ASBA Bidders, the amounts mentioned in the Bid cum Application Form does not tally with the amount payable for the value of the Equity Shares Bid 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. However, a limited liability partnership can apply in its own name;
- Bid by persons not competent to contract under the Indian Contract Act, 1872, as amended (other than minors having valid depository accounts as per the Demographic Details provided by the Depositories);
- PAN not mentioned in the Bid cum Application Form except for Bids by or on behalf of the Central or State Government and officials appointed by the court and by the investors residing in the State of Sikkim, provided such claims have been verified by the Depository Participant;
- GIR number furnished instead of PAN;
- Bids for lower number of Equity Shares than the minimum specified for that category of investors;
- Bids at a price less than the Floor Price;
- Bids at a price more than the Cap Price;
- Signature of sole or first Bidder, as the case may be, missing;
- Submission of more than five Bid cum Application Forms per ASBA account;
- Bids by Bidders whose demat accounts have been 'suspended for credit' pursuant to the circular issued by SEBI on July 29, 2010 bearing number CIR/MRD/DP/22/2010;
- Bids at the Cut-off Price by Non-Institutional and QIB Bidders;
- Bids for a Bid Amount of more than ₹200,000 by Retail Individual Bidders applying through the non-ASBA process;
- Bids for number of Equity Shares which are not in multiples of [•];
- Category not indicated;

- Multiple Bids as defined in the Red Herring Prospectus;
- In case of Bids under power of attorney or by limited companies, corporate, trust etc., relevant documents are not submitted;
- Bids accompanied by Stockinvest/money order/postal order/cash;
- Bid cum Application Forms do not have the stamp of the Book Running Lead Manager or Syndicate Members or the SCSB;
- Bid cum Application Forms do not have Bidder's depository account details or the details given are incomplete or incorrect;
- Bid cum Application Forms not being signed by the ASBA account holder, if the account holder is different from the ASBA Bidder;
- Bid cum Application Form submitted to the members of the Syndicate does not bear the stamp of the members of the Syndicate. ASBA Bids submitted directly to the SCSBs does not bear the stamp of the SCSB and/or the Designated Branch and/or the members of the Syndicate, as the case may be;
- Bid cum Application Forms submitted under the ASBA process not having details of the ASBA Account to be blocked;
- Bid cum Application Forms submitted under the ASBA process not containing the authorization for blocking the Bid Amount in the bank account specified in the Bid cum Application Form;
- Bid cum Application Forms are not delivered by the Bidders within the time prescribed as per the Bid cum Application Forms, Bid/Issue Opening Date advertisement and the Red Herring Prospectus and as per the instructions in the Red Herring Prospectus and the Bid cum Application Forms;
- In case no corresponding record is available with the Depositories that matches the DP ID, Client ID and PAN;
- With respect to ASBA Bids, inadequate funds in the bank account to block the Bid Amount specified in the Bid cum Application Form at the time of blocking such Bid Amount in the bank account;
- Bids for amounts greater than the maximum permissible amounts prescribed by the regulations;
- Bids where clear funds are not available in Escrow Accounts as per final certificate from the Escrow Collection Banks;
- With respect to ASBA Bids, where no confirmation is received from SCSB for blocking of funds;
- Bids by QIBs and Non Institutional Bidders not submitted through ASBA process;
- Bids by QIBs and Non Institutional Bidders accompanied by cheque(s) or demand draft(s);
- ASBA Bids submitted to a member of the Syndicate at locations other than the Specified Cities and Bid cum Application Forms, submitted to the Escrow Collecting Banks (assuming that such bank is not a SCSB), to our Company or the Registrar to the Issue;
- Bids by any person outside India if not in compliance with applicable foreign and Indian Laws;



- Bids not uploaded on the terminals of the Stock Exchanges;
- Bids by QIB Bidders submitted after 3 pm on the QIB Bid/Issue Closing Date, Bids by Non- Institutional Bidders submitted after 3 pm on the Bid/Issue Closing Date, and Bids by Retail Individual Bidders submitted after 4 pm on the Bid/Issue Closing Date unless extended by the Stock Exchanges, as applicable;
- Bids by persons prohibited from buying, selling or dealing in the shares directly or indirectly by SEBI or any other regulatory authority; and
- Bids by OCBs.
- With respect to ASBA Bids, the Bid cum Application Form not being signed by the account holders, if the account holder is different from the Bidder;
- ASBA Bids by SCSBs on their own account, through an ASBA Account maintained in its own name with itself.

FOR BID CUM APPLICATION FORMS FROM NON-ASBA BIDDERS, THE BASIS OF ALLOTMENT WILL BE BASED ON THE REGISTRAR'S VALIDATION OF THE ELECTRONIC BID DETAILS WITH THE DEPOSITORY RECORDS, AND THE COMPLETE RECONCILIATION OF THE FINAL CERTIFICATES RECEIVED FROM THE ESCROW COLLECTION BANKS WITH THE ELECTRONIC BID DETAILS IN TERMS OF THE SEBI CIRCULAR CIR/CFD/DIL/3/2010 DATED APRIL 22, 2010. THE REGISTRAR TO THE ISSUE WILL UNDERTAKE TECHNICAL REJECTIONS BASED ON THE ELECTRONIC BID DETAILS AND THE DEPOSITORY DATABASE. IN CASE OF ANY DISCREPANCY BETWEEN THE ELECTRONIC BID DATA AND THE DEPOSITORY RECORDS, THE ISSUER RESERVES THE RIGHT TO PROCEED AS PER THE DEPOSITORY RECORDS OR TREAT SUCH BID AS REJECTED.

IN TERMS OF THE SEBI CIRCULAR CIR/CFD/DIL/3/2010 DATED APRIL 22, 2010, FOR BID CUM APPLICATION FORM, THE REGISTRAR TO THE ISSUE WILL RECONCILE THE COMPILED DATA RECEIVED FROM THE STOCK EXCHANGES AND ALL SCSBS, AND IN TERMS OF THE SEBI CIRCULAR CIR/CFD/14/2012 DATED OCTOBER 4, 2012, FOR BID-CUM-APPLICATION FORMS, THE REGISTRAR TO THE ISSUE WILL RECONCILE THE SCHEDULES RECEIVED FROM ALL SCSBS WITH THE STOCK EXCHANGE DATA, AND MATCH THE SAME WITH THE DEPOSITORY DATABASE FOR CORRECTNESS OF DP ID, CLIENT ID AND PAN. IN CASES WHERE ANY DP ID, CLIENT ID AND PAN MENTIONED IN THE BID FILE FOR AN ASBA.

BIDDER DOES NOT MATCH THE ONE AVAILABLE IN THE DEPOSITORY DATABASE THE ISSUER RESERVES THE RIGHT TO PROCEED AS PER THE DEPOSITORY RECORDS ON SUCH ASBA BIDS OR TREAT SUCH ASBA BIDS AS REJECTED. THE REGISTRAR TO THE ISSUE WILL REJECT MULTIPLE ASBA BIDS BASED ON COMMON PAN.

IN CASE THE DP ID, CLIENT ID AND PAN MENTIONED IN THE BID CUM APPLICATION FORM ENTERED INTO THE ELECTRONIC BIDDING SYSTEM OF THE STOCK EXCHANGES BY THE SYNDICATE/THE SCSBs DO NOT MATCH WITH THE DP ID, CLIENT ID AND PAN AVAILABLE IN THE RECORDS WITH THE DEPOSITARIES, THE APPLICATION IS LIABLE TO BE REJECTED AND, OUR COMPANY AND THE MEMBERS OF THE SYNDICATE SHALL NOT BE LIABLE FOR LOSSES, IF ANY.

FURTHER, BIDS BY PERSONS PROHIBITED FROM BUYING, SELLING OR DEALING IN THE EQUITY SHARES DIRECTLY OR INDIRECTLY BY SEBI OR ANY OTHER REGULATORY AUTHORITY WILL BE REJECTED.

EQUITY SHARES IN DEMATERIALISED FORM WITH NSDL OR CDSL



As per the provisions Section 29 of the Companies Act, 2013 the Allotment of Equity Shares in the Issue shall be only in a de-materialised form, (i.e., not in the form of physical certificates but be fungible and be represented by the statement issued through the electronic mode).

In this context, two agreements have been signed among our Company, the respective Depositories and the Registrar to the Issue:

- Agreement dated [●] among NSDL, our Company and the Registrar to the Issue;
- Agreement dated [●] among CDSL, our Company and the Registrar to the Issue.

All Bidders can seek Allotment only in dematerialised mode. Bids from any Bidder without relevant details of his or her depository account are liable to be rejected.

- i. A Bidder applying for Equity Shares must have at least one beneficiary account with either of the Depository Participants of either NSDL or CDSL prior to making the Bid.
- ii. The Bidder must necessarily fill in the details (including the PAN, DP ID and Client ID) appearing in the Bid cum Application Form or Revision Form.
- iii. Allotment to a successful Bidder will be credited in electronic form directly to the beneficiary account (with the Depository Participant) of the Bidder.
- iv. Names in the Bid cum Application Form or Revision Form should be identical to those appearing in the account details in the Depository. In case of joint Bids, the Bid cum Application Form should necessarily contain the names in the same sequence as they appear in the account details in the Depository. The signature of only such first Bidder would be required in the Bid cum Application Form and such first Bidder would be deemed to have signed on behalf of the joint holders.
- v. If incomplete or incorrect details are given under the heading 'Bidders Depository Account Details' in the Bid cum Application Form or Revision Form, it is liable to be rejected.
- vi. The Bidder is responsible for the correctness of his or her Demographic Details given in the Bid cum Application Form vis-à-vis those with his or her Depository Participant.
- vii. Equity Shares in electronic form can be traded only on the Stock Exchanges having electronic connectivity with NSDL and CDSL. All the Stock Exchanges where the Equity Shares are proposed to be listed have electronic connectivity with CDSL and NSDL.
- viii. The trading of the Equity Shares of our Company would be in dematerialised form only for all Bidders in the demat segment of the respective Stock Exchanges.
- ix. Non transferable advice or refund orders will be directly sent to the Bidders by the Registrar to the Issue.

Communications

All future communications in connection with Bids made in the Issue should be addressed to the Registrar to the Issue quoting the full name of the sole or First Bidder, Bid cum Application Form number, Bidders Depository Account Details, number of Equity Shares applied for, date of Bid cum Application Form, name and address of the member of the Syndicate, the Designated Branch of the SCSBs or the Non Syndicate Registered Brokers where the Bid was submitted and cheque or draft number and issuing bank thereof or with respect to ASBA Bids, bank account number in which the amount equivalent to the Bid Amount was blocked.

Bidders can contact the Company Secretary Compliance Officer or the Registrar to the Issue in case of any pre-Issue or post-Issue related problems such as non-receipt of Allotment Advice, credit of Allotted Equity Shares in the respective beneficiary accounts, refund orders etc. In case of ASBA Bids submitted to the



Designated Branches of the SCSBs or the Non Syndicate Registered Brokers, the Bidders can contact the relevant Designated Branches of the SCSBs or the Non Syndicate Registered Broker.

All grievances relating to the ASBA process may be addressed either to (i) the concerned member of the Syndicate and the relevant SCSB, in the event of a Bid submitted by an ASBA Bidder at any of the Syndicate ASBA Bidding Locations or (ii) the Designated Branch of the SCSB where the Bid cum Application Form was submitted by the ASBA Bidder, giving full details such as name, address of the applicant, number of Equity Shares applied for, amount paid on application, in the event of a Bid submitted directly with a Designated Branch by an ASBA Bidder; in both cases with a copy to the Registrar to the Issue.

PAYMENT OF REFUND

Non-ASBA Bidders must note that on the basis of Bidder's DP ID and Client ID provided by them in the Bid cum Application Form, the Registrar to the Issue will obtain, from the Depositories, the Bidders' bank account details, including the nine digit Magnetic Ink Character Recognition ("MICR") code as appearing on a cheque leaf to make refunds. Accordingly, Bidders are advised to immediately update their details as appearing on the records of their Depository Participants. Failure to do so may result in delays in dispatch of refund orders or refunds through electronic transfer of funds, as applicable, and any such delay will be at the Bidders' sole risk and neither our Company, the Registrar to the Issue, the Escrow Collection Banks, or the members of the Syndicate, will be liable to compensate the Bidders for any losses caused to them due to any such delay, or liable to pay any interest for such delay.

On the Designated Date and no later than 12 Working Days from the Bid/Issue Closing Date, the Registrar to the Issue shall dispatch refund orders for all amounts payable to unsuccessful non-ASBA Bidders and also the excess amount paid on bidding, if any, after adjusting for allocation/Allotment to such Bidders.

Mode of making refunds for non-ASBA Bidders

The payment of refund, if any, for non-ASBA Bidders would be done through various modes by any of the following:

1. NECS – Payment of refund would be done through NECS for applicants having an account at any of the centres where such facility has been made available. This mode of payment of refunds would be subject to availability of complete bank account details including the MICR code as appearing on a cheque leaf, from the Depositories.
2. Direct Credit – Applicants having bank accounts with the Refund Bank(s), as per the Demographic Details received from the Depositories, shall be eligible to receive refunds through direct credit. Charges, if any, levied by the Refund Bank(s) for the same would be borne by our Company.
3. RTGS – Bidders having a bank account with a bank branch which is RTGS-enabled as per the information available on the RBI's website and whose refund amount exceeds ₹0.2 million, will be eligible to receive refund through RTGS, provided the Demographic Details downloaded from the Depositories contain the nine digit MICR code of the Bidder's bank which can be mapped with the RBI data to obtain the corresponding Indian Financial System Code ("IFSC"). Any bank charges levied by the Refund Bank will be borne by our Company. Any bank charges levied by the Bidders' bank receiving the credit will be borne by the respective Bidders.
4. NEFT – Payment of refund shall be undertaken through NEFT wherever the applicants' bank has been assigned the IFSC, which can be linked to a MICR, if any, available to that particular bank branch. IFSC will be obtained from the website of the RBI as on a date immediately prior to the date of payment of refund, duly mapped with MICR numbers. Wherever the applicants have registered their nine digit MICR number and their bank account number while opening and operating the demat account, the same will be duly mapped with the IFSC of that particular bank branch and the payment of refund will be made to the applicants through this method.

5. For all other applicants, including those who have not updated their bank particulars with the MICR code, the refund orders will be dispatched through Speed Post/ Registered Post. Such refunds will be made by cheques, pay orders or demand drafts drawn on the Escrow Collection Banks and payable at par at places where Bids are received. Bank charges, if any, for cashing such cheques, pay orders or demand drafts at other centres will be payable by the Bidders.

Mode of making refunds for ASBA Bidders

In case of ASBA Bidders, the Registrar to the Issue shall instruct the SCSBs to unblock the funds in the relevant ASBA Accounts to the extent of the Bid Amount specified in the Bid cum Application Forms for withdrawn (by Retail Individual Bidders), rejected or unsuccessful or partially successful ASBA Bids within 12 Working Days of the Bid/Issue Closing Date.

DISPOSAL OF APPLICATIONS AND APPLICATION MONEYS AND INTEREST IN CASE OF DELAY

With respect to non-ASBA Bidders, our Company shall ensure dispatch of Allotment Advice, refund orders (except for Bidders who receive refunds through electronic transfer of funds) and give benefit to the beneficiary account with Depository Participants of the Bidders and submit the documents pertaining to the Allotment to the Stock Exchanges within 12 Working Days from the Bid/Issue Closing Date. With respect to the ASBA Bidders, our Company shall ensure dispatch of CANs and/or unblocking of funds in the ASBA Account within 12 Working Days from the Bid/Issue Closing Date.

In case of applicants who receive refunds through NECS, NEFT, direct credit or RTGS, the refund instructions will be given to the clearing system within 12 Working Days from the Bid/Issue Closing Date. A suitable communication shall be sent to the Bidders receiving refunds through this mode within 12 Working Days from the Bid/Issue Closing Date, giving details of the bank where refunds shall be credited along with amount and expected date of electronic credit of refund.

Our Company shall ensure that all steps for 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 are taken within 12 Working Days of the Bid/Issue Closing Date.

In accordance with the Companies Act, 2013 Act, the requirements of the Stock Exchanges and the SEBI Regulations, our Company further undertakes that:

- Allotment of Equity Shares shall be made only in dematerialised form within 12 Working Days of the Bid/Issue Closing Date;
- With respect to non-ASBA Bidders, dispatch of refund orders or in a case where the refund or portion thereof is made in electronic manner, the refund instructions are given to the clearing system within 12 Working Days of the Bid/Issue Closing Date would be ensured. With respect to the ASBA Bidders, instructions for unblocking of the ASBA Bidder's Bank Account shall be made within 12 Working Days from the Bid/Issue Closing Date. Adequate funds will be provided to the Registrar to the Issue to enable it to send refund orders or Allotment advice by registered post/speed post. With regard to refunds, bank charges, if any, for encashing such cheques, pay orders or demand drafts at other centres will be payable by the Bidders.; and
- Our Company in proportion to the number of Equity Shares issued/offered by each of them in the Issue, shall pay interest at 15% p.a. for any delay beyond 15 days or 12 Working Days from the Bid/Issue Closing Date, whichever is later, if Allotment is not made and refund orders are not dispatched or if, in a case where the refund or portion thereof is made in electronic manner, the refund instructions have not been given to the clearing system in the disclosed manner and/or demat credits are not made to investors within the 12 Working Days prescribed above. If such money is not repaid within eight days from the day our Company becomes liable to repay, our Company, every Director of our Company who is an officer in default shall,

on and from expiry of eight days, be jointly and severally liable to repay the money with interest as prescribed under the applicable law. Further, as per the Companies Act, 2013, if the “stated minimum amount” has not been subscribed, the application money has to be returned within such period as may be prescribed. In the event of any failure to refund the application money within the specified period, a penalty of ₹1,000 for each day during which the default continues or ₹100,000, whichever is less. Additionally, section 40(3) of the Companies Act, 2013 requires application money to be refunded in the event of failure to Allot Equity Shares for any reason. The penalty for the failure to comply with the provisions of section 40(3) of the Companies Act, 2013t would amount to not less than ₹500,000, and which may extend to ₹5,000,000 and every officer of the Company who is in default shall be punishable with imprisonment for a term which may extend to one year a fine not exceeding ₹300,000 or both.

Attention of the applicants is also 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 punishable with imprisonment for a term which may extend to ten years.”***

BASIS OF ALLOTMENT

A. For Retail Individual Bidders

- Bids received from the Retail Individual Bidders at or above the Issue Price shall be grouped together to determine the total demand under this category. The Allotment to all the successful Retail Individual Bidders will be made at the Issue Price.
- The Issue size less Allotment to Non-Institutional and QIB Bidders will be available for Allotment to Retail Individual Bidders who have Bid in the Issue at a price that is equal to or greater than the Issue Price.
- If the aggregate demand in this category is less than or equal to 5,30,000 Equity Shares at or above the Issue Price, full Allotment shall be made to the Retail Individual Bidders to the extent of their valid Bids.
- In the event, the Bids received from Retail Individual Bidders exceeds [●] Equity Shares, then the maximum number of Retail Individual Bidders who can be allocated/Allotted the minimum Bid Lot will be computed by dividing the total number of Equity Shares available for allocation/Allotment to Retail Individual Investors by the minimum Bid Lot (“**Maximum RII Allotees**”). The allocation/Allotment to Retail Individual Investors will then be made in the following manner:
- In the event the number of Retail Individual Bidders who have submitted valid Bids in the Issue is equal to or less than Maximum RII Allotees, (i) Retail Individual Bidders shall be allocated / Allotted the minimum Bid Lot; and (ii) the balance Equity Shares, if any, remaining in the Retail Portion shall be allocated/ Allotted to the Retail Individual Bidders who have received allocation/Allotment as per (i) above for less than the Equity Shares Bid by them (i.e. who have Bid for more than the minimum Bid Lot).
- In the event the number of Retail Individual Bidders who have submitted valid Bids in the Issue is more than Maximum RII Allotees, the Retail Individual Bidders (in that category) who will then be allocated/ Allotted minimum Bid Lot shall be determined on draw of lots basis.

For details see, “Illustration Explaining Procedure of Allotment to Retail Individual Bidders” on page 263.

- Each successful Retail Individual Bidder shall be allotted a minimum of [●] Equity Shares.

B. For Non-Institutional Bidders

- Bids received from Non-Institutional Bidders at or above the Issue Price shall be grouped together to determine the total demand under this category. The Allotment to all successful Non- Institutional Bidders will be made at the Issue Price.
- The Issue size less Allotment to QIBs and Retail Individual Bidders will be available for Allotment to Non-Institutional Bidders who have Bid in the Issue at a price that is equal to or greater than the Issue Price.
- If the aggregate demand in this category is less than or equal to 7,95,000 Equity Shares at or above the Issue Price, full Allotment shall be made to Non-Institutional Bidders to the extent of their demand.
- In case the aggregate demand in this category is greater than 7,95,000 Equity Shares at or above the Issue Price, Allotment shall be made on a proportionate basis up to a minimum of [●] Equity Shares, and in multiples of [●] Equity Shares thereafter. For the method of proportionate Basis of Allotment refer below.

C. For QIBs

- Bids received from the QIB Bidders at or above the Issue Price shall be grouped together to determine the total demand under this portion. The Allotment to all the successful QIB Bidders will be made at the Issue Price.
- The QIB Portion will be available for Allotment to QIB Bidders who have Bid in the Issue at a price that is equal to or greater than the Issue Price.
- Allotment shall be undertaken in the following manner:
 - (a) In the first instance allocation to Mutual Funds for up to 5% of the QIB Portion shall be determined as follows:
 - i. In the event that Bids by Mutual Fund exceeds 5% of the QIB Portion, allocation to Mutual Funds shall be done on a proportionate basis for up to 5% of the QIB Portion.
 - ii. In the event that the aggregate demand from Mutual Funds is less than 5% of the QIB Portion then all Mutual Funds shall get full Allotment to the extent of valid Bids received above the Issue Price.
 - iii. Equity Shares remaining unsubscribed, if any, not allocated to Mutual Funds will be available for Allotment to all QIB Bidders as set out in (b) below;
 - (b) In the second instance Allotment to all QIBs shall be determined as follows:
 - i. In the event that the oversubscription in the QIB Portion, all QIB Bidders who have submitted Bids above the Issue Price shall be allotted Equity Shares on a proportionate basis for up to 95% of the QIB Portion.
 - ii. Mutual Funds, who have received allocation as per (a) above, for less than the number of Equity Shares Bid for by them, are eligible to receive Equity Shares on a proportionate basis along with other QIB Bidders.



- iii. Under-subscription below 5% of the QIB Portion, if any, from Mutual Funds, would be included for allocation to the remaining QIB Bidders on a proportionate basis.
- The aggregate Allotment (other than spill over in case of under-subscription in other categories) to QIB Bidders shall be at least 75% of the Issue and up to 39,75,000 Equity Shares.

Method of Proportionate Basis of Allotment in the Issue

Subject to valid Bids being received, allocation of Equity Shares to each Retail Individual Bidder shall not be less than the minimum Bid lot, subject to availability of Equity Shares in the Retail Portion and the remaining available Equity Shares, if any, shall be allotted on a proportionate basis.

In the event of the Issue being over-subscribed, our Company, in consultation with the Book Running Lead Manager, shall finalize the Basis of Allotment in consultation with the Designated Stock Exchange. The executive director (or any other senior official nominated by them) of the Designated Stock Exchange along with the Book Running Lead Manager and the Registrar to the Issue shall be responsible for ensuring that the Basis of Allotment is finalized in a fair and proper manner.

The Allotment to QIB Bidders and Non-Institutional Bidders shall be made in marketable lots, on a proportionate basis as explained below:

- a. Bidders will be categorized according to the number of Equity Shares applied for.
- b. The total number of Equity Shares to be allotted to each category as a whole shall be arrived at on a proportionate basis, which is the total number of Equity Shares applied for in that category (number of Bidders in the category multiplied by the number of Equity Shares applied for) multiplied by the inverse of the over-subscription ratio.
- c. Number of Equity Shares to be allotted to the successful Bidders will be arrived at on a proportionate basis, which is total number of Equity Shares applied for by each Bidder in that category multiplied by the inverse of the over-subscription ratio.
- d. In all Bids where the proportionate Allotment is less than [•] Equity Shares per Bidder, the Allotment shall be made as follows:
 - The successful Bidders out of the total Bidders for a category shall be determined by draw of lots in a manner such that the total number of Equity Shares Allotted in that category is equal to the number of Equity Shares calculated in accordance with (b) above; and
 - Each successful Bidder shall be allotted a minimum of [•] Equity Shares.
- e. If the proportionate Allotment to a Bidder is a number that is more than [•] but is not a multiple of one (which is the marketable lot), the decimal would be rounded off to the higher whole number if that decimal is 0.5 or higher. If that number is lower than 0.5 it would be rounded off to the lower whole number. Allotment to all in such categories would be arrived at after such rounding off.
- f. If the Equity Shares allocated on a proportionate basis to any category are more than the Equity Shares Allotted to the Bidders in that category, the remaining Equity Shares available for Allotment shall be first adjusted against any other category, where the Allotted Equity Shares are not sufficient for proportionate Allotment to the successful Bidders in that category. The balance Equity Shares, if any, remaining after such adjustment will be added to the category comprising Bidders applying for minimum number of Equity Shares.

Illustration Explaining Procedure of Allotment to Retail Individual Bidders

(Investors should note that this example is solely for illustrative purposes and is not specific to the Issue)



Total number of equity shares offered in the issue: 10 million, at an issue price of ₹ 600 per equity share. The retail portion for the issue consists of 3.5 million equity shares. The issuer fixes the minimum bid lot as 20 equity shares.

- a) A total of 0.1 million retail individual bidders have applied in the issue, in varying number of bid lots i.e. between 1 to 16 bid lots, based on the maximum application size of up to ₹200,000. The retail individual bidders' category is oversubscribed 4 times. From the 0.1 million retail individual bidders, there are five retail individual bidders, namely A, B, C, D and E, who have applied in the issue as follows: A has applied for 320 equity shares, B has applied for 220 equity shares, C has applied for 120 equity shares, D has applied for 60 equity shares and E has applied for 20 equity shares. As per the SEBI Regulations, the allotment to retail individual investors shall not be less than the minimum bid lot, subject to availability of shares, and the remaining available shares, if any, shall be allotted on a proportionate basis. Accordingly, the actual entitlement of each of A, B, C, D and E shall be as follows:

Name of the Retail individual bidder	Total No. of equity shares applied for	Total No. of equity shares eligible to be allotted
A	320	20 equity shares (i.e. the minimum bid lot) + 38 equity shares $[\{3,500,000 - (100,000 * 20)\} / \{14,000,000 - (100,000 * 20)\}] * 300$ (i.e. 320-20)
B	220	20 equity shares (i.e. the minimum bid lot) + 25 equity shares $[\{35,00,000 - (1,00,000 * 20) / \{140,00,000 - (1,00,000 * 20)\}] * 200$ (i.e. 220-20)
C	120	20 equity shares (i.e. the minimum bid lot) + 13 equity shares $[\{35,00,000 - (1,00,000 * 20)\} / \{(140,00,000 - (1,00,000 * 20)\}] * 100$ (i.e. 120-20)
D	60	20 equity shares (i.e. the minimum bid lot) + 5 equity shares $[\{(35,00,000 - 1,00,000 * 20)\} / \{(140,00,000 - (1,00,000 * 20)\}] * 40$ (i.e. 60-20)
E	20	20 equity shares (i.e. the minimum bid lot)

- b) A total of 0.2 million retail individual bidders have applied in the issue, in varying number of bid lots i.e. between 1 to 16 bid lots, based on the maximum application size of up to ₹ 200,000. The retail individual bidders' category is oversubscribed 9.37 times. Since the total number of equity shares offered retail individual bidders is 3,500,000 and the minimum bid lot is 20 equity shares, the maximum number of retail individual bidders who can be allotted this minimum bid lot will be 175,000 (i.e. 3,500,000/20). The remaining 25,000 retail applicants will not get allotment and such bidders will be determined on basis of draw of lots, in the manner provided below:

No. of lots	No. of equity shares at each lot	No. of retail individual bidders applying at each lot	Total No. of equity shares applied for at each lot	No. of retail individual bidders who shall receive minimum bid-lot (to be selected on lottery)
A	B	C	D = (B*C)	E(175,000/200,000)* C
1	20	10,000	200,000	8,750
2	40	10,000	400,000	8,750



3	60	10,000	600,000	8,750
4	80	10,000	800,000	8,750
5	100	20,000	2,000,000	17,500
6	120	20,000	2,400,000	17,500
7	140	15,000	2,100,000	13,125
8	160	20,000	3,200,000	17,500
9	180	10,000	1,800,000	8,750
10	200	15,000	3,000,000	13,125
11	220	10,000	2,200,000	8,750
12	240	10,000	2,400,000	8,750v
13	260	10,000	2,600,000	8,750
14	280	5,000	1,400,000	4,375
15	300	15,000	4,500,000	13,125
16	320	10,000	3,200,000	8,750
Total		200,000	32,800,000	1,75,000

Procedure for Allotment to Non-Institutional Bidders

- Bids received from Non-Institutional Bidders at or above the Issue Price shall be grouped together to determine the total demand under this category. The Allotment to all successful Non-Institutional Bidders will be made at the Issue Price.
- The Issue size less Allotment to QIBs and Retail Individual Bidders shall be available for Allotment to Non-Institutional Bidders who have Bid in the Issue at a price that is equal to or greater than the Issue Price.
- If the aggregate demand in this category is less than or equal to 7,95,000 Equity Shares at or above the Issue Price, full Allotment shall be made to Non-Institutional Bidders to the extent of their demand.
- In case the aggregate demand in this category is greater than 7,95,000 Equity Shares at or above the Issue Price; Allotment shall be made on a proportionate basis up to a minimum of [●] Equity Shares. For the method of proportionate Basis of Allotment refer below.

Procedure for Allotment to QIBs in the QIB Portion

Bids received from the QIBs Bidding in the QIB Portion at or above the Issue Price shall be grouped together to determine the total demand under this portion. The Allotment to all the QIBs will be made at the Issue Price. The QIB Portion shall be available for Allotment to QIBs who have Bid at a price that is equal to or greater than the Issue Price.

Allotment shall be undertaken in the following manner:

(a) In the first instance allocation to Mutual Funds for up to 5% of the QIB Portion shall be determined as follows:

- In the event that Bids by Mutual Fund exceeds 5% of the Net QIB Portion, allocation to Mutual Funds shall be done on a proportionate basis for up to 5% of the QIB Portion.
- In the event that the aggregate demand from Mutual Funds is less than 5% of the QIB Portion then all Mutual Funds shall get full Allotment to the extent of valid Bids received above the Issue Price;
- Equity Shares remaining unsubscribed, if any and not allocated to Mutual Funds shall be available for Allotment to all QIBs as set out in (b) below;

(c) In the second instance Allotment to all QIBs shall be determined as follows:



- i. In the event of oversubscription in the Net QIB Portion, all QIBs who have submitted Bids above the Issue Price shall be allotted Equity Shares on a proportionate basis for up to 95% of the Net QIB Portion;
- ii. Mutual Funds, who have received allocation as per (a) above, for less than the number of Equity Shares Bid for by them, are eligible to receive Equity Shares on a proportionate basis along with other QIBs;
- iii. Under-subscription below 5% of the QIB Portion, if any, from Mutual Funds, would be included for allocation to the remaining QIBs on a proportionate basis.

The aggregate Allotment to QIBs Bidding in the Net QIB Portion may be up to 39,75,000 Equity Shares.

Letters of Allotment or Refund Orders or instructions to the SCSBs

The Registrar to the Issue shall give instructions for credit to the beneficiary account with depository participants within 12 Working Days from the Bid/Issue Closing Date. Applicants residing at the centres where clearing houses are managed by the RBI will get refunds through NECS only except where applicant is otherwise eligible to get refunds through direct credit, RTGS and NEFT. Our Company shall ensure dispatch of refund orders, if any, by registered post or speed post at the sole or first Bidder's sole risk within 12 Working Days of the Bid/Issue Closing Date. Bidders to whom refunds are made through electronic transfer of funds will be sent a letter through ordinary post, intimating them about the mode of credit of refund within 12 days from the Bid/Issue Closing Date. In case of ASBA Bidders, the Registrar to the Issue shall instruct the relevant SCSBs to, on the receipt of such instructions from the Registrar to the Issue, unblock the funds in the relevant ASBA Account to the extent of the Bid Amount specified in the Bid cum Application Form or the relevant part thereof, for withdrawn (by Retail Individual Bidders), rejected or unsuccessful or partially successful ASBA Bids within 12 Working Days of the Bid/Issue Closing Date.

Interest in case of delay in despatch of Allotment Letters or Refund Orders/ instruction to the SCSBs by the Registrar to the Issue.

Our Company agrees that (i) Allotment of Equity Shares; and (ii) credit to the successful Bidders' depository accounts will be completed within 12 Working Days of the Bid/Issue Closing Date. Our Company further agree that it shall (in proportion to the number of Equity Shares offered/issued by each of them in the Issue) pay interest at the rate of 15% p.a. if the Allotment letters or refund orders have not been dispatched to the applicants or if, in a case where the refund or portion thereof is made in electronic manner, the refund instructions have not been given in the disclosed manner within 15 days from the Bid/Issue Closing Date, whichever is later. If such money is not repaid within eight days from the day our Company become liable to repay, our Company, every Director of our Company who is an officer in default shall, on and from expiry of eight days, be jointly and severally liable to repay the money with interest as prescribed under the applicable law. Refunds will be made by cheques, pay-orders or demand drafts drawn on a bank appointed by our Company as a Refund Bank and payable at par at places where Bids are received. Bank charges, if any, for encashing such cheques, pay orders or demand drafts at other centres will be payable by the Bidders. Our Company will provide adequate funds required for dispatch of refund orders or Allotment Advice to the Registrar to the Issue.

Pre- Issue Advertisement

Subject to Section 30 of the Companies Act, 2013, our Company shall, after registering the Red Herring Prospectus with the RoC, publish a pre-Issue advertisement, in the form prescribed by the SEBI ICDR Regulations, in all editions of a widely circulated English national newspaper, Hindi national newspaper (Hindi being the regional newspaper where the registered office of the Company is located).

Signing of the Underwriting Agreement and the RoC Filing

- (a) Our Company and the Syndicate will enter into an Underwriting Agreement after the finalisation of the Issue Price.
- (b) After signing the Underwriting Agreement, an updated Red Herring Prospectus will be filed with the RoC in accordance with the applicable law, which then would be termed as the 'Prospectus'. The



Prospectus will contain details of the Issue Price, Issue size and underwriting arrangements and will be complete in all material respects.

Undertakings by our Company

We undertake as follows:

1. That if our Company does not proceed with the Issue after the Bid/Issue Closing Date, the reason thereof shall be given as a public notice within two days of the Bid/Issue Closing Date. The public notice shall be issued in the same newspapers where the pre-Issue advertisements were published. The stock exchanges on which the Equity Shares are proposed to be listed shall also be informed promptly;
2. That the complaints received in respect of the Issue shall be attended to expeditiously and satisfactorily;
3. That all steps will be taken 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 seven Working Days of finalization of the Basis of Allotment or twelve (12) Working Days from the Bid/Issue Closing Date, whichever is earlier;
4. 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 to the Issue by us;
5. That where refunds are made through electronic transfer of funds, a suitable communication shall be sent to the applicant within 12 days of the Bid/Issue Closing Date, as the case may be, giving details of the bank where refunds shall be credited along with amount and expected date of electronic credit of refund;
6. That our Promoters' contribution in full has already been brought in;
7. That the certificates of the securities/ refund orders to the non-resident Indians shall be dispatched within specified time;
8. That no further issue of Equity Shares shall be made till the Equity Shares offered through the Red Herring Prospectus are listed or until the Bid monies are refunded on account of non-listing, under-subscription etc.; and
9. That, adequate arrangements shall be made to collect all Applications Supported by Blocked Amount and to consider them similar to non-ASBA applications while finalizing the Basis of Allotment.
10. Our Company shall not have recourse to the proceeds of the Issue until final approval for trading of the Equity Shares from all Stock Exchanges where listing is sought has been received.

Utilization of the Issue proceeds

The Board of Directors of our Company certifies that:

1. all monies received out of the 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 Issue referred above shall be disclosed 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 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. the utilisation of monies received under Promoter's contribution shall be disclosed, and continue to be disclosed till the time any part of the Issue proceeds remains unutilised, under an appropriate head in the balance sheet of our Company indicating the purpose for which such monies have been utilised; and
5. the details of all unutilised monies out of the funds received under Promoter's contribution shall be disclosed under a separate head in the balance sheet of our Company indicating the form in which such unutilised monies have been invested. The Book Running Lead Manager undertakes that the complaints or comments received in respect of the Issue shall be attended to by our Company expeditiously and satisfactorily.

RESTRICTION ON FOREIGN OWNERSHIP OF INDIAN SECURITIES

Foreign investment in Indian securities is regulated through the Industrial Policy, 1991 of the Government of India and FEMA. While the Industrial Policy, 1991 prescribes the limits and the conditions subject to which foreign investment can be made in different sectors of the Indian economy, FEMA regulates the precise manner in which such investment may be made. Under the Industrial Policy, unless specifically restricted, foreign investment is freely permitted in all sectors of Indian economy up to any extent and without any prior approvals, but the foreign investor is required to follow certain prescribed procedures for making such investment. The government bodies responsible for granting foreign investment approvals are FIPB and the RBI.

The Government has from time to time made policy pronouncements on FDI through press notes and press releases. The Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India ("DIPP"), issued Circular 1 of 2014 ("Circular 1 of 2014"), which with effect from April 17, 2014, consolidates and supersedes all previous press notes, press releases and clarifications on FDI issued by the DIPP that were in force and effect as on April 16, 2014. The Government proposes to update the consolidated circular on FDI Policy once every year and therefore, Circular 1 of 2014 will be valid until the DIPP issues an updated circular.

The transfer of shares between an Indian resident and a non-resident does not require the prior approval of the FIPB or the RBI, provided that (i) the activities of the investee company are under the automatic route under the foreign direct investment ("FDI") Policy and transfer does not attract the provisions of the Takeover Regulations; (ii) the non-resident shareholding is within the sectoral limits under the FDI policy; and (iii) the pricing is in accordance with the guidelines prescribed by the SEBI/RBI.

As per the existing policy of the Government of India, OCBs cannot participate in this Offer.

Subject to confirmation from RBI: (i) FIIs can participate in this Issue under the portfolio investment scheme in accordance with Schedule 2 of the FEMA Regulations; (ii) FPIs can participate in this Issue under the foreign portfolio investment scheme in accordance with Schedule 2A of the FEMA Regulations; (iii) Eligible NRIs can participate in this Issue on a non-repatriation basis in accordance with Schedule 4 of the FEMA Regulations; and (iv) Eligible QFIs can participate in this Issue in accordance with Schedule 8 of the FEMA Regulations. Non-Residents, other than as mentioned above, are not permitted to participate in this Issue.

The Equity Shares have not been and will not be registered under the Securities Act, and may not be offered or sold within the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and applicable U.S. state securities laws. Accordingly, the Equity Shares are being offered and sold (i) within the United States to persons reasonably believed to be qualified institutional investors (as defined in Rule 144A under the Securities Act) pursuant to Section 4(a) (2) of the Securities Act and (ii) outside the United States in offshore transactions in reliance on Regulation S under the Securities Act and applicable laws of the jurisdictions where such offers and sales occur.

The above information is given for the benefit of the Bidders. Our Company and the BRLM are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Draft Red Herring Prospectus. Bidders are advised to make their independent investigations and ensure that the number of Equity Shares Bid for do not exceed the applicable limits under laws or regulations.

SECTION X - MAIN PROVISIONS OF THE ARTICLES OF ASSOCIATION

Pursuant to Schedule II of the Companies Act, 2013 and the SEBI ICDR Regulations, the main provisions of the Articles of Association relating to voting rights, dividend, lien, forfeiture, restrictions on transfer and transmission of Equity Shares or debentures and/or on their consolidation/splitting are detailed below. Please note that the each provision herein below is numbered as per the corresponding article number in the Articles of Association. Certain defined terms used in the Articles of Association are set forth below. All other defined terms used in this section have the meaning given to them in the Articles of Association

The Authorised capital of our Company is 150,000,000 divided into 13,000,000 Equity Shares of ₹ 10 each and 200,000 preference shares of Rs. 100 each.

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.
	Capital	
2.	a. 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. b. The minimum paid up Share capital of the Company shall be Rs. 72,462,170/- or such other higher sum as may be prescribed in the Act from time to time.	Authorized Capital.
3.	The Company may in General Meeting from time to time by Ordinary Resolution increase its capital by creation of 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 64 of the Act.	Increase of capital by the Company how carried into effect
4.	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
5.	The Board shall have the power to issue a part of authorized	Non Voting Shares

	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.	
6.	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
7.	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
8.	<p>On the issue of redeemable preference shares under the provisions of Article 7 hereof , the following provisions-shall take effect:</p> <p>(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;</p> <p>(b) No such Shares shall be redeemed unless they are fully paid;</p> <p>(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;</p> <p>(d) Where any such Shares are redeemed otherwise then out of the proceeds of a fresh issue, there shall out of 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</p> <p>(e) Subject to the provisions of Section 55 of the Act, the redemption of preference shares hereunder may be affected 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</p>	Provisions to apply on issue of Redeemable Preference Shares
9.	The Company may (subject to the provisions of sections 52, 55, 56, both inclusive, and other applicable provisions, if any, of the Act) from time to time by Special Resolution reduce	Reduction of capital

	<p>(a) the share capital;</p> <p>(b) any capital redemption reserve account; or</p> <p>(c) any security premium account</p> <p>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.</p>	
10.	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
11.	The Company may exercise the powers of issuing sweat equity shares conferred by Section 54 of 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
12.	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
13.	Notwithstanding anything contained in these articles but subject to the provisions of sections 68 to 70 and any other applicable provision of the Act or any other law for the time being in force, the company may purchase its own shares or other specified securities.	Buy Back of shares
14.	Subject to the provisions of Section 61 of the Act, the Company in general meeting may, from time to time, sub-	Consolidation, Sub- Division And Cancellation
	divide or consolidate all or any of the share capital into shares 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.	
15.	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
16.	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	
17.	(a) If at any time the share capital, by reason of the issue of	Modification of rights

	<p>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.</p>	
	<p>(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.</p> <p>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.</p>	<p>New Issue of Shares not to affect rights attached to existing shares of that class.</p>
19.	<p>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.</p>	<p>Power to issue shares on preferential basis.</p>
20.	<p>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.</p>	<p>Shares should be Numbered progressively and no share to be subdivided.</p>
21.	<p>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.</p>	<p>Acceptance of Shares.</p>
22.	<p>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.</p>	<p>Directors may allot shares as full paid-up</p>
23.	<p>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</p>	<p>Deposit and call etc. to be a debt payable immediately.</p>

	the Company from the allottee thereof, and shall be paid by him, accordingly.	
24.	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.
25.	Shares may be registered in the name of any limited company or other corporate body but not in the name of a firm, an insolvent person or a person of unsound mind.	Registration of Shares.
Underwriting And Brokerage		
26.	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
27.	The Company may pay on any issue of shares and debentures such brokerage as may be reasonable and lawful.	Brokerage
Calls		
28.	(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
29.	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
30.	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.
31.	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.

32.	The Board may, from time to time, at its discretion, extend the time fixed for the payment of any call and may extend 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.	Directors may extend time.
33.	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.
34.	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.
35.	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.
36.	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.
37.	(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 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	Payments in Anticipation of calls may carry interest

	<p>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.</p> <p>(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.</p>	
	Lien	
38.	<p>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.</p>	Company to have Lien on shares.
39.	<p>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 purchaser or purchasers concerned.</p>	As to enforcing lien by sale.
40.	<p>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.</p>	Application of proceeds of sale.
	Forfeiture And Surrender Of Shares	
41.	<p>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</p>	If call or installment not paid, notice may be given.

	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.	
42.	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.
43.	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.
44.	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 forfeiture, with the date thereof shall forthwith be made in the Register of Members.	Notice of forfeiture to a Member
45.	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 may be sold etc.
46.	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.
47.	The forfeiture shares shall involve extinction at the time of the	Effect of forfeiture.

	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.	
48.	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.
49.	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 irregularity 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.
50.	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.
51.	In the meantime and until any share so forfeited shall be sold, reallotted, 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 think fit to receive the same, or on any other terms which the Director may deem reasonable.	Forfeiture may be remitted.
52.	Upon any sale after forfeiture or for enforcing a lien in purported exercise of the powers hereinbefore given, the Board may appoint some person to execute an instrument of transfer of the Shares sold and cause the purchaser's name to be entered in the Register 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 and against the Company exclusively.	Validity of sale
53.	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		
54.	(a) The instrument of transfer of any share in or debenture of the Company shall be executed by or on behalf of both the	Execution of the instrument of shares.

	<p>transferor and transferee.</p> <p>(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.</p>	
55.	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.
56.	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 shareholder any person to whom the right to any shares in the Company has been transmitted by operation of law.	Transfer not to be registered except on production of instrument of Transfer.
57.	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.	Directors may refuse to register transfer.
58.	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.
59.	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.
60.	The Board of Directors shall have power on giving not less than seven days previous notice in accordance with section 91 and rules made there under 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	Closure of Register of Members or debenture holder or other security holders.

	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.	
61.	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.
62.	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.
63.	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	Notice to transferee.
64.	<p>(a) On the death of a Member, the survivor or survivors, where the Member was a joint holder, and his nominee or nominees or legal representatives where he was a sole holder, shall be the only person recognized by the Company as having any title to his interest in the shares.</p> <p>(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</p> <p>(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.</p>	Recognition of legal representative.
65.	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	Titles of Shares of deceased Member

	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 72 of the Companies Act.	
66.	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
67.	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 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".	Registration of persons entitled to share otherwise than by transfer. (Transmission clause).
68.	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.
69.	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.
70.	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	Company not liable for disregard of a notice prohibiting registration of transfer.

	Directors shall so think fit.	
71.	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.
72.	No transfer shall be made to any minor, insolvent or person of unsound mind.	No transfer to insolvent etc.
	Nomination	
73.	<p>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 the Companies Act, 2013 shall apply in respect of such nomination.</p> <p>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 72 of the Companies Act, 2013 read with Rule 19 of the Companies (Share Capital and Debentures) Rules, 2014</p> <p>iii) The Company shall not be in any way responsible for transferring the securities consequent upon such nomination.</p> <p>iv) If 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.</p>	Nomination
74.	<p>A nominee, upon production of such evidence as may be required by the Board and subject as hereinafter provided, elect, either-</p> <p>(i) to be registered himself as holder of the security, as the case may be; or</p> <p>(ii) to make such transfer of the security, as the case may be, as the deceased security holder, could have made;</p> <p>(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;</p> <p>(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.</p> <p>Provided further that the Board may, at any time, give notice requiring any such person to elect either to be registered</p>	Transmission of Securities by nominee

	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.	
	Dematerialization Of Shares	
75.	Subject to the provisions of the Act and Rules made there under the Company may offer its members facility to hold securities issued by it in dematerialized form.	Dematerialization of Securities
76.	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
77.	(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.
	Borrowing Powers	
78.	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, anybody 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 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.	Power to borrow.
79.	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	Issue of discount etc. or with special privileges.

	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.	
80.	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, charge, 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.
81.	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.
82.	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.
83.	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 surety 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		
84.	All the General Meetings of the Company other than Annual General Meetings shall be called Extra-ordinary General Meetings	Distinction between AGM & EGM.
85.	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	When a Director or any Two Members may call an Extra Ordinary General Meeting

	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.	
86.	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.
87.	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
88.	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.
89.	<p>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.</p> <p>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.</p> <p>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.</p> <p>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.</p>	Chairman with consent may adjourn meeting.
90.	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.
91.	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.
92.	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		
93.	No Member shall be entitled to vote either personally or by	Members in arrears not to vote.

	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.	
94.	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 votes each member entitled.
95.	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.
96.	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
97.	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
98.	A member may exercise his vote at a meeting by electronic means in accordance with section 108 and shall vote only once.	E-Voting
99.	<p>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.</p> <p>b) For this purpose, seniority shall be determined by the order in which the names stand in the register of</p>	Votes of joint members.

	members.	
100.	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
101.	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.
102.	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.
103.	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.
104.	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 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.	No votes by proxy on show of hands.
105.	The instrument appointing a proxy and the power-of-attorney or other authority, if any, under which it is signed or a notarised copy of that power or authority, shall be deposited at the registered office of the company not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 24 hours before the time	Appointment of a Proxy.

	appointed for the taking of the poll; and in default the instrument of proxy shall not be treated as valid.	
106.	An instrument appointing a proxy shall be in the form as prescribed in the rules made under section 105.	Form of proxy.
107.	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.
108.	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.
109.	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		
110.	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
111.	A Director of the Company shall not be bound to hold any Qualification Shares in the Company.	Qualification shares.
112.	<p>a) Subject to the provisions of the Companies Act, 2013 and 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</p> <p>b) The Nominee Director/s so appointed shall not be required to hold any qualification shares in the Company nor 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.</p> <p>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.</p> <p>d) The Nominee Director/s shall, notwithstanding anything to the Contrary contained in these Articles, be at liberty to disclose any information obtained by</p>	Nominee Directors.

	him/them to the Financial Institution appointing him/them as such Director/s.	
113.	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 reappointment of retiring Director in default of another appointment shall apply to the Original Director and not to the Alternate Director.	Appointment of alternate Director.
114.	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 up to the date of the next Annual General Meeting.	Additional Director
115.	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 up to the date up to which the Director in whose place he is appointed would have held office if it had not been vacated by him.	Directors power to fill casual vacancies.
116.	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.
117.	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 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.	Travelling expenses Incurred by Director on Company's business.
Powers Of The Board		
118.	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
119.	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 and goodwill of any person firm or company carrying on the business which this Company is authorized to carry on, in any part of India.	To acquire any property , rights etc.
	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	To secure contracts by way of mortgage.

	undertaking as a going concern and its uncalled	
	Capital for the time being or in such manner as they think fit.	
	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.
	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 by way 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	Commission or share in profits.

	share in the general profits of the company; and such	
	profits of any particular business or transaction, or a commission or share of profits shall be treated as part of the working expenses of the Company.	
	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 dependents have or have not a legal claim on the Company.	Bonus etc. to employees.
	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 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.	To appoint Attorneys.
	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	To apply & obtain concessions licenses etc.

	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.	
	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 40 of 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 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.	

	<p>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.</p> <p>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.</p> <p>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.</p> <p>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.</p> <p>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.</p> <p>36. To let, sell or otherwise dispose of subject to the 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.</p> <p>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.</p> <p>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</p>	
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	Managing And Whole-Time Directors	
120.	<p>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.</p> <p>a) 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.</p>	Powers to appoint Managing/ Whole-time Directors.
121.	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.
122.	<p>(1) Subject to control, direction and supervision of the Board of Directors, the day-to-day 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.</p> <p>(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 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.</p> <p>(3) The Company's General Meeting may also from time</p>	Powers and duties of Managing Director or Whole-time Director.

	<p>to time appoint any Managing Director or Managing Directors or Whole-time Director or Whole-time Directors of the Company and may exercise all the powers referred to in these Articles.</p> <p>(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.</p>	
	Chief Executive Officer, Manager, Company Secretary or Chief Financial Officer	
123.	<p>a.) Subject to the provisions of the Act,—</p> <p>i. A chief executive officer, manager, company secretary or chief financial officer may be appointed by the Board for such term, at such remuneration and upon such conditions as it may think fit; and any chief executive officer, manager, company secretary or chief financial officer so appointed may be removed by means of a resolution of the Board;</p> <p>ii. A director may be appointed as chief executive officer, manager, company secretary or chief financial officer.</p> <p>b) A provision of the Act or these regulations requiring or authorizing 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.</p>	Board to appoint Chief Executive Officer/ Manager/ Company Secretary/ Chief Financial Officer
	The Seal	
124.	<p>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 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.</p> <p>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.</p>	The seal, its custody and use.
125.	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	

126.	<ol style="list-style-type: none"> 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.
127.	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.
128.	<ol style="list-style-type: none"> 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. b) The Board may also carry forward any profits which it may consider necessary not to divide, without setting them aside as a reserve. 	Transfer to reserves
129.	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.
130.	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.
131.	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.
132.	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	Dividends in proportion to amount paid-up.

	that it shall rank for dividends as from a particular date such share shall rank for dividend accordingly.	
133.	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.
134.	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.
135.	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.
136.	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.
137.	<p>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.</p> <p>b) Every such cheque or warrant shall be made payable to the order of the person to whom it is sent.</p>	Dividends how remitted.
138.	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.
139.	No unclaimed dividend shall be forfeited and no unpaid dividend shall bear interest as against the Company.	No interest on Dividends.
Capitalization		
140.	<p>1) The Company in General Meeting may, upon the recommendation of the Board, resolve:</p> <p>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</p> <p>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.</p> <p>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:</p>	Capitalization.

	<ul style="list-style-type: none"> 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). <p>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.</p> <p>4) The Board shall give effect to the resolution passed by the Company in pursuance of this regulation.</p>	
141.	<p>1) Whenever such a resolution as aforesaid shall have been passed, the Board shall —</p> <ul style="list-style-type: none"> 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. <p>2) The Board shall have full power -</p> <ul style="list-style-type: none"> 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 infractions; 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. <p>(3) Any agreement made under such authority shall be effective and binding on all such members.</p> <p>(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.</p>	Fractional Certificates.
142.	<ul style="list-style-type: none"> a) The books containing the minutes of the proceedings 	Inspection of Minutes Books of

	<p>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.</p> <p>b) 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 `10 per page or any part thereof.</p>	General Meetings.
143.	<p>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.</p> <p>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.</p>	Inspection of Accounts
Winding Up		
144.	<p>Subject to the provisions of Chapter XX of the Act and rules made thereunder—</p> <p>i. If the company shall be wound up, the liquidator may, with the sanction of a special resolution of the company and any other sanction required by the Act, divide amongst the members, in specie or kind, the whole or any part of the assets of the company, whether they shall consist of property of the same kind or not.</p> <p>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.</p> <p>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.</p>	
Indemnity		
145.	<p>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</p>	Directors and others right to indemnity.

	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.	
146.	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 loss or 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
	Secrecy	
147.	(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	Access to property information etc.



	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.	
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SECTION XI - OTHER INFORMATION

MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION

The following contracts (not being contracts entered into in the ordinary course of business carried on by our Company or contracts entered into more than two (2) years before the date of filing of the Draft Red Herring 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 Red Herring Prospectus will be delivered to the RoC for registration and also the documents for inspection referred to hereunder, may be inspected at the Registered Office of our Company located at Plot No. 192A, Sector 4, IMT Manesar, Gurgaon, Haryana -122050, India, from date of filing the Offer Document with RoC to Bid / Issue Closing Date on working days from 10.00 a.m. to 5.00 p.m.

Material Contracts

1. MOU dated 2nd March, 2015 amongst our Company and Mefcom Capital Markets Limited, the Book Running Lead Manager.
2. MOU dated 3rd March 2015 amongst our Company and Beetal Financial & Computer Services Pvt Limited the Registrar to the Issue.
3. Tripartite Agreement dated [●] among NSDL, our Company and the Registrar to the Issue.
4. Tripartite Agreement dated [●] among CDSL, our Company and the Registrar to the Issue.
5. Escrow Agreement dated [●] amongst our Company and the Book Running Lead Manager, Syndicate Members, Escrow Collection Bank and the Registrar to the Issue.
6. Syndicate Agreement dated [●] amongst our Company and the Book Running Lead Manager and the Syndicate Members.
7. Underwriting Agreement dated [●] amongst our Company and the Book Running Lead Manager and the Syndicate Members.

Documents for Inspection

1. MOA and AOA of our Company
2. Our certificate of incorporation and certificate for commencement of business.
3. Special Resolution of the shareholders passed at the EGM dated 28th February, 2015, authorizing the Issue.
4. Statement of Tax Benefits dated January 17, 2015 issued by our Statutory Auditor, M/s. Navdeep Singh & Co., Chartered Accountants.
5. Certificate on Sources and Deployment of Funds dated March 19, 2015 issued by our Statutory Auditor, M/s Navdeep Singh & Co., Chartered Accountants.
6. Report of the Statutory Auditor/s Navdeep Singh & Co., Chartered Accountants dated January 8, 2015 on the Restated Financial Statements for the FY March 31, March 31, 2010, 2011, 2012, 2013 and 2014 of our Company.
7. Copies of annual reports of our Company for the financial years ended March 31, 2010, 2011, 2012, 2013 and 2014.



8. Consents of Directors, Company Secretary and Compliance Officer, Statutory Auditors, Legal Advisor to the Issue, Bankers to our Company, the Book Running Lead Manager, Registrar to the Issue, Syndicate Members*, Bankers to the Issue/Escrow Collection Banks*, Refund Banker to the Issue*, to act in their respective capacities.
9. In-principle listing approval from NSE and BSE vide their letters no. [●] and [●] dated [●] and [●] respectively.
10. Due Diligence Certificate dated 28th March, 2015 from the Book Running Lead Manager upon filing the Prospectus.
11. SEBI observation letter [●] dated [●].

** The aforesaid will be appointed prior to filing of the Red Herring Prospectus with RoC and their consents as above would be obtained prior to the filing of the Red Herring Prospectus with RoC.*

Any of the contracts or documents mentioned in the Draft Red Herring Prospectus may be amended or modified at any time if so required in the interest of our Company or if required by the other parties, without reference to the shareholders subject to compliance of the provisions contained in the Companies Act and other relevant statutes.

**SECTION XII - DECLARATION OF OUR COMPANY**

We hereby certify that all relevant provisions of the Companies Act, 2013 and the guidelines/ regulations issued by the Government of India or the guidelines/ regulations issued by SEBI, established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statement made in this Offer Document is contrary to the provisions of the Companies Act, the SCRA, the SEBI Act or rules made there under or guidelines or regulations issued, as the case may be. We further certify that all the disclosures and statements in this Offer Document are true and correct.

Signed by all the Directors of MM Auto Industries Limited

Name and Designation	Signature
Manoj Singhal <i>Chairman & Managing Director</i>	Sd/-
Malti single <i>Whole-time Director</i>	Sd/-
Tej Kishen Magazine <i>Whole-time Director</i>	Sd/-
Dhiraj Dhar Gupta <i>Director</i>	Sd/-
Devendra Raj Mehta <i>Independent Director</i>	Sd/-
Mahesh Munjal <i>Independent Director</i>	Sd/-
Rakesh Puri <i>Independent Director</i>	Sd/-
Vikas Garg <i>Independent Director</i>	Sd/-
Satish Chander Girotra <i>Independent Director</i>	Sd/-

Signed by the Chief Financial Officer and the Secretary and Compliance Officer of our Company

Sd/-
S.K. Sarkari
Chief Financial Officer

Sd/-
Kabindra Jha
Company Secretary and Compliance Officer

Place: Delhi
Date: 28th March, 2015