Draft Prospectus
Dated: March 06, 2020
Please read section 26 & 32 of the Companies Act, 2013
Fixed Price Issue

DJ MEDIAPRINT & LOGISTICS LIMITED

(Formerly known as DJ Logistic Solutions Private Limited)

Our Company was originally incorporated as ***"DJ Logistic Solutions Private Limited"*** on February 24, 2009 under the provisions of the Companies Act, 1956 bearing Corporate Identification Number U60232MH2009PTC190567 issued by the Registrar of Companies, Mumbai, Maharashtra. Subsequently name of the company has been changed to ***"DJ Mediaprint & Logistics Private Limited"*** vide a Certificate of Incorporation pursuant to change of name dated December 08, 2017. Subsequently our company was converted into Public Limited Company and the name of our Company was changed to ***"DJ Mediaprint & Logistics Limited"*** vide a fresh Certificate of Incorporation consequent upon conversion from Private Company to Public Company dated December 19, 2017 bearing Corporate Identification Number U60232MH2009PLC190567 issued by the Registrar of Companies, Mumbai. For further details of change in name and registered office of our Company, please refer to section titled "Our History and Certain Corporate Matters" beginning on page no 90 of this Draft Prospectus.

Registered office: 24, 1st Floor, Palkhiwala House, Tara Manzil, 1st Dhobi Talao Lane, Mumbai – 400 002, Maharashtra, India.
Corporate Office: UP Warehouse, Mafco Yard, Plot No. 4 to 9, 1st Floor, Sector-18, Vashi, Navi Mumbai – 400 703, Maharashtra, India.
Contact Person: Ms. Khushboo Mahesh Lalji, Company Secretary & Compliance Officer; **Tel No**.: 022 – 2788 9341
E-Mail ID: cs@djcorp.in; **Website**: www.djcorp.in; **CIN**: U60232MH2009PLC190567

OUR PROMOTERS: (I) MR. DINESH MUDDU KOTIAN AND (II) MR. SANTHOSH MUDDU KOTIAN

THE ISSUE

INITIAL PUBLIC OFEFR OF 12,00,000 EQUITY SHARES OF FACE VALUE OF ₹10/- EACH ("EQUITY SHARES") OF DJ MEDIAPRINT & LOGISTICS LIMITED (THE "COMPANY" OR THE "ISSUER") FOR CASH AT A PRICE OF ₹20/- PER EQUITY SHARE, INCLUDING A SHARE PREMIUM OF ₹10/- PER EQUITY SHARE (THE "ISSUE PRICE"), AGGREGATING TO ₹240.00 LAKHS ("THE ISSUE"), OF WHICH 60,000 EQUITY SHARES OF FACE VALUE OF ₹10/- EACH FOR CASH AT A PRICE OF ₹20/- PER EQUITY SHARE, AGGREGATING TO ₹12.00 LAKHS WILL BE RESERVED FOR SUBSCRIPTIONS BY THE MARKET MAKER TO THE ISSUE (THE "MARKET MAKER RESERVATION PORTION"). THE ISSUE LESS MARKET MAKER RESERVATION PORTION I.E. ISSUE OF 11,40,000 EQUITY SHARES OF FACE VALUE OF ₹10/- EACH FOR CASH AT A PRICE OF ₹20/- PER EQUITY SHARE, AGGREGATING TO ₹228.00 LAKHS IS HERE IN AFTER REFERRED TO AS THE "NET ISSUE". THE ISSUE AND THE NET ISSUE WILL CONSTITUTE 28.48% AND 27.05% RESPECTIVELY OF THE POST ISSUE PAIDUP EQUITY SHARE CAPITAL OF THE COMPANY.

THE FACE VALUE OF THE EQUITY SHARE IS ₹10/- EACH AND THE ISSUE PRICE IS ₹20/- i.e. 2 TIMES OF THE FACE VALUE OF THE EQUITY SHARES. THE MINIMUM LOT SIZE IS 6,000 EQUITY SHARES

THIS OFFER IS BEING MADE IN TERMS OF CHAPTER IX OF THE SEBI (ISSUE OF CAPITAL AND DISCLOSURE REQUIRMENT) REGULATIONS, 2018 (THE "SEBI ICDR REGULATIONS") READ WITH RULE 19(2)(b)(i) OF SCRR AS AMENDED. THIS ISSUE IS A FIXED PRICE ISSUE AND ALLOCATION IN THE NET OFFER TO THE PUBLIC WILL BE MADE IN TERMS OF REGULATION 253(2) OF THE SEBI (ICDR) REGULATIONS, 2018. (*For further details please see "The Issue" beginning on page no. 28 of this Draft Prospectus.)* A copy will be delivered for filing to the Registrar of Companies as required under sub-section 4 of Section 26 of the Companies Act, 2013.

In terms of Regulation 256 of SEBI ICDR Regulations read with the SEBI Circular No. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015, and Unified Payments Interface (UPI) introduced vide SEBI Circular Ref: SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018 all the potential investors shall participate in the issue only through an Application Supported by Blocked Amount ("ASBA") process providing details about the bank account which will be blocked by the Self Certified Syndicate Banks ("SCSBs") for the same. Further, pursuant to SEBI Circular No. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 08, 2019, Retail Individual Investors applying in public issue may use either Application Supported by Blocked Amount (ASBA) process or UPI payment mechanism by providing UPI ID in the Application Form which is linked from Bank Account of the investor. (*For details in this regard, specific attention is invited to "Issue Procedure" beginning on page no. 173 of this Draft Prospectus.)*

RISK IN RELATION TO THE FIRST ISSUE

This being the first issue of the issuer, there has been no formal market for the securities of the issuer. The face value of the equity shares is ₹10/- each and the issue price is 2 times of face value of the equity share. The issue price should not be taken to be indicative of the market price of the equity shares after the equity shares are listed on the SME Platform of BSE Limited. No assurance can be given regarding an active or sustained trading in the equity shares of our company or regarding the price at which the equity shares will be traded after listing.

GENERAL RISKS

Investment in equity and equity related securities involve a degree of risk and investors should not invest any funds in this offer unless they can afford to take the risk of losing their investment. Investors are advised to read the risk factors carefully before taking an investment decision in this offering. For taking an investment decision, investors must rely on their own examination of the issuer and the offer including the risks involved. The securities have not been recommended or approved by the Securities and Exchange Board of India (SEBI) nor does SEBI guarantee the accuracy or adequacy of this document. Specific attention of investors is invited to the statement of 'Risk factors' beginning on page no. *18* of this Draft Prospectus.

ISSUER'S ABSOLUTE RESPONSIBILITY

The issuer, having made all reasonable inquiries, accepts responsibility for and confirms that this offer document contains all information with regard to the issuer and the issue which is material in the context of the issue, that the information contained in the offer document 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 make this document 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 of our company issued through this Draft Prospectus are proposed to be listed on the SME Platform of BSE Limited. In terms of the Chapter IX of the SEBI ICDR Regulations, as amended from time to time, our company has received "in-principal" approval letter dated **[●]** from BSE for using its name in this offer document for listing of our shares on the SME Platform of BSE Limited. For the purposes of the issue, the Designated Stock Exchange will be BSE Limited ("BSE").

LEAD MANAGER TO THE ISSUE	REGISTRAR TO THE ISSUE
FINSHORE Creating Enterprise Managing Values **FINSHORE MANAGEMENT SERVICES LIMITED** Anandlok", Block-A, 2nd Floor, Room No. 207, 227 A.J.C Bose Road, Kolkata-700020, West Bengal **Telephone:** 033 – 22895101 **Email:** ramakrishna@finshoregroup.com **Website:** www.finshoregroup.com **Investor Grievance Email:** info@finshoregroup.com **Contact Person:** Mr. S. Ramakrishna Iyengar **SEBI Registration No:** INM000012185 **CIN No:** U74900WB2011PLC169377	**PURVA SHAREGISTRY (INDIA) PRIVATE LIMITED** 9, Shiv Shakti Industrial Estate, J. R. Boricha Marg, Opp. Kasturba Hospital Lane, Lower Parel (E) Mumbai – 400011, Maharashtra **Tel:** 022 2301 2518 / 8261, **Email/ Investor Grievance E-mail:** support@purvashare.com **Website:** www.purvashare.com **Contact Person:** Ms. Deepali Dhuri - Compliance Officer **SEBI Registration No:** INR000001112 **CIN No:** U67120MH1993PTC074079

ISSUE PROGRAMME

ISSUE OPEN ON: [●]	ISSUE CLOSE ON: [●]

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SECTION I: DEFINITIONS AND ABBREVIATIONS

DEFINITION AND ABBREVIATIONS

This draft prospectus uses certain definitions and abbreviations which, unless the context otherwise indicates or implies, shall have the respective meanings given below. References to statutes, regulations, rules, guidelines and policies will be deemed to include all amendments and modifications thereto as amended from time to time.

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

General Terms

TERMS	DESCRIPTIONS
"DJ Mediaprint & Logistics Limited", "DJ Media", "DJML" "DJMPLL", "The Company", "Our Company", "we", "our", "us" or "Issuer"	Unless the context otherwise indicates or implies, DJ Mediaprint & Logistics Limited, a public limited company incorporated under the provision of Companies Act, 1956 and having its Registered Office at 24, 1st Floor, Palkhiwala House, Tara Manzil, 1st Dhobi Talao Lane, Mumbai – 400 002, Maharashtra, India.
Our Promoters or Promoters of the Company	The promoters of our company being Mr. Dinesh Muddu Kotian and Mr. Santhosh Muddu Kotian.
Promoter Group	Includes such persons and entities constituting the promoter group of our Company in terms of Regulation 2(1) (pp) of the SEBI (ICDR) Regulations, 2018 and as disclosed under Section titled "Our Promoters and Promoter Group"

Company Related Terms

TERMS	DESCRIPTIONS
"Articles" or "Articles of Association" or "AOA"	The Articles of Association of our Company, as amended from time to time.
Auditor/Statutory Auditor	The Statutory Auditors of our Company, being "M/s. ADV & Associates" Chartered Accountants, having its office at 801, Empress Nucleus, Gaothan Road, Off Little Flower School, Andheri East, Mumbai - 400069, India.
Audit Committee	Audit Committee of our Company constituted in accordance with the Companies Act, 2013 as disclosed in the Section titled, Our Management, on page no. 94 of this draft prospectus.
Banker to our Company	Bankers to our Company in our case is Vijaya Bank & AU Small Finance Bank
"Board of Director(s)" or "the/our Board"	Unless otherwise specified, The Board of Directors of our Company, as duly constituted from time to time, including any committee(s) thereof.
"CFO" or Chief Financial Officer	The Chief Financial Officer of our company being "Mr. Dhanraj Dayanand Kunder".
CIN	Corporate Identification Number
Companies Act	The Companies Act, 2013 and amendments thereto. The Companies Act, 1956, to the extent of such of the provisions that are in force.
Company Secretary & Compliance Officer	The Company Secretary & Compliance Officer of our company being "Ms. Khushboo Mahesh Lalji".
Corporate Office	Corporate Office of the Company is presently situated at UP Warehouse, Mafco Yard, Plot No. 4 to 9, 1st Floor, Sector-18, Vashi, Navi Mumbai – 400 703, Maharashtra, India.
Corporate Social Responsibility committee	Corporate Social Responsibility committee of our Company constituted in accordance with the Companies Act, 2013 as disclosed in the Section titled, Our Management, on page no. 94 of this draft prospectus.
DIN	Directors Identification Number.
Director/Director(s)	The directors of our Company, unless otherwise specified
E-Commerce	E-Commerce refers to the buying and selling of goods or services using the internet, and the transfer of money and data to execute these transactions
ED	Executive Director
Equity Shares	The Equity Shares of our Company of face value of ₹10/- each, fully paid-up, unless otherwise specified in the context thereof.
Equity Shareholders	Persons/Entities holding Equity Shares of our Company.
Export	Export means taking goods out of India to a place outside India
Group Companies/Entities	Such companies with which there were related party transactions, during the period for which financial information is disclosed in this draft prospectus, which are covered under the applicable accounting standards and other companies as considered material by our Board, as identified in "Our Group Companies"

TERMS	DESCRIPTIONS
HUF	Hindu Undivided Family.
IBC	The Insolvency and Bankruptcy Code, 2016
IFRS	International Financial Reporting Standards
Ind AS	Indian Accounting Standard
Ind GAAP	Generally Accepted Accounting Principles in India.
Import	Import means bringing goods into India from a place outside India
Independent Director	Non-executive & Independent Director as per the Companies Act, 2013
IT Act	The Income Tax Act,1961 as amended till date
JV / Joint Venture	A commercial enterprise undertaken jointly by two or more parties which otherwise retain their distinct identities.
ISIN	International Securities Identification Number In this case being "INE0B1K01014"
KMP / Key Managerial Personnel	Key managerial personnel of our Company in terms of Regulation 2(1)(bb) of the SEBI ICDR Regulations 2018, Section 2(51) of the Companies Act, 2013 and as disclosed in the chapter titled "Our Management" beginning on page no. 94 of this draft prospectus.
MD	Managing Director
Materiality Policy	The policy on identification of group companies, material creditors and material litigation, adopted by our Board in accordance with the requirements of the SEBI (ICDR) Regulations
Memorandum/Memorandum of Association/MoA	The Memorandum of Association of our Company, as amended from time to time.
Nomination and Remuneration Committee	Nomination and Remuneration committee of our Company constituted in accordance with the Companies Act, 2013 as disclosed in the Section titled, Our Management, on page no. 94 of this draft prospectus.
Non-Residents	A person resident outside India, as defined under FEMA Regulations, 2000
Peer Review Auditor	Independent Auditor having a valid Peer Review certificate in our case being "M/s. ADV & Associates" Chartered Accountants, having its office at 801, Empress Nucleus, Gaothan Road, Off Little Flower School, Andheri East, Mumbai - 400069, India.
Promoters	Shall mean promoters of our Company as mentioned in this draft prospectus.
Promoter Group	Includes such Persons and entities constituting our promoter group covered under Regulation 2(1)(pp) of the SEBI (ICDR) Regulations as enlisted in the section titled "Our Promoter and Promoter Group" beginning on page no. 107 of this draft prospectus.
Registered Office	Registered Office of the Company is presently situated at 24, 1st Floor, Palkhiwala House, Tara Manzil, 1st Dhobi Talao Lane, Mumbai – 400 002, Maharashtra, India
Restated Financial Statement	Audited Financial Statements for the period nine-months ended December 31, 2019 and for the financial Years ended 31st March 2019, 31st March 2018 and 31st March 2017, as restated in accordance with SEBI (ICDR) Regulations, comprises of (i) Financial Information as per Restated Summary Financial Statements and (ii) Other Financial Information.
RoC/Registrar of Companies	The Registrar of Companies, Mumbai, Maharashtra.
SEBI	Securities and Exchange Board of India constituted under the SEBI Act, 1992.
Shareholders	Shareholders of our Company
Subscriber to MOA / Initial Promoters	Initial Subscriber to MOA
WTD	Whole Time Director
Stakeholders Relationship Committee	Stakeholder's relationship committee of our Company constituted in accordance with the Companies Act, 2013 as disclosed in the Section titled, Our Management, on page no. 94 of this draft prospectus.
Willful Defaulter(s)	A person or an issuer who or which is categorized as a willful defaulter by any bank or financial institution (as defined under the Companies Act, 2013) or consortium thereof, in accordance with the guidelines on willful defaulters issued by the Reserve Bank of India, as defined under Regulation 2(1)(lll) of SEBI ICDR Regulations 2018.

Issue Related Terms

TERMS	DESCRIPTIONS
Acknowledgement Slip	The slip or document issued by the Designated Intermediary to an Applicant as proof of having accepted the Application Form.
Allot/Allotment/Allotted of Equity Shares	Unless the context otherwise requires, allotment of the Equity Shares pursuant to the Issue of Equity Shares to the successful Applicants.
Allotment Advice	Note or advice or intimation of Allotment sent to the Applicants who have been allotted Equity Shares after the Basis of Allotment has been approved by the Designated Stock Exchange.
Allottee(s)	A successful Applicant (s) to whom the Equity Shares are being/have been issued/allotted.

TERMS	DESCRIPTIONS
Applicant/Investor	Any prospective investor who makes an application pursuant to the terms of the draft prospectus and the Application Form.
Application	An indication to make an offer during the Issue Period by an Applicant, pursuant to submission of Application Form, to subscribe for or purchase our Equity Shares at the Issue Price including all revisions and modifications thereto, to the extent permissible under the SEBI (ICDR) Regulations.
Application Amount	The number of Equity Shares applied for and as indicated in the Application Form multiplied by the price per Equity Share payable by the Applicants on submission of the Application Form.
Application Form	The form in terms of which an Applicant shall make an Application and which shall be considered as the application for the Allotment pursuant to the terms of this draft prospectus.
Application Supported by Blocked Amount/ASBA or UPI	An application, whether physical or electronic, used by ASBA Bidders, to make a Bid authorizing a SCSB to block the Bid Amount in the ASBA Account including the bank account linked with UPI ID. Pursuant to SEBI Circular No. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 08, 2019, Retail Individual Investors applying in public issue may use either Application Supported by Blocked Amount (ASBA) process or UPI payment mechanism by providing UPI ID in the Application Form which is linked from Bank Account of the investor.
ASBA Account	A bank account linked with or without UPI ID, maintained with an SCSB and specified in the ASBA Form submitted by Applicants for blocking the Bid Amount mentioned in the ASBA Form
ASBA Applicant(s)	Any prospective investors in this Issue who apply for Equity Shares of our Company through the ASBA process in terms of this draft prospectus.
ASBA Forms	An application form (with or without the use of UPI, as may be applicable), whether physical or electronic, used by ASBA Applicants, which will be considered as the application for Allotment in terms of the draft prospectus.
ASBA Application Location(s)/Specified Cities	Such Branches of the SCSBs which shall collect the Application Forms used by the Applicants applying through the ASBA process and a list of which is available on www.sebi.gov.in/pmd/scsb.pdf
Banker to the Issue	Bank which are clearing members and registered with SEBI as banker to an issue and with whom the Public Issue Account will be opened, in this case being "ICICI Bank Ltd."
Banker to the Issue Agreement	Agreement dated [●] entered into amongst the Company, Lead Manager, the Registrar and the Banker of the Issue.
Basis of Allotment	The basis on which the Equity Shares will be Allotted to successful Applicants under the Issue, as described in the Section titled, Issue Procedure, - Basis of Allotment beginning on page no. 173 of this draft prospectus.
Broker Centers	Broker centers notified by the Stock Exchanges, where the Applicants can submit the Application Forms to a Registered Broker. The details of such broker centers, along with the names and contact details of the Registered Brokers, are available on the website of the BSE on the following link: http://www.bseindia.com/Markets/PublicIssues/brokercentres_new.aspx?expandable=3
Broker to the Issue	All recognized members of the stock exchange would be eligible to act as the Broker to the Issue.
Business Day	Monday to Saturday (except 2nd & 4th Saturday of a month and public holidays).
BSE	BSE Limited
BSE SME	The SME Platform of BSE Limited, as per the Rules and Regulations laid down by SEBI for listing of equity shares
CAN or Confirmation of Allocation Note	The note or advice or intimation sent to each successful Applicant indicating the Equity Shares which will be Allotted, after approval of Basis of Allotment by the Designated Stock Exchange.
Client ID	Client Identification Number maintained with one of the Depositories in relation to demat account.
Collection Centers	Centers at which the Designated Intermediaries shall accept the ASBA Forms.
Collecting Depository Participant or CDP	A depository participant as defined under the Depositories Act, 1996, registered with SEBI and who is eligible to procure Applications at the Designated CDP Locations in terms of circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015, issued by SEBI.
Controlling Branches of SCSBs	Such branches of the SCSBs which coordinate Applications under this Issue made by the Applicants with the Lead Manager, the Registrar to the Issue and the Stock Exchanges, a list of which is provided on http://www.sebi.gov.in or at such other website as may be prescribed by SEBI from time to time.

TERMS	DESCRIPTIONS
Demographic Details	The demographic details of the Applicants such as their Address, PAN, Occupation and Bank Account details.
Depository/Depositories	A depository registered with SEBI under the SEBI (Depositories and Participant) Regulations, 1996, as amended from time to time, being NSDL and CDSL.
Depository Participant/DP	A depository participant as defined under the Depositories Act, 1966.
Designated CDP Locations	Such locations of the CDPs where Applicant can submit the Application Forms to Collecting Depository Participants. The details of such Designated CDP Locations, along with names and contact details of the Collecting Depository Participants eligible to accept Application Forms are available on the websites of the Stock Exchange i.e. www.bseindia.com
Designated Date	The date on which the funds are transferred by the Escrow Collection Bank from the Escrow Account(s) or the instructions are given to the SCSBs to unblock the ASBA Accounts including the accounts linked with UPI ID and transfer the amounts blocked by SCSBs as the case may be, to the Public Issue Account, as appropriate in terms of the draft prospectus and the aforesaid transfer and instructions shall be issued only after finalisation of the Basis of Allotment in consultation with the Designated Stock Exchange.
Designated Intermediaries/ Collecting Agent	An SCSB with whom the bank account to be blocked, is maintained, a syndicate member (or sub-syndicate member), a Registered Broker, Designated CDP Locations for CDP, a registrar to an issue and share transfer agent (RTA) (whose names is mentioned on website of the stock exchange as eligible for this activity).
Designated RTA Locations	Such locations of the RTAs where Applicant can submit the Application Forms to RTAs. The details of such Designated CDP Locations, along with names and contact details of the Collecting Depository Participants eligible to accept Application Forms are available on the websites of the Stock Exchange i.e. www.bseindia.com
Designated Stock Exchange	BSE Limited
Draft prospectus	The Draft prospectus dated March 06, 2020 issued in accordance with Section 26 & 32 of the Companies Act, 2013 filed with BSE Limited under SEBI (ICDR) Regulations.
DP	Depository Participant.
DP ID	Depository Participant's Identity number.
Eligible NRI(s)	NRI(s) from such jurisdiction outside India where it is not unlawful to make an Issue or invitation under the Issue and in relation to whom this draft prospectus constitutes an invitation to subscribe for the Equity Shares Issued herein on the basis of the terms thereof.
Eligible QFIs	Qualified Foreign Investors from such jurisdictions outside India where it is not unlawful to make an offer or invitation under the Issue and in relation to whom the draft prospectus constitutes an invitation to purchase the Equity Shares Issued thereby and who have opened demat accounts with SEBI registered qualified depositary participants.
Electronic Transfer of Funds	Refunds through ECS, NEFT, Direct Credit or RTGS as applicable.
Equity Shares	Equity Shares of our Company of face value ₹10/- each.
FII/Foreign Institutional Investors	Foreign Institutional Investor (as defined under SEBI (Foreign Institutional Investors) Regulations, 1995, as amended) registered with SEBI under applicable laws in India.
First/Sole Applicant	The Applicant whose name appears first in the Application Form or Revision Form.
Foreign Venture Capital Investors	Foreign Venture Capital Investors registered with SEBI under the SEBI (Foreign Venture Capital Investor) Regulations, 2000.
FPI / Foreign Portfolio Investor	A Foreign Portfolio Investor who has been registered pursuant to the Securities And Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014, provided that any FII who holds a valid certificate of registration shall be deemed to be a foreign portfolio investor till the expiry of the block of three years for which fees have been paid as per the SEBI (Foreign Institutional Investors) Regulations, 1995, as amended
General Information Document / GID	The General Information Document for investing in public issues prepared and issued in accordance with the Circular (CIR/CFD/DIL/12/2013) dated 23rd October, 2013, notified by SEBI read with SEBI Circular dated November 10, 2015 and bearing Reference No. CIR/CFD/POLICYCELL/11/2015 as amended and modified by the circular (SEBI/HO/CFD/DIL/CIR/P/2016/26) dated January 21, 2016, and SEBI Circular bearing number (SEBI/HO/CFD/DIL2/CIR/P/2018/22) dated February 15, 2018 and Circular (SEBI/HO/CFD/DIL2/CIR/P/2018/138) dated November 1, 2018 and SEBI Circular No. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 08, 2019.
GIR Number	General Index Registry Number.
IPO	Initial Public Offering
Issue/Public Issue/Issue Size Initial Public Issue/IPO	Public issue of 12,00,000 Equity Shares of face value of ₹10/- each of our Company for cash at a price of ₹20/- per Equity Share (including a share premium of ₹10/- per Equity Share) aggregating to ₹240.00 Lakhs by our Company, in terms of this draft prospectus.
Issue Agreement	The Issue Agreement dated March 02, 2020 between our Company and Lead Manager.

TERMS	DESCRIPTIONS
Issue Closing Date	The date on which Issue Closes for Subscription.
Issue Opening Date	The date on which Issue Opens for Subscription.
Issue Period	The period between the Issue Opening Date and the Issue Closing Date, inclusive of both days, during which prospective Investors may submit their application.
Issue Price	The price at which the Equity Shares are being issued by our Company being ₹20/- per Equity Share.
Issue Proceeds	The proceeds of the Issue as stipulated by the Company. For further information about the use of the Issue Proceeds please refer to Section titled "Objects of the Issue" beginning on page no. 50 of this draft prospectus.
Lead Manager/LM	means a merchant banker registered with the Board and appointed by the issuer to manage the issue and in case of a book-built issue, the lead manager(s) appointed by the issuer shall act as the book running lead manager(s) for the purposes of book building. Lead Manager to the Issue, in this case being "***Finshore Management Services Limited***".
Listing Agreement	Unless the context specifies otherwise, this means the Equity Listing Agreement to be signed between our Company and the BSE Limited.
Market Maker	Market Maker appointed by our Company from time to time, in this case being M/s. Nikunj Stock Brokers Limited who has agreed to receive or deliver the specified securities in the market making process for a period of three years from the date of listing of our Equity Shares or for any other period as may be notified by SEBI from time to time.
Market Making Agreement	The Market Making Agreement dated March 02, 2020 between our Company, Lead Manager and Market Maker.
Market Maker Reservation Portion	Upto 60,000 Equity Shares of ₹10/- each fully paid-up of our Company for cash at a price of ₹20/- per Equity Share aggregating to ₹12.00 Lakhs only.
Mutual Fund(s)	Mutual fund (s) registered with SEBI pursuant to the SEBI (Mutual Funds) Regulations, 1996, as amended from time to time.
Net Issue	The Issue (excluding the Market Maker Reservation Portion) of up to 11,40,000 Equity Shares of face value ₹10/- each for cash at an Issue price of ₹20/- per Equity Share (the "Issue Price"), including a share premium of ₹10/- per equity share aggregating up to ₹228.00 Lakhs Only.
Net Proceeds	The Issue Proceeds, less the Issue related expenses, received by the Company.
NPCI	National Payments Corporation of India (NPCI), a Reserve Bank of India (RBI) initiative, is an umbrella organization for all retail payments in India. It has been set up with the guidance and support of the Reserve Bank of India (RBI) and Indian Banks Association (IBA)
Non-Institutional Investors or NIIs	All Applicants, including sub-accounts of FIIs registered with SEBI which are foreign corporate or foreign individuals, that are not QIBs or Retail Individual Investors and who have applied for Equity Shares for an amount of more than ₹2 Lakh (but not including NRIs other than Eligible NRIs).
Other Investor	Investors other than Retail Individual Investors. These include individual applicants other than retail individual investors and other investors including corporate bodies or institutions irrespective of the number of specified securities applied for.
Overseas Corporate Body/OCB	Overseas Corporate Body means and includes an entity defined in clause (xi) of Regulation 2 of the Foreign Exchange Management (Withdrawal of General Permission to Overseas Corporate Bodies (OCB's) Regulations 2003 and which was in existence on the date of the commencement of these Regulations and immediately prior to such commencement was eligible to undertake transactions pursuant to the general permission granted under the Regulations. ***OCBs are not allowed to invest in this Issue***.
Other Investors	Investors other than Retail Individual Investors. These include individual Applicants other than retail individual investors and other investors including corporate bodies or institutions irrespective of the number of specified securities applied for.
Person/ Persons	Any individual, sole proprietorship, unincorporated association, unincorporated organization, body corporate, corporation, company, partnership, limited liability company, joint venture, or trust, or any other entity or organization validly constituted and/or incorporated in the jurisdiction in which it exists and operates, as the context requires.
Prospectus	The prospectus dated [●] registered with the RoC in accordance with the provisions of Section 26 & 32 of the Companies Act, 2013 and SEBI ICDR Regulations.
Public Issue Account	The Bank Account opened with the Banker(s) to this Issue under Section 40 of the Companies Act, 2013 to receive monies from the SCSBs from the bank accounts of the ASBA Accounts on the Designated Date.
Qualified Institutional Buyers or QIBs	A qualified institutional buyer as defined under Regulation 2(1)(ss) of the SEBI ICDR Regulations.
Registered Brokers	Stockbrokers registered with the stock exchanges having nationwide terminals, other than the Members of the Syndicate.

TERMS	DESCRIPTIONS
Registrar and Share Transfer Agents or RTAs	Registrar and share transfer agents registered with SEBI and eligible to procure Applications at the Designated RTA Locations in terms of circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015, issued by SEBI.
Registrar/Registrar to this Issue/RTI	Registrar to the Issue being in our case is "***Purva Sharegistry (India) Private Limited***".
Registrar Agreement	The agreement dated February 20, 2020 entered into between our Company and the Registrar to the Issue in relation to the responsibilities and obligations of the Registrar pertaining to the Issue.
Regulations	SEBI (Issue of Capital and Disclosure Requirement) Regulations, 2018 as amended from time to time.
Reserved Category/ Categories	Categories of persons eligible for making application under reservation portion.
Retail Individual Investors/ RIIs	Applicants or minors applying through their natural guardians, (including HUFs in the name of Karta and Eligible NRIs) who have applied for an amount less than or equal to ₹ 2 Lakh in this Issue.
Revision Form	The form used by the Applicants to modify the quantity of Equity Shares or the Application Amount in any of their Application Forms or any previous Revision Form(s), as applicable.
Self-Certified Syndicate Bank(s) or SCSB(s)	Banks registered with SEBI, Issuing Services in relation to ASBA, a list of which is available on the website of SEBI at http://www.sebi.gov.in/cms/sebi_data/attachdocs/1365051213899.html
Specified Locations	Collection Centers where the SCSBs shall accept application forms, a list of which is available on the website of the SEBI (www.sebi.gov.in) and updated from time to time.
Sponsor Bank	Sponsor Bank means a Banker to the Issue registered with SEBI which is appointed by the Issuer to act as a conduit between the Stock Exchanges and NPCI in order to push the mandate collect requests and / or payment instructions of the retail investors into the UPI
SEBI (ICDR) Regulations / ICDR Regulation / Regulation	SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 issued by SEBI on September 11, 2018, as amended from time to time, including instructions and clarifications issued by SEBI from time to time.
SEBI Insider Trading Regulations	The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 as amended, including instructions and clarifications issued by SEBI from time to time.
SEBI Takeover Regulations or SEBI (SAST) Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulations, 2011, as amended from time to time.
SEBI Listing Regulations, 2015/ SEBI Listing Regulations/ Listing Regulations/ SEBI (LODR)	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015/ Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2020 and as amended thereto, including instructions and clarifications issued by SEBI from time to time.
SEBI (Venture Capital) Regulations	Securities Exchange Board of India (Venture Capital) Regulations, 1996 as amended from time to time.
Transaction Registration Slip /TRS	The slip or document issued by a member of the Syndicate or an SCSB (only on demand), as the case may be, to the applicants, as proof of registration of the Application
UPI	Unified Payments Interface (UPI) is an instant payment system developed by the NPCI. It enables merging several banking features, seamless fund routing & merchant payments into one hood. UPI allows instant transfer of money between any two persons' bank accounts using a payment address which uniquely identifies a person's bank a/c.
Underwriters	M/s. Finshore Management Services Limited
Underwriting Agreement	The Underwriting Agreement dated March 02, 2020 entered into between our Company and the Underwriters.
U.S. Securities Act	U.S. Securities Act of 1933, as amended
Working Days	"working day" means all days on which commercial banks in the city as specified in the offer document are open for business. However, till issue period, working day shall mean all days, excluding Saturdays, Sundays and public holidays, on which commercial banks in the city as notified in the offer document are open for business. The time period between the bid/issue closing date and the listing of the specified securities on the stock exchanges, working day shall mean all trading days of the stock exchanges, excluding Sundays and bank holidays, as per circulars issued by the Board , as per the SEBI Circular SEBI/HO/CFD/DIL/CIR/P/2016/26 dated January 21, 2016 and in terms of regulation 2(1)(mmm) of SEBI ICDR Regulations 2018.

Conventional and General Terms

TERMS	DESCRIPTIONS
ACIT	Assistant Commissioner of Income Tax.
AIF(s)	The alternative investment funds, as defined in, and registered with SEBI under the Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012.
Air Act, 1981	Air (Prevention and Control of Pollution) Act, 1981.
Category I Foreign Portfolio Investor(s)	FPIs who are registered as "Category I foreign portfolio investor" under the SEBI FPI Regulations.
Category II Foreign Portfolio Investor(s)	FPIs who are registered as "Category II foreign portfolio investor" under the SEBI FPI Regulations.
Category III Foreign Portfolio Investor(s)	FPIs who are registered as "Category III foreign portfolio investor" under the SEBI FPI Regulations.
Companies Act, 1956	Companies Act, 1956 (without reference to the provisions thereof that have ceased to have effect upon notification of the sections of the Companies Act, 2013) along with the relevant rules made there under.
Companies Act/Companies Act, 2013	Companies Act, 2013, to the extent in force pursuant to the notification of sections of the Companies Act, 2013, along with the relevant rules made there under.
Competition Act	The Competition Act, 2002.
Consolidated FDI Policy	Consolidation FDI Policy dated August 28, 2017, issued by the Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India, and any modifications thereto or substitutions thereof, issued from time to time.
CST Act	Central Sales Tax Act, 1956.
FCNR Account	Foreign currency non-resident account.
FEMA	Foreign Exchange Management Act, 1999, read with rules and regulations there under.
FEMA Regulations	Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations 2000.
FII(s)	Foreign Institutional Investors as defined under the SEBI FPI Regulations.
Financial Year/ Fiscal/ Fiscal Year/F.Y.	Period of twelve (12) months ended March 31 of that particular year, unless otherwise stated.
Foreign Portfolio Investor or FPI	Foreign Portfolio Investors, as defined under the SEBI FPI Regulations and registered with SEBI under applicable laws in India.
Fugitive economic offender	"fugitive economic offender" shall mean an individual who is declared a fugitive economic offender under section 12 of the Fugitive Economic Offenders Act, 2018 (17 of 2018)
FVCI	Foreign Venture Capital Investor, registered under the FVCI Regulations.
FVCI Regulations	Securities and Exchange Board of India (Foreign Venture Capital Investors) Regulations, 2000.
Hazardous Waste Rules, 2008	Hazardous Wastes (Management, Handling and Trans boundary Movement) Rules, 2008.
Income Tax Act or the I.T. Act	The Income Tax Act, 1961.
Ind AS	New Indian Accounting Standards notified by Ministry of Corporate Affairs on February 16, 2015, applicable from Financial Year commencing April 1, 2016, as amended.
LLP Act	The Limited Liability Partnership Act, 2008.
Notified Sections	The sections of the Companies Act, 2013, that have been notified by the Government as having come into effect prior to the date of this draft prospectus.
NRE Account	Non-resident external account.
NRO Account	Non-resident ordinary account.
RBI Act	Reserve Bank of India Act, 1934.
SCRA	Securities Contracts (Regulation) Act, 1956.
SCRR	Securities Contracts (Regulation) Rules, 1957.
SEBI	The Securities and Exchange Board of India, constituted under the SEBI Act.
SEBI Act	Securities and Exchange Board of India Act, 1992.
SEBI Takeover Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.
SEBI VCF Regulations	The erstwhile Securities and Exchange Board of India (Venture Capital Funds) Regulations, 1996.
Securities Act	U.S. Securities Act of 1933, as amended.
State Government	The government of a state of the Union of India.
STT	Securities Transaction Tax.
Sub-account	Sub-accounts registered with SEBI under the SEBI FII Regulations other than sub-accounts which are foreign corporate or foreign individuals.

TERMS	DESCRIPTIONS
VCFs	Venture Capital Funds as defined and registered with SEBI under the SEBI VCF Regulations.
Water Act, 1974	Water (Prevention and Control of Pollution) Act, 1974.

Technical and Industry related terms

TERMS	DESCRIPTIONS
ASSOCHAM	Associated Chambers of Commerce of India
BPM	Business Process Management
CAGR	Compounding Annual Growth Rate
CPI	Consumer Price Index
CSO	Central Statistics Office's
DIPP	Department of Industries Policy and Promotion
EDP	Electronic Data Processing
EPFO	Employees' Provident Fund Organisation
ESI	Employee State Insurance
EU	European Union
FCNR	Foreign Currency Non-Resident
FDI	Foreign Direct Investment
FY	Financial Year
GDP	Gross Domestic Product
GST	Goods and Service Tax
GVA	Gross Value Added
G-sec	Government Securities
IBEF	Indian Brand Equity Foundation
IMF	International Monetary Fund
IMP/HRS	Impression per Hour
INR	Indian Rupee Rates
MNC	Multinational Corporation
MOU	Memorandum of Understanding
MSMEs	Micro, Small and Medium Enterprises
MVC	Model View Controller
MYEA	Mid-Year Economic Analysis
NITI Aayog	National Institution for transforming India
NMP	National Manufacturing Policy
OMR	Optical Marking Recognition
OSA	Out Sourcing Agent
PMA	Preferential Market Access
PSUs	Private Sector Units
RIMS	Records and Information Management Services
RBI	Reserve Bank of India
RTD	Ready to Drink Beverages
SED	Strategic Engineering Division
SEZ	Special Economic Zone
SMB	Server Message Block
TFA	Trade Facilitation Agreement
US	United States
VDP	Variable Data Printing
WPI	Wholesale Price Index

Abbreviations

TERMS	DESCRIPTIONS
₹ or ₹ or Rupees or INR	Indian Rupees.
AGM	Annual General Meeting.
AS/Accounting Standards	Accounting Standards issued by the Institute of Chartered Accountants of India.
A.Y.	Assessment year.
BC	Before Christ.
BPLR	Bank Prime Lending Rate.
BSE	BSE Limited.
CARO	Companies (Auditor's Report) Order, 2003.
CDSL	Central Depository Services (India) Limited.
CEO	Chief Executive Officer.
CIN	Corporate Identity Number.

TERMS	DESCRIPTIONS
CLB	Company Law Board.
CrPC	Criminal Procedure Code, 1973, as amended.
CSR	Corporate Social Responsibility.
DIN	Director Identification Number.
DP ID	Depository participant's identification.
ECS	Electronic Clearing System.
EBITDA	Earnings before Interest, Tax Depreciation and Amortisation.
EGM	Extraordinary General Meeting of the Shareholders of the Company.
EPS	Earnings Per Share.
ESOS	Employee Stock Option Scheme.
FDI	Foreign direct investment.
FIPB	Foreign Investment Promotion Board.
GAAR	General anti avoidance rules.
GBP	Great Britain Pound.
GIR	General index register.
GoI/Government	Government of India.
GST	Goods & Service Tax
HNI	High Net Worth Individual.
HUF	Hindu Undivided Family.
ICAI	Institute of Chartered Accountants of India.
IFRS	International Financial Reporting Standards.
Indian GAAP	Generally Accepted Accounting Principles in India.
ISO	International Organization for Standardization.
IT Act	The Income Tax Act, 1961, as amended.
IT Rules	The Income Tax Rules, 1962, as amended.
JV	Joint Venture.
MCA	Ministry of Corporate Affairs, Government of India.
MoU	Memorandum of Understanding.
N.A.	Not Applicable.
NAV/Net Asset Value	Net asset value being paid up equity share capital plus free reserves (excluding reserves created out of revaluation) less deferred expenditure not written off (including miscellaneous expenses not written off) and debit balance of profit and loss account, divided by number of issued Equity Shares.
NECS	National Electronic Clearing Services.
NEFT	National Electronic Fund Transfer.
NoC	No Objection Certificate.
No.	Number.
NR	Non-Resident.
NSDL	National Securities Depository Limited.
NTA	Net Tangible Assets.
p.a.	Per annum.
PAN	Permanent Account Number.
PAT	Profit After Tax.
PBT	Profit Before Tax.
PCB	Pollution Control Board.
P/E Ratio	Price per Earnings Ratio.
Pvt.	Private.
RBI	Reserve Bank of India.
RoC	Registrar of Companies.
RONW	Return on Net Worth.
RTGS	Real Time Gross Settlement.
SCN	Show Cause Notice.
SCSB	Self-Certified Syndicate Bank.
SME	Small and Medium Enterprises
STT	Securities Transaction Tax
TAN	Tax Deduction Account Number
TIN	Taxpayers Identification Number
UIN	Unique Identification Number.
US	United States.
VAT	Value Added Tax.
w.e.f.	With effect from
YoY	Year on Year.

The words and expressions used but not defined in this draft prospectus will have the same meaning as assigned to such terms under the Companies Act, the Securities and Exchange Board of India Act, 1992 (the "SEBI Act"), the SCRA, the Depositories Act and the rules and regulations made thereunder.

Notwithstanding the foregoing, the terms defined -

a) In the section titled "Description of Equity Shares and Terms of the Articles of Association" beginning on page 204 of this draft prospectus, shall have the meaning given to such terms in that section;

b) In the chapter titled "Financial Statements as Restated" beginning on page 117 of this draft prospectus, shall have the meaning given to such terms in that chapter;

c) In the section titled "Risk Factors" beginning on page 18 of this draft prospectus, shall have the meaning given to such terms in that section;

d) In the chapter titled "Statement of Possible Tax Benefits" beginning on page 56 of this draft prospectus, shall have the meaning given to such terms in that chapter; and

e) In the chapter titled "Management's Discussion and Analysis of Financial Condition and Results of Operations" beginning on page 143 of this draft prospectus, shall have the meaning given to such terms in that chapter.

CERTAIN CONVENTIONS, USE OF FINANCIAL INDUSTRY & MARKET DATA, AND CURRENCY PRESENTATION

Certain Conventions

Unless otherwise specified or the context otherwise requires, all references to "India" in this draft prospectus are to the Republic of India.

Unless stated otherwise, all references to page numbers in this draft prospectus are to the page numbers of this draft prospectus.

In this draft prospectus, the terms "we", "us", "our", "the Company", "our Company", "Issuer", "Issuer Company", "DJ Media", "DJMPLL", and "DJ Mediaprint & Logistics Limited" unless the context otherwise indicates or implies, refers to "DJ Mediaprint & Logistics Limited".

In this draft prospectus, unless the context otherwise requires, all references to one gender also refers to another gender and the word "Lac / Lakh" means "one hundred thousand", the word "million (mn)" means "Ten Lacs / Lakhs", the word "Crore" means "ten millions" and the word "billion (bn)" means "one hundred crores". In this draft prospectus, any discrepancies in any table between total and the sum of the amounts listed are due to rounding-off.

Financial Data

Unless stated otherwise, the financial information in this draft prospectus are extracted from the restated Financial Statements of our Company as of and for the period nine-months ended December 31, 2019 and for the financial Years ended 31st March 2019, 31st March 2018 and 31st March 2017, prepared in accordance with Ind GAAP and the Companies Act, and restated in accordance with the SEBI (ICDR) Regulations, as stated in the report of our Peer Reviewed Auditor, set out in the section titled 'Financial Statements as Restated' beginning on page no. 117 of this draft prospectus. Our restated financial statements are derived from our audited financial statements prepared in accordance with Ind GAAP and the Companies Act and have been restated in accordance with the SEBI (ICDR) Regulations.

Our fiscal year commences on 1st April of each year and ends on 31st March of the next year. All references to a particular fiscal year are to the 12 months period ended 31st March of that year. In this draft prospectus, any discrepancies in any table between the total and the sums of the amounts listed are due to rounding-off. All decimals have been rounded off to two decimal points.

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

Unless otherwise indicated, any percentage amounts, as set forth in this draft prospectus, including in the Sections titled, **Risk Factors**; **Our Business**; **Management's Discussion and Analysis of Financial Condition and Results of Operations** beginning on page no. 18, 65, and 143 respectively, have been calculated on the basis of the restated audited financial statements of our Company included in this draft prospectus.

Currency and Units of Presentation

All references to "Rupees", "Rs.", "INR" or "₹" are to Indian Rupees, the official currency of the Republic of India. All references to "£" or "GBP" are to Great Britain Pound, the official currency of the United Kingdom. All references to "$", "US$", "USD", "U.S. $" or "U.S. Dollars" are to United States Dollars, the official currency of the United States of America

Our Company has presented certain numerical information in this draft prospectus in "Lakh" units. One lakh represents 1,00,000. In this draft prospectus, any discrepancies in any table between the total and the sums of the amounts listed therein are due to rounding-off.

All references to 'million' / 'Million' / 'Mn' refer to one million, which is equivalent to 'ten lacs' or 'ten lakhs', the word 'Lacs / Lakhs / Lac' means 'one hundred thousand' and 'Crore' means 'ten million and 'billion / bn./ Billions' means 'one hundred crores'

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Industry and Market Data

Unless stated otherwise, industry and market data used throughout this draft prospectus has been derived from Ministry of Statistics and Programme Implementation (MOSPI), RBI, Press Information Bureau, Department of Industrial Policy & Promotion, India Brand Equity Foundation and industry publications etc. 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, we believe that the industry and market data used in this draft prospectus is reliable, neither we nor the Lead Manager nor any of their respective affiliates or advisors have prepared or verified it independently. The extent to which the market and industry data used in this draft prospectus is meaningful depends on the reader's familiarity with and understanding of the methodologies used in compiling such data.

Such data involves risks, uncertainties and numerous assumptions and is subject to change based on various factors, including those discussed in the Section titled, **Risk Factors,** beginning on page no. 18 of this draft prospectus. Accordingly, investment decisions should not be based on such information.

Exchange Rates

This draft prospectus may contain conversions of certain other currency amounts into Indian Rupees that have been presented solely to comply with the SEBI ICDR Regulations. These conversions should not be construed as a representation that these currency amounts could have been, or can be converted into Indian Rupees, at any particular rate or at all.

FORWARD LOOKING STATEMENT

The Company has included statements in this draft prospectus which contain words or phrases such as "may", "will", "aim", "believe", "expect", "will continue", "anticipate", "estimate", "intend", "plan", "seek to", "future", "objective", "goal", "project", "should", "potential" and similar expressions or variations of such expressions, that are or may be deemed to be forward looking statements.

All statements regarding the expected financial condition and results of operations, business, plans and prospects are forward-looking statements. These forward-looking statements include statements as to the business strategy, the revenue, profitability, planned initiatives. These forward-looking statements and any other projections contained in this draft prospectus (whether made by us or any third party) are predictions and involve known and unknown risks, uncertainties and other factors that may cause the 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. Important factors that could cause actual results, performance or achievements to differ materially include, but are not limited to, those discussed under the Section titled, **Risk Factors**; **Industry Overview**; **Our Business**; and **Management's Discussion and Analysis of Financial Condition and Results of Operations**; beginning on page no. 18, 58, 65 and 143, respectively, of this draft prospectus.

The forward-looking statements contained in this draft prospectus are based on the beliefs of our management, as well as the assumptions made by and information currently available to our management. Although we believe that the expectations reflected in such forward-looking statements are reasonable at this time, we cannot assure investors that such expectations will prove to be correct. Given these uncertainties, investors are cautioned not to place undue reliance on such forward-looking statements. If any of these risks and uncertainties materializes, or if any of the underlying assumptions prove to be incorrect, the actual results of operations or financial condition could differ materially from that described herein as anticipated, believed, estimated or expected. All subsequent written and oral forward-looking statements attributable to us are expressly qualified in their entirety by reference to these cautionary statements.

Certain important factors that could cause actual results to differ materially from our Company's expectations include, but are not limited to, the following:

- General economic and business conditions in India and other countries;
- Increase in price and material components
- Fluctuation in other operating cost
- Ability to retain the customers is heavily dependent upon various factors including our reputation and our ability to maintain a high level of product/Service quality including our satisfactory performance for the customers;
- We operate in a significantly fragmented and competitive market in each of our business segments;
- Regulatory changes relating to the finance and capital market sectors in India and our ability to respond to them;
- Our ability to successfully implement our strategy, our growth and expansion, technological changes, our exposure to market risks that have an impact on our business activities or investments;
- The monetary and fiscal policies of India, inflation, deflation, unanticipated turbulence in interest rates, foreign exchange rates, equity prices or other rates or prices, the performance of the financial markets in India and globally, changes in domestic and foreign laws, regulations and taxes and changes in competition in our industry;
- Changes in the value of the Rupee and other currencies;
- The occurrence of natural disasters or calamities; and

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. Our Company, the Lead Manager, or their respective affiliates do not have any obligation to, and do not intend to, update or otherwise revise any statements reflecting circumstances arising after the date hereof or to reflect the occurrence of underlying events, even if the underlying assumptions do not come to fruition. In accordance with SEBI requirements, our Company and the Lead Manager will ensure that investors are informed of material developments until the time of the grant of final listing and trading permissions with respect to Equity Shares being issued in this Issue, by the Stock Exchanges. Our Company will ensure that investors are informed of material developments in relation to statements about our Company in this draft prospectus until the Equity Shares are allotted to the investors.

SECTION II: SUMMARY OF DRAFT PROSPECTUS

(A) PRIMARY BUSINESS OF OUR COMPANY AND THE INDUSTRY IN WHICH IT OPERATES:

❖ **Primary Business of Our Company:**

Incorporated in the year 2009, DJ Mediaprint & Logistics Ltd. is a provider of Integrated Printing, Logistics and Courier solutions in India and overseas with a well networked transport operations, pre-eminent quality standards and processes & operations. It also provides Bulk Mailing, Speed Post, Records Management, Manpower Supply, Return of Post Management, Bulk Scanning, Moving, Newspaper Print Advertising services and other related services.

DJ Mediaprint & Logistics Ltd. currently has several offices spread across Mumbai, Navi Mumbai & Bhiwandi (Thane), one in Delhi and one in Goa, where it is supported by a well-connected network across the city.

We believe with the capability to process over 40 to 50 lakh articles per month as per our estimation of the current infrastructure, we cater to wide customer base across various industry segment such as Banking, Airlines, Shipping, Logistics, Education, Finance, Lottery Ticket, Healthcare, Insurance, Manufacturing, Retail, Stockbroking, Telecom, Utilities among others.

Our clientele includes LIC, National Insurance, Bharti Axa, GIC Housing Finance, Citi Bank, Bank of India, Union Bank of India, Corporation Bank, Federal Bank, Bank of India, State Bank of India, Punjab National Bank, Infosys, Wipro, Britannia, Aditya Birla Group, Indian Institute of Architects, Dish TV, Philips, Larson & Turbo, NSDL among others.

We have executed many short term/long terms contract for Printing & Dispatch of monthly Credit Cards Statement, Letter, Annual Reports & Other ancillary services, Storage of records and its management, Digital franking machines services and ancillary services etc. with our clients.

For Detailed information on our business, please refer to chapter titled "Our Business" beginning from page no. 65 of this draft prospectus.

❖ **Summary of the industry in which our Company operates:**

India's Paper and Print Industries show large potential. Demand for paper is growing, also due to an increase of demand in packaged products. Resources for the paper market are limited, but domestic production is increasing. The paper industry of India is providing employment to 400,000 people directly and 1.5 million indirectly. Paper consumption in India is approximately 15 million tonnes per annum (TPA) but is expected to reach 23.5 TPA by 2025. Some of the paper mills are existing since several decades, which make up-gradation and investments into newer machinery necessary. This opens up opportunities for manufacturing companies in the sector. The print market in India is growing as well, mainly because of growing demand for high-qualitative products. The print machinery production registered a year-on-year growth of 20% in the last few years. The two sectors projected to grow the most are packaging and published printing.

For further detailed information, please refer to chapter titled "Industry Overview" beginning from page no. 58 of this draft prospectus.

(B) NAME OF THE PROMOTERS OF OUR COMPANY:

(1) Mr. Dinesh Muddu Kotian and (2) Mr. Santhosh Muddu Kotian are the promoters of our company. *For further details, please refer chapter "Our Promoters and Promoters Group" beginning from page no. 107 of this draft prospectus.*

(C) SIZE OF THE ISSUE:

Initial Public issue of 12,00,000 equity shares of face value of ₹10/- each ("Equity Shares") of M/s. DJ Mediaprint & Logistics Limited ("The Company" or "The Issuer") for cash at a price of ₹20/- per equity share, including a share premium of ₹10/- per equity share ("The Issue Price"), aggregating to ₹240.00 Lakhs ("The Issue"), of which 60,000 equity shares of face value of ₹10/- each for cash at a price of ₹20/- per equity share, aggregating to ₹12.00 lakhs will be reserved for subscriptions by the Market Maker to the issue (The "Market Maker Reservation Portion"). The issue less market maker reservation portion i.e. Issue of 11,40,000 equity shares of face value of ₹10/- each for cash at a price of ₹20/- per equity share, aggregating to ₹228.00 lakhs is here in after referred to as the "Net Issue". The issue and the net issue will constitute 28.48% and 27.05% respectively of the post issue paid up equity share capital of the company.

(D) OBJECTS OF THE ISSUE:

Our Company proposes to utilize the funds which are being raised through this Issue towards the below mentioned objects:

Sl. No.	Particulars	Amount (Rs. in Lakhs)	In %
1	To Meet working capital requirement	190.00	79.17%
2	Public issue expenses	35.00	14.58%
3	General corporate purpose	15.00	6.25%
Total: Gross Issue Proceeds		**240.00**	**100.00%**

For further details, please refer chapter "Objects of the Issue" beginning from page no. 50 of this draft prospectus.

(E) PRE-ISSUE SHAREHOLDING OF OUR PROMOTERS AND PROMOTERS GROUP AS ON THE DATE OF THIS DRAFT PROSPECTUS:

S. No	Particulars	Pre-Issue Shareholding	
		Number of Shares	Percentage holding
Promoters			
1	Dinesh Muddu Kotian	29,66,520	98.43%
2	Santhosh Muddu Kotian	30,000	0.99%
	Total (A)	**29,96,520**	**99.42%**
Promoters Group		Nil	Nil
	Nil	-	-
	Total (B)	-	-
	Total (A+B)	**29,96,520**	**99.42%**

(F) SUMMARY OF RESTATED FINANCIAL STATEMENTS:

(₹ In Lakhs)

Particulars	31-12-2019	31-03-2019	31-03-2018	31-03-2017
Total Share Capital	50.23	50.23	50.23	48.30
Total Reserve & Surplus	322.18	247.32	154.92	90.12
Total Net Worth	372.41	297.55	205.15	138.42
Total Revenue	1,311.88	2,067.31	1,733.66	1,010.54
Profit After Tax	74.86	92.38	64.79	28.95
Earnings Per Share (Basis & Diluted)	14.90	18.39	12.90	5.99
Net Asset Value per equity shares	74.14	59.23	40.84	28.66
Total Borrowings	464.87	531.25	389.07	268.55

For further details, please refer chapter "Financial statement as Restated" beginning from page no. 117 of this draft prospectus.

(G) AUDITOR QUALIFICATION WHICH HAVE NOT BEEN GIVEN EFFECT TO IN THE RESTATED FINANCIAL STATEMENT:

The auditor report of Restated Financial information of DJ Mediaprint & Logistics Limited, for the period Nine-months ended December 31, 2019 and for the financial year ended on 31st March 2019, 31st March 2018 and 31st March 2017 does not contain any qualification which have not been given effect to in restated financial statement.

(H) SUMMARY OF OUTSTANDING LITIGATIONS:

Our Promoters, Promoters Group and Group Company are party to certain litigation and claims. These legal proceedings are pending at different levels of adjudication before various courts and tribunals. Any adverse decision may render us liable to liabilities/penalties and may adversely affect our business and results of operations. A classification of these legal and other proceedings is given below:

Sr No.	Outstanding Litigations	Number of Matter	Financial Implications to the Extent Quantifiable (Rs. in Lakhs)
1.	**Filed against the Company**		
	Direct Tax / Indirect Tax	5	26.38
2.	**Filed against our Directors**		
	Direct Tax / Indirect Tax	11	56.90
3.	**Filed against our Promoters**		
	Direct Tax / Indirect Tax	8	56.84
4.	***Litigation involving Promoter Group/Group Company***		
	Direct Tax / Indirect Tax	2	0.28

Note: The amount mentioned above may be subject to additional interest, rates or Penalties being levied by the concerned authorities for delay in making payment or otherwise.

For further details, please refer chapter "Outstanding Litigation and Material Development" beginning from page no. 148 of this draft prospectus.

(I) CROSS REFERENCE TO THE SECTION TITLED RISK FACTORS:

Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds in this Issue unless they can afford to take the risk of losing their investment. Investors are advised to read the risk factors carefully before taking an investment decision in this offering. For taking an investment decision, investors must rely on their own examination of our Company and the Issue including the risks involved. The Equity Shares offered in the Issue have neither been recommended nor approved by Securities and Exchange Board of India nor does Securities and Exchange Board of India guarantee the accuracy or adequacy of this draft prospectus. *For the details pertaining to the internal and external risk factors relating to the Company, kindly refer to the chapter titled "Risk Factors" beginning on page no. 18 of this draft prospectus*.

(J) SUMMARY OF CONTINGENT LIABILITIES:

As per restated financial statement, there are below mentioned contingent liabilities which may occur in future as on the date of this draft prospectus.

Particulars	As on 31-12-19
VAT due for A.Y. 2011-12 pending before Joint commissioner of sales tax (Appeals)	4.80
Income tax due for A.Y. 2012-13 u/s 154 before income tax department	0.15
Income tax due for A.Y. 2014-15 u/s 143(1)(a) before income tax department	2.04
Income tax due for A.Y. 2017-18 u/s 154 before income tax department	1.15
Income tax due for A.Y. 2018-19 u/s 154 before income tax department	18.24
Total	**26.38**

(K) SUMMARY OF RELATED PARTY TRANSACTIONS FOR LAST 3 YEARS:

For details pertaining to Related Party Transactions, kindly refer to the chapter titled "Financial Statements as Restated "– Related Party Transactions" beginning on page no. 137 of this draft prospectus

(L) DETAILS OF FINANCING ARRANGEMENT:

There are no financing arrangements whereby the promoters, member of promoter group, the directors of the company which is a promoter of the issuer, the directors of our company and their relatives have financed the purchase by any other person of securities of our Company other than in the normal course of the Business of the financing entity during the period of six months immediately preceding the date of filing of this draft prospectus.

(M) WEIGHTED AVERAGE PRICE AT WHICH EQUITY SHARES WAS ACQUIRED BY OUR PROMOTERS IN THE LAST ONE YEAR FROM THE DATE OF THIS DRAFT PROSPECTUS:

Sl. No.	Name of the Promoter	No. of Equity Shares Acquired during last one Year	Nature of Allotment	Weighted Average Price (In ₹ per Equity Share)
1	Mr. Dinesh Muddu Kotian	24,72,100	Bonus Issue	Nil
2	Mr. Santhosh Muddu Kotian	25,000	Bonus Issue	Nil

(N) AVERAGE COST OF ACQUISITION OF EQUITY SHARES FOR PROMOTERS:

Sl. No.	Name of the Promoter	No. of Equity Shares Held	Avg. Cost of Acquisition (In ₹ per Equity Share)
1	Mr. Dinesh Muddu Kotian	29,66,520	1.67
2	Mr. Santhosh Muddu Kotian	30,000	1.67

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

(O) DETAILS OF PRE-IPO PLACEMENT:

Our Company has not proposed any Pre-IPO placement from the date of this draft prospectus till the listing of the Equity Shares.

(P) DETAILS OF ISSUE OF EQUITY SHARES FOR CONSIDERATION OTHER THAN CASH IN THE LAST ONE YEAR FROM THE DATE OF THIS DRAFT PROSPECTUS:

Date of Allotment	Number of Equity Shares allotted	Issue Price (In ₹)	Consideration	Reason for Allotment	Name of the Allottee	Benefit accruing to the company
18-02-2020	25,11,600	-	Nil	Bonus Share	#	Capitalization of free reserves

 # For further details pertaining to Issue of Equity Shares for consideration other than cash, kindly refer to the chapter titled "Capital Structure" beginning on page no. 40 of this draft prospectus.

(Q) DETAILS OF SPLIT/CONSOLIDATION OF OUR EQUITY SHARES IN THE LAST ONE YEAR FROM THE DATE OF THIS DRAFT PROSPECTUS:

Our Company has not undertaken any split or consolidation of Equity Shares in the last one year till the date of this draft prospectus.

SECTION III: RISK FACTORS

RISK FACTOR

Any investment in equity securities involves a high degree of risk. Investor should carefully consider all the information in this draft prospectus, including the risks and uncertainties described below, before making an investment in our Equity Shares. To obtain a more complete understanding, you should read this section together with Sections titled, ***Our Business,*** *and* ***Management's Discussion and Analysis of Financial Condition and Results of Operations*** *beginning on page no.* 65 *and* 143 *respectively, as well as the other financial and statistical information contained in this draft prospectus.*

Any of the following risks, as well as the other risks and uncertainties discussed in this draft prospectus, could have an adverse effect on our business, financial condition, results of operations and prospects and could cause the trading price of our Equity Shares to decline, which could result in the loss of all or a part of your investment. The risks and uncertainties described in this section are not the only risks that we may face. Additional risks and uncertainties not known to us or that we currently believe to be immaterial may also have an adverse effect on our business, results of operations, financial condition and prospects.

This draft prospectus contains forward-looking statements that involve risks and uncertainties. Our actual results could differ materially from those anticipated in these forward-looking statements because of certain factors, including the considerations described below and elsewhere in this draft prospectus.

The financial and other related implications of risks concerned, wherever quantifiable, have been disclosed in the risk factors mentioned below. However, there are certain risk factors where the effect is not quantifiable and hence has not been disclosed in such risk factors. You should not invest in this Issuing unless you are prepared to accept the risk of losing all or part of your investment, and you should consult your tax, financial and legal advisors about the consequences to you of an investment in the Equity Shares.

The financial information in this section is, unless otherwise stated, derived from our Restated Financial Statements prepared in accordance with Indian AS, as per the requirements of the Companies Act, 2013, and SEBI (ICDR) Regulations.

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

1. *Some risks may not be material individually but may be material when considered collectively.*
2. *Some risks may have material impact qualitatively instead of quantitatively.*
3. *Some risks may not be material at present but may have a material impact in the future.*

INTERNAL RISK FACTOR:

1. ***Our Company, our Group Company, our Promoters and Directors are parties to certain legal proceedings. Any adverse decision in such proceedings may have a material adverse effect on our business, result of operations and financial conditions.***

   Our Company, our Group Company, our Promoters and Directors are parties to certain legal proceedings which are pending at different levels of adjudication before competent authority, appeals, tribunal and forums. We cannot assure you that these proceedings will be decided in favour of our Company, our Group Company, our Promoters or our Directors, as the case may be. Further, there is no assurance that similar proceedings will not be initiated against us, our Directors or Promoters in the future. Any adverse outcome in any of the below mentioned proceedings could have an adverse effect on our reputation and may affect our future business, prospects, financial condition and results of operations. It further may divert the attention of our management and promoters and waste our corporate resources. For details of these proceedings, see "Outstanding Litigation and Material Developments" on beginning from page 148 of this draft prospectus. A classification of these legal and other proceedings is given below:

Sr No.	Outstanding Litigations	Number of Matter	Financial Implications to the Extent Quantifiable (Rs. in Lakhs)
1.	**Filed against the Company**		
	Direct Tax / Indirect Tax	5	26.38
2.	**Filed against our Directors**		
	Direct Tax / Indirect Tax	11	56.90
3.	**Filed against our Promoters**		
	Direct Tax / Indirect Tax	8	56.84
4.	***Litigation involving Promoter Group/Group Company***		
	Direct Tax / Indirect Tax	2	0.28

   Note: The amount mentioned above may be subject to additional interest, rates or Penalties being levied by the concerned authorities for delay in making payment or otherwise. In the absence of Order copy of the Income Tax Department, the nature, extents and status of the Cases cannot be ascertained.

2. ***We operate in a highly-competitive and fragmented industry, and our business, results of operations and financial condition may be adversely affected if we are not able to compete effectively.***
   The company operates in the highly competitive and fragmented printing and logistics services industries. The entry barriers in the business are low and numerous players operate in the industry. The company faces tough competition from a large number of unorganised and a few organized players. The margins of the company may be constrained in the future due to volatility in the price of raw materials and consumables and intense competition from new as well as established players.

   Our future success depends on our ability to compete effectively, including by distinguishing our products, content or services from our competitors, by expanding our brands and titles, by providing higher quality content, expanding our distribution, sales and marketing forces, or by expanding our portfolio of digital products and educational services.

3. ***Interruptions or performance problems associated with our technology and infrastructure may harm our business and results of operations.***
   Our printing process may suffer a huge loss in form of wastage of our printing materials like paper, ink, manpower hours, due to interruption of power supply or machinery break down. Although there have not been instances in the past where interruptions or problems with our technology and infrastructure have caused performance issues which have material impact, we may in future experience disruptions, data loss, outages and other performance problems with our technology infrastructure due to a variety of factors, including infrastructure changes, introductions of new functionality, human or software errors, capacity constraints, denial of service, machinery break down, attacks or other security-related incidents. In some instances, we may not be able to identify the cause or causes of these performance problems within an acceptable period of time. It may become increasingly difficult to maintain and improve our performance, especially during peak usage times. To the extent that we do not effectively address capacity constraints, upgrade our systems as needed, and continually develop our technology and network architecture to accommodate actual and anticipated changes in technology, our business, results of operations and financial condition could be harmed.

4. ***We are subject to certain government regulation and if we fail to obtain, maintain or renew our statutory and regulatory licenses, permits and approvals required to operate our business, our business and results of operations may be adversely affected***.
   Our operations are subject to certain government regulation and we are required to obtain and maintain a number of statutory and regulatory permits and approvals under central, state and local government rules in India, generally for carrying out our business. For details of approvals relating to our business and operations, see "Government and Other Approvals" on page 153. A majority of these approvals are granted for a limited duration and require renewal. Further, while we have applied for some of these approvals, we cannot assure you that such approvals will be issued or granted to us in a timely manner, or at all. We cannot assure you that we will be able to obtain such consent in a timely manner. If we do not receive such approvals or are not able to renew the approvals in a timely manner, our business and operations may be adversely affected. The approvals required by our Company are subject to numerous conditions and we cannot assure you that these would not be suspended or revoked in the event of non-compliance or alleged non-compliance with any terms or conditions thereof, or pursuant to any regulatory action. If there is any failure by us to comply with the applicable regulations or if the regulations governing our business are amended, we may incur increased costs, be subject to penalties, have our approvals and permits revoked or suffer a disruption in our operations, any of which could adversely affect our business.

5. ***The shortage or non-availability of power and water facilities may adversely affect our printing process and have an adverse impact on our results of operations and financial condition.***
   Our printing processing unit requires substantial amount of power and water. Currently our power requirement is fulfilled by the supply from Mumbai State Electricity Board. Further, our company has also installed diesel generator to meet exigencies at our facility. However, we can't assure that our facility will be operational during the power failure. Further we source our water requirement from the supply received from Navi Mumbai Municipal Corporation. We have not made any alternate arrangements for supply of water at our facilities. Any disruption/non availability of power or water or any failure on our part to arrange alternate source of electricity and water supply, in a timely manner and at acceptable cost shall directly affect our process which in turn shall have an impact on our operations and results of our company.

6. ***We rely on third party logistic providers, with whom we have no formal arrangements. Any disruption in our transportation arrangements or increases in transportation costs may adversely affect our business, results of operations and financial condition.***
   We rely on third party logistic providers and consequently, any disruption in our transportation arrangements or increases in transportation costs may adversely affect our business, results of operations and financial condition. There are a limited number of such logistic providers and in the absence of a formal arrangement, we are exposed to fluctuations in transportation costs. Also, if the terms offered to such logistic providers by our competitors are more favourable than those offered by us, they may decline to provide their services to us and terminate their arrangements with us. We may also be affected by transport strikes, which may affect our delivery schedules. If we are unable to secure alternate transport arrangements in a timely manner and at an acceptable cost, or at all, our business, results of operations and financial condition may be adversely affected.

7. ***Our business and results of operations are dependent on the contracts, including certain short-term contracts that we enter into with our customers. Any breach of the conditions under these contracts may adversely affect our business and results of operations***
   We have entered into some short-term as well as long-term contracts/ master service agreements with our customers which, depending on the customer, may contain certain terms and conditions. Any dispute with a customer with respect to such obligations could have adverse effects on our relationship with that customer and other current and prospective customers, reduce demand for our products, damage our reputation and harm our business, results of operations and financial condition. While we internally consider all such factors prior to entering into these contracts, we cannot assure you that we will be able to continue to enter into similar such contracts in the future, which are not more onerous than the contracts we enter into currently. Additionally, non-compliance with the terms of our contracts, including breach of confidentiality provisions, may subject us to damages or penalties, lead to termination of the contracts and also result in us being unable to attract further business in the future.

8. ***Our business is dependent on developing and maintaining continuing relationships with our clients and customers. The loss of any significant client or customer could have a material adverse effect on our business, financial condition and results of operations.***
   Our business is dependent on developing and maintaining a continuing relationship with our key clients and customers. In the event of a significant decline in the demand for our products or services by our key clients, our business, results of operations and financial condition may be materially and adversely affected. There can be no assurance that we will be able to maintain the historic levels of business from these clients and customers or that we will be able to replace these clients in case we lose any of them.

9. ***The industry in which we operate, is labour intensive and our operations may be materially adversely affected by strikes, work stoppages or increased wage demands by our employees or any other kind of disputes with our employees.***
   The industry in which we operate being labour intensive depends on labour force for carrying out its activity. Although we have not experienced any labour unrest, we cannot assure you that we will not experience disruptions in work due to disputes or other problems with our work force, which may adversely affect our ability to continue our business operations. Any labour unrest directed against us, could directly or indirectly prevent or hinder our normal operating activities, and, if not resolved in a timely manner, could lead to disruptions in our operations. These actions are impossible for us to predict or control and any such event could adversely affect our business, results of operations and financial condition.

10. ***We have acquired M/s. Pansecure Record Storage Management LLP in 2018, and any failure in achieving the expected benefits from such acquisition, could have an adverse material effect in our business, results of operation, cash flows and financial condition.***
    We have acquired M/s. Pansecure Record Storage Management LLP in 2018 to improve and providing customized solutions for records, documents and files storage and management services. Our ability to realize the anticipated benefits of the LLP firm acquisition will depend, to a large extent, on our ability to integrate its business. The overall integration of the businesses may result in material unanticipated problems, expenses, liabilities, competitive responses, loss of customers and other business relationships. As a result, we will be required to devote significant management attention and resources to integrate our business practices and operations with LLP. The integration process may disrupt other businesses and, if implemented ineffectively, would restrict the realization of the full expected benefits. Our failure to meet the challenges involved in integrating LLP and to realize the anticipated benefits of the transaction could cause an interruption of, or a loss of momentum in, the activities of the combined businesses and could adversely affect our business, results of operation, cash flows and financial condition.

11. ***Our Group company did not change its Object Clause in MOA.***
    Our current promoter has acquired M/s. Dynamic Superways And Exports Limited (Dynamic) in the year 2007. Dynamic was incorporated to act as Registrar to an Issue/Share transfer agent and registered with SEBI had surrender its certificate of registration as RTI/STA and the said certificate was cancelled with effect from 29/12/2004. But the company (Dynamic) has not changed its object clause in MOA, while the business activity of the company has been changed. There is no assurance that any proceedings will not be initiated against the company, its Directors or Promoters in the future.

12. ***Our Registered Office and other premises from where we operate are not owned by us***
    None of our business premises is owned by us. Our Registered office, Corporate Office and other business premises are taken on rental agreement basis. We cannot assure you that we will be able to continue the above arrangement on commercially acceptable / favourable terms in future. For further details, see section "Our Business" on page 65 of this draft prospectus. If we are required to vacate the current premises, we would be required to make alternative arrangements for new offices and other infrastructure, and we cannot assure that the new arrangements will be on commercially acceptable/favourable terms. If we are required to relocate our business operations during this period, we may suffer a disruption in our operations or have to pay higher charges, which could have an adverse effect on our business, prospects, results of operations and financial condition.

13. ***Government initiative for Digitization and going paperless could have negative impact on us.***
We are working with many mutual fund, Credit Card and Banking companies for supply of statement on monthly or periodically basis. Government thrust and awareness to such industry for going paperless could have a negative impact on our results of operations and financial condition. However, we are also updating ourselves and adding new line of business/features/products in our segment, we can't assure that we could retain our financial progress and growth in near future also.

14. ***Our Company had negative cash flow in recent fiscals, details of which are given below. Sustained negative cash flow could adversely impact our business, financial condition and results of operations.***
The detailed break up of cash flows is summarized in below mentioned table and our Company has reported negative cash flow in certain financial years and which could affect our business and growth:

(Rs. in Lakhs)

Particulars	31-12-2019	31-03-2019	31-03-2018	31-03-2017
Net cash from operating activities	112.29	127.85	36.86	-28.36
Net Cash (used in) / from investing activities	-8.49	-224.76	-93.00	-130.27
Net Cash used in financing activities	-114.03	90.75	94.55	160.65
Net increase/(decrease) in cash and cash equivalent	**-10.22**	**-6.16**	**38.42**	**2.01**

15. ***Our Company's insurance coverage to protect us against all material hazards which may result in disruptions of operations/monetary loss on account of stoppage of work may not be sufficient.***
Our Company has insured itself against some business or operational risks. But we cannot assure you that these would be sufficient to protect us against all material hazards which may result in disruptions of operations/monetary loss on account of stoppage of work. Any excess loss would have to be borne by us and our results of operations, cash flows and financial performance could be adversely affected.

16. ***We do not have long term agreements with suppliers of raw material and an increase in the cost of or a shortfall in the availability of raw materials could have an adverse effect on our business, results of operations and financial condition.***
The price and availability of raw materials depend on several factors beyond our control, including overall economic conditions, production levels, market demand and competition for such material, production and transportation cost, duties and taxes and trade restrictions. We usually do not enter into long term supply contracts with any of the raw material supplier and typically place orders with them in advance for our anticipated requirements. The absence of long-term contracts at fixed prices exposes us to volatility in the prices of raw material that we require and we may be unable to pass these costs onto our customers. We also face a risk that one or more of our existing suppliers may discontinue their supplies to us, and any inability on our part to procure the raw material from alternate suppliers in a timely fashion, or on terms acceptable us, may adversely affect our operations and our financial performance.

17. ***We require high working capital for our smooth day to day operations of business and any discontinuance or our inability to acquire adequate working capital timely and on favourable terms may have an adverse effect on our operations, profitability and growth prospects.***
Our business demands substantial funds towards working capital requirements. In case there are insufficient cash flows to meet our working capital requirement or we are unable to arrange the same from other sources or there are delays in disbursement of arranged funds, or we are unable to procure funds on favourable terms, it may result into our inability to finance our working capital needs on a timely basis which may have an adverse effect on our operations, profitability and growth prospects.

18. ***The improper handling of our products, raw materials, or spoilage of and damage to such materials, or any real or perceived contamination/ inferiority in raw materials, could subject us to regulatory action, damage our reputation and have an adverse effect on our business, results of operations and financial condition.***
Any shortcoming in the production or supply of our product due to negligence, human error or otherwise, may damage our products and result in non-compliance with applicable regulatory standards. Any allegation that our raw material are of inferior quality resulting in inferior output could damage our reputation, adversely affect our sales and result in legal proceedings being initiated against us, irrespective of whether such allegations have any factual basis.

19. ***Our inability to expand or effectively manage our growing customer groups may have an adverse effect on our business, results of operations and financial condition.***
We have our own sales network and marketing team. To sell our products and services to our end consumers, we use modern trade channels. Our ability to expand and grow our product reach significantly depends on the reach and effective management of our sales network. We continuously seek to increase the penetration of our product into different customer groups. We cannot assure you that we will be able to successfully identify new consumers. Due to this our business and results of operations may be adversely affected.

20. ***Our actual results could differ from the estimates and projections used to prepare our financial statements.***
The estimates and projections are based on and reflect our current expectations, assumptions and/ or projections as well as our perception of historical trends and current conditions, as well as other factors that we believe are appropriate and reasonable under the circumstances. There can be no assurance that our expectations, estimates, assumptions and/or projections, including with respect to the future earnings and performance will prove to be correct or that any of our expectations, estimates or projections will be achieved.

21. ***Our Company not made any application for registration of trademark yet. We are taking steps to apply for the registration of the Trademark in the near future. We are unable to assure you that the future viability or value of any of our intellectual property or that the steps taken by us to protect the proprietary rights of our Company will be adequate.***
We have not made any application with 'The Registrar of Trade Marks, Trade Marks Registry' for registration of trademark of our logo . We are taking steps to apply for the registration of the Trademark in the near future as the registration for the said trademark in our name is important to retain our brand equity. If our application for registration is not accepted or if any oppositions filed against our trademark application are successful, we may lose the statutory protection available to us under the Trade Marks Act, 1999 for such trademark. Further, we cannot assure that our future application would be granted registration or will not be challenged or if granted registration, will not be invalidated or circumvented or will offer us any meaningful protection. We are unable to assure that the future viability or value of any of our intellectual property or that the steps to be taken by us to protect the proprietary rights of our Company will be adequate. For further details of our trademarks, please see "Government and Other Approvals" on page 153 of this draft prospectus.

22. ***We have entered into certain related party transactions and may continue to do so.***
We have entered into related party transactions with our Promoters, its group members/ entities, Directors and other associates. While we believe that all such transactions have been conducted on arm's length basis, however it is difficult to ascertain whether more favourable terms would have been achieved had such transactions been entered with unrelated parties. Furthermore, it is likely that we will continue to enter into related party transactions in the near future. There can be no assurance that such transactions, individually or in the aggregate, will not have an adverse effect on our financial condition and results of operation. For further details regarding the related party transactions, see the disclosure on related party transactions contained in the financial statements included in this draft prospectus and, also see the section "Related Party Transactions" on page no. 137 of this draft prospectus.

23. ***Noncompliance with and changes in, safety, health and environmental laws and other applicable regulations, may adversely affect our business, results of operations and financial condition***.
We are subject to laws and government regulations, including in relation to safety, health and environmental protection. We cannot assure you that we will not be involved in future litigation or other proceedings, or be held liable in any litigation or proceedings including in relation to safety, health and environmental matters, the costs of which may be significant. Any accidents at our facilities may result in personal injury or loss of life resulting in the suspension of operations. The loss or shutdown of our operations over an extended period of time could have an adverse effect on our business and operations.

24. ***Our business and prospects may be adversely affected if we are unable to maintain and grow our brand image.***
Our brand and its reputation are among our most important assets and we believe our brands serve in attracting customers to our product in preference over those of our competitors. We also believe that continuing to develop awareness of our brand, through focused and consistent branding and marketing initiatives, among retail consumers, is important for our ability to increase our sales volumes and our revenues, grow our existing market share and expand into new markets. Consequently, any adverse publicity involving us, or any of our products may impair our reputation, dilute the impact of our branding and marketing initiatives and adversely affect our business and our prospects.

25. ***If we are unable to raise additional capital, our business prospects could be adversely affected.***
We intend to fund our development plans through our cash on hand, cash flow from operations and from the Net Proceeds. We will continue to incur significant expenditure in maintaining and growing our existing infrastructure. We cannot assure you that we will have sufficient capital resources for our current operations or any future expansion plans that we may have. While we expect our cash on hand and cash flow from operations to be adequate to fund our existing commitments, our ability to incur any future borrowings is dependent upon the success of our operations. Additionally, the inability to obtain sufficient financing could adversely affect our ability to complete expansion plans. Our ability to arrange financing and the costs of capital of such financing are dependent on numerous factors, including general economic and capital market conditions, credit availability from banks, investor confidence, the continued success of our operations and other laws that are conducive to our raising capital in this manner. If we decide to meet our capital requirements through debt financing, we may be subject to certain restrictive covenants. If we are unable to raise adequate capital in a timely manner and on acceptable terms, or at all, our business, results of operations, cash flows and financial condition could be adversely affected.

26. ***Any delay or default in client payment could result in the reduction of our profits.***
Our operations involve extending credit for extended periods of time to our certain customers and consequently, we face the risk of the uncertainty regarding the receipt of these outstanding amounts. As a result of such industry conditions, we have and may continue to have high levels of outstanding receivables. If our customers delay or default in making these payments, our profits margins could be adversely affected.

27. ***The average cost of acquisition of Equity Shares by our Promoters is lower than the Issue Price.***
The average cost of acquisition of Equity Shares by our promoter is lower than the issue price. However, the promoters have acquired all the shares in face value, but due to allotment of Bonus shares, there acquisition price has gone below the face value.

Sl. No.	Name of the Promoter	No. of Equity Shares Held	Avg. Cost of Acquisition (In ₹ per Equity Share)
1	Mr. Dinesh Muddu Kotian	29,66,520	1.67
2	Mr. Santhosh Muddu Kotian	30,000	1.67

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

28. ***The Promoters and Directors hold Equity Shares in our Company and are therefore interested in our Company's performance in addition to their remuneration and reimbursement of expenses***.
Certain of our Directors (including our Promoters) are interested in our Company, in addition to regular remuneration or benefits and reimbursement of expenses, to the extent of their shareholding in our Company. We cannot assure you that our Promoters will exercise their rights as shareholders to the benefit and best interest of our Company. Our Promoters will continue to exercise significant control over us, including being able to control the composition of our Board of Directors and determine decisions requiring simple or special majority voting of shareholders, and our other shareholders may be unable to affect the outcome of such voting. Our Promoters may take or block actions with respect to our business which may conflict with the best interests of our Company or that of minority shareholders. For details on the interest of our Promoters and Directors of our Company, other than reimbursement of expenses incurred or normal remuneration or benefits, see "Our Management – Interest of Directors" and "Our Promoters, Promoter Group and Group Companies – Interest in our Company" on pages 94 and 107, respectively.

29. ***We are dependent on a number of key personnel, including our senior management, and the loss of or our inability to attract or retain such persons could adversely affect our business, results of operations and financial condition***.
Our performance depends largely on the efforts and abilities of our senior management and other key personnel. We believe that the inputs and experience of our senior management and key managerial personnel are valuable for the development of business and operations and the strategic directions taken by our Company. We cannot assure you that we will be able to retain these employees or find adequate replacements in a timely manner, or at all. We may require a long period of time to hire and train replacement personnel when qualified personnel terminate their employment with our Company. We may also be required to increase our levels of employee compensation more rapidly than in the past to remain competitive in attracting employees that our business requires. The loss of the services of such persons may have an adverse effect on our business and our results of operations. The continued operations and growth of our business is dependent upon our ability to attract and retain personnel who have the necessary and required experience and expertise. Competition for qualified personnel with relevant industry expertise in India is intense. A loss of the services of our key personnel may adversely affect our business, results of operations and financial condition.

30. ***Certain relevant copies of education qualification and experience certificates of our promoters/Directors are not traceable.***
Relevant copies of education qualification and experience certificates of some of our promoters/Directors are not traceable. We can't assure you that back-ups for the relevant copies of educational qualifications will be available in a timely manner or at all. We have relied on personal undertakings provided from them.

31. ***Our Company has availed certain unsecured loans that are recallable by the lenders at any time***.
Our Company had availed certain unsecured loans and may continue to do so in future that are recallable on demand by the lenders. In such cases, the lender is empowered to require repayment of the facility at any point in time during the tenor. In case the loan is recalled on demand by the lender and our Company is unable to repay the outstanding amounts under the facility at that point, it would constitute an event of default under the respective loan agreements. For further details, please refer chapter titled "Financial Indebtedness" beginning on page 141 of this draft prospectus.

32. ***Our funding requirements and the proposed deployment of the Net Proceeds are based on management estimates and have not been independently appraised.***
Our funding requirements and the proposed deployment of the Net Proceeds are based on management estimates and is subject to change in light of changes in external circumstances, costs, other financial condition or business strategies, and have not been appraised by an independent entity. In the absence of such independent appraisal, or the requirement

for us to appoint a monitoring agency in terms of the SEBI Regulations, the deployment of the net proceeds is at our discretion. We cannot assure you that we will be able to monitor and report the deployment of the Net Proceeds in a manner similar to that of a monitoring agency. Further, we may have to revise our expenditure and funding requirements as a result of variations in costs, estimates, quotations or other external factors, which may not be within the control of our management. This may entail rescheduling, revising or cancelling planned expenditure and funding requirements at the discretion of our Board. Additionally, various risks and uncertainties, including those set out in this "Risk Factors" section, may limit or delay our Company's efforts to use the Net Proceeds and to achieve profitable growth in our business.

33. ***Our Promoters and Promoter Group will continue to retain control over our Company after completion of the Issue, which will allow them to influence the outcome of matters submitted for approval of our shareholders.***
Post completion of the Issue, our Promoters and Promoter Group will continue to hold approximately 71.11% of our post-Issue Equity Share capital. As a result, they will have the ability to significantly influence matters requiring shareholders approval, including the ability to appoint Directors to our Board and the right to approve significant actions at Board and at shareholders' meetings, including the issue of Equity Shares and dividend payments, business plans, mergers and acquisitions, any consolidation or joint venture arrangements, any amendment to our Memorandum of Association and Articles of Association, and any assignment or transfer of our interest in any of our licenses. We cannot assure you that our Promoters will not have conflicts of interest with other shareholders or with our Company. Any such conflict may adversely affect our ability to execute our business strategy or to operate our business.

34. ***Any future issuance of Equity Shares may dilute your shareholdings, and sale of the Equity Shares by our major shareholders may adversely affect the trading price of our Equity Shares.***
Any future equity issuances by our Company may lead to the dilution of investors' shareholdings in our Company. In addition, any sale of substantial Equity Shares in the public market after the completion of this Issue, including by our major shareholders, or the perception that such sales could occur, could adversely affect the market price of the Equity Shares and could significantly impair our future ability to raise capital through offerings of the Equity Shares. We cannot predict what effect, if any, market sales of the Equity Shares held by the major shareholders of our Company or the availability of these Equity Shares for future sale will have on the market price of our Equity Shares.

35. ***The Issue Price of our Equity Shares may not be indicative of the market price of our Equity Shares after the Issue and the market price of our Equity Shares may decline below the Issue Price and you may not be able to sell your Equity Shares at or above the Issue Price.***
The Issue price is based on numerous factors. For further information, see the chapter titled "*Basis for Issue Price"* beginning on page no. 54 of this draft prospectus and may not be indicative of the market price of our Equity Shares after the Issue. The market price of our Equity Shares could be subject to significant fluctuations after the Issue and may decline below the Issue Price. We cannot assure you that you will be able to sell your Equity Shares at or above the Issue Price. Among the factors that could affect our share price are:

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

36. ***Any future acquisitions, joint ventures, partnerships, strategic alliances, tie-ups or investments could fail to achieve expected synergies and may disrupt our business and harm our financial condition and operating results.***
Our success will depend, in part, on our ability to expand our business in response to changing technologies, customer demands and competitive pressures. We have, in the past, explored and continue to explore opportunities on our own, or through tie-ups, acquisitions, strategic alliances, partnerships or joint ventures across countries and regions of focus. In some circumstances, we may also decide to acquire, or invest in, complementary technologies instead of internal development. While we are currently evaluating opportunities and speaking to several potential partners, we have not entered into any definitive agreements in relation to this. Further, the identification of suitable acquisition can be difficult, time-consuming and costly, and we may not be able to successfully complete acquisitions that we target in the future. The risks we face in connection with acquisitions may include integration of product and service offerings, co-ordination of R&D and sales and marketing functions and the diversion of management time and focus from operating our business to addressing acquisition integration challenges. Our failure to address these risks or other problems encountered in connection with our acquisitions and investments could cause us to fail to realise the anticipated benefits of these acquisitions or investments, cause us to incur unanticipated liabilities, and harm our business generally.

37. ***Managing employee benefit pressures in India may prevent us from sustaining our competitive advantage which could adversely affect our business prospects and future financial performance.***
Employee benefits represent a major expense for us and our ability to maintain or reduce such costs is critical for our business operations. We may be required to increase employee compensation levels to remain competitive and manage attrition, and consequently we may need to increase the prices of our products and services. An increase in wages/

salaries paid to our employees may result in a material adverse effect on our profits in the event that we are unable to pass on such increased expenditure to our users or customers without losing their business to our competitors. Likewise, if we are unable to sustain or increase the number of employees as necessary to meet growing demand, our business, financial condition and results of operations could be adversely affected.

EXTERNAL RISK FACTORS

1. ***Changes in government regulations or their implementation could disrupt our operations and adversely affect our business and results of operations.***
   Our business and industry is regulated by different laws, rules and regulations framed by the Central and State Government. These regulations can be amended/ changed on a short notice at the discretion of the Government. If we fail to comply with all applicable regulations or if the regulations governing our business or their implementation change adversely, we may incur increased costs or be subject to penalties, which could disrupt our operations and adversely affect our business and results of operations.

2. ***You may be subject to Indian taxes arising out of capital gains on the sale of the Equity Shares.***
   Under current Indian tax laws, capital gains arising from the sale of equity shares within 12 months in an Indian company are classified as short term capital gains and generally taxable. Any gain realized on the sale of listed equity shares on a stock exchange that are held for more than 12 months is considered as long-term capital gains and is taxable at 10%, in excess of Rs. 1,00,000. Any long-term gain realized on the sale of equity shares, which are sold other than on a recognized stock exchange and on which no STT has been paid, is also subject to tax in India. Capital gains arising from the sale of equity shares are exempt from taxation in India where an exemption from taxation in India is provided under a treaty between India and the country of which the seller is resident. Generally, Indian tax treaties do not limit India's ability to impose tax on capital gains. As a result, residents of other countries may be liable to pay tax in India as well as in their own jurisdiction on a gain on the sale of equity shares.

3. ***Public companies in India, including our Company, shall be required to prepare financial statements under Indian Accounting Standards.***
   Our Company currently prepares its annual financial statements under Indian GAAP. The MCA, Government of India, has, through a notification dated February 16, 2015, set out the Indian Accounting Standards (Ind AS) and the timelines for their implementation. In accordance with such notification, our Company may required to prepare its financial statements in accordance with Ind AS in future. Ind AS is different in many aspects from Indian GAAP under which our financial statements are currently prepared. Accordingly, the degree to which the restated financial statements included in the draft prospectus will provide meaningful information is entirely dependent on the reader's level of familiarity with Indian accounting practices. Any reliance by persons not familiar with Indian accounting practices on the financial disclosures presented in the draft prospectus should accordingly be limited.

4. ***Taxes and other levies imposed by the Government of India or other State Governments, as well as other financial policies and regulations, may have a material adverse effect on our business, financial condition and results of operations.***
   Taxes and other levies imposed by the Central or State Governments in India that affect our industry include:
   - custom duties on imports of raw materials and components;
   - Goods and Service

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

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

6. ***We cannot guarantee the accuracy or completeness of facts and other statistics with respect to India, the Indian economy and industry in which we operate contained in the draft prospectus.***
   While facts and other statistics in the draft prospectus relating to India, the Indian economy and the industry in which we operate has been based on various web site data and IBEF that we believe are reliable, we cannot guarantee the quality or reliability of such materials. While we have taken reasonable care in the reproduction of such information, industry facts and other statistics have not been prepared or independently verified by us or any of our respective

affiliates or advisors and, therefore we make no representation as to their accuracy or completeness. These facts and other statistics include the facts and statistics included in the chapter titled *"Industry Overview"* beginning on page 58 of this draft prospectus. Due to possibly flawed or ineffective data collection methods or discrepancies between published information and market practice and other problems, the statistics herein may be inaccurate or may not be comparable to statistics produced elsewhere and should not be unduly relied upon. Further, there is no assurance that they are stated or compiled on the same basis or with the same degree of accuracy, as the case may be, elsewhere.

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

8. ***Foreign investors are subject to foreign investment restrictions under Indian law that limits our ability to attract foreign investors, which may adversely impact the market price of the Equity Shares.***
   Under the foreign exchange regulations currently in force in India, transfer of shares between non- residents and residents are freely permitted (subject to certain exceptions) if they comply with the pricing guidelines and reporting requirements specified by the RBI. If the transfer of shares, which are sought to be transferred, is not in compliance with such pricing guidelines or reporting requirements or fall under any of the exceptions referred to above, then the prior approval of the RBI will be required. Additionally, shareholders who seek to convert the Rupee proceeds from a sale of shares in India into foreign currency and repatriate that foreign currency from India will require a no objection/ tax clearance certificate from the income tax authority. There can be no assurance that any approval required from the RBI or any other government agency can be obtained on any particular terms or at all.

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

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

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

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

PROMINENT NOTES TO RISK FACTOR:

1. Initial Public Issue of 12,00,000 Equity Shares of face value of ₹10/- each of our Company for cash at a price of ₹20/- per Equity Share (Issue Price), including a share premium of ₹10/- per equity share aggregating upto ₹240.00 Lakhs

2. The pre-issue net worth of our Company as per restated balance sheet for the period nine-month ended December 31, 2019 is ₹372.41 Lakhs. The book value of Equity Share as per restated balance sheet for the period nine-month ended December 31, 2019 was ₹74.14 per equity shares. For more information, please refer to section titled Financial Statements as restated beginning on page 117 of this draft prospectus.

3. However, on 18/02/2020 Company has allotted 25,11,600 Equity Shares as Bonus Shares in the Ratio of 5 (Five) New Equity Share for every 1 (One) Equity Share held (i.e. the ratio of 5:1 shares) i.e. after restated period. After considering the bonus impact, the net-worth of the company would be same but book value of equity shares would be Rs. 12.36 per equity shares. For more information, please refer to section titled Capital Structure beginning on page 40 of this draft prospectus.

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

Sl. No.	Name of the Promoter	No. of Equity Shares Held	Avg. Cost of Acquisition (In ₹ per Equity Share)
1	Mr. Dinesh Muddu Kotian	29,66,520	1.67
2	Mr. Santhosh Muddu Kotian	30,000	1.67

For further details relating to the allotment of Equity Shares to our Promoters, please refer to the chapter titled *Capital Structure* beginning on page no 40 of this draft prospectus.

5. For details on related party transactions and loans and advances made to any company in which Directors are interested, please refer *Related Party Transaction*‖ under chapter titled *Financial Statements as restated* beginning on page 117 of this draft prospectus.

6. Investors may note that in case of over-subscription in the Issue, allotment to Retail applicants and other applicants shall be on a proportionate basis. For more information, please refer to the chapter titled *Issue Structure* beginning on page 171 of this draft prospectus.

7. Except as disclosed in the chapter titled *Capital Structure, Our Promoter and Promoter Group*, *Our Management* and *Related Party Transaction* beginning on pages 40, 107, 94 and 137 respectively, of this draft prospectus, none of our Promoters, Directors or Key Management Personnel has any interest in our Company.

8. Except as disclosed in the chapter titled "Capital Structure" beginning on page 40 of this draft prospectus, we have not issued any Equity Shares for consideration other than cash.

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

10. Investors are advised to refer to the chapter titled *Basis for Issue Price* beginning on page 54 of the draft prospectus.

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

12. Investors may contact the Lead Manager or the Company Secretary & Compliance Officer for any complaint/clarification/information pertaining to the Issue. For contact details of the Lead Manager and the Company Secretary & Compliance Officer, please refer to chapter titled "*General Information*" beginning on page 32 of this draft prospectus.

All grievances in relation to the application through ASBA process or UPI Mechanism may be addressed to the Registrar to the Issue, with a copy to the relevant Designated Intermediary with whom the ASBA Form was submitted, giving details such as the full name of the sole or First Applicant, ASBA Form number, Applicants' DP ID, Client ID, PAN, number of Equity Shares applied for, date of submission of ASBA Form/UPI, address of Bidder, the name and address of the relevant Designated Intermediary, where the ASBA Form was submitted by the Bidder, ASBA Account number in which the amount equivalent to the Bid Amount was blocked and UPI ID used by the Retail Individual Investors. Further, the Bidder shall enclose the Acknowledgment Slip from the Designated Intermediaries in addition to the documents or information mentioned herein above.

SECTION IV: INTRODUCTION

THE ISSUE

The present Issue of 12,00,000 *Equity Shares in terms of draft prospectus has been authorized pursuant to a resolution of our Board of Directors held on February 18, 2020 and by special resolution passed under Section 62(1)(c) of the Companies Act, 2013, at the Extra-Ordinary General Meeting of the members held on February 20, 2020.*

The following is the summary of the Issue:

Present Issue [(1)]	Upto 12,00,000 Equity Shares of ₹10/- each fully paid-up of our Company for cash at a price of ₹20/- per Equity Share aggregating to ₹240.00 Lakhs.
Out of which:	
Market Maker Reservation Portion	Upto 60,000 Equity Shares of ₹10/- each fully paid-up of our Company for cash at a price of ₹20/- per Equity Share aggregating to ₹12.00 Lakhs.
Net Issue to the Public [(2)]	Upto 11,40,000 Equity Shares of ₹10/- each fully paid-up of our Company for cash at a price of ₹20/- per Equity Share aggregating to ₹228.00 Lakhs.
Out of which:	
Allocation to Retail Individual Investors for up to Rs. 2.00 lakh	5,70,000 Equity Shares of ₹10/- each fully paid-up of our Company for cash at a price of ₹20/- per Equity Share aggregating to ₹114.00 Lakhs.
Allocation to other investors for above Rs. 2.00 lakh	5,70,000 Equity Shares of ₹10/- each fully paid-up of our Company for cash at a price of ₹20/- per Equity Share aggregating to ₹114.00 Lakhs.
Pre- and Post-Issue Equity Shares	
Equity Shares outstanding prior to the Issue	30,13,920 Equity Shares of ₹10/- each
Equity Shares outstanding after the Issue*	42,13,920 Equity Shares of ₹10/- each
Objects of the Issue	Please refer to the section titled "Objects of the issue" beginning on page no. 50 of this draft prospectus.
Issue Open on	[●]
Issue Close on	[●]

**Assuming Full Allotment*

[(1)] The present Issue is being made by our Company in terms of Regulation 229 (1) of the SEBI ICDR Regulations read with Rule 19(2)(b)(i) of SCRR wherein not less than 25% of the post-Issue paid-up equity share capital of our Company are being offered to the public for subscription

[(2)] This Issue is being made in terms of Section IX of the SEBI (ICDR) Regulations 2018, as amended from time to time. The Issue is being made through the Fixed Price method and hence, as per Regulation 253, sub regulation (2) of SEBI (ICDR) Regulations 2018, the allocation in the net issue to public category shall be made as follow:

(a) Minimum 50% to the Retail individual investors; and

(b) remaining to:
- *i. individual applicants other than retail individual investors; and*
- *ii. other investors including corporate bodies or institutions; irrespective of the number of specified securities applied for;*

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

Explanation: *For the purpose of Regulation 253, sub Regulation (2), if the retail individual investor category is entitled to more than fifty percent of the issue size on proportionate basis, the retail individual investors shall be allocated that higher percentage.*

For further details, kindly refer the chapter titled "Terms of the Issue" beginning on page 166 *of this draft prospectus.*

SUMMARY OF FINANCIAL INFORMATION

RESTATED STATEMENT OF BALANCE SHEET

Particulars	AS at Dec 31, 2019	As at March 31,		
		2,019	2,018	2,017
I. EQUITY AND LIABILITIES				
(1) Shareholder's Funds				
(a) Share Capital	50.23	50.23	50.23	48.30
(b) Reserves and Surplus	322.18	247.32	154.92	90.12
(2) Share Application Money Pending Allotment	-	-	-	-
(3) Non-Current Liabilities				
(a) Long-Term Borrowings	117.02	250.75	192.72	203.37
(b) Long term provision	6.80	4.58	3.25	2.50
(c) Other Long Term Liabilities	-	-	-	-
(d) Defferd Tax Liability(Net)	-	-	-	-
(4) Current Liabilities				
(a) Short-Term Borrowings	347.85	280.50	196.35	65.18
(b) Current Maturities of Long Term Borrowings	-	-	-	-
(b) Trade Payables	602.65	369.69	404.51	446.49
(c) Other Current Liabilities	38.42	14.22	44.45	10.19
(d) Short-Term Provisions	38.56	43.80	36.46	27.66
Total	**1,523.71**	**1,261.09**	**1,082.88**	**893.81**
II.ASSETS				
(1) Non-Current Assets				
(a) Fixed Assets				
- Tangible Assets	231.23	270.52	210.74	139.20
- Intangible Assets	-	-	-	-
- Capital Work in Progress	-	-	-	-
Goodwill on Consolidation	-	-	-	-
(b) Non-Current Investments	3.70	3.70	2.76	7.57
(c) Deferred Tax Assets (Net)	8.82	8.29	4.77	2.33
(d) Long Term Loans And Advances	25.03	24.03	13.49	26.52
(e) Other Non Current Assets	-	-	-	-
(2) Current Assets				
(a) Current Investment	103.15	101.44	-	-
(a) Inventories	418.22	313.03	145.85	129.25
(b) Trade receivables	668.42	465.44	545.97	533.76
(c) Cash and Cash Equivalents	32.47	42.69	48.85	10.43
(d) Short-Term Loans And Advances	20.99	16.11	56.58	31.29
(e) Other Current Assets	11.70	15.84	53.87	13.45
Total	**1,523.71**	**1,261.09**	**1,082.88**	**893.81**

RESTATED STATEMENT OF PROFIT AND LOSS

Sr. No.	Particulars	For the Period ended on Dec 31, 2019	For the year ended March 31,		
			2019	2018	2017
A	*Revenue:*				
	Revenue from Operations (Net of Taxes)	1,301.60	2,046.08	1,730.70	1,010.19
	Other Income	10.28	21.23	2.96	0.35
	Total Revenue	**1,311.88**	**2,067.31**	**1,733.66**	**1,010.54**
	Expenses:				
B	Cost of Material Consumed	961.61	1,661.90	1,350.03	757.46
	Changes in inventories of finished goods, work-in-progress and Stock-in-Trade	-105.19	-167.19	-16.60	-6.53
	Employee benefit expenses	132.63	153.42	105.56	106.41
	Financial Cost	47.65	51.43	27.90	14.63
	Depreciation and amortization expenses	45.45	57.99	40.89	26.57
	Others Expenses	119.72	175.39	137.76	66.30
	Total Expenses	**1,201.87**	**1,932.94**	**1,645.54**	**964.83**
C	**Profit before exceptional, extraordinary items and tax**	**110.01**	**134.37**	**88.12**	**45.71**
	Less: Exceptional Items	-	-	-	-
	Profit before extraordinary items and tax (A-B)	**110.01**	**134.37**	**88.12**	**45.71**
	Prior Period Items	4.43	-	-	2.07
	Extra ordinary items	-	-	-	-
D	**Profit before tax**	**105.58**	**134.37**	**88.12**	**43.63**
	Tax expense:				
	Current tax	31.23	41.81	25.77	15.08
	MAT Credit	-	-	-	-
	Income Tax relating to earlier year	-	3.68	-	-
	Deferred Tax	-0.53	-3.51	-2.44	-0.39
	Profit/(Loss) for the period After Tax- PAT	**74.86**	**92.38**	**64.79**	**28.95**
	MINORITY INTEREST	-	-	-	-
	PROFIT FOR THE YEAR	**74.86**	**92.38**	**64.79**	**28.95**

RESTATED STATEMENT OF CASH FLOW STATEMENT

Particulars	For the Period ended Dec 31, 2019	For the year ended March 31,		
		2019	2018	2017
Cash Flow from Operating Activities:				
Net Profit before tax as per Profit and Loss A/c	**105.57**	**134.37**	**88.12**	**43.63**
Adjustments for:				
Depreciation & Amortisation Expense	45.45	57.99	40.89	26.57
Interest Income	-0.29	-0.72	-0.12	-0.09
Income/Loss from shares	-	-5.13	-1.34	-0.17
Finance Cost	47.65	51.43	27.90	14.63
Dividend Received	-0.09	-0.08	-0.11	-0.07
Profit & Loss on sale of fixed assets	-	-	-	-
Operating Profit Before Working Capital Changes	**198.28**	**237.87**	**155.34**	**84.51**
Adjusted for (Increase)/ Decrease in:				
Short term provision	-5.24	7.35	8.79	-28.96
Long term provision	2.23	1.33	0.74	2.50
Trade Receivables	-202.98	80.53	-12.21	-404.09
Loans & Advances	-4.88	40.47	-25.28	-15.24
Inventories	-105.19	-167.19	-16.60	-6.53
Other current assets	4.14	38.04	-40.42	9.63
Trade Payables	232.96	-34.82	-41.99	337.48
Other Current Liabilities	24.20	-30.22	34.26	7.42
Cash Generated from Operations	**-54.75**	**-64.52**	**-92.70**	**-97.78**
Net Income Tax paid/ refunded	-31.23	-45.50	-25.77	-15.08
Net Cash Flow from/ (used in) Operating Activities: (A)	**112.29**	**127.85**	**36.86**	**-28.36**
Cash Flow from Investing Activities:				
Net (Purchases)/Sales of Fixed Assets (including capital work in progress)	-6.16	-117.76	-112.41	-105.88
Interest Income	0.29	0.72	0.12	0.09
Income/Loss from shares	-	5.13	1.34	0.17
Dividend Received	0.09	0.08	0.11	0.07
Net (Increase)/Decrease in Long Term Loans & Advances	-1.00	-10.54	13.04	-21.94
Net (Increase)/Decrease in other Non-current assets	-	-	-	-
Proceeds from Sale or Purchase OF Investments	-1.71	-102.38	4.81	-2.78
Net Cash Flow from/ (used in) Investing Activities: (B)	**-8.49**	**-224.76**	**-93.00**	**-130.27**
Cash Flow from Financing Activities:				
Proceeds from issue of share capital	-	-	1.93	35.00
Net Increase/(Decrease) in Long Term Borrowings	-133.73	58.03	-10.65	133.66
Net Increase/(Decrease) in Short Term Borrowings	67.35	84.15	131.17	6.62
Interest on borrowings	-47.65	-51.43	-27.90	-14.63
Dividend paid	-	-	-	-5.68
Net Cash Flow from/ (used in) Financing Activities (C)	**-114.03**	**90.75**	**94.55**	**160.65**
Net Increase/(Decrease) in Cash & Cash Equivalents	-10.22	-6.16	38.42	2.01
Cash & Cash Equivalents as At Beginning of the Year	42.69	48.85	10.43	14.10
Cash & Cash Equivalents as At End of the Year	**32.47**	**42.69**	**48.85**	**10.43**

SECTION V: GENERAL INFORMATION

Our Company was originally incorporated as ***"DJ Logistic Solutions Private Limited"*** on February 24, 2009 under the provisions of the Companies Act, 1956 bearing Corporate Identification Number U60232MH2009PTC190567 issued by the Registrar of Companies, Mumbai, Maharashtra. Subsequently name of the company has been changed to ***"DJ Mediaprint & Logistics Private Limited"*** vide a Certificate of Incorporation pursuant to change of name dated December 08, 2017. Subsequently our company was converted into Public Limited Company and the name of our Company was changed to ***"DJ Mediaprint & Logistics Limited"*** vide a fresh Certificate of Incorporation consequent upon conversion from Private Company to Public Company dated December 19, 2017 bearing Corporate Identification Number U60232MH2009PLC190567 issued by the Registrar of Companies, Mumbai. For further details of change in name and registered office of our Company, please refer to section titled "History and Certain Corporate Matters" beginning on page no 90 of this Draft Prospectus.

Brief of Company and Issue Information	
Registered Office	**DJ Mediaprint & Logistics Limited** 24, 1st Floor, Palkhiwala House, Tara Manzil, 1st Dhobi Talao Lane, Mumbai – 400 002, Maharashtra, India. Tel No: 022 - 22002140 Email: cs@djcorp.in Website: www.djcorp.in
Corporate Office	**DJ Mediaprint & Logistics Limited** UP Warehouse, Mafco Yard, Plot No. 4 to 9, 1st Floor, Sector-18, Vashi, Navi Mumbai – 400703, Maharashtra, India. Tel No: 022 – 2788 9341 Email: cs@djcorp.in Website: www.djcorp.in
Other Locations	**Printing Press** UP Warehouse, Mafco Yard, Plot No. 4 to 9, 1st Floor, Sector-18, Vashi, Navi Mumbai – 400703, Maharashtra, India. **Record Management Center/Warehouse at Bhiwandi** 1) R.C.C Building No. A/3, 115 Harihar Corporation, Dapoda Village, Mankoli Naka, Bhiwandi, Dist. Thane. 2) Building No. A/3, 104, Harihar Complex, Dapoda Road, Bhiwandi, Dist. Thane. 3) Building No. A/3, 105, Harihar Complex, Dapoda Road, Bhiwandi, Dist. Thane. 4) Building No. A/3, 116, Harihar Complex, Dapoda Road, Bhiwandi, Dist. Thane. 5) Building No. D-1, Gala No. 107, Print World Industrial Complex, Vehele Bhatele Road, Village Vehele, Tal. Bhiwandi Dist. Thane - 421311. 6) Gala No. 16 and 17, Globe Complex, Opp. Manas cng pump, Village Owali, Dapode Mankoli Anjunphata, Bhiwandi - Thane. **GOA Office** Plot No. 114, Ground Floor, PDA COLONY, Off Mall De Goa, Mapusa Road, Porvorim, Bardez, Goa - 403521. **Delhi Office** No. 18/7 (Old No. WZ-93/4), Situated at Azad Nagar, Bagh Kare Khan, Near Padam Nagar, Kishan Ganj, Delhi - 110007.
Date of Incorporation	February 24, 2009
Corporate Identification Number	U60232MH2009PLC190567
Company Category	Company Limited by Shares
Company Subcategory	Indian Non-Government Company
Address of Registrar of Companies	Registrar of Companies, Mumbai, Maharashtra 100, Everest, Marine Drive, Mumbai- 400002, India.

Designated Stock Exchange^	BSE Limited, SME Platform of BSE Limited ("BSE SME") P.J. Towers, Dalal Street, Mumbai – 400 001
Company Secretary and Compliance Officer	**Ms. Khushboo Mahesh Lalji** DJ Mediaprint & Logistics Limited UP Warehouse, Mafco Yard, Plot No. 4 to 9, 1st Floor, Sector-18, Vashi, Navi Mumbai – 400703, Maharashtra, India. Tel No: 022 – 2788 9341 Email: cs@djcorp.in Website: www.djcorp.in
Chief Financial Officer	**Mr. Dhanraj Dayanand Kunder** DJ Mediaprint & Logistics Limited UP Warehouse, Mafco Yard, Plot No. 4 to 9, 1st Floor, Sector-18, Vashi, Navi Mumbai – 400703, Maharashtra, India. Tel No: 022 – 2788 9341 Email: dhanraj.kunder@djcorp.in Website: www.djcorp.in
Statutory/Peer Review Auditor of the company	**"M/S. ADV & ASSOCIATES"** Chartered Accountants, 801, Empress Nucleus, Gaothan Road, Off Little Flower School, Andheri East, Mumbai - 400069, India. Tel No: 9167664141 E-mail ID: advassociates@gmail.com Contact Person: CA Prakash Mandhaniya Designation: Partner Membership No: 421679 Firm Registration No.: 128045W Peer Review Certificate No: 011269 dated 30th July 2018

^ In compliance with Regulation 230(1)(a) of SEBI (ICDR) Regulation, 2018, we had made an application to SME Platform of BSE Limited only for listing of our equity shares.

Board of Directors of Our Company

Our Company's Board comprises of the following Directors:

Sl. No.	Name of The Director	Designation	Age	DIN No.	Address
1	Mr. Dinesh Muddu Kotian	Managing Director	46	01919855	Flat - 102, Gourinandan Building, Plot-306, Sector - 31A, Vashi Gaon, Vashi, Navi Mumbai - 400703, Maharashtra, India
2	Mr. Deepak Pandurang Bhojane	Whole Time Director	45	02585388	A-105, Vrindavan B CHSL, Plot No 29/41, Sector - 9, Khanda Colony, New Panvel, Navi Mumbai - 410206, Maharashtra, India
3	Mr. Deepak Dattaram Salvi	Whole Time Director	50	02588250	205, Laxmi Chaya Building, Plot No - 174, 2nd Floor, Gaon Devi Mandir Road, Sector-11, Juhu Gaon, Vashi, Navi Mumbai - 400703, Maharashtra, India
4	Mr. Devadas Alva	Non-Executive Director	78	06902537	C-101, Sainath Tower, Near Gavanpada Fire Bridge Station, Mulund (East), Mumbai - 400081
5	Mr. Dwarka Prasad Gattani	Non-Executive Director	38	06865570	Flat No 604, Building No 12, Jupiter CHSL, Evershine Millenium Paradise, Thankur Village, Kandivali East, Mumbai - 400101
6	Mr. Purshottam Mahadeo Dalvi	Additional Independent Director	57	08648037	13/6, Mulund Audumbar Co-Op CHS Ltd, Mhada Colony, Mulund (East), Mumbai - 400081, Maharashtra, India
7	Mr. Navinchandra Rama Sanil	Additional Independent Director	68	08648083	E-6, Ganesh Prasad, Sleater Road, Grant Road West, Mumbai - 400007, Maharashtra, India
8	Ms. Deeksha Devadiga	Additional Independent Director	28	08652925	113, Suman Heights, Lodha Heritage, Lodha Garden, Desalepada, Dombivali East, Navi Mumbai, Thane – 400614

For further details of the Board of Directors, please refer to the Section titled *"Our Management"* beginning on page no 94 of this draft prospectus.

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

LEAD MANAGER	REGISTRAR TO THE ISSUE
FINSHORE MANAGEMENT SERVICES LIMITED Anandlok", Block-A, 2nd Floor, Room No. 207, 227 A.J.C Bose Road, Kolkata-700020, West Bengal **Telephone:** +91 – 33 – 22895101 **Email:** ramakrishna@finshoregroup.com **Website:** www.finshoregroup.com **Investor Grievance Email:** info@finshoregroup.com **Contact Person:** Mr. S. Ramakrishna Iyengar **SEBI Registration No:** INM000012185	**PURVA SHAREGISTRY (INDIA) PVT LTD** 9, Shiv Shakti Industrial Estate, J. R. Boricha Marg, Opp. Kasturba Hospital Lane, Lower Parel (E) Mumbai – 400011, Maharashtra **Tel:** 022 2301 2518 / 8261, **Email:** support@purvashare.com **Investor Grievance Email:** support@purvashare.com **Website:** www.purvashare.com **Contact Person:** Ms. Deepali Dhuri **SEBI Registration No:** INR000001112
BANKER TO THE COMPANY	**BANKER TO THE ISSUE AND SPONSOR BANK**
VIJAYA BANK (NOW - BANK OF BARODA) Address: Excelsior Branch, New Excelsior Cinema, Raveine Street, Fort, Mumbai **Contact Person:** Branch Manager **Telephone:** 022-22036083 **Email:** bm5006@vijayabank.com **Website:** www.vijayabank.com **AU SMALL FINANCE BANK** Address: Corporate House, E-Block, 5th Floor, Kanakia Zillion, Junction of LBS & CST Marg, BKC Annex, Kurla (West), Mumbai - 400070 **Contact Person:** Mr. Somesh Arora **Telephone:** 8422879311 **Email:** somesh.arora@aubank.in **Website:** www.aubank.in	**ICICI Bank Limited** Capital Market Division, 1st Floor, 122, Mistry Bahwan, Dinshaw Vachha Road, Backbay Reclamation, Churchgate, Mumbai-400020 **Contact Person:** Mr. Saurabh Kumar **Tel:** 022-66818911/23/24, **Email:** ipocmg@icicibank.com **Website:** www.icicibank.com **SEBI Registration Number:** INBI00000004
LEGAL ADVISOR TO THE COMPANY	**LEGAL ADVISOR TO THE ISSUE**
MMJC & ASSOCIATES LLP Company Secretaries, Ecstasy, 803/804, 9th Floor, City of Joy, J.S.D Road, Mulund (W), Mumbai- 400080 **Telephone:** 022- 21678196 **Contact Person:** Mr. Saurabh Agarwal **Email:** saurabhagarwal@mmjc.in **Website:** www.mmjcadvisory.com	**J MUKHERJEE & ASSOCIATES** 8A, 4th Floor, E-Block, Mercantile Buildings, 9/12 Lal Bazar Street, Kolkata-700001, West Bengal, India **Telephone:** +91 9830640366 **Email:** jmalegal@outlook.com **Contact Person:** Mr. Jayabrata Mukherjee

Note: Investors may contact our Company Secretary and Compliance Officer and/or the Registrar to the Issue and/or the Lead Manager, in case of any pre-issue or post-issue related problems, such as non-receipt of letters of allotment, credit of allotted Equity Shares in the respective beneficiary account or refund orders, etc. For all Issue related queries and for redressal of complaints, Applicants may also write to the Lead Manager. All complaints, queries or comments received by Stock Exchange/SEBI shall be forwarded to the Lead Manager, who shall respond to the same.

All grievances in relation to the application through ASBA process may be addressed to the Registrar to the Issue, with a copy to the relevant Designated Intermediary with whom the ASBA Form was submitted, giving details such as the full name of the sole or First Applicant, ASBA Form number, Applicants' DP ID, Client ID, PAN, number of Equity Shares applied for, date of submission of ASBA Form, address of Bidder, the name and address of the relevant Designated Intermediary, where the ASBA Form was submitted by the Bidder, ASBA Account number in which the amount equivalent to the Bid Amount was blocked and UPI ID used by the Retail Individual Investors. Further, the Bidder shall enclose the Acknowledgment Slip from the Designated Intermediaries in addition to the documents or information mentioned hereinabove.

Statement of *Inter Se* Allocation of Responsibilities

Finshore Management Services Limited is the sole Lead Manager to this Issue and all the responsibilities relating to co-ordination and other activities in relation to the Issue shall be performed by them and hence a statement of inter-se allocation of responsibilities is not required.

Self-Certified Syndicate Banks ("SCSBs")

The lists of banks that have been notified by SEBI to act as SCSB for the ASBA process are provided on https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34. For details of the Designated Branches which shall collect Application Forms, please refer to the above-mentioned SEBI link.

Issuer Banks for UPI

The list of Self Certified Syndicate Banks that have been notified by SEBI to act as Issuer Bank for UPI mechanism are provide on the website of SEBI on

https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yesandintmId=40. For details on Designated Branches of SCSBs collecting the Bid Cum Application Forms, please refer to the above-mentioned SEBI link.

Registered Brokers
The list of the Registered Brokers, including details such as postal address, telephone number and e-mail address, is provided on the website of the Stock Exchange, at BSE Limited at
http://www.bseindia.com/Markets/PublicIssues/brokercentres_new.aspx?expandable=3 as updated from time to time.

Brokers to This Issue
All brokers registered with SEBI and members of the Recognised Stock Exchange can act as brokers to the Offer. The list is provided on the website of the SEBI at
https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes

Registrar to Issue and Share Transfer Agents
The list of the RTAs eligible to accept Applications forms at the Designated RTA Locations, including details such as address, telephone number and e-mail address, are provided on the website of Stock Exchange at BSE Limited, as updated from time to time.

Collecting Depository Participants
The list of the CDPs eligible to accept Application Forms at the Designated CDP Locations, including details such as name and contact details, are provided on the website of Stock Exchange at BSE Limited, as updated from time to time. The list of branches of the SCSBs named by the respective SCSBs to receive deposits of the Application Forms from the Designated Intermediaries will be available on the website of the SEBI (www.sebi.gov.in) and updated from time to time.

Credit Rating
This being an Issue of Equity Shares, credit rating is not required. However, company has been awarded an NSIC-CRISIL rating of "CRISIL MSE 3" rating from CRISIL.

Trustees
As the Issue is of Equity Shares, the appointment of trustees is not required.

Debenture Trustees
As the Issue is of Equity Shares, the appointment of Debenture trustees is not required.

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

Monitoring Agency
As per regulation 262(1) of the SEBI ICDR Regulations 2018, the requirement of Monitoring Agency is not mandatory if the Issue size is below Rs.10,000 Lakhs. Since the Issue size is only of ₹240.00 Lakhs, our Company has not appointed any monitoring agency for this Issue. However, as per Section 177 of the Companies Act, 2013, the Audit Committee of our Company, would be monitoring the utilization of the proceeds of the Issue.

Appraising Entity
No appraising entity has been appointed in respect of any objects of this Issue.

Filing of Draft Prospectus/Prospectus with the SEBI/ROC
In terms of Regulation 246 (1) of the SEBI (ICDR) Regulations, 2018, and Pursuant to SEBI Circular Number SEBI/HO/CFD/DIL1/CIR/P/2018/011 dated January 19, 2018, a copy of the prospectus will be filed with the Board through the Lead Manager, immediately upon filing of the offer document with the Registrar of Companies. However, as per Regulation 246 (2) of the SEBI (ICDR) Regulations, 2018, The Board shall not issue any observation on the offer document.

In terms of Regulation 246 (5) of the SEBI (ICDR) Regulations, 2018, a copy of this draft prospectus and prospectus shall also be furnished to the Board in a soft copy.

A copy of the prospectus, along with the documents required to be filed under Section 26 & 32 of the Companies Act, 2013 would be delivered for filing to the Registrar of Companies, Mumbai, Maharashtra, 100, Everest, Marine Drive, Mumbai-400002, India.

Issue Programme

Issue Opening Date	[●]
Issue Closing Date	[●]
Finalisation of Basis of Allotment with BSE SME	[●]
Initiation of Allotment / Refunds/ unblocking of ASBA Accounts	[●]
Credit of Equity Shares to demat accounts of the Allottees	[●]
Commencement of trading of the Equity Shares on BSE SME	[●]

Expert Opinion

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

Our Company has received consent from the Peer review Auditors of the Company to include their name as an expert in this draft prospectus in relation to the (a) Peer review Auditors' reports on the restated Audited financial statements; and (b) Statement of Tax Benefits by the Peer review Auditors and such consent has not been withdrawn as on the date of this draft prospectus.

Change in Auditors during the last three (3) years

For the Financial Year 2016-17, 2017-18 and 2018-19 the statutory auditor of the company was M/s. Jain Vinay & Associates, located at Thane, Mumbai. However, from Financial year 2019-20 onwards, M/s. ADV & Associates has been appointed as Statutory Auditor of the company having peer review certificate.

Underwriter

In terms of Regulation 260 (1) of the SEBI (ICDR) Regulations, 2018, the initial public offer shall be underwritten for hundred per cent of the offer and shall not be restricted upto the minimum subscription level and as per sub regulation (2) The lead manager(s) shall underwrite at least fifteen per cent of the issue size on their own account(s).

Our Company and Lead Manager to the Issue hereby confirm that the Issue is 100% Underwritten. The underwriting agreement is dated March 02, 2020 and pursuant to the terms of the underwriting agreement, obligations of the underwriter are subject to certain conditions specified therein. The underwriter has indicated their intention to underwrite following number of specified securities being offered through this Issue

Name, Address, Telephone, and Email of the Underwriter	Indicated number of Equity Shares to be Underwritten	Amount Underwritten	% of the total Issue Size Underwritten
Finshore Management Services Limited Anandlok, Block-A, 2nd Floor, Room No. 207, 227 A.J.C. Bose Road, Kolkata-700020, India **Tel No:** +91-33-22895101 **Website:** info@finshoregroup.com **Email:** ramakrishna@finshoregroup.com **Investor Grievance Email:**info@finshoregroup.com **Contact Person:** Mr. S. Ramakrishna Iyengar **SEBI Registration No:** INM000012185	12,00,000 * Equity Shares	₹240.00 Lakhs	100.00%

**Includes* 60,000 *Equity shares of the Market Maker Reservation Portion which are to be subscribed by the Market Maker vide their agreement dated March 02, 2020 in order to comply with the requirements of Regulation 261 of the SEBI (ICDR) Regulations, as amended.*

In the opinion of the Board of Directors of our Company, the resources of the above-mentioned Underwriter and Market Maker are sufficient to enable them to discharge their respective underwriting obligations in full.

Details of Market Making Arrangement for This Issue

Our Company and the Lead Manager has entered into Market Making Agreement dated March 02, 2020 with the following Market Maker to fulfill the obligations of Market Making for this Issue:

Name	M/s. Nikunj Stock Brokers Limited
Address	A-92, Ground Floor, Left Portion, Kamla Nagar, New Delhi – 110092
Telephone	011 – 47030015
E-mail	info@nikunjonline.com
Contact Person	Mr. Pramod Kumar Sultania
SEBI Registration No	INZ000169335
Market Maker Registration with BSE	SMEMM0664523112017

M/s. Nikunj Stock Brokers Limited, registered with BSE Limited, will act as the market maker and has agreed to receive or deliver the specified securities in the market making process for a period of three years from the date of listing of our Equity Shares or for a period as may be notified in SEBI (ICDR) Regulations as amended from time to time.

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

- *In terms of regulation 261(1) of SEBI ICDR Regulations 2018, the Market Making arrangement through the Market Maker will be in place for a period of three years from the date of listing of our Equity Shares and shall be carried out in accordance with SEBI ICDR Regulations and the circulars issued by the BSE and SEBI regarding this matter from time to time.*

- *In terms of regulation 261(2) of SEBI ICDR Regulations 2018, The market maker or issuer, in consultation with the lead manager(s) may enter into agreements with the nominated investors for receiving or delivering the specified securities in market making, subject to the prior approval of the BSE Ltd.*

- *In terms of regulation 261(3) of SEBI ICDR Regulations 2018, Following is a summary of the key details pertaining to the Market Making arrangement*

1. The Market Maker "M/s. Nikunj Stock Brokers Limited" shall be required to provide a two-way quote for 75% of the time in a day. The same shall be monitored by the stock exchange. Further, the Market Maker(s) shall inform the exchange in advance for each and every black out period when the quotes are not being offered by the Market Maker(s).

2. The prices quoted by Market Maker shall be in compliance with the Market Maker Spread Requirements and other particulars as specified or as per the requirements of BSE SME and SEBI from time to time.

3. The Market Maker is required to comply with SEBI Circular No. CIR/MRD/DSA/31/2012 dated November 27, 2012 and SEBI ICDR Regulations and relevant Exchange Circulars including BSE notice no: 20190718-28 dated 18th July, 2019 on Net worth requirement for Market Makers on SME platform.

4. The minimum depth of the quote shall be Rs.1.00 Lakh. However, the investors with holdings of value less than Rs. 1.00 Lakh shall be allowed to offer their holding to the Market Maker in that scrip provided that he sells his entire holding in that scrip in one lot along with a declaration to the effect to the selling broker.

5. There shall be no exemption/threshold on downside. However, in the event the Market Maker exhausts his inventory through market making process, BSE may intimate the same to SEBI after due verification.

6. The Market Maker shall not sell in lots less than the minimum contract size allowed for trading on BSE SME (in this case currently the minimum trading lot size is 6,000 equity shares; however, the same may be changed by the BSE SME from time to time).

7. The shares of the Company will be traded in Trade for Trade Segment for the first 10 days from commencement of trading (as per SEBI Circular no: CIR/MRD/DP/ 02/2012 dated January 20, 2012) on SME Platform of BSE Limited and market maker will remain present as per the guidelines mentioned under BSE and SEBI circulars.

8. The Market Maker shall start providing quotes from the day of the listing / the day when designated as the Market Maker for the respective scrip and shall be subject to the guidelines laid down for market making by the BSE Limited.

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

10. In terms of regulation 261(6) of SEBI ICDR Regulations 2018, Market Maker shall not buy the Equity Shares from the Promoters or Persons belonging to promoter group of **DJ Mediaprint & Logistics Limited** or any person who has acquired shares from such promoter or person belonging to promoter group, during the compulsory market making period.

11. In terms of regulation 261(7) of SEBI ICDR Regulations 2018, The Promoters' holding of **DJ Mediaprint & Logistics Limited** shall not be eligible for offering to the Market Maker during the Compulsory Market Making Period. However, the promoters' holding of **DJ Mediaprint & Logistics Limited** which is not locked-in as per the SEBI (ICDR) Regulations, 2018 as amended, can be traded with prior permission of the SME Platform of BSE Limited, in the manner specified by SEBI from time to time.

12. The Lead Manager may be represented on the Board of the Issuer Company in compliance with Regulation 261 (8) of SEBI (ICDR) Regulations, 2018.

13. The Market Maker shall not be responsible to maintain the price of the Equity Shares of the Issuer Company at any particular level and is purely supposed to facilitate liquidity on the counter of **DJ Mediaprint & Logistics Limited** via its 2-way quotes. The price of the Equity Shares shall be determined and be subject to market forces.

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

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

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

    The Market Maker(s) shall have the right to terminate said arrangement by giving three month's notice or on mutually acceptable terms to the Lead Manager, who shall then be responsible to appoint a replacement Market Maker(s).

    In case of termination of the above-mentioned Market Making agreement prior to the completion of the compulsory Market Making period, it shall be the responsibility of the Lead Manager to arrange for another Market Maker(s) in replacement during the term of the notice period being served by the Market Maker but prior to the date of releasing the existing Market Maker from its duties in order to ensure compliance with the requirements of regulation 261 of the SEBI (ICDR) Regulations. Further the Company and the Lead Manager reserve the right to appoint other Market Maker(s) either as a replacement of the current Market Maker or as an additional Market Maker subject to the relevant laws and regulations applicable at that particulars point of time.

16. On the first day of the listing, there will be pre-opening session (call auction) and there after the trading will happen as per the equity market hours. The circuits will apply from the first day of the listing on the discovered price during the pre-open call auction

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

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

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

19. **Price Band and Spreads:** SEBI Circular bearing reference no: CIR/MRD/DP/ 02/2012 dated January 20, 2012, has laid down that for issue size up to ₹250 crores, the applicable price bands for the first day shall be:

    i. In case equilibrium price is discovered in the Call Auction, the price band in the normal trading session shall be 5% of the equilibrium price.

    ii. In case equilibrium price is not discovered in the Call Auction, the price band in the normal trading session shall be 5% of the issue price. Additionally, the trading shall take place in TFT segment for first 10 days from commencement of trading. The price band shall be 20% and the market maker spread (difference between the sell and the buy quote) shall be within 10% or as intimated by Exchange from time to time.

- *In terms of regulation 261(4) of SEBI ICDR Regulations 2018, The specified securities being bought or sold in the process of market making may be transferred to or from the nominated investors with whom the lead manager(s) and the issuer have entered into an agreement for market making: Provided that the inventory of the market maker, as on the date of allotment of the specified securities, shall be at least five per cent. of the specified securities proposed to be listed on BSE SME.*

- *In terms of regulation 261(5) of SEBI ICDR Regulations 2018, The market maker shall buy the entire shareholding of a shareholder of the issuer in one lot, where the value of such shareholding is less than the minimum contract size allowed for trading on the BSE SME: Provided that market maker shall not sell in lots less than the minimum contract size allowed for trading on the BSE SME.*

SECTION VI: CAPITAL STRUCTURE

Our Equity Share capital before the Issue and after giving effect to the Issue, as at the date of this draft prospectus, is set forth below:

(Rs. in Lakhs except share data)

No.	Particulars	Aggregate Nominal Value	Aggregate Value at Issue Price
A.	**Authorized Share Capital**		
	1,00,00,000 Equity Shares of ₹10/- each	1000.00	--
B.	**Issued, Subscribed & Paid-up Share Capital prior to the Offer** [(1)]		
	30,13,920 Equity Shares of ₹10/- each	301.39	--
C.	**Present issue in terms of the draft prospectus** [(2)]		
	12,00,000 Equity Shares of ₹10/- each for cash at a price of ₹20/- per share	120.00	240.00
Which Comprises of			
D.	**Reservation for Market Maker portion**		
	60,000 Shares of ₹10/- each for cash at a price a ₹20/- per Equity Share	6.00	12.00
E.	Net Issue to the Public		
	11,40,000 Equity Shares of ₹10/- each for cash at a price a ₹20/- per Equity Share, out of which:	114.00	228.00
	5,70,000 Equity Shares of ₹10/- each for cash at a price a ₹20/- per Equity Share will be available for allocation for allotment to Retail Individual Investors of up to ₹2.00 lakhs	57.00	114.00
	5,70,000 Equity Shares of ₹10/- each for cash at a price a ₹20/- per Equity Share will be available for allocation for allotment to Other Investors of above ₹2.00 lakhs	57.00	114.00
F.	Paid up Equity capital after the Issue		
	42,13,920 Equity Shares of ₹10/- each	421.39	
G.	Securities Premium Account		
	Before the Issue	Nil	
	After the Issue	120.00	

(2) *Our Company has only one class of share, i.e., Equity Shares having face value of ₹10/- each and there are not partly paid up Equity Shares or preference shares or convertible securities outstanding for conversion as on the date of this draft prospectus.*

(3) *The present Issue of 12,00,000 Equity Shares in terms of draft prospectus has been authorized pursuant to a resolution of our Board of Directors dated February 18, 2020 and by special resolution passed under Section 62(1) (c) of the Companies Act, 2013 at the Extra Ordinary General Meeting of the members held on February 20, 2020.*

Details of changes in Authorized Share Capital of our Company since incorporation:

Sr. No.	Date of Shareholders approval	EGM/AGM/ Postal Ballot	Authorized Share Capital (Rs.)	Details of change
1	24-02-2009	On Incorporation	1,00,000	Incorporated with an Authorized Share Capital of ₹1,00,000 comprising of 10,000 Equity Shares of ₹10/- each.
2	31-03-2011	EOGM	15,00,000	Increase in Authorized Share Capital from ₹1,00,000 comprising of 10,000 Equity Shares of ₹10/- each to ₹ 15,00,000 comprising of 1,50,000 Equity Shares of ₹10/- each.
3	12-08-2014	EOGM	50,00,000	Increase in Authorized Share Capital from ₹15,00,000 comprising of 1,50,000 Equity Shares of ₹10/- each to ₹ 50,00,000 comprising of 5,00,000 Equity Shares of ₹10/- each.
4	27-01-2018	EOGM	1,00,00,000	Increase in Authorized Share Capital from ₹50,00,000 comprising of 5,00,000 Equity Shares of ₹10/- each to ₹1,00,00,000 comprising of 10,00,000 Equity Shares of ₹10/- each.
5	04-01-2020	EOGM	10,00,00,000	Increase in Authorized Share Capital from ₹1,00,00,000 comprising of 10,00,000 Equity Shares of ₹10/- each to ₹10,00,00,000 comprising of 1,00,00,000 Equity Shares of ₹10/- each.

Notes to Capital Structure

1. Share capital history of our Company

(a) Equity share capital history of our Company:

The following is the history of the equity share capital of our Company:

Date of Allotment	Number of Equity Shares	Face Value (₹)	Issue Price (₹)	Nature of Consideration	Nature of allotment	Cumulative No. of Equity Shares	Cumulative Share Capital (₹)	Cumulative Share Premium (₹)
24-02-2009	10,000	10/-	10/-	Cash	Subscription to MoA [(1)]	10,000	1,00,000	-
01-10-2011	1,23,000	10/-	10/-	Cash	Right Issue	1,33,000	13,30,000	-
20-02-2017	3,50,000	10/-	10/-	Cash	Right Issue	4,83,000	48,30,000	-
09-02-2018	19,320	10/-	10/-	Cash	Right Issue	5,02,320	50,23,200	-
18-02-2020	25,11,600	10/-	Nil	--	Bonus Share	30,13,920	3,01,39,200	-

[(1)] *Allotment on Initial subscription to the Memorandum of Association dated 24/02/2009*

Sl. No.	*Name of the allottee*	*Number of Equity Shares allotted*
1	Dinesh Muddu Kotian	5,000
2	Santhosh Muddu Kotian	5,000
Total		***10,000***

[(2)] *Further on 01/10/2011 Company has allotted 1,23,000 Equity Shares of the face value of Rs. 10/- each as per the details given below:*

Sl. No.	*Name of the allottee*	*Number of Equity Shares allotted*
1	Dinesh Muddu Kotian	1,23,000
Total		***1,23,000***

[(3)] *Further on 20/02/2017 Company has allotted 3,50,000 Equity Shares of the face value of Rs. 10/- each as per the details given below:*

Sl. No.	*Name of the allottee*	*Number of Equity Shares allotted*
1	Dinesh Muddu Kotian	3,50,000
Total		***3,50,000***

[(4)] *Further on 09/02/2018 Company has allotted 19,320 Equity Shares of the face value of Rs. 10/- each as per the details given below:*

Sl. No.	*Name of the allottee*	*Number of Equity Shares allotted*
1	Dinesh Muddu Kotian	19,320
Total		***19,320***

[(5)] *Further on 18/02/2020 Company has allotted 25,11,600 Equity Shares as Bonus Shares in the Ratio of 5 (Five) New Equity Share for every 1 (One) Equity Share held (i.e. the ratio of 5:1 shares).*

Sl. No.	*Name of the allottee*	*Number of Equity Shares allotted*
1	Dinesh Muddu Kotian	24,72,100
2	Santhosh Muddu Kotian	25,000
3	Lalit Timothy D'souza	12,500
4	Namita S Salian	500
5	Deepak Dattaram Salvi	500
6	Deepak Pandurang Bhojane	500
7	Devadas Alva	500
Total		***25,11,600***

As on the date of this draft prospectus, our Company does not have any preference share capital.

(b) As on the date of this draft prospectus, Our Company has not issued Equity shares for consideration other than cash except as mentioned below.

Date of Allotment	Number of Equity Shares allotted	Issue Price (In ₹)	Consideration	Reason for Allotment	Name of the Allottee	Benefit accruing to the company
18-02-2020	25,11,600	-	Nil	Bonus Share	#	Capitalization of reserve

 # For list of allottees, see note 5 of paragraph titled "Equity Share Capital History of our Company" mentioned above.

(c) We have not revalued our assets since inception and have not issued any Equity Shares (including bonus shares) by capitalizing any revaluation reserves.

(d) Our Company has not issued any Equity Shares out of revaluation reserves or in terms of any scheme approved under Sections 391- 394 of the Companies Act or under section 230-234 of the Companies Act, 2013.

(e) Our Company has not granted any options or allotted any Equity Shares under the ESOP Scheme as on the date of this draft prospectus.

(f) ***Issue of Equity Shares in the last one year below the Issue Price:*** Our company has issued only bonus share at an issue price of ₹ NIL on 18-02-2020 to the existing shareholders. Except this, no other equity shares had been issued by our company at a price lower than the issue price during the preceding one year from the date of this draft prospectus.

(g) Shareholding Pattern of our Company

The table below presents the current shareholding pattern of our Company as on the date of this draft prospectus.

Category (I)	Category of shareholder (II)	Nos. Of shareholders (III)	No. of fully paid up equity shares held (IV)	No. of Partly paid-up equity shares held (V)	No. of shares underlying Depository Receipts (VI)	Total nos. shares held (VII) = (IV)+(V)+ (VI)	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) (VIII) As a % of (A+B+C2)	Number of Voting Rights held in each class of securities (IX)				No. of Shares Underlying Outstanding convertible securities (including Warrants) (X)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI)= (VII)+(X) As a % of (A+B+C2)	Number of Locked in shares (XII)		Number of Shares pledged or otherwise encumbered (XIII)		Number of equity shares held in dematerialized form (XIV)#
								No of Voting Rights			Total as a % of (A+B+C)			No. (a)	As a % of total Shares held (b)	No. (a)	As a % of total Shares held (Sb)	
								Class: X	Class: y	Total								
A	Promoter & Promoter Group	2	29,96,520	-	-	29,96,520	99.42	29,96,520	-	29,96,520	99.42	-	99.42	-	-	-	-	29,96,520
B	Public	5	17,400	-	-	17,400	0.58	17,400	-	17,400	0.58	-	0.58	-	-	-	-	17,400
C	Non-Promoter-Non-Public	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
C1	Shares underlying DRs	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
C2	Shares held by Employee Trusts	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
		7	**30,13,920**	**-**	**-**	**30,13,920**	**100.00**	**30,13,920**	**-**	**30,13,920**	**100.00**	**-**	**100.00**	**-**	**-**	**-**	**-**	**30,13,920**

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

As on date, we have only one class of Equity Shares of face value of Rs. 10/- each.

All Pre-IPO equity shares of our company will be locked-in as per regulations of SEBI ICDR prior to listing of shares on SME Platform of BSE Limited.

In terms of SEBI circular bearing no. Cir/ISD/3/2011 dated June 17, 2011 and SEBI circular bearings no. SEBI/Cir/ISD/05/2011 dated September 30, 2011, the equity shares held by the Promoters and Promoter Group are dematerialized.

Our Company will file the shareholding pattern of our Company, in the form prescribed under Regulation 31 of the Listing Regulation, one day prior to the listing of the Equity shares. The Shareholding pattern will be uploaded on the Website of BSE Limited before commencement of trading of such Equity Share.

 # Credit confirmation for Allotment of Bonus share in demat is pending as on date of this draft prospectus.

(i) List of Major Shareholders holding 1% or more of the paid-up equity share capital aggregating to atleast 80% of capital of our Company as on the date of the draft prospectus:

Sl. No.	Name of Shareholders	Number of Equity Shares	% of the Pre-Issue paid-up capital
1	Dinesh Muddu Kotian	29,66,520	98.43%
Total		**29,66,520**	**98.43%**

(ii) List of Major Shareholders holding 1% or more of the paid-up equity share capital aggregating to atleast 80% of capital of our Company as on a date 10 days before the date of the draft prospectus:

Sl. No.	Name of Shareholders	Number of Equity Shares	% of the Pre-Issue paid-up capital
1	Dinesh Muddu Kotian	29,66,520	98.43%
Total		**29,66,520**	**98.43%**

(iii) List of Major Shareholders holding 1% or more of the paid-up equity share capital aggregating to atleast 80% of capital of our Company as on a date 1 (one) year before the date of the draft prospectus:

Sl. No.	Name of Shareholders	Number of Equity Shares	% of the Pre-Issue paid-up capital
1	Dinesh Muddu Kotian	4,94,420	98.43%
Total		**4,94,420**	**98.43%**

(iv) List of Major Shareholders holding 1% or more of the paid-up equity share capital aggregating to atleast 80% of capital of our Company as on a date 2 (two) year before the date of the draft prospectus:

Sl. No.	Name of Shareholders	Number of Equity Shares	% of the Pre-Issue paid-up capital
1	Dinesh Muddu Kotian	4,94,420	98.43%
Total		**4,94,420**	**98.43%**

(h) Our Company does not have any intention or proposal to alter our capital structure within a period of 6 months from the date of opening of the Issue by way of split or consolidation of the denomination of Equity Shares or further issue of Equity Shares (including issue of securities convertible into exchangeable, directly or indirectly, for our Equity Shares) whether preferential or bonus, rights, further public issue or qualified institutions placement or otherwise. However, our Company may further issue Equity Shares (including issue of securities convertible into Equity Shares) whether preferential or otherwise after the date of the opening of the Issue to finance an acquisition, merger or joint venture or for regulatory compliance or such other scheme of arrangement or any other purpose as the Board may deem fit, if an opportunity of such nature is determined by its Board of Directors to be in the interest of our Company after obtaining relevant approvals.

(i) The Details of Shareholding of Promoter's and Promoter Group of Our Company;

Capital Build-up of our Promoter's in our Company: The current promoters of our Company are i) Mr. Dinesh Muddu Kotian, and ii) Mr. Santhosh Muddu Kotian.

Pursuant to Regulation 236 of SEBI (ICDR) Regulations 2018, minimum promoters' contribution should be not less than 20% of the post Issue equity share capital of our Company. As on the date of this draft prospectus, our Promoters collectively hold 29,96,520 Equity Shares, which constitutes approximately 99.42% of the Pre-IPO issued, subscribed and paid-up Equity Share capital of our Company and approximately 71.11% of the Post-IPO issued, subscribed and paid-up Equity Share capital assuming full allotment of the shares offered in IPO. The Details are as under:

S. No	Particulars	Pre-Issue Shareholding		Post-Issue Shareholding	
		Number of Shares	Percentage holding	Number of Shares	Percentage holding
Promoters					
1	Dinesh Muddu Kotian	29,66,520	98.43%	29,66,520	70.40%
2	Santhosh Muddu Kotian	30,000	0.99%	30,000	0.71%
	Total	**29,96,520**	**99.42%**	**29,96,520**	**71.11%**

All the Equity Shares allotted and held by our Promoters were fully paid at the time of allotment itself. Further, none of the Equity Shares held by our Promoters are subject to any pledge.

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

i) Mr. Dinesh Muddu Kotian

Date of Allotment/ Acquisition/Sale	Number of Equity Shares	Face Value	Issue/Transfer Price per Equity Share	Nature of Consideration	Nature of transaction	Pre-issue Share Holding%	Post-issue Share Holding%	Pledge
24-02-2009	5,000	10/-	10/-	Cash	Subscription to MoA	0.17%	0.12%	No
01-10-2011	1,23,000	10/-	10/-	Cash	Right Issue	4.08%	2.92%	No
26-04-2015	(2,500)	10/-	10/-	Cash	Transfer	(0.08%)	(0.06%)	No
20-02-2017	3,50,000	10/-	10/-	Cash	Right Issue	11.61%	8.31%	No
11-09-2017	(400)	10/-	10/-	Cash	Transfer	(0.01%)	(0.01%)	No
09-02-2018	19,320	10/-	10/-	Cash	Right Issue	0.64%	0.46%	No
18-02-2020	24,72,100	10/-	-	Nil	Bonus Issue	82.02%	58.67%	No
TOTAL	**29,66,520**					**98.43%**	**70.40%**	

ii) Mr. Santhosh Muddu Kotian

Date of Allotment/ Acquisition/Sale	Number of Equity Shares	Face Value	Issue/Transfer Price per Equity Share	Nature of Consideration	Nature of transaction	Pre-issue Share Holding%	Post-issue Share Holding%	Pledge
24-02-2009	5,000	10/-	10/-	Cash	Subscription to MoA	0.16%	0.12%	No
18-02-2020	25,000	10/-	-	Nil	Bonus Issue	0.83%	0.59%	No
TOTAL	**30,000**					**0.99%**	**0.71%**	

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

Sl. No.	Name of the Promoter	No. of Equity Shares Held	Avg. Cost of Acquisition (In ₹ per Equity Share)
1	Dinesh Muddu Kotian	29,66,520	1.67
2	Santhosh Muddu Kotian	30,000	1.67

Note: All the Equity Shares held by our Promoters were fully paid up as on the respective dates of acquisition of such Equity Shares and there are no partly paid-up Equity Shares as on the date of filing of this draft prospectus.

(j) As on date of this draft prospectus, our Company has 7 (Seven) shareholders only.

(k) The aggregate shareholding of the promoter group and of the directors of the promoters, where the promoter is a body corporate.

Our Promoters doesn't include any Body corporates. The Aggregate shareholding of the promoter group are as under:

S. No	Particulars	Pre-Issue Shareholding		Post-Issue Shareholding	
		Number of Shares	Percentage holding	Number of Shares	Percentage holding
Promoters					
1	Dinesh Muddu Kotian	29,66,520	98.43%	29,66,520	70.40%
2	Santhosh Muddu Kotian	30,000	0.99%	30,000	0.71%
Promoter Group					
	NIL	--	--	--	--
	Total	**29,96,520**	**99.42%**	**29,96,520**	**71.11%**

- There are no financing arrangements whereby the promoter group, the directors of the company which is a promoter of the issuer, the directors of the issuer and their relatives have financed the purchase by any other person of securities of the issuer other than in the normal course of the business of the financing entity in the six months immediately preceding the date of filing of the offer document.

(l) Promoter's Contribution

(i) Details of Promoter's Contribution Locked-in of Equity Shares for Three (3) Years

Pursuant to Regulation 236 of SEBI (ICDR) Regulations 2018, minimum promoters' contribution should be not less than 20% of the post Issue equity share capital of our Company.

Further, in terms of Regulation 238 (a) of SEBI ICDR Regulations, minimum promoter's contribution will be locked-in for a period of three years from the date of Allotment or date of commencement of commercial production,

whichever is later and the Equity Shares held by Promoter of our Company in excess of minimum promoter's contribution will be locked-in for a period of one year from the date of Allotment.

As on the date of this draft prospectus, our Promoters collectively hold 29,96,520 Equity Shares constituting 71.11% of the Post offer issued, subscribed and paid-up Equity Share capital of our Company, which are eligible for the Promoter's Contribution

An aggregate of 20.00% of the post-issue capital, held by our Promoters shall be considered as Promoter's Contribution ("Minimum Promoter's Contribution") and locked-in for a period of three years from the date of allotment. The lock-in of the Promoter's Contribution would be created as per applicable law and procedure and details of the same shall also be provided to the Stock Exchange before listing of the Equity Shares.

Our Promoters have granted their consents to include such number of Equity Shares held by them as may constitute 20.00% of the post-issue Equity Share Capital of our Company as Promoter's Contribution and have agreed not to sell or transfer or pledge or otherwise dispose of in any manner, the Promoter's Contribution from the date of filing of this draft prospectus until the completion of the lock-in period specified above.

The details of lock-in of shares for 3 (three) years are as under:

Sr. No.	Name of the Promoter Shareholder	Number of Shares held Pre-IPO	Number of Shares held for lock-in	Post-IPO Share Locked in (In%)	Lock in Period
1	Dinesh Muddu Kotian	29,66,520	8,42,784	20.00%	3 Years
Total		**29,66,520**	**8,42,784**	**20.00%**	

8,42,784 *Pre-IPO equity shares of our company held by Our Promoter will be locked-in as mentioned above prior to listing of shares on SME Platform of BSE Limited.*

In terms of Regulation 237 of SEBI ICDR Regulations, our Company confirms that none of the Equity Shares forming part of minimum promoter's contribution –

- Are acquired by our Promoter during preceding three financial years;
  - For consideration other than cash and where revaluation of assets or capitalization of intangible assets was involved; or
  - Through bonus issue of Equity Shares made by utilizing the revaluation reserves or unrealized gain or through bonus issue against equity shares which are ineligible for minimum promoter's contribution;
- Are pledged by our Promoter with any creditor;
- Consist of Equity Shares acquired by our Promoter during preceding one year at a price lower than the Issue Price.

Our Company was incorporated under the Companies Act, 1956 and was not incorporated by converting the partnership firm(s) or LLP(s).

The Promoters have severally confirmed that the Equity Shares are eligible in term of Regulation 237 of SEBI (ICDR) Regulations and that they have not been prohibited from dealings in securities market and the Equity Shares are free from any lien, encumbrance or third-party rights. The Promoters have also severally confirmed that they are the legal and beneficial owners of the Equity.

All the Equity Shares held by our Promoters were fully paid up as on the respective dates of acquisition of such Equity Shares. Our Promoters have confirmed to our Company and the Lead Manager that the Equity Shares held by our Promoters have been financed from their personal funds, as the case may be, and no loans or financial assistance from any bank or financial institution has been availed of by them for such purpose.

(ii) Details of Equity Shares Locked-in for one (1) year

In excess of minimum 20% of the Post-Issue shareholding of our Company held by the Promoter (locked in for three years as specified above), the balance pre-issue share capital of our Company held by promoters shall be locked in for a period of one year from the date of Allotment in this Issue as provided in clause 238 (b) of SEBI (ICDR) Regulations 2018.

Further, in terms of Regulation 239 of SEBI ICDR Regulations, entire pre-Issue equity share capital of our Company held by persons other than our Promoter will be locked-in for a period of one year from the date of Allotment in the Issue.

(iii) Other requirements in respect of lock-in

- **Inscription or Recording of non-transferability:**

In terms of Regulation 241 of the SEBI (ICDR) Regulations, 2018, our Company confirms that certificates of Equity Shares which are subject to lock in shall contain the inscription "Non-Transferable" and specify the lock-in period and in case such equity shares are dematerialized, the Company shall ensure that the lock in is recorded by the Depository.

- **Pledge of Locked-in Equity Shares**

Pursuant to Regulation 242 of the SEBI ICDR Regulations, the locked-in Equity Shares held by the Promoter, as specified above, can be pledged with any scheduled commercial banks or public financial institutions or systemically important non-banking finance company or housing finance company as collateral security for loans granted by such scheduled commercial banks or public financial institutions or systemically important non-banking finance company or housing finance company, subject to fulfilment of following conditions:

i. In respect of Equity Shares which are locked in for a period of one year, the pledge of the Equity Shares is one of the terms of the sanction of the loan;

ii. In respect of Equity Shares which are locked in for a period of three years, the loan has been granted by such scheduled commercial bank or public financial institution or systemically important non-banking finance company or housing finance company to our Company or our Subsidiary (ies) for the purpose of financing one or more of the objects of the Issue and the pledge of the Equity Shares is one of the terms of the sanction of the loan.

- **Transfer of Locked-in Equity Shares**

In terms of Regulation 243 of the SEBI (ICDR) Regulations, 2018 and subject to provisions of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 as applicable;

a) The Equity Shares held by our Promoters and locked in as per Regulation 238 of the SEBI (ICDR) Regulations, 2018 may be transferred to another Promoters or any person of the Promoters' Group or to a new promoter(s) or persons in control of our Company, subject to continuation of lock-in for the remaining period with transferee and such transferee shall not be eligible to transfer them till the lock-in period stipulated has expired.

b) The equity shares held by persons other than promoters and locked in as per Regulation 239 of the SEBI (ICDR) Regulations, 2018 may be transferred to any other person (including Promoter and Promoters' Group) holding the equity shares which are locked-in along with the equity shares proposed to be transferred, subject to continuation of lock-in for the remaining period with transferee and such transferee shall not be eligible to transfer them till the lock-in period stipulated has expired.

(iv) Sale/Purchase by Promoter Group and/or by directors of Company which is promoter of our company and/or by the director of our company and their immediate relatives during six months preceding the date of this draft prospectus:

There is no Sale/Purchase by Promoter Group and/or by directors of Company which is promoter of our company and/or by the director of our company and their immediate relatives during six months preceding the date of this draft prospectus.

(m) Our Company, its Directors, Promoters or the Lead Manager have not entered into any buy-back or standby arrangements for the purchase of the Equity Shares of our Company.

(n) The Equity Shares issued pursuant to this Issue shall be fully paid-up.

(o) The Lead Manager and its associates do not hold any Equity Shares in our Company as on the date of filing this draft prospectus.

(p) There are no options granted or equity shares issued under any scheme of employee stock option or employee stock purchase of issuer, in the preceding three years (separately for each year) and on a cumulative basis for all options or equity shares issued prior to the date of the draft prospectus.

(q) There are no outstanding warrants, options or rights to convert debentures, loans or other instruments into Equity Shares as on the date of this draft prospectus.

Other miscellaneous disclosures:

1. None of the Equity Shares of our Company are subject to any pledge as on the date of this draft prospectus.

2. None of the shareholding of the Promoters & Promoter Group is subject to lock-in as on date of this draft prospectus.

3. Except as disclosed in the chapter titled "Our Management" beginning on page 94 of this draft prospectus, none of our Directors or Key Managerial Personnel holds any Equity Shares in our Company.

4. None of our Promoters, Promoter Group, our Directors and their relatives has entered into any financing arrangements or financed the purchase of the Equity shares of our Company by any other person during the period of six (6) months immediately preceding the date of filing of the draft prospectus.

5. We hereby confirm that there will be no further issue of capital whether by the way of issue of bonus shares, preferential allotment, right issue or in any other manner during the period commencing from the date of the draft prospectus until the Equity shares offered have been listed or application money unblocked on account of failure of issue.

6. Our Company undertakes that there shall be only one (1) denomination for the Equity Shares of our Company, unless otherwise permitted by law. Our Company shall comply with such disclosure and accounting norms as specified by SEBI from time to time.

7. Our Company has not issued Equity Shares out of Revaluation Reserves.

8. Our Company shall comply with such disclosures and accounting norms as may be specified by BSE, SEBI and other regulatory authorities from time to time.

9. Our Company has not made any public issue of any kind or class of securities of our Company within the immediately preceding two (2) years prior to filing this draft prospectus.

10. Our Company has not raised any bridge loan against the proceeds of this issue.

11. Our Company, Directors, Promoters or members of our Promoter Group shall not make any payments, direct or indirect, discounts, commissions, allowances or otherwise under this Issue except as disclosed in this draft prospectus.

12. Our Company has not revalued its assets during the last five (5) financial years.

13. An over-subscription to the extent of 10% of the Net Issue can be retained for the purpose of rounding off to the nearest integer during finalizing the allotment, subject to minimum allotment, which is the minimum application size in this Issue. Consequently, the actual allotment may go up by a maximum of 10% of the Net 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 three (3) years lock- in shall be suitably increased; so as to ensure that 20% of the post Issue paid-up capital is locked in.

14. Under subscription, if any, in any of the categories, would be allowed to be met with spill-over from any of the other categories or a combination of categories at the discretion of our Company in consultation with the Lead Manager and Designated Stock Exchange i.e. BSE Limited (BSE SME Platform). Such inter-se spill over, if any, would be effected in accordance with applicable laws, rules, regulations and guidelines.

15. In case of over-subscription in all categories the allocation in the issue shall be as per the requirements of SEBI (ICDR) Regulations.

16. The unsubscribed portion in any reserved category (if any) may be added to any other reserved category.

17. The unsubscribed portion if any, after such inter se adjustments among the reserved categories shall be added back to the net offer to the public portion.

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

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

20. This issue is being made through Fixed Price method.

21. This Issue is being made in terms of Section IX of the SEBI (ICDR) Regulations 2018, as amended from time to time. The Issue is being made through the Fixed Price method and hence, as per Regulation 253, sub regulation (2) of SEBI (ICDR) Regulations 2018, the allocation in the net issue to public category shall be made as follow:

    (a) Minimum 50% to the Retail individual investors; and
    (b) remaining to:

    i. individual applicants other than retail individual investors; and

    ii. other investors including corporate bodies or institutions; irrespective of the number of specified securities applied for;

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

    Explanation: For the purpose of Regulation 253, sub Regulation (2), if the retail individual investor category is entitled to more than fifty percent of the issue size on proportionate basis, the retail individual investors shall be allocated that higher percentage.

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

SECTION VII: PARTICULARS OF THE ISSUE

OBJECTS OF THE ISSUE

The Issue includes a fresh Issue of 12,00,000 Equity Shares of our Company at an Issue Price of ₹20/- per Equity Share aggregating to ₹240.00 Lakhs.

Our Company proposes to utilize the funds which are being raised through this Issue towards the below mentioned objects and gain benefits of listing on SME Platform of BSE Limited.

The Objects of the Issue are:

A. To meet the working capital requirements of the company
B. To meet the Issue Expenses
C. General Corporate Purposes

Our Company believes that listing will enhance our Company's corporate image, brand name and create a public market for its Equity Shares in India. It will also make future financing easier and affordable in case of expansion or diversification of the business. Further, listing attracts interest of institutional investors as well as foreign institutional investors.

The main objects clause of our Memorandum enables our Company to undertake the activities for which funds are being raised in the Issue. The existing activities of our Company are within the objects clause of our Memorandum. The fund requirement and deployment are based on internal management estimates and has not been appraised by any bank or financial institution.

Requirement of Funds
Our funding requirement is dependent on a number of factors which may not be in the control of our management, changes in our financial condition and current commercial condition. Such factors may entail rescheduling and/or revising the planned expenditure and funding requirement and increasing or decreasing the expenditure for a particular purpose from the planned expenditure.

The following table summarizes the requirement of funds:

Sr. No.	Particulars	Estimated Amount (Rs. In Lakhs)	Amount Deployed till Date	Amount to be financed from Net Proceeds of Issue	Estimated Net Proceeds Utilization in FY 2020-21
A	Funding the working capital requirements of the Company	190.00	-	190.00	190.00
B	Issue related expenses	35.00	-	35.00	35.00
C	General corporate purposes	15.00	-	15.00	15.00
	Total IPO Proceeds	**240.00**	**-**	**240.00**	**240.00**

Means of Finance:
We propose to meet the requirement of funds for the stated objects of the Issue from the IPO Proceeds. Hence, no amount is required to be raised through means other than the Issue Proceeds. Accordingly, the requirements under Regulation 230(1)(e) of the SEBI ICDR Regulations and Clause 9 (C) of Part A of Schedule VI of the SEBI (ICDR) Regulations (which requires firm arrangements of finance through verifiable means for 75% of the stated means of finance, excluding the Issue Proceeds and existing identifiable internal accruals) are not applicable.

The fund requirement and deployment are based on internal management estimates and have not been appraised by any bank or financial institution. These are based on current conditions and are subject to change in light of changes in external circumstances or costs, other financial conditions, business or strategy, as discussed further below.

In case of variations in the actual utilization of funds allocated 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, the required financing will be through our internal accruals and/or debt.

We may have to revise our fund requirements and deployment as a result of changes in commercial and other external factors, which may not be within the control of our management. This may entail re-scheduling, revising or cancelling the fund requirements and increasing or decreasing the fund requirements for a particular purpose from its fund requirements mentioned below, at the discretion of our management. In case of any shortfall or cost overruns, we intend to meet our estimated expenditure from internal accruals and/or debt. In case of any such re-scheduling, it shall be made by compliance of the relevant provisions of the Companies Act, 2013 / Companies Act, 1956.

Details of the Use of the Proceeds

A. Working Capital Requirement and basis of estimation:

Our business is working capital intensive and our company funds a majority of our working capital requirement through internal accruals and banking limits. For the expansion of our business and to enter new geographical areas, our company requires additional working capital which is based on our management estimations of the future business plan for the FY 2019-20 and FY 2020-21.

Details of estimation of working capital requirement are as follows:

(Rs. in Lakhs)

Particulars	31-03-2018	31-03-2019	31-03-2020	31-03-2021	31-03-2022
	(Restated)	(Restated)	(Estimation)	(Estimation)	(Estimation)
Cash & Bank Balance	48.85	42.69	74.24	75.06	112.25
Sundry Debtors	545.97	465.44	458.33	550.00	660.00
Inventory	145.85	313.03	330.00	396.00	475.20
Other Current Assets	110.45	31.95	45.00	300.00	350.00
Total Current Assets	**851.12**	**853.11**	**907.57**	**1,321.06**	**1,597.45**
Sundry Creditors	404.51	369.69	334.58	347.50	391.00
Other Current Liabilities	80.90	58.03	65.00	68.75	73.44
Total Current Liabilities	**485.41**	**427.71**	**399.58**	**416.25**	**464.44**
Working Capital Gap	**365.72**	**425.39**	**507.99**	**904.81**	**1,133.01**
Source of Working Capital					
Proceeds from IPO	-	-	-	190.00	-
Short Term Borrowings	196.35	280.50	325.00	292.50	263.25
Internal Accrual	169.37	144.89	182.99	422.31	869.76
Total	**365.72**	**425.39**	**507.99**	**904.81**	**1,133.01**

Assumption on working capital requirement:

We have estimated our working capital requirement based on the following holding periods:

Particulars	31-03-2018	31-03-2019	31-03-2020	31-03-2021	31-03-2022
Sundry Debtors Holding period (Months)	3.79	2.73	2.50	2.50	2.50
Inventory Holding Period (Months)	1.01	1.84	1.80	1.80	1.80
Sundry Creditor Holding Period (Months)	3.60	2.67	2.50	2.11	1.97

B. General Corporate Purpose

The Net Proceeds will be first utilized towards the Objects as mentioned as mentioned above. The balance is proposed to be utilized for general corporate purposes, subject to such utilization not exceeding 25% of the Net Proceeds, in compliance with the Chapter IX, Regulation 230 (2) of SEBI ICDR Regulations, 2018. Our Company intends to deploy the balance Net Proceeds, if any, for general corporate purposes, subject to above mentioned limit, as may be approved by our management, including but not restricted to, the following:

(i) Strategic initiatives (ii) brand building and strengthening of marketing activities; and (iii) ongoing general corporate exigencies or any other purposes as approved by the Board subject to compliance with the necessary regulatory provisions.

The quantum of utilization of funds towards each of the above purposes will be determined by our Board of Directors based on the permissible amount actually available under the head "General Corporate Purposes" and the business requirements of our Company, from time to time. We, in accordance with the policies of our Board, will have flexibility in utilizing the Net Proceeds for general corporate purposes, as mentioned above.

C. Issue Related Expense

The expenses for this Issue include issue management fees, underwriting fees, selling commission, registrar fees, legal advisor fees, printing and distribution expenses, issue related advertisement expenses, depository charges and listing fees etc. to the Stock Exchange, among others. All the Issue related expenses shall be met out of the proceeds of the Issue and the break-up of the same is as follows:

Activity	Estimated Expenses (Rs. in Lakhs)	As a % of Total Estimated Issue Expenses	As a % of the Total Issue Size
Lead Manager Fees including Underwriting Commission, Brokerage, Selling Commission and upload Fees, Registrar to the Issue, Legal Advisors etc. and other out of Pocket Expenses	26.25	75.00%	10.94%
Advertising and Marketing Expenses	2.25	6.43%	0.94%
Regulators Including Stock Exchanges	5.00	14.29%	2.08%
Printing and distribution of Issue Stationary	1.50	4.29%	0.63%
Total	**35.00**	**100.00%**	**14.58%**

Note:

- ***ASBA Bankers:*** *The SCSBs will be entitled to selling commission of 0.01% (plus GST) of the amount allotted (product of the no. of equity shares allotted and the issue price) for the forms directly procured by them and uploaded on the electronic system of the stock exchange by them on the portion of Retail Individual Bidders and Non-Institutional Bidders. No other fees/commission shall be payable on the application forms directly procured by them.*

- ***ASBA Bankers:*** *The SCSBs would be entitled to processing fees of 0.01% (plus GST) of the amount allotted (product of the no. of equity shares allotted and the issue price), for processing the application forms procured by other intermediaries and submitted to SCSBs for processing.*

- ***SYNDICATE ASBA:*** *Other intermediaries will be entitled to procurement fees of ₹10/- (plus GST) per valid application form for the forms directly procured by them and submitted to SCSBs for processing by them on the portion of Retail Individual Bidders and Non-Institutional Bidders.*

- *Issuer banks for UPI Mechanism as registered with SEBI would be entitled to a processing fee of ₹10/- (plus GST) per valid application form made by the Retail Individual Bidders using the UPI mechanism for processing.*

- *The payment towards commission and processing fees will be completed within 30 days from the date of receipt of final invoice from the respective entities.*

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

Shortfall of Funds
Any shortfall in meeting the fund requirements will be met by way of internal accruals and or unsecured Loans.

Bridge Financing Facilities
As on the date of this draft prospectus, we have not raised any bridge loans which are proposed to be repaid from the Net Proceeds. However, we may draw down such amounts, as may be required, from an overdraft arrangement/cash credit facility with our lenders, to finance additional working capital needs until the completion of the Issue.

Interim Use of Proceeds
Pending utilization for the purposes described above, our Company intends to invest the funds in with scheduled commercial banks included in the second schedule of Reserve Bank of India Act, 1934. Our management, in accordance with the policies established by our Board of Directors from time to time, will deploy the Net Proceeds. Further, our Board of Directors hereby undertake that full recovery of the said interim investments shall be made without any sort of delay as and when need arises for utilization of process for the objects of the issue.

Monitoring Utilization of Funds
As the Issue size is less than Rs. 10,000 Lakh, under the SEBI (ICDR) Regulations it is not mandatory for us to appoint a monitoring agency.

Our Board and the management will monitor the utilization of the Net Proceeds through its audit committee. Pursuant to Regulation 32 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, our Company shall on half-yearly basis disclose to the Audit Committee the applications of the proceeds of the Issue. On an annual basis, our Company shall prepare a statement of funds utilized for purposes other than stated in this draft prospectus and place it before the Audit Committee. Such disclosures shall be made only until such time that all

the proceeds of the Issue have been utilized in full. The statement will be certified by the Statutory Auditors of our Company.

No part of the Issue Proceeds will be paid by our Company as consideration to our Promoters, our Directors, Key Management Personnel or companies promoted by the Promoters, except as may be required in the usual course of business and for working capital requirements.

Variation in Objects

In accordance with Section 13(8) and Section 27 of the Companies Act, 2013, our Company shall not vary the objects of the Initial Public Issue without our Company being authorized to do so by the Shareholders by way of a special resolution through a postal ballot. Further, pursuant to Regulation 32 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, our Company shall on half- yearly basis disclose to the Audit Committee the applications of the proceeds of the Issue. 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. The Postal Ballot Notice shall simultaneously be published in the newspapers, one in English and one in Hindi, the vernacular language of the jurisdiction where our Registered Office is situated. Our Promoters will be required to provide an exit opportunity to such shareholders who do not agree to the above stated proposal, at a price as may be prescribed by SEBI, in this regard.

Other Confirmations

There are no material existing or anticipated transactions with our Promoters, our Directors, our Company's Key Managerial Personnel, director of promoters in relation to the utilisation of the Net Proceeds. No part of the Net Proceeds will be paid by us as consideration to our Promoters, our Directors or Key Managerial Personnel, director of promoters except in the normal course of business and in compliance with the applicable laws.

BASIS FOR ISSUE PRICE

The Issue Price of ₹20/- per Equity Share has been determined by our Company, in consultation with the Lead Manager and justified by our Company, in consultation with the Lead Manager on the basis of an assessment of market demand for the Equity Shares through the Fixed Price Process and on the basis of the following qualitative and quantitative factors. The face value of the Equity Share of our Company is ₹10/- and Issue Price is ₹20/- which is 2 times the face value. Investors should also refer "Our Business", "Risk Factors" and "Financial Statements as Restated" beginning on page no. 65, 18 and 117 respectively, of this draft prospectus, to have an informed view before making an investment decision.

QUALITATIVE FACTORS:

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

- Established and proven track record;
- Leveraging the experience of our Promoters;
- Experienced management team and a motivated and efficient work force;
- Cordial relations with our customers
- Quality Assurance & Control

For a detailed discussion on the qualitative factors which form the basis for computing the price, please refer to Section titled, **Our Business**, beginning on page no. 65 of this draft prospectus.

QUANTITATIVE FACTORS:

The information presented in this section is derived from our Company's restated financial statements for the period 9 months ended December 31, 2019 and for the financial year ended on 31st March 2019, 31st March 2018 and 31st March 2017 prepared in accordance with Ind GAAP, the Companies Act and Restated in accordance with SEBI (ICDR) Regulations. For details, refer chapter titled "Financial Statements as Restated" beginning on page no 117 of this draft prospectus. Some of the quantitative factors, which form the basis for computing the price, are as follows:

1. Basic & Diluted Earnings per share (EPS) as adjusted for changes in capital for last 3 years:

Earnings Per Share: As per the Company's restated financial information:

Particulars	Basic & Diluted EPS (Rs.)	Weight
Year ended March 31, 2017	5.99	1
Year ended March 31, 2018	12.90	2
Year ended March 31, 2019	18.39	3
Weighted average	**14.49**	
For the period ended December 31, 2019 (Not Annualised)	**14.90**	
For the period ended December 31, 2019 (Considering Bonus Issue post restated Period Not Annualised)	**2.48**	

Weighted average: *Aggregate of year-wise earning per share divided by the aggregate of weights i.e. [(EPS x Weight) for each year] / [Total of weights]*

Note:

1. EPS has been calculated as PAT/Weighted Average no of shares for particular period/year.
2. The company has issued Bonus Shares after the restated period. The number of bonus shares is adjusted for the proportionate change in the number of equities shares outstanding as if the event had occurred at the beginning of the earliest period reported, while calculating the EPS.

2. Price to Earning (P/E) Ratio in relation to the Issue Price of ₹20/- per equity share of face value of Rs. 10/- each.

Particulars	P/E Ratio
P/E ratio based on the Basic & Diluted EPS for FY 2016-17	3.34
P/E ratio based on the Basic & Diluted EPS for FY 2017-18	1.55
P/E ratio based on the Basic & Diluted EPS for FY 2018-19	1.09
For the period ended December 31, 2019 (Not Annualised)	1.34
For the period ended December 31, 2019 (Considering Bonus Issue post restated Period Not Annualised)	8.05

3. **Average Return on Net Worth (RoNW) for last 3 years**

Particulars	RONW %	Weight
Year ended March 31, 2017	20.91	1
Year ended March 31, 2018	31.58	2
Year ended March 31, 2019	31.05	3
Weighted average (in %)	**29.54**	
For the period ended July 31, 2019 (Not Annualised) (in %)	**20.10**	
For the period ended December 31, 2019 (Considering Bonus Issue post restated Period Not Annualised) (in %)	**20.10**	

Weighted average: *Aggregate of year-wise weighted Return on Net Worth divided by the aggregate of weights i.e. [(Return on Net Worth x Weight) for each year] / [Total of weights]*

Note:
Net worth has been computed by aggregating share capital and reserves and surplus as per the audited restated financial information. Revaluation reserve or miscellaneous expenditure (to the extent not written off) is not considered for calculating Reserve & Surplus.

4. **Net Assets Value:**

Particulars	Amount in Rs.
Net Asset Value per Equity Share as of March 31, 2017	28.66
Net Asset Value per Equity Share as of March 31, 2018	40.84
Net Asset Value per Equity Share as of March 31, 2019	59.23
For the period ended December 31, 2019 (Not Annualised)	74.14
For the period ended December 31, 2019 (Considering Bonus Issue post restated Period Not Annualised)	12.36
Net Asset Value per Equity Share after the Issue	14.53
Issue Price per equity share	20.00

Note: *Net Asset Value per equity share represents "total assets less total liability (excluding deferred tax) as per the restated financial information as divided by the number of equity shares outstanding as at the end of year/period.*

5. We believe that none of the listed companies in India offer products or services in which we operate. Hence a strict comparison is not possible.

The Company in consultation with the Lead Manager and after considering various valuation fundamentals including Book Value and other relevant factors believes that the issue price of ₹20/- per equity share for the Public Issue is justified in view of the above parameters. The investors may also want to pursue the "*Risk Factors"* beginning on page no 18 of this draft prospectus and Financials of the company as set out in the *"Financial Statements as Restated"* beginning on page no 117 of this draft prospectus to have more informed view about the investment proposition. The Face Value of the Equity Shares is Rs. 10/- per share and the Issue Price is 2 times of the face value i.e. ₹20/- per share.

STATEMENT OF POSSIBLE TAX BENEFITS

To,
The Board of Directors
DJ Mediaprint & Logistics Limited
24, 1st Floor, Palkhiwala House, Tara Manzil, 1st Dhobi Talao Lane,
Mumbai – 400 002, Maharashtra, India

Dear Sir,

Sub: Statement of possible Special tax benefit available to DJ Mediaprint and Logistics Limited, and its shareholders prepared in accordance with the requirements under Schedule VI-Clause 9 of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended.

We hereby confirm that the enclosed Annexure, prepared by **DJ Mediaprint and Logistics Limited** states the possible special tax benefits available to the Company and the shareholders of the Company under the Income – tax Act, 1961 as amended time to time, the Gift Tax Act, 1958, presently in force in India. Several of these benefits are dependent on the Company or its shareholders fulfilling the conditions prescribed under the relevant provisions of the Act. Hence, the ability of the Company or its shareholders to derive the tax benefits is dependent upon fulfilling such conditions, which based on the business imperatives, the company may or may not choose to fulfil.

The benefits discussed in the enclosed Annexure cover only special tax benefits available to the Company and its Shareholders and do not cover any general tax benefits. Further, these benefits are neither exhaustive nor conclusive and the preparation of the contents stated is the responsibility of the Company's management. We are informed that this statement is only intended to provide general information to the investors and hence 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. We are neither suggesting nor advising the investor to invest money or not to invest money based on this statement.

Our views are based on the existing provisions of the Act and its interpretations, which are subject to change or modification by subsequent legislative, regulatory, administrative or judicial decisions. Any such change, which could also be retrospective, could have an effect on the validity of our views stated herein. We assume no obligation to update this statement on any events subsequent to its issue, which may have a material effect on the discussions herein.

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

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

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

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

We shall not be liable to Company for any claims, liabilities or expenses relating to this assignment except to the extent of fees relating to this assignment, as finally judicially determined to have resulted primarily from bad faith of intentional misconduct.

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

Signed in terms of our separate report of even date.
For and on behalf of
ADV & Associates
Chartered Accountants
FRN.128045W
PRC No. - 011269

Sd/-
Prakash Mandhaniya
Partner
Membership No.: 421679

Place: Mumbai
Dated: 26.02.2020

Annexure to the statement of possible Tax Benefits

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

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

1. **Special Tax Benefits available to the Company under the Act:**

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

2. **Special Tax Benefits available to the shareholders of the Company**

   The Shareholders of the company are not entitled to any Special tax benefits under the Act.

Notes:

1. All the above benefits are as per the current tax laws and will be available only to the sole / first name holder where the shares are held by joint holders.

2. The above statement covers only certain relevant direct tax law benefits and does not cover any indirect tax law benefits or benefit under any other law.

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

SECTION VIII: ABOUT THE COMPANY AND THE INDUSTRY

INDUSTRY OVERVIEW

Unless noted otherwise, the information in this section is obtained or extracted from "www.ibef.org" and also extracted from publicly available information, data and statistics and has been derived from various government publications and industry sources. Neither we nor any other person connected with the Issue have independently verified this information. The data may have been re-classified by us for the purposes of presentation. Industry sources and publications generally state that the information contained therein has been obtained from sources generally believed to be reliable, but that their accuracy, completeness and underlying assumptions are not guaranteed and their reliability cannot be assured and, accordingly, investment decisions should not be based on such information. Industry sources and publications are also prepared based on information as of specific dates and may no longer be current or reflect current trends. Industry sources and publications may also base their information on estimates, projections, forecasts and assumptions that may prove to be incorrect. Accordingly, investors must rely on their independent examination of, and should not place undue reliance on, or base their investment decision solely on this information. The recipient should not construe any of the contents in this report as advice relating to business, financial, legal, taxation or investment matters and are advised to consult their own business, financial, legal, taxation, and other advisors concerning the transaction. You should read the entire Draft Prospectus, including the information contained in the sections titled "Risk Factors" and "Financial Statements" and related notes beginning on page no. 18 and 117 of this Draft Prospectus.

INDIAN ECONOMY

Introduction

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

Market size

India's nominal GDP growth rate is estimated at 12 per cent in 2019-20. The estimate for 2018-19 was 11.5 per cent. During Q2 of 2019-20, GDP (at constant 2011-12 prices), GDP stood at Rs 33.16 lakh crore (US$ 474.46 billion) showing a growth rate of 4.3 percent over the corresponding quarter of previous year. India has retained its position as the third largest startup base in the world with over 8,900-9,300 startups, with about 1,300 new start-ups being founded in 2019, according to a report by NASSCOM. India also witnessed the addition of 7 unicorns in 2019 till August, taking the total tally up to 24. India's labour force is expected to touch 160-170 million by 2020, based on rate of population growth, increased labour force participation, and higher education enrolment, among other factors, according to a study by ASSOCHAM and Thought Arbitrage Research Institute. India's foreign exchange reserves were US$ 448.59 billion in the week up to November 22, 2019, according to data from the RBI.

Recent Developments

With the improvement in the economic scenario, there have been various investments in various sectors of the economy. The M&A activity in India reached record US$ 129.4 billion in 2018, while private equity (PE) deals reached US$ 24.4 billion. Some of the important recent developments in Indian economy are as follows:

- Exports from India increased 1.60 per cent year-on-year to US$ 356.96 billion in April-November 2019.
- Nikkei India Manufacturing Purchasing Managers' Index (PMI) stood at 52.7 in December 2019, showing expansion in the sector.
- Mergers and Acquisitions (M&A) activity in the country has reached US$ 48 billion during Jan-Sept 2019.
- The gross tax revenue stood at Rs 11.74 lakh crore (US$ 168 billion) out of which Income tax collection contributed Rs 2.67 lakh crore (US$ 38.34 billion) between April-November 2019.
- Companies in India have raised around US$ 114.1 billion through 768 Initial Public Offers (IPO) first nine months of 2019.
- India's Foreign Direct Investment (FDI) equity inflows reached US$ 436.47 billion between April 2000 and June 2019, with maximum contribution from services, computer software and hardware, telecommunications, construction, trading and automobiles.
- India's cumulative growth of Index of Industrial Production (IIP) with base 2011-12 for the period April-September 2019 stands at 1.3 per cent, with September 2019 stands at 123.3.
- Consumer Price Index (CPI) – Combined inflation 3.3 per cent in April-September 2019.
- Around 12 million jobs in a year were created in India during 2015-19.
- India improved its ranking in the World Bank's Doing Business Report by 14 spots over last year and is ranked 63rd among 190 countries in 2020 edition of the report.
- India is expected to have 100,000 startups by 2025, which will create employment for 3.25 million people and US$ 500 billion in value, as per Mr. T V Mohan Das Pai, Chairman, Manipal Global Education.
- The World Bank has stated that private investments in India is expected to grow by 8.8 per cent in FY 2018-19 to overtake private consumption growth of 7.4 per cent, and thereby drive the growth in India's gross domestic product (GDP) in FY 2018-19.
- India is expected to retain its position as the world's leading recipient of remittances in 2018, with total remittances touching US$ 80 billion, according to World Bank's Migration and Development Brief.

Government Initiatives

The Union Budget for 2019-20 was announced by Ms Nirmala Sitharaman, Minister for Finance and Corporate Affairs, Government of India, in Parliament on July 05, 2019. India is all set to become US$ 3 trillion economy by the end of FY20. The budget focusses on reducing red tape, making best use of technology, building social infrastructure, digital India, pollution free India, make in India, job creation in Micro, Small and Medium Enterprises (MSMEs) and investing heavily in infrastructure. Total expenditure for 2019-20 is budgeted at Rs 2,786,349 crore (US$ 417.95 billion), an increase of 14.09 per cent from 2018-19 (budget estimates).

Numerous foreign companies are setting up their facilities in India on account of various government initiatives like Make in India and Digital India. Mr. Narendra Modi, Prime Minister of India, has launched the Make in India initiative with an aim to boost the manufacturing sector of Indian economy, to increase the purchasing power of an average Indian consumer, which would further boost demand, and hence spur development, in addition to benefiting investors. The Government of India, under the Make in India initiative, is trying to give boost to the contribution made by the manufacturing sector and aims to take it up to 25 per cent of the GDP from the current 17 per cent. Besides, the Government has also come up with Digital India initiative, which focuses on three core components: creation of digital infrastructure, delivering services digitally and to increase the digital literacy.

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

- India is expected to attract investment of around US$ 100 billion in developing the oil and gas infrastructure over the next five years.
- With the help of the new agriculture export policy, the agri exports from India is likely to reach the export target of US$ 60 billion by the year 2022.
- In India, Atal Innovation Mission (AIM), flagship initiative of NITI Aayog, launched the Atal Community Innovation Centre (ACIC) program in NITI Aayog which aims at spurring community Innovation in underserved and unserved areas of the country.
- National Institute for Transforming India (NITI) Aayog released a strategic document titled 'Strategy for New India @75' to help India become a US$ 4 trillion economy by FY23.
- The Government of India is going to increase public health spending to 2.5 per cent of GDP by 2025.
- For implementation of Agriculture Export Policy, government has approved an outlay Rs. 206.8 crore (US$ 29.59 million) for 2019, aimed at doubling farmers income by 2022.
- Government is planning to launch Bharatcraft portal, an e-commerce marketing platform to market and sell the products.
- Under the Pradhan Mantri Awas Yojana (Urban), government has sanctioned more than 96.50 Lakh houses under PMAY(U) and approved 606 proposals for the construction of 3,31,075 houses with an overall investment of Rs 15,125 crore (US$ 2.16 billion).
- The Cabinet Committee on Economic Affairs has approved to increase the authorized capital of Food Corporation of India (FCI) from existing Rs 3,500 crore (US$ 500.79 million) to Rs 10,000 crore (US$ 1.43 billion).
- India has registered a 26.9 per cent reduction in Maternal Mortality Ratio (MMR) since 2013: Sample Registration System Bulletin-2016.
- Around 26.02 million households have been electrified as on 31st March 2019 under the Pradhan Mantri Sahaj Bijli Har Ghar Yojana (SAUBHAGYA).
- Prime Minister's Employment Generation Programme (PMEGP) will be continued with an outlay of Rs 5,500 crore (US$ 755.36 million) for three years from 2017-18 to 2019-20, according to the Cabinet Committee on Economic Affairs (CCEA).
- As per the Union Budget 2019-20, public sector banks (PSBs) will be provided with a capital infusion of Rs 70,000 crores (US$ 10.02 billion), allowing NBFCs to raise foreign debt.
- The mid-term review of India's Foreign Trade Policy (FTP) 2015-20 has been released by Ministry of Commerce & Industry, Government of India, under which annual incentives for labour intensive MSME sectors have been increased by 2 per cent.
- Under the scheme Pradhan Mantri Gram Sadak Yojana (PMGSY-III), government plans to spend Rs 50,250 crores (US$ 7.19 billion) to build roads to boost rural connectivity.

Road Ahead

India's gross domestic product (GDP) is expected to reach US$ 5 trillion by FY25 and achieve upper-middle income status on the back of digitization, globalization, favorable demographics, and reforms. India's revenue receipts are estimated to touch Rs 28-30 trillion (US$ 385-412 billion) by 2019, owing to Government of India's measures to strengthen infrastructure and reforms like demonetization and Goods and Services Tax (GST). India is also focusing on renewable sources to generate energy. It is planning to achieve 40 per cent of its energy from non-fossil sources by 2030 which is currently 30 per cent and have plans to increase its renewable energy capacity from to 175 GW by 2022.

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

(Conversion rate used as on October 2019, Re 1 = US$ 0.01407)

Economic Survey 2019-20

The Union Minister for Finance & Corporate Affairs, Ms Nirmala Sitharaman presented the Economic Survey 2019-20 in the Parliament on January 31st, 2020. The key highlights of the Economic Survey 2019-20 are as follows:

Creating Jobs and Growth by Specializing in Network Products

- By integrating "Assemble in India for the world" into Make in India, India can:
  - Raise its export market share to about 3.5 per cent by 2025 and 6 per cent by 2030.
  - Create 4 crore well-paid jobs by 2025 and 8 crore by 2030.
- The impact of India's trade agreements on overall trade balance:
  - India's exports increased by 13.4 per cent for manufactured products and 10.9 per cent for total merchandise
  - Imports increased by 12.7 per cent for manufactured products and 8.6 per cent for total merchandise.
  - India gained 0.7 per cent increase in trade surplus per year for manufactured products and 2.3 per cent per year for total merchandise.
- Promote 'pro-business' policies that unleash the power of competitive markets to generate wealth as against 'pro-crony' policies that may favour incumbent private interests.

Targeting Ease of Doing Business in India

- A jump of 79 positions to 63 in 2019 from 142 in 2014 in World Bank's Doing Business rankings.
- The turnaround time of ships in India has almost halved to 2.48 days in 2018-19 from 4.67 days in 2010-11.

Thalinomics: The Economics of a Plate of Food in India

- The Survey tries to relate economics to the common person using something that an individual encounter every day - a plate of food i.e., a Thali.
- Post 2015-16:
  - Average household gained close to Rs 11,000 (US$ 155.69) on average per year from the moderation in prices in the case of vegetarian Thali.
  - Average household that consumes two non-vegetarian Thalis gained close to Rs 12,000 (US$ 169.85) on average per year during the same period.
- From 2006-07 to 2019-20:
  - Affordability of vegetarian Thalis improved 29 per cent.
  - Affordability of non-vegetarian Thalis improved by 18 per cent.

India's Economic Performance in 2019-20

- India's GDP growth is expected to grow in the range of 6.0 to 6.5 per cent in 2020-21.
- GDP growth moderated to 4.8 per cent in H1 of 2019-20, amidst a weak environment for global manufacturing, trade and demand.
- In 2019-20, fiscal deficit was budgeted at Rs 7.04 lakh crore (US$ 99.56 billion) (3.3 per cent of GDP), as compared to Rs 6.49 lakh crore (US$ 91.86 billion) (3.4 per cent of GDP) in 2018-19.
- Inflation increased from 3.3 per cent in H1 of 2019-20 to 7.35 per cent in December 2019-20 due to temporary increase in food inflation.
- Reforms undertaken during 2019-20 to boost investment, consumption and exports:
  - Speeding up the insolvency resolution process under Insolvency and Bankruptcy Code (IBC).
  - Easing of credit, particularly for the stressed real estate and NBFC sectors.
  - The National Infrastructure Pipeline for the period FY 2020-2025 launched.

Fiscal Developments

- Revenue Receipts registered a higher growth during the first eight months of 2019-20, compared to the same period last year, led by considerable growth in Non-Tax revenue.
- Gross GST monthly collections have crossed the mark of Rs 1 lakh crore (US$ 14.15 billion) for a total of five times during 2019-20 (up to December 2019).

External Sector

- India's Balance of Payments (BoP) position improved from US$ 412.9 billion of forex reserves in end March 2019 to US$ 433.7 billion in end September 2019.
- Foreign reserves stood at US$ 461.2 billion as on 10th January 2020.
- The Current Account Deficit (CAD) narrowed to 1.5 per cent of GDP in H1 of 2019-20 from 2.1 per cent in 2018-19.
- India's top five trading partners continue to be USA, China, UAE, Saudi Arabia and Hong Kong.
- India improved its ranking from 143 in 2016 to 68 in 2019 under the indicator, "Trading across Borders", monitored by World Bank in its Ease of Doing Business Report.
- Indian Logistics industry expected to reach US$ 215 billion by 2020 from US$ 160 billion, currently.
- According to World Bank's Logistics Performance Index, India ranked 44th in 2018 globally, up from 54th rank in 2014.

- Net FDI inflows continued to be buoyant in 2019-20 attracting US$ 24.4 billion in the first eight months, higher than the corresponding period of 2018-19.
- Net FPI in the first eight months of 2019-20 stood at US$ 12.6 billion.
- Net remittances from Indians employed overseas continued to increase, receiving US$ 38.4 billion in H1 of 2019-20 which is more than 50 per cent of the previous year level.
- External debt remained low at 20.1 per cent of GDP as at end September 2019.

Monetary Management and Financial Intermediation

- Repo rate was cut by 110 basis points in four consecutive MPC meetings in the financial year due to slower growth and lower inflation.
- The Gross Non-Performing Advances ratio remained unchanged for Scheduled Commercial banks at 9.3 per cent between March and September 2019.
- Bank Credit growth (YoY) moderated from 12.9 per cent in April 2019 to 7.1 per cent as on December 20, 2019.
- Capital to Risk-weighted Asset Ratio of SCBs increased from 14.3 per cent to 15.1 per cent between March and September 2019.

Prices and Inflation

- Consumer Price Index (CPI) inflation increased from 3.7 per cent in 2018-19 (April to December 2018) to 4.1 per cent in 2019-20 (April to December 2019).
- WPI inflation fell from 4.7 per cent in 2018-19 (April to December 2018) to 1.5 per cent during 2019-20 (April to December 2019).

Sustainable Development and Climate Change

- India moving forward on the path of SDG implementation through well-designed initiatives
- SDG India Index:
  - Himachal Pradesh, Kerala, Tamil Nadu, Chandigarh are front runners.
  - Assam, Bihar and Uttar Pradesh come under the category of Aspirants.
- Forest and tree cover increased and has reached 80.73 million hectares covering 25.56 per cent of the geographical area of the country.

Performance of key sectors:

Agriculture and Food Management

- GVA at Basic Prices for 2019-20 from 'Agriculture, Forestry and Fishing' sector is estimated to grow by 2.8 per cent.
- Livestock sector grew at a CAGR of 7.9 per cent during last five years.
- During the last 6 years ending 2017-18, Food Processing Industries sector grew at an Average Annual Growth Rate (AAGR) of around 5.06 per cent. The sector constitutes as much as 8.83 per cent and 10.66 per cent of GVA in Manufacturing and Agriculture sector respectively in 2017-18 at 2011-12 prices.

Industry and Infrastructure

- The industrial sector as per Index of Industrial Production (IIP) registered a growth of 0.6 per cent in 2019-20 (April-November) as compared to 5.0 per cent during 2018-19 (April-November).
- Fertilizer sector achieved a growth of 4.0 per cent during 2019-20 (April-November) as compared to (-) 1.3 per cent during 2018-19 (April-November).
- Steel sector achieved a growth of 5.2 per cent during 2019-20 (April-November) as compared to 3.6 per cent during 2018-19 (April-November).
- Total telephone connections in India touched 119.43 crore as on September 30, 2019.
- The installed capacity of power generation has increased to 3, 64,960 MW as on October 31, 2019 from 3,56,100 MW as on March 31, 2019.
- Report of the Task Force on National Infrastructure Pipeline, released on 31.12.2019, has projected total infrastructure investment of Rs 102 lakh crore (US$ 1.44 trillion) during the period FY 2020-2025 in India.

Services Sector

Services sector in the Indian economy contributes:

- About 55 per cent of the total size of the economy and GVA growth.
- Two-third of total FDI inflows into India.
- About 38 per cent of total exports.
- More than 50 per cent of GVA in 15 out of the 33 states and UTs.

Social Infrastructure, Employment and Human Development

- The expenditure on social services (health, education and others) by the Centre and States as a proportion of GDP increased from 6.2 per cent in 2014-15 to 7.7 per cent in 2019-20 (BE).
- India's ranking in Human Development Index (HDI) improved to 129 in 2018 from 130 in 2017, with 1.34 per cent average annual HDI growth.
- The share of regular wage/salaried employees has increased by 5 percentage points from 18 per cent in 2011-12 to 23 per cent in 2017-18.
- A significant jump of around 2.62 crore new jobs with 1.21 crore in rural areas and 1.39 crore in urban areas in this category.
- Total formal employment in the economy increased from 8 per cent in 2011-12 to 9.98 per cent in 2017-18.
- Access to health services inter-alia through Ayushman Bharat and Mission Indradhanush across the country has improved.
- Mission Indradhanush has vaccinated 3.39 crore children and 87.18 lakh pregnant women of 680 districts across the country.
- About 76.7 per cent of the households in the rural and about 96 per cent in the urban areas had houses of pucca structure.
- A 10-year Rural Sanitation Strategy (2019-2029) launched to focus on sustaining the sanitation behaviour change and increasing access to solid and liquid waste management.

Note: *Conversion rate used as on 31st January 2019, Re 1 = US$ 0.014154*

ABOUT MAHARASHTRA

Maharashtra is situated in the western region of the country. The state shares borders with Gujarat, Madhya Pradesh, Chhattisgarh, Andhra Pradesh, Karnataka, Goa and the Union Territory of Dadra and Nagar Haveli. Maharashtra's gross state domestic product (GSDP) at current prices accounted for 14.89 per cent of India's gross domestic product (GDP) in 2017-18, the highest among all states. The GSDP grew at a CAGR of around 11.83 per cent from 2011-12 to 2018-19 to reach US$ 405.35 billion. The net state domestic product (NSDP) grew at a CAGR of around 11.75 per cent from 2011-12 to 2017-18 to reach US$ 340.41 billion. The budget estimate for GSDP at current price for 2019-20 is Rs 31.31 lakh crore (US$ 448.07 billion).

The state's capital, Mumbai, is the commercial capital of India and has evolved into a global financial hub. The city is home to several global banking and financial service firms. Pune, another major city in the state, has emerged as the educational hub. Maharashtra has emerged as a key hub for IT and ITeS, electronics and captive business outsourcing industries. The state has a well-developed social, physical and industrial infrastructure. Apart from 16 airports, the state has two major and 48 minor ports. It also has a well-developed power supply grid. Maharashtra's infrastructure sector has grown significantly over the last decade, with a substantial rise in the number of industrial clusters and public-private partnership (PPP) projects. According to the Department for Promotion of Industry and Internal Trade (DPIIT), cumulative FDI inflows^ in the state of Maharashtra during April 2000 to June 2019 stood at US$ 128.85 billion. During 2018-19, total merchandise exports from the state stood at US$ US$ 74 billion and US$ 33.80 billion during April-September 2019.

Key sectors:

- At current prices, the contribution of the financial sector to the GSDP of the state increased at a CAGR of 11.83 per cent between 2011-12 and 2019-20.
- On March 2019, the Sindhudurg airport was made operational, making it the first in the coastal Konkan region to be on the country's air map.
- An MoU was signed between Airport Authority of India and Maharashtra Industrial Development Corporation to start the operations at Ratnagiri airport under the UDAN scheme.
- As of November 14, 2019, Maharashtra had 12 SEZs with valid in-principle approvals, 48 SEZs with formal approvals, 31 exporting SEZs and 42 SEZs with notified approvals.
- The state has produced 6.55 million bales of cotton in 2017-18* and 7.83 million bales of cotton in 2018-19**. In 2018-19P, the state has also produced 519 MT of raw silk.
- Till March 2019, 249 SEZs have been proposed from which 30 were executed with investment of Rs 36,352 crore (US$ 5.27 billion) and generated employment of about 5.9 lakh.
- During 2018-19, Maharashtra Industrial Development Corporation (MIDC), CIDCO and Software Technology Park of India cumulatively developed 37 public IT parks and approved 527 private IT parks. Of the total 527 IT parks, 193 parks are already operational with an overall investment of Rs 19,927 crore (US$ 2.85 billion and remaining 334 with an investment of Rs 62,217 (US$ 8.90 billion), which is expected to generate 10.81 lakh opportunities.
- Maharashtra accounts for approximately 35.1 per cent of the country's output of automobiles by value.
- The state has launched Unlimited Maharashtra advertising campaign through newspapers and television channels to attract tourists during summer vacations. A half-hour ferry ride across Mumbai harbor takes visitors to view the superbly carved 1,300 years old cave temple on the little island of Elephanta, a favourite picnic spot.
- In 2017, the state had 119.2 million domestic tourist arrival and 5.08 million foreign tourist arrival.

*Note: ^ - Includes Maharashtra, Dadra & Nagar Haveli and Daman & Diu, * - As per 3rd Estimates, P – Provisional, **- in lakhs bales of 170 kgs each*

The following are some of the major initiatives taken by the government to promote Maharashtra as an investment destination:

- In March 2019, the Sindhudurg airport was made operational, making it the first in the coastal Konkan region to be on the country's air map.
- An MoU was signed between Airport Authority of India and Maharashtra Industrial Development Corporation to start the operations at Ratnagiri airport under the UDAN scheme.
- In December 2019, Adani Transmission Ltd (ATL) received the Letter of Intent (LOI) from Maharashtra State Electricity Transmission Company Limited (MSETCL) to build, own, operate and maintain a transmission project in the state, which will be first ever 400 kV substation facility in Mumbai.
- As of November 2019, the state had a total installed power generation capacity of 43,722.17 MW.
- The Government of Maharashtra is promoting the development of several Special Economic Zones (SEZs) across Maharashtra for sectors such as IT/ITeS, pharmaceuticals, biotechnology, textile, automotive & auto components, gems & jewellery and food processing. Maharashtra had 12 SEZs with valid in-principle approvals, 48 SEZs with formal approvals and 42 SEZs with notified approvals. As of November 14, 2019, the state had 31 exporting SEZs across diversified sectors including textiles and apparel, food processing, footwear and leather products, multi-product, pharma, IT SEZs, etc.
- Market Capitalisation of BSE and NSE for 2019-20 stood at Rs 139.87 trillion (US$ 2,001.35 billion) and Rs 140 trillion (US$ 2,003.92 billion), respectively.
- During 2018-19, Maharashtra Industrial Development Corporation (MIDC), CIDCO and Software Technology Park of India cumulatively developed 37 public IT parks and approved 527 private IT parks. Of the total 527 IT parks, 193 parks are already operational with an overall investment of Rs 19,927 crore (US$ 2.85 billion and remaining 334 with an investment of Rs 62,217 (US$ 8.90 billion), which is expected to generate 10.81 lakh opportunities.
- The Government of Maharashtra provides single-window clearance to all units to reduce the average time required for establishment of such units and issue various clearances required for setting up of industries at a single point.
- The Government is focusing on providing IT-related infrastructure, fiscal incentives to IT units and an institutional framework for the IT sector.
- Textile parks, aimed to provide world-class infrastructural components for the textile sector and enhance productive capacity, are being set up in Maharashtra to maintain its leadership position in textile exports and production.
- As a part of the 'Make in India' initiative, the state government in planning to come up with an electronics policy for companies interested to invest in this sector in Maharashtra.

*Note: *Includes Maharashtra, Dadra & Nagar Haveli and Daman & Diu, P – Provisional, ^ - As per 1st advance Estimates (Kharif Season), * - As per 1st advance Estimates*

Source: https://worldofpaper.in/en-GB/exhibitors/Industry-Overview.aspx

Paper and Print Sector Overview

India's Paper and Print Industries show large potential. Demand for paper is growing, also due to an increase of demand in packaged products. Resources for the paper market are limited, but domestic production is increasing. The paper industry of India is providing employment to 400,000 people directly and 1.5 million indirectly. Paper consumption in India is approximately 15 million tonnes per annum (TPA) but is expected to reach 23.5 TPA by 2025. Some of the paper mills are existing since several decades, which make up-gradation and investments into newer machinery necessary. This opens up opportunities for manufacturing companies in the sector. The print market in India is growing as well, mainly because of growing demand for high-qualitative products. The print machinery production registered a year-on-year growth of 20% in the last few years. The two sectors projected to grow the most are packaging and published printing.

Map – Industry Clusters

Growth Drivers

- Forecasted demand for paper in 2025 is 23,5 million tons
- 100% FDI allowed under the automatic route in some of the industry segments
- Exempt of customs duty for newsprint and uncoated paper
- Paper consumption forecasted to increase by 7.6% per year in the coming years
- Within packaging printing, the fastest growing sub-sectors are label and tag printing

Market Statistics

- 10-year forecasted CAGR for Paper Industry is 7-8%
- India has climbed from the eighth largest market in 2011 to fifth in 2016 of the print packaging industry
- Package Printing is forecasted to make up 43% of the Print Industry in 2017
- Indian Paper Industry accounts for 3% of the world's Paper production
- 3D-Printer market expected to cross $79 Million by 2021 at a CAGR of 28.5 % from 2016 to 2022

Source: https://www.maiervidorno.com/industry-expertise/paper-print/

OUR BUSINESS

BRIEF OVERVIEW: -

Our Company was originally incorporated as ***"DJ Logistic Solutions Private Limited"*** having its registered office at 24, 1st Floor, Palkhiwala House, Tara Manzil, 1st Dhobi Talao Lane, Mumbai – 400 002, Maharashtra, India on February 24, 2009 under the provisions of the Companies Act, 1956 bearing Corporate Identification Number U60232MH2009PTC190567 issued by the Registrar of Companies, Mumbai, Maharashtra. Subsequently name of the company has been changed to ***"DJ Mediaprint & Logistics Private Limited"*** vide a Certificate of Incorporation pursuant to change of name dated December 08, 2017. Subsequently our company was converted into Public Limited Company and the name of our Company was changed to ***"DJ Mediaprint & Logistics Limited"*** vide a fresh Certificate of Incorporation consequent upon conversion from Private Company to Public Company dated December 19, 2017 bearing Corporate Identification Number U60232MH2009PLC190567 issued by the Registrar of Companies, Mumbai.

DJ Mediaprint & Logistics Ltd. is a provider of Integrated Printing, Logistics and Courier solutions in India and overseas with a well networked transport operations, pre-eminent quality standards and processes & operations. It also provides Bulk Mailing, Speed Post, Records Management, Manpower Supply, Return of Post Management, Bulk Scanning, Moving, Newspaper Print Advertising services and other related services.

We believe with the capability to process over 40 to 50 lakh articles per month as per our estimation of the current infrastructure, we cater to wide customer base across various industry segment such as Banking, Airlines, Shipping, Logistics, Education, Finance, Lottery Ticket, Healthcare, Insurance, Manufacturing, Retail, Stockbroking, Telecom, Utilities among others.

Our clientele includes LIC, National Insurance, Bharti Axa, GIC Housing Finance, Citi Bank, Bank of India, Union Bank of India, Corporation Bank, Federal Bank, Bank of India, State Bank of India, Punjab National Bank, Infosys, Wipro, Britannia, Aditya Birla Group, Indian Institute of Architects, Dish TV, Philips, Larson & Turbo, NSDL among others.

We have executed many short term/long terms contract for Printing & Dispatch of monthly Credit Cards Statement, Letter, Annual Reports & Other ancillary services, Storage of records and its management, Digital franking machines services and ancillary services etc with our clients and getting repeated order from them.

What started as a sole proprietary business in 1999, is today a vast enterprise that operates on a national and international level and offers a variety of printing, courier and other services.

A flag-bearer of the highest quality of work that is aligned with foolproof processes, and supported by a highly advanced and mechanised infrastructure, the company is committed to deliver printing and logistical solutions in a way that perfectly matches the expectations of its clients. A natural effect of its highly organized activities is the ISO 9001:2015 certification awarded to it. By virtue of its four pillars: Speed, Reliability, Dedication and Processes, DJ Mediaprint & Logistics Ltd. not only delivers impeccably to the satisfaction of all its clients, but also adds value for all the stakeholders involved in its magnanimous scale of operations.

From humble beginnings as a sole proprietary firm employing 5 people, with Courier & Logistics as its core business, the business has grown by leaps and bounds. Over the years the business added more feathers to its cap with the opening of more branch offices and the launch of mailing operations. In 2009, it became a private company incorporated as DJ Logistic Solutions Pvt. Ltd. and its operations included printing, courier and postal services. Upon further growth, the company installed state-of-the-art machinery with advanced capabilities and kept adding to its number of employees every year.

The company has been awarded several performance-based ratings/certifications which are as under:

- The company has been awarded an NSIC-CRISIL Rating of "CRISIL MSE 3" by CRISIL on August 29, 2019 and valid till August 27, 2020. CRISIL MSE 3 rating indicates Good Financial Strength and High Operating Performance and good creditworthiness in relation to other Micro & Small Enterprises.

- The company has been also awarded with ISO 27001:2013 quality certifications, for the assessment of their Information Security Management System and found to be in compliance with the requirement of ISO 27001:2013 for the scope of provisions of various type of Printing, Variable Data Printing, Security Printing, Bulk Scanning, Record Storage & Management Mass Mailing, Newspaper Advertising, Logistics & Outsourcing Solution Services.

- The company has been also awarded with ISO 9001:2015 quality certifications, for the assessment of their Quality Management System and found to conform to the requirement of ISO 9001:2015 for the scope of provisions of various type of Printing, Record Management, Mass Mailing, Logistics & Outsourcing Solution Services.

- The company is registered with The National Small Industries Corporation Limited (A Government of India Enterprises) as MSE Unit eligible for participation in the Central Government Store Purchase Programme as per the single point registration scheme.

- The company is also registered with Indian Bank Association under IBA scheme for recommending Security Printers for printing of MICR instrument to its Member banks.

CRISIL
An S&P Global Company

CRISIL MSE Rating

D. J. Mediaprint and Logistics Limited, Maharashtra
has been awarded an NSIC-CRISIL Rating of

Financial Strength Good
CRISIL MSE 3
Operating Performance High

On August 29, 2019 and valid till August 27, 2020
The rating MSE 3 indicates 'Good credit worthiness in relation to other MSEs'.

Binaifer F Jehani
Business Head SME Ratings

ISO 9001:2015

Certificate of Registration

This is to Certify That
The Quality Management System of

DJ MEDIAPRINT & LOGISTICS LTD.
(FORMERLY KNOWN AS DJ LOGISTIC SOLUTIONS PVT. LTD.)

24, 1ST FLOOR, PALKHIWALA HOUSE, TARA MANZIL,
1ST DHOBI TALAO LANE, MARINE LINES, MUMBAI - 400002,
MAHARASHTRA, INDIA

has been assessed and found to conform
to the requirements of

ISO 9001:2015

for the following scope :

PROVISION OF VARIOUS TYPES OF PRINTINGS, RECORD MANAGEMENT, MASS MAILING, LOGISTICS & OUTSOURCING SOLUTIONS SERVICES

Certificate No	18DQCQ36		
Initial Registration Date	: 13/02/2018	Issuance Date	: 13/02/2018
Date of Expiry*	: 12/02/2021		
1st Surve. Due	: 13/01/2019	2nd Surve. Due	: 13/01/2020

DIRECTOR

ROHS

IAF

DAC
CB-035-MS

ROHS Certification Pvt. Ltd.
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The Registration is not a Product Quality Certificate *Subject to successful completion of surveillance audits Visit for verification on www.rohscertification.co.in
Certificate is the property of ROHS and return when demanded

QUALITY CERTIFICATION

Certificate of Registration

This is to certify that
The Information Security Management System of

DJ MEDIAPRINT & LOGISTICS LTD.
(FORMERLY KNOWN AS DJ LOGISTIC SOLUTIONS PVT. LTD.)

Regd Office:- 24, 1st Floor, Palkhiwala House, Tara Manzil, 1st Dhobi Talao Lane, Marine Lines, Mumbai - 400002, Maharashtra, India
Corp & Factory Add:- U.P Co-Operative Federation Ltd. Plot No 4 To 9, Vashi, Mafco Yard, Navi Mumbai - 400703, Maharashtra, India

has been assessed and found to be in compliance with the requirements of the standard

ISO 27001:2013

for the following scope :

Provision of Various Types of Printing, Variable Data Printing, Security Printing, Bulk Scanning, Record Storage & Management Mass Mailing, Newspaper Advertising, Logistics & Outsourcing Solution Services

CERTIFICATE NO. : 19ZEC001673IS

ISSUED DATE : 28/03/2019
EXPIRY DATE : 27/03/2022
1ST SURVEILLANCE : 27/03/2020
2ND SURVEILLANCE : 27/03/2021

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ISO 27001

DJ Mediaprint & Logistics Ltd. has brought value-addition, reliability, security and economy to its services and has emerged as the good player in all offerings across various industries that it caters to. A customer-centric approach permeates all its activities, so that the outcomes generated meet the temporal, quality and utility standards of its clients.

DJ Mediaprint & Logistics Ltd. currently has several offices spread across Mumbai, Navi Mumbai & Bhiwandi (Thane), one in Delhi and one in Goa, where it is supported by a well-connected network across the city.

Our company boasts of a personalized delivery system and a pioneering set of systems and processes that regulate its entire spectrum of mailing operations. In line with the changes in printing technology, the company has entered a new field of printing by commissioning digital printing and associated equipment to its existing set-up of printing machinery. Its current infrastructure encompasses an assemblage of more than 30 types of machines for offset and digital printing as well as for other print-related jobs. The collective operations of these machines cover the entire gamut of printing solutions that can be imagined.

Our years of service in logistics and printing have provided us with the expertise required for delivering excellence. Our state-of-the-art equipment and systematic operations allow greater precision and efficiency, while getting things done in defined timelines.

The ISO certification awarded to us is an indication of our commitment to our business practices and quality output. With our ideas, execution capabilities and our work ethic combined, we are unparalleled at what we do.

We value relationships with all our stakeholders: clients, employees, investors, vendors and others. All our endeavours have always had an inherent objective of providing value to all the people associated with us. We do not see our business as an isolated entity that is driven by self-interest, but view it as part of a beautiful and efficient business ecosystem where our every move makes a positive difference for all the entities involved.

We believe that the synergy of man and machine can create wonders, and as much as we are in awe of the flawless nature of technology and its brilliant applications, so are we respectful towards the mental faculties and noble intentions of the people working with us. Our staff consists of professionals trained to operate high technological machineries and prompt delivery and pickup. Every member of our organization is committed to our vision and business ethics.

We are deeply committed to quality, an idea that permeates everything we do and everything we achieve. The ultimate goal of all our plans, infrastructure, processes, systems, is quality output. It is the one constant element at the foundation of all our thoughts. All our work offers value to the client vis-à-vis his requirements.

OUR SERVICES: -

We offer a wide range of integrated services including print-to-post solutions. Our wide range of expertise in printing, mailing, logistics and print advertising services makes us a preferred choice in our industry. We have been in the industry for more than two decades, and we believe we have the capability to process over 40 to 50 lakhs articles per month as per the estimation of the existing infrastructure. Our year of services in logistics and printing have provided us with the expertise required for delivering excellence. Our state-of-the-art equipment and systematic operation allow greater precision and efficiency, while getting things done in defined timeline.

- **Printing Solutions**

  DJ Mediaprint & Logistics Ltd. provides an exhaustive array of printing solutions for clients belonging to several industries. We are equipped with technical, professional and operational expertise to offer various forms of printing solutions. Our highly organized nature of printing infrastructure and processes is also reflected in the ISO 9001:2015 certification awarded to us. We have a prodigious production capacity and as per our estimation can churn out 3 million magazines and 2.5 million books every month.

  We have an in-house team of writers, designers and proofreaders whose services are highly synchronised to produce books, magazines and other published material that is correct, relevant, has high utility and is aesthetically pleasing.

  Our designers diligently follow the step-by-step process to hit the right notes. Beginning with researching about the client's business, industry and competitors the designers arrive at design concepts that will unify the complete content and provide it a context. Through further understanding of prevalent design trends specific to the client's industry and the tastes and tendencies of its target audience, the designers determine the design elements to be used. The design team is also well-versed with the legal compliances in terms of designs and formats that certain deliverables need to follow, such as annual and other reports.

  Process Flow of Printing

  1. New Job/order is registered as per our Internal Process in the Register.
  2. Purchase order with sample.
  3. Paper procurement process is initiated.
  4. Asking soft copy from the client.
  5. In-house Designers will do the necessary artwork and design as per the requirements of the client.
  6. Design and matter is then sent to the client for approval.
  7. Once the design is finalised, a hard copy of sample in order to confirm whether it meets the quality requirements of the client is sent to client and then hard copy of the sample is approved from the client.
  8. Once the sample is approved the schedule of printing and job planning is aligned as per the TAT promised to the client.
  9. Then the pre-printing process is initiated of plate making.
  10. Checking whether the above processes are error free and as per the quality.
  11. Paper checking happens as per the quotation provided, Purchase Order.
  12. Paper requisition is given to the Stores Department.
  13. Paper conversion as per the requirements of the job.
  14. Printing Process begins on the scheduled machine
  15. A printed sample is shown to the departmental head for approval on quality & specifications and signature on the sample is obtained from the concerned head.
  16. Full Fledged Printing Process is initiated.
  17. Wastage is accounted for in Wastage Register and shredded later.
  18. Lamination/Varnish/Punching/Folding/Gathering/Pinning/Perforation process is initiated.
  19. Binding is done as per the job requirement.
  20. Numbering and Converting process is initiated as per the order is initiated.
  21. Final Inspection & QC on quality and quantity.
  22. wastage is accounted for in Wastage Register and Final quantity is counted.
  23. Packing as per the job requirement.
  24. Preparation of Delivery Challan & Invoice & E way bills (if applicable).
  25. Entry in Gate pass and Outward Register is done before the final dispatch
  26. The material is dispatch as per the respective mode of dispatch as instructed by the client.

- **Variable Data Printing**

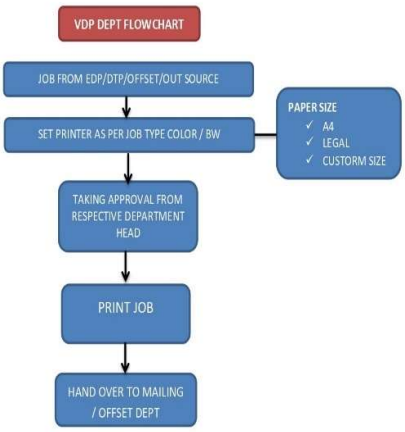
  Variable Data Printing (VDP) is a form of digital printing used when bulk printing is required with the same basic layout for each printed piece, but the text, images or graphics may change from one printed piece to another. For example, a letter that needs to be sent out to 10,000 people. The message will be the same for all 10,000 prints, but the names, addresses and pin-codes will be different for each letter. Our printers are capable of this type of printing

without any slow-down or stopping of the bulk printing process, with the variable data being fed to the machines from a database file. The software and digital applications that we use for this type of digital printing are best in the industry, and we also have a layer of quality checks and proof checks to ensure zero errors. Our VDP solutions are also integrated with data storage and security, printing and shipping of the finished prints.

Some of our VDP outputs are:

- Bank Statements
- Barcoded OMR Sheets
- Barcoded Insurance Proposal Forms
- Credit Card Statements
- Demat Statements
- Direct Mail Applications
- Electricity Bills
- Insurance Policies
- Mobile-phone Bills
- Personalised Delivery Instruction Books (for shares)
- Personalised MICR Cheque Books
- Personalised Postal Ballots
- Reminder Notices
- Voter Lists

Flow chart for VDP/EDP department



- **Continuous Stationery Printing**

  Continuous stationery printing involves using continuous form paper sheet to print receipts, bank and other statements, bills, and other commercial purpose documents. Keeping in consideration the dynamics of continuous printing, we offer continuous stationery solutions to several clients for various purposes. We have different machines for different continuous printing requirements. For years, we have been fulfilling orders from several banks, listed companies and government bodies for forms, bills, receipts, invoices, statements, etc. Through these offerings we have done service to small and medium enterprises by bringing efficiency to their businesses and saving their costs, time and efforts.

- **Security Printing**

  Our security printing offerings involves printing of items that prevent them to be forged or tampered with in any way. Depending on the items and the needs of the client, we offer a mix of several features to ensure the appropriate level of security. We provide specific security products in all colours and dimensions that fulfil our clients' requirements as well as meet the necessary security standards. Our quality management system reviews the complete printing process. We also use security paper and security inks that are specifically made for such purposes.

  Our offerings in the security printing segment include:

  - MICR Cheque Book
  - Board/ University Certificates
  - Policy Bonds
  - Dividend Warrants
  - Identity Cards
  - Stock Certificates
  - OMR Answer sheet with serial numbering or bar code or litho code
  - OMR Admit Card
  - OMR Application Form
  - OMR Registration Form
  - OMR Survey/Data Collection Form

- **Logistics**

  We have robust systems to manage the flow of packages from the pick-up/origin point to the drop-off point as per the needs of our clients. The packages are channelled through our established courier network to ensure secure and efficient deliveries. We provide courier services through air, rail and road transportation across India. We analyze the dynamics of these three ways of transportation and determine the best optimization for the shipments accordingly. For our logistical operations, we have our own vehicles and hire the services of more transport as per the requirements of our shipments. Our experience and expertise in this field combined with our commitment to clients' requirements make us a reliable aggregator of courier services. The carefully laid out processes supported by automated systems result in seamless operations.

Depending on the type of package, we offer four types of courier services.

- **Unsecured Shipments**: These shipments include direct mail, receipts, bills, general mail, etc.
- **Semi-secured Shipments**: These shipments include credit card statements, account statements, welcome kits, insurance policies, etc.
- **Secured Shipments**: These shipments include Debit/Credit cards, ATM security pin mail, tickets, legal communication, coupons, cheque books, etc.
- **Bulk Shipments**: These shipments include Newsletters, magazines, print stationery, health care products, etc.

❖ **Bulk Mailing**

Our bulk mailing solutions are highly organized and optimally operated as per the requirement mix, and in line with the mandates introduced by the postal department. We have pioneered a mass mailing system that can send a large number of mails, envelopes, brochures, etc. through the postal department at pre-set intervals.

We provide an exhaustive range of functions under our Bulk Mailing services like:

- Pickup, inserting, pasting, booking and franking of the articles for speed post, registered and book post from various locations as per clients' requirements.
- Dispatch of monthly bills, regular mails, corporate reports, annual reports, dividend warrants, share certificates, and banking instruments like cheque or monthly statements and notices of listed companies to their shareholders.
- Sorting and segregation of articles as per location / pin code sequence. Dispatch of articles to BPC (Business Post Centre) through our personalized network.
- Assurance of quality service to our clients of articles through our dedicated team work, zero defect operations and tracking system.

❖ **Speed Post**

We provide the following services under Speed Post.

- **Registered Post:** Registered letter is addressee specific and widely available. It has free air transmission. Enclosure is allowed with it. It has secure handling and accountability, and acknowledgement facility is available if needed. Registered letters have legal status and registration.
- **First Class Mail:** First Class Mail gets free air transmission within India.
- **Ordinary Post / Book – Post:** Book post has reasonable price and wide availability.
- **Post Card:** Post Card is a comparatively cheaper mode of communication, and it has free air transmission. Post card of private manufacturer is transmitted by Post as postcard provided that the postage is prepaid in full.
- **Inland Letters:** Communication is contained on a sheet of paper with prescribed size & folding. Inland letter card is used for transmission within India only.
- **Bill Mail Services:** Communications of a financial nature, bills, monthly account bills or any such other items of similar nature may be posted by a service provider to customers at least once in 90 days under this service.
- **Direct Post:** A minimum quantity of 1000 pieces would be accepted under the Direct Post. Direct post would comprise of un-addressed mail articles like letter, cards, brochure, questionnaires, pamphlets, samples, promotional items like CDs/floppies and cassette etc. Articles to be accepted would be such that they do not exceed the length and width of an A3 size paper.
- **Business Reply Services:** A person who wishes to obtain a reply from his client without putting him to the expenditure of paying the postage charges may attach or enclose with his communication an addressed reply card/envelope.

❖ **International Courier Services**

DJ Mediaprint & Logistics Ltd. is an authorized Express Mail Service (EMS) provider and has tie-ups with various international courier companies. To provide our clients with smooth international courier solutions, we have set up separate processes and run our operations in compliance with the international laws and standards. We have experts

who are well-versed with the international mandates, rules and regulations pertaining to international courier services, and manage all activities with the promptness and tact required for such a high scale of operations.

- **Moving Services**
  We provide complete moving services from packing to loading to transportation to unloading to unpacking all over India. Our services ensure suitable and quality packaging material, safe mobility and delivery of items. Our stringent processes make sure all the activities are carried out by trained professionals in a manner compliant with processes laid down for safe and hassle-free moving of items.

FLOWCHART OF LOGISTIC SOLUTIONS BY VARIOUS MODES

BULK MAILLING (POSTAL)					BULK COURIER	TRANSPORT
SPEED POST	***REDG POST/AD***	***BOOK POST***	***ORDINARY POST***	***INLAND***	FOLDING	LOCATION PICKUP
FOLDING	FOLDING	FOLDING	FOLDING	FOLDING	INSERTING	LOADING
INSERTING	INSERTING	INSERTING	INSERTING	MAKING	PREPARATION OF POD	LOCATION DROP
FRANKING	AD CARD ATTACHING	FLAPING	FRANKING	FRANKING	SORTING	UNLOADING
PINCODE SORTING	DIGITAL FRANKING	SORTING	PINCODE SHORTING	PINCODE SORTING	DATA UPLOADING	
PASTING	PINCODE SORTING	BUNDLING	PASTING	BUNDLING	DELIVERY SCHEDULE	
BUNDLING	PASTING	BAGGING	BUNDLING	BAGGING	UNDELIVERD INTIMATION DROP	
DATA UPLOADING	BUNDLING	DISPATCH	BAGGING	DISPATCH	DELIVERD & UNDELIVERD FILE UPDATION	
BAGGING	DATA UPLOADING		DISPATCH		UPDATION FILE MAIL SENT TO CLIENT	
DISPATCH	BAGGING					
	DISPATCH					

- **Storage and Record Management Services:**
  DJ Mediaprint & Logistics Ltd. provides physical as well as digital document storing and management services. We are into Enterprise 'Records and Information Management Services' (RIMS) and manage information on a lifecycle basis. The clients' retention dates are constantly reviewed, so that only live records are stored by destroying stale records within appropriate time frames. Our customized services in the area of Records and Information Management Services include:

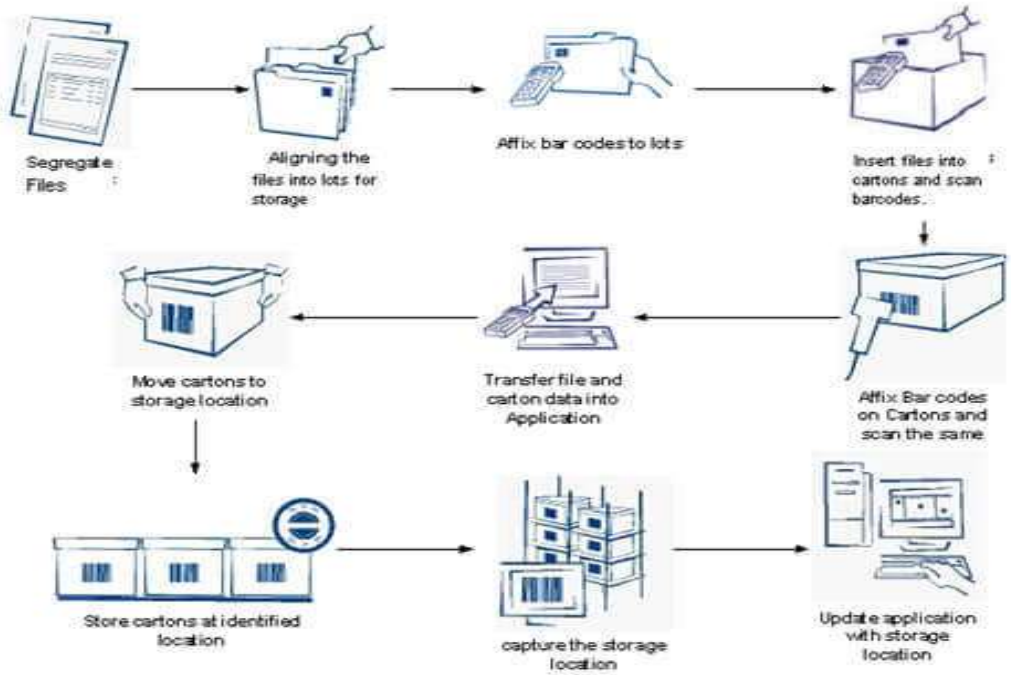
  - Secured storage for business records and management services
  - Data Tape storage and Back up rotation services
  - Business Process support functions, namely Data Entry, Backlog Scanning and KYC Verification
  - High value items storage

  An increasing number of businesses in India are going paperless, and outsourcing the management of company records in the digital form is becoming a norm due to its secure and economical nature. We take care of organizing and storing all records of a company, including the many versions of documents that are made at different operational stages. Our core objective is to take the complete onus of record management so that the main focus of our clients from operational management and strategizing is not compromised. We have end-to-end solutions from records creation, retention, archiving and retrieval through to destruction. The net effect of these services is that your records operations are transformed into a professionally managed information center.

  We store records in a very organized and secure manner, allowing for easy retrieval whenever the records are required, without compromising their confidentiality. Every possible data security regulation and best practice is followed to enact the most intricate and leading information security system. We are backed by a team of 150 professionals who carry the expertise and experience to carry out the information storage and management efficiently and safely.

  <u>RMS Work Flow</u>
  - Segregate Files: Segregation of Files Data Wise, Year Wise, Department Wise.
  - Aligning the Files: Aligning the files as per the detail given by client.
  - Affix Barcode: Affix Barcodes on each and every file.
  - Insert Files into Carton: Insert files into DJML Carton and scan the file barcode.
  - Affix Barcode on Carton: Affix barcode on each and every carton and scan the same.
  - Upload Inventory: Transfer and Upload File and Carton Data into Application.
  - Move Carton to Storage Location: Move and place boxes in storage location in Racks.

- Store carton at identified location: Store the boxes at the given location in shelf's level wise.
- Capture the Storage Location: Scan the barcode of Rack and shelf location and same has to be entered in Data entry sheet.
- Update Application with Storage Location: Upload the final inventory of record, Boxes and Location in RMS software.



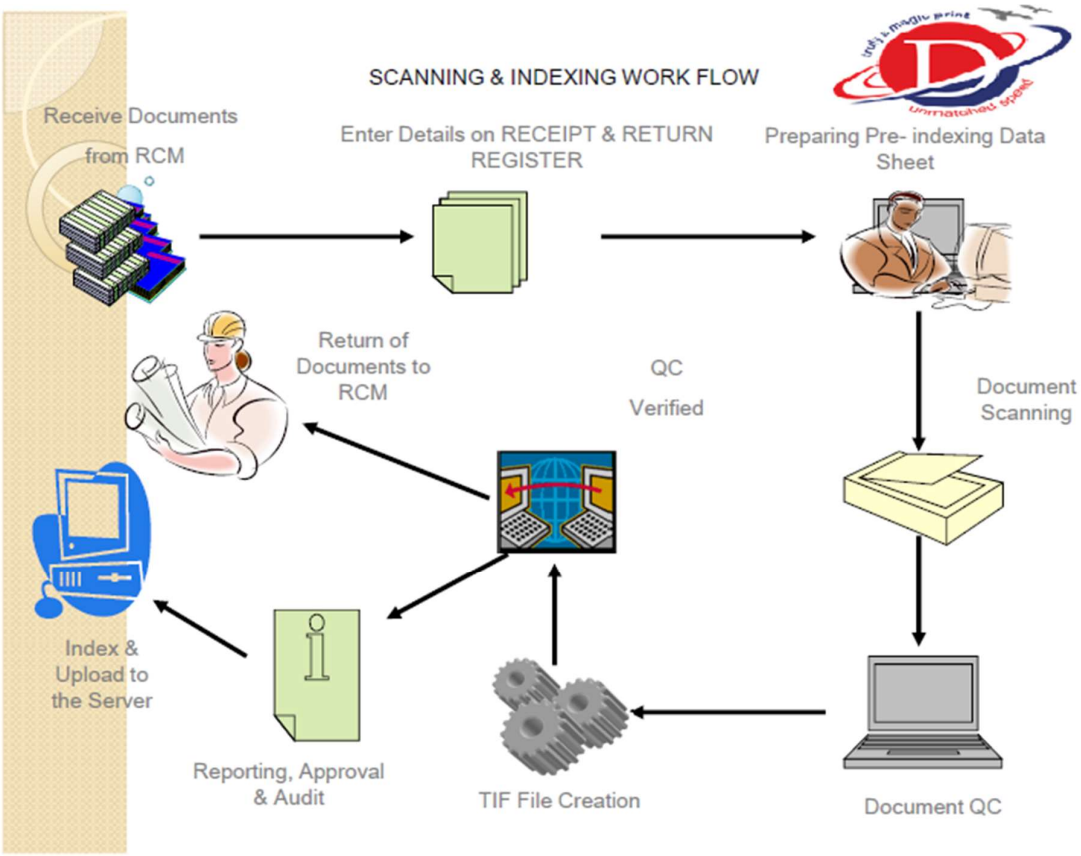
❖ **Bulk Scanning**

We have bulk scanning solutions for organizations that need scanning of large number of documents on a regular basis. Our scan software ensure that all the scanned copies are of good quality and also process these files. The files that are thus created are a result of character recognition and other special features and the copies themselves have text searchable feature. Bulk scanning is an efficient and economical way for companies to outsource their scanning processes to be managed by professional set-ups and purpose-built systems. Our services include off-site records storage, documents, scanning, rotation, evaluating and shredding solutions. We provide storage of documents on paper, in digital form and on tapes.

- Scanning is the ideal Solution when you need to access files or documents on anytime, anywhere basis
- Capturing the documents through digital camera or scanners to develop an image file like jpg, jpeg, gif, tiff, pdf, etc. or making it available for editing by converting into OCR.

Scanning Work Flow

- Pickup hard copy of documents that need to be scanned.
- Creation of Work order and same has to be acknowledged by both DJML & Client.
- Listing of the received documents on Pre-indexing Data sheet.
- Documents scanning in high speed scanner along with Segregation, Unpinning, Pinning, Re-filling of Documents.
- Quality checking of scanned images (Deletion of Blank pages, Re-scan of black images)
- Convert Images into TIF or PDF as required by customers.
- Verification of QC with the help of Pilot QC method.
- Audit sheet shared with clients for approval to upload the same on server.
- Indexing of Scanned Images as per client requirement and Uploading of images on the Client or DJML server for Backup and for on-time retrieval.
- Return Hard copy of documents to client after pinning and refilling of scanned files.



- **Bulk SMS and E-mail**
  With our bulk e-mail and SMS services, our clients have been able to extend their reach in terms of marketing and increase conversions. We provide a unique, end to end, global carrier-grade mobile data service. One can send easily SMS alerts and promotional messages to as many contacts as desired. Our bulk e-mail service allows the client a cost-effective marketing solution that is proven for its rate of conversions.

- **Newspaper Print Advertising Service**
  We offer several advertising options as per clients' requirements. We have tie-ups with prestigious newspapers on an all-India Level, and thus stand at an advantageous position of offering cost-effective print media services. Moreover, we have the technical know-how of the appropriate formats that are used to publish such material which fulfill legal compliance as well as business-relevant layouts. We have a team of designers and proofreaders to ensure that the textual and visual content is relevant to the purpose and target audience of the material that is being published. Our service includes publishing financial results and any other information that the law requires them mandatorily report in local and English languages. We also print material such as notices, tenders, job postings, advertisements, material related to Public Relations, and any other commercial material that businesses want to publish in the newspapers.

- **Manpower Supply**
  We understand that every business is incomplete without the support of semi-skilled manpower which facilitates the day-to-day activities with convenience. To ensure that your business runs smoothly, without you having to focus on the supporting activities, we offer semi-skilled manpower across various areas in Mumbai, Navi Mumbai, and Thane, among other areas. Our semi-skilled manpower comprises of housekeeping staff, back-office executives, and data-entry professionals, who are trained to do the job within the set timelines and as per the set processes. Our workforce is trained to do the job from Day 1, such that operational efficiency is maintained while ensuring minimum overheads. Our resources are well-trained, cordial, and professional; they will carry the assigned tasks in an organized manner with minimum or no supervision.

OUR PROCUREMENT PROCESS: -

A. Paper

1. Once the job is registered, the required paper in stock is checked by production team.
2. If there is shortage of paper the purchase requisition is initiated to the purchase department.
3. Purchase department then gets quotation from 3 different suppliers
4. The supplier is shortlisted based on the lowest rates and best credit terms
5. Management approval is taken

6. Purchase order is prepared
7. Purchase Order is handed over to Transport department for bringing the paper stock as they are in big volume.

B. All other Supplies (Chemicals/Ink/ Corrugated Boxes/ Carbon Roll/ Consumables)

1. The necessary stock levels are first checked in the stores department.
2. If there is any shortage or requirement the purchase process is initiated.
3. Purchase department then gets quotation from 3 different suppliers.
4. The supplier is shortlisted based on the lowest rates and best credit terms.
5. Management approval is taken.
6. Purchase order is prepared and sent to respective supplier.

OUR MARKET STRATEGY: -

"DJ Mediaprint & Logistics Ltd" is having a Dashing, Experienced & Customer Centric Business Development Team right from the Top Management till the on-field executive, whose main aim is to bring the business for the organisation in a right full way. We at DJ use several elements in marketing mix such as Product, Price, Place, Promotion, People, Physical evidence (exchange of Cards/brochures) and Process etc.

Business Development (BD) / Sales Process: -

- **Acquiring New Client: -** Business Development team will generate the leads through.

  A. **Direct Marketing** - Cold-calling is a technique in which a sales person contacts individuals who have not previously expressed interest in the offered products or services. Cold-calling typically refers to solicitation by phone or telemarketing, but can also involve in-person visits, such as with door-to-door salespeople.

  B. **Digital Marketing** - Digital marketing is the marketing of products or services using digital technologies, mainly on the Internet, but also including mobile phones, display advertising, and any other digital medium (E-Mail campaign, Advertisement, SMS Campaign etc.)

  C. **Tele Marketing** - is a method of direct marketing in which a salesperson solicits prospective customers to buy products or services, either over the phone or through a subsequent face to face or Web conferencing appointment scheduled during the call. Telemarketing can also include recorded sales pitches programmed to be played over the phone via automatic dialing. Telemarketing is defined as contacting, qualifying, and canvassing prospective customers using telecommunications devices such as telephone, fax, and internet. It does not include direct mail marketing.

  D. **Referral marketing** - is a process to encourage and significantly increase referrals from word of mouth, perhaps the oldest and most trusted marketing strategy. This can be accomplished by encouraging and rewarding customers, and a wide variety of other contacts, to recommend products and services from consumer and B2B brands, both online and offline.

  E. **Tender** - Submitting a tender is common for businesses supplying goods or services to other businesses or the public sector. At a basic level you expect to quote for a job or write a letter saying why you should be given the business. But more formal tenders often apply to bigger jobs or for supply contracts spread over time. Public-sector work in particular has specific tendering processes. This applies to customers ranging from your local government or hospital to a central government department. Even if you don't win the work this time, writing a tender can clarify your aims, strengths and weaknesses and you can learn for next time by asking for feedback on your bid. It raises your profile with the customer and helps you learn about customers' needs.

- Business Development Team will call to the prospective client introduce them about the "DJML" product & Service, through email will send the "DJML" Company profile on the designated mail ID and seek appointment for sales presentation.

- Business Development team will fix the meeting with prospective client and make them sales presentation & submit the proposal. (For giving reasonable quotation or discounts, BD team will take the approval from Department Head.)

- On acceptance / finalization of proposal Business Development team will inform the Department Head for necessary approval and execute the Service Level Agreement (SLA)/ Work Order/ Purchase Order. SLA/Work Order/ P.O. will be executed by client's authorized representative. If there are any exceptions where DJML is accepting One Time Job work from prospective client where SLA is not required, then DJML will accept Job Work order from client, with prior approval from Department Head.

- After completing the SLA / Work Order/ P.O., Business Development Team will inform to the Operations Manager about the new client of DJML through email & phone call and share the SLA / Work Order to Operations Manager for Further Process along with TAT (Turnaround Time).

- Business Development team will share the Contact details of Operation Manager with new client and vice versa with Operation Manager.

- **Renewal of Work Order /P.O./ Service Level Agreement: -**

1. Business Development Team will maintain the detailed client list or alternatively if the details are available in the Software the Business development team can refer the information from the data which will be monitored regularly.

2. For the renewal of agreement / contract Business Development team will approach the Client's Authorized Representative for renewal. This process will be initiated 15 days before the expiry of the agreement/contract.

3. On completing the renewal process Business Development Team will inform the Operation manager and the same will be updated in data base.

4. If renewal is not done within time line. Business Development Team has to take the approval from Department Head for the extension of service agreement/ Work Order/ P.O. with the reason.

5. On approval from the management the service agreement / Work Order / P.O. will be extended for appropriate period.

6. The renewed contract / list / letter shall be appended to the original contract and also updated in the Data Base.

- **After Sales Support: -**

After sales support is as important as sales. While it does not generate any revenue for the company, it surely does increase the goodwill of the organization in the market and amongst the customers. After sales service is very important to not only retain the customers but also to bring back lost customers. After sales service could be defined as the processes which are followed post the sale of the product. Following are a few steps for after sales service**:**

- ✓ Updating the customers about the progress of the work.
- ✓ Updating the customers about the transit of the goods.
- ✓ Following up with the delivery team to ensure timely delivery.
- ✓ Timely Resolving the Query of the Customer related to Product, Billing, Etc.

- **Our Vision:**

To be the first choice of our customers for fulfilling product and service needs.

- **Our Mission:**

Profitable growth through superior customer service, innovation, quality and commitment.

- **Our Values:**

Service, Integrity, Innovation, Value Addition, Promptness.

- **Our Competitive Strengths:**

1. ***Organizational stability along with management expertise:*** Our company has an established track record of 11 years indicates the company's ability to weather economic and business cycles and competent promoters have over 2 decades of relevant experience. This indicates our ability to maintain business viability and steer the business though operational hurdles.

2. ***Smooth flow of operations:*** Established relationship with customers and suppliers ensure stability in demand and an uninterrupted supply of raw materials. We have maintained long-standing relationship with our major customers. We are successful in building a strong client base for our business. Our existing relationships help us to get repeat business from our customers. This has helped us to maintain a long-term working relationship with our customers and improve our customer retention strategy. We believe that our existing relationship with our clients represents a competitive advantage in gaining new clients and increasing our business.

3. ***Well-defined organizational structure:*** The company has a qualified and experienced second-tier management that has decision making powers. It is expected to benefit from the management's ability to ensure smooth flow of operations. Our Company is managed by a team of competent personnel having knowledge of core aspects of our Business. We have an experienced management team having vast experience in the Industry. We believe that our senior management has pioneered our growth and fostered a culture of innovation, entrepreneurship and teamwork within our organization. We believe that a motivated and empowered employee base is key to our competitive advantage. Our personnel policies are aimed towards recruiting talented employees and facilitating

their integration into our organization and encouraging the development of their skills and expertise. We believe that our experience, knowledge and human resources will enable us to drive the business in a successful and profitable manner. We are dedicated to the development of expertise and know-how of our employees and continue to invest in them through training and skills

4. ***Existing Supplier Relationship:*** Our existing supplier relationship protects the business with terms of supply and pricing of the products, the quality of the products offered etc. We, being a small and medium size organization, rely on personal relationships with our suppliers. Our company enjoys existing relationship with our suppliers. Further we also leverage the past experience of our management in maintaining effective supplier relationship.

5. ***Quality & ISO Certifications:*** Our ISO certificates and CRISIL rating shows our good quality of services and good financial performance and strength.

❖ **Our Business Strategy:**

1. ***Focus on Increase in Volume of Sales:*** As part of our growth strategy we intend to focus on increase in volume of sales by increasing our area of operation.

2. ***Quality Assurance:*** We will continue to maintain quality of our existing product to cater to various customers in the market. We endeavor to maintain the quality of our products, and follow strict procedures to ensure quality control, timely delivery and competitive prices. The company intends to strengthen its product development effort by leveraging skills of its employees which will help to increase the sales of the Company and retain customers.

3. ***Increase geographical presence:*** Going forward we plan to establish our presence in the more regions. Our emphasis is on expanding the scale of our operations as well as growing our supply chain network, which we believe will provide attractive opportunities to grow our client base and revenues.

4. ***Leverage and enhance our brand name:*** We believe that our brand commands a recall amongst the consumers in the areas where we operate due to its image and goodwill established over the years. We intend to leverage the brand equity that we enjoy. Also, we plan to leverage our existing brands, which have good recall with customers to introduce a wider range of products.

5. ***Improving operational efficiencies:*** Our Company intends to improve operating efficiencies to achieve cost reductions to have a competitive edge over the peers. We will be addressing the increase in operational output through continuous process improvements, quality check and technology development. Our employees are regularly motivated to increase efficiency with error free exercise. We believe that this can be done through continuous process improvements. Further we believe that this can be done through domestic presence and economies of scale. We believe in strong in-house management to control the entire process. It controls costs by eliminating unnecessary intermediaries for procuring materials in cost efficient manner by optimizing logistics and maximizing labour efficiency**.**

6. ***Leveraging our Market skills and Relationships:*** This is a continuous process in our organization and the skills that we impart in our people give importance to customers. We aim to do this by leveraging our marketing skills and relationships and further enhancing customer satisfaction. We plan to increase our customers by meeting contracts in hand on time, maintaining our customer relationship and renewing our relationship with existing buyers.

❖ **Swot Analysis:**

Strengths
- Established operations and proven track record
- Quality Assurance and Standards
- Experienced Management Team
- Satisfied customer with quality and service
- Smooth flow of operations
- Strong business model

Weakness
- Insufficient market reach
- Heavy dependence on suppliers
- High working capital requirement
- Limited pricing power due to fragmentation in the industry
- Weak working capital management

Opportunities
- Growing acceptance by consumers
- Rise in demands
- Opportunities in Indian Market
- An increasing number of businesses in India are going paperless, which would benefit us.

Threats
- Increase Competition from Big Players
- Change in Government Policies
- Rising labour wages
- Margins may be constrained in the future
- There are no entry barriers in our industry which puts us to the threat of competition from new entrants

❖ ***Competition:***

We operate in the highly competitive and fragmented printing and logistics services industry. There are no entry barriers in our industry which puts us to the threat of competition from new entrants. There are numerous players operate in the industry. We face tough competition in our business from a large number of unorganized and a few organized players. Our aim is to provide the branded, standardized and uniform quality products at competitive prices to our consumers. We compete with our competitors on a regional or product line basis. Many of our competitors have substantially large capital base and resources than we do and offer broader range products. We believe that the principal factors affecting competition in our business include client relationships, reputation, the abilities of employees, market focus and the relative quality and price of the services and products.

We believe that our ability to compete effectively is primarily dependent on ensuring consistent product quality and timely delivery at competitive prices, thereby strengthening our brand over the years. We believe that our cost effective and integrated offerings, our focus on customer satisfaction and our reliability combined with our quality consciousness provides us with competitive advantage in our business. We believe that our technical capabilities, experience in this business and quality assurance will be key to overcome competition posed by such organized and unorganized players.

OUR INFRASTRUCTURE: -

Offices: DJ Mediaprint & Logistics Ltd. currently has several offices spread across Mumbai, Navi Mumbai & Bhiwandi (Thane), one in Delhi and one in Goa, where it is supported by a well-connected network across the city.

Vehicles: For our logistical operations, we have our three own vehicles, certain vehicles in our group companies and also hire the services of more transport as per the requirements of our shipments.

Plant & Machinery: Our current infrastructure encompasses an assemblage of more than 30 types of machines for offset and digital printing as well as for other print-related jobs. The collective operations of these machines cover the entire gamut of printing solutions that can be imagined. We have a reasonable good production capacity that can churn out 3 million magazines and 2.5 million books every month.

Offset Printing Machine:

Sr. No.	Machine	Type	Colour	Size	Speed/Hour	Unit
1	Printograph	Web Offset	4+4	578 mm	3000 IMP/HR	1
2	Printograph	Web Offset	4+4	546mm2	2000 IMP/HR	1
3	Printograph	Web Offset	4+4	578mm	2500 IMP/HR	1
4	Heidelberg Speed Masters	OFFSET	4	28"X40"	6000 IMP/HR	1
5	Heidelberg Semi-Automatic	Sheet Fed	2	28"X40"	3500 IMP/HR	1
6	Roland	Sheet Fed	Single Colour	16"x25"	3000 IMP/HR	2
7	Mini Offset	Sheet Fed	Single	13"x17"	1500 IMP/HR	2
8	Webtech	Continuous computer Stationery Printing	6	20" Width	6000 IMP/HR	2
9	Webtech	Continuous computer Stationery Printing	4	20" Width	3000 IMP/HR	2
10	Webtech	Continuous computer Stationery Printing	2	20" Width	3000 IMP/HR	2
11	Webtech	collator With Numbering	4 TO 6	20" Width	6000 IMP/HR	8
12	Webtech	Converter	4 TO 6	20" Width	10000 IMP/HR	1

Digital Printing Machine:

Sr. No.	Machine	Type	Colour	Size	Speed/Hour	Unit
1	Ricoh Pr07100 SE	Variable with Duplex	4	13"x19"	4000 IMP/HR	1
2	Ricoh Pr01107 EX	Variable with Duplex	Single	13"x19"	6000 IMP/HR	1
3	Ricoh Pr08100 SE	Variable with Duplex	Single	13"x19"	7000 IMP/HR	1
	Numbering Machine					4
4	Canon	Variable with Duplex	Single	13"x19"	8000 IMP/HR	1
5	Konica	Variable with Duplex	4 Color	13"x19"	1500 IMP/HR	2
6	HP-9050	Variable with Duplex	Single	A/3	3000 IMP/HR	8

Post Press Infrastructure Machine:

Sr. No.	Machine	Type	Color	Unit	Capacity
1	Sifa	--	--	2	--
2	Polar	Programme Cutting Machine	--	2	--
3	Pratham	Folding & Gluing	--	3	--
4	Gms	Folding & Gluing	--	1	--

5	Sadana	Pinning	--	6	--
6	Indigenous	Lamination	Bopp/Mat	2	--
7	Welbond	Perfect Bonding	--	1	3000 IMP/HR
8	Sadana	Punching	--	2	--
9	Local	Section Sewing	--	1	--
10	Manual/Semi-Automatic	Screen Programming	--	2	--

Scanner:

Sr No.	Machine Name	1 Hour Speed	MAX SCAN SIZE
1	Kodak i5600	15000 pages	A/3
2	Fujitsu fi-6125	3600 pages	LEGAL
3	Fujitsu fi-6125	3600 pages	LEGAL
4	kodak i2600	4500 pages	LEGAL
5	Ricoh Pro1107ex	8000 pages	A/3
6	Ricoh Pro1107ex	8000 pages	A/3
7	Ricoh Pro 8100Se	8000 pages	A/3
8	Konika MinoltaC364e	5000 pages	A/3

OUR UTILITIES: -

Power: All the power requirement is fulfilled by the local power supply agencies. Currently our power requirement is fulfilled by the supply from Mumbai State Electricity Board. Further, our company has also installed diesel generator to meet exigencies at our facility.

Water: All the water requirement is fulfilled by the local municipality supply agencies. we source our water requirement from the supply received from Navi Mumbai Municipal Corporation.

Raw Materials: Our major raw materials are Paper, Ink, Chemicals, Corrugated Boxes, Carbon Roll and Consumables etc. which are procured from local market.

HUMAN RESOURCES: -

The total strength of manpower as on 31/01/2020 is 57 employees which are in the direct payroll of the Company. Category wise details are as under:

Department	No. of Employees
Executive Director	3
CS	1
CFO	1
Courier Supervisor	1
Courier Boy	7
Mailing Department	13
Operations Department	4
Driver	3
Machine Operator	7
Machine Helper	5
Design Head	1
Designer	1
Accounts Head	1
Accounts	1
Tender Head	1
Tender	1
Record Storage	3
Screen Printer	1
Branch Head	1
Marketing	1
Total	**57**

INSURANCE POLICIES OF OUR COMPANY: -

As on date of this draft prospectus, our company has below mentioned insurance policies.

Sl. No.	Name of Insurance Company	Type of Insurance Policy	Policy No.	Assets Covered	Policy Details	Insurance Term	Sum Insured (Rs.)	Premium Amount (Rs.)
1	The New India Assurance Company Limited	Marine Cargo Open Policy	111701211902 000000005	Transit by Rail/Road	Bhiwandi to Various Clients Locations in India & Back (To and Fro)	12.09.2019 - 11.09.2020	1,10,00,000	6,491
2	The New India Assurance Company Limited	Public Liability (Industrial Risks) Insurance Policy	111701361906 000000001	As per Public Liability Act	Technical Collaborators Liability	12.09.2019 - 11.09.2020	1,00,00,000	9,293
3	The New India Assurance Company Limited	Standard Fire and Special Perils Policy	111701111901 00000162	P&M, F&F, Computer, Printers, Stocks etc	Earthquake, Fire and Shock coverage for Corporate Office at Vashi, Mumbai	08.02.2020 - 07.02.2021	4,44,50,000	77,364
4	The New India Assurance Company Limited	Personal Accident Insurance Policy	111701421801 00000150	34 Employees	Personal Accident Insurance	26.03.2019 - 25.03.2020	2,00,000 per employee	14,656
5	The New India Assurance Company Limited	Personal Accident Insurance Policy	111701421801 00000149	27 Employees	Personal Accident Insurance	26.03.2019 - 25.03.2020	3,00,000 per employee	15,434
6	The New India Assurance Company Limited	Employees compensation Insurance Policy	111701361801 00000038	5 Employees	Indoor Clerical Staff-Engaged in trade on mercantile employment	15.03.2019 - 14.03.2020	5,00,000	1,589
7	The New India Assurance Company Limited	Commercial Vehicle Package Policy	111701311901 00000069	MH-43-Y-8039	Commercial Vehicle	08.05.2019 - 07.05.2020	7,24,302	21,600
8	The New India Assurance Company Limited	Commercial Vehicle Package Policy	111701311901 00000900	MH-04-GF-2705	Commercial Vehicle	29.11.2019 - 28.11.2020	4,96,745	11,402
9	The New India Assurance Company Limited	Commercial Vehicle Package Policy	111701311901 00000070	MH-43-BB-1307	Commercial Vehicle	08.05.2019 - 07.05.2020	4,51,656	10,629

PROPERTY DETAILS OF OUR COMPANY: -

Owned Property: Nil

Rented Property: As per below mentioned details

Sl. No.	Date of Agreement	Validity	Parties to the Agreement		Address	Area	Rent per Month	Security Deposit	Purpose
			First Party	Second Party					
1	05.05.2018	01.02.2018 - 31.01.2022	Mrs. Kusum Chandulal Gada	DJ Mediaprint & Logistics Limited	Building No. A/3, 104, Harihar Complex, Dapoda Road, Bhiwandi, Dist. Thane.	2,850 sq. ft.	16,122	48,366	Record Management Centre
2	18.05.2018	01.02.2018 - 31.01.2023	Jaswantrai Gopalji Shah HUF	DJ Mediaprint & Logistics Limited	Building No. A/3, 116, Harihar Complex, Dapoda Road, Bhiwandi, Dist. Thane.	2,850 sq. ft.	14,250	42,750	Record Management Centre
3	05.05.2018	01.02.2018 - 31.01.2023	Ms. Chittal Dharmeshbhai Shah & Ms. Ashvina Kirtikumar Shah	DJ Mediaprint & Logistics Limited	Building No. A/3, 105, Harihar Complex, Dapoda Road, Bhiwandi, Dist. Thane.	2,730 sq. ft.	13,650	40,950	Record Management Centre
4	03.04.2018	01.01.2018 - 31.12.2022	Mrs. Bharti Patani	DJ Mediaprint & Logistics Limited	R.C.C Building No. A/3, 115, Harihar Corporatio, Dapoda Village, Mankoli Naka, Bhiwandi, Dist. Thane.	2,850 sq. ft.	16,122	96,732	Record Management Centre
5	01.06.2019	01.06.2019 - 31.05.2020	Mrs. Shahina F. Almuhansdis	DJ Mediaprint & Logistics Limited	Building No. D-1, Gala No. 107, Print World Industrial Complex, Vehele Bhatele Road, Village Vehele , Tal. Bhiwandi Dist. Thane - 421311.	1,100 sq. ft.	11,000	30,000	Record Management Centre
6	18.03.2019	25.03.2019 - 24.02.2024	Lalit D' Souza	DJ Mediaprint & Logistics Limited	Room No. 24, 1st Floor, Palkhiwala House, Tara Manzil, 1st Dhobi Talao Lane, Marine Lines, Mumbai – 400002 **(Registered Office)**	500 sq. ft.	10,600	15,000	Office purpose
7	28.05.2019	01.06.2019 - 30.04.2022	Mrs. Gayatri V. Rajeshbhonsale	DJ Mediaprint & Logistics Limited	Plot No. 114, Ground Floor, PDA COLONY, Off Mall De Goa, Mapusa Road, Porvorim, Bardez , Goa - 403521.	500 sq. ft.	19,500	40,000	Office purpose
8	27.12.2019	06.01.2017 - 05.01.2023	U.P Cooperative Federation Ltd.	DJ Mediaprint & Logistics Limited	Mafco Yard, First Floor, U.P Co-operative Federation Ltd, Turbhe Village, Navi Mumbai - 400703 **(Corporate Office)**	16,440 sq. ft.	2,56,464	5,16,216	Printing Press
9	01.08.2017	16.07.2017 - 15.07.2022	1) Mr. Jatin Ramesh Vakharia	DJ Mediaprint & Logistics Limited	Gala No. 16 and 17, Globe Complex, Opp. Manas cng pump, Village Owali, Dapode Mankoli Anjunphata, Bhiwandi - Thane.	11,000 sq. ft.	1,29,000	5,16,000	Record Management Centre
10	12.01.2018	01.02.2018 - 31.01.2020	Mr. Suresh Sharma	DJ Mediaprint & Logistics Limited	No. 18/7 (Old No. WZ-93/4), Situated at Azad Nagar, Bagh Kare Khan, Near Padam Nagar, Kishan Ganj, Delhi - 110007.	700 sq. ft.	9,000	50,000	Office purpose

Existing Capacity and Capacity Utilisation

We believe that with the existing machinery, we have capability to process over 40 to 50 lakh articles per month as per our estimation of the current infrastructure. The estimated speed of the machines installed is given under the heading Plant & Machinery above.

Location:

Registered office of the Company	24, 1st Floor, Palkhiwala House, Tara Manzil, 1st Dhobi Talao Lane, Mumbai – 400 002, Maharashtra, India.
Corporate office of the Company & Printing Press	UP Warehouse, Mafco Yard, Plot No. 4 to 9, 1st Floor, Sector-18, Vashi, Navi Mumbai – 400703, Maharashtra, India.
Record Management Center/Warehouse	Harihar Complex, Dapoda Road, Bhiwandi, Dist. Thane. Building No. D-1, Gala No. 107, Print World Industrial Complex, Vehele Bhatele Road, Village Vehele, Tal. Bhiwandi Dist. Thane - 421311. Gala No. 16 and 17, Globe Complex, Opp. Manas cng pump, Village Owali, Dapode Mankoli Anjunphata, Bhiwandi – Thane.
Branch Office	**GOA Office** Plot No. 114, Ground Floor, PDA COLONY, Off Mall De Goa, Mapusa Road, Porvorim, Bardez, Goa - 403521. **Delhi Office** No. 18/7 (Old No. WZ-93/4), Situated at Azad Nagar, Bagh Kare Khan, Near Padam Nagar, Kishan Ganj, Delhi - 110007.

Intellectual Property Details

The company is using a logo mentioned in below table. In order to protect our intellectual property right, we are under process for the application of trademark logo registration to the respective authority.

Sr. No.	Logo	Class	Trademark Type	Owner of Trademark	Application No.	Date of application	Status
1.		Under process for the application for registration of Trademark Logo					

Collaboration/Tie-ups/Joint Ventures details:

As on date of this Prospectus, our Company has not entered into any technical or other Collaboration / Tie Ups / Joint Ventures.

Export and Export Obligations:

As on date of this Prospectus, our Company does not have any export obligations.

KEY INDUSTRY REGULATIONS AND POLICIES

The following description is a summary of the relevant regulations and policies as prescribed by the Government of India and other regulatory bodies that are applicable to our business. The information detailed in this chapter has been obtained from various legislations, including rules and regulations promulgated by the regulatory bodies that are available in the public domain. The regulations and policies set out below may not be exhaustive and are only intended to provide general information to the investors and are neither designed nor intended to be a substitute for professional legal advice. The Company may be required to obtain licenses and approvals depending upon the prevailing laws and regulations as applicable. For details of such approvals, please see the chapter titled — ***Government and Other Approvals*** *beginning on page no* 153 *of this draft prospectus.*

The business of our Company requires, at various stages, the sanction of the concerned authorities under the relevant Central, State legislation and local bye-laws. The following is an overview of the important laws, regulations and policies which are relevant to our business in India. Certain information detailed in this chapter has been obtained from publications available in the public domain. The description of law, regulations and policies 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.

In addition to what has been specified in this draft prospectus, taxation statutes such as the Income Tax Act, 1961 and Central Goods and Services Tax Act, 2017, various labor laws and other miscellaneous laws apply to us as they do to any other Indian company. The statements below are based on the current provisions of Indian law, and the judicial and administrative interpretations thereof, which are subject to change or modification by subsequent legislative, regulatory, administrative or judicial decisions. For details of government approvals obtained by us, see the chapter titled — ***Government and Other Approvals*** *beginning on page no* 153 *of this draft prospectus.*

Depending upon the nature of the activities undertaken by our Company the following are the various regulations applicable to our company

APPROVALS

For the purpose of the business undertaken by our Company, our Company is required to comply with various laws, statutes, rules, regulations, executive orders, etc. that may be applicable from time to time. The details of such approvals have more particularly been described for your reference in the chapter titled "Government and Other Statutory Approvals" beginning on page number 153 of this draft prospectus.

INDUSTRY RELATED LAW:

The Press and Registration of Books Act, 1867

The Press and Registration of Books Act, 1867 ("PRB Act") is an act to regulate printing presses and Newspapers, the preservation of copies of books and newspapers printed in India, and the registration of such books and newspapers. This Act applies to every person who is in possession of a printing press. Further, it contains provisions regarding printing the person's name as a printer and the place of printing on every book or paper printed. This Act also provides for other duties and obligations to be fulfilled by every person in their capacity as a printer, and the penalties for non-compliance therewith.

Legal Metrology Act, 2009 ("Legal Metrology Act")

The Legal Metrology Act, 2009 came into effect on January 14, 2010 and has repealed and replaced the Standard of Weights and Measures Act, 1976 and the Standards of weights and Measures (Enforcement) Act, 1985. The Legal Metrology Act seeks to establish and enforce standards of weights and measures, regulate trade and commerce in weights, measures and other goods which are sold or distributed by weight, measure or number and for matters incidental thereto. The Legal Metrology Act, inter alia, provides for: (a) approval of model of weight or measure; (b) verification of prescribed weight or measure by Government approved Test Centre; (c) exempting regulation of weight or measure or other goods meant for export; (d) nomination of a Director by a company who will be responsible for complying with the provisions of the enactment; (e) empowering the Central Government to make rules for enforcing the provisions of the enactment; and (f) penalty for offences and compounding of offences.

Laws relating to sale of goods

The Sale of Goods Act, 1930 (the "Sale of Goods Act") governs contracts relating to sale of goods in India. The Contracts for sale of goods are subject to the general principles of the law relating to contracts. A contract of sale may be an absolute one or based on certain conditions. The Sale of Goods Act contains provisions in relation to the essential aspects of such contracts, including the transfer of ownership of the goods, delivery of goods, rights and duties of the buyer and seller, remedies for breach of contract and the conditions and warranties implied under a contract for sale of goods.

The Micro, Small and Medium Enterprises Development Act, 2006 ("MSME Act")

MSME Act was enacted to provide for facilitating the promotion and development and enhancing the competitiveness of micro, small and medium enterprises. Any person who intends to establish (a) a micro or small enterprise, at its discretion; (b) a medium enterprise engaged in providing or rendering of services may, at its discretion; or (c) a medium enterprise engaged in manufacture or production of goods pertaining to any industry specified in the First Schedule to the Industries

(Development and Regulation) Act, 1951 is required to file a memorandum before such authority as specified by the State Government or the Central Government. The form of the memorandum, the procedure of its filing and other matters incidental thereto shall be such as may be specified by the Central Government, based on the recommendations of the advisory committee. Accordingly, in exercise of this power under the MSME Act, the Ministry of Micro, Small and Medium Enterprises notification dated September 18, 2015 specified that every micro, small and medium enterprises is required to file a Udyog Aadhaar Memorandum in the form and manner specified in the notification.

Maharashtra Shops and Establishments (Regulation of Employment and Conditions of Service) Act, 2017
The Government of Maharashtra has notified the Maharashtra Shops and Establishments (Regulation of Employment and Conditions of Service) Act, 2017 with effect from September 7, 2017. The Act replaces the erstwhile Maharashtra Shops and Establishments Act, 1948. Every establishment employing ten or more workers shall register under the Act by making an application for registration. The above registration shall not be applicable to establishments already having a valid registration under the existing Maharashtra Shops and Establishments Act, until the expiry of their registration. The Act has introduced a new concept for the safety of women employees. The Act prohibits discrimination of women employees in the matter of recruitment, training, transfers or promotion or wages.

Motor Vehicles Act, 1988 (the "Motor Vehicles Act")
The Motor Vehicles Act and the rules prescribed thereunder regulate all aspects of motor vehicles in India, including licensing of drivers, registration of motor vehicles, control of motor vehicles through permits, special provisions relating to state transport undertakings, insurance, liabilities, offences and penalties. Accordingly, the Motor Vehicles Act places a liability on every owner of, or person responsible for, a motor vehicle to ensure that every person who drives a motor vehicle holds an effective driving license. Further, the Motor Vehicles Act requires that an owner of a motor vehicle bears the responsibility of ensuring that the vehicle is registered in accordance with the provisions of the Motor Vehicles Act and that the certificate of registration of the vehicle has not been suspended or cancelled. Further, the Motor Vehicles Act prohibits a motor vehicle from being used as a transport vehicle unless the owner of the vehicle has obtained the required permits authorising him to use the vehicle for transportation purposes.

The Central Motor Vehicles Rules, 1989, a rule prescribed under the Motor Vehicles Act, sets out the procedures for licensing of drivers, driving schools, registration of motor vehicles and control of transport vehicles through issue of tourist and national permits. It also lays down rules concerning the construction, equipment and maintenance of motor vehicles and insurance of motor vehicles against third party risks.

The Carriage by Road Act, 2007 (the "Road Carriage Act")
The Road Carriage Act, and the rules framed thereunder, have been enacted for regulating common carriers, limiting their liability and declaration of value of goods delivered in order to determine their liability for loss of, or damage to, such goods occasioned by the negligence or criminal acts by such carriers, their servants or agents and for incidental matters. The Road Carriage Act defines a "common carrier" as a person engaged in the business of collecting, storing, forwarding or distributing goods to be carried by goods carriages under a goods receipt or transporting for hire of goods from place to place by motorised transport on road, and includes a goods booking company, contractor, agent, broker, and courier agency engaged in the door-to-door transportation of documents, goods or articles utilising the services of a person, either directly or indirectly, to carry or accompany such documents, goods or articles, but does not include the Government. No person can engage in the business of a common carrier unless he has a valid certificate of registration. As per the Carriage by Road Rules, 2011, the liability of a common carrier for loss or damage to any consignment is limited to 10 times of the freight paid, or payable, provided such amount shall not exceed the value of the goods declared in the goods forwarding note.

Public Liability Insurance Act, 1991
The purpose of the Public Liability Insurance Act, 1991 ("PLIA") is to provide through insurance, immediate relief to persons affected due to accident while handling hazardous substance by the owners on a no fault liability basis. Where death or injury to any person (other than a workman) or damage to any property has resulted from an accident, the PLIA mandates that the owner is liable to give relief to such person as specified by the PLIA. The PLIA requires the owner to take out insurance policies before he starts handling any hazardous substance whereby he is insured against liability to give such relief.

Environmental Laws
The major statutes in India which seek to regulate and protect the environment against pollution related activities in India include the Water (Prevention and Control of Pollution) Act, 1974, the Air (Prevention and Control of Pollution) Act, 1981 and the Environment Protection Act, 1986. The basic purpose of these statutes is to control, abate and prevent pollution. In order to achieve these objectives, Pollution Control Boards (the "PCBs"), which are vested with diverse powers to deal with water and air pollution, have been set up in each state. The PCBs are responsible for setting the standards for maintenance of clean air and water, directing the installation of pollution control devices in industries and undertaking inspection to ensure that industries are functioning in compliance with the standards prescribed. These authorities also have the power of search, seizure and investigation if the authorities are aware of or suspect pollution that is not in accordance with such regulations. All industries and factories are required to obtain consent orders from the PCBs, which are indicative of the fact that the factory or industry in question is functioning in compliance with the pollution control norms. These consent orders are required to be renewed annually.

INTELLECTUAL PROPERTY LEGISLATIONS:

In-general the Intellectual Property Rights includes but is not limited to the following enactments:

- The Patents Act, 1970
- Indian Copyright Act, 1957
- The Trademarks Act, 1999

Indian Patents Act, 1970:
A patent is an intellectual property right relating to inventions and is the grant of exclusive right, for limited period, provided by the Government to the patentee, in exchange of full disclosure of his invention, for excluding others from making, using, selling, importing the patented product or process producing that product. The term invention means a new product or process involving an inventive step capable of industrial application.

The Copyright Act, 1957:
Copyright is a right given by the law to creators of literary, dramatic, musical and artistic works and producers of cinematograph films and sound recordings. In fact, it is a bundle of rights including, interalia, rights of reproduction, communication to the public, adaptation and translation of the work. There could be slight variations in the composition of the rights depending on the work.

Trademarks Act, 1999 ("TM Act"):
The Trademarks Act, 1999 provides for the application and registration of trademarks in India for granting exclusive rights to marks such as a brand, label and heading and obtaining relief in case of infringement for commercial purposes as a trade description. The TM Act prohibits any registration of deceptively similar trademarks or chemical compounds among others. It also provides for penalties for infringement, falsifying and falsely applying for trademarks.

GENERAL CORPORATE COMPLIANCE:

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

EMPLOYMENT AND LABOUR LAWS:

Employees' Provident Fund and Miscellaneous Provisions Act, 1952 ("the EPF Act") and the Employees Provident Fund Scheme, 1952:
The EPF Act is applicable to an establishment employing more than 20 employees and as notified by the government from time to time. All the establishments under the EPF Act are required to be registered with the appropriate Provident Fund Commissioner. Also, in accordance with the provisions of the EPF Act, the employers are required to contribute to the employees' provident fund the prescribed percentage of the basic wages, dearness allowances and remaining allowance (if any) payable to the employees. The employee shall also be required to make the equal contribution to the fund. The Central Government under Section 5 of the EPF Act (as mentioned above) frames Employees Provident Scheme, 1952.

The Employees' State Insurance Act, 1948 (the "ESI Act")
The Employee State Insurance Act, 1948 ("ESIA") aims to provide benefits for employees or their beneficiaries in case of sickness, maternity, disablement and employment injury and to make provision for the same. All the establishments to which the Employees State Insurance (ESI) Act applies are required to be registered under the Act with the Employees State Insurance Corporation. Further, employer and employees both are required to make contribution to the fund at the rate prescribed by the Central Government.

Employees Deposit Linked Insurance Scheme, 1976:
The scheme shall be administered by the Central Board constituted under section 5A of the EPF Act. The provisions relating to recovery of damages for default in payment of contribution with the percentage of damages are laid down under Section 8A of the act. The employer falling under the scheme shall send to the Commissioner within fifteen days of the close of each month a return in the prescribed form. The register and other records shall be produced by every employer to Commissioner or other officer so authorized shall be produced for inspection from time to time. The amount received as

the employer's contribution and also Central Government's contribution to the insurance fund shall be credited to an account called as "Deposit-Linked Insurance Fund Account."

The Employees' Pension Scheme, 1995:
Family pension in relation to this act means the regular monthly amount payable to a person belonging to the family of the member of the Family Pension Fund in the event of his death during the period of reckonable service. The scheme shall apply to all the employees who become a member of the EPF or PF of the factories provided that the age of the employee should not be more than 59 years in order to be eligible for membership under this act. Every employee who is member of EPF or PF has an option of the joining scheme. The employer shall prepare a Family Pension Fund contribution card in respect of the entire employee who is member of the fund.

The Payment of Wages Act, 1936
Payment of Wages Act, 1936, as amended by the Payment of Wages (Amendment) Act, 2017 is aimed at regulating the payment of wages to certain classes of persons employed in certain specified industries and to ensure a speedy and effective remedy for them against illegal deductions or unjustified delay caused in paying wages to them. The Act confers on the person(s) responsible for payment of wages certain obligations with respect to the maintenance of registers and the display in such factory/establishment, of the abstracts of this Act and Rules made there under.

Workmen's Compensation Act, 1923:
The Workmen's Compensation Act, 1923 provides that if personal injury is caused to a workman by accident during his employment, his employer would be liable to pay him compensation. However, no compensation is required to be paid (i) if the injury does not disable the workman for more than three days, (ii) where the workman, at the time of injury, was under the influence of drugs or alcohol or (iii) where the workman wilfully disobeyed safety rules.

Payment of Bonus Act, 1965:
The Payment of Bonus Act, 1965 imposes statutory liability upon the employers of every establishment in which 20 or more persons are employed on any day during an accounting year to pay bonus to their employees. It further provides for payment of minimum and maximum bonus and linking the payment of bonus with the production and productivity.

The Act shall apply to every factory, mine plantation, port and railway company; to every shop or establishment within the meaning of any law for the time being in force in relation to shops and establishments in a State, in which ten or more persons are employed, or were employed, on any day of the preceding twelve months; such other establishments or class of establishments, in which ten or more employees are employed, on any day of the preceding twelve months, as the Central Government, may by notification, specify in this behalf. A shop or establishment to which this act has become applicable shall be continued to be governed by this act irrespective of the number of persons falling below ten at any day.

Payment of Gratuity Act, 1972:
Under the Payment of Gratuity Act, 1972, an employee in a factory or any other establishment in which 20 or more than 20 persons are employed on any day during an accounting year who is in continuous service for a period of five years notwithstanding that his service has been interrupted during that 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 is eligible for gratuity upon his retirement, superannuation, death or disablement.

Minimum Wages Act, 1948 ("MWA"):
The Minimum Wages Act, 1948 came into force with an objective to provide for the fixation of a minimum wage payable by the employer to the employee. Under the MWA, every employer is mandated to pay the minimum wages to all employees engaged to do any work skilled, unskilled, manual or clerical in any employment listed in the schedule to the MWA, in respect of which minimum rates of wages have been fixed or revised under the MWA. Construction of Buildings, Roads, and Runways are scheduled employments. It prescribes penalties for non-compliance by employers for payment of the wages thus fixed.

Maternity Benefit Act, 1961:
The Maternity Benefit Act, 1961 provides for leave and right to payment of maternity benefits to women employees in case of confinement or miscarriage etc. The act is applicable to every establishment which is a factory, mine or plantation including any such establishment belonging to government and to every establishment of equestrian, acrobatic and other performances, to every shop or establishment within the meaning of any law for the time being in force in relation to shops and establishments in a state, in which ten or more persons are employed, or were employed, on any day of the preceding twelve months; provided that the state government may, with the approval of the Central Government, after giving at least two months' notice shall apply any of the provisions of this act to establishments or class of establishments, industrial, commercial, agricultural or otherwise. Our Government further amended the Act which is known as 'The Maternity Benefit (Amendment) Act, 2017', effective from March 27, 2017 introducing more benefits for pregnant women in certain establishments.

Equal Remuneration Act, 1979:
The Equal Remuneration Act 1979 provides for payment of equal remuneration to men and women workers and for prevention discrimination, on the ground of sex, against female employees in the matters of employment and for matters connected therewith. The act was enacted with the aim of state to provide Equal Pay and Equal Work as envisaged under Article 39 of the Constitution.

Child Labour Prohibition and Regulation Act, 1986:
The Child Labour Prohibition and Regulation Act 1986 prohibits employment of children below 14 years of age in certain occupations and processes and provides for regulation of employment of children in all other occupations and processes. Employment of Child Labour in our industry is prohibited as per Part B (Processes) of the Schedule.

Trade Union Act, 1926 and Trade Union (Amendment) Act, 2001:
Provisions of the Trade Union Act, 1926 provides that any dispute between employers and workmen or between workmen and workmen, or between employers and employers which is connected with the employment, or non-employment, or the terms of employment or the conditions of labour, of any person shall be treated as trade dispute. For every trade dispute a trade union has to be formed. For the purpose of Trade Union Act, 1926, Trade Union means combination, whether temporary or permanent, formed primarily for the purpose of regulating the relations between workmen and employers or between workmen and workmen, or between employers and employers, or for imposing restrictive condition on the conduct of any trade or business etc.

Contract Labour (Regulation and Abolition) Act, 1970:
The Company is regulated by the provisions of the Contract Labour (Regulation and Abolition) Act, 1970 (**CLRA**) which requires the Company to be registered as a principal employer and prescribes certain obligations with respect to welfare and health of contract labourers. The CLRA vests responsibility in the principal employer of an establishment, to which the CLRA applies, to make an application to the concerned officer for registration of the concerned establishment. In the absence of such registration, contract labour cannot be employed in the concerned establishment. Likewise, every contractor, to whom the CLRA applies, is required to obtain a license and may not undertake or execute any work through contract labour except under and in accordance with the license issued. To ensure the welfare and health of the contract labour, the CLRA imposes certain obligations on the contractor in relation to establishment of canteens, rest rooms, drinking water, washing facilities, first aid, other facilities and payment of wages. However, in the event the contractor fails to provide these amenities, the principal employer is under an obligation to provide these facilities within a prescribed time period. Penalties, including both fines and imprisonment, may be levied for contravention of the provisions of the CLRA.

The Sexual Harassment of Women at workplace (Prevention, Prohibition and Redressal) Act, 2013:
In order to curb the rise in sexual harassment of women at workplace, this act was enacted for prevention and redressal of complaints and for matters connected therewith or incidental thereto. The terms sexual harassment and workplace are both defined in the act. Every employer should also constitute an "Internal Complaints Committee" and every officer and member of the company shall hold office for a period of not exceeding three years from the date of nomination. Any aggrieved woman can make a complaint in writing to the Internal Committee in relation to sexual harassment of female at workplace. Every employer has a duty to provide a safe working environment at workplace which shall include safety from the persons coming into contact at the workplace, organising awareness programs and workshops, display of rules relating to the sexual harassment at any conspicuous part of the workplace, provide necessary facilities to the internal or local committee for dealing with the complaint, such other procedural requirements to assess the complaints.

Industrial Disputes Act, 1947 ("ID Act") and Industrial Dispute (Central) Rules, 1957:
The ID Act and the Rules made thereunder provide for the investigation and settlement of industrial disputes. The ID Act was enacted to make provision for investigation and settlement of industrial disputes and for other purposes specified therein. Workmen under the ID Act have been provided with several benefits and are protected under various labour legislations, whilst those persons who have been classified as managerial employees and earning salary beyond prescribed amount may not generally be afforded statutory benefits or protection, except in certain cases. Employees may also be subject to the terms of their employment contracts with their employer, which contracts are regulated by the provisions of the Indian Contract Act, 1872. The ID Act also sets out certain requirements in relation to the termination of the services of the workman. The ID Act includes detailed procedure prescribed for resolution of disputes with labour, removal and certain financial obligations up on retrenchment. The Industrial Dispute (Central) Rules, 1957 specify procedural guidelines for lock-outs, closures, lay- offs and retrenchment.

Motor Transport Workers Act, 1961 ("MTW Act")
The Motor Transport Workers Act regulates the welfare of motor transport workers and the conditions of their work. Every motor transport undertaking employing five or more motor transport workers are required to comply with the provisions of the MTW Act. Among other provisions, the Motor Transport Workers Act stipulates compliances pertaining to working hours, payment of wages and protection of the welfare and health of employees. Any contravention of a provision regarding employment of motor transport workers is punishable with imprisonment or with fine.

TAX RELATED LEGISLATIONS

The Income Tax Act, 1961

The Income-tax Act, 1961 ("IT Act") is applicable to every Company, whether domestic or foreign whose income is taxable under the provisions of this Act or Rules made there under depending upon its "Residential Status" and "Type of Income" involved. As per the provisions of Income Tax Act, the rates at which they are required to pay tax is calculated on the income declared by them or assessed by the authorities, after availing the deductions and concessions accorded under the Income Tax Act. Filing of returns of income is compulsory for all assesses. Furthermore, it requires every taxpayer to apply to the assessing officer for a permanent account number.

Goods and Service Tax (GST):

Goods and Services Tax (GST) is levied on supply of goods or services or both jointly by the Central and State Governments. It was introduced as The Constitution (One Hundred and First Amendment) Act, 2017 and is governed by the GST Council. GST provides for imposition of tax on the supply of goods or services and will be levied by Centre on intra-state supply of goods or services and by the States including Union territories with legislature/ Union Territories without legislature respectively. A destination-based consumption tax GST would be a dual GST with the center and states simultaneously levying tax with a common base. The GST law is enforced by various acts viz. Central Goods and Services Act, 2017 (CGST), State Goods and Services Tax Act, 2017 (SGST), Union Territory Goods and Services Tax Act, 2017 (UTGST), Integrated Goods and Services Tax Act, 2017 (IGST) and Goods and Services Tax (Compensation to States) Act, 2017 and various rules made thereunder. It replaces following indirect taxes and duties at the central and state levels:

Central Excise Duty, Duties of Excise (Medicinal and Toilet Preparations), additional duties on excise– goods of special importance, textiles and textile products, commonly known as CVD – special additional duty of customs, service tax, central and state surcharges and cesses relating to supply of goods and services, state VAT, Central Sales Tax, Luxury Tax, Entry Tax (all forms), Entertainment and Amusement Tax (except when levied by local bodies), taxes on advertisements, purchase tax, taxes on lotteries, betting and gambling.

The Professional Tax

The professional tax slabs in India are applicable to those citizens of India who are either involved in any profession or trade. The State Government of each State is empowered with the responsibility of structuring as well as formulating the respective professional tax criteria and is also required to collect funds through professional tax. The professional taxes are charged on the incomes of individuals, profits of business or gains in vocations.

OTHER LAWS

Municipality Laws:

Pursuant to the Seventy Fourth Amendment Act, 1992, the respective State Legislatures in India have the power to endow the Municipalities (as defined under Article 243Q of the Constitution of India) with the power to implement schemes and perform functions in relation to matters listed in the Twelfth Schedule to the Constitution of India which includes regulation of public health. The respective States of India have enacted laws empowering the Municipalities to regulate public health including the issuance of a health trade license for operating eating outlets and implementation of regulations relating to such license along with prescribing penalties for non-compliance.

Police Laws:

The State Legislatures in India are empowered to enact laws in relation to public order and police under Entries 1 and 2 of the State List (List II) to the Constitution of India. Pursuant to the same the respective States of India have enacted laws regulating the same including registering eating houses and obtaining a 'no objection certificate' for operating such eating houses with the police station located in that particular area, along with prescribing penalties for non-compliance.

Approvals from Local Authorities:

Setting up of a Factory or Manufacturing/Housing unit/Establishments entails the requisite Planning approvals to be obtained from the relevant Local Panchayat(s) outside the city limits and appropriate Metropolitan Development Authority within the city limits. Consents from the state Pollution Control Board(s), the relevant state Electricity Board(s), the State Excise Authorities, Sales Tax, are required to be obtained before commencing the building of a factory or the start of manufacturing operations.

Factories Act, 1948

Factories Act, 1948 ("Factories Act") came into force on April 01, 1949 as amended by the Factories (Amendment) Act, 1987 and extends to the whole of India. The Factories Act seeks to regulate labour employed in factories and makes provisions for the safety, health and welfare of the workers. The Act, defines a 'factory' to cover any premises which employs 10 or more workers and in which manufacturing process is carried on with the aid of power and any premises where there are at least twenty workers even though there is or no electrically aided manufacturing process being carried on.

The Indian Contract Act, 1872:
The Contract Act is the legislation which lays down the general principles relating to formation, performance and enforceability of contracts. The rights and duties of parties and the specific terms of agreement are decided by the contracting parties themselves, under the general principles set forth in the Contract Act. The Contract Act also provides for circumstances under which contracts will be considered as 'void' or 'voidable'. The Contract Act contains provisions governing certain special contracts, including indemnity, guarantee, bailment, pledge, and agency.

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

Transfer of Property Act, 1882:
The transfer of property is governed by the Transfer of Property Act, 1882 ("T.P. Act"). The T.P. Act establishes the general principles relating to the transfer of property including among other things identifying the categories of property that are capable of being transferred, the persons competent to transfer property, the validity of restrictions and conditions imposed on the transfer and the creation of contingent and vested interest in the property.

Registration Act, 1908:
The Registration Act, 1908 ("Registration Act") has been enacted with the object of providing public notice of execution of documents affecting a transfer of interest in property. Section 17 of the Registration Act identifies documents for which registration is compulsory and includes among other things, any non-testamentary instrument which purports or operates to create, declare, assign, limit or extinguish, whether in present or in future, any right, title or interest, whether vested or contingent, in immovable property of the value of one hundred rupees or more, and a lease of immovable property for any term exceeding one year or reserving a yearly rent. Section 18 of the Registration Act provides for non-compulsory registration of documents as enumerated in the provision.

The Indian Stamp Act, 1899
Under the Indian Stamp Act, 1899, stamp duty is payable on instruments evidencing a transfer or creation or extinguishment of any right, title or interest in a property. Stamp duty must be paid on all instruments specified under the Stamp Act at the rates specified in the schedules to the Stamp Act. The applicable rates for stamp duty on instruments chargeable with duty vary from state to state.

Negotiable Instruments Act, 1881
In India, the laws governing monetary instruments such as cheques are contained in the Negotiable Instruments Act, 1881.The Act provides effective legal provision to restrain people from issuing cheques without having sufficient funds in their account or any stringent provision to punish them in the event of such cheque not being honoured by their bankers and returned unpaid.

Information Technology Act, 2000 (as amended by Information Technology Amendment Act, 2008):
The Information Technology Act, 2000 (the IT Act) is an Act of the Indian Parliament notified on October 17, 2000. It is the primary law in India dealing with cybercrime and electronic commerce. It was enacted with the purpose of providing legal recognition to electronic transactions and facilitating electronic filing of documents. The IT Act further provides for civil and criminal liability including fines and imprisonment for various cyber-crimes.

Limitation Act, 1963
The law relating to Law of Limitation to India is the Limitation Act, 1859 and subsequently Limitation Act, 1963 which was enacted on 5th of October, 1963 and which came into force from 1st of January, 1964 for the purpose of consolidating and amending the legal principles relating to limitation of suits and other legal proceedings. The basic concept of limitation is relating to fixing or prescribing of the time period for barring legal actions.

The Competition Act, 2002
The Competition Act, 2002 prohibits anti-competitive agreements, abuse of dominant positions by enterprises and regulates "combinations" in India. The Competition Act also established the Competition Commission of India (the "CCI") as the authority mandated to implement the Competition Act. Combinations which are Likely to cause an appreciable adverse effect on competition in a relevant market in India are void under the Competition Act.

The Consumer Protection Act, 1986
The Consumer Protection Act ("COPRA") aims at providing better protection to the interests of consumers and for that purpose makes provisions for the establishment of authorities for the settlement of consumer disputes. The COPRA provides a mechanism for the consumer to file a complaint against a trader or service provider in cases of unfair trade practices, restrictive trade practices, defects in goods, deficiency in services; price charged being unlawful and goods being hazardous to life and safety when used. The COPRA provided for a three tier consumer grievance redressal mechanism at the national, state and district levels.

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

FEMA Regulations:
As laid down by the FEMA Regulations, no prior consents and approvals are required from the Reserve Bank of India, for Foreign Direct Investment under the automatic route within the specified sectoral caps. In respect of all industries not specified as FDI under the automatic route, and in respect of investment in excess of the specified sectoral limits under the automatic route, approval may be required from the FIPB and/or the RBI. The RBI, in exercise of its power under the FEMA, has notified the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000 ("FEMA Regulations") to prohibit, restrict or regulate, transfer by or issue security to a person resident outside India. Foreign investment in India is governed primarily by the provisions of the FEMA which relates to regulation primarily by the RBI and the rules, regulations and notifications there under, and the policy prescribed by the Department of Industrial Policy and Promotion, Ministry of Commerce & Industry, Government of India.

Foreign Investment laws:
Foreign investment in India is governed by the provisions of FEMA along with the rules, regulations and notifications made by RBI thereunder, and the Consolidated FDI Policy (“Consolidated FDI Policy”) issued by the Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India (“DIPP”) from time to time. Under the current FDI Policy (effective August 28, 2017) 100% foreign direct investment is permitted in IT/ITES sector, under the automatic route.

In terms of applicable regulations notified under FEMA and the SEBI (Foreign Portfolio Investors) Regulations, 2014 (“SEBI FPI Regulations”), investments by Foreign Portfolio Investors (“FPIs”) in the capital of an Indian company under the SEBI FPI Regulations are subject to certain limits individual holding limits of 10% of the capital of the company per FPI and the aggregate holding limit of 24% of the capital of the company. However, the aggregate limit for FPI investment in a company can be increased up to the applicable sectoral cap by passing a resolution of the company’s board of directors, followed by a special resolution by the shareholders and prior intimation to the RBI.

OUR HISTORY AND CERTAIN CORPORATE MATTERS

History and Background

Our Company was originally incorporated as ***"DJ Logistic Solutions Private Limited"*** having its registered office at 24, 1st Floor, Palkhiwala House, Tara Manzil, 1st Dhobi Talao Lane, Mumbai – 400 002, Maharashtra, India on February 24, 2009 under the provisions of the Companies Act, 1956 bearing Corporate Identification Number U60232MH2009PTC190567 issued by the Registrar of Companies, Mumbai, Maharashtra. The company is promoted by Mr. Dinesh Muddu Kotian and Mr. Santhosh Muddu Kotian. Subsequently name of the company has been changed to ***"DJ Mediaprint & Logistics Private Limited"*** vide a Certificate of Incorporation pursuant to change of name dated December 08, 2017. Subsequently our company was converted into Public Limited Company and the name of our Company was changed to ***"DJ Mediaprint & Logistics Limited"*** vide a fresh Certificate of Incorporation consequent upon conversion from Private Company to Public Company dated December 19, 2017 bearing Corporate Identification Number U60232MH2009PLC190567 issued by the Registrar of Companies, Mumbai.

DJ Mediaprint & Logistics Ltd. is a provider of Integrated Printing, Logistics and Courier solutions in India and overseas with a well networked transport operations, pre-eminent quality standards and processes & operations. It also provides Bulk Mailing, Speed Post, Records Management, Manpower Supply, Return of Post Management, Bulk Scanning, Moving, Newspaper Print Advertising services and other related services.

We have executed many short term/long terms contract for Printing & Dispatch of monthly Credit Cards Statement, Letter, Annual Reports & Other ancillary services, Storage of records and its management, Digital franking machines services and ancillary services etc. with our clients and getting repeated order from them.

Mr. Dinesh Muddu Kotian started his journey with a sole proprietary firm called "DJ Corporation" in the year 1999 with Courier and Logistics services as its core business. DJ Corporation is having speed post license (OSA) from Department of Post, Mumbai and Postal Bulk mailing License. The turnover of the firm is more than 50 Crores since last 2 financial years.

With a vision for further expansion and diversification, Mr. Dinesh Muddu Kotian along with his brother Mr. Santhosh Muddu Kotian incorporated "DJ Logistic Solutions Private Limited" in the year 2009 and entered into printing business along with logistics, Courier, Bulk Scanning and storage services, Record Management, Bulk Mailing, Newspaper Advertising services etc. gradually.

In the year 2018, the company also took over business operation of M/s. Pansecure Record Storage Management LLP, a limited liability partnership formed under the Limited Liability Partnership Act, 2008 with LLP identification no AAI-0860, and become partner of LLP. The said LLP was incorporated vide an agreement dated December 23, 2016 between Mr. Aslam Mohamad Ali Patel and Mr. Salim Mohamad Ali Patel.

Vide the said agreement, the business of the LLP shall be to carry on the business of providing customized solutions for records, documents and files storage and management including micro fiche and micro filming, software storage on electronic media, paper, pictures and conversion of data to electronic media, providing access through internet or any other electronic media, records and document management related services, storage for all major media including paper, computer disks and tapes, microfilm and microfiche, master audio and video tapes, film and optical disks, X-rays and blue prints software and business training software and to provide technical assistance and services related to preparation and maintenance of accounting, statistical, scientific or mathematical information or reports, data processing, programming, collecting, storing, processing and transmitting information and data of every kind and description, systems analysis and machine services for solving or aiding commercial, industrial, scientific and research problems and for all other related business in India and abroad.

Further, vide supplement agreement dated August 31, 2018, M/s. DJ Mediaprint & Logistics Limited (represented by its directors Mr. Dinesh Kotian) and Mr. Jaykar Shetty become incoming partners in the LLP holding all rights, interest & share attached to the LLP and the old partners shall cease to be the partner of the LLP with effect from September 10, 2018.

Further, vide second supplement agreement dated September 25, 2018, the new partners decided that the business of the LLP shall be gradually transferred/shifted to DJML into Record Management segment of DJML in a time bound but practicable and convenient manner as acceptable to the clients of the LLP. DJML has contributed all the capital/funds for acquisition of the LLP and DJML shall hold full rights, interest and share in LLP except the nominal capital to be held by Mr. Shetty. It is also agreed that Mr. Shetty shall be entitled to 50% of the profit earned by the LLP during the period till its merger/transfer/shifting of business into DJML. After transferred/shifted, he shall be eligible for such remuneration as may be mutually agreed between the parties commensurate with the growth of the Record Management segment of DJML and subject to the provision of applicable Act.

Changes in registered office of our Company since incorporation

The registered office of our company since incorporation is at 24, 1st Floor, Palkhiwala House, Tara Manzil, 1st Dhobi Talao Lane, Mumbai – 400 002, Maharashtra, India. There were no changes in the registered office of our company since incorporation.

Main Objects

The main objects of our Company as set forth in the Memorandum of Association of our Company are as follows:

1. To do the business of bulk mailing of all the postal products couriers, carriers, transport, logistics, Warehouse, removers, packers, transport cartage and haulage, contractors, haulers, packers, removers, clearing, forwarding and shipping agents, wharfingers, and to handle cargo, goods, luggage, freight and parcels, whether commercial or otherwise to and from any part of the world, whether by road, rail, air or sea and to do the business of public carriers.

1A. To carry on in India or elsewhere the business as printers, publishers, typesetter, DTP operators, proof-readers, binders, cutter, perforators, laminators, designers, authors, writer and editors of publication all varieties, descriptions, specifications, applications & uses including books, novels, magazines, journals, souvenirs, newsletters, periodicals, bulletins, pamphlets, instruments, documents with security features, forms catalogues, diaries, calendars, posters, pictures, stickers, text books, law books, school books, college books, newspapers & other allied publications and advertisements both outdoor and indoor including newspaper advertisements, social media marketing, digital marketing on various digital platforms on any subject whatsoever in print as well as in electronic media and to provide storage & record management & document management services, bulk scanning & digitization services, bulk email and sms services and to develop software, CDs, cassettes, floppies or any other electors mode, devices, systems and to act as job worker, contractor, sub-contractor, consultant, data entry operator, page maker, website designer, copyright owner and to trade or deal in all goods, articles and to supply necessary manpower and things necessary for the attainment of the above objects.

1B. To do the business of development of computer and sale of such software developed by the company or others as retailers, wholesaler, exporter and also to carry on the business of providers, maintainers, suppliers, trainers, advisors, consultants in the field of private security personnel, armed or unarmed including all such security based gadgets.

Amendments to the Memorandum of Association and Article of Association of our Company

Since the incorporation of our Company, the following changes have been made to the Memorandum of Association and Article of Association:

No.	Date of Amendments/ Shareholder's Resolution	Amendments
1	31/03/2011	Increase in Authorized Share Capital from ₹1,00,000 comprising of 10,000 Equity Shares of ₹10/- each to ₹ 15,00,000 comprising of 1,50,000 Equity Shares of ₹10/- each.
2	25/05/2012	Altered the provisions of its memorandum of association with respect to its objects.
3	12/08/2014	Increase in Authorized Share Capital from ₹15,00,000 comprising of 1,50,000 Equity Shares of ₹10/- each to ₹ 50,00,000 comprising of 5,00,000 Equity Shares of ₹10/- each.
4	13/11/2017	Altered the provisions of its memorandum of association with respect to its objects.
5	08/12/2017	Name of the company changed from DJ Logistic Solutions Private Limited to DJ Mediaprint & Logistics Private Limited.
6	19/12/2017	Conversion of Private Limited Company into Public Limited Company
7	27/01/2018	Increase in Authorized Share Capital from ₹50,00,000 comprising of 5,00,000 Equity Shares of ₹10/- each to ₹1,00,00,000 comprising of 10,00,000 Equity Shares of ₹10/- each.
8	04/01/2020	Increase in Authorized Share Capital from ₹1,00,00,000 comprising of 10,00,000 Equity Shares of ₹10/- each to ₹10,00,00,000 comprising of 1,00,00,000 Equity Shares of ₹10/- each.
9	04/01/2020	Altered the provisions of its memorandum of association with respect to its objects.
10	04/01/2020	Change in AOA clause to meet the requirement of listed company

Key Milestones

Year	Key Milestones
1999	DJ Corporation, a sole proprietary firm, is established by Mr. Dinesh Kotian. The initial business is Courier and Logistics Services. DJ Corporation signs up its first big client, LIC.
2000	DJ Corporation enters Bulk Mailing Services apart from Courier & Logistics Services. Obtains its first Postal Bulk Mailing License. Obtains Speed Post License (OSA) from Department of Post, Mumbai.
2006	DJ Corporation opens 2 branches in Mumbai
2008	At this stage, Printing was outsourced and Mailing was done in-house. So, the milestone was to provide Print-to-Post solutions to customers under one roof by starting in-housing Printing.
2009	To expand the business activity, "DJ Logistic Solutions Private Limited" was incorporated by Mr. Dinesh Kotian and Mr. Santhosh Kotian. DJ Corporation continues its operation focusing mainly into Speed Post and Mailing activity.
2011	The company obtains its first rating from CRISIL.
2015	The company adds Bulk Scanning and Storage Services DJ Logistic Solutions Private Limited obtains its mailing license in Delhi
2016	The company registered under National Small Industries Corporation Limited as an MSE unit eligible for participation in the Central Government Store Purchase Programme. The company opens a corporate office and printing press in Vashi Mumbai.
2017	The name of the company has been changed to "DJ Mediaprint & Logistics Private Limited" to incorporate all business activities and new lines of business. Subsequently, the company was reconstituted into Public Limited Company (Closely Held).
2018	The company took over business operation of Pansecure Record Storage Management LLP and become partner of LLP. The company enters Security Printing, Record Management and Newspaper Advertising services. The company received ISO 9001:2015 quality certification for the Quality Management System. The Company opens its branch office at Delhi The Company touches client base of 1000+
2019	The company received ISO 27001:2013 quality certification for the Information Security Management System. The company received recommendation letter from Indian Bank's Associations (IBA) under IBA scheme for recommending security printers for printing of MICR instrument of Member Banks. The company received Franking Machine certificate of License for Mumbai and renewed its license for Delhi. The Company opens its branch office at Goa DJ Mediaprint & Logistics Limited completes 10 years successfully The company decided to go public and planned for IPO

Capital raising (Debt / Equity)
Except as set out in the sections titled "Capital Structure" and "Financial Indebtedness" beginning on page no 40 and 141 respectively of this draft prospectus, our Company has not raised any capital in the form of Equity Shares or debentures.

Holding/Subsidiary/Joint Ventures of the Company
Our company does not have any subsidiary or Joint Venture Company.

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

Defaults or Rescheduling of Borrowings with Financial Institutions/ Banks
There are no defaults or rescheduling of borrowings with financial institutions/ banks, conversion of loans into equity in relation to our Company.

Details regarding past performance of the company.
For details in relation to our past financial performance in the previous 3 (three) financial years, please refer to section titled "Financial Statements as restated" beginning on page no. 117 of this draft prospectus.

Details regarding acquisition of business /undertakings, mergers, amalgamation, revaluation of assets etc.
Except as mentioned in chapter "*Our History and Certain Corporate Matters"* beginning on page no. 90, there are no mergers, amalgamation, revaluation of assets etc. with respect to our Company as on the date of this draft prospectus.

Changes in the activities of our Company during the last five (5) years
Except as mentioned in chapter "*Our History and Certain Corporate Matters"* beginning on page no. 90, there have been no changes in the activity of our Company during the last five (5) years preceding as on the date of this draft prospectus, which may have had a material effect on the profits or loss, including discontinuance of the lines of business, loss of agencies or markets and similar factors of our Company.

Revaluation of Assets
Our Company has not revalued its assets as on the date of this draft prospectus.

Shareholders of our Company
As on the date of this draft prospectus, our Company has 7 (Seven only) shareholders. For further details in relation to the current shareholding pattern, please refer to section titled "Capital Structure" beginning on page no. 40 of this draft prospectus.

Collaboration Agreements
Our Company has not entered into any Collaboration Agreements as on the date of this draft prospectus.

Shareholders Agreements
Our Company has not entered into any shareholders agreement as on the date of this draft prospectus.

Other Agreements
Our Company has not entered into any specific or special agreements except that have been entered into in ordinary course of business into more than two years before the date of filing of this draft prospectus.

Non-Compete Agreement
Our Company has not entered into any Non-compete Agreement as on the date of this draft prospectus.

Strategic Partners
Our Company does not have any strategic partners as on the date of this draft prospectus.

Financial Partners
Our Company does not have any financial partners as on the date of this draft prospectus.

OUR MANAGEMENT

Board of Directors

As per the Articles of Association, our Company is required to have not less than 3 (Three) directors and not more than 15 (Fifteen) Directors. Currently, our Company has 8 (Eight) Directors on our Board. The detailed composition are as follows:

Sl. No.	Name of the Director	DIN	Designation
1	Mr. Dinesh Muddu Kotian	01919855	Managing Director
2	Mr. Deepak Pandurang Bhojane	02585388	Whole Time Director
3	Mr. Deepak Dattaram Salvi	02588250	Whole Time Director
4	Mr. Devadas Alva	06902537	Non-Executive Director
5	Mr. Dwarka Prasad Gattani	06865570	Non-Executive Director
6	Mr. Purshottam Mahadeo Dalvi	08648037	Additional Independent Director
7	Mr. Navinchandra Rama Sanil	08648083	Additional Independent Director
8	Ms. Deeksha Devadiga	08652925	Additional Independent Director

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

Sl. No.	Particulars	Details
1	Name of the Director	**Mr. Dinesh Muddu Kotian**
	Father's Name	Mr. Muddu Taniya Kotian
	Residential Address	Flat - 102, Gourinandan Building, Plot-306, Sector - 31A, Vashi Gaon, Vashi, Navi Mumbai - 400703, Maharashtra, India
	Date of Birth	22/05/1974
	Age	46 Years
	Designation	Managing Director
	DIN	01919855
	Occupation	Business
	Nationality	Resident Indian
	Qualification	B.Com
	No. of Years of Experience	20 Years
	Date of Appointment	24/02/2009, Appointed as Managing Director on 09/11/2017
	Terms of Appointment	Upto 28/05/2022 as Managing Director
	Directorship in other companies	DYNAMIC SUPERWAYS AND EXPORTS LIMITED EMERGE FINVEST SERVICES PRIVATE LIMITED *Body Corporate DP Nominee* PANSECURE RECORD STORAGE MANAGEMENT LLP

Sl. No.	Particulars	Details
2	Name of the Director	**Mr. Deepak Pandurang Bhojane**
	Father's Name	Mr. Pandurang Dhaktu Bhojane
	Residential Address	A-105, Vrindavan B CHSL, Plot No 29/41, Sector - 9, Khanda Colony, New Panvel, Navi Mumbai - 410206, Maharashtra, India
	Date of Birth	03/04/1975
	Age	45 Years
	Designation	Whole Time Director
	DIN	02585388
	Occupation	Salaried
	Nationality	Resident Indian
	Qualification	B.Com
	No. of Years of Experience	10 Years with DJMPLL
	Date of Appointment	10-03-2010, Appointed as Whole Time Director on 09/11/2017
	Terms of Appointment	Upto 28/05/2022 as Whole Time Director
	Directorship in other companies	NIL

Sl. No.	Particulars	Details
3	Name of the Director	**Mr. Deepak Dattaram Salvi**
	Father's Name	Mr. Dattaram Ganpat Salvi
	Residential Address	205, Laxmi Chaya Building, Plot No - 174, 2nd Floor, Gaon Devi Mandir Road, Sector-11, Juhu Gaon, Vashi, Navi Mumbai - 400703, Maharashtra, India
	Date of Birth	01/06/1970
	Age	50 Years
	Designation	Whole Time Director
	DIN	02588250
	Occupation	Salaried
	Nationality	Resident Indian
	Qualification	B.Com
	No. of Years of Experience	10 Years with DJMPLL
	Date of Appointment	10-03-2010, Appointed as Whole Time Director on 09/11/2017
	Terms of Appointment	Upto 28/05/2022 as Whole Time Director
	Directorship in other companies	Nil

Sl. No.	Particulars	Details
4	Name of the Director	**Mr. Devadas Alva**
	Father's Name	Mr. Vithal Alva
	Residential Address	C-101, Sainath Tower, Near Gavanpada Fire Bridge Station, Mulund (East), Mumbai – 400081
	Date of Birth	10/09/1942
	Age	78 Years
	Designation	Non- Executive Director
	DIN	06902537
	Occupation	Retired
	Nationality	Resident Indian
	Qualification	Diploma in Electronics
	No. of Years of Experience	6 Years with DJMPLL
	Date of Appointment	25-06-2014
	Terms of Appointment	Liable for retire by rotation
	Directorship in other companies	Nil

Sl. No.	Particulars	Details
5	Name of the Director	**Mr. Dwarka Prasad Gattani**
	Father's Name	Mr. Shrigopal Gattani
	Residential Address	Flat No 604, Building No 12, Jupiter CHSL, Evershine Millenium Paradise, Thankur Village, Kandivali East, Mumbai – 400101
	Date of Birth	07/11/1982
	Age	38 Years
	Designation	Non-Executive Director
	DIN	06865570
	Occupation	Business
	Nationality	Resident Indian
	Qualification	Chartered Accountant
	No. of Years of Experience	16 Years overall
	Date of Appointment	29-11-2019
	Terms of Appointment	Liable for retire by rotation
	Directorship in other companies	CORPORATE CAPITAL DESIGNERS PRIVATE LIMITED

Sl. No.	Particulars	Details
6	Name of the Director	**Mr. Purshottam Mahadeo Dalvi**
	Father's Name	Mr. Mahadeo Shivaji Dalvi
	Residential Address	13/6, Mulund Audumbar Co-Op CHS Ltd, Mhada Colony, Mulund (East), Mumbai - 400081, Maharashtra, India
	Date of Birth	03/11/1963
	Age	57 Years
	Designation	Additional Independent Director
	DIN	08648037
	Occupation	Salaried
	Nationality	Resident Indian
	Qualification	Higher Secondary
	No. of Years of Experience	29 years overall
	Date of Appointment	29-11-2019
	Terms of Appointment	Upto the conclusion of ensuing Annual General Meeting
	Directorship in other companies	Director on the board of a cooperative society namely Suyog Sahakari Pathpedi Maryadit since inception (1991) Vice Chairman of The Mumbai District Central Co. Op Bank Ltd since 2010

Sl. No.	Particulars	Details
7	Name of the Director	**Mr. Navinchandra Rama Sanil**
	Father's Name	Mr. Rama Babu Sanil
	Residential Address	E-6, Ganesh Prasad, Sleater Road, Grant Road West, Mumbai - 400007, Maharashtra, India
	Date of Birth	09/05/1952
	Age	68 Years
	Designation	Additional Independent Director
	DIN	08648083
	Occupation	Business
	Nationality	Resident Indian
	Qualification	Commerce Graduate
	No. of Years of Experience	35 Years overall
	Date of Appointment	29-11-2019
	Terms of Appointment	Upto the conclusion of ensuing Annual General Meeting
	Directorship in other companies	Nil

Sl. No.	Particulars	Details
8	Name of the Director	**Ms. Deeksha Devadiga**
	Father's Name	Mr. Shrinivas Devadiga
	Residential Address	113, Suman Heights, Lodha Heritage, Lodha Garden, Desalepada, Dombivali East, Navi Mumbai, Thane – 400614
	Date of Birth	20/01/1992
	Age	28 Years
	Designation	Additional Independent Woman Director
	DIN	08652925
	Occupation	Salaried
	Nationality	Resident Indian
	Qualification	MBA
	No. of Years of Experience	3 Years overall
	Date of Appointment	29-11-2019
	Terms of Appointment	Upto the conclusion of ensuing Annual General Meeting
	Directorship in other companies	Nil

Brief Biographies of the Directors:

1. **Mr. Dinesh Muddu Kotian,** aged 46 years, is the Founder Promoter and Managing Director of the company. He founded the Company in the year 2009. Mr. Kotian's tenacity and business acumen have brought several accolades and a holistic growth to the Company, and made DJ Mediaprint & Logistics Ltd. an organized body of excellence. He has been the director of the company since its inception, with over 20 years of experience and was further designated as the managing director of the company in the year 2017. Strategic thinker with a talent for fostering cooperation and communication between board members, shareholders and other senior team members. To make company policies and turn them into effective and workable business strategies. With a rich experience in the field of printing technologies and related field, especially colour management, offset and continuous stationery, Mr. Kotian has created an amalgamation of infrastructure, processes and people that can efficiently deliver work that is both high on quality and quantity. This feat, combined with his expertise in management (operation) functions, including concept & product development, licensing & joint ventures, finance, legal, sales & marketing, makes him the ideal helmsman of DJ Mediaprint& Logistics Ltd. His focus has been on enabling the company to achieve high printing and mailing volumes and print-to-post solutions with set out time line speed and perfection. His passion is organization building through the development and implementation of corporate systems, and he believes in driving excellence at all levels of organization. Mr. Kotian draws inspiration from the visionary entrepreneurs that have brought paradigm shifts in the industries they operate in. With a vision to cater every reputed corporate house across the country and extending his company's network to every nook and corner of India, Mr. Kotian is working to make DJ Mediaprint& Logistics Ltd. a one-stop solution for printing and other related services of Logistics and Record Management and to bring all the operation under common roof to deliver its customer the most efficient services within the time line set out.

2. **Mr. Deepak Pandurang Bhojane**, aged 45 years, has been the Director of the company for almost a decade. He has been appointed as an Independent Director of the company in the year 2010 and become whole time director in the year 2017. He nurtures an entrepreneurial spirit his business acumen saw him venturing out to build new business and expansion of the existing one and a keen eye for new business ventures. Fueled by his appetite for dreams, business insights and unique ideas, he is instrumental in elevating the company to where it stands today through his diligence and exemplary leadership skills. He manages various activities / operations of the company, namely, marketing, business development, client servicing and sales. He is adept in areas of administration, including employee performance management, recruitment, employee development & retention, resource management, training and education. At DJ Mediaprint & Logistics Ltd., he has been instrumental in striking the right balance between sales and client servicing. He has taken the company from one benchmark to another and has been actively addressing and surpassing the various challenges that is part of everyday business.

3. **Mr. Deepak Dattaram Salvi,** aged 50 years, has been the Director of the company for almost a decade. He has been appointed as an Independent Director of the company in the year 2010 and become whole time director in the year 2017. He is supervising the general operations of the organization. He carries significant experience in logistics, transport and courier operations, and is responsible for all the logistical and courier operations of the company on the pan-India and international level. Mr. Salvi ensures that all the shipments conform with the logistical norms of the industry, clients and the ones laid out by the government. The dispatch, relay and delivery of the shipments must happen within defined timelines and all these dynamics come under supervision and charge of Mr. Salvi. He is immensely familiarised with the dynamics of the ground operations and deftly carries out the implementation of the various plans that are drawn out from time to time. He also looks after estimation of practical costs for manufacturing and for managing overhead expenses.

4. **Mr. Devadas Alva,** aged 78 years is a Non-Executive Director of the company since 2014. He is a senior member in the company has over 30 years of wide experience in corporate compliance and administration as a Maharashtra State Government professional. He handles the complete HR operations of DJ Mediaprint & Logistics Ltd, including HR strategy, recruitment, training and development, performance reviews, HR compliances, etc. Equipped with the erudite knowledge and expertise in Human Resources, Mr. Alva has been creating an exemplary workforce that displays the fine qualities of communication, time management, discipline, objectivity and other qualities that an organization can desire from its employees. Due to Mr. Alva's fine leadership, all the people employed with DJ Mediaprint & Logistics Ltd. are synchronised with the company's vision and philosophy, and translate objectives on paper to practical accomplishments. Besides his responsibilities in HR, Mr. Alva is also responsible for planning and execution of several programs and processes related to information technology.

5. **Mr. Dwarka Prasad Gattani,** aged 38 years, is a qualified Chartered Accountant. He passed his CA exam in the year 2006 from Institute of Chartered Accountants of India and having more than 16 years of experience in Investment Banking, Debt Syndication and Management Consultancy Services etc. Currently he is also Promoter Director of Corporate Capital Designer Pvt Ltd. Engaged into Debt Syndication for SME & Mild Corporate and also provide management consultancy services since 2014. He has been appointed as Additional Non-Executive Professional Director of the company in 2019.

6. **Mr. Purshottam Mahadeo Dalvi,** aged 57 years, is vice chairman of The Mumbai District Central Co. Op Bank Ltd popularly known as "Mumbai Bank" is a central financing agency of all the affiliated co operative societies in Mumbai District, and also he is a director on the board of other cooperative society namely Suyog Sahakari Pathpedi Maryadit since inception. Mr. Dalvi is having vast experience about the banking as well as day to day operations of major co-operative sector. He is very keen in the administration part and public relations & good at maintaining company reputation high at all stage. He is very practical while dealing with the corporate and his basic aim to build co-operative movement which especially defined as an autonomous association of person united and voluntarily to meet their common need of finance, economic, social and cultural needs. He has been appointed as Additional Non-Executive Independent Director of the company in 2019.

7. **Mr. Navinchandra Rama Sanil**, aged 68 years, is a Commerce Graduate from Mumbai University with professional experience over 35 years in various fields like Accounting, Public Relations, Corporate governance, etc. His rich experience with regard to Logistics Trends that will impact Logistics Management in the coming years. His traits like Keen attention to detail, Sound Decision making, Adaptability, Accountability, Quick Follow-through and Good interpersonal skills and above all, tremendous self-discipline in time management overcome the procrastination that leads to success. Out of 35 years, he served Indian Defence (Civilian) for about 18 years. Mr. Sanil is also a Vastu Consultant having knowledge of the Science of direction combining five elements of nature which is universal, logical, practical and pragmatic. His vast knowledge bestowed on him with the title of Vastu Marthand. He is also a PR professional with reference to Relationship-building skills, Social media savvy and good at maintaining company reputation high at all stages. In the Social field he is a known figure extending services to Bhavani Foundation, Mumbai and Shubhada Education Trust, South Kanara as Trustee and Advisor for Kannada Patrakara Sangha, Maharashtra. He has been appointed as Additional Non-Executive Independent Director of the company in 2019.

8. **Ms. Deeksha Devadiga**, aged 28 years, having 3 years of wide experience in Client Servicing and Business Development Manager. She has completed her Post Graduate in Business Administration with Specialization in Finance and Marketing from VTU University, Belgaum, Karnataka. She has currently associated with LOBA CHEMIE PVT LTD, which is into fine chemical and Analytical Reagents. She handles the complete Client Networking, Product and Vendor Management etc. Furnished with the knowledgeable and proficiency in Media Marketing, Ms. Deeksha has been fashioning a prototypical workforce that displays the abilities of statement, self-control, objectivity and other qualities that an organization can desire from its employees. In addition, her responsibilities in field, Ms. Deeksha Devadiga is also responsible for scheduling and implementation of programs and processes related to information technology. She has been appointed as Additional Non-Executive Independent Director of the company in 2019.

Family Relationships between the Directors
None of the directors of our Company have family relationship.

Arrangements with major Shareholders, Customers, Suppliers or Others
There are no arrangements or understanding between major shareholders, customers, suppliers or others pursuant to which any of the Directors were selected as a Director or member of a senior management as on the date of this draft prospectus.

Service Contracts
Our Company has not executed any service contracts with its directors providing for benefits upon termination of their employment.

Common directorships of the Directors in companies whose shares are/were suspended from trading on the BSE and/ or the BSE for a period beginning from five (5) years prior to the date of this draft prospectus
None of the Directors are/were directors of any company whose shares were suspended from trading by Stock Exchange(s) or under any order or directions issued by the stock exchange(s)/ SEBI/ other regulatory authority in the last five (5) years.

Director's association with the Securities Market
None of the Directors of our Company are associated with securities market.

Common directorships of the Directors in listed companies that have been/were delisted from stock exchanges in India
None of the Directors are/were directors of any entity whose shares were delisted from any Stock Exchange(s). Further, none of the directors are/ were directors of any entity which has been debarred from accessing the capital markets under any order or directions issued by the Stock Exchange(s), SEBI or any other Regulatory Authority.

Borrowing Powers of the Board
The Articles, subject to the provisions of Section 180(1)(c) of the Companies Act, 2013 authorize the Board to raise, borrow or secure the payment of any sum or sums of money for the purposes of our Company. The Board of Director vide the special resolution passed at their Extra Ordinary General Meeting dated February 20, 2020, allowed to borrow and that the total outstanding amount so borrowed shall not at any time exceed the limit of Rs. 100.00 crores (Rs. Hundred Crores only).

Policy on Disclosures and Internal Procedure for Prevention of Insider Trading:
The provisions of regulation 9(1) of the SEBI (Prohibition of Insider Trading) Regulations, 2015 will be applicable to our Company immediately upon the listing of its Equity Shares on the SME platform of BSE. We shall comply with the requirements of the SEBI (Prohibition of Insider Trading) Regulations, 2015 on listing of Equity Shares on stock exchanges. The Company Secretary & Compliance Officer will be responsible for setting forth policies, procedures, monitoring and adherence to the rules for the preservation of price sensitive information and the implementation of the Code of Conduct under the overall supervision of the Board.

Policy for Determination of Materiality & Materiality of Related Party Transactions and on Dealing with Related Party Transactions:
The provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 will be applicable to our Company immediately upon the listing of Equity Shares of our Company on SME Platform of BSE. We shall comply with the requirements of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 on listing of Equity Shares on the SME platform of BSE.

Remuneration to Executive Directors
The compensation payable to Managing Director and Whole Time Director will be governed as per the terms of their appointment and shall be subject to the provisions of Sections 2 (54), 2(94), 188, 196, 197, 198 and 203 and any other applicable provisions of the Companies Act, 2013 read with Schedule V to the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof or any of the provisions of the Companies Act, 1956, for the time being in force)

Payment or benefit to Non-Executive Directors of Our Company
Apart from the remuneration to Executive Directors, if any as provided, our Non-Executive Directors are entitled to be paid a sitting fee up to the limits prescribed by the Companies Act, 2013 and the Rules made there under and actual travel, boarding and lodging expenses for attending the Board or committee meetings. They may also be paid commissions and any other amounts as may be decided by the Board in accordance with the provisions of the Articles, the Companies Act and any other applicable Indian laws and regulations.

Shareholding of Directors in our Company
The details of the shareholding of our Directors as on the date of this draft prospectus are as follows.

No.	Name of the Director Shareholder	Designation	No. of Equity Shares	Percentage of Pre-Issue Capital (%)	Percentage of Post-Issue Capital (%)
1	Mr. Dinesh Muddu Kotian	Managing Director	29,66,520	98.43%	70.40%
2	Mr. Deepak Pandurang Bhojane	Whole Time Director	600	0.02%	0.01%
3	Mr. Deepak Dattaram Salvi	Whole Time Director	600	0.02%	0.01%
4	Mr. Devadas Alva	Non-Executive Director	600	0.02%	0.01%
	Total		**29,68,320**	**98.49%**	**70.43%**

Interest of our Directors
Our Directors may be deemed to be interested to the extent of their remunerations paid to them for services rendered and with the reimbursement of expenses payable to them as mentioned above. For further details, please refer to section titled "Our Promoters and Promoter Group" beginning on page no. 107 of this draft prospectus.

Further, none of our Directors have any interest in any property acquired by our Company within two (2) years of the date of this draft prospectus or proposed to be acquired by it or in any transaction in acquisition of land or any construction of building. Further, except as disclosed under sub-section "Shareholding of Directors in our Company" above, none of our Directors hold any Equity Shares, Preference Shares or any other form of securities in our Company. Our Directors may also be interested to the extent of Equity Shares, if any, held by them or held by the entities in which they are associated as promoters, directors, partners, proprietors or trustees or held by their relatives or that may be subscribed by or allotted to the companies, firms, ventures, trusts in which they are interested as promoters, directors, partners, proprietors, members or trustees, pursuant to the Issue.

Other than as stated above and except as stated in the sections titled "Financial Information" and "Our Promoters and Promoter Group" beginning on pages 117 and 107 respectively of this draft prospectus, our Directors do not have any other interest in the business of our Company.

None of the relatives of our Directors have been appointed to a place or office of profit in our Company other than mentioned elsewhere in the Draft prospectus. For further details, please refer to section titled "Our Management – Remuneration to Executive Directors" beginning on page 94 of this draft prospectus.

Our directors may also be regarded as interested in the Equity Shares, if any, held by them or that may be subscribed by and allotted to the companies, firms, and trusts, if any, in which they are interested as directors, members, promoters, and /or trustees pursuant to this Issue. Some of the directors also hold directorships in Promoter Group and Group Entities of

our Company.

Our Directors may also be deemed to be interested to the extent of any dividend payable to them and other distributions in respect of the said Equity Shares. Except as stated in this section "Our Management " or the section titled "Financial Information - Related Party Transactions" beginning on page no 94 and 137 respectively of this draft prospectus, and except to the extent of shareholding in our Company, our Directors do not have any other interest in the business of our Company.

Changes in our Company's Board of Directors during the last three (3) years

Changes in the Board of Directors of our Company in the last three (3) years are as follows:

Name of Director	Date of appointment	Date of Change of Designation	Date of cessation	Reason
Mr. Santhosh Muddu Kotian	24/02/2009	--	20/07/2015	Resign u/s 168 due to personal reason.
Mr. Dinesh Muddu Kotian	24/02/2009	09/11/2017	--	Designation changed to Managing Director
Mr. Deepak Pandurang Bhojane	10/03/2010	09/11/2017	--	Designation changed to Whole Time Director
Mr. Deepak Dattaram Salvi	10/03/2010	09/11/2017	--	Designation changed to Whole Time Director
Mr. Dwarka Prasad Gattani	29-11-2019	--	--	Appointed as Additional Non-Executive Professional Director
Mr. Navinchandra Rama Sanil	29-11-2019	--	--	Appointed as Additional Non-Executive Independent Director
Mr. Purshottam Mahadeo Dalvi	29-11-2019	--	--	Appointed as Additional Non-Executive Independent Director
Ms. Deeksha Devadiga	29-11-2019	--	--	Appointed as Additional Non-Executive Independent Director

Other Confirmations:

- None of our Directors are on the RBI List of willful defaulters as on the date of this draft prospectus.
- None of our Promoters or Directors of our Company are a fugitive economic offender.
- Further, none of our Directors are or were directors of any listed company whose shares.

  (a) have been or were suspended from trading on any of the stock exchanges during the five years prior to the date of filing this draft prospectus or.

  (b) delisted from the stock exchanges.
- None of the Promoters, persons forming part of our Promoter Group, our Directors or persons in control of our Company or our Company are debarred from accessing the capital market by SEBI.
- None of the Promoters, 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.
- In respect of the track record of the directors, there have been no criminal cases filed or investigations being undertaken with regard to alleged commission of any offence by any of our directors and none of our directors have been charge-sheeted with serious crimes like murder, rape, forgery, economic offence etc.

Corporate Governance

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

Our Board has been constituted in compliance with the Companies Act and SEBI (LODR) Regulations, to the extent applicable. Our Board functions either as a full board or through various committees constituted to oversee specific functions. In compliance with the requirements of the Companies Act and the SEBI (LODR) Regulations, to the extent applicable our Board of Directors consists of 8 (Eight) Directors (including one-woman Director) out of which One is Managing Director, Two Whole Time Director, Two Non-Executive Directors and Three Independent Directors which is in compliance with the requirements of Companies Act, 2013 and SEBI (LODR) Regulations.

COMMITTEES OF OUR BOARD

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

- ***Audit Committee***

As per section 177 of the Companies Act, 2013, The Board of Directors of every listed company and such other class or classes of companies, as may be prescribed, shall constitute an Audit Committee. The Audit Committee shall consist of a minimum of three directors with independent directors forming a majority: Provided that majority of members of Audit Committee including its Chairperson shall be persons with ability to read and understand, the financial statement.

Our Audit Committee was constituted pursuant to a resolution of our Board Meeting dated December 30, 2019.

The Audit Committee comprises:

Name of Director	Status in Committee	Nature of Directorship
Ms. Deeksha Devadiga	Chairman	Independent Director
Mr. Navinchandra Rama Sanil	Member	Independent Director
Mr. Dinesh Muddu Kotian	Member	Managing Director

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

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

A. ***Powers of Audit Committee***

The Audit Committee shall have powers, including the following:

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

B. ***Role of Audit Committee***

The role of the Audit Committee shall include the following:

- oversight of the listed entity's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- recommendation for appointment, remuneration and terms of appointment of auditors of the listed entity;
- approval of payment to statutory auditors for any other services rendered by the statutory auditors;
- reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
  - matters required to be included in the director's responsibility statement to be included in the board's report in terms of clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013;
  - changes, if any, in accounting policies and practices and reasons for the same;
  - major accounting entries involving estimates based on the exercise of judgment by management;
  - significant adjustments made in the financial statements arising out of audit findings;
  - compliance with listing and other legal requirements relating to financial statements;
  - disclosure of any related party transactions;
  - modified opinion(s) in the draft audit report;
- reviewing, with the management, the quarterly financial statements before submission to the board for approval;
- reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the draft prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the board to take up steps in this matter;
- reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;
- approval or any subsequent modification of transactions of the listed entity with related parties;
- scrutiny of inter-corporate loans and investments;
- valuation of undertakings or assets of the listed entity, wherever it is necessary;
- evaluation of internal financial controls and risk management systems;
- reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
- reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;

- discussion with internal auditors of any significant findings and follow up there on;
- reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
- discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
- to look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
- to review the functioning of the whistle blower mechanism;
- approval of appointment of chief financial officer after assessing the qualifications, experience and background, etc. of the candidate;
- reviewing the utilization of loans and/ or advances from/investment by the holding company in the subsidiary exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments existing as on the date of coming into force of this provision.]
- monitoring the end use of funds raised through public offers and related matters.
- carrying out any other function as is mentioned in the terms of reference of the audit committee.

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

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

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

- ***Stakeholders' Relationship Committee***

As per section 178 (5) of the Companies Act, 2013, The Board of Directors of a company which consists of more than one thousand shareholders, debenture-holders, deposit-holders and any other security holders at any time during a financial year shall constitute a Stakeholders Relationship Committee consisting of a chairperson who shall be a non-executive director and such other members as may be decided by the Board

In pursuance to provisions of Section 178 of the Companies Act, 2013, or any subsequent modification(s) or amendment(s) thereof, the Stakeholders' Relationship Committee was constituted by a resolution of our Board Meeting dated December 30, 2019. The Stakeholders' Relationship Committee comprises:

Name of Director	Status in Committee	Nature of Directorship
Mr. Navinchandra Rama Sanil	Chairman	Independent Director
Mr. Dwarka Prasad Gattani	Member	Non-Executive Director
Mr. Dinesh Muddu Kotian	Member	Managing Director

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

Role of the Stakeholders Relationship Committee

- Resolving the grievances of the security holders of the listed entity including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc.;
- Review of measures taken for effective exercise of voting rights by shareholders;
- Review of adherence to the service standards adopted by the listed entity in respect of various services being rendered by the Registrar & Share Transfer Agent;
- Review of the various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the company; and
- To carry out any other function as prescribed under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as and when amended from time to time."

As required under Regulation 20 of the SEBI (LODR) Regulations, the Stakeholders' Relationship Committee shall meet

at least once in a year.

- ***Nomination and Remuneration Committee***

As per section 178 (1) of the Companies Act, 2013, The Board of Directors of every listed company and such other class or classes of companies, as may be prescribed shall constitute the Nomination and Remuneration Committee consisting of three or more non-executive directors out of which not less than one-half shall be independent directors: Provided that the chairperson of the company (whether executive or non-executive) may be appointed as a member of the Nomination and Remuneration Committee but shall not chair such Committee.

The Nomination and Remuneration Committee was constituted by our Board on December 30, 2019. The scope and function of the Nomination and Remuneration Committee is in accordance with Section 178 (1) of the Companies Act, 2013 and the SEBI (LODR) Regulations. The Nomination and Remuneration Committee include the following:

Name of Director	Status in Committee	Nature of Directorship
Mr. Navinchandra Rama Sanil	Chairman	Independent Director
Mr. Devadas Alva	Member	Non-Executive Director
Ms. Deeksha Devadiga	Member	Independent Director

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

Role of the Nomination and Remuneration Committee

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

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

- Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the board of directors a policy relating to, the remuneration of the directors, key managerial personnel and other employees;
- Formulation of criteria for evaluation of performance of independent directors and the board of directors;
- Devising a policy on diversity of board of directors;
- Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down and recommend to the board of directors their appointment and removal.
- To extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors.
- The Committee shall identify persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, recommend to the Board their appointment and removal and shall specify the manner for effective evaluation of performance of Board, its committees and individual directors to be carried out either by the Board, by the Nomination and Remuneration Committee or by an independent external agency and review its implementation and compliance].
- The Committee shall formulate 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.

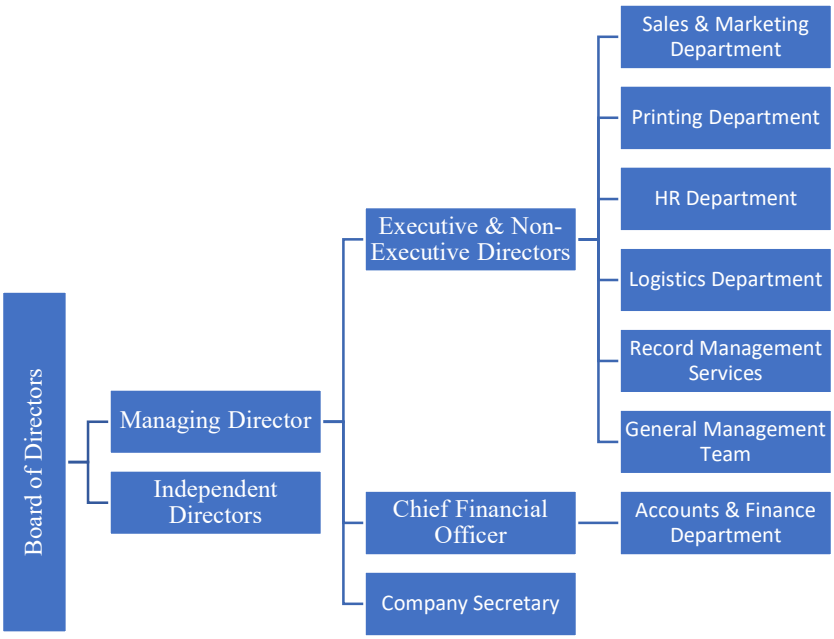
As required under Regulation 19 of the SEBI (LODR) Regulations, the Nomination and Remuneration Committee shall meet at least once in a year. The quorum for a meeting shall be either two members present, or one-third of the members of the, whichever is greater, provided that there should be a minimum of one independent directors present.

- **Corporate Social Responsibility Committee:**

As per section 135 (1) of the Companies Act, 2013, Every company having net worth of rupees five hundred crore or more, or turnover of rupees one thousand crore or more or a net profit of rupees five crore or more during any financial year shall constitute a Corporate Social Responsibility Committee of the Board consisting of three or more directors, out of which at least one director shall be an independent director.

The Corporate Social Responsibility committee is not applicable to our company till the date of this draft prospectus. We will comply with the requirement as and when the CSR is applicable to us.

Management Organizational Structure:



Our Key Managerial Personnel

The details of the Key Managerial Personnel as on the date of this draft prospectus are set out below. All the Key Managerial Personnel's are permanent employees of our Company. Except for certain statutory benefits, there are no other benefits accruing to the Key Managerial Personnel.

1. **Mr. Dinesh Muddu Kotian, Managing Director,** for details please refer section titled our Management beginning at page no 94 of this draft prospectus.

2. **Mr. Deepak Pandurang Bhojane, Whole Time Director,** for details please refer section titled our Management beginning at page no 94 of this draft prospectus.

3. **Mr. Deepak Dattaram Salvi, Whole Time Director,** for details please refer section titled our Management beginning at page no 94 of this draft prospectus.

4. **Mr. Dhanraj Dayanand Kunder,** aged 27 years, is a CFO of our company. He has completed his graduation in Commerce (B. Com) from Mumbai University in 2014. He has also completed his CA- Intermediate Level and has appeared for CA Final Level and passed GR-II, Prior to his CFO's role he served the Company as Head- Accounts and Finance. He possesses a holistic understanding of the financial workings of the company. He is a smart deal-maker and a decisive person, can quickly take a call-in complex situation without losing connect with either side. With the experience of series of transactions with the Company in a quick span, there is no doubt that the Company would also stand to gain from Dhanraj's entrepreneurial/ commercial mind-set and his ability to take decisive position quickly. In his capacity as CFO at DJ Mediaprint & Logistics Ltd, he would serve as an active member of the management team, contributing to the company's performance, establishing and developing relations with senior management, external partners and stakeholders, overseeing the preparation of all financial reporting, advising on long-term business, financial planning as well as projecting and directing the company toward its ultimate financial goals.

5. **Ms. Khushboo Mahesh Lalji,** aged 30 years is an Associate Member of The Institute of Company Secretaries of India. She has completed completed her graduation in Commerce (B. Com) from Mysore University in 2011 and Post Graduate Diploma in Business Administration (HR) from Symbiosis Centre for Distance Learning, Pune in 2013. She has previously worked for HDFC Bank Ltd, Covestro India Private Limited in other capacities. She is responsible for ensuring that an organization complies with standard secretarial and legal practices and maintains high standards of corporate governance. She holds a strategic position at the heart of governance operations within DJ Mediaprint and Logistics Ltd. and acts as a point of communication between the board of directors and company shareholders - and also the organization's executive management. In the capacity of CS at DJ Mediaprint and Logistics Ltd., her responsibilities pertain to strategic management, corporate communications, public relations, human resources management, finance, taxation and other compliances. She undertakes a large gamut of activities and acts as a crucial link between the company and its directors, shareholders, government and regulatory authorities.

Status of Key Management Personnel in our Company
All our key managerial personnel are permanent employees of our Company. The term of office of our key managerial personnel is until the attainment of 60 years of age.

Shareholding of Key Management Personnel in our Company
The details of the shareholding of our Key Management Personal as on the date of this draft prospectus are as follows: -

No.	Name of the Director Shareholder	Designation	No. of Equity Shares	Percentage of Pre-Issue Capital (%)	Percentage of Post-Issue Capital (%)
1	Mr. Dinesh Muddu Kotian	Managing Director	29,66,520	98.43%	70.40%
2	Mr. Deepak Pandurang Bhojane	Whole Time Director	600	0.02%	0.01%
3	Mr. Deepak Dattaram Salvi	Whole Time Director	600	0.02%	0.01%
	Total		**29,67,720**	**98.47%**	**70.42%**

Bonus or profit-sharing plan of the Key Managerial Personnel
Our Company does not have a performance linked bonus or a profit-sharing plan for the Key Management Personnel. However, our Company pays incentive to all its employees based on their performance including the Key Managerial Personnel's of our Company.

Interests of Key Management Personnel
The Key Management Personnel do not have any interest in our Company, other than to the extent of the remuneration or benefits to which they are entitled to as per their terms of appointment and reimbursement of expenses incurred by them during the ordinary course of business.

Payment of Benefits to Officers of our Company (*non-salary related*)
Except as disclosed in this draft prospectus and any statutory payments made by our Company to its officers, our Company has not paid any sum, any non-salary related amount or benefit to any of its officers or to its employees including amounts towards super-annuation, ex-gratia/rewards.

Except statutory benefits upon termination of employment in our Company or superannuation, no officer of our Company is entitled to any benefit upon termination of such officer's employment in our Company or superannuation. Contributions are made by our Company towards provident fund, gratuity fund and employee state insurance.

Except as stated under section titled "Financial Information" beginning on page no 117 of this draft prospectus, none of the beneficiaries of loans and advances or sundry debtors are related to our Company, our Directors or our Promoter.

Relationship amongst the Key Managerial Personnel of our Company
There is no family relationship amongst the Key Managerial Personnel of our Company.

Relationship between the Directors and Key Managerial Personnel
There are no family relationships between the Directors and Key Managerial Personnel of our Company other than mentioned elsewhere in the Draft prospectus.

Arrangement and Understanding with Major Shareholders/Customers/ Suppliers
None of the above Key Managerial Personnel have been selected pursuant to any arrangement/understanding with major shareholders/customers/suppliers.

Details of Service Contracts of the Key Managerial Personnel
Except for the terms set forth in the appointment letters, the Key Managerial Personnel have not entered into any other contractual arrangements with our Company for provision of benefits or payments of any amount upon termination of employment.

Employee Stock Option or Employee Stock Purchase
Our Company has not granted any options or allotted any Equity Shares under the ESOP Scheme as on the date of this draft prospectus.

Loans availed by Directors / Key Managerial Personnel of our Company
None of the Directors or Key Managerial Personnels have availed loan from our Company which is outstanding as on the date of this draft prospectus.

Changes in Our Company's Key Managerial Personnel during the last three (3) years

The changes in the Key Managerial Personnel of our Company in the last three (3) years are as follows:

Name of the Key Managerial Personnel	Date of appointment	Date of cessation	Reason
Mr. Dinesh Muddu Kotian	09/11/2017	--	Appointed as Managing Director of the Company.
Mr. Deepak Pandurang Bhojane	09/11/2017	--	Appointed as Whole Time Director of the Company.
Mr. Deepak Dattaram Salvi	09/11/2017	--	Appointed as Whole Time Director of the Company.
Ms. Khushboo Mahesh Lalji	01/04/2018	--	Appointed as Company Secretary of the Company.
Mr. Dhanraj Dayanand Kunder	01/07/2019	--	Appointed as Chief Financial Officer of the company

OUR PROMOTERS AND PROMOTER GROUP

1. Our Promoters:

Our Promoters are (i) Mr. Dinesh Muddu Kotian and (ii) Mr. Santhosh Muddu Kotian. As on the date of this draft prospectus, our Promoters hold 29,96,520 Equity Shares which in aggregate, almost constitutes 99.42% of the pre issued and paid-up Equity Share capital of our Company.

(i) Details of Individual Promoters of our Company

	Mr. Dinesh Muddu Kotian, aged 46 years, is the Founder Promoter and Managing Director of the company. He founded the Company in the year 2009 and having more than 20 years of experience in the industry. For further personal details, please also refer to section titled "Our Management" beginning on page 94 of this draft prospectus. For details of other ventures promoted by Mr. Dinesh Muddu Kotian, please refer to section titled "Group Entities of our Company" beginning on page 110 of this draft prospectus.
Name of Promoter	Mr. Dinesh Muddu Kotian
Father's Name	Mr. Muddu Taniya Kotian
Date of Birth	22/05/1974
Age	46 Years
Qualification	B. Com
Occupation	Business
Nationality	Resident Indian
Address	Flat - 102, Gourinandan Building, Plot-306, Sector - 31A, Vashi Gaon, Vashi, Navi Mumbai - 400703, Maharashtra, India
Permanent Account No.	AAYPK9815B
Aadhar Card No.	6941 0606 3033
Driving License No.	MH01 20080056656
Election Card No.	TOS1062876
Passport No.	M1013107

	Mr. Santhosh Muddu Kotian, aged 41 years, is the Founder Promoter and Director of the company. He is associated with the group since 2005 having experience in all kind of accounts related activity. Due to some personal reason, he has resigned from the post of director of the company w.e.f. 20/07/2015 but he is associated with the company as the promoter and shareholder of the company and provide his guidance as and when required. For further personal details, please also refer to section titled "Our Management" beginning on page 94 of this draft prospectus. For details of other ventures promoted by Mr. Santhosh Muddu Kotian, please refer to section titled "Group Entities of our Company" beginning on page 110 of this draft prospectus.
Name of Promoter	Mr. Santhosh Muddu Kotian
Father's Name	Mr. Muddu Taniya Kotian
Date of Birth	27/06/1979
Age	41 Years
Qualification	B. Com
Occupation	Salaried
Nationality	Resident Indian
Address	Kailash Park, B-wing/106, Lake Road, Bhandup, West Mumbai, Maharashtra - 400078
Permanent Account No.	BKOPS4679G
Aadhar Card No.	5061 7080 8315

Driving License No.	MH02 20090009190
Election Card No.	JYL0900373
Passport No.	H9922796 (Expired on 24/02/2020, renewal under process)

Our Company confirms that it will submit the details of the PAN, Bank Account Number, Passport and Aadhar Card of our Promoters to BSE separately at the time of filing the draft prospectus.

(ii) Details of Body Corporate Promoters of our Company:

We don't have any Body Corporate Promoters

Other Information related to Our Company:

Interests of our Promoters:
Our Promoters are interested in our Company to the extent of their respective Equity shareholding in our Company and any dividend distribution that may be made by our Company in the future. For details pertaining to our Promoters' shareholding, please refer to section titled "Capital Structure" beginning on page 40 of this draft prospectus. Further, our promoters may be also interested to the extent they are Directors on our Board. For further information on remuneration to the Executive Directors, please refer to section titled "Our Management" beginning on page 94 of this draft prospectus.

Our Promoters have not entered into any contract, agreements or arrangements in which our Promoters are directly or indirectly interested, and no payments have been made to them in respect of the contracts, agreements or arrangements which are proposed to be made with them including the properties purchased by our Company other than in the normal course of business.

None of our Promoters or Group Entities have any interest in any property acquired by our Company within two (2) years of the date of this draft prospectus or proposed to be acquired by it or in any transaction in acquisition of land or any construction of building or supply of machinery.

Interest of Promoters in Sales and Purchases:
There are no sales/purchases between our Company and our Group Entity other than as stated in the section titled "Financial Information - Related Party Transactions". For further details, please refer to section titled "Financial Information - Related Party Transactions" beginning on page no. 137 of this draft prospectus.

Confirmations:

Our Company hereby confirms that:

- None of our Promoters have been declared as a willful defaulter by the RBI or any other governmental authority and there are no violations of securities laws committed by the Promoters in the past nor any pending against them.

- None of our Promoters, Promoter Group or Directors or persons in control of our Company or bodies corporate forming part of our Promoter Group have been (i) prohibited from accessing the capital markets under any order or direction passed by SEBI or any other authority or (ii) refused listing of any of the securities issued by such entity by any stock exchange, in India or abroad.

Payment or benefits to the Promoters in the last two (2) years:
No payment or benefit has been made to the Promoters except as disclosed in the related party transaction. For further details, please refer to section titled "Financial Information - Related Party Transactions" beginning on page no. 137 of this draft prospectus.

Disassociation by the Promoters from entities in last three (3) years:
Except as mentioned below, none of our promoters has been disassociated from any of the entity in last 3 years.

Name of Director	Date of appointment	Date of Change of Designation	Date of cessation	Reason
Mr. Santhosh Muddu Kotian	24/02/2009	--	20/07/2015	Resign u/s 168 due to personal reason from DJ Mediaprint & Logistics Limited.

Litigation details pertaining to our Promoters:
For details on litigations and disputes pending against the Promoters and defaults made by our Promoters please refer to section titled "Outstanding Litigations and Material Developments" beginning on page no. 148 of this draft prospectus.

2. Our Promoter Groups:

In compliance with SEBI Guideline, ***"Promoter Group"*** pursuant to the regulation 2(1)(pp) of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, we confirm that following persons are part of promoter group:

A) The promoter;

Sl. No.	Name of the Promoters
1	Mr. Dinesh Muddu Kotian
2	Mr. Santhosh Muddu Kotian

B) Natural persons i.e. an immediate relative of the promoter (i.e. any spouse of that person, or any parent, brother, sister or child of the person or of the spouse);

Relationship	Name of the Promoters	
	Mr. Dinesh Muddu Kotian	Mr. Santhosh Muddu Kotian
Father	Muddu Taniya Kotian	Muddu Taniya Kotian
Mother	Kamala Muddu Kotian	Kamala Muddu Kotian
Brother	Harish M Salian & Santhosh Muddu Kotian	Harish Salian & Dinesh Muddu Kotian
Sister	Jayashree Ramesh Poojary	Jayashree Ramesh Poojary
Spouse	Surekha Deju Poojary	Neetha Santhosh Kotian
Son	None	None
Daughter	Harshika Dinesh Kotian	Navika Santhosh Kotian+ 1 new born
Spouse's Father	Deju Poojary	Gopal Bangera
Spouse's Mother	Lalitha Poojary	Kusuma Bangera
Spouse's Brother	Navin Poojary	Nilesh Bangera
Spouse's Sister	None	Roshini

C) In case promoter is a body corporate: Not Applicable

Nature of Relationship	Entity
Subsidiary or holding company of Promoter Company.	N. A.
Any Body corporate in which promoter (Body Corporate) holds 20% or more of the equity share capital or which holds 20% or more of the equity share capital of the promoter (Body Corporate).	N. A.
Anybody corporate in which a group of individuals or companies or combinations thereof acting in concert, which hold 20% or more of the equity share capital in that body corporate and such group of individuals or companies or combinations thereof also holds 20% or more of the equity share capital of the issuer and are also acting in concert.	N. A.

D) In case the promoter is an individual:

Nature of Relationship	Entity
Any Body Corporate in which 20% or more of the equity share capital is held by promoter or an immediate relative of the promoter or a firm or HUF in which promoter or any one or more of his immediate relative is a member.	1. Dynamic Superways And Exports Limited 2. Emerge Finvest Services Private Limited 3. Pansecure Record Storage Management LLP
Any Body corporate in which Body Corporate as provided above holds 20% or more of the equity share capital.	Nil
Any Hindu Undivided Family or firm in which the aggregate shareholding of the promoter and his immediate relatives is equal to or more than ten percent.	1. DJ Corporation (Proprietorship) 2. Sterling Hotels (Partnership Firm)

E) All persons whose shareholding is aggregated under the heading "shareholding of the promoter group":

Sl. No.	Name of shareholders under promoter group
1	Dinesh Muddu Kotian
2	Santhosh Muddu Kotian

GROUP ENTITIES OF OUR COMPANY

In compliance with SEBI Guideline, ***"Group Companies/Entities"*** pursuant to the regulation 2(1)(t) of SEBI (ICDR) Regulations, 2018, shall include companies (other than promoter(s) and subsidiary/subsidiaries) with which there were related party transactions, during the period for which financial information is disclosed, as covered under the applicable accounting standards and also other companies as are considered material by the Board.

In accordance with the above provisions of the SEBI (ICDR) Regulations, for the purpose of identification of "*Group Companies*", our Company has considered companies as covered under the applicable accounting standards, i.e. Accounting Standard 18 issued by the Institute of Chartered Accountant of India and such other companies as considered material by our Board. Pursuant to a resolution dated February 18, 2020 our Board vide a policy of materiality has resolved that except as mentioned in the list of related parties prepared in accordance with Accounting Standard 18 no other Company is material in nature.

Further, companies which are no longer associated with our Company have not been disclosed as Group Companies.

Based on the above, the following are our Group Entities:

A) M/s. D J CORPORATION
B) M/s. DYNAMIC SUPERWAYS AND EXPORTS LIMITED
C) M/s. EMERGE FINVEST SERVICES PRIVATE LIMITED
D) M/s. PANSECURE RECORD STORAGE MANAGEMENT LLP
E) M/s. STERLING HOTELS

The brief details of our group companies are provided as below:

A) M/s. D J CORPORATION:

Name of the Company/Firm/LLP	**M/s. D J CORPORATION**		
Category	Proprietorship Firm (Prop: Mr. Dinesh Muddu Kotian)		
Brief Description of Business	Mr. Dinesh Muddu Kotian started his journey with a sole proprietary firm called "DJ Corporation" in the year 1999 with Courier and Logistics services as its core business. DJ Corporation is having speed post license (OSA) from Department of Post, Mumbai and Postal Bulk mailing License.		
Date of Incorporation	04-01-1999		
CIN	Not Applicable		
PAN	AAYPK9815B		
Registered Office Address	24, 1st Floor, Palkhiwala House, Tara Manzil, 1st Dhobi Talao Lane, Mumbai – 400 002, Maharashtra, India		
Audited Financial Information (₹ in Lakhs):			
Particulars	**2019**	**2018**	**2017**
Proprietor's Capital	389.45	381.17	324.28
Reserves and Surplus	-	-	-
Net worth	**389.45**	**381.17**	**324.28**
Total Revenue	**6,468.33**	**5,659.70**	**4,414.22**
Profit/(Loss) before tax	110.99	101.31	82.94
Earnings per share (face value of ₹ 10/- each)	N.A.	N.A.	N.A.
Net asset value per share (₹)	N.A.	N.A.	N.A.
Highest Price in past six months	N.A.	N.A.	N.A.
Lowest price in last six months	N.A.	N.A.	N.A.

B) M/s. DYNAMIC SUPERWAYS AND EXPORTS LIMITED

Name of the Company	**M/s. DYNAMIC SUPERWAYS AND EXPORTS LIMITED**		
Category	Public Company limited by Shares (Unlisted)		
Brief Description of Business	Mailing and related activity		
Date of Incorporation	28-08-1990		
CIN	U67120MH1990PLC057898		
PAN	AAACD1665M		
Registered Office Address	24, 1st Floor, Palkhiwala House, Tara Manzil, 1st Dhobi Talao Lane, Mumbai – 400 002, Maharashtra, India		
Board of Directors	**Name**		**DIN**
	DINESH MUDDU KOTIAN		01919855
	SANTHOSH MUDDU KOTIAN		01919984
	JAYASHREE RAMESH POOJARY		01919947
Audited Financial Information (₹ in Lakhs):			
Particulars	**2019**	**2018**	**2017**
Paid Up Equity Share Capital	24.85	24.85	24.85
Reserves and Surplus	-11.67	-12.89	-13.89
Net worth	**13.18**	**11.96**	**10.96**
Total Revenue	**71.94**	**84.07**	**60.28**
Profit/(Loss) after tax	1.12	1.01	1.50
Earnings per share (face value of ₹ 10/- each)	0.45	0.41	0.60
Net asset value per share (₹)	5.30	4.81	4.41
Highest Price in past six months	N.A.	N.A.	N.A.
Lowest price in last six months	N.A.	N.A.	N.A.

Shareholding pattern as on 31/03/2019

NAME OF SHAREHOLDER	NO OF SHARES	In %
DINESH MUDDU KOTIAN	243625	98.04%
HARISH SALIAN	875	0.35%
MUDDU T. KOTIAN	500	0.20%
KAMALA M. KOTIAN	1500	0.60%
JAYASHREE RAMESH POOJARY	500	0.20%
SANTHOSH MUDDU KOTIAN	1000	0.40%
HENRY FERNANDES	500	0.20%
TOTAL	**248500**	**100.00%**

C) M/s. EMERGE FINVEST SERVICES PRIVATE LIMITED

Name of the Company	**M/s. EMERGE FINVEST SERVICES PRIVATE LIMITED**		
Category	Private Company limited by Shares (Unlisted)		
Brief Description of Business	To carry on business of Stock Brokers, Share Brokers, Investment Brokers and deal in Shares, Stocks, Debenture, Bonds Securities of any kind etc.		
Date of Incorporation	19-06-2013		
CIN	U74999MH2013PTC244675		
PAN	AADCE4067H		
Registered Office Address	24, 1st Floor, Palkhiwala House, Tara Manzil, 1st Dhobi Talao Lane, Mumbai – 400 002, Maharashtra, India		
Board of Directors	**Name**	**DIN**	
	DINESH MUDDU KOTIAN	01919855	
	KHUSHBOO MAHESH LALJI	08209426	
Audited Financial Information (₹ in Lakhs):			
Particulars	**2019**	**2018**	**2017**
Paid Up Equity Share Capital	1.00	1.00	1.00
Reserves and Surplus	3.52	2.00	1.40
Net worth	**4.52**	**3.00**	**2.40**
Total Revenue	**13.44**	**3.19**	**8.50**
Profit/(Loss) after tax	1.51	0.60	0.50
Earnings per share (face value of ₹ 10/- each)	15.10	6.00	5.00
Net asset value per share (₹)	45.20	30.00	24.00
Highest Price in past six months	N.A.	N.A.	N.A.
Lowest price in last six months	N.A.	N.A.	N.A.

Shareholding pattern as on 31/03/2019

NAME OF SHAREHOLDER	NO OF SHARES	In %
DINESH MUDDU KOTIAN	5000	50%
KHUSHBOO MAHESH LALJI	5000	50%
TOTAL		**100%**

D) M/s. PANSECURE RECORD STORAGE MANAGEMENT LLP

Name of the Company	**M/s. PANSECURE RECORD STORAGE MANAGEMENT LLP**	
Category	Limited Liability Partnership Firm	
Brief Description of Business	The business of the LLP shall be to carry on the business of providing customized solutions for records, documents and files storage and management including micro fiche and micro filming, software storage on electronic media, paper, pictures and conversion of data to electronic media, providing access through internet or any other electronic media, records and document management related services, storage for all major media including paper, computer disks and tapes, microfilm and microfiche, master audio and video tapes, film and optical disks, X-rays and blue prints software and business training software and to provide technical assistance and services related to preparation and maintenance of accounting, statistical, scientific or mathematical information or reports, data processing, programming, collecting, storing, processing and transmitting information and data of every kind and description, systems analysis and machine services for solving or aiding commercial, industrial, scientific and research problems and for all other related business in India and abroad.	
Date of Incorporation	22-12-2016	
LLPIN	AAI-0860	
PAN	AATFR5372R	
Registered Office Address	Flat No- D-301, Navomkar Co-op Hsg Soc Ltd, Royal Crest Bldg, Royal Park, MIDC Road, Mira Road(E), Mumbai, Thane, Maharashtra - 401107, India	
Partners Detail	**Name**	**DIN**
	DINESH MUDDU KOTIAN#	01919855
	JAYKAR SHETTY	02789052

Audited Financial Information (₹ in Lakhs):

Particulars	**2019**	**2018**	**2017**
Fixed Capital Account	1.00	1.00	1.00
Current Capital Account	65.43	-21.57	-1.00
Net worth	**66.43**	**-20.57**	**-**
Total Revenue	**26.76**	**17.66**	**1.56**
Profit/(Loss) after tax	-14.37	-20.57	-1.06
Earnings per share (face value of ₹ 10/- each)	N.A.	N.A.	N.A.
Net asset value per share (₹)	N.A.	N.A.	N.A.
Highest Price in past six months	N.A.	N.A.	N.A.
Lowest price in last six months	N.A.	N.A.	N.A.

As on 31/03/2019

NAME OF PARTNER	**FIXED CAPITAL (In Rs.)**	**Profit Sharing In %**
# DJ MEDIAPRINT & LOGISTICS LTD. (Represented by its Designated partner Mr. DINESH MUDDU KOTIAN)	50,000.00	50%
JAYKAR SHETTY	50,000.00	50%
TOTAL	**1,00,000.00**	**100.00%**

E) M/s. STERLING HOTELS

Name of the Company	**M/s. STERLING HOTELS**		
Category	Partnership Firm		
Brief Description of Business	Carrying of Business of Resturants/Eating House/Hotels/Lodging & Boarding/ and other allied activities.		
Date of Incorporation	01-04-2016		
Food & Drug License No.	11519023000105		
PAN	ABQFS3215G		
Registered Office Address	Plot No. P-51, MIDC, Tarapore Industrial Area, Boiser, Taluka Palghar, Village-Salwad, Dist - Thane, 401506		
Partners Detail	**Name**		**Profit Sharing in %**
	DINESH MUDDU KOTIAN		50%
	SHRIDHAR GANGAYYA BANGERA		50%
Audited Financial Information (₹ in Lakhs):			
Particulars	**2019**	**2018**	**2017**
Fixed Capital Account	0.05	0.03	0.03
Current Capital Account	44.91	53.00	57.58
Net worth	**44.96**	**53.03**	**57.61**
Total Revenue	**68.28**	**59.99**	**60.85**
Profit/(Loss) after tax	1.10	-5.40	-6.76
Earnings per share (face value of ₹ 10/- each)	N.A.	N.A.	N.A.
Net asset value per share (₹)	N.A.	N.A.	N.A.
Highest Price in past six months	N.A.	N.A.	N.A.
Lowest price in last six months	N.A.	N.A.	N.A.

As on 31/03/2019

NAME OF PARTNER	**FIXEDCAPITAL (In Rs.)**	**Profit Sharing In %**
DINESH MUDDU KOTIAN	2500.00	50%
SHRIDHAR GANGAYYA BANGERA	2500.00	50%
TOTAL	**5000.00**	**100.00%**

RELATED PARTY TRANSACTIONS

For details on related party transactions (As per the requirement under Accounting Standard 18 "Related Party Disclosure" issued by ICAI) of our Company during the restated audit period as mentioned in this draft prospectus i.e. for the period Nine-months ended December 31, 2019 and for the financial year ended on 31st March 2019, 31st March 2018 and 31st March 2017, please refer to Section titled, **Financial Information - Related Party Transactions**, beginning on page 137 of this draft prospectus.

DIVIDEND POLICY

Our Company does not have any formal dividend policy for the equity shares. Our Company can pay Final dividends upon a recommendation by Board of Directors and approval by majority of the members at the Annual General Meeting subject to the provisions of the Articles of Association and the Companies Act, 2013. The Members of our Company have the right to decrease, not to increase the amount of dividend recommended by the Board of Directors. The Articles of Association of our Company also gives the discretion to Board of Directors to declare and pay interim dividends.

The dividends may be paid out of profits of our Company in the year in which the dividend is declared or out of the undistributed profits or reserves of previous fiscal years or out of both which shall be arrived at after providing for depreciation in accordance with the provisions of Companies Act, 2013. The declaration and payment of dividend will depend on a number of factors, including but not limited to the results of operations, earnings, capital requirements and surplus, general financial conditions, applicable Indian legal restrictions, contractual obligations and restrictions, restrictive covenants under the loan and other financing arrangements to finance the various projects of our Company and other factors considered relevant by our Board of Directors.

The dividends declared by our Company on the Equity Shares in each of the last five Fiscal Years 2015, 2016, 2017, 2018 and 2019, as per our Audited Financial Statements are given below:

Particulars	FY 2014-15	FY 2015-16	FY 2016-17	FY 2017-18	FY 2018-19
Face Value per shares	10/-	10/-	10/-	10/-	10/-
Dividend per shares	Rs. 1/- per share	Rs. 1/- per share	Rs. 1/- per share	Nil	Nil
Dividend Amount in total	Rs. 1,33,000/-	Rs. 1,33,000/-	Rs. 4,83,000/-	Nil	Nil

Our Company does not have any formal dividend policy for the equity shares. The amount paid as dividends in the past is not necessarily indicative of our dividend policy or dividend amounts, if any, in the future.

Our company has not recommended any dividend for the stub period i.e. nine-month period ended December 31, 2019 as per our restated financial statement.

SECTION IX: FINANCIAL INFORMATION AS RESTATED

The separate audited financial statements for the past financials years immediately preceding the date of the Draft prospectus of our Company have been made available on the website of the Company at www.djcorp.in

Independent Auditor's Report on Restated Financial Statements of M/s. DJ Mediaprint and Logistics Limited

Auditor's Report on the Restated Statement of Assets and Liabilities as at December 31, 2019, March 31, 2019, 2018 and 2017 Profit and Loss and Cash Flow for each of the years/period ended on December 31, 2019, March 31, 2019, 2018 and 2017 of DJ Mediaprint and Logistics Limited.

To
The Board of Directors
DJ Mediaprint and Logistics Limited
24, 1st Floor, Palkiwala House, Tara Manzil,
01st Dhobhi Talao Lane, Mumbai-400002,
Maharashtra, India

Dear Sir,

1. We have examined the attached Restated Summary Statement along with significant accounting policies and related notes of **DJ Mediaprint and Logistics Limited**, (hereinafter referred to as "the Company") as at and for the period/year ended December 31, 2019, March 31, 2019, 2018 and 2017 annexed to this report and prepared by the management of the Company and approved by the Board of Directors of the company in connection with the Initial Public Offering (IPO) on SME Platform of BSE Limited.

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

(i) sub-clauses (i) and (iii) of clause (b) of sub-section (1) of section 26 of the Companies Act, 2013 ("the Act") read with Companies (Prospectus and Allotment of Securities) Rules 2014;
(ii) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2018 ("**ICDR Regulations"**) and related amendments / clarifications from time to time issued by the Securities and Exchange Board of India ("**SEBI"**);
(iii) The Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the Institute of Chartered Accountants of India ("ICAI"), as amended from time to time (the "Guidance Note").

3. The Company's Board of Directors is responsible for the preparation of the Restated Financial Information for the purpose of inclusion in the Draft Prospectus/Prospectus to be filed with Securities and Exchange Board of India, BSE and Registrar of Companies, in connection with the proposed IPO. The Restated Financial Information have been prepared by the management of the Company on the basis of preparation stated in Annexure IV to the Restated Financial Information. The Board of Directors of the company responsibility includes designing, implementing and maintaining adequate internal control relevant to the preparation and presentation of the Restated Financial Information. The Board of Directors are also responsible for identifying and ensuring that the Company complies with the Act, ICDR Regulations and the Guidance Note.

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

(i) The terms of reference to our engagement letter with the Company requesting us to carry out the assignment, in connection with the Draft Prospectus/ Prospectus being issued by the Company for its proposed Initial Public Offering of equity shares on SME Platform of BSE Limited ("**IPO**" or "**SME IPO**");
(ii) The Guidance Note on Reports in Company Prospectus (Revised) issued by the Institute of Chartered Accountants of India ("**Guidance Note**");
(iii) Concepts of test checks and materiality to obtain reasonable assurance based on verification of evidence supporting the Restated Financial Information; and,
(iv) The requirements of Section 26 of the Act and the ICDR Regulations. Our work was performed solely to assist you in meeting your responsibilities in relation to your compliance with the Act, the ICDR Regulations and the Guidance Note in connection with the IPO.

5. The restated financial statements of the Company have been extracted by the management from the audited financial statements of the Company for the period/financial years ended on December 31, 2019, March 31, 2019, 2018 and 2017, which have been approved by the Board of Directors.

i. We have audited financial statements of the company for the nine-month period ended December 31, 2019 prepared in accordance with Indian Accounting Standard (Indian GAAP) which have been approved by the Board of Directors.

ii. We have Re-audited financial statements of the Company as required under the SEBI ICDR Regulations for the financial years ended March 31, 2019, 2018 and 2017 prepared in accordance with the Indian Accounting Standards (Indian GAAP) which have been approved by the Board of Directors.

6. For the purpose of our examination, we have relied on Audit report for the year ended on March 31, 2019, 2018 and 2017 which has been conducted by M/S JAIN VINAY & ASSOCIATES. The financial report included for these periods is based solely on the report submitted by them.

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

i. The "**restated statement of asset and liabilities**" of the Company as at December 31, 2019, March 31, 2019, 2018 and 2017 by us, as set out in **Annexure I** to this report read with significant accounting policies in **Annexure IV** has been arrived at after making such adjustments and regroupings to the audited financial statements of the Company, as in our opinion were appropriate and more fully described in notes to the restated summary statements to this report.

ii. The "**restated statement of profit and loss**" of the Company for the period/year ended on December 31, 2019, March 31, 2019, 2018 and 2017 examined by us, as set out in **Annexure II** to this report read with significant accounting policies in **Annexure IV** has been arrived at after making such adjustments and regroupings to the audited financial statements of the Company, as in our opinion were appropriate and more fully described in notes to the restated summary statements to this report.

iii. The **"restated statement of cash flows**" of the Company for the period/year ended on December 31, 2019, March 31, 2019, 2018 and 2017 examined by us, as set out in **Annexure III** to this report read with significant accounting policies in **Annexure IV** has been arrived at after making such adjustments and regroupings to the audited financial statements of the Company, as in our opinion were appropriate and more fully described in notes to restated summary statements to this report.

iv. The Restated Standalone Summary Statement has been prepared in accordance with the Act, ICDR Regulations and the Guidance Note.

v. The Restated Summary Statements have been made after incorporating adjustments for the changes in accounting policies retrospectively in respective financial period/years to reflect the same accounting treatment as per the changed accounting policy for all reporting periods, if any;

vi. The Restated Summary Statements have been made after incorporating adjustments for prior period and other material amounts in the respective financial years/period to which they relate, if any and there are no qualifications which require adjustments;

vii. There are no extra-ordinary items other than those appearing in financials that need to be disclosed separately in the accounts and requiring adjustments;

viii. The restated financial statements have been prepared using consistent accounting policies for all the reporting periods.

ix. There are no revaluation reserves, which need to be disclosed separately.

x. There are no audit qualifications in the audit reports issued by the statutory auditor for the period ended December 31, 2019, March 31, 2019, 2018 and 2017 which would require adjustments in this restated financial statement of the Company.

xi. The Company has paid dividend on its equity shares in F.Y. 2016-17 @ Rs. 1 per share.

8. We have also examined the following other financial information relating to the Company prepared by the Management and as approved by the Board of Directors of the Company and annexed to this report relating to the Company for the period ended on December 31, 2019, March 31, 2019, 2018 and 2017 proposed to be included in the Draft Prospectus / Prospectus ("**Offer Document**").

Annexure to restated financial statements of the Company: -

a) Summary statement of assets and liabilities, as restated as appearing in ANNEXURE I;
b) Summary statement of profit and loss, as restated as appearing in ANNEXURE II;
c) Summary statement of cash flow as restated as appearing in ANNEXURE III;
d) Significant accounting policies as restated as appearing in ANNEXURE IV;
e) Details of Reconciliation of restated profit as appearing in ANNEXURE IV A to this report
f) Details of Reconciliation of restated Equity/Net-worth as appearing in ANNEXURE IV B to this report
g) Details of share capital as restated as appearing in ANNEXURE V to this report;
h) Details of reserves and surplus as restated as appearing in ANNEXURE VI to this report;
i) Details of long-term borrowings as restated as appearing in ANNEXURE VII to this report;
j) Details of long-term provisions as restated as per ANNEXURE VIII to this report;
k) Details of Short Term Borrowing as restated as appearing in ANNEXURE IX to this report;
l) Details of Trade Payable as restated as appearing in ANNEXURE X to this report;
m) Details of Other Current Liabilities as restated as appearing in ANNEXURE XI to this report;
n) Details of Short-term provision as restated as appearing in ANNEXURE XII to this report;
o) Details of Fixed Assets as restated as appearing in ANNEXURE XIII to this report;
p) Details of Non-Current Investment as restated as appearing in ANNEXURE XIV to this report;
q) Details of Long-Term Loans & Advances as restated as appearing in ANNEXURE XV to this report;
r) Details of Deferred tax Assets as restated in ANNEXURE XVI to this report;
s) Details of Current Investment as restated in ANNEXURE XVII to this report;
t) Details of Inventories as restated in ANNEXURE XVIII to this report;
u) Details of Trade Receivables as restated appearing in ANNEXURE XIX to this report;
v) Details of Cash & Cash Equivalents as restated appearing in ANNEXURE XX to this report;
w) Details of Short-Term Loans and Advances as restated as appearing in ANNEXURE XXI to this report;
x) Details of Other Current Assets as restated as appearing in ANNEXURE XXII to this report;
y) Details of Revenue from Operations as restated as appearing in ANNEXURE XXIII to this report;
z) Details of Other Income as restated as appearing in ANNEXURE XXIV to this report
aa) Details of cost of Material Consumed, Changes in inventory, Employee Benefits Expenses, Finance cost and Other expenses as Restated as appearing in ANNEXURE XXV to this report;
bb) Summary of Capitalization Statement as at December 31, 2019 as restated as appearing in ANNEXURE XXVI to this report
cc) Contingent Liabilities as restated as appearing in ANNEXURE XXVII to this report;
dd) Details of related party transactions as restated as appearing in ANNEXURE XXVIII to this report;
ee) Summary of details of accounting ratios as restated as appearing in ANNEXURE XXIX to this report,
ff) Statement of Tax shelters as restated as appearing in ANNEXURE XXX to this report;
gg) Summary of details of Segmental report as restated as appearing in ANNEXURE XXXI to this report,

9. This report should not in any way be construed as a re-issuance or re-dating of any of the previous audit reports issued by any other firm of chartered accountants nor should this report be construed as a new opinion on any of the financial statements referred to therein.

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

11. In our opinion, the above financial information contained in Annexure I to XXX of this report read with the respective significant accounting policies and notes to restated summary statements as set out in Annexure IV are prepared after making adjustments and regrouping as considered appropriate and have been prepared in accordance with the Act, ICDR Regulations, Engagement Letter and Guidance Note.

12. Our report is intended solely for use of the management and for inclusion in the Offer Document in connection with the SME IPO. Our report should not be used, referred to or adjusted for any other purpose except with our consent in writing.

13. We, ADV & Associates, Chartered Accountants have been subjected to the peer review process of the Institute of Chartered Accountants of India ("ICAI") and hold a valid peer review certificate issued by the "Peer Review Board" of the ICAI.

For and on behalf of
ADV & Associates, Chartered Accountants
FRN.128045W, PRC No. - 011269

Sd/-
Prakash Mandhaniya
Partner
Membership No.: 421679
Place: Mumbai
Dated: 26.02.2020

ANNEXURE - I

STATEMENT OF ASSETS AND LIABILITIES AS RESTATED **(Rs. in Lakhs)**

Particulars	AS at Dec 31, 2019	As at March 31,		
		2,019	2,018	2,017
I. EQUITY AND LIABILITIES				
(1) Shareholder's Funds				
(a) Share Capital	50.23	50.23	50.23	48.30
(b) Reserves and Surplus	322.18	247.32	154.92	90.12
(2) Share Application Money Pending Allotment	-	-	-	-
(3) Non-Current Liabilities				
(a) Long-Term Borrowings	117.02	250.75	192.72	203.37
(b) Long term provision	6.80	4.58	3.25	2.50
(c) Other Long Term Liabilities	-	-	-	-
(d) Defferd Tax Liability (Net)	-	-	-	-
(4) Current Liabilities				
(a) Short-Term Borrowings	347.85	280.50	196.35	65.18
(b) Current Maturities of Long Term Borrowings	-	-	-	-
(b) Trade Payables	602.65	369.69	404.51	446.49
(c) Other Current Liabilities	38.42	14.22	44.45	10.19
(d) Short-Term Provisions	38.56	43.80	36.46	27.66
Total	**1,523.71**	**1,261.09**	**1,082.88**	**893.81**
II.ASSETS				
(1) Non-Current Assets				
(a) Fixed Assets				
- Tangible Assets	231.23	270.52	210.74	139.20
- Intangible Assets	-	-	-	-
- Capital Work in Progress	-	-	-	-
Goodwill on Consolidation	-	-	-	-
(b) Non-Current Investments	3.70	3.70	2.76	7.57
(c) Deferred Tax Assets (Net)	8.82	8.29	4.77	2.33
(d) Long Term Loans And Advances	25.03	24.03	13.49	26.52
(e) Other Non Current Assets	-	-	-	-
(2) Current Assets				
(a) Current Investment	103.15	101.44	-	-
(a) Inventories	418.22	313.03	145.85	129.25
(b) Trade receivables	668.42	465.44	545.97	533.76
(c) Cash and Cash Equivalents	32.47	42.69	48.85	10.43
(d) Short-Term Loans And Advances	20.99	16.11	56.58	31.29
(e) Other Current Assets	11.70	15.84	53.87	13.45
Total	**1,523.71**	**1,261.09**	**1,082.88**	**893.81**

ANNEXURE – II

STATEMENT OF PROFIT AND LOSS AS RESTATED **(Rs. in Lakhs)**

Sr. No.	Particulars	For the Period ended on Dec 31, 2019	For the year ended March 31,		
			2019	2018	2017
A	*Revenue:*				
	Revenue from Operations (Net of Taxes)	1,301.60	2,046.08	1,730.70	1,010.19
	Other Income	10.28	21.23	2.96	0.35
	Total Revenue	**1,311.88**	**2,067.31**	**1,733.66**	**1,010.54**
	Expenses:				
B	Cost of Material Consumed	961.61	1,661.90	1,350.03	757.46
	Changes in inventories of finished goods, work-in-progress and Stock-in-Trade	-105.19	-167.19	-16.60	-6.53
	Employee benefit expenses	132.63	153.42	105.56	106.41
	Financial Cost	47.65	51.43	27.90	14.63
	Depreciation and amortization expenses	45.45	57.99	40.89	26.57
	Others Expenses	119.72	175.39	137.76	66.30
	Total Expenses	**1,201.87**	**1,932.94**	**1,645.54**	**964.83**
C	**Profit before exceptional, extraordinary items and tax**	**110.01**	**134.37**	**88.12**	**45.71**
	Less: Exceptional Items	-	-	-	-
	Profit before extraordinary items and tax (A-B)	**110.01**	**134.37**	**88.12**	**45.71**
	Prior Period Items	4.43	-	-	2.07
	Extra ordinary items	-	-	-	-
D	**Profit before tax**	**105.58**	**134.37**	**88.12**	**43.63**
	Tax expense:				
	Current tax	31.23	41.81	25.77	15.08
	MAT Credit	-	-	-	-
	Income Tax relating to earlier year	-	3.68	-	-
	Deferred Tax	-0.53	-3.51	-2.44	-0.39
	Profit/(Loss) for the period After Tax- PAT	**74.86**	**92.38**	**64.79**	**28.95**
	MINORITY INTEREST	-	-	-	-
	PROFIT FOR THE YEAR	**74.86**	**92.38**	**64.79**	**28.95**

ANNEXURE – III

STATEMENT OF CASH FLOW AS RESTATED **(Rs. in Lakhs)**

Particulars	For the Period ended Dec 31, 2019	For the year ended March 31,		
		2019	2018	2017
Cash Flow from Operating Activities:				
Net Profit before tax as per Profit and Loss A/c	**105.57**	**134.37**	**88.12**	**43.63**
Adjustments for:				
Depreciation & Amortisation Expense	45.45	57.99	40.89	26.57
Interest Income	-0.29	-0.72	-0.12	-0.09
Income/Loss from shares	-	-5.13	-1.34	-0.17
Finance Cost	47.65	51.43	27.90	14.63
Dividend Received	-0.09	-0.08	-0.11	-0.07
Profit & Loss on sale of fixed assets	-	-	-	-
Operating Profit Before Working Capital Changes	**198.28**	**237.87**	**155.34**	**84.51**
Adjusted for (Increase)/ Decrease in:				
Short term provision	-5.24	7.35	8.79	-28.96
Long term provision	2.23	1.33	0.74	2.50
Trade Receivables	-202.98	80.53	-12.21	-404.09
Loans & Advances	-4.88	40.47	-25.28	-15.24
Inventories	-105.19	-167.19	-16.60	-6.53
Other current assets	4.14	38.04	-40.42	9.63
Trade Payables	232.96	-34.82	-41.99	337.48
Other Current Liabilities	24.20	-30.22	34.26	7.42
Cash Generated from Operations	**-54.75**	**-64.52**	**-92.70**	**-97.78**
Net Income Tax paid/ refunded	-31.23	-45.50	-25.77	-15.08
Net Cash Flow from/ (used in) Operating Activities: (A)	**112.29**	**127.85**	**36.86**	**-28.36**
Cash Flow from Investing Activities:				
Net (Purchases)/Sales of Fixed Assets (including capital work in progress)	-6.16	-117.76	-112.41	-105.88
Interest Income	0.29	0.72	0.12	0.09
Income/Loss from shares	-	5.13	1.34	0.17
Dividend Received	0.09	0.08	0.11	0.07
Net (Increase)/Decrease in Long Term Loans & Advances	-1.00	-10.54	13.04	-21.94
Net (Increase)/Decrease in other Non-current assets	-	-	-	-
Proceeds from Sale or Purchase OF Investments	-1.71	-102.38	4.81	-2.78
Net Cash Flow from/ (used in) Investing Activities: (B)	**-8.49**	**-224.76**	**-93.00**	**-130.27**
Cash Flow from Financing Activities:				
Proceeds from issue of share capital	-	-	1.93	35.00
Net Increase/(Decrease) in Long Term Borrowings	-133.73	58.03	-10.65	133.66
Net Increase/(Decrease) in Short Term Borrowings	67.35	84.15	131.17	6.62
Interest on borrowings	-47.65	-51.43	-27.90	-14.63
Dividend paid	-	-	-	-5.68
Net Cash Flow from/ (used in) Financing Activities (C)	**-114.03**	**90.75**	**94.55**	**160.65**
Net Increase/(Decrease) in Cash & Cash Equivalents	-10.22	-6.16	38.42	2.01
Cash & Cash Equivalents as At Beginning of the Year	42.69	48.85	10.43	14.10
Cash & Cash Equivalents as At End of the Year	**32.47**	**42.69**	**48.85**	**10.43**

- The Cash Flow statement has been prepared under Indirect method as per Accounting Standard-3
- Figures in negative represent outflow
- The above statements should be read with the Restated Statement of Assets and Liabilities, Statement of Profit and Loss, Significant Accounting Policies and Notes to account appearing in I, II and IV respectively.

ANNEXURE – IV

RESTATED SIGNIFICANT ACCOUNTING POLICIES AND NOTES TO ACCOUNTS:

CORPORATE INFORMATION

A. Basis of preparation of Financial Statements:

The restated summary statement of assets and liabilities of the Company as at December 31, 2019, March 2019, 2018, and 2017 and the related restated summary statement of profits and loss and restated summary statement of cash flows for the period ended on December 31 2019, March 2019, 2018, and 2017 (herein collectively referred to as ('restated summary statements') have been compiled by the management from the audited financial statements of the Company for the period ended on December 31, 2019, March 2019, 2018, and 2017 approved by the Board of Directors of the Company. The restated summary statements have been prepared to comply in all material respects with the provisions of sub-clauses (i) and (iii) of clause (b) of sub-section (1) of section 26 of the Companies Act, 2013 ("the Act") read with Companies (Prospectus and Allotment of Securities) Rules 2014; The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2018 ("**ICDR Regulations"**) and related amendments / clarifications from time to time issued by the Securities and Exchange Board of India ("**SEBI"**) and Guidance note on reports in Companies Prospectus (Revised). The restated summary statements have been prepared specifically for inclusion in the offer document to be filed by the Company with the SME Platform of BSE Limited ("BSE SME") in connection with its proposed Initial public offering of equity shares. The Company's management has recast the financial statements in the form required by Schedule III of the Companies Act, 2013 for the purpose of restated summary statements.

B. Use of Estimates:

The preparation of financial statements requires management to make estimates and assumptions that affect amounts in the financial statements and reported notes thereto. Actual results could differ from these estimates. Differences between the actual result and estimates are recognized in periods in which the results are known/ materialized.

C. Tangible Fixed Assets:

Fixed Assets are stated at cost, net of accumulated depreciation and accumulated impairment losses if any. All costs relating to the acquisition and installation of assets are capitalized and include borrowing costs directly attributable to their construction or acquisition, up to the date, the respective assets are put to use. The manufacturing cost of internally generated assets comprise direct cost and attributable overheads.

Capital Work-in-progress comprises of cost of fixed assets that are not yet ready for their intended use as at the balance sheet date.

Subsequent expenditure related to an item of fixed asset is added to its book value only if it increases the future benefits from the existing asset beyond its previously assessed standard of performance All other expenses on existing fixed assets, including day-to-day repair and maintenance expenditure and cost of replacing parts, are charged to the statement of profit and loss for the period during which such expenses are incurred.

D. Depreciation:

Depreciation is calculated using the Written down value method to allocate their cost, net of their residual values, over their estimated useful lives as prescribed in Part C of Schedule ll of the Companies Act, 2013 except in respect of certain assets listed below where the useful life is estimated different from prescribed rate based on internal assessment or independent technical evaluation carried out by external valuers. The Management believes that the useful lives as given below represent the period over which management expects to use these assets.

Class of Assets	Useful Life as per Management	As per Schedule II of Companies Act, 2013
Plant & Machinery	15 Years	15 Years
Furniture & Fixtures	10 Years	10 Years
Computer & Printers	3 Years	3 Years
Office Equipment	5 Years	5 Years
Motor cars	6 Years	6 Years

The residual values are not more than 5% of the original cost of the asset. The asset's residual values and useful lives are reviewed and adjusted if appropriate, at the end of each reporting period. An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.

Gains and losses on disposal are determined by comparing proceeds with carrying amount. These are included in profit or loss within other gains/ (losses).

E. Intangible Assets

Intangible assets acquired separately are measured on initial recognition cost. Following initial recognition, intangible assets are carried at cost less accumulated amortization and accumulated impairment losses.

F. Inventories:

Inventories of raw materials including stores, spares and consumables, packing materials, semi-finished goods, work-in-progress, finished goods are valued at the lower of cost and estimated net realizable value Cost is determined on weighted average basis.

The cost of work-in-progress, semi-finished goods and finished goods includes the cost of material, labor and proportion of manufacturing overheads.

G. Valuation of Investments:

Investment which are readily realizable and intended to be held for not more than one year from the date on which such investment is made, are classified as current investment and are carried at lower of cost and market value, all other investment classified as non-current investment and are started at cost.

H. Revenue Recognition:

Sales are recognized when products are delivered to the customer and there is no unfulfilled obligation that could affect the customer's acceptance of the products. Delivery occurs when the products have been shipped to the specified location, the risks of obsolescence and loss have been transferred to the customer and either the customer has accepted the products in accordance with the sales contract, the acceptance provisions have lapsed or the Company has objective evidence that all criteria for acceptance have been satisfied.

Due from customers, if any are measured at the selling price of the work performed. Prepayments from customers are recognized as liabilities.

Sale of Services:

i) Timing of recognition Revenue from rendering of services is recognized in the accounting period in which the services are rendered. For fixed-price contracts, revenue is recognized based on the actual service provided to the end of the reporting period as a proportion of the total services to be provided (percentage of completion method). Job-work revenues are accounted as and when such services are rendered.

ii) Measurement of revenue Estimates of revenues, costs or extent of progress toward completion are revised if circumstances change. Any resulting increases or decreases in estimated revenues or costs are reflected in profit or loss in the period in which the circumstances that give rise to the revision become known by management.

Interest Income:

Interest income is recognized on a time proportion basis taking into account the amount outstanding and the rate applicable.

Dividend:

Dividend income from investments is recognized when the right to receive payment is established.

I. Foreign Currency Transaction

The reporting currency of the company is Indian rupee.

Foreign currency transactions are recorded on initial recognition in the reporting currency, using the exchange rate at the date of the transaction. At each Balance Sheet date foreign currency monetary items are reported using the closing rate. Non-monetary items, carried at historical cost denominated in a foreign currency are reported using the exchange rate at the date of the transaction.

Exchange differences that arise on the settlement of monetary items or on reporting of monetary items at each balance sheet date at closing rate are:

1. Adjusted in the cost of the fixed assets to which the exchange differences relate, provided the assets are acquired from outside India.
2. Recognized as income or expenses in the period in which they arise, in case other than (1) above.
   In respect of transaction covered by foreign exchange contracts, the difference between the contract rate and the spot rate on the date of the transaction is charged to the Statement of Profit and Loss over the period of the contract.

J. Leases

Lease arrangements where risks and rewards incidental to ownership of an asset substantially vests with lessor are classified as operating lease. Rental expenses on assets obtained under operating lease arrangements are recognized in the Statement of Profit and Loss on straight line basis over the lease period.

K. Borrowing Cost

Borrowing cost include interest, commitment charges, amortization of ancillary costs, amortization of discounts/premium related to borrowings, finance charges in respect of assets acquired on finance lease and exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to interest costs. Borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset are capitalized as part of cost of such asset till such time the asset is ready for its intended use. All other borrowing costs are recognized as an expense in the period in which they are incurred in the year in which they are incurred.

L. Taxes on Income

Tax on income for the current period is determined on the basis of taxable income and tax credits computed in accordance with the provisions of the Income tax act 1961, and based on the expected outcome of assessments.

Deferred Tax

Deferred tax assets and liabilities are recognized subject to the consideration of prudence, on timing differences between accounting income and taxable income that originate in one period and are capable of reversal in one or more subsequent periods and are quantified using enacted /substantively enacted tax rates as at the balance sheet date.
The carrying amount of Deferred Tax Assets / liabilities is reviewed at each balance sheet date.

Deferred tax assets relating to an unabsorbed depreciation and business losses are recognized and carried forward to the extent that there is virtual certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized.

M. Provisions, contingent liabilities and contingent Assets.

A provision is recognized when there is a present obligation as a result of a past event and it is probable that an outflow of resources would be required to settle the obligation, and in respect of which a reliable estimate can be made, Provisions are not discounted to their present value and are determined based on best estimates required to settle the obligation at the balance sheet date. Provisions are reviewed at each balance sheet date and are adjusted to reflect the current best estimation. Contingent liabilities as defined in Accounting Standard 29 are disclosed by way of notes to accounts. Contingent Assets are neither recognized nor disclosed in the Financial Statements.

N. Cash & Cash equivalents

Cash and cash equivalents comprise cash at bank and in hand and short-term investments which are available on call or maturity of a year or less.

O. Employee Benefits

Gratuity obligations

The Company operates defined benefit plan for its employee's viz. Gratuity. The liability or asset recognized in the balance sheet in respect of defined benefit pension and gratuity plans is the present value of the defined benefit obligation at the end of the reporting period less the fair value of plan assets. The defined benefit obligation is calculated annually by actuaries using the projected unit credit method. The present value of the defined benefit obligation denominated in INR is determined by discounting the estimated future cash outflows by reference to market yields at the end of the reporting period on government bonds that have terms approximating to the terms of the related obligation.

Provident Fund

The Company pays provident fund contributions to publicly administered provident funds as per local regulations. The Company has no further payment obligations once the contributions have been paid. The contributions are accounted for as defined contribution plans and the contributions are recognized as employee benefit expense when they are due.

P. Product Development

During the previous year the Company has developed various new clients and their product development took substantial time on various machines and considerable manpower was dedicated towards these developments. Many of the items required trial run till the approval of the product to the satisfaction of customer.

The expenses towards these developments are calculated taking into consideration actual efforts taken and have been concluded monetarily to the best of knowledge of the management. The benefit of these shall be spread over a period over a considerable period of time, hence all the expenditure relating to it have been capitalized. These amounts are written off on the basis of actual benefit accrued in the years to come.

Q. Earnings Per Share

The Company reports basic and diluted Earnings per Share (EPS) in accordance with Accounting Standard 20 'Earning per Share". Basic EPS is computed by dividing the net profit or loss attributable to the equity shareholders for the year by the weighted average -number of equity shares outstanding during the year. Diluted EPS is computed by dividing the net profit or loss attributed to the equity shareholders for the year by weighted average number of equity shares

outstanding during the year as adjusted for the effects of all potential equity share, except where the result is anti-dilutive.

ANNEXURE – IV (A)

RECONCILIATION OF RESTATED PROFIT **(₹ In Lakhs)**

Adjustments for	For the Period ended December 31, 2019	For the year ended March 31,		
		2019	2018	2017
Net Profit/(Loss) after Tax as per Audited Profit & Loss Account	78.42	97.67	68.44	32.39
Adjustments for:				
Prior period Expenses	3.56	5.52	3.66	3.45
Net Profit/ (Loss) After Tax as Restated	**74.86**	**92.38**	**64.79**	**28.95**

Explanatory Notes to the above restatements made in Audited Financial Statement of the Company for the respective years/period.

Adjustments having impact on Profit:
Amounts relating to the prior period have been adjusted in the year to which the same relates to.

To give Explanatory Notes regarding Adjustments:
Appropriate adjustments have been made in the restated financial statements, wherever required, by reclassification of the corresponding items of income, expenses, assets and liability, in order to bring them in line with the grouping as per the audited financials of the Company for all the years and the requirements of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2018.

ANNEXURE – IV (B)

RECONCILIATION OF RESTATED EQUITY/NET WORTH **(₹ In Lakhs)**

Adjustments for	For the Period ended December 31, 2019	For the year ended March 31,		
		2019	2018	2017
Equity/ Net Worth as per Audited Financial	388.36	309.94	212.26	141.86
Adjustments for:				
Prior period Adjustments	-15.95	-12.39	-7.11	-3.45
Equity/ Net Worth as Restated	372.41	297.55	205.15	138.42

Explanatory Notes to the above restatements made in Audited Financial Statement of the Company for the respective years/period.

Adjustments having impact on Profit:
Amounts relating to the prior period have been adjusted in the year to which the same relates to and the same amount is arrived on account of change in Opening Balance of Reserve & Surplus due to the restated effect on the Profit / (Loss) of prior period.

To give Explanatory Notes regarding Adjustments:
Appropriate adjustments have been made in the restated financial statements, wherever required, by reclassification of the corresponding items of income, expenses, assets and liability, in order to bring them in line with the grouping as per the audited financials of the Company for all the years and the requirements of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2018.

ANNEXURE – V

DETAILS OF SHARE CAPITAL AS RESTATED **(₹ In Lakhs) (Except no. of share)**

Particulars	AS at Dec 31, 2019	As at March 31,		
		2,019	2,018	2,017
EQUITY SHARE CAPITAL:				
AUTHORISED:				
5,00,000 Equity Shares of Rs.10 each	-	-	-	50.00
10,00,000 Equity Shares of Rs.10 each	100.00	100.00	100.00	-
	100.00	**100.00**	**100.00**	**50.00**
ISSUED, SUBSCRIBED AND PAID UP				
4,83,000 Equity shares of Rs.10 each	-	-	-	48.30
5,02,320 Equity shares of Rs.10 each	50.23	50.23	50.23	-
	50.23	**50.23**	**50.23**	**48.30**
Reconciliation of number of shares outstanding at the end of the year:				
Equity Shares at the beginning of the year	5,02,320	5,02,320	4,83,000	1,33,000
Add: Right Issue During the year	-	-	19,320	3,50,000
TOTAL	**5,02,320**	**5,02,320**	**5,02,320**	**4,83,000**

Terms/rights attached to equity shares:

A. The Company was having only one class of Equity Shares with par Value of Rs. 10.00 per share. Each holder of Equity shares was entitled to one Vote per share.

B. In the Liquidation of the company, after distribution of all preferential amounts. The amount distributed will be in proportion to the number of equity shares held by the shareholders.

Details of Shareholders holding more than 5% of the aggregate shares of the company:

Particulars	As at 31 December 2019		As at 31 March 2019		As at 31 March 2018		As at 31 March 2017	
	No. of share	% of Holding	No. of share	% of Holding	No. of share	% of Holding	No. of share	% of Holding
Mr. Dinesh Muddu Kotian	4,94,420	98.43%	4,94,420	98.43%	4,94,420	98.43%	4,75,500	98.45%
Total	**4,94,420**	**98.43%**	**4,94,420**	**98.43%**	**4,94,420**	**98.43%**	**4,75,500**	**98.45%**

ANNEXURE – VI

DETAILS OF RESERVE & SURPLUS AS RESTATED **(₹ In Lakhs)**

Particulars	As at Dec 31, 2019	As at March 31,		
		2019	2018	2017
General Reserve: -				
Opening Balance	25.47	15.34	8.49	5.25
Add: Transfer from surplus in statement of Profit and Loss	-	10.13	6.84	3.24
Closing Balance	**25.47**	**25.47**	**15.34**	**8.49**
Preliminary Expenses: -				
Opening Balance	-	0.0148	0.0296	0.0444
Less: Transfer from surplus in statement of Profit and Loss	-	0.0148	0.0148	0.0148
Closing Balance	-	-	**0.0148**	**0.0296**
Surplus: -				
Opening Balance	221.85	139.60	81.65	61.63
Add - Current Year profit	74.86	92.38	64.79	28.95
Less – General Reserve	-	-10.13	-6.84	-3.24

less – Dividend	-	-	-	-4.83
Tax on dividend	-	-	-	-0.85
Closing Balance	**296.71**	**221.85**	**139.60**	**81.65**
Negative Share of Minority Interest Adjusted against majority profit	-	-	-	-
Total	**322.18**	**247.32**	**154.92**	**90.12**

Notes:
1. The figures disclosed above are based on the restated summary of assets and liabilities of the company.
2. The above statements should be read with the notes to restated summary statements of assets and liabilities, profit and losses and cash flow appearing in Annexure I, II and III.

ANNEXURE – VII

DETAILS OF LONG-TERM BORROWING AS RESTATED **(₹ In Lakhs)**

Particulars	AS at Dec 31, 2019	As at March 31,		
		2019	2018	2017
Secured				
Term Loans from Bank – Secured				
Sarswat Bank (Against Machinery)	25.89	29.37	33.61	0.62
Yes Bank (Against vehicle)	-	-	-	-
Reliance Capital Loan (Against Machinery)	-	10.69	36.70	28.61
Cholamandal loan-440(Against Vehicle)	-	-	1.44	4.87
Cholamandal loan-983(Against Vehicle)	-	-	0.89	3.01
DHFL (Against Machinery)	26.21	32.09	-	-
Total	**52.10**	**72.16**	**72.64**	**37.10**
Unsecured				
Capital First Ltd	11.91	19.64	-	-
Deutsche Bank	16.87	30.47	-	-
IndusInd Bank	12.53	21.55	-	-
Tata Capital Finance- Fresh loan	23.60	-	-	-
Tata Capital Finance	-	18.37	-	-
Loans and Advances from Directors	-	-	3.25	-
Loans and Advances from other related parties	-	88.55	116.83	166.27
Total	**65.00**	**178.59**	**120.08**	**166.27**
TOTAL	**117.00**	**250.75**	**192.72**	**203.37**

NATURE OF SECURITY AND TERMS OF REPAYMENT FOR LONG TERM BORROWING INCLUDING CURRENT MATURITES:

Name of Bank	Type	Installment	No. of Installment	Installment Amount	Rate of Interest (p.a.) (in %)	Hypothecation Of	As at 30 December 2019	AS at 31 March 2019	AS at 31 March 2018	AS at 31 March 2017
Deutsche	Bank	Monthly	36	1.78886	17.25	Business Loan	34.47	45.24	-	-
Sub Total							**34.42**	**45.24**	**-**	**-**
IndusInd	Bank	Monthly	36	1.27413	18.50	Business Loan	24.29	31.78	-	-
Sub Total							**24.29**	**31.78**	**-**	**-**
Saraswat	Bank	Monthly	84	0.65373	11.65	Machinery	30.47	34.25	37.98	3.26
Sub Total							**30.47**	**34.25**	**37.98**	**3.26**
YES Bank	Bank	Monthly	47	0.209	13.45	Vehicle	-	-	-	1.20
Sub Total							**-**	**-**	**-**	**1.20**
Bajaj Finserv	Financial	Monthly	48	0.53052	18.00	Business Loan	17.06	-	-	-
DHFCL	Financial Institution	Monthly	60	0.97411	13.00	Machinery	33.93	39.11	-	-
Capital First	Financial Institution	Monthly	36	1.08	16.50	Business Loan	22.02	28.58	-	-

Cholamandalar 440	Financial Institution	Monthly	40	0.30	11.57	Vehicle	-	1.44	4.62	7.45
Reliance commercial finance ltd	Financial Institution	Monthly	36	1.27105	13.50	Machinery	8.51	18.52	30.38	-
Reliance commercial finance ltd	Financial Institution	Monthly	48	1.19596	16.00	Machinery	9.02	18.08	28.61	37.59
TATA Capital	Financial Institution	Monthly	24	2.49621	18.00	Business Loan	-	42.60	-	-
TATA Capital	Financial Institution	Monthly	24	4.32582	18.00	Business Loan	60.60	-	-	-
Cholamandalar	Financial Institution	Monthly	40	0.1827	11.57	Vehicle	-	0.89	2.85	4.60317
Sub Total							**151.14**	**149.21**	**66.46**	**49.64**
Total							**240.32**	**260.49**	**104.44**	**54.10**

Note: Loan from Related Parties and OD Loans are not mentioned in this report.

ANNEXURE – VIII

DETAILS OF LONG TERM PROVISIONS AS RESTATED **(₹ In Lakhs)**

Particulars	AS at Dec 31, 2019	As at March 31,		
		2019	2018	2017
LONG TERM PROVISIONS				
Related to Gratuity Benefits	6.80	4.58	3.25	2.50
TOTAL	**6.80**	**4.58**	**3.25**	**2.50**

ANNEXURE – IX

DETAILS OF SHORT TERM BORROWINGS AS RESTATED **(₹ In Lakhs)**

Particulars	AS at Dec 31, 2019	As at March 31,		
		2019	2018	2017
LOANS REPAYABLE ON DEMAND FROM BANKS				
Secured				
Yes Bank (Against vehicle)	-	-	-	1.21
Sarswat Bank (Against Machinery)	4.58	4.88	4.37	2.64
Vijaya Bank – OD (Against Stock)	-	-	-	48.16
Reliance Capital Loan (Against Machinery)	17.53	25.91	22.29	8.98
Cholamandal loan-440(Against Vehicle)	-	1.44	3.18	2.59
Cholamandal loan-983(Against Vehicle)	-	0.89	1.96	1.60
DHFL(Against Machinery)	7.73	7.01	-	-
AU Small Finance Bank- OD	198.34	182.21	164.54	-
TOTAL	**228.18**	**222.33**	**196.35**	**65.18**
Unsecured				
Capital First Ltd	10.11	8.94	-	-
Deutsche Bank	17.60	14.77	-	-
Indusind Bank	11.76	10.23	-	-
Tata Capital Finance- Fresh Loan	37.00	-	-	-
Tata Capital Finance	-	24.22	-	-
Bajaj Finserv -(Bank OD)405BLFEX047059	17.06	-	-	-
Yes Bank- OD	23.21	-	-	-
TOTAL	**116.73**	**58.17**	-	-
Loans and Advances from related parties				
DJ Corporation	2.93	-	-	-
TOTAL	**347.85**	**280.50**	**196.35**	**65.18**

ANNEXURE – X

DETAILS OF TRADE PAYABLES AS RESTATED **(₹ In Lakhs)**

Particulars	AS at Dec 31, 2019	As at March 31,		
		2019	2018	2017
SUNDRY CREDITORS				
MSME Creditors	0.43	-	-	-
Other Creditors	602.23	369.69	404.51	446.49
TOTAL	**602.65**	**369.69**	**404.51**	**446.49**

ANNEXURE – XI

DETAILS OF OTHER CURRENT LIABILITIES AS RESTATED **(₹ In Lakhs)**

Particulars	AS at Dec 31, 2019	As at March 31,		
		2019	2018	2017
TDS Payable	1.63	2.07	1.49	1.75
Provision for dividend	-	-	-	4.83
Provision for DDT	-	-	-	0.85
CST Payable	-	-	-	0.18
ESIC Payable	0.04	0.36	0.27	0.07
Gratuity Benefits	0.49	0.37	0.20	0.17
PF Employee Contribution	0.49	1.00	0.74	0.65
Krishi Kalyan Cess	-	-	-	-
Rent Deposit	2.65	2.25	26.00	1.00
Professional Tax Payable	0.09	0.09	0.06	0.07
Advance received from Customers	-	6.47	15.69	0.61
GST payable (Mumbai)	33.02	1.60	-	-
TOTAL	**38.42**	**14.22**	**44.45**	**10.19**

ANNEXURE – XII

DETAILS OF SHORT TERM PROVISIONS AS RESTATED **(₹ In Lakhs)**

Particulars	AS at Dec 31, 2019	As at March 31,		
		2019	2018	2017
Provisions:				
Audit Fee Payable	-	0.75	0.50	0.50
TDS/TCS payable	-	-	-	-
Income Tax Provision (Net of Advance Tax)	24.87	25.45	26.55	4.71
Salary and Wages	10.01	9.05	6.50	5.97
Provision for Electricity Charges	2.91	3.17	1.79	0.06
GST Payable	-	-	-	-
Provision for Other Expenses	0.10	-	0.36	1.49
Transportation Charges Payable	-	-	-	14.93
PF	0.49	-	-	-
ESIC	0.18	-	-	-
Godown Rent Payable	-	-	0.76	-
Service Tax Payable	-	5.38	-	-
TOTAL	**38.56**	**43.80**	**36.46**	**27.66**

ANNEXURE – XIII

DETAILS OF FIXED ASSETS AS RESTATED **(₹ In Lakhs)**

Particulars	AS at Dec 31, 2019	As at March 31,		
		2019	2018	2017
COMPUTER & PRINTERS	3.66	3.51	3.58	3.36
OFFICE EQUIPMENT	2.88	3.57	4.82	6.51
FURNITURE AND FIXTURES	61.19	74.29	24.10	11.48
MOTOR CARS	5.12	6.72	9.85	14.44
PLANT & MACHINERY-15%	158.37	182.43	168.38	103.41
TOTAL	**231.23**	**270.52**	**210.74**	**139.20**

ANNEXURE – XIV

DETAILS OF NON-CURRENT INVESTMENTS AS RESTATED **(₹ In Lakhs)**

Particulars	AS at Dec 31, 2019	As at March 31,		
		2019	2018	2017
NON-CURRENT INVESTMENTS				
Quoted Shares	3.20	3.20	2.76	7.57
Partners' Capital	0.50	0.50	-	-
TOTAL	**3.70**	**3.70**	**2.76**	**7.57**

ANNEXURE – XV

DETAILS OF LONG -TERM LOAN AND ADVANCES AS RESTATED

Particulars	AS at Dec 31, 2019	As at March 31,		
		2019	2018	2017
Security Deposits				
Rent Deposit	13.47	13.37	7.62	5.82
Security Deposit (MVAT)	0.25	0.25	0.25	0.25
Security Deposit (MTNL)	0.06	0.06	0.06	-
Demat Security	0.10	-	-	-
Delhi Deposits Rent	0.50	0.50	0.57	1.57
Electricity Deposit	3.33	3.33	3.33	3.33
Deposit with Alankit Ltd	2.00	2.00	-	-
Security Deposit with Clients	0.70	0.76	-	-
Total				
Loans and advances to others				
Ashok M Subhedar	-	-	-	2.00
Darsh Enterprises	-	-	-	13.00
Harish Salian	-	-	-	0.25
Surekha D Kotian	0.28	-	-	0.30
Gopal Krishna Sharma	1.25	1.25	1.25	-
Rohit Tiwari	-	-	0.40	-
VAT Appeal Fees	0.19	-	-	-
Santosh Kotian	0.40	-	-	-
Jaykar Shetty	0.50	0.50	-	-
Shanthi Shastry	2.00	2.00	-	-
Total	**25.03**	**24.03**	**13.49**	**26.52**

ANNEXURE – XVI

DETAILS OF DEFERRED TAX ASSETS AS RESTATED

Particulars	AS at Dec 31, 2019	As at March 31,		
		2019	2018	2017
Deferred Tax Assets	8.82	8.29	4.77	2.33
TOTAL	**8.82**	**8.29**	**4.77**	**2.33**

ANNEXURE – XVII

DETAILS OF CURRENT INVESTMENTS AS RESTATED

Particulars	AS at Dec 31, 2019	As at March 31,		
		2019	2018	2017
Partners' Capital	103.15	101.44	-	-
TOTAL	**103.15**	**101.44**	**-**	**-**

ANNEXURE – XVIII

DETAILS OF INVENTORIES AS RESTATED

Particulars	AS at Dec 31, 2019	As at March 31,		
		2019	2018	2017
Inventories				
Raw Materials, Components, Consumables	382.27	291.34	108.41	122.36
Work-in-progress, Stores and Spares	35.95	21.69	37.43	6.89
TOTAL	**418.22**	**313.03**	**145.85**	**129.25**

ANNEXURE – XIX

DETAILS OF TRADE RECEIVABLES AS RESTATED

Particulars	AS at Dec 31, 2019	As at March 31,		
		2019	2018	2017
Outstanding for a period exceeding six months from the date they are due for payment.				
Secured and considered good	-	-	-	-
Unsecured and considered good	153.64	139.94	133.87	93.04
Other Receivables				
Secured and considered good	-	-	-	-
Unsecured and considered good	514.78	325.50	412.10	440.73
TOTAL	**668.42**	**465.44**	**545.97**	**533.76**

ANNEXURE – XX

DETAILS OF CASH & CASH EQUIVALENTS AS RESTATED

Particulars	AS at Dec 31, 2019	As at March 31,		
		2019	2018	2017
Cash on Hand	4.60	14.59	14.57	4.29
Balance with Bank				
IDBI Bank	0.09	0.07	0.16	0.31

State Bank Of Mysore	0.05	0.39	2.84	2.13
Vijaya Bank- Delhi	0.03	0.24	0.05	0.57
Vijaya Bank- C/A	18.94	11.87	16.87	-
Sarswat Bank	0.15	0.10	0.03	0.01
Yes Bank- Delhi	0.18	-	-	-
Yes Bank	-	0.37	0.37	-
Au Small Finance C/A	0.25	0.25	10.25	-
Apna Sahakari Bank Ltd	0.05	6.05	0.00	-
Other Bank Balances -				
Fixed Deposit Against B.G	0.32	0.31	0.27	0.27
Fixed Deposit with Vijaya Bank	0.66	0.64	0.60	-
Vijaya Bank Gaurantee-3125	1.21	1.17	1.03	1.03
Vijaya Bank Gaurantee-3187	4.91	4.76	1.81	1.81
Fixed Deposit with AU Bank	-	0.81	-	-
Fixed Deposit Against B.G(AU Bank)	1.03	1.07	-	-
Total	**32.47**	**42.69**	**48.85**	**10.43**

ANNEXURE – XXI

DETAILS OF SHORT-TERM LOAN AND ADVANCES AS RESTATED

Particulars	AS at Dec 31, 2019	As at March 31,		
		2019	2018	2017
Loans and advances to suppliers				
Advance to Creditors	-	-	34.39	15.03
Unsecured and considered good				
Loans to Employees	3.38	3.73	5.81	1.50
EMD	13.49	8.27	9.40	13.18
Reliance Investment Securities	4.11	4.11	6.97	1.58
TOTAL	**20.99**	**16.11**	**56.58**	**31.29**

ANNEXURE – XXII

DETAILS OF OTHER CURRENT ASSETS AS RESTATED

Particulars	AS at Dec 31, 2019	As at March 31,		
		2019	2018	2017
TDS Receivable	-0.00	-0.00	12.04	-0.00
Advance Tax (A.Y. 2018-19)	-	-	14.50	-
Accrued Interest	-	-	0.11	-
VAT Receivable	0.06	0.06	0.06	0.06
VAT Receivable (F.Y. 2016-17)	1.04	1.04	1.04	1.04
VAT Receivable (F.Y. 2015-16)	0.13	0.13	7.84	7.84
VAT Receivable (F.Y. 2017-18)	0.43	0.43	0.54	-
Prepaid Expenses	1.15	2.96	0.87	1.47
Service Tax	-	-	-	1.21
SBC	-	-	-	0.01
Income Tax Refund (A.Y. 15-16)	0.78	0.78	0.78	0.78
Rebate Receivable	-	-	-	0.49
TDS receivable from NBFC	2.12	1.51	0.97	0.55
Preliminary Expenditure	-	-	-	-
Miscellaneous Expenditure (Extent to Write off)	4.95	6.60	8.80	-
GST (Mumbai)	-	-	5.92	-

GST Receivable (Delhi)	0.38	0.53	0.40	-
GST -TDS receivable (Delhi)	0.04	0.08	-	-
GST -TDS receivable (Mumbai)	0.62	1.72	-	-
TOTAL	**11.70**	**15.84**	**53.87**	**13.45**

ANNEXURE – XXIII

Particulars	For the period ended on Dec 31, 2019	For the year ended March 31,		
		2019	2018	2017
REVENUE FROM OPERATIONS				
Sales of Products & Services				
Courier Charges & Transportation Charges Received	233.50	239.15	304.69	251.55
Printing Charges Received	1,067.63	1,806.66	1,425.87	758.11
Other Operational Income				
Rebate received	0.37	0.26	0.14	0.32
Discount received	0.09	-	-	0.22
Total	**1,301.60**	**2,046.08**	**1,730.70**	**1,010.19**

ANNEXURE – XXIV

DETAILS OF OTHER INCOME AS RESTATED

Particulars	For the Period Ended Dec 31, 2019	For the Year Ended March 31		
		2019	2018	2017
Other income	10.28	21.23	2.96	0.35
Net Profit Before Tax as Restated	105.58	134.37	88.12	43.63
Percentage	**9.74%**	**15.80%**	**3.36%**	**0.80%**

Source of Income

Particulars	Dec 31, 2019	2019	2018	2017	Source of Income
Interest on Deposits	0.29	0.72	0.12	0.09	Recurring and not related to business activity
Dividend	0.09	0.08	0.11	0.07	Recurring and not-related to Business activity.
Income from Shares	-	5.13	1.34	0.17	Recurring and related to business activity
Other Income	-	0.19	0.19	0.02	Non-Recurring and related to business activity
Rent Income	9.90	14.20	1.20	-	Non-Recurring and Not related to business activity
Interest on VAT	-	0.93	-	-	Non-Recurring and Not related to business activity
Total Other Income	**10.28**	**21.23**	**2.96**	**0.35**	

ANNEXURE – XXV

DETAILS OF COST OF MATERIAL CONSUMED, CHANGE IN INVENTORY, EMPLOYEE BENEFITS EXPENSES, FINANCE COST AND OTHER EXPENSES AS RESTATED:

COST OF MATERIAL CONSUMED:

Particulars	For the Period Ended	For the Year Ended		
	Dec 31, 2019	March 31, 2019	March 31, 2018	March 31, 2017
Opening stock	-	-	-	-
Add: Purchase	781.58	1,437.86	1,190.23	631.47
	781.58	1,437.86	1,190.23	631.47
Add: Freight & Octroi	180.03	224.04	159.80	125.99
Less closing stock (Raw material)	-	-	-	-
Cost of Raw Material Consumed	961.61	1,661.90	1,350.03	757.46
Total	**961.61**	**1,661.90**	**1,350.03**	**757.46**
Change In Inventories Of Finished Goods and Stock In Process				
Opening- Stock in trade	291.34	108.41	122.36	122.72
WIP	21.69	37.43	6.89	-
Less: Closing Stock in trade	382.27	291.34	108.41	122.36
WIP	35.95	21.69	37.43	6.89
	-105.19	**-167.19**	**-16.60**	**-6.53**
EMPLOYEE BENEFITS EXPENSE:				
Salaries and Wages	107.52	92.22	49.98	62.03
Bonus and Incentives	1.65	-	4.31	4.00
Gratuity paid	2.35	1.5	.77	.60
P.F. Contribution and etc.	4.74	5.91	5.03	4.09
Basic Employer's Contribution	2.04	3.22	2.66	2.05
Staff Welfare	14.33	17.57	13.04	6.05
Directors Remuneration	-	33.00	29.76	27.6
Total	**132.63**	**153.42**	**105.56**	**106.41**
FINANCE COST:				
Interest on Secured Loans				
Interest on Term Loan	27.08	23.15	10.59	6.46
Interest on Cash Credit, Bill Discounting	18.65	20.64	12.02	6.61
Interest on Unsecured Loans				
Interest on Deposits	-	-	-	-
Bank Charges	0.43	0.53	0.61	0.59
Finance Charges				
Processing Charges	1.49	7.11	4.68	0.97
Total	**47.65**	**51.43**	**27.90**	**14.63**
Depreciation & Amortization				
Depreciation	45.45	54.97	40.87	26.56
Preliminary Expenses W/O	-	0.01	0.01	0.01
Total	**45.45**	**57.99**	**40.89**	**26.57**
OTHER EXPENSES				
Diesel and Petrol	-	12.36	9.27	5.04

Assets W/O	-	-	0.04	-
Festival Expenses	1.87	2.92	3.40	1.95
Prior Period Expenses	-	0.11	0.04	-
Discount allowed	0.02	-	-	1.14
Printing & Stationery	2.27	9.46	6.31	-
Donation	0.33	0.65	0.45	0.71
MCA Expenses	0.79	0.52	-	-
Electricity Charges	28.37	33.50	19.44	4.20
Service Tax	-	4.46	1.12	-
Advertisement	0.49	1.04	0.13	0.58
Audit Fees	-	0.75	0.50	0.50
Business Promotion Expenses	0.71	1.25	1.67	1.11
General Office Expenses	7.39	6.91	5.465	2.72
Conveyance and Travelling	11.60	20.08	10.97	7.11
Consultancy fee	1.20	-	-	-
Demat Charges	0.18	-	-	-
Hotel Accommodation exp	1.14	-	-	-
Insurance	1.21	2.03	2.51	3.04
Income tax paid	-	-	1.60	-
Interest on income Tax	3.05	0.56	0.73	0.15
Interest on Service Tax	-	1.83	0.01	0.06
Interest on GST	0.01	-	-	-
TDS Penalty	0.02	-	0.08	-
Interest on TDS	0.13	0.02	0.05	0.01
Labour Charges	-	1.59	4.39	1.86
Late Payment Charges	0.02	-	2.06	-
Office rent	36.03	35.19	35.22	13.55
Training Expenses	-	0.70	2.03	-
Transportation Expenses	0.10	-	-	-
OTHER EXPENSES	-	0.06	0.09	1.64
Penalty	1.36	1.96	0.50	1.00
License and Registration Expenses	0.05	0.80	0.36	-
Legal and Professional Fees	2.85	7.39	10.51	2.29
Vehicles Repairs And Maintenance	2.10	2.60	2.75	1.95
Website Expenses	-	1.49	-	-
Loading Unloading charges	1.02	-	-	-
Postage and Courier	0.28	1.59	1.29	0.83
Tender Fees	0.35	0.40	1.00	0.66
MICR Testing charges	0.02	-	-	-
Miscellaneous Expenditure W/F	1.65	2.20	2.20	-0.69
Miscellaneous Expenditure	0.06	-	-	-
Swachh Bharat Cess	-	-	0.08	0.17
Renewal expenses	0.02	-	-	-
Repairs and Maintenance	5.32	11.35	6.63	7.59
Computer Maintenance	3.20	3.01	1.53	0.59
Preliminary Expenses	-	-	-	0.05
Round Off	-0.01	-	-	0.15
Professional Tax	0.03	0.03	0.03	0.03
Late Filing fees (GST)	0.57	0.33	-	-
Security Charges	1.97	2.69	-	-
Stamp Duty charges	0.24	s	-	-

Sundry balances written off	-	-	0.46	0.31
VAT Paid	-	-	-	0.17
Telephone Expenses	1.74	3.56	2.83	2.13
Warehouse Rent	-	-	-	3.71
Penalties & Interest	-	-	-	-
Travelling And Conveyance	-	-	-	-
PCMC Tax	-	-	-	-
VAT annual fees	0.01	-	-	-
MVAT Paid Previous Years	-	-	-	-
Total	**119.72**	**175.39**	**137.76**	**66.30**

ANNEXURE – XXVI

CAPITALIZATION STATEMENT AS AT 31ST DECEMBER, 2019 AS RESTATED **(₹ In Lakhs)**

Particulars	Pre-Issue	Post Issue
Borrowings		
Short term debt (A)	347.85	347.85
Long Term Debt (B)	117.02	117.02
Total debts (C)	**464.87**	**464.87**
Shareholders' funds		
Equity share capital	50.23	421.39
Reserve and surplus - as restated	322.18	191.02
Total shareholders' funds	**372.41**	**612.41**
Long term debt / shareholders' funds	0.31	0.19
Total debt / shareholders' funds	1.25	0.76

ANNEXURE – XXVII

DETAILS OF CONTINGENT LIABILITIES AS RESTATED

Particulars	As on 31-12-19	As on 31-03-19	As on 31-03-18	As on 31-03-17
VAT due for A.Y. 2011-12 pending before Joint commissioner of sales tax (Appeals)	4.80	-	-	-
Income tax due for A.Y. 2012-13 u/s 154 before income tax department	0.15	-	-	-
Income tax due for A.Y. 2014-15 u/s 143(1)(a) before income tax department	2.04	-	-	-
Income tax due for A.Y. 2017-18 u/s 154 before income tax department	1.15	-	-	-
Income tax due for A.Y. 2018-19 u/s 154 before income tax department	18.24	-	-	-
Total	**26.38**	**-**	**-**	**-**

ANNEXURE – XXVIII

DETAILS OF RELATED PARTY AS RESTATED

Name of Related Party	Nature of Relationship	Nature of Transaction	Transaction for the period December 31, 2019	Transaction for the year March 31, 2019	Transaction for the year March 31, 2018	Transaction for the year March 31, 2017
D.J. Corporation	Director is Proprietor	**Loan taken:-**				
		Opening bal	88.55	116.83	164.27	64.85
		Taken	105.71	409.07	251.38	196.78
		paid	191.33	437.36	298.82	97.35
		closing	2.93	88.55	116.83	164.27

		Debtors:-				
		Opening bal	-	-	0.07	-
		sale	5.31	9.99	5.20	6.75
		Receipt	5.31	9.99	5.27	6.68
		Closing	-	-	-	0.07
		Creditors:-				
		Opening bal	143.92	-	-	-
		Purchase	165.14	290.51	69.38	24.14
		payment	138.20	146.59	69.38	24.14
		Closing	170.86	143.92	-	-
Emerge Finvest Service Pvt. Ltd.	Common Director	**Loan taken:-**				
		Opening bal	-	-	2.00	-
		taken	-	-	-	2.00
		paid	-	-	2.00	-
		closing	-	-	-	2.00
Dynamic Superways & Exports Ltd.	Common Director	**Debtors:-**				
		Opening bal	-	-	0.50	-
		sale	-	-	10.39	0.50
		Receipt	-	-	10.89	-
		closing	-	-	-	0.50
		Creditors:-				
		Opening bal	-	2.53	-	
		Purchase	0.18	-	12.44	
		payment	0.10	2.53	9.91	
		closing	0.08	-	2.53	
Dinesh Muddu Kotain	Director	**Loan Taken:-**				
		Opening bal	-	3.25	-	
		taken	-	-	94.25	
		repaid	-	3.25	91.00	
		closing	-	-	3.25	
		Salary:-				
		Opening bal	0.65	0.56	0.55	-
		Due	9.22	11.40	10.75	9.88
		paid	9.12	11.31	10.74	9.32
		closing	0.75	0.65	0.56	0.55
Deepak Dattaram Salvi	Director	**Salary:-**				
		Opening bal	0.61	0.52	0.51	-
		Due	9.27	11.30	10.44	10.33
		paid	9.30	11.21	10.43	9.81
		closing	0.58	0.61	0.52	0.51
Deepak Pandurang Bhojane	Director	**Salary:-**				
		Opening bal	0.61	0.52	0.51	-
		Due	9.18	12.21	10.44	10.40
		paid	9.14	12.12	10.43	9.89
		closing	0.65	0.61	0.52	0.51
Jayashree Poojari	Director is Sister	**Salary:-**				
		Opening bal	0.08	0.07	0.07	-
		Due	1.08	1.37	1.18	1.12
		paid	1.14	1.37	1.18	1.05
		closing	0.02	0.08	0.07	0.07

ANNEXURE – XXIX

DETAILS OF ACCOUNTING RATIO AS RESTATED

Particulars	**For the Period ended December 31, 2019**	**For the year ended March 31,**		
		2019	**2018**	**2017**
Restated PAT as per P& L Account	74.86	92.38	64.79	28.95

Interest	45.72	43.79	22.61	13.07
Depreciation	45.45	57.99	40.89	26.57
Tax	31.23	41.81	25.77	15.08
EBITDA	**197.27**	**235.97**	**154.06**	**83.67**
Total Revenue	1301.60	2046.08	1730.70	1010.19
EBITDA (%)	**15.16**	**11.53**	**8.90**	**8.28**
Weighted Average Number of Equity Shares at the end of the Year/Period	5,02,320	5,02,320	5,02,320	4,83,000
Number of Equity Shares outstanding at the end of the Year/Period	5,02,320	5,02,320	5,02,320	4,83,000
Number of Equity Shares after issue of Bonus Shares post Restated financials but before signing date	3,013,920	3,013,920	3,013,920	2,898,000
Net Worth	372.41	297.55	205.15	138.42
Earnings Per Share before bonus issue				
Basic	14.90	18.39	12.90	5.99
Diluted	14.90	18.39	12.90	5.99
Return on Net Worth (%)	**20.10%**	**31.05%**	**31.58%**	**20.91%**
Net Asset Value Per Share (Rs)	**74.14**	**59.23**	**40.84**	**28.66**
Earnings Per Share after bonus issue				
Basic	**2.48**	**3.07**	**2.15**	**1.00**
Diluted	**2.48**	**3.07**	**2.15**	**1.00**
Return on Net Worth (%)	**20.10%**	**31.05%**	**31.58%**	**20.91%**
Net Asset Value Per Share (Rs)	**12.36**	**9.87**	**6.81**	**4.78**
Nominal Value per Equity share (Rs.)	10.00	10.00	10.00	10.00

1. Ratios have been calculated as below

Basic Earnings Per Share (EPS) (Rs.) — Restated Profit after Tax available to equity Shareholders / Number of Equity Shares at the end of the year/ period

Diluted Earnings Per Share (EPS (Rs.) — Restated Profit after Tax available to equity Shareholders/ Weighted Average Number of Equity Shares at the end of the year/ period

Return on Net Worth (%) — Restated Profit after Tax available to equity Shareholders / Restated Net Worth of Equity Shareholders

Net Asset Value per equity share (Rs.) — Restated Net Worth of Equity Shareholders / Number of Equity Shares outstanding at the end of the year/ period

2. EBITDA represent earning (profit/loss) before finance cost, income tax, and depreciation and amortization expenses. Extraordinary and exceptional items have been considered in the calculation of EBITDA as they were expenses items.

3. Net profit as restated, as appearing in the statement of profit and losses, has been considered for the purpose of computing the above ratios. These ratios are computed on the basis of the restated financial information of the company.

4.Earning per share calculation are done in accordance with Accounting Standard 20 "Earning per share", issued by the Institute of Chartered Accountants of India.

ANNEXURE – XXX

DETAILS OF STATEMENT OF TAX SHELTERS AS RESTATED

Particulars	For the Period Ended Dec 31, 2019	Year ended March 31, 2019	Year ended March 31, 2018	Year ended March 31, 2017
Restated Profit before tax (A)	105.568	134.365	88.121	43.635
Tax Rate (%)	27.82%	27.82%	27.55%	30.90%
MAT Rate	16.69%	20.59%	19.06%	19.06%
Adjustments :				

Permanent Differences(B)-				
Donation	0.330	0.653	0.450	0.710
Disallowed u/s 36 to 40	4.563	7.860	4.002	3.430
Total Permanent Differences(B)	**4.893**	**8.512**	**4.452**	**4.140**
Timing Differences (C)-				
Addition U/s 28 to 44DA	-	-	0.039	-
Other Head Income included in above	0.383	5.917	1.568	0.329
Difference between tax depreciation and book depreciation	1.902	12.627	8.854	1.276
Brought forward losses set off	-	5.125	0.713	0.287
Total Timing Differences (C)	**2.285**	**18.544**	**10.462**	**1.605**
Net Adjustments D = (B+C)	**7.178**	**27.056**	**14.914**	**5.745**
Other Income	0.292	0.716	0.124	0.086
Exempt Income (included in Above)	0.091	0.075	0.731	0.073
Income from Capital gain	-	5.125	0.713	0.287
Gross Total Income	**112.272**	**150.304**	**100.024**	**48.808**
Less: Brought forward losses (to the extent of GTI)	-	-	-	-
Taxable Income/(Loss) (A+D)	112.272	150.304	100.024	48.808
Restated Profit for The Purpose of MAT	**105.477**	**134.290**	**87.390**	**43.561**
Less: Adjustment related to Depreciation	-	-	-	-
Add: Amounts Written Back	-	-	-	-
Taxable Income/(Loss) as per MAT	**105.477**	**134.290**	**87.390**	**43.561**
Income Tax as returned/computed	**31.234**	**41.815**	**25.774**	**15.082**
Tax paid as per normal or MAT	**Income Tax**	**Income Tax**	**Income Tax**	**Income Tax**

ANNEXURE – XXXI

DETAILS OF REPORT OF SEGMENT

Particulars	For the Period Ended Dec 31, 2019	Year ended March 31, 2019	Year ended March 31, 2018	Year ended March 31, 2017
Printing	776.14	1,495.52	1,410.17	696.15
Courier	109.38	176.36	177.35	147.60
Transport	64.28	52.64	40.97	98.56
Mailing	202.50	268.68	86.51	55.46
Record Management & Scaning services	91.64	18.19	15.69	12.43
Manpower Supply	40.02	25.52	-	-
Newspaper Agency Sales	17.65	9.17	-	-
Total Revenue	**1,301.60**	**2,046.08**	**1,730.70**	**1,010.19**

FINANCIAL INDEBTEDNESS

Based on information provided to us and other documents of **DJ Mediaprint & Logistics Ltd** and further explanations and information provided by the management of the company, which we believe to be true and correct to the best of our information and belief, the sanction amount of financial indebtedness, principal terms of security for loan and other related details as on 31st Dec, 2019 are mentioned below.

A. SECURED LOANS

STATEMENT OF PRINCIPAL TERMS OF SECURED LOANS AND ASSETS CHARGED AS SECURITY

(Amount in Rs.)

Name of Lender	Purpose	Loan/ Agreement A/c No./Ref.No.	Sanctioned Amount (Rs.)	Rate of Interest (%)	Primary Security	EMI Amount per month	Re-Payment Terms	O/s as on March 31, 2019	O/s as on Dec 31, 2019
Cholamandalam Investment & Fin Co Ltd.	Vehicle Loan	*XVF*PKHOOOOO1651440	9,78,000	11.57	Vehicle	29,585	40 Month	1,43,739	NIL
Cholamandalam Investment & Fin Co Ltd.	Vehicle Loan	XVFPKHO00001650983	6,04,000	11.57	Vehicle	18,270	40 Month	88,766	NIL
Dewan Housing Finance Corporation Ltd (DHFL).	Machinery loan	01894741	42,79,931	13.00	Machinery	97,411	60 Month	39,10,791	33,93,378
Reliance Capital Ltd	Machinery loan	RLSRMUM000341039	37,45,500	13.50	Machinery	1,27,105	36 Month	18,51,662	8,51,010
Reliance Capital Ltd.	Machinery loan	RLSRMUM000327310	42,20,000	16.00	Machinery	1,19,596	48 Month	18,08,458	9,01,822
Saraswat Bank	Machinery loan	SRCB/FORT011	37,60,000	11.65	Machinery	65,400	84 Month	34,25,094	30,47,583
AU Small Finance Bank	O/D	1721234612310421	1,90,00,000	11.75	O/D		Repayable on Demand	1,82,20,685	1,98,34,346
Subtotal			**3,65,87,431**					**2,94,49,195**	**2,80,28,140**

In addition of the primary security for the above facilities, following properties are offered as collateral security for the limit sanctioned by AU Small Finance Bank:-

Sr. No.	Facility	Property Detailed
1.	**AU Small Finance Bank Overdraft Facility**	**A.** Exclusive charge by way of Hypothecation on Current assets and movable fixed assets both present & future.
		B. Equitable mortgage of properties mentioned below of Unit No.205, 206, 207, 208 And 209- Second Floor, Building No.A-2, Print World Industrial Complex, Village Vehele, Taluka Bhiwandi, District – Thane 421305 owned by Mr. Dinesh Muddu Kotian**.**
2.	The facility is further secured by personal guarantee of following are : • Mr. Dinesh Muddu Kotian • Mr. Deepak Pandurang Bhojane • Mrs. Surekha Dinesh Kotian.	

Other general conditions are :-

1. **12 Month average of 1 year T- Bill + 4.92 % i.e. 11.75 % p.a. variable to be reset every quarter and interest to be paid on monthly basis. At present 12 Month average of 1 year T- Bill is 6.83 %. Bank shall at any time or time to time be entitled to vary the interest rate and margin based on Credit Risk Assessment of the Borrower at its sole discretion.**

2. **Quarterly, first reset date shall be on 31.03.2018 and then on last day of every subsequent quarter.**

3. **25 % on Stock and Debtors < 90 days less Creditors.**

4. **Following amount shall not be included In calculation of drawing power of the customer and shall be declared by the borrower at the time of submitting stock statement:**
   - **Group concerns appearing in debtors/ creditors**
   - **Bills discounted against L C**

B. Unsecured Loans:

STATEMENT OF TERMS & CONDITIONS OF UNSECURED LOANS

Name of Lender	Purpose	Rate of Interest (%)	EMI Amount	Re-Payment Terms	Outstanding as on March 31, 2019	Outstanding as on December 31, 2019
Bajaj Finserv	Business Loan (Flexi)	18.00	53,052.00	48 Months	-	17,06,000
Capital First Ltd	Business Loan	16.50	1,08,338.00	36 Months	28,58,465	22,01,867
Deutsche Bank .	Business Loan	17.25	1,78,886.00	36 Months	45,24,485	34,47,457
IndusInd Bank .	Business Loan	18.50	1,27,413.00	36 Months	31,78,018	24,29,188
Tata Capital Financial Services Ltd.	Business Loan	18.00	2,49,621.00	24 Months	42,59,500	--
Tata Capital Financial Services Ltd.- Fresh Loan	Business Loan	18.00	432582.00	24 Months	-	60,60,000
DJ Corporation					88,55,104	2,92,715
Yes Bank	Unsecured O/D	18.00			--	23,21,143
Total Unsecured Loans					**2,36,75,572**	**1,84,58,370**

For and on behalf of
ADV & Associates
Chartered Accountants
FRN.128045W
PRC No. - 011269

Sd/-
Prakash Mandhaniya
Partner
Membership No.: 421679
Place: Mumbai
Dated: 26.02.2020

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITIONS AND RESULTS OF OPERATIONS

You should read the following discussion of our financial condition and results of operations together with our restated financial statements for the period nine-months ended December 31, 2019 and for the financial year ended on 31st March 2019, 31st March 2018 and 31st March 2017 including the notes and significant accounting policies thereto and the reports thereon, which appear elsewhere in this draft prospectus. You should also see the section titled "Risk Factors" beginning on page 18 *of this draft prospectus, which discusses a number of factors and contingencies that could impact our financial condition and results of operations. The following discussion relates to our Company, unless otherwise stated, is based on restated audited financial statements.*

These financial statements have been prepared in accordance with Ind GAAP*, the Companies Act and the SEBI (ICDR) Regulations and restated as described in the report of our auditors dated February 26, 2020 which is included in this draft prospectus under the section titled "Financial Information" beginning on page* 117 *of this draft prospectus. The restated financial statements have been prepared on a basis that differs in certain material respects from generally accepted accounting principles in other jurisdictions, including US GAAP and IFRS. We do not provide a reconciliation of our restated financial statements to US GAAP or IFRS and we have not otherwise quantified or identified the impact of the differences between Indian GAAP and U.S. GAAP or IFRS as applied to our restated financial statements.*

This discussion contains forward-looking statements and reflects our current views with respect to future events and financial performance. Actual results may differ materially from those anticipated in these forward-looking statements as a result of certain factors such as those described under "Risk Factors" and "Forward Looking Statements" beginning on pages 18 *and* 13 *respectively, and elsewhere in this draft prospectus.*

Accordingly, the degree to which the financial statements in this draft prospectus will provide meaningful information depends entirely on such potential investor's level of familiarity with Indian accounting practices. Our F.Y. ends on March 31 of each year; therefore, all references to a particular fiscal are to the twelve-month period ended March 31 of that year. Please also refer to section titled "Certain Conventions, Use of Financial, Industry and Market Data and Currency Presentation" beginning on page 11 *of this draft prospectus.*

BUSINESS OVERVIEW

For Detailed information on our business, please refer to chapter titled "Our Business" beginning from page no. 65 *of this draft prospectus*

SIGNIFICANT DEVELOPMENTS SUBSEQUENT TO THE LAST AUDITED PERIOD

In the opinion of the Board of Directors of our Company, since the date of the last audited period i.e. December 31, 2019 as disclosed in this draft prospectus, there have not arisen any circumstance that materially or adversely affect or are likely to affect the trading or profitability of our Company or the value of its assets or its ability to pay its material liabilities within the next twelve months except as follows:

1. The Board of Directors have decided to get their equity shares listed on SME Platform of BSE Limited and pursuant to Section 62(1)(c) of the Companies Act 2013, by a resolution passed at its meeting held on February 18, 2020, proposed the Issue, subject to the approval of the shareholders and such other authorities as may be necessary.

2. The shareholders of the Company have, pursuant to Section 62(1)(c) of the Companies Act 2013, by a special resolution passed in the Extra Ordinary General Meeting held on February 20, 2020 authorized the Initial Public Offer.

3. The company has issued Bonus Shares in the Ratio of 5 (Five) New Equity Share for every 1 (One) Equity Share held (i.e. the ratio of 5:1 shares) at the Board Meeting held on February 18, 2020 i.e. post restated period. For more information, please refer to section titled Capital Structure beginning on page 40 of this draft prospectus.

KEY FACTORS AFFECTING OUR RESULTS OF OPERATION

1. Our dependence on limited number of customers for a significant portion of our revenues;
2. Any failure to comply with the financial and restrictive covenants under our financing arrangements;
3. Our ability to retain and hire key employees or maintain good relations with our workforce;
4. Impact of any reduction in sales of our services/products;
5. Rapid Technological advancement and inability to keep pace with the change;
6. Increased competition in industries/sector in which we operate;
7. General economic and business conditions in India and in the markets in which we operate and in the local, regional and national economies;
8. Changes in laws and regulations relating to the Sectors in which we operate;
9. Political instability or changes in the Government in India or in the government of the states where we operate could cause us significant adverse effects;

10. Any adverse outcome in the legal proceedings in which we/our promoters may be involved;
11. Failure to obtain any applicable approvals, licenses, registrations and permits in a timely manner;
12. Occurrence of natural or man-made disasters could adversely affect our results of operations and financial condition and
13. Our inability to successfully diversify our product offerings may adversely affect our growth and negatively impact our profitability.

SIGNIFICANT ACCOUNTING POLICIES:

Our significant accounting policies are described in the section entitled "Financial Statements as Restated" beginning from page no. 117 of the draft prospectus

SUMMARY OF THE RESULTS OF OPERATION:

The following table sets forth select financial data from restated profit and loss accounts for the period nine-months ended December 31, 2019 and for the financial year ended on 31st March 2019, 31st March 2018 and 31st March 2017 and the components of which are also expressed as a percentage of total income for such periods.

(Rs. in Lakhs)

Particulars	For the period/year ended							
	31-12-2019	% of Total Revenue	31-03-2019	% of Total Revenue	31-03-2018	% of Total Revenue	31-03-2017	% of Total Revenue
(1) Revenue								
(a) Revenue from Operations	1,301.60	99.22%	2,046.08	98.97%	1,730.70	99.83%	1,010.19	99.97%
(b) Other Income	10.28	0.78%	21.23	1.03%	2.96	0.17%	0.35	0.03%
Total Revenue (1)	**1,311.88**	**100.00%**	**2,067.31**	**100.00%**	**1,733.66**	**100.00%**	**1,010.54**	**100.00%**
(2) Expenses								
(a) Cost of Material Consumed	961.61	73.30%	1,661.90	80.39%	1,350.03	77.87%	757.46	74.96%
(b) Change in Inventory	-105.19	-8.02%	-167.19	-8.09%	-16.60	-0.96%	-6.53	-0.65%
(c) Employee Benefit Expenses	132.63	10.11%	153.42	7.42%	105.56	6.09%	106.41	10.53%
(d) Other Expenses	119.73	9.13%	175.39	8.48%	137.76	7.95%	66.30	6.56%
Total Expenses (2)	**1,108.78**	**84.52%**	**1,823.52**	**88.21%**	**1,576.75**	**90.95%**	**923.64**	**91.40%**
(3) Profit/(Loss) before Interest, Depreciation and Tax (1-2)	**203.10**	**15.48%**	**243.79**	**11.79%**	**156.91**	**9.05%**	**86.90**	**8.60%**
Depreciation & Amortisation Expenses	45.45	3.46%	57.99	2.81%	40.89	2.36%	26.57	2.63%
(4) Profit/(Loss) before Interest and Tax	**157.65**	**12.02%**	**185.80**	**8.99%**	**116.02**	**6.69%**	**60.34**	**5.97%**
Financial Charges	47.65	3.63%	51.43	2.49%	27.90	1.61%	14.63	1.45%
(5) Profit/(Loss) before Tax	**110.00**	**8.38%**	**134.37**	**6.50%**	**88.12**	**5.08%**	**45.71**	**4.52%**
Prior Period Items	4.43	0.34%	3.68	0.18%	-	0.00%	2.07	0.20%
(6) Profit/(Loss) before Tax	**105.57**	**8.05%**	**130.69**	**6.32%**	**88.12**	**5.08%**	**43.64**	**4.32%**
Tax expense								
(a) Current Tax	31.23	2.38%	41.81	2.02%	25.77	1.49%	15.08	1.49%
(b) Deferred Tax	-0.53	-0.04%	-3.51	-0.17%	-2.44	-0.14%	-0.39	-0.04%
(c) MAT Credit	-	0.00%	-	0.00%	-	0.00%	-	0.00%
Total Tax Expenses	**30.70**	**2.34%**	**38.30**	**1.85%**	**23.33**	**1.35%**	**14.69**	**1.45%**
(7) Profit/(Loss) for the period/ year	**74.86**	**5.71%**	**92.38**	**4.47%**	**64.79**	**3.74%**	**28.95**	**2.86%**

KEY COMPONENTS OF COMPANY'S PROFIT AND LOSS STATEMENT

Revenue: Our revenue comprises of revenue from operations and other income.

Revenue from operation: Revenue from operations mainly consists of revenue from Integrated Printing, Logistics and Courier solutions, Bulk Mailing, Speed Post, Records Management, Manpower Supply, Return of Post Management, Bulk Scanning, Moving, Newspaper Print Advertising services and other related services.

Other Income: Other income mostly comprises of Rental Income and Income from miscellaneous investment.

Expenses: Company's expenses consist of Cost of material consumed, Employees Benefit Expenses, Finance/Bank Cost, Depreciation and Other Expenses.

Cost of Material Consumed: Cost of material consumed mainly consist of expenses mainly related to utilisation of Raw Materials and allied expenses related to our sales.

Employee Benefits Expense: Employee benefit expense includes Salary & wages and Staff Welfare Expenses.

Finance/Bank Cost: It's basically interest expenses as the company is availing loan from any Bank/FIs.

Depreciation and Amortization Expense: Depreciation is calculated using the Written down value method to allocate their cost, net of their residual values, over their estimated useful lives as prescribed in Part C of Schedule ll of the Companies Act, 2013.

Other Expenses: Other expenses mainly consist of Electricity Expenses, Office Rent, Conveyance & Travelling, Diesel & Petrol, Transportation & Distribution Expenses, Repair & Maintenance, Freight & Forwarding Expenses, Legal & Professional Expenses, and other miscellaneous charges etc.

FINANCIAL PERFORMANCE HIGHLIGHTS FOR THE NINE-MONTH PERIOD ENDED DECEMBER 31, 2019.

Total Income: Our Company's total income during the nine-month period ended December 31, 2019 was ₹1311.88 Lakhs consist of revenue from our operation.

Total Expenses: The total expenditure excluding depreciation, Interest and tax amount, during the nine-month period ended December 31, 2019 was ₹1108.78 Lacs. The total expenditure represents 84.52% of the total income. The total expenses are represented by Cost of material consumed, Change in Inventories, Employee Benefits Expense and other expenses etc. The main constituent of total expenditure is Cost of material consumed, which is ₹961.61 Lacs, 73.30% of total income.

Depreciation and Amortization Expense: The total depreciation expenses for the nine-month period ended December 31, 2019 was ₹45.45 Lakhs, 3.46% of total income.

Finance Cost: The total interest cost for the nine-month period ended December 31, 2019 was ₹47.65 Lakhs, 3.63% of total income.

Tax Expenses: Our tax expenses during the nine-month period ended December 31, 2019, was estimated at ₹30.70 Lakhs representing 2.37% of total income.

Profit/ (Loss) after tax: The restated net profit during the nine-month period ended December 31, 2019 was ₹74.86 Lacs representing 5.71% of the total income of the Company.

COMPARISON OF THE FINANCIAL PERFORMANCE OF FISCAL 2019 WITH FISCAL 2018

Total Income: During the FY 2018-19 the revenue from operation and other income of the company increased to ₹2067.31 Lacs as against ₹1733.66 Lacs in the FY 2017-18, representing an increase of 19.25% of the revenue from operation. This increase was mainly due to increase in volume from operations.

Total Expenses: The total expenditure excluding depreciation, Interest and tax amount, for the FY 2018-19 has increased to ₹1823.52 Lacs as against ₹1576.75 Lacs in the FY 2017-18, representing an increase of 15.65% from the FY 2017-18. This increase was mainly due to increase in volume of operation during the FY as mentioned in revenue from operation above.

Cost of Material consumed: Cost of Material consumed for the FY 2018-2019 has increased to ₹1661.90 Lacs as against ₹1350.03 Lacs in the FY 2017-18, representing increase of 23.10% from FY 2017-2018. Cost of Material consumed is increased due to increase in volume of operation during the FY as mentioned in revenue from operation above.

Employee Benefits Expense: The Employee Benefits Expense for the FY 2018-2019 has increased to ₹153.42 Lacs as against ₹105.56 Lacs in the FY 2017-18. This increase was mainly due to increase in volume of operation during the FY as mentioned in revenue from operation above.

Finance Expenses: The finance cost of the company for the FY 2018-19 has increased to ₹51.43 Lacs as against ₹27.90 Lacs in the FY 2017-18 due to increase in loan during the period.

Depreciation and Amortization Expense: The Depreciation and Amortization Expense for 2018-19 has increased to ₹57.99 Lacs as against ₹40.89 Lacs in the FY 2017-18. The increase in depreciation was mainly due to addition of new assets during the period.

Profit/ (Loss) Before Tax: Profit before and Tax for FY 2018-19 has increased to ₹130.69 Lacs as against ₹88.12 Lacs in the FY 2017-18. The increase in profit before tax was 48.31% due to increase in sales volumes thereby absorbing our fixed cost.

Profit/ (Loss) After Tax: The restated Profit after Tax for FY 2018-19 has increased to ₹92.38 Lacs as against ₹64.79 Lacs in the FY 2017-18. The increase in profit before tax was 42.58% due to increase in sales volumes thereby absorbing our fixed cost.

COMPARISON OF THE FINANCIAL PERFORMANCE OF FISCAL 2018 WITH FISCAL 2017

Total Income: During the FY 2017-18 the revenue from operation and other income of the company increased to ₹1733.66 Lacs as against ₹1010.54 Lacs in the FY 2016-17, representing an increase of 71.56% of the revenue from operation. This increase was mainly due to increase in revenue from operations.

Total Expenses: The total expenditure excluding depreciation, Interest and tax amount, for the FY 2017-18 has increased to ₹1576.75 Lacs as against ₹923.64 Lacs in the FY 2016-17, representing an increase of 70.71% from the FY 2016-17. This increase was mainly due to increase in volume of operation during the FY as mentioned in revenue from operation above.

Cost of Material consumed: Cost of Material consumed for the FY 2017-2018 has increased to ₹1350.03 Lacs as against ₹757.46 Lacs in the FY 2016-17, representing increase of 78.23% from FY 2016-2017. Cost of Material consumed is increased due to increase in volume of operation during the FY as mentioned in revenue from operation above.

Employee Benefits Expense: The Employee Benefits Expense for the FY 2017-2018 has slightly decreased to ₹105.56 Lacs as against ₹106.41 Lacs in the FY 2016-17.

Finance Expenses: The finance cost of the company for the FY 2017-18 has increased to ₹27.90 Lacs as against ₹14.63 Lacs in the FY 2016-17 due to increase in loan during the period.

Depreciation and Amortization Expense: The Depreciation and Amortization Expense for 2017-18 has increased to ₹40.89 Lacs as against ₹26.57 Lacs in the FY 2016-17. The increase in depreciation was mainly due to addition of new assets during the period.

Profit/ (Loss) Before Tax: Profit before and Tax for FY 2017-18 has increased to ₹88.12 Lacs as against ₹43.64 Lacs in the FY 2016-17. The increase in profit before tax was 101.92% due to increase in sales volumes thereby absorbing our fixed cost.

Profit/ (Loss) After Tax: The restated Profit after Tax for FY 2017-18 has increased to ₹64.79 Lacs as against ₹28.95 Lacs in the FY 2016-17. The increase in profit after tax was 123.80% due to increase in sales volumes thereby absorbing our fixed cost and reducing of corporate tax rate for the FY 2017-18.

An analysis of reasons for the changes in significant items of income and expenditure is given hereunder:

1. ***Unusual or infrequent events or transactions***
   Except as described in this Draft Prospectus, during the periods under review there have been no transactions or events, which in our best judgment, would be considered unusual or infrequent

2. ***Significant economic changes that materially affected or are likely to affect income from continuing operations.***
   There are no significant economic changes that may materially affect or likely to affect income from continuing operations. However, Government policies governing the sector in which we operate as well as the overall growth of the Indian economy has a significant bearing on our operations. Major changes in these factors can significantly impact income from continuing operations.

3. ***Known trends or uncertainties that have had or are expected to have a material adverse impact on sales, revenue or income from continuing operations.***
   Except as described in this Draft Prospectus, in our opinion there are no other known trends or uncertainties that have had or are expected to have a material adverse impact on revenue or income from continuing operations.

4. ***Expected Future changes in relationship between costs and revenues***
   Our Company's future costs and revenues will be determined by demand/supply situation, Government Policies and Currency fluctuations.

5. ***Extent to which material increases in net sales or revenue are due to increased sales volume, introduction of new products or increased sales prices***
   Changes in revenue in the last three financial years are as explained in the part "Comparison of the financial performance of Fiscal 2019 with Fiscal 2018 and Comparison of the financial performance of Fiscal 2018 with Fiscal 2017" above as well for the nine-month period ended December 31, 2019.

6. ***Total turnover of each major industry segment in which our Company operates***

Particulars	For the Period Ended Dec 31, 2019	Year ended March 31, 2019	Year ended March 31, 2018	Year ended March 31, 2017
Printing	776.14	1,495.52	1,410.17	696.15
Courier	109.38	176.36	177.35	147.60
Transport	64.28	52.64	40.97	98.56
Mailing	202.50	268.68	86.51	55.46
Record Management & Scanning services	91.64	18.19	15.69	12.43
Manpower Supply	40.02	25.52	-	-
Newspaper Agency Sales	17.65	9.17	-	-
Total Revenue	**1,301.60**	**2,046.08**	**1,730.70**	**1,010.19**

7. ***Status of any publicly announced New Products or Business Segment***
   Our Company has not announced any new product other than disclosed in this draft prospectus.

8. ***Seasonality of business***
   Currently, our company's business is not seasonable in nature.

9. ***Competitive conditions***
   Competitive conditions are as described under the Chapters "***Industry Overview***" and "***Our Business***" beginning on page 58 and 65 respectively of the draft prospectus.

10. ***Details of material developments after the date of last balance sheet i.e. December 31, 2019.***
    Except as mentioned in this draft prospectus, no material circumstances have arisen since the date of last financial statement until the date of filing the draft prospectus, which materially and adversely affect or are likely to affect the operations or profitability of our Company, or value of its assets, or its ability to pay its liability within next twelve months.

SECTION X: LEGAL AND OTHER INFORMATION

OUTSTANDING LITIGATION AND MATERIAL DEVELOPMENTS

Except as described below, there are no outstanding litigations, suits, civil or criminal prosecutions or proceedings against our Company, our Directors, our Promoters and Entities Promoted by our Promoters before any judicial, quasi-judicial, arbitral or administrative tribunals or any disputes, tax liabilities, non-payment of statutory dues, over dues to banks/financial institutions, defaults against banks/financial institutions, defaults in dues towards instrument holders like debenture holders, fixed deposits, defaults in creation of full security as per terms of issue/ other liabilities, proceedings initiated for economic/ civil/ any other offences (including past cases where penalties may or may not have been imposed and irrespective of whether they are specified under paragraph (i) of Part1of Schedule XIII of the Companies Act, 1956 and/or paragraph (i) of Part I of Schedule V of the Companies Act, 2013) against our Company, our Directors, our Promoters and the Entities Promoted by our Promoters, except the following:

Our Board, in its meeting held on February 18, 2020 has adopted a policy for identification of Group Companies, material creditors and material legal proceedings ("Materiality Policy").

Further, except as stated herein, there are no past cases in which penalties have been imposed on our Company, the Promoters, directors, Promoter Group companies and there is no outstanding litigation against any other company whose outcome could have a material adverse effect on the position of our Company. Neither our Company nor its Promoters, members of the Promoter Group, Subsidiaries, associates and Directors have been declared as willful defaulters by the RBI or any other Governmental authority and, except as disclosed in this section in relation to litigation, there are no violations of securities laws committed by them in the past or pending against them.

Further, apart from those as stated below, there are no show-cause notices / claims served on the Company, its Promoters, its Directors or it's Group Companies from any statutory authority / revenue authority that would have a material adverse effect on our business.

Unless stated to the contrary, the information provided below is as of the date of this draft prospectus.

I. CONTINGENT LIABILITIES OF OUR COMPANY

Contingent Liability of Rs.26.38 Lacs as per Audited Restated Balance Sheet.

II. LITIGATION INVOLVING OUR COMPANY

A. LITIGATION AGAINST OUR COMPANY

1. **Litigation Involving Criminal matters:** Nil

2. **Litigation Involving Actions by Statutory/Regulatory Authorities:** Nil

3. **Litigation involving Tax Liabilities**

   (i) **Direct Tax Liabilities:** As mentioned below

A. Y.	Section Code	Date of Demand	Amount	Particulars
2012-13	154	29-03-2017	15,120	The demand has not been disputed neither any appeal has been filed. The matter is pending with the department.
2014-15	143(1)(a)	22-04-2015	2,04,140	The IT Department vide its demand Id no. 2015201437002398301C raised a demand on the Company on 22-04-2015 for non-payment of self-assessment tax of Rs.2,04,140/-. The Company vide its letter dated 03-02-2020 has denied its liability and submitted its reply and stated that all the taxes has been duly paid by the Company. **Current Status:** Matter is pending with the department.
2017-18	154	14-05-2019	1,14,610	The IT Department vide its demand Id no. 2019201737024553125C raised a demand on the Company on 14-05-2019 for non-payment of self-assessment tax of Rs.1,14,610/-.

				The Company vide its letter dated 03-02-2020 has denied its liability and submitted its reply and stated that all the taxes has been duly paid by the Company. **Current Status:** Matter is pending with the department.
2018-19	154	04-02-2020	18,23,730	The IT Department vide its demand Id no. 2019201837102289293C raised a demand on the Company on 04-02-2020 for non-payment of self-assessment tax of Rs.18,09,370/-. The Company vide its letter dated 03-02-2020 has denied its liability and submitted its reply and stated that all the taxes has been duly paid by the Company. **Current Status:** Matter is pending with the department.
		Total	**21,57,600**	

(ii) Indirect Taxes Liabilities: Nil

A. Y. 2011-12	VAT Demand	Rs. 4,80,171	Pending with Joint Commissioner of Sales Tax (Appeals), VAT

Note: *Pursuant to the above demand, the IDBI Bank Account of the Company was freezed by the department on 20th September, 2019 inspite of an order for stay which was granted by the office of Dy. Commoner of Sales Tax (Appeals) on 26th June, 2019. Subsequently, the said bank account was released by the department vide its letter 25th September, 2019.*

4. **Other Pending Litigations:** Nil

B. CASES FILED BY OUR COMPANY

1. **Litigation Involving Criminal matters:** Nil
2. **Litigation Involving Actions by Statutory/Regulatory Authorities:** Nil
3. **Litigation involving Tax Liabilities:**

   (i) Direct Tax Liabilities: Nil

   (ii) Indirect Taxes Liabilities: Nil
4. **Other Pending Litigations:** Nil

III. LITIGATION INVOLVING OUR DIRECTORS

A. LITIGATION AGAINST OUR DIRECTORS

1. **Litigation Involving Criminal/Civil matters:** Nil
2. **Litigation Involving Actions by Statutory/Regulatory Authorities:** Nil
3. **Litigation involving Tax Liabilities**

   (i) Direct Tax Liabilities: As mentioned below

Mr. Dinesh Muddu Kotian – Managing Director

A. Y.	Section Code	Date of Demand	Amount	Current Status
2008-09	143(1)	03-03-2010	3,91,615	The demand has not been disputed neither any appeal has been filed. The matter is pending with the department.
2009-10	154	11-01-2012	31,300	The demand has been disputed. The matter is pending with the department.
2010-11	143(1)(a)	09-03-2012	4,11,980	The demand has been disputed. The matter is pending with the department.

2011-12	143(1)(a)	25-12-2012	4,09,580	The demand has been disputed. The matter is pending with the department.
2012-13	154	03-04-2017	3,63,060	The demand has been disputed. The matter is pending with the department.
2013-14	154	17-03-2018	3,66,790	The demand has been disputed. The matter is pending with the department.
2017-18	154	22-08-2019	15,80,460	The demand has been disputed. The matter is pending with the department.
2018-19	154	10-02-2020	21,28,870	The demand has been disputed. The matter is pending with the department.
		Total	**56,83,655**	

Mr. Deepak Pandurang Bhojane - Whole Time Director

A. Y.	Section Code	Date of Demand	Amount	Current Status
2018-19	143(1)(a)	19-02-2019	6,040	The demand has not been disputed neither any appeal has been filed. The matter is pending with the department.

Mr. Deepak Dattaram Salvi - Whole Time Director

A. Y.	Section Code	Date of Demand	Amount	Current Status
2012-13	220(2)	25-01-2016	260	The demand has not been disputed neither any appeal has been filed. The matter is pending with the department.
2018-19	143(1)(a)	13-02-2019	470	The demand has not been disputed neither any appeal has been filed. The matter is pending with the department.
		Total	**730**	

(ii) Indirect Taxes Liabilities: Nil

4. Other Pending Litigations: Nil

B. LITIGATION FILED BY OUR DIRECTORS

1. Litigation Involving Criminal/Civil matters: Nil

2. Litigation Involving Actions by Statutory/Regulatory Authorities: Nil

3. Litigation involving Tax Liabilities

(i) Direct Tax Liabilities: Nil

(ii) Indirect Taxes Liabilities: Nil

4. Other Pending Litigations: Nil

IV. <u>LITIGATION INVOLVING OUR PROMOTERS AND PROMOTER GROUP</u>

A. LITIGATION AGAINST OUR PROMOTERS AND PROMOTER GROUP

1. Litigation Involving Criminal matters: Nil

2. Litigation Involving Actions by Statutory/Regulatory Authorities: Nil

3. Litigation involving Tax Liabilities

(i) Direct Tax Liabilities: As mentioned below:

Mr. Dinesh Muddu Kotian – Managing Director

A. Y.	Section Code	Date of Demand	Amount	Current Status
2008-09	143(1)	03-03-2010	3,91,615	The demand has not been disputed neither any appeal has been filed. The matter is pending with the department.
2009-10	154	11-01-2012	31,300	The demand has been disputed. The matter is pending with the department.

2010-11	143(1)(a)	09-03-2012	4,11,980	The demand has been disputed. The matter is pending with the department.
2011-12	143(1)(a)	25-12-2012	4,09,580	The demand has been disputed. The matter is pending with the department.
2012-13	154	03-04-2017	3,63,060	The demand has been disputed. The matter is pending with the department.
2013-14	154	17-03-2018	3,66,790	The demand has been disputed. The matter is pending with the department.
2017-18	154	22-08-2019	15,80,460	The demand has been disputed. The matter is pending with the department.
2018-19	154	10-02-2020	21,28,870	The demand has been disputed. The matter is pending with the department.
		Total	**56,83,655**	

(ii) Indirect Taxes Liabilities: Nil

4. Other Pending Litigations: Nil

B. LITIGATION FILED BY OUR PROMOTERS AND PROMOTER GROUP

1. Litigation Involving Criminal matters: Nil

2. Litigation Involving Actions by Statutory/Regulatory Authorities: Nil

3. Litigation involving Tax Liabilities

(i) Direct Tax Liabilities: Nil

(ii) Indirect Taxes Liabilities: Nil

4. Other Pending Litigations: Nil

V. LITIGATION INVOLVING OUR GROUP ENTITIES

1. Litigation Involving Criminal matters: Nil

2. Litigation Involving Actions by Statutory/Regulatory Authorities: Nil

3. Litigation involving Tax Liabilities

(i) Direct Tax Liabilities:

Pansecure Record Storage Management LLP - Group Entity

A. Y.	Section Code	Date of Demand	Amount	Current Status
2019-20	143(1)(a)	In Process	Not Quantifiable at this stage	Unknown

Dynamic Superways and Exports Limited - Group Entity

A. Y.	Section Code	Date of Demand	Amount	Current Status
2010-11	154	29-06-2012	20,500	The demand has not been disputed neither any appeal has been filed. The matter is pending with the department.
2018-19	143(1)(a)	30-07-2019	7,740	The demand has not been disputed neither any appeal has been filed. The matter is pending with the department.
		Total	**28,240**	

Sterling Hotels – Group Entity

A. Y.	Section Code	Date of Demand	Amount	Current Status
2019-20	143(1)(a)	In Process	Not Quantifiable at this stage	Unknown

(ii) Indirect Taxes Liabilities: Nil

4. Other Pending Litigations: Nil

VI. Penalties imposed in past cases for the last five years: Nil

OUTSTANDING DUES TO SMALL SCALE UNDERTAKINGS OR ANY OTHER CREDITORS

There are no disputes with such entities in relation to payments to be made to our Creditors. The details pertaining to amounts due towards such creditors are available on the website of our Company.

Below are the details of the Creditors where outstanding amount as on December 31, 2019:

Name	Balance as on December 31, 2019
Total Outstanding dues to Micro and Small & Medium Enterprises (MSME)*	Rs.42,583
Total Outstanding dues to Creditors other than MSME#	Rs.6,02,22,662

** Amount due to entities covered under Micro, Small and Medium Enterprises as defined in the Micro, Small, Medium Enterprises Development Act, 2006, is not available with us as we are in the process of Compiling the information from our vendors.*
 # As per restated audited balance sheet.

Outstanding Litigations involving the Company or involving any other person or company whose outcome may have a material adverse effect on the Company's results of operations or financial position.
Except as described above, as on date of this draft prospectus, there are no outstanding litigations involving the Company, or involving any other person or company whose outcome may have a material adverse effect on the Company's results of operations or financial position.

There are no litigations or legal actions, pending or taken, by any Ministry or Department of the Government or a statutory authority against our Promoters during the last 5 years.

Pending proceedings initiated against our Company for economic offences.
There are no pending proceedings initiated against our Company for economic offences.

Inquiries, investigations etc. instituted under the Companies Act, 2013 or any previous Companies enactment in the last 5 years against our Company.
There are no inquiries, investigations etc. instituted under the Companies Act or any previous Companies enactment in the last 5 years against our Company.

Material Fraud against our Company in the last five years
There has been no material fraud committed against our Company in the last five years.

Fines imposed or compounding of offences for default
There are no fines imposed or compounding of offences for default or outstanding defaults.

Non-Payment of Statutory Dues
Except as disclosed in the chapter titled "***Financial Statements***" beginning on pages 117 there are have been no defaults or outstanding defaults in the payment of statutory dues payable under the Employees Provident Funds and Miscellaneous Provisions Act, 1952 and the Employees State Insurance Act, 1948.

MATERIAL DEVELOPMENTS OCCURING AFTER LAST BALANCE SHEET DATE
Except as disclosed in Chapter titled ***"Management's Discussion & Analysis of Financial Conditions & Results of Operations"*** beginning on page 143 of this draft prospectus, there have been no material developments that have occurred after the Last Balance Sheet Date.

GOVERNMENT AND OTHER APPROVALS

GOVERNMENT & OTHER KEY APPROVALS

Our Company has received the necessary licenses, permissions and approvals from the Central and State Governments and other government agencies/regulatory authorities/certification bodies required to undertake the Issue or continue our business activities. In view of the approvals listed below, we can undertake the Issue and our current business activities and no further major approvals from any governmental/regulatory authority, or any other entity are required to be undertaken, in respect of the Issue or to continue our business activities. It must, however, be distinctly understood that in granting the above approvals, the Government of India and other authorities do not take any responsibility for the financial soundness of our Company or for the correctness of any of the statements or any commitments made or opinions expressed in this behalf.

The main objects clause of the Memorandum of Association of our Company and the objects incidental, enable our Company to carry out its activities.

B. APPROVALS FOR THE ISSUE

The following approvals have been obtained or will be obtained in connection with the Issue:

1. The Board of Directors have, pursuant to Section 62(1)(c) of the Companies Act, 2013, by a resolution passed at its meeting held on February 18, 2020 authorized the Issue, subject to the approval of the shareholders and such other authorities as may be necessary.

2. The shareholders of our Company have, pursuant to Section 62(1)(c) of the Companies Act, 2013, by a special resolution passed in the Extra Ordinary General Meeting held on February 20, 2020 authorized the Issue.

3. Our company has obtained In-principle approval dated [●] from the BSE to use the name of BSE for listing of the Equity Shares issued by our Company pursuant to the Issue.

4. The International Securities Identification Number (**"ISIN"**) of our Company is **"INE0B1K01014"**.

C. APPROVALS PERTAINING TO INCORPORATION OF OUR COMPANY

Sr. No.	Description	Authority	Registration Number	Date of Certificate	Date of Expiry
1	Certificate of Incorporation in the name of *"**DJ Logistic Solutions Private Limited**"*	ROC-Mumbai	U60232MH2009PTC190567	February 24, 2009	Valid until Cancelled
2	Fresh Certificate of Incorporation pursuant to change of name to *"**DJ Mediaprint & Logistics Private Limited**"*	ROC-Mumbai	U60232MH2009PTC190567	December 08, 2017	Valid until Cancelled
3	Fresh Certificate of Incorporation consequent upon conversion to Public Limited Company as *"**DJ Mediaprint & Logistics Limited**"*	ROC-Mumbai	U60232MH2009PLC190567	December 19, 2017	Valid until Cancelled

D. BUSINESS RELATED APPROVALS

Approvals/registration valid

Sr. No.	Description	Unit Location	Authority	Registration Number	Date of Certificate	Date of Expiry
1	Permanent Account Number (PAN)	Mumbai	Income Tax Department	AADCD1937H	05-06-2018	Valid until Cancelled
2	Tax Deduction Account No. (TAN)	Mumbai	Income Tax Department	MUMD17275G	03-05-2018	Valid until Cancelled
3	Goods & Services Tax (GST)	Mumbai	Government of India	27AADCD1937H1ZQ	06-02-2018	Valid until Cancelled
4	Goods & Services Tax (GST)	Delhi	Government of India	07AADCD1937H1ZS	20-02-2018	Valid until Cancelled
5	Udyog Aadhaar MSME Registration Certificate	Mumbai	Ministry of Micro, Small & Medium Enterprises	MH18B0005119	13-07-2016	Valid until Cancelled
6	Government Purchase Enlistment Certificate	Mumbai	The National Small Industries Corporation Limited	NSIC/GP/AND/2015/0019669	16-05-2018	13-03-2020

7	Registration Certificate of shop or commercial Establishment	Mumbai	Maharashtra Shops & Establishment Act, 2017	820046922/CWARD/ Commercial-II	26-04-2019	Valid until Cancelled
8	Registration Certificate for Employees Provident Fund^	Mumbai	Employees' Provident Fund Organisation	MH/BAN/126396	16-06-2010	Valid until Cancelled
9	Registration for ESI Act^	Delhi	Employees' State Insurance Corporation, Delhi	11340293650010803	22-02-2016	Valid until Cancelled
10	Registration for ESI Act^	Mumbai	Employees' State Insurance Corporation, Delhi	34000293650000803	03-03-2014	Valid until Cancelled
11	Registration for ISO 9001:2015	Mumbai	ROHS Certification Private Limited	18DQCQ36	13-02-2018	12-02-2021
12	Registration for ISO 27001:2013	Mumbai	International Quality Certification Services UK Limited	19ZECO01673IS	28-03-2019	27-03-2022
13	Professional Tax Certificate^	Mumbai	Nodal Officer, M VAT	27055223225P	17-08-2010	Valid until Cancelled
14	VAT Registration Certificate	Mumbai	Maharashtra Value Added Tax	27055223225V	17-08-2010	Valid until Cancelled
15	Service Tax Registration Certificate	Mumbai	Service Tax Commissioner, Mumbai	AADCD1937HST001	14-10-2009	Valid until Cancelled
16	CST Registration Certificate	Mumbai	Sales Tax Officer	27055223225C	17-08-2010	Valid until Cancelled
17	IBA Approval Letter for recommending Security Printers for Printing of MICR instruments to Member Banks	Mumbai	Indian Bank Association	SP/DJM/2019-20/112	11-11-2019	10-11-2021
18	Franking Machine Certificate of License	Mumbai	Dy. Director BD Mumbai GPO	MH1700156	03-07-2019	02-07-2024
19	Franking Machine Certificate of License	Delhi	Sr. Superintendent Rail Mails, Delhi Sorting Dn.	DL17000003	17-10-2019	16-10-2024
20	CRISIL Rating Certificate	Mumbai	CRISIL	CRISIL MSE 3	28-08-2019	27-08-2020

^ In the name of "DJ Logistic Solutions Pvt Ltd" The company has already applied for the name of change to the respective authorities.

TRADEMARK REGISTRATION

The company is using a logo mentioned in below table. In order to protect our intellectual property right, we are under process for the application of trademark logo registration to the respective authority.

Sr. No.	Logo	Class	Trademark Type	Owner of Trademark	Application No.	Date of application	Status
1.		Under process for the application for registration of Trademark Logo					

OTHER REGULATORY AND STATUTORY DISCLOSURES

Authority for the Issue

1. The Fresh Issue of Equity Shares in terms of this draft prospectus has been authorized by a resolution by the Board of Directors passed at their meeting held on February 18, 2020 under Section 62(1)(c) of the Companies Act 2013 and subject to the approval of the members and such other authorities as may be necessary.

2. The Fresh Issue of Equity Shares in terms of this draft prospectus has been authorized by the shareholders by special resolution at the Extra Ordinary General Meeting held on February 20, 2020 under Section 62(1)(c) and other applicable provisions of the Companies Act 2013.

3. Our Company has received In-principal approval from BSE vide their letter dated [●] to use the name of BSE in this draft prospectus for listing of the Equity Shares on SME Platform of BSE. Bombay Stock Exchange Limited is the Designated Stock Exchange.

4. Our Board has approved the draft Prospectus through its resolution dated March 06, 2020

Confirmation:

- Our Company, our Promoters, Promoter Group, our Directors, person(s) in control of the promoter or our Company have not been prohibited from accessing the capital market or debarred from buying, selling or dealing in securities under any order or direction passed by the SEBI or any securities market regulator in any other jurisdiction or any other authority/court.

- Our Company, our Promoters, Promoters' Group are in compliance with the Companies (Significant Beneficial Ownership) Rules, 2018.

- None of our Directors are in any manner associated with the securities market and there has been no action taken by the SEBI against the Directors or any other entity with which our Directors are associated as promoters or directors.

- None of the Directors are associated with any entities, which are engaged in securities market related business and are registered with SEBI for the same.

- There are no violations of securities laws committed by any of them in the past or pending against them, nor have any companies with which any of our Company, our Promoter, Directors, persons in control of our Company or any natural person behind the Promoter are or were associated as a promoter, director or person in control, been debarred or prohibited from accessing the capital markets under any order or direction passed by the SEBI or any other regulatory or government authority.

- Neither our Company, nor our Promoters, our Directors, relatives (as per Companies Act, 2013) of Promoter or the person(s) in control of our Company have been identified as a willful defaulter by the RBI or other governmental authority and there has been no violation of any securities law committed by any of them in the past and no such proceedings are pending against any of them except as details provided under Section titled, "*Outstanding Litigations and Material Developments*" beginning on page no. 148 of this draft prospectus.

- Our Company is an "Unlisted Issuer" in terms of the SEBI (ICDR) Regulations; and this Issue is an "Initial Public Issue" in terms of the SEBI (ICDR) Regulations.

Eligibility for the Issue

- Our Company is not ineligible in terms of Regulations 228 of SEBI ICDR Regulations for this Issue as:

  - Neither our company, nor any of its promoters, promoter group or directors are debarred from accessing the capital market by the Board.

  - Neither our promoters, nor any directors of our company is a promoter or director of any other company which is debarred from accessing the capital market by the Board

  - Neither our Promoter nor any of our Directors is declared as Fugitive Economic Offender

  - Neither our Company, nor our Promoter, relatives (as defined under the Companies Act, 2013) of our Promoter nor our Directors, are Willful Defaulters.

- Our Company is eligible for the Issue in accordance with Regulation 229(1) and other provisions of Chapter IX of the SEBI (ICDR) Regulations 2018, as we are an Issuer whose post issue paid up capital will not be more than 10 crores, and we may hence, issue Equity Shares to the public and propose to list the same on the Small and Medium Enterprise Exchange (in this case being the "BSE SME - SME Platform of BSE Ltd")

We further confirm that:

i. In accordance with Regulation 260 of the SEBI (ICDR) Regulations, this issue is 100% underwritten and that the Lead Manager to the Issue shall underwrite minimum 15% of the Total Issue Size.

ii. In accordance with Regulation 268 of the SEBI (ICDR) Regulations, we shall ensure that the total number of proposed Allottee's in the issue shall be greater than or equal to fifty (50), otherwise, the entire application money will be refunded within 7 (Seven) days of such intimation. If such money is not repaid within 7 (Seven) days from the date our Company becomes liable to repay it, then our Company and every officer in default shall, on and from expiry of 8 (Eight) days, be liable to repay such application money, with interest at the rate 15% per annum. Further, in accordance with Section 40 of the Companies Act, 2013, the Company and each officer in default may be punishable with fine and/or imprisonment in such a case.

iii. In terms of Regulation 246 (1) of the SEBI (ICDR) Regulations, 2018, a copy of the draft prospectus will be filed with the SEBI through the Lead Manager immediately upon filing of the offer document with the Registrar of Companies.

However, as per Regulation 246 (2) of the SEBI (ICDR) Regulations, 2018, The Board shall not issue any observation on the offer document.

Further, in terms of Regulation 246 (3) of the SEBI (ICDR) Regulations, 2018 the lead manager will also submit a due diligence certificate as per format prescribed by SEBI along with the draft prospectus to SEBI.

Further, in terms of Regulation 246 (4) of the SEBI (ICDR) Regulations, 2018 the draft prospectus will be displayed from the date of filling in terms of sub-regulation (1) on the website of the Board, The Lead Manager and the SME Exchange of BSE.

Moreover, in terms of Regulation 246 (5) of the SEBI (ICDR) Regulations, 2018, a copy of this draft prospectus and prospectus shall also be furnished to the Board in a soft copy.

iv. In accordance with Regulation 261 of the SEBI (ICDR) Regulations, we hereby confirm that we have entered into an agreement dated March 02, 2020 with the Lead Manager and a Market Maker to ensure compulsory Market Making for a minimum period of three (3) years from the date of listing of Equity Shares on the SME Platform of BSE Ltd.

In terms of Regulation 229(3) of the SEBI (ICDR) Regulations, 2018, We confirm that we have fulfilled eligibility criteria for SME Platform of BSE Limited, which are as under:

- ***Incorporation: The Company shall be incorporated under the Companies Act, 1956/2013.***

  Our Company is incorporated as Private Limited Company under the Companies Act, 1956 and converted into Public Limited Company under the companies Act, 2013.

- ***Post Issue Paid up Capital: The post issue paid up capital of the company (face value) shall not be more than Rs. 25 crores.***

  The post issue paid up capital (Face Value) of the company will be ₹ 4.21 crores. So, the company has fulfilled the criteria of post issue paid up capital shall not be more than ₹ 25 crores.

- ***Net-worth: Positive Net-worth.***

  As per restated financial statement, the net-worth of the company is ₹ 372.41 Lakhs as on 31/12/2019. Our company has positive net-worth. So, the company has fulfilled the criteria of positive net-worth of the company.

- ***Tangible Asset: Net Tangible Assets should be Rs 3 Crore.***

  As per restated financial statement, the net tangible assets of the company are Rs. 372.41 lakhs as on 31/12/2019. So, the company has fulfilled the criteria of minimum net tangible assets shall not be less Rs. 3 crores.

- ***Track Record: The company or the partnership / proprietorship / LLP firm or the firm which have been converted into the company should have a combined track record of at least 3 years. The Company or the entities or the entities which has been converted into the Company should have combined positive cash accruals (earnings before depreciation and tax) from operation and its net worth should be positive.***

  Our Company have a track record of more than 3 years and Positive Cash Accruals (Earnings Before Depreciation and Tax) from operations for more than 2 financial years preceding the Application. So, the company has fulfilled the

criteria of having a track record of at least 3 years and Positive Cash Accruals (Earnings Before Depreciation and Tax) from operations preceding the Application.

(Amt. in Lakhs.)

Particulars	31/12/2019	F.Y. 2018-19	F.Y. 2017-18	F.Y. 2016-17
Total Income	1311.88	2067.31	1733.66	1010.54
Earnings Before Depreciation and Tax (as restated)	197.27	235.97	154.06	83.67

- ***It is mandatory for a company to have a website.***

  Our Company has a live and operational website i.e. www.djcorp.in

- ***It is mandatory for the company to facilitate trading in demat securities and enter into an agreement with both the depositories.***

  Our Company shall mandatorily facilitate trading in demat securities and have entered into an agreement with both the depositories. Our Company has entered into an agreement for registration with the Central Depository Services Limited (CDSL) dated October 22, 2019 and National Securities Depository Limited (NSDL) dated February 07, 2020 for establishing connectivity.

- ***There should not be any change in the promoters of the company in preceding one year from date of filing the application to BSE for listing under SME segment.***

  There has been no change in the promoter(s) of our Company in the preceding one year from date of filing application to BSE for listing on BSE SME.

- Our Company has not been referred to the Board for Industrial and Financial Reconstruction (BIFR).

- There is no winding up petition against our Company, which has been admitted by the Court or a liquidator has not been appointed.

- No material regulatory or disciplinary action by a stock exchange or regulatory authority in the past three years against the applicant company.

We further confirm that we shall be complying with all the other requirements as laid down for such an issue under Chapter IX of SEBI (ICDR) Regulations 2018, as amended from time to time and subsequent circulars and guidelines issued by SEBI and the Stock Exchange.

DISCLAIMER CLAUSE OF SEBI

IT IS TO BE DISTINCTLY UNDERSTOOD THAT SUBMISSION OF ISSUE DOCUMENT TO THE SECURITIES AND EXCHANGE BOARD OF INDIA (SEBI) SHOULD NOT IN ANY WAY BE DEEMED OR CONSTRUED THAT THE SAME HAS BEEN CLEARED OR APPROVED BY SEBI. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR THE FINANCIAL SOUNDNESS OF ANY SCHEME OR THE PROJECT FOR WHICH THE ISSUE IS PROPOSED TO BE MADE OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THE ISSUE DOCUMENT. THE LEAD MANAGER HAS CERTIFIED THAT THE DISCLOSURES MADE IN THE ISSUE DOCUMENT ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE REGULATIONS. THIS REQUIREMENT IS TO FACILITATE INVESTORS TO TAKE AN INFORMED DECISION FOR MAKING INVESTMENT IN THE PROPOSED ISSUE.

IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE THE ISSUER IS PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THE ISSUE DOCUMENT, THE LEAD MANAGER IS EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT THE ISSUER DISCHARGES ITS RESPONSIBILITY ADEQUATELY IN THIS BEHALF AND TOWARDS THIS PURPOSE, THE LEAD MANAGER, *M/s. FINSHORE MANAGEMENT SERVICES LIMITED* HAS FURNISHED TO STOCK EXCHANGE A DUE DILIGENCE CERTIFICATE DATED [●] IN THE FORMAT PRESCRIBED UNDER SCHEDULE V(A) OF THE SEBI (ICDR) REGULATION 2018 WHICH SHALL ALSO BE SUBMITTED TO SEBI AFTER FILING THE PROSPECTUS WITH ROC AND BEFORE OPENING OF THE ISSUE IN ACCORDANCE WITH THE SEBI ICDR REGULATION, 2018.

THE FILING OF THIS ISSUE DOCUMENT DOES NOT, HOWEVER, ABSOLVE OUR COMPANY FROM ANY LIABILITIES UNDER THE COMPANIES ACT, 2013 OR FROM THE REQUIREMENT OF OBTAINING SUCH STATUTORY OR OTHER CLEARANCES AS MAY BE REQUIRED FOR THE PURPOSE OF THE

PROPOSED ISSUE. SEBI FURTHER RESERVES THE RIGHT TO TAKE UP AT ANY POINT OF TIME, WITH THE LEAD MANAGER ANY IRREGULARITIES OR LAPSES IN THE OFFER DOCUMENT.

THE DUE DILIGENCE CERTIFICATE TO BE SUBMITTED AS PER FORM A OF SCHEDULE V INCLUDING ADDITIONAL CONFIRMATION AS PROVIDED IN FORM G OF SCHEDULE V IS PRODUCED AS UNDER:

WE, THE LEAD MERCHANT BANKER TO THE ABOVE-MENTIONED FORTHCOMING ISSUE, STATE AND CONFIRM AS FOLLOWS:

1. WE HAVE EXAMINED VARIOUS DOCUMENTS INCLUDING THOSE RELATING TO LITIGATION, INCLUDING COMMERCIAL DISPUTES, PATENT DISPUTES, DISPUTES WITH COLLABORATORS, ETC. AND OTHER MATERIAL WHILE FINALISATION OF THE DRAFT PROSPECTUS PERTAINING TO THE SAID ISSUE;

2. ON THE BASIS OF SUCH EXAMINATION AND THE DISCUSSIONS WITH THE ISSUER, ITS DIRECTORS AND OTHER OFFICERS, OTHER AGENCIES, AND INDEPENDENT VERIFICATION OF THE STATEMENTS CONCERNING THE OBJECTS OF THE ISSUE, PRICE JUSTIFICATION AND THE CONTENTS OF THE DOCUMENTS AND OTHER PAPERS FURNISHED BY THE ISSUER, WE CONFIRM THAT:

   A. THE DRAFT PROSPECTUS FILED WITH THE EXCHANGE/BOARD IS IN CONFORMITY WITH THE DOCUMENTS, MATERIALS AND PAPERS WHICH ARE MATERIAL TO THE ISSUE;

   B. ALL MATERIAL LEGAL REQUIREMENTS RELATING TO THE ISSUE AS SPECIFIED BY THE BOARD, THE CENTRAL GOVERNMENT AND ANY OTHER COMPETENT AUTHORITY IN THIS BEHALF HAVE BEEN DULY COMPLIED WITH; AND

   C. THE MATERIAL DISCLOSURES MADE IN THE DRAFT PROSPECTUS ARE TRUE, FAIR AND ADEQUATE TO ENABLE THE INVESTORS TO MAKE A WELL-INFORMED DECISION AS TO THE INVESTMENT IN THE PROPOSED ISSUE AND SUCH DISCLOSURES ARE IN ACCORDANCE WITH THE REQUIREMENTS OF THE COMPANIES ACT, 2013, APPLICABLE PROVISIONS OF THE COMPANIES ACT, 1956, THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018 AND OTHER APPLICABLE LEGAL REQUIREMENTS.

3. WE CONFIRM THAT BESIDES OURSELVES, ALL THE INTERMEDIARIES NAMED IN THE DRAFT PROSPECTUS ARE REGISTERED WITH THE BOARD AND THAT TILL DATE SUCH REGISTRATION IS VALID.

4. WE HAVE SATISFIED OURSELVES ABOUT THE CAPABILITY OF THE UNDERWRITERS TO FULFILL THEIR UNDERWRITING COMMITMENTS.

5. WE CERTIFY THAT WRITTEN CONSENT FROM PROMOTERS HAS BEEN OBTAINED FOR INCLUSION OF THEIR SPECIFIED SECURITIES AS PART OF PROMOTERS' CONTRIBUTION SUBJECT TO LOCK-IN AND THE SPECIFIED SECURITIES PROPOSED TO FORM PART OF PROMOTERS' CONTRIBUTION SUBJECT TO LOCK-IN SHALL NOT BE DISPOSED / SOLD / TRANSFERRED BY THE PROMOTER DURING THE PERIOD STARTING FROM THE DATE OF FILING THE DRAFT PROSPECTUS WITH THE BOARD/EXCHANGE TILL THE DATE OF COMMENCEMENT OF LOCK-IN PERIOD AS STATED IN THE DRAFT PROSPECTUS.

6. WE CERTIFY THAT ALL APPLICABLE PROVISION OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018, WHICH RELATES TO SPECIFIED SECURITIES INELIGIBLE FOR COMPUTATION OF PROMOTERS CONTRIBUTION, HAS BEEN AND SHALL BE DULY COMPLIED WITH AND APPROPRIATE DISCLOSURES AS TO COMPLIANCE WITH THE SAID REGULATION HAVE BEEN MADE IN THE DRAFT PROSPECTUS.

7. WE UNDERTAKE THAT ALL APPLICABLE PROVISION OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018 WHICH RELATE TO RECEIPT OF PROMOTERS CONTRIBUTION PRIOR TO OPENING OF THE ISSUE SHALL BE COMPLIED WITH. WE CONFIRM THAT ARRANGEMENTS HAVE BEEN MADE TO ENSURE THAT PROMOTERS' CONTRIBUTION SHALL BE RECEIVED AT LEAST ONE DAY BEFORE THE OPENING OF THE ISSUE AND THAT AUDITORS' CERTIFICATE TO THIS EFFECT SHALL BE DULY SUBMITTED TO THE BOARD/EXCHANGE. WE FURTHER CONFIRM THAT ARRANGEMENTS HAVE BEEN MADE TO ENSURE THAT PROMOTERS' CONTRIBUTION SHALL BE KEPT IN AN ESCROW ACCOUNT WITH A

SCHEDULED COMMERCIAL BANK AND SHALL BE RELEASED TO THE ISSUER ALONG WITH THE PROCEEDS OF THE PUBLIC ISSUE. – ***NOT APPLICABLE***

8. WE 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 EXCHANGE MENTIONED IN THE DRAFT PROSPECTUS. WE FURTHER CONFIRM THAT THE AGREEMENT ENTERED INTO BETWEEN THE BANKERS TO THE ISSUE AND THE ISSUER SPECIFICALLY CONTAINS THIS CONDITION.

9. WE CERTIFY THAT THE PROPOSED ACTIVITIES OF THE ISSUER FOR WHICH THE FUNDS ARE BEING RAISED IN THE PRESENT ISSUE FALL WITHIN THE 'MAIN OBJECTS' LISTED IN THE OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION OR OTHER CHARTER OF THE ISSUER AND THAT THE ACTIVITIES WHICH HAVE BEEN CARRIED OUT UNTIL NOW ARE VALID IN TERMS OF THE OBJECT CLAUSE OF ITS MEMORANDUM OF ASSOCIATION.

10. WE CERTIFY THAT ALL THE SHARES SHALL BE ISSUED IN DEMATERIALIZED FORM IN COMPLIANCE WITH THE PROVISIONS OF SECTION 29 OF THE COMPANIES ACT, 2013 AND THE DEPOSITORIES ACT, 1996, AND THE REGULATIONS MADE THEREUNDER.

11. WE CERTIFY THAT ALL THE APPLICABLE DISCLOSURES MANDATED IN THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018 HAVE BEEN MADE IN ADDITION TO DISCLOSURES WHICH, IN OUR VIEW, ARE FAIR AND ADEQUATE TO ENABLE THE INVESTOR TO MAKE A WELL-INFORMED DECISION.

12. WE CERTIFY THAT THE FOLLOWING DISCLOSURES HAVE BEEN MADE IN THE DRAFT PROSPECTUS:

    A. AN UNDERTAKING FROM THE ISSUER THAT AT ANY GIVEN TIME, THERE SHALL BE ONLY ONE DENOMINATION FOR THE EQUITY SHARES OF THE ISSUER AND

    B. AN UNDERTAKING FROM THE ISSUER THAT IT SHALL COMPLY WITH SUCH DISCLOSURE AND ACCOUNTING NORMS SPECIFIED BY THE BOARD FROM TIME TO TIME.

13. WE UNDERTAKE TO COMPLY WITH THE REGULATIONS PERTAINING TO ADVERTISEMENT IN TERMS OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018.

14. WE ENCLOSE A NOTE EXPLAINING THE PROCESS OF DUE DILIGENCE THAT HAS BEEN EXERCISED BY US INCLUDING IN RELATION TO THE BUSINESS OF THE ISSUER, THE RISK IN RELATION TO THE BUSINESS, EXPERIENCE OF THE PROMOTERS AND THAT THE RELATED PARTY TRANSACTION ENTERED INTO FOR THE PERIOD DISCLOSED IN THE DRAFT PROSPECTUS HAVE BEEN ENTERED INTO BY THE ISSUER IN ACCORDANCE WITH APPLICABLE LAWS.

15. WE ENCLOSE A CHECKLIST CONFIRMING REGULATION-WISE COMPLIANCE WITH THE APPLICABLE PROVISIONS OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018, CONTAINING DETAILS SUCH AS THE REGULATION NUMBER, ITS TEXT, THE STATUS OF COMPLIANCE, PAGE NUMBER OF THE DRAFT PROSPECTUS WHERE THE REGULATION HAS BEEN COMPLIED WITH AND OUR COMMENTS, IF ANY.

16. WE ENCLOSE STATEMENT ON 'PRICE INFORMATION OF PAST ISSUES HANDLED BY MERCHANT BANKER BELOW (WHO ARE RESPONSIBLE FOR PRICING THIS ISSUE)', AS PER FORMAT SPECIFIED BY SEBI THROUGH CIRCULAR NO. CIR/CFD/DIL/7/2015 DATED OCTOBER 30, 2015.

ADDITIONAL CONFIRMATIONS/CERTIFICATION TO BE GIVEN BY MERCHANT BANKER IN DUE DILIGENCE CERTIFICATE TO BE GIVEN ALONG WITH ISSUE DOCUMENT REGARDING SME PLATFORM OF BSE LIMITED.

(1) WE CONFIRM THAT NONE OF THE INTERMEDIARIES NAMED IN THE DRAFT PROSPECTUS HAVE BEEN DEBARRED FROM FUNCTIONING BY ANY REGULATORY AUTHORITY.

(2) WE CONFIRM THAT ALL THE MATERIAL DISCLOSURES IN RESPECT OF THE ISSUER HAVE BEEN MADE IN DRAFT PROSPECTUS AND CERTIFY THAT ANY MATERIAL DEVELOPMENT IN THE ISSUER OR RELATING TO THE ISSUE UP TO THE COMMENCEMENT OF LISTING AND TRADING OF THE SPECIFIED SECURITIES ISSUED THROUGH THIS ISSUE SHALL BE INFORMED THROUGH PUBLIC

NOTICES/ADVERTISEMENTS IN ALL THOSE NEWSPAPERS IN WHICH PRE-ISSUE ADVERTISEMENT AND ADVERTISEMENT FOR OPENING OR CLOSURE OF THE ISSUE HAVE BEEN GIVEN.

(3) WE CONFIRM THAT THE ABRIDGED DRAFT PROSPECTUS CONTAINS ALL THE DISCLOSURES AS SPECIFIED IN THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018 - ***NOTED FOR COMPLIANCE***.

(4) WE CONFIRM THAT AGREEMENTS HAVE BEEN ENTERED INTO WITH THE DEPOSITORIES FOR DEMATERIALISATION OF THE SPECIFIED SECURITIES OF THE ISSUER.

(5) THE ISSUER HAS REDRESSED AT LEAST NINETY-FIVE PER CENT OF THE COMPLAINTS RECEIVED FROM THE INVESTORS TILL THE END OF THE QUARTER IMMEDIATELY PRECEDING THE MONTH OF FILING OF THE OFFER DOCUMENT WITH THE REGISTRAR OF COMPANIES. - ***NOT APPLICABLE***.

(6) WE CONFIRM THAT UNDERWRITING AND MARKET MAKING ARRANGEMENTS AS PER REQUIREMENTS OF REGULATION 261 AND 262 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018 HAVE BEEN MADE.

DISCLAIMER FROM OUR COMPANY AND THE LEAD MANAGER

Our Company and the Lead Manager accept no responsibility for statements made otherwise than those contained in this draft prospectus or in the advertisements or any other material issued by or at our Company's instance and that anyone placing reliance on any other source of information would be doing so at his or her own risk.

CAUTION

The LM accepts no responsibility, save to the limited extent as provided in the Issue Agreement entered between the LM (Finshore Management Services Limited) and our Company on March 02, 2020 and the Underwriting Agreement dated March 02, 2020 entered into between the Underwriters and our Company and the Market Making Agreement dated March 02, 2020 entered into among the Market Maker and our Company.

All information shall be made available by our Company and the LM to the public and investors at large and no selective or additional information would be available for a section of the investors in any manner whatsoever including at road show presentations, in research or sales reports, at collection centres or elsewhere.

The LM and their respective associates and affiliates may engage in transactions with, and perform services for, our Company, our Promoter Group, or our affiliates or associates in the ordinary course of business and have engaged, or may in future engage, in commercial banking and investment banking transactions with our Company, our Promoter Group, Group Entities, and our affiliates or associates, for which they have received and may in future receive compensation.

Note: Investors who apply in the Issue will be required to confirm and will be deemed to have represented to our Company and the Underwriters and their respective directors, officers, agents, affiliates and representatives that they are eligible under all applicable laws, rules, regulations, guidelines and approvals to acquire Equity Shares of our Company and will not Issue, sell, pledge or transfer the Equity Shares of our Company to any person who is not eligible under applicable laws, rules, regulations, guidelines and approvals to acquire Equity Shares of our Company. Our Company, the Underwriters and their respective directors, officers, agents, affiliates and representatives accept no responsibility or liability for advising any investor on whether such investor is eligible to acquire the Equity Shares in the Issue.

DISCLAIMER IN RESPECT OF JURISDICTION

This Issue is being made in India to persons resident in India (including Indian nationals resident in India who are majors, HUFs, companies, corporate bodies and societies registered under applicable laws in India and authorized to invest in shares, Indian mutual funds registered with SEBI, Indian financial institutions, commercial banks, regional rural banks, cooperative banks (subject to RBI permission), or trusts under applicable trust law and who are authorized under their constitution to hold and invest in shares, public financial institutions as specified in Section 2(72) of the Companies Act, 2013, VCFs, state industrial development corporations, insurance companies registered with the Insurance Regulatory and Development Authority, provident funds (subject to applicable law) with a minimum corpus of ₹ 2,500.00 Lakh and pension funds with a minimum corpus of ₹ 2,500.00 Lakh, and permitted non-residents including FIIs, Eligible NRIs, multilateral and bilateral development financial institutions, FVCIs and eligible foreign investors, insurance funds set up and managed by army, navy or air force of the Union of India and insurance funds set up and managed by the Department of Posts, India provided that they are eligible under all applicable laws and regulations to hold Equity Shares of our Company. This draft prospectus does not, however, constitute an Issue to sell or an invitation to subscribe for Equity Shares Issued hereby in any jurisdiction other than India to any person to whom it is unlawful to make an Issue or invitation in such jurisdiction. Any person into whose possession this draft prospectus comes is required to inform himself or herself about, and to observe, any such restrictions.

Any dispute arising out of this Issue will be subject to jurisdiction of the competent court(s) in ***Mumbai, Maharashtra***, ***India*** only.

No action has been, or will be, taken to permit a public Issuing in any jurisdiction where action would be required for that purpose. Accordingly, the Equity Shares represented hereby may not be Issued or sold, directly or indirectly, and this draft prospectus may not be distributed in any jurisdiction, except in accordance with the legal requirements applicable in such jurisdiction. Neither the delivery of this draft prospectus nor any sale hereunder shall, under any circumstances, create any implication that there has been no change in the affairs of our Company from the date hereof or that the information contained herein is correct as of any time subsequent to this date.

DISCLAIMER CLAUSE OF THE SME PLATFORM OF BSE

As required, a copy of this Offer Document has been submitted to BSE Limited (hereinafter referred to as BSE).

BSE Limited ("BSE") has vide its letter dated [●] given permission to ***"DJ Mediaprint & Logistics Limited"*** to use its name in the offer document as the Stock Exchange on whose Small and Medium Enterprises platform ("SME platform") the company's securities are proposed to be listed. BSE has scrutinized this offer document for its limited internal purpose of deciding on the matter of granting the aforesaid permission to this company. BSE does not in any manner: -

i. warrant, certify or endorse the correctness or completeness of any of the contents of this offer documents; or

ii. warrant that this company's securities will be listed on completion of Initial Public Offering or will continue to be listed on BSE; or

iii. take any responsibility for the financial or other soundness of this company, its promoters, its management or any scheme or project of this company.

iv. warrant, certify, or endorse the validity, correctness or reasonableness of the price at which the equity shares are offered by the company and investors are informed to take the decision to invest in the equity shares of the company only after making their own independent enquiries, investigation and analysis. The price at which the equity shares are offered by the company is determined by the company in consultation with the Merchant Banker(s) to the issue and the Exchange has no role to play in the same and it should not for any reason be deemed or construed that the contents of this offer document have been cleared or approved by BSE. Every person who desires to apply for or otherwise acquire any securities of this company may do so pursuant to independent inquiry, investigation and analysis and shall not have any claim against BSE whatsoever by reason of any loss which may be suffered by such person consequent to or in connection with such subscription/acquisition whether by reason of anything stated or omitted to be stated herein or for any other reason whatsoever.

v. BSE does not in any manner be liable for any direct, indirect, consequential or other losses or damages including loss of profits incurred by any investor or any third party that may arise from any reliance on this offer document or for the reliability, accuracy, completeness, truthfulness or timeliness thereof.

vi. The company has chosen the SME platform on its own initiative and its own risk, and is responsible for complying with local laws, rules, regulations, and other statutory or regulatory requirements stipulated by BSE/other regulatory authority. Any use of the SME platform and the related services are subject to Indian laws and courts exclusively situated in Mumbai.

DISCLAIMER CLAUSE UNDER RULE 144A OF THE U.S. SECURITIES ACT

The Equity Shares have not been, and will not be, registered under the U.S. Securities Act 1933, as amended (the "Securities Act") or any state securities laws in the United States and may not be Issued or sold within the United States or to, or for the account or benefit of, "U.S. persons" (as defined in Regulation S under the Securities Act), except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act. Accordingly, the Equity Shares will be Issued and sold outside the United States in compliance with Regulation S of the Securities Act and the applicable laws of the jurisdiction where those Issues and sales occur. The Equity Shares have not been, and will not be, registered, listed or otherwise qualified in any other jurisdiction outside India and may not be Issued or sold, and Applicants may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

Further, each Applicant where required agrees that such Applicant will not sell or transfer any Equity Shares or create any economic interest therein, including any off-shore derivative instruments, such as participatory notes, issued against the Equity Shares or any similar security, other than pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and in compliance with applicable laws and legislations in each jurisdiction, including India.

LISTING

The Equity Shares of our Company are proposed to be listed on SME platform of BSE. Our Company has obtained in-principle approval from BSE by way of its letter dated [●] for listing of equity shares on SME platform of BSE.

BSE will be the Designated Stock Exchange, with which the Basis of Allotment will be finalized for the Issue. If the permission to deal in and for an official quotation of the Equity Shares on the SME Platform is not granted by BSE, our Company shall forthwith repay, without interest, all moneys received from the applicants in pursuance of this draft prospectus. If such money is not repaid within eight (8) days from the date our Company becomes liable to repay it, then our Company and every officer in default shall, on and from expiry of eight (8) days, be liable to repay such application money, with interest at the rate as prescribed under the Companies Act, 2013.

Our Company shall ensure that all steps for the completion of the necessary formalities for listing and commencement of trading at the SME Platform of BSE mentioned above are taken within Six (6) Working Days of the Issue Closing Date.

FILING

The draft prospectus is being filed with BSE Limited, 20th Floor, P.J. Towers, Dalal Street, Fort, Mumbai-400001, Maharashtra. After getting in-principal approval from BSE, a copy of the draft prospectus, along with the documents required to be filed under Section 32 of the Companies Act, 2013 would be delivered for filing to the Registrar of Companies, Mumbai, Maharashtra.

A copy of this draft prospectus shall be furnished to SEBI in soft copy. A copy of the prospectus shall be filed with SEBI immediately upon filing of the Offer document with Registrar of Companies in term of Regulation 246 of the SEBI (ICDR) Regulations, 2018. However, SEBI shall not issue any observation on the draft prospectus.

IMPERSONATION

Attention of the Applicants is specifically drawn to the provisions of sub-section (1) of Section 38 of the Companies Act, 2013 which is reproduced below:

Any person who-

a) Makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or
b) Makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or
c) Otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name,

Shall be liable to action under Section 447 of the Companies, Act 2013.

CONSENTS

Consents in writing of (a) Our Directors, Our Promoters, Our Company Secretary & Compliance Officer, Chief Financial Officer, Our Statutory Auditor, Key Managerial Personnel, Our Peer Review Auditor, Our Banker(s) to the Company; (b) Lead Manager, Registrar to the Issue, Banker(s) to the Issue, Sponsor Bank, Legal Advisor to the Issue, Underwriter(s) to the Issue and Market Maker to the Issue to act in their respective capacities shall be obtained as required under Section 26 of the Companies Act, 2013 and shall be filed along with a copy of the draft prospectus with the RoC, as required under Sections 32 of the Companies Act, 2013 and such consents will not be withdrawn up to the time of delivery of the draft prospectus for filing with the RoC.

In accordance with the Companies Act, 2013 and the SEBI (ICDR) Regulations 2018, M/s. ADV & Associates, Chartered Accountant, our Peer Review Auditors of the Company has agreed to provide their written consent to the inclusion of their respective reports on "Statement of Tax Benefits" relating to the possible tax benefits and restated financial statements as included in this draft prospectus in the form and context in which they appear therein and such consent and reports will not be withdrawn up to the time of delivery of this draft prospectus for filling with Roc.

EXPERTS OPINION

Except for the reports in the Section, **Statement of Possible Tax Benefits and Financial Statement as Restated** on page no 56 and page no 117 of this draft prospectus from the Peer Review Auditors and Statutory Auditor respectively; our Company has not obtained any expert opinions. However, the term "expert" shall not be construed to mean an "expert"" as defined under the U.S. Securities Act 1933.

PARTICULARS REGARDING PUBLIC OR RIGHTS ISSUES DURING THE LAST FIVE (5) YEARS

Except as stated under Section titled, Capital Structure, beginning on page no. 40 of this draft prospectus our Company has not undertaken any previous public or rights issue. Further, we are an "Unlisted Issuer" in terms of the SEBI (ICDR) Regulations, 2018, amended from time to time and the Issue is an "Initial Public Offering" in terms of the SEBI (ICDR) Regulations, 2018, amended from time to time.

UNDERWRITING COMMISSION, BROKERAGE AND SELLING COMMISSION ON PREVIOUS ISSUES IN LAST 5 YEARS

Since this is the initial public Issuing of our Company's Equity Shares, no sum has been paid or has been payable as commission or brokerage for subscribing for or procuring or agreeing to procure subscription for any of the Equity Shares since our incorporation.

PARTICULARS IN REGARD TO OUR COMPANY AND OTHER LISTED GROUP-COMPANIES / SUBSIDIARIES/ ASSOCIATES WHICH MADE ANY CAPITAL ISSUE DURING THE LAST THREE YEARS:

Neither our Company nor any other companies under the same management had made any public issue or rights issue during the last three year. This is the initial public Issuing of our Company's Equity Shares.

PERFORMANCE VIS-A-VIS OBJECTS–PUBLIC/RIGHT ISSUE OF OUR COMPANY

Except as stated under Section titled, **Capital Structure**, beginning on page 40 of this draft prospectus, our Company has not undertaken any previous public or rights issue.

PERFORMANCE VIS-A-VIS OBJECTS - LAST ISSUE OF LISTED SUBSIDIARIES/LISTED PROMOTERS

We don't have any listed company under the same management or any listed subsidiaries or any listed promoters as on date of this draft prospectus.

OUTSTANDING DEBENTURES OR BOND ISSUES OR REDEEMABLE PREFERENCE SHARES OR ANY OTHER CONVERTIBLE INSTRUMENTS ISSUED BY OUR COMPANY

Our Company does not have any outstanding debentures or bonds or Preference Redeemable Shares as on the date of filing this draft prospectus.

OPTION TO SUBSCRIBE

Equity Shares being issued through the draft prospectus can be applied for in dematerialized form only.

STOCK MARKET DATA OF THE EQUITY SHARES

This being an initial public Issue of the Equity Shares of our Company, the Equity Shares are not listed on any Stock Exchanges.

MECHANISM FOR REDRESSAL OF INVESTOR GRIEVANCES

The Company has appointed "Purva Sharegistry (India) Private Limited" as the Registrar to the Issue, to handle the investor grievances in co-ordination with the Compliance Officer of the Company.

The Agreement dated February 20, 2020 amongst the Registrar to the Issue and our Company provides for retention of records with the Registrar to the Issue for a period of at least three (3) year from the last date of dispatch of the letters of allotment, or demat credit or where refunds are being made electronically, giving of unblocking instructions to the clearing system, to enable the investors to approach the Registrar to the Issue for redressal of their grievances.

All grievances relating to the Issue may be addressed to the Registrar to the Issue, giving full details such as name, address of the applicant, application number, number of Equity Shares applied for, amount paid on application, Depository Participant, and the bank branch or collection center where the application was submitted.

All grievances relating to the ASBA process may be addressed to the SCSBs, giving full details such as name, address of the applicant, number of Equity Shares applied for, amount paid on application and the relevant Designated Branch or the collection center of the SCSBs where the Application Form was submitted by the ASBA Applicants in ASBA account or UPI ID linked bank account number in which the amount equivalent to the Bid Amount was blocked. Further, the investor shall also enclose the Acknowledgment Slip from the Designated Intermediaries in addition to the documents/information mentioned hereinabove.

The Applicant should give full details such as name of the sole/first Applicant, Application Form number, Applicant DP ID, Client ID, Bank Account No./UPI ID, PAN, date of the Application Form, address of the Applicant, number of the Equity Shares applied for and the name and address of the Designated Intermediary where the Application Form was submitted by the Applicant. Further, the investor shall also enclose the Acknowledgement Slip from the Designated Intermediaries in addition to the documents or information mentioned hereinabove.

DISPOSAL OF INVESTOR GRIEVANCES BY OUR COMPANY

Our Company estimates that the average time required by our Company or the Registrar to the Issue for the redressal of routine investor grievances shall be fifteen (15) Working Days from the date of receipt of the complaint. In case of complaints that are not routine or where external agencies are involved, our Company will seek to redress these complaints as expeditiously as possible.

Our Company has appointed Ms. Khushboo Mahesh Lalji, Company Secretary, as the Compliance Officer to redress complaints, if any, of the investors participating in the Issue. Contact details for our Company Secretary and Compliance Officer are as follows:

Ms. Khushboo Mahesh Lalji
DJ Mediaprint & Logistics Limited
UP Warehouse, Mafco Yard, Plot No. 4 to 9,
1st Floor, Sector-18, Vashi, Navi Mumbai – 400 703,
Maharashtra, India
Ph No.: 022 – 2788 9341
Email: cs@djcorp.in
Website: www.djcorp.in

Investors can contact the 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 etc.

Pursuant to the press release no. PR. No. 85/2011 dated June 8, 2011, SEBI has launched a centralized web-based complaints redress system "SCORES". This would enable investors to lodge and follow up their complaints and track the status of redressal of such complaints from anywhere. For more details, investors are requested to visit the website www.scores.gov.in

STATUS OF INVESTOR COMPLAINTS
We confirm that we have not received any investor compliant during the three years preceding the date of this draft prospectus and hence there are no pending investor complaints as on the date of this draft prospectus.

DISPOSAL OF INVESTOR GRIEVANCES BY LISTED COMPANIES UNDER THE SAME MANAGEMENT AS OUR COMPANY:
We don't have any listed company under the same management or any listed subsidiaries or any listed promoters.

PRICE INFORMATION OF PAST ISSUED HANDLED BY THE LEAD MANAGER

Statement on Price Information of Past Issues handled by Finshore Management Services Limited:

Sr. No.	*Issue Name*	*Issue Size (₹ in Cr.)*	*Issue Price (In ₹)*	*Listing Date*	*Opening price on listing date (In ₹)*	*+/- % change in closing price, [+/- % change in closing benchmark]- 30th calendar days from listing*	*+/- % change in closing price, [+/- % change in closing benchmark]- 90th calendar days from listing*	*+/- % change in closing price, [+/- % change in closing benchmark]- 180th calendar days from listing*
1	East India Securities Ltd	92.74	920	13/03/2018	921.90	2.07 [+0.25]	2.28 [+4.69]	4.67 [+13.39]
2	Sungold Media And Entertainment Ltd	1.35	10	27/08/2018	9.75	-14.00 [-5.28]	-42.80 [-9.60]	-32.00 [-7.29]
3	Powerful Technologies Ltd	13.54	51	28/08/2018	48.00	-49.02 [-5.83]	-47.06 [-10.32]	-62.75 [-8.07]
4	AKI India Ltd	3.08	11	12/10/2018	11.55	2.18 [1.22]	4.09 [+4.26]	0.00 [12.11]
5	Shree Krishna Infrastructure Ltd	1.17	13	03/12/2018	12.35	-58.08 [-0.04]	-59.23 [-0.49]	-52.31 [9.58]
6	Diksha Greens Ltd	13.32	30	05/12/2018	36.20	135.83 [-1.03]	152.83 [0.50]	-15.50 [10.67]
7	Shankar Lal Rampal Dye-Chem Ltd	7.29	45	24/12/2018	46.15	2.22 [2.75]	-5.56 [7.60]	8.11 [10.50]
8	Jonjua Overseas Ltd	1.30	10	25/02/2019	12.00	7.00 [5.58]	7.00 [8.90]	89.00 [1.35]
9	Mahip Industries Ltd	16.63	32	12/03/2019	32.00	-5.16 [2.80]	11.56 [5.54]	-76.81 [-1.48]
10	Northern Spirits Ltd	18.50	43	04/04/2019	43.70	-16.28 [0.72]	-23.26 [0.03]	-42.21 [-0.04]
11	White Organic Retail Ltd	15.46	63	10/05/2019	64.20	31.83 [5.75]	15.87 [-2.06]	15.87 [7.43]
12	SK International Export Ltd.	3.96	20	15/07/2019	19.20	-16.00 [-4.98]	-9.75 [-1.98]	0.00 [6.95]
13	Alphalogic Techsys Ltd.	6.18	84	05/09/2019	83	7.86 [2.81]	1.07 [11.00]	16.67 [4.09]
14	Tranway Technologies Ltd.	4.24	10	05/02/2020	11.10	N. A.	N. A.	N. A.
15	ICL Organic Dairy Products Ltd.	4.08	20	17/02/2020	20.80	N. A.	N. A.	N. A.

Note: One Issue of M/s. Alumilite Architecturals Limited proposed to be listed on Emerge platform of NSE, for issue size of Rs. 11.48 crores vide prospectus dated June 14, 2019 was withdrawn by Issuer.

Status as on 03-03-2020
1. in case where the security is not being traded on 30th, 90th and 180th day, the previous working day has been considered.
2. in case where 30th, 90th and 180th day is holiday, the previous working day has been considered for benchmark and security purpose.
3. the benchmark index is SENSEX where the securities have been listed in BSE SME and Nifty where securities have been listed in NSE.

Summary statement of Disclosure:

Financial Year	Total no. of IPOs	Total Funds Raised (₹ in Cr.)	Nos. of IPOs trading at discount - 30th calendar day from listing day			Nos. of IPOs trading at premium - 30th calendar day from listing day			Nos. of IPOs trading at discount -180th calendar day from listing day			Nos. of IPOs trading at premium - 180th calendar day from listing day		
			Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%
2017-18	1	92.74	N. A	N. A	N. A	N. A	N. A	1	N. A	N. A	N. A	N. A	N. A	1
2018-19	8	57.68	1	1	2	1	N. A	3	3	1	2	1	N. A	1
2019-20	6#	52.42	N. A	N. A	2	N. A	1	1	N. A	1	N. A	N. A	N. A	2

Note: Status as on 03-03-2020
 # One Issue opened on 05th February, 2020 and one issue opened on 17th February, 2020 not completed 30th calendar day and 180th calendar day from listing day.

TRACK RECORD OF PAST ISSUES HANDLED BY FINSHORE MANAGEMENT SERVICES LIMITED
For details regarding track record of LM to the Issue as specified in the Circular reference no. CIR/MIRSD/1/2012 dated January 10, 2012 issued by the SEBI, please refer the website of the LM at: www.finshoregroup.com.

SECTION XI: ISSUE INFORMATION

TERMS OF THE ISSUE

The Equity Shares being Issued are subject to the provisions of the Companies Act, SCRA, SCRR, SEBI (ICDR) Regulations, the SEBI Listing Regulations, our Memorandum and Articles of Association, the terms of this draft prospectus, the prospectus, the abridged draft prospectus, Application Form, CAN, the Revision Form, Allotment advices, and other terms and conditions as may be incorporated in the documents/certificates that may be executed in respect of the Issue. The Equity Shares shall also be subject to all applicable laws, 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 GoI, the Stock Exchanges, the RoC, the RBI and/or other authorities, as in force on the date of the Issue and to the extent applicable.

Please note that in terms of regulation 256 of the SEBI (ICDR), 2018 read with SEBI Circular CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015, all the investors applying in this issue shall use only Application Supported by Blocked Amount (ASBA) facility for making payment i.e. just writing their bank account numbers and authorising the banks to make payment in case of allotment by signing the application forms. Further, pursuant to SEBI Circular No. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 08, 2019, Retail Individual Investors applying in public issue may use either Application Supported by Blocked Amount (ASBA) process or UPI payment mechanism by providing UPI ID in the Application Form which is linked from Bank Account of the investor.

AUTHORITY FOR THE PRESENT ISSUE

This Issue has been authorized by a resolution of the Board passed at their meeting held on February 18, 2020 subject to the approval of shareholders through a special resolution to be passed pursuant to Section 62 (1) (c) of the Companies Act, 2013. The shareholders have authorized the Issue by a special resolution in accordance with Section 62 (1) (c) of the Companies Act, 2013 passed at the EOGM of the Company held on February 20, 2020.

RANKING OF EQUITY SHARES

The Equity Shares being Issued shall be subject to the provisions of the Companies Act, 2013 and our Memorandum and Articles of Association and shall rank *pari-passu* in all respects with the existing Equity Shares of our Company including rights in respect of dividend. The allottees, upon Allotment of Equity Shares under this Issue, will be entitled to receive dividends and other corporate benefits, if any, declared by our Company after the date of Allotment. For further details, please refer to Section titled, ***"Description of Equity Shares and Terms of the Articles of Association"***, beginning on page 204 of this draft prospectus.

OFFER FOR SALE

In the case of offer for sale, the dividend for the entire year shall be payable to the transferees and the company has to disclose the name of the entity bearing the cost of making offer for sale along with reasons. However, the present issue does not include offer for sale and hence the said disclosure is not applicable to us.

MODE OF PAYMENT OF DIVIDEND

Our Company shall pay dividend to the shareholders of our Company in accordance with the provisions of the Companies Act, 2013, as may be applicable, the Articles of Association of our Company, the provisions of the SEBI Listing Regulations and any other rules, regulations or guidelines as may be issued by the Government of India in connection there to and as per the recommendation by our Board of Directors and approved by our Shareholders at their discretion and will depend on a number of factors, including but not limited to earnings, capital requirements and overall financial condition of our Company. We shall pay dividends in cash and as per provisions of the Companies Act, for further details in relation to dividends, please refer to Sections titled, *"**Dividend Policy"*** and ***"Description of Equity Shares and Terms of the Articles of Association"***, beginning on page 116 and 204 respectively, of this draft prospectus.

FACE VALUE AND ISSUE PRICE

The face value of the share of our company is ₹ 10/- per equity share and the issue price is ₹20/- per equity share. The Issue Price is determined by our Company in consultation with the Lead Manager and is justified under the Section titled, **Basis for Issue Price**, beginning on page 54 of this draft prospectus. At any given point of time there shall be only one denomination of the Equity Shares of our Company, subject to applicable laws.

COMPLIANCE WITH SEBI (ICDR) REGULATIONS

Our Company shall comply with all requirements of the SEBI (ICDR) Regulations as amended time to time. Our Company shall comply with all disclosure and accounting norms as specified by SEBI from time to time.

RIGHTS OF THE EQUITY SHAREHOLDERS

Subject to applicable laws, rules, regulations and guidelines and the Articles of Association of our Company, the equity shareholders shall have the following rights:

- Right to receive dividend, if declared;
- Right to receive Annual Reports & notices to members;

- Right to attend general meetings and exercise voting rights, unless prohibited by law;
- Right to vote on a poll either in person or by proxy;
- Right to receive Issue for rights shares and be allotted bonus shares, if announced;
- Right to receive surplus on liquidation; subject to any statutory and other preferential claims being satisfied;
- Right of free transferability of the Equity Shares, subject to applicable law, including any RBI Rules and Regulations; and
- Such other rights, as may be available to a shareholder of a listed public company under the previous Companies Act, 1956 and Companies Act, 2013, as may be applicable, terms of the SEBI Listing Regulations and the Memorandum and Articles of Association of our Company.

For further details on the main provision of our Company's Articles of Association dealing with voting rights, dividend, forfeiture and lien, transfer and transmission and/or consolidation/splitting, etc., please refer to Section titled, ***"Description of Equity Shares and Terms of the Articles of Association"***, beginning on page 204 of this draft prospectus.

MINIMUM APPLICATION VALUE, MARKET LOT AND TRADING LOT

In terms of Section 29 of the Companies Act, 2013, the Equity Shares shall be allotted only in dematerialised form. As per the existing SEBI (ICDR) Regulations, the trading of the Equity Shares shall only be in dematerialised form for all investors. In this context, two agreements have been signed among our Company, the respective Depositories and the Registrar to the Issuer:

1. Tripartite agreement dated February 07, 2020 between our Company, NSDL and the Registrar to the Issue.
2. Tripartite agreement dated October 22, 2019 between our Company, CDSL and the Registrar to the Issue

The trading of the Equity Shares will happen in the minimum contract size of 6,000 Equity Shares and the same may be modified by the SME Platform of BSE from time to time by giving prior notice to investors at large.

Allocation and allotment of Equity Shares through this draft prospectus will be done in multiples of 6,000 Equity Shares subject to a minimum allotment of 6,000 Equity Shares to the successful Applicants in terms of the SEBI Circular No. CIR/MRD/DSA/06/2012 dated February 21, 2012.

MINIMUM NUMBER OF ALLOTTEES

In accordance with the Regulation 268 of SEBI ICDR Regulations, the minimum number of allottees in this Issue shall be 50 shareholders. In case the minimum number of prospective allottees is less than 50, no allotment will be made pursuant to this Issue and the monies blocked by the SCSBs shall be unblocked within 4 working days of closure of issue.

JOINT HOLDERS

Where two (2) or more persons are registered as the holders of any Equity Shares, they will be deemed to hold such Equity Shares as joint holders with benefits of survivorship.

NOMINATION FACILITY TO INVESTOR

In accordance with Section 72 of the Companies Act, 2013, the sole or first applicant, along with other joint applicant, may nominate any one person in whom, in the event of the death of sole applicant or in case of joint applicant, death of all the Applicants, as the case may be, the Equity Shares allotted, if any, shall vest. A person, being a nominee, entitled to the Equity Shares by reason of the death of the original holder(s), shall in accordance with Section 72 of the Companies Act, 2013, be entitled to the same advantages to which he or she would be entitled if he or she were the registered holder of the Equity Share(s). Where the nominee is a minor, the holder(s) may make a nomination to appoint, in the prescribed manner, any person to become entitled to Equity Share(s) in the event of his or her death during the minority. A nomination shall stand rescinded upon a sale of equity share(s) by the person nominating. A buyer will be entitled to make a fresh nomination in the manner prescribed. Fresh nomination can be made only on the prescribed form available on request at the Registered Office of our Company or to the Registrar and Transfer Agents of our Company.

In accordance with Section 72 of the Companies Act, 2013, any Person who becomes a nominee by virtue of this section shall upon the production of such evidence as may be required by the Board, elect either:

To register himself or herself as the holder of the Equity Shares; or 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 (90) 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 form, there is no need to make a separate nomination with our Company. Nominations registered with the respective depository participant of the applicant

would prevail. If the investors require changing the nomination, they are requested to inform their respective depository participant.

PERIOD OF SUBSCRIPTION LIST OF PUBLIC ISSUE

ISSUE OPENS ON	[●]
ISSUE CLOSES ON	[●]

- *In terms of regulation 265 of SEBI (ICDR) Regulation, 2018, the issue shall be open after at least three working days from the date of filing the draft prospectus with the Registrar of Companies.*
- *In terms of regulation 266(1) of SEBI (ICDR) Regulation, 2018, Except as otherwise provided in these regulations, the public issue shall be kept open for at least three working days and not more than ten working days.*
- *In terms of regulation 266(2) of SEBI (ICDR) Regulation, 2018, In case of a revision in the price band, the issuer shall extend the bidding (issue) period disclosed in the red herring draft prospectus, for a minimum period of three working days, subject to the provisions of sub-regulation (1) is not applicable to our company as this is fixed price issue.*
- *In terms of regulation 266(3) of SEBI (ICDR) Regulation, 2018, In case of force majeure, banking strike or similar circumstances, our company may, for reasons to be recorded in writing, extend the issue period disclosed in the draft prospectus, for a minimum period of three working days, subject to the provisions of sub-regulation 266(1).*

Application Forms and any revisions to the same will be accepted only between 10.00 a.m. to 5.00 p.m. (IST) during the Issue Period (except for the Issue Closing Date). On the Issue Closing Date, the Application Forms will be accepted only between 10.00 a.m. to 3.00 p.m. (IST) for retail and non-retail Applicants. The time for applying for Retail Individual Applicants on Issue Closing Date maybe extended in consultation with the LM, RTA and BSE SME taking into account the total number of applications received up to the closure of timings.

Due to the limitation of time available for uploading the Application Forms on the Issue Closing Date, Applicants are advised to submit their applications one (1) day prior to the Issue Closing Date and, in any case, not later than 3.00 p.m. (IST) on the Issue Closing Date. Any time mentioned in this draft prospectus is IST. Applicants are cautioned that, in the event a large number of Application Forms are received on the Issue Closing Date, as is typically experienced in public issues, some Application Forms may not get uploaded due to the lack of sufficient time. Such Application Forms that cannot be uploaded will not be considered for allocation under this Issue. Applications will be accepted only on Working Days, i.e., Monday to Friday (excluding any public holidays). Neither our Company nor the LM is liable for any failure in uploading the Application Forms due to faults in any software/hardware system or otherwise.

In accordance with SEBI ICDR Regulations, QIBs and Non-Institutional Applicants are not allowed to withdraw or lower the size of their Application (in terms of the quantity of the Equity Shares or the Application amount) at any stage. Retail Individual Applicants can revise or withdraw their Application Forms prior to the Issue Closing Date. Allocation to Retail Individual Applicants, in this Issue will be on a proportionate basis.

In case of discrepancy in the data entered in the electronic book vis-à-vis the data contained in the physical Application Form, for a particular Applicant, the details as per the file received from BSE SME may be taken as the final data for the purpose of Allotment. In case of discrepancy in the data entered in the electronic book vis-à-vis the data contained in the physical or electronic Application Form, for a particular ASBA Applicant, the Registrar to the Issue shall ask the relevant SCSBs / RTAs / DPs / stock brokers, as the case may be, for the rectified data.

MINIMUM SUBSCRIPTION

In accordance with Regulation 260(1) of SEBI (ICDR) Regulations, this Issue is 100% underwritten, so this issue is not restricted to any minimum subscription level.

As per section 39 of the new Companies Act, if the "stated minimum amount" has not been subscribed and the sum payable on application is not received within a period of thirty (30) days from the date of issue of draft prospectus, the application money has to be returned within such period as may be prescribed.

If our Company does not receive the subscription of 100% of the Issue through this Issue Document including devolvement of Underwriters, our Company shall forthwith unblock the entire subscription amount received. If there is a delay beyond eight (8) days after our Company becomes liable to pay the amount, our Company shall pay interest prescribed under section 73 of the Companies Act, 2013 and applicable law.

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be Issued or sold, and applications may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

ARRANGEMENTS FOR DISPOSAL OF ODD LOTS

The trading of the Equity Shares will happen in the minimum contract size of 6,000 equity shares in terms of the SEBI Circular No. CIR/MRD/DSA/06/2012 dated February 21, 2012. However, in terms of Regulation 261(5) of the SEBI ICDR Regulations, the Market Maker shall buy the entire shareholding of a shareholder in one lot, where value of such shareholding is less than the minimum contract size allowed for trading on the SME platform of BSE.

APPLICATION BY ELIGIBLE NRIS, FPIS/FIIS REGISTERED WITH SEBI, VCFS REGISTERED WITH SEBI AND QFIs

It is to be understood that there is no reservation for Eligible NRIs or FPIs/FIIs registered with SEBI or VCFs or QFIs. Such Eligible NRIs, QFIs, FIIs registered with SEBI will be treated on the same basis with other categories for the purpose of Allocation.

NRIs, FPIs/FIIs and foreign venture capital investors registered with SEBI are permitted to purchase shares of an Indian company in a public Issue without the prior approval of the RBI, so long as the price of the equity shares to be issued is not less than the price at which the equity shares are issued to residents. 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 the non-resident shareholding is within the sectoral limits under the FDI policy; and (ii) the pricing is in accordance with the guidelines prescribed by the SEBI/RBI.

The current provisions of the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000, provides a general permission for the NRIs, FPIs and foreign venture capital investors registered with SEBI to invest in shares of Indian companies by way of subscription in an IPO. However, such investments would be subject to other investment restrictions under the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000, RBI and/or SEBI regulations as may be applicable to such investors.

The Allotment of the Equity Shares to Non-Residents shall be subject to the conditions, if any, as may be prescribed by the Government of India/RBI while granting such approvals.

AS PER THE EXTANT POLICY OF THE GOVERNMENT OF INDIA, OCBS CANNOT PARTICIPATE IN THIS ISSUE.

As per the existing regulations, OCBs are not eligible to participate in this Issue. The RBI has however clarified in its circular, A.P. (DIR Series) Circular No. 44, dated December 8, 2003 that OCBs which are incorporated and are not under the adverse notice of the RBI are permitted to undertake fresh investments as incorporated non-resident entities in terms of Regulation 5(1) of RBI Notification No.20/2000-RB dated May 3, 2000 under FDI Scheme with the prior approval of Government if the investment is through Government Route and with the prior approval of RBI if the investment is through Automatic Route on case by case basis. OCBs may invest in this Issue provided it obtains a prior approval from the RBI. On submission of such approval along with the Application Form, the OCB shall be eligible to be considered for share allocation.

RESTRICTIONS ON TRANSFER AND TRANSMISSION OF SHARES OR DEBENTURES AND ON THEIR CONSOLIDATION OR SPLITTING

Except for lock-in of the Pre- Issue Equity Shares and Promoter minimum contribution in the Issue as detailed in the Section titled, **Capital Structure**, beginning on page 40 of this draft prospectus, and except as provided in the Articles of Association of our Company, there are no restrictions on transfer and transmission and on their consolidation/splitting of Equity Shares. For further details, please refer to the Section titled, ***"Description of Equity Shares and Terms of the Articles of Association"***, beginning on page 204 of this draft prospectus.

The above information is given for the benefit of the Applicants. The Applicants are advised to make their own enquiries about the limits applicable to them. Our Company and the LM do not accept any responsibility for the completeness and accuracy of the information stated hereinabove. Our Company and the LM are not liable to inform to inform the investors of any amendments or modifications or changes in applicable laws or regulations, which may occur after the date of this draft prospectus. Applicants are advised to make their independent investigations and ensure that the number of Equity Shares Applied for do not exceed the applicable limits under laws or regulations.

OPTION TO RECEIVE EQUITY SHARES IN DEMATERIALIZED FORM

As per Section 29 of the Companies Act, 2013 and in accordance with SEBI (ICDR) Regulations, every company making public Issue shall issue securities only in dematerialized form only. Hence, the Equity Shares being Issued can be applied for in the dematerialized form only. Further, it has been decided by the SEBI that trading in securities of companies making an initial public Issue shall be in dematerialized form only. The Equity Shares on Allotment will be traded only on the dematerialized segment of the SME platform of BSE.

MIGRATION TO MAIN BOARD

In accordance with Regulation 277 of the SEBI (ICDR) Regulations:

An issuer, whose specified securities are listed on a SME Exchange and whose post-issue face value capital is more than ten crore rupees and up to twenty five crore rupees, may migrate its specified securities to the main board of the stock exchanges if its shareholders approve such a migration by passing a special resolution through postal ballot to this effect and if such issuer fulfils the eligibility criteria for listing laid down by the Main Board:

Provided that the special resolution shall be acted upon if and only if the votes cast by shareholders other than promoters in favour of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal.

MARKET MAKING

The Equity Shares offered through this Issue are proposed to be listed on the SME Platform of BSE, wherein M/s. Nikunj Stock Brokers Limited is the Market Maker to this Issue shall ensure compulsory Market Making through the registered Market Makers of the BSE SME for a minimum period of three (3) years from the date of listing on the SME Platform of BSE. For further details of the agreement entered into between our Company, the Lead Manager and the Market Maker please refer to Section titled, **General Information- Details of the Market Making Arrangements for this Issue**, beginning on page 32 of this draft prospectus.

NEW FINANCIAL INSTRUMENTS

There are no new financial instruments such as Deep discounted bonds, debenture, warrants, secured premium notes, etc. issued by our Company through this issue.

JURISDICTION

Exclusive jurisdiction for the purpose of this Issue is with the competent courts/authorities in ***Mumbai, Maharashtra, India***.

The Equity Shares have not been and will not be registered under the U.S. Securities Act or any state securities laws in the United States, and may not be Issued or sold within the United States to, or for the account or benefit of "U.S. persons" (as defined in Regulation S), except pursuant to an exemption from or in a transaction not subject to, registration requirements of the U.S. Securities Act and applicable U.S. state Securities laws. Accordingly, the Equity Shares are only being Issued or sold outside the United States in compliance with Regulation S under the Securities Act and the applicable laws of the jurisdictions where those Issues and sales occur.

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be Issued or sold, and applications may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

ISSUE STRUCTURE

This Issue is being made in terms of Regulation 229(1) of Chapter IX of the SEBI (ICDR) Regulations 2018, whereby, an issuer whose post issue face value capital is not more than ten crore rupees, shall issue shares to the public and propose to list the same on the platform of Small and Medium Enterprise (SME platform of BSE). For further details regarding the salient features and terms of such this Issue, please refer to Sections titled, **Terms of the Issue** and **Issue Procedure**, beginning on pages 166 and 173, respectively, of this draft prospectus.

The present Issue of 12,00,000 Equity Shares at an issue price of ₹20/- each aggregating to ₹240.00 Lakhs by our Company. The Issue and the Net Issue will constitute 28.48% and 27.05%, respectively of the post issue paid up equity share capital of the Issuer Company.

Particulars of the Issue	Net Issue to Public*	Market Maker Reservation Portion
Number of Equity Shares	11,40,000 Equity Shares	60,000 Equity Shares
Percentage of Issue Size available for allocation	95.00% of the Issue Size	5.00% of the Issue Size
Basis of Allotment/Allocation if respective category is oversubscribed	Proportionate subject to minimum allotment of Equity Shares and further allotment in multiples of 6,000 Equity Shares each. For further details please refer to "Basis of Allotment" under Section titled, **Issue Procedure**, beginning on page 173 of this draft prospectus.	Firm Allotment
Mode of Application	Through ASBA Process Only or through UPI for Retail Individual Investors	Through ASBA Process Only
Mode of Allotment	Compulsorily in dematerialised form.	Compulsorily in dematerialised form.
Minimum Application Size	**For Other than Retail Individual Investors:** Such number of Equity Shares in multiples of 6,000 Equity Shares that the Application Value exceeds ₹2,00,000. **For Retail Individuals:** 6,000 Equity Shares at Issue price of ₹20/- each.	60,000 Equity Shares @ ₹20/- each
Maximum Application Size	**For Other than Retail Individual Investors:** The maximum application size is the Net Issue to public subject to limits the investor has to adhere under the relevant laws and regulations applicable. **For Retail Individuals Investors:** 6,000 Equity Shares at Issue price of ₹20/- each.	60,000 Equity Shares @ ₹20/- each
Trading Lot	6,000 Equity Shares	6,000 Equity Shares. However, the Market Makers may accept odd lots if any in the market as required under the SEBI (ICDR) Regulations, 2018.
Terms of Payment	100% at the time of application	100% at the time of application

WITHDRAWAL OF THE ISSUE

Our Company, in consultation with the Lead Manager, reserves the right not to proceed with the Issue at any time before the Issue Opening Date, without assigning any reason thereof. Notwithstanding the foregoing, the Issue is also subject to obtaining the following:

a. The final listing and trading approvals of BSE for listing of Equity Shares Issued through this Issue on its SME Platform, which the Company shall apply for after Allotment; and

b. The final RoC approval of this draft prospectus after it is filed with the RoC.

c. In case, our Company wishes to withdraw the Issue after Issue Opening but before allotment, our Company will give public notice giving reasons for withdrawal of Issue. The public notice will appear in two (2) widely circulated national newspapers (one each in English and Hindi) and one (1) in regional newspaper.

The Lead Manager, through the Registrar to the Issue, will instruct the SCSBs to unblock the ASBA Accounts within one (1) Working Day from the day of receipt of such instruction. The notice of withdrawal will be issued in the same newspapers where the pre-Issue advertisements have appeared, and the Stock Exchange will also be informed promptly. If our Company withdraws the Issue after the Issue Closing Date and subsequently decides to undertake a public Issuing of Equity Shares, our Company will file a fresh Issue document with the stock exchange where the Equity Shares may be proposed to be listed.

Notwithstanding the foregoing, the Issue is subject to obtaining (i) the final listing and trading approvals of the Stock Exchange with respect to the Equity Shares Issued through this draft prospectus, which our Company will apply for only after Allotment; and (ii) the final RoC approval of the draft prospectus.

ISSUE PROGRAMME

Issue Opening Date	[●]
Issue Closing Date	[●]
Finalisation of Basis of Allotment with BSE SME	[●]
Initiation of Allotment / Refunds/ unblocking of ASBA Accounts	[●]
Credit of Equity Shares to demat accounts of the Allottees	[●]
Commencement of trading of the Equity Shares on BSE SME	[●]

Note: *The above timetable is indicative in nature and does not constitute any obligation on the Company or the Lead Manager. While our Company shall ensure that all the steps for completion of all the necessary formalities for the listing and trading of our equity shares on the SME Platform of BSE are taken within 6 working days of the issue closing date, the time table may change due to various factors such as extension of the issue period by the Company or any delay in receiving final listing and trading approval from the BSE. The Commencement of the trading of Equity shares will be entirely at the discretion of the BSE SME in accordance with the applicable laws.*

Applications and any revisions to the same will be accepted only between 10:00 a.m. to 5:00 p.m. (Indian Standard Time) during the Issue Period at the Application Centres mentioned in the Application Form. On the Issue Closing Date when applications will be accepted only between 10:00 a.m. to 4:00 p.m. (Indian Standard Time).

Due to limitation of time available for uploading the application on the Issue Closing Date, Applicants are advised to submit their applications one day prior to the Issue Closing Date and, in any case, not later than 1:00 p.m. IST on the Issue Closing Date. Any time mentioned in this draft prospectus is IST. Applicants are cautioned that, in the event a large number of applications are received on the Issue Closing Date, as is typically experienced in public Issues, some applications may not get uploaded due to lack of sufficient time. Such applications that cannot be uploaded will not be considered for allocation under this Issue.

Applications will be accepted only on Working Days, i.e., Monday to Friday (excluding any public holiday)

ISSUE PROCEDURE

All Applicants should review the General Information Document for Investing in Public Issues prepared and issued in accordance with the circular (CIR/ CFD/ DIL/ 12/ 2013) dated October 23, 2013 notified by SEBI and updated pursuant to the circular (CIR/CFD/POLICYCELL/11/2015) dated November 10, 2015 as amended and modified by the circular (SEBI/HO/CFD/DIL/CIR/P/2016/26) dated January 21, 2016, and SEBI Circular bearing number (SEBI/HO/CFD/DIL2/CIR/P/2018/22) dated February 15, 2018 and Circular (SEBI/HO/CFD/DIL2/CIR/P/2018/138) dated November 1, 2018, notified by SEBI ("General Information Document") and SEBI Circular No. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 08, 2019, included below under Section ***"PART B – General Information Document"****, which highlights the key rules, processes and procedures applicable to public issues in general in accordance with the provisions of the Companies Act, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957 and the SEBI ICDR Regulations. The General Information Document is available on the websites of the Stock Exchanges and the LM. Please refer to the relevant portions of the General Information Document which are applicable to this Issue.*

All Designated Intermediaries in relation to the Issue should ensure compliance with the SEBI circular (CIR/CFD/POLICYCELL/11/2015) dated November 10, 2015, as amended and modified by the SEBI circular (SEBI/HO/CFD/DIL/CIR/P/2016/26) dated January 21, 2016 and SEBI circular (SEBI/HO/CFD/DIL2/CIR/P/2018/22) dated February 15, 2018 and (SEBI/HO/CFD/DIL2/CIR/P/2018/138) dated November 1, 2018, in relation to clarifications on streamlining the process of public issue of equity shares and convertibles. Further, pursuant to SEBI Circular No. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 08, 2019, Retail Individual Investors applying in public issue may use either Application Supported by Blocked Amount (ASBA) process or UPI payment mechanism by providing UPI ID in the Application Form which is linked from Bank Account of the investor.

Additionally, all Applicants may refer to the General Information Document for information, in addition to what is stated herein, in relation to (i) category of investors eligible to participate in the Issue; (ii) maximum and minimum Application size; (iii) price discovery and allocation; (iv) payment Instructions for ASBA Applicants and Retail Individual Applicants applying through the United Payments Interface channel; (v) issuance of Confirmation of Allocation Note ("CAN") and Allotment in the Issue; (vi) general instructions (limited to instructions for completing the Application Form); (vii) designated date; (viii) disposal of applications; (ix) submission of Application Form; (x) other instructions (limited to joint applications in cases of individual, multiple applications and instances when an application would be rejected on technical grounds); (xi) applicable provisions of Companies Act, 2013 relating to punishment for fictitious applications; (xii) mode of making refunds; and (xiii) interest in case of delay in Allotment or refund.

Our Company and the LM do not accept any responsibility for the completeness and accuracy of the information stated in this chapter and the General Information Document and are not liable for any amendment, modification or change in the applicable law which may occur after the date of this draft prospectus. Applicants are advised to make their independent investigations and ensure that their Applications do not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law or as specified in this draft prospectus.

Please note that all Applicants applying in the Issue can participate in the Issue only through the ASBA process. Applicants should carefully read the provisions applicable before making their application through the ASBA process. Applicants are required to ensure that the ASBA Account has sufficient credit balance as an amount equivalent to the full Application Amount can be blocked by the SCSB at the time of submitting the Application. As an alternate payment mechanism, investors may apply through UPI as per SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018. Further, pursuant to SEBI Circular No. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 08, 2019, Retail Individual Investors applying in public issue may use either Application Supported by Blocked Amount (ASBA) process or UPI payment mechanism by providing UPI ID in the Application Form which is linked from Bank Account of the investor.

Phased implementation of Unified Payments Interface (UPI)

SEBI has issued a circular (SEBI/HO/CFD/DIL2/CIR/P/2018/138) dated November 1, 2018 in relation to streamlining the process of public issue of equity shares and convertibles ("UPI Circular"). Pursuant to the circular, Unified Payments Interface ("UPI") is proposed to be introduced in a phased manner (phase I will be effective from January 1, 2019) as an additional mode of payment with ASBA Form for applications by Retail Individual Investors through intermediaries (i.e., Syndicate members, Registered Stock Brokers, Registrar and Transfer Agents and Depository Participants) ("UPI Channel"). The UPI Channel for making Applications by Retail Individual Investors will be made available in accordance with the UPI Circular.

Retail Individual Investors should note that the Application using UPI Channel is optional and they can make Applications by submitting Application Forms, in physical form or in electronic mode, to the members of the Syndicate, the sub-Syndicate, SCSBs, the Registered Brokers, Registrars to an Issue and Share Transfer Agents and Depository Participants pursuant to SEBI Circular no. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 08, 2019 where the timeline for implementation of Phase II has been extended till March 31, 2020.

PART – A

FIXED PRICE ISSUE PROCEDURE

The Issue is being made in compliance with the provisions of Chapter IX of the SEBI ICDR Regulations, and through the Fixed Price Process wherein 50% of the Net Issue to Public is being offered to the Retail Individual Applicants and the balance is being offered to Other Investors including QIBs and Non-Institutional Applicants.

However, in case of under-subscription in either category, unsubscribed portion shall be allocated to investors in other category subject to valid Applications being received from them at the Issue Price.

Subject to the valid Applications being received at the Issue Price, allotment to all categories in the Net Issue, shall be made on a proportionate basis, except for the Retail Individual Investors Category where Allotment to each Retail Individual Applicants shall not be less than the minimum lot, subject to availability of Equity Shares in Retail Individual Investors Category, and the remaining available Equity Shares, if any, shall be allotted on a proportionate basis. Under subscription, if any, in any category, would be allowed to be met with spill over from any other category or a combination of categories at the discretion of our Company in consultation with the Lead Manager and the Stock Exchange.

Investors should note that the Equity Shares will be Allotted to all successful Applicants only in dematerialised form. It is mandatory to furnish the details of Applicant's depository account along with Application Form. The Application Forms which do not have the details of the Applicants' depository account, including the DP ID Numbers and the beneficiary account number shall be treated as incomplete and rejected. Application Forms which do not have the details of the Applicants' PAN, (other than Applications made on behalf of the Central and the State Governments, residents of the state of Sikkim and official appointed by the courts) shall be treated as incomplete and are liable to be rejected. Applicants will not have the option of being Allotted Equity Shares in physical form. The Equity Shares on Allotment shall be traded only in the dematerialised segment of the Stock Exchanges.

APPLICATION FORM

In terms of Regulation 256 of SEBI ICDR Regulations read with the SEBI Circular No. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015, and Unified Payments Interface (UPI) introduced vide SEBI Circular Ref: SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018 all the potential investors shall participate in the issue only through an Application Supported by Blocked Amount ("ASBA") process providing details about the bank account which will be blocked by the Self Certified Syndicate Banks ("SCSBs") for the same. ***Retail Individual Investors should note that the Application using UPI Channel is optional and they can make Applications by submitting Application Forms, in physical form or in electronic mode, to the members of the Syndicate, the sub-Syndicate, SCSBs, the Registered Brokers, Registrars to an Issue and Share Transfer Agents and Depository Participants pursuant to SEBI Circular no. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 08, 2019 where the timeline for implementation of Phase II has been extended till March 31, 2020.***

Application Forms will be available with the Syndicate/sub-Syndicate members, SCSBs and at our Registered Office. In addition, the Application Forms will also be available for download on the website of the Company, Lead Manager and Stock Exchange, BSE (www.bseindia.com), at least one day prior to the Issue Opening Date.

All Applicants shall mandatorily participate in the Issue only through the ASBA process except as mentioned in the *SEBI Circular No. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 08, 2019*. ASBA Applicants must provide bank account details and authorisation to block funds in the relevant space provided in the Application Form or alternatively, the Retail Individual Applicants wishing to apply through UPI Channel, may provide the UPI ID and validate the blocking of the funds and the Application Forms that do not contain such details are liable to be rejected. For further details on the UPI Channel please refer SEBI circular Ref: *SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018 and SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 08, 2019*.

Applicants shall ensure that the Applications are made on Application Forms bearing the stamp of a member of the Syndicate or the Registered Broker or the SCSBs or Registrars to an Issue and Share Transfer Agents or Depository Participants, as the case may be, submitted at the Collection centres only (except in case of electronic Application Forms) and the Application Forms not bearing such specified stamp are liable to be rejected.

Pursuant to SEBI Circular dated November 10, 2015 and bearing Reference No. CIR/CFD/POLICYCELL/11/2015 which shall be applicable for all public issues opening on or after January 01, 2016, all the investors can apply through ASBA Mode. Alternatively, investors can apply through UPI. The prescribed colour of the Application Form for various categories applying in this issue is as follows:

Category	Colour
Resident Indians and Eligible NRIs applying on a non-repatriation basis (ASBA)**	White*
Non-Residents and Eligible NRIs applying on a repatriation basis (ASBA)**	Blue*

** Excluding electronic Application Form.*
*** Application forms will also be available on the website of the BSE (www.bseindia.com). Same Application Form applies to all ASBA Applicants/ Retail Individual Applicants applying through UPI mechanism, irrespective of whether they are submitted to the SCSBs, to the Registered Brokers, to Registrars to an Issue and Share Transfer Agents, Depository Participants or to the Syndicate (in Specified Cities).*

The upload of the details in the electronic bidding system of stock exchange will be done by:

For Applications submitted by investors to SCSB:	After accepting the form, SCSB shall capture and upload the relevant details in the electronic Bidding system as specified by the stock exchanges(s) and may being blocking funds available in the bank account specified in the form, to the extent of the application money specified.
For Applications submitted by investors to intermediaries other than SCSBs:	After accepting the application form, respective intermediary shall capture and upload the relevant details in the electronic Bidding system of stock exchange(s). Post uploading, they shall forward a schedule as per prescribed format along with the application forms to designated branches of the respective SCSBs for blocking of funds within one day of closure of Issue.

Upon completion and submission of the Application Form to Application Collecting intermediaries, the Application are deemed to have authorised our Company to make the necessary changes in the draft prospectus, without prior or subsequent notice of such changes to the Applicants.

Designated Intermediaries (other than SCSBs) shall submit/deliver the ASBA Forms/ Application Forms to the respective SCSB, where the Applicant has a bank account and shall not submit it to any non-SCSB bank or any Escrow Collection Bank.

AVAILABILITY OF DRAFT PROSPECTUS AND APPLICATION FORMS

The Application Forms and copies of the draft prospectus may be obtained from the Registered Office of our Company. Lead Manager to the Issue, Registrar to the Issue as mentioned in the application Form. The application forms may also be downloaded from website of the Company i.e. www.djcorp.in or the Lead Manager of the issue i.e. www.finshoregroup.com or BSE Stock Exchange i.e. www.bseindia.com.

WHO CAN APPLY?

Each Applicant should check whether it is eligible to apply under applicable law.

Furthermore, certain categories of Applicants, such as NRIs, FPIs and FVCIs may not be allowed to apply in the Issue or to hold Equity Shares, in excess of certain limits specified under applicable law. Applicants are requested to refer to the Application Form and GID for more details.

Subject to the above, an illustrative list of Applicants is as follows:

i. 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);
ii. Applications belonging to an account for the benefit of a minor (under guardianship);
iii. Hindu Undivided Families or HUFs, in the individual name of the Karta. The Applicant should specify that the Application is being made in the name of the HUF in the Application Form as follows: "Name of sole or first Applicant: XYZ Hindu Undivided Family applying through XYZ, where XYZ is the name of the Karta". Application by HUFs will be considered at par with Applications from individuals;
iv. Companies, corporate bodies and societies registered under applicable law in India and authorised to invest in equity shares;
v. QIBs;
vi. NRIs on a repatriation basis or on a non-repatriation basis subject to applicable law;
vii. Qualified Foreign Investors subject to applicable law;
viii. Indian Financial Institutions, regional rural banks, co-operative banks (subject to RBI regulations and the SEBI ICDR Regulations and other laws, as applicable);
ix. Trusts/ societies registered under the Societies Registration Act, 1860, or under any other law relating to trusts/ societies and who are authorised under the irrespective constitutions to hold and invest in equity shares;
x. Limited liability partnerships registered under the Limited Liability Partnership Act,2008;
xi. Insurance companies registered with IRDAI;
xii. Mutual Funds registered with SEBI;
xiii. FPIs other than Category III Foreign Portfolio Investor;
xiv. Category III Foreign Portfolio Investors, which are foreign corporates or foreign individuals only under the Other Investors Category;
xv. Scientific and/ or industrial research organizations authorised in India to invest in the Equity Shares; and
xvi. Any other person eligible to Apply in this Issue, under the laws, rules, regulations, guidelines and polices applicable to them.

Applications should not to be made by:

i. Minors (except through their Guardians)
ii. Partnership firms or their nominations
iii. Foreign Nationals (except NRIs)
iv. Overseas Corporate Bodies

As per the existing regulations, OCBs are not eligible to participate in this Issue. The RBI has however clarified in its circular, A.P. (DIR Series) Circular No. 44, dated December 8, 2003 that OCBs which are incorporated and are not under the adverse notice of the RBI are permitted to undertake fresh investments as incorporated non-resident entities in terms of Regulation 5(1) of RBI Notification No.20/2000-RB dated May 3, 2000 under FDI Scheme with the prior approval of Government if the investment is through Government Route and with the prior approval of RBI if the investment is through Automatic Route on case by case basis. OCBs may invest in this Issue provided it obtains a prior approval from the RBI. On submission of such approval along with the Application Form, the OCB shall be eligible to be considered for share allocation.

The Equity Shares have not been and will not be registered under the U.S. Securities Act, 1933 (the "U.S. Securities Act") or the securities laws of any state of the United States and may not be offered or sold within the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable state securities laws. Accordingly, the Equity Shares are being offered and sold only outside the United States in offshore transactions in reliance on Regulation S under the U.S. Securities Act and the applicable laws of the jurisdiction where those offers, and sales occur.

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Applications may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

The information below is given for the benefit of the applicants. Our Company, and the Lead Manager do not accept responsibility for the completeness and accuracy of the information stated. Our Company, and the Lead Manager is not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of the draft prospectus. Applicants are advised to make their independent investigations and ensure that the number of Equity Shares applied for does not exceed the limits prescribed under laws or regulations.

MAXIMUM AND MINIMUM APPLICATION SIZE:

1. **For Retail Individual Applicants:**

   The Application must be for a minimum of 6,000 Equity Shares and in multiples of 6,000 Equity Shares thereafter, so as to ensure that the Application Price payable by the Applicant does not exceed Rs 2,00,000. In case of revision of Applications, the Retail Individual Applicants have to ensure that the Application Price does not exceed Rs 2,00,000. As the application price payable by the Retail Individual Applicants cannot exceed Rs. 2,00,000, they can make Application only for minimum Application size i.e. for 6,000 Equity Shares.

2. **For Other than Retail Individual Applicants (Non-Institutional Applicants and QIBs)**:

   The Application must be for a minimum of such number of Equity Shares that the Application Amount exceeds Rs 2,00,000 and in multiples of 6,000 Equity Shares thereafter. An Application cannot be submitted for more than the Net Issue Size. However, the maximum Application by a QIB investor should not exceed the investment limits prescribed for them by applicable laws. Under existing SEBI Regulations, a QIB Applicant cannot withdraw its Application after the Issue Closing Date and is required to pay 100% QIB Margin upon submission of Application.

   In case of revision in Applications, the Non-Institutional Applicants, who are individuals, have to ensure that the Application Amount is greater than Rs 2,00,000 for being considered for allocation in the Non-Institutional Portion.

3. **Minimum Bid Lot:** 6,000 Equity Shares

PARTICIPATION BY ASSOCIATES /AFFILIATES OF LM AND THE SYNDICATE MEMBERS

The LM, Market Maker and the Underwriter, if any shall not be entitled to subscribe to this Issue in any manner except towards fulfilling their underwriting and market making obligations. However, associates/affiliates of the LM and Syndicate Members, if any may subscribe for Equity Shares in the Issue, either in the QIB Category or in the Non-Institutional Category as may be applicable to the Applicants, where the allocation is on a proportionate basis and such subscription may be on their own account or on behalf of their clients.

APPLICATION BY MUTUAL FUNDS

As per the current regulations, the following restrictions are applicable for investments by Mutual fund:

No mutual fund scheme shall invest more than 10% of its net asset value in the Equity Shares or equity related instruments of any Company provided that the limit of 10% shall not be applicable for investments in index funds or sector or industry specific funds. No mutual fund under all its schemes should own more than 10% of any Company's paid up share capital carrying voting rights.

With respect to Applications by Mutual Funds, a certified copy of their SEBI registration certificate must be lodged with the Application Form. Failing this, our Company reserves the right to accept or reject any Application in whole or in part, in either case, without assigning any reason thereof.

In case of a Mutual Fund, a separate Application can be made in respect of each scheme of the Mutual Fund registered with SEBI and such Applications in respect of more than one scheme of the Mutual Fund will not be treated as multiple Applications provided that the Applications clearly indicate the scheme concerned for which the Application has been made.

The Application made by Asset Management Companies or custodians of Mutual Funds shall specifically state the names of the concerned schemes for which the Applications are made.

APPLICATIONS BY ELIGIBLE NRIS

Only Applications accompanied by payment in Indian Rupees or freely convertible foreign exchange will be considered for Allotment. Eligible NRIs intending to make payment through freely convertible foreign exchange and Applying on a repatriation basis could make payments through the ASBA process only by blocking the funds for the amount payable on application in their NRE Account or FCNR Accounts, maintained with banks authorised by the RBI to deal in foreign exchange.

Eligible NRIs applying on a repatriation basis are advised to use the Application Form meant for Non-Residents, accompanied by a bank certificate confirming that the payment has been made by blocking the relevant funds in their NRE or FCNR account, as the case may be. Payment for Application by non-resident Applicants applying on a repatriation basis will not be accepted out of NRO accounts for the full Application amount, at the time of submission of the Application Form.

Eligible NRIs applying on non-repatriation basis are advised to use the Application Form for residents (white in colour). Eligible NRIs applying on a repatriation basis are advised to use the Application Form meant for Non-Residents (blue in colour).

APPLICATIONS BY HUF

Application by Hindu Undivided Families or HUFs should be in the individual name of the Karta. The Applicant should specify that the Application is being made in the name of the HUF in the Application Form as follows: “Name of sole or first Applicant: XYZ Hindu Undivided Family applying through XYZ, where XYZ is the name of the Karta”. Application by HUFs will be considered at par with Applications by individuals.

APPLICATIONS BY FPI’S

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 upto 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 the RBI.

In case the total holding of an FPI increases beyond 10% of the total paid-up Equity Share capital of our Company, on a fully diluted basis or 10% or more of the paid-up value of any series of debentures or preference shares or share warrants issued that may be issued by our Company, the total investment made by the FPI will be re-classified as FDI subject to the conditions as specified by SEBI and the RBI in this regard and our Company and the investor will be required to comply with applicable reporting requirements.

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. In case of Applications made by FPIs, a verified true copy of the certificate of registration issued by the designated depository participant under the FPI Regulations is required to be attached along with the Application form, failing which our Company reserves the right to reject the Application without assigning any reasons thereof.

APPLICATIONS BY BANKING COMPANIES

In case of Applications made by banking companies registered with the RBI, certified copies of: (i) the certificate of registration issued by the RBI, and (ii) the approval of such banking company's investment committee are required to be attached to the Application Form, failing which our Company reserves the right to reject any Application by a banking company without assigning any reason therefor.

The investment limit for banking companies in non-financial services companies as per the Banking Regulation Act, 1949, as amended (the "Banking Regulation Act"), and the Reserve Bank of India (Financial Services provided by Banks) Directions, 2016, is 10% of the paid-up share capital of the investee company, not being its subsidiary engaged in non-financial services, or 10% of the bank's own paid-up share capital and reserves, whichever is lower. However, a banking company would be permitted to invest in excess of 10% but not exceeding 30% of the paid-up share capital of such investee company if (i) the investee company is engaged in non-financial activities permitted for banks in terms of Section 6(1) of the Banking Regulation Act, or (ii) the additional acquisition is through restructuring of debt/corporate debt restructuring/strategic debt restructuring, or to protect the bank's interest on loans/investments made to a company. The bank is required to submit a timebound action plan for disposal of such shares within a specified period to the RBI. A banking company would require a prior approval of the RBI to make (i) investment in a subsidiary and a financial services company that is not a subsidiary (with certain exceptions prescribed), and (ii) investment in a non-financial services company in excess of 10% of such investee company's paid-up share capital as stated in 5(a)(v)(c)(i) of the Reserve Bank of India (Financial Services provided by Banks) Directions, 2016.

APPLICATIONS BY SCSB'S

SCSBs participating in the Issue are required to comply with the terms of the SEBI circulars dated September 13, 2012 and January 2, 2013. Such SCSBs are required to ensure that for making applications on their own account using ASBA, they should have a separate account in their own name with any other SEBI registered SCSBs. Further, such account shall be used solely for the purpose of making application in public issues and clear demarcated funds should be available in such account for ASBA applications.

APPLICATIONS BY SEBI REGISTERED VENTURE CAPITAL FUNDS, ALTERNATIVE INVESTMENT FUNDS AND FOREIGN VENTURE CAPITAL INVESTORS

The SEBI VCF Regulations and the SEBI FVCI Regulations, as amended, inter alia prescribe the investment restrictions on VCFs and FVCIs, respectively, registered with SEBI. Further, the SEBI AIF Regulations prescribe, amongst others, the investment restrictions on AIFs.

Accordingly, the holding in any company by any individual VCF or FVCI registered with SEBI should not exceed 25% of the corpus of the VCF or FVCI. Further, VCFs and FVCIs can invest only upto 33.33% of the investible funds in various prescribed instruments, including in public offerings.

The category I and II AIFs cannot invest more than 25% of the corpus in one investee company. A category III AIF cannot invest more than 10% of the corpus in one investee company. A venture capital fund registered as a category I AIF, as defined in the SEBI AIF Regulations, cannot invest more than 1/ 3rd of its corpus by way of subscription to an initial public offering of a venture capital undertaking. Additionally, the VCFs which have not re-registered as an AIF under the SEBI AIF Regulations shall continue to be regulated by the VCF Regulations.

All Non-Resident Applicants including Eligible NRIs, FIIs and FVCIs should note that refunds, dividends and other distributions, if any, will be payable in Indian Rupees only and net of bank charges and / or commission. There is no reservation for Eligible NRIs, FIIs and FVCIs and all Applicants will be treated on the same basis with other categories for the purpose of allocation.

Further, according to the SEBI Regulations, the shareholding of VCFs, category I or II AIFs and FVCIs held in a company prior to making an initial public offering would be exempt from lock-in requirements only if the shares have been held by them for at least one year prior to the time of filing the draft prospectus with SEBI. However, such equity shares shall be locked in for a period of at least one year from the date of purchase by the VCF, category I or II AIF or FVCI, as the case may.

APPLICATIONS BY LIMITED LIABILITY PARTNERSHIPS

In case of Applications made by limited liability partnerships registered under the Limited Liability Partnership Act, 2008, a certified copy of certificate of registration issued under the Limited Liability Partnership Act, 2008, must be attached to the Application Form. Failing this, our Company reserves the right to reject any Application without assigning any reason thereof.

APPLICATIONS BY INSURANCE COMPANIES

In case of Applications made by Insurance Companies, a certified copy of certificate of registration issued by IRDA must be attached to the Application Form. Failing this, our Company reserves the right to reject any Application without assigning any reason thereof.

The exposure norms for insurers, prescribed under the Insurance Regulatory and Development Authority (Investment) Regulations, 2016 (the "IRDAI Investment Regulations") are broadly set forth below:

a) Equity shares of a company: the lower of 10% of the outstanding Equity Shares (face value) or 10% of the respective fund in case of life insurer or 10% of investment assets in case of general insurer or reinsurer;
b) The entire group of the investee company: not more than 15% of the respective fund in case of a life insurer or 15% of investment assets in case of a general insurer or reinsurer or 15% of the investment assets in all companies belonging to the group, whichever is lower; and
c) The industry sector in which the investee company belong to not more than 15% of the fund of a life insurer or a general insurer or a reinsurer or 15% of the investment asset, whichever is lower.

The maximum exposure limit, in the case of an investment in equity shares, cannot exceed the lower of an amount of 10% of the investment assets of a life insurer or general insurer and the amount calculated under points (i), (ii) and (iii) above, as the case may be.

The above limit of 10.00% shall stand substituted as 15.00% of outstanding equity shares (face value) for insurance companies with investment assets of ₹2,500,000 million or more and 12.00% of outstanding equity shares (face value) for insurers with investment assets of ₹500,000.00 million or more but less than ₹2,500,000.00 million.

Insurance companies participating in this Issue, shall comply with all applicable regulations, guidelines and circulars issued by IRDA from time to time.

APPLICATIONS BY PROVIDENT FUNDS/ PENSION FUNDS

In case of Applications made by provident funds/ pension funds, subject to applicable laws, with minimum corpus of ₹ 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 Application Form. Failing this, our Company reserves the right to reject any Application, without assigning any reason thereof.

APPLICATIONS UNDER POWER OF ATTORNEY

In case of Applications made pursuant to a power of attorney or by limited companies, corporate bodies, registered societies, Mutual Funds, Eligible FPIs, insurance companies Systemically Important Non-Banking Financial Companies, insurance funds set up by the army, navy or air force of the 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 and pension funds with a minimum corpus of ₹ 250 million (in each case, subject to applicable law and in accordance with their respective constitutional documents), 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, as applicable must be lodged along with the Application Form. Failing this, our Company reserves the right to accept or reject any such Application without assigning any reasons therefor.

APPLICATIONS BY SYSTEMICALLY IMPORTANT NON-BANKING FINANCIAL COMPANIES

In case of Application by Systemically Important Non-Banking Financial Companies, certified copy of a) the certificate of registration issued by RBI, b) certified copy of its latest audited financial statement on a standalone basis and a net worth certificate from its statutory auditor and c) such other approval as may be required by Systemically Important Non-Banking Financial Companies are required to be attached to the Application Form. Failing this, our Company reserves the right to

accept or reject any such Application without assigning any reasons therefor. Systemically Important Non-Banking Financial Companies participating in this Issue shall comply with all applicable regulations, guidelines and circulars issued by RBI from time to time.

The above information is given for the benefit of the Applicants. Our Company and the Lead Manager are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this draft prospectus. Applicants are advised to make their independent investigations and Applicants are advised to ensure that any single Application from them does not exceed the applicable investment limits or maximum number of Equity Shares that can be held by them under applicable law or regulation or as specified in this draft prospectus.

METHOD AND PROCESS OF APPLICATIONS

1. The Designated Intermediaries shall accept applications from the Applicants during the Issue Period.

2. The Issue Period shall be for a minimum of three Working Days and shall not exceed 10 Working Days. The Issue Period may be extended, if required, by an additional three Working Days, subject to the total Issue Period not exceeding 10 Working Days.

3. During the Issue Period, Applicants who are interested in subscribing to the Equity Shares should approach the Designated Intermediaries to register their applications.

4. The Applicant cannot apply on another Application Form after applications on one Application Form have been submitted to the Designated Intermediaries. Submission of a second Application form to either the same or to another Designated Intermediaries will be treated as multiple applications and is liable to rejected either before entering the application into the electronic collecting system or at any point prior to the allocation or Allotment of Equity Shares in this Issue.

5. Designated Intermediaries accepting the application forms shall be responsible for uploading the application along with other relevant details in application forms on the electronic bidding system of stock exchange and submitting the form to SCSBs for blocking of funds (except in case of SCSBs, where blocking of funds will be done by respective SCSBs only). All applications shall be stamped and thereby acknowledged by the Designated Intermediaries at the time of receipt.

6. The Designated Intermediaries will enter each application option into the electronic collecting system as a separate application and generate a TRS and give the same to the applicant.

7. Upon receipt of the Application Form, submitted whether in physical or electronic mode, the Designated Intermediaries shall verify if sufficient funds equal to the Application Amount are available in the ASBA Account, as mentioned in the Application Form, prior to uploading such applications with the Stock Exchange.

8. If sufficient funds are not available in the ASBA Account, the Designated Intermediaries shall reject such applications and shall not upload such applications with the Stock Exchange.

9. If sufficient funds are available in the ASBA Account, the SCSB shall block an amount equivalent to the Application Amount mentioned in the Application Form and will enter each application option into the electronic collecting system as a separate application and generate a TRS for each price and demand option. The TRS shall be furnished to the Applicant on request.

10. The Application Amount shall remain blocked in the aforesaid ASBA Account until finalization of the Basis of Allotment and consequent transfer of the Application Amount against the Allotted Equity Shares to the Public Issue Account, or until withdraw/ failure of the Issue or until withdrawal/ rejection of the Application Form, as the case may be. Once the Basis of Allotment if 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 Applicants to the Public Issue 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.

TERMS OF PAYMENT

The entire Issue price of ₹20/- per share is payable on application. In case of allotment of lesser number of Equity Shares than the number applied, the Registrar shall instruct the SCSBs to unblock the excess amount paid on Application to the Applicants.

SCSBs will transfer the amount as per the instruction of the Registrar to the Public Issue Account, the balance amount after transfer will be unblocked by the SCSBs.

The applicants should note that the arrangement with Bankers to the Issue or the Registrar is not prescribed by SEBI and has been established as an arrangement between our Company, Banker to the Issue and the Registrar to the Issue to facilitate collections from the Applicants.

ALLOCATION OF EQUITY SHARES

1) The Issue is being made through the Fixed Price Process wherein 60,000 Equity Shares shall be reserved for Market Maker and 11,40,000 Equity shares (Net Issue) will be allocated on a proportionate basis to Retail Individual Applicants, and Non-Retail Applicants.

2) Under- subscription if any, in any category, would be allowed to be met with spill-over from any other category or combination of categories at the discretion of our Company in consultation with the Lead Managers and the Stock Exchange.

3) Allocation to Non-Residents, including Eligible NRIs, Eligible QFIs, FIIs and FVCIs registered with SEBI, applying on repatriation basis will be subject to applicable law, rules, regulations, guidelines and approvals.

4) In terms of SEBI Regulations, Non-Retail Applicants shall not be allowed to either withdraw or lower the size of their applications at any stage.

5) Allotment status details shall be available on the website of the Registrar to the Issue.

PRE-ISSUE ADVERTISEMENT

Subject to Section 30 of the Companies Act 2013, our Company shall, after filing the draft prospectus with the RoC, publish a pre- Issue advertisement, in the form prescribed by the SEBI Regulations, in (i) English National Newspaper; (ii) Hindi National Newspaper and (iii) Regional Newspaper each with wide circulation.

ISSUANCE OF ALLOTMENT ADVICE (CAN)

1) Upon approval of the basis of allotment by the Designated Stock Exchange, the Lead Manager or Registrar to the Issue shall send to the SCSBs a list of their Applicants who have been allocated Equity Shares in the Issue.
2) The Registrar will then dispatch a CAN to their Applicants who have been allocated Equity Shares in the Issue. The dispatch of a CAN shall be deemed a valid, binding and irrevocable contract for the Applicant

   The dispatch of Allotment Advice shall be deemed a valid, binding and irrevocable contract for the Allotment to such Applicant.

DESIGNATED DATES

Issue Opening Date	[●]
Issue Closing Date	[●]
Finalisation of Basis of Allotment with BSE SME	[●]
Initiation of Allotment / Refunds/ unblocking of ASBA Accounts	[●]
Credit of Equity Shares to demat accounts of the Allottees	[●]
Commencement of trading of the Equity Shares on BSE SME	[●]

Note: *The above timetable is indicative in nature and does not constitute any obligation on the Company or the Lead Manager. While our Company shall ensure that all the steps for completion of all the necessary formalities for the listing and trading of our equity shares on the SME Platform of BSE are taken within 6 working days of the issue closing date, the time table may change due to various factors such as extension of the issue period by the Company or any delay in receiving final listing and trading approval from the BSE. The Commencement of the trading of Equity shares will be entirely at the discretion of the BSE SME in accordance with the applicable laws*

GENERAL INSTRUCTIONS

Do's:

- Check if you are eligible to apply;
- Read all the instructions carefully and complete the applicable Application Form;
- Ensure that the details about the PAN, DP ID and Client ID are correct and the Applicants depository account is active, as Allotment of Equity Shares will be in the dematerialized form only;
- Applicant shall use only his / her own bank account or only his / her own bank account linked UPI ID to make an application
- Ensure that the Demographic Details are updated, true and correct in all respects;
- Ensure that the name(s) given in the Application Form is exactly the same as the name(s) in which the beneficiary account is held with the Depository Participant.

- Ensure that you have funds equal to the Application Amount in the ASBA account or UPI ID linked Bank Account maintained with the SCSB before submitting the Application Form under the ASBA process to the respective member of the Syndicate (in the Specified Locations), the SCSBs, the Registered Broker (at the Broker Centers),the RTA (at the Designated RTA Locations) or CDP (at the Designated CDP Locations);
- Instruct your respective Banks to not release the funds blocked in the ASBA Account/UPI ID linked Bank Account under the ASBA process;
- Ensure that the Applications are submitted at the Collection centres only on forms bearing the stamp of the Syndicate or Registered Broker or RTAs or DPs or SCSB (except in case of electronic forms). Ensure that your Application is submitted either to a member of the Syndicate (in the Specified Locations), a Designated Branch of the SCSB where the Applicant has a bank account or a UPI ID linked Bank Account, or to a Registered Broker at the Broker Centres or to RTAs or DPs at collection centres and not to our Company.
- Ensure that the Application Form is signed by the account holder in case the applicant is not the account holder.
- Ensure that you have mentioned the correct ASBA Account number in the Application Form and in case of Retail Individual Applicants applying through UPI Channel, ensure that you have mentioned the correct UPI ID.
- Submit revised Applications to the same member of the Syndicate, SCSB or Non-Syndicate Registered Broker, or RTAs or DPs as applicable, through whom the original Application was placed and obtain a revised TRS;
- Ensure that the Application Forms are delivered by the applicants within the time prescribed as per the Application Form and the draft prospectus;
- Ensure that you have requested for and receive a TRS;
- Ensure that you request for and receive a stamped acknowledgement of the Application Form for all your application options;
- All Investors submit their applications through the ASBA process only except as mentioned in *SEBI Circular No. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 08, 2019*;
- Ensure that you receive an acknowledgement from the concerned Designated Intermediary, for the submission of your Bid cum Application Form; and
- The Application Form is liable to be rejected if the above instructions, as applicable, are not complied with.

Don'ts:

- Do not apply for lower than the minimum Application size;
- Do not apply for a price different from the price mentioned herein or in the Application Form;
- Do not apply on another Application Form after you have submitted an application to the SCSBs, Registered Brokers of Stock Exchange, RTA and DPs registered with SEBI;
- Do not pay the Application Price in cash, by money order or by postal order or by stock invest;
- Do not send Application Forms by post, instead submit the Designated Intermediary only;
- Do not submit the Application Forms to any non-SCSB bank or our Company;
- Do not apply on an Application Form that does not have the stamp of the relevant Designated Intermediary;
- Do not submit the application without ensuring that funds equivalent to the entire application Amount are blocked in the relevant ASBA Account;
- Do not apply for an Application Amount exceeding Rs. 2,00,000 (for applications by Retail Individual Applicants);
- Do not fill up the Application Form such that the Equity Shares applied for exceeds the Issue Size and/or investment limit or maximum number of Equity Shares that can be held under the applicable laws or regulations or maximum amount permissible under the applicable regulations;
- Do not submit the GIR number instead of the PAN as the application is liable to be rejected on this ground;
- Do not submit incorrect details of the DP ID, beneficiary account number and PAN or provide details for a beneficiary account which is suspended or for which details cannot be verified by the Registrar to the Issue;
- Do not submit applications on plain paper or incomplete or illegible Application Forms in a color prescribed for another category of Applicant; and
- Do not make Applications if you are not competent to contract under the Indian Contract Act, 1872, as amended.
- Do not make more than one application from one bank account.
- Do not use third party bank account or third-party UPI ID linked Bank Account for making the Application;

OTHER INSTRUCTIONS FOR THE APPLICANTS

Joint Applications

In the case of Joint Applications, the Applications should be made in the name of the Applicant whose name appears first in the Depository account. The name so entered should be the same as it appears in the Depository records. The signature of only such First Applicant would be required in the Application Form and such First Applicant would be deemed to have signed on behalf of the joint holders All communications may be addressed to such Applicant and may be dispatched to his or her address as per the Demographic Details received from the Depositories.

Multiple Applications

An Applicant should submit only one Application Form. Submission of a second Application Form to either the same or to the Designated Intermediaries and duplicate copies of Application Forms bearing the same application number shall be treated as multiple applications and are liable to be rejected.

IMPERSONATION:

Attention of the application is specifically drawn to the provisions of the 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.
d) The liability prescribed under Section 447 of the Companies Act, 2013 includes imprisonment for a term which shall not be less than six months extending upto 10 years (provided that where the fraud involves public interest, such term shall not be less than three years) and fine of an amount not less than the amount involved in the fraud, extending upto three times of such amount."

INVESTOR GRIEVANCE

In case of any pre-Issue or post-Issue related problems regarding demat credit/refund orders/unblocking etc., the Investors can contact the Compliance Officer of our Company.

NOMINATION FACILITY TO APPLICANT

Nomination facility is available in accordance with the provisions of Section 72 of the Companies Act, 2013. In case of allotment of the Equity Shares in dematerialized form, there is no need to make a separate nomination as the nomination registered with the Depository may prevail. For changing nominations, the Applicants should inform their respective DP.

GROUNDS FOR TECHNICAL REJECTIONS

Applicants are advised to note that the Applications are liable to be rejected, inter-alia, on the following technical grounds:

- Amount paid does not tally with the amount payable for the Equity shares applied for;
- In case of partnership firms, Application for Equity Shares made in the name of the individual partners and no firm as such shall be entitled to apply.
- Application by persons not competent to contract under the Indian Contract Act, 1872, including minors, insane person.
- PAN not mentioned in the Application Form.
- GIR number furnished instead of PAN.
- Applications for lower number of Equity Shares than the minimum specified for that category of investors;
- Applications made using a third-party bank account or using third party UPI ID linked bank account;
- Applications at a price other than the Fixed Price of the Issue;
- Applications for number of Equity Shares which are not in multiples of 6,000;
- Category not ticked;
- Multiple Applications as defined in this draft prospectus as such, based on common PAN;
- In case of Applications under power of attorney or by limited companies, corporate, trust etc., relevant documents are not being submitted;
- Signature of sole Applicant is missing;
- Application Forms are not delivered by the Applicants within the time prescribed as per the Application Form, Issue Opening Date advertisement and draft prospectus as per the instructions in this draft prospectus and Application Forms;
- In case no corresponding record is available with the Depositories that matches the DP ID, the Client ID and the PAN;
- Applications for amounts greater than the maximum permissible amounts prescribed by the regulations;
- Applications by OCBs;
- Applications by US person other than in reliance on Regulation S or "qualified institutional buyers" as defined in Rule 144Aunder the Securities Act;
- Application not duly signed by the sole applicant;
- Application by any person outside India if not in compliance with applicable foreign and Indian Laws;
- Application that do not comply with the securities laws of their respective jurisdictions are liable to be rejected.
- Applications by persons prohibited from buying, selling or dealing in the shares directly or indirectly by SEBI or any other regulatory authority;
- Application by person not eligible to acquire equity shares of the company in terms of all applicable laws, rules, regulations, guidelines, and approvals. Application or revision thereof by QIB Applicants, Non-Institutional Applicants where the Application Amount is in excess of Rs. 2,00,000 received after 3.00 pm on the issue Closing date unless the extended time is permitted by BSE.
- Inadequate funds in the bank account to block the Application Amount specified in the Application Form/Application Form at the time of blocking such Application Amount in the bank account;
- Where no confirmation is received from SCSB for blocking of funds;

- Applications by Applicants, other Retail Individual Applicants, not submitted through ASBA process and Applications by Retail Individual Applicants not submitted through ASBA process or the UPI process;
- Failure of Retail Individual Applicants to validate the request of blocking of Application amount sent by the Sponsor Bank;
- Applications not uploaded on the terminals of the Stock Exchanges;
- Applications by SCSBs wherein a separate account in its own name held with any other SCSB is not mentioned as the ASBA Account in the Application Form;
- Details of ASBA Account not provided in the Application form;
- In case of Retail Individual Applicants applying through the UPI mechanism, details of UPI ID, not provided in the Application form; etc.

For details of instruction in relation to the Application Form, Applicants may refer to the relevant section of GID and UPI Circular.

APPLICANT SHOULD NOTE THAT IN CASE THE PAN, THE DP ID AND CLIENT ID MENTIONED IN THE APPLICATION FORM AND ENTERED INTO THE ELECTRONIC APPLICATION SYSTEM OF THE STOCK EXCHANGE BY THE BROKERS DO NOT MATCH WITH PAN, THE DP ID AND CLIENT ID AVAILABLE IN THE DEPOSITORY DATABASE, THE APPLICATION FORM IS LIABLE TO BE REJECTED.

Names of entities responsible for finalizing the basis of allotment in a fair and proper manner

The authorised employees of the Stock Exchange, along with the LM and the Registrar, shall ensure that the Basis of Allotment is finalized in a fair and proper manner in accordance with the procedure specified in SEBI ICDR Regulations.

Completion of Formalities for Listing & Commencement of Trading

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 are taken within 6 (six) Working Days of the Issue Closing Date. The Registrar to the Issue may dispatch the Allotment Advice within 6 (six) Working Days of the Issue Closing Date.

SIGNING OF UNDERWRITING AGREEMENT AND FILING OF DRAFT PROSPECTUS WITH ROC

a) The issue is 100% underwritten. Our company has entered into an Underwriting Agreement dated March 02, 2020 with Lead Manager. For Further information, please refer section "General Information" beginning from page no 32 of this draft prospectus.

b) A copy of prospectus will be filled with the RoC in terms of Section 26 & 32 of Companies Act, 2013.

UNDERTAKINGS BY OUR COMPANY

We undertake as follows:

1) That the complaints received in respect of the Issue shall be attended to by us expeditiously and satisfactorily;
2) That all steps will be taken for the completion of the necessary formalities for listing and commencement of trading at the Stock Exchange where the Equity Shares are proposed to be listed within 6 (six) Working days of Issue Closing Date.
3) That the funds required for making refunds/unblocking to unsuccessful applicants as per the mode(s) disclosed shall be made available to the registrar to the issue by the issuer.
4) That where refunds are made through electronic transfer of funds, a suitable communication shall be sent to the applicant within the specified period of closure of the issue giving details of the bank where refunds shall be credited along with amount and expected date of electronic credit of refund.
5) That the promoters' contribution in full, wherever required, shall be brought in advance before the Issue opens for public subscription and the balance, if any, shall be brought on a pro rata basis before the calls are made on public in accordance with applicable provisions in these regulations.
6) That no further issue of securities shall be made till the securities offered through the draft prospectus are listed or till the application monies are refunded on account of non-listing, under subscription, etc., other than as disclosed in accordance with Regulation 19.
7) 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.
8) That if the Company do not proceed with the Issue, the reason thereof shall be given as a public notice to be issued by our Company within two days of the Issue Closing Date. The public notice shall be issued in the same newspapers where the pre- Issue advertisements were published. The stock exchange on which the Equity Shares are proposed to be listed shall also be informed promptly;
9) That if the Company withdraws the Issue after the Issue Closing Date, our Company shall be required to file a fresh offer document with the RoC/ SEBI, in the event our Company subsequently decides to proceed with the Issuer;

UTILIZATION OF ISSUE PROCEEDS

The Board of Directors of our Company certifies that:

1) All monies received out of the Issue shall be credited/ transferred to a separate bank account other than the bank account referred to in sub section (3) of Section 40 of the Companies Act2013;
2) Details of all monies utilized out of the Issue referred above shall be disclosed and continue to be disclosed till the time any part of the issue proceeds remains unutilized, under an appropriate head in our balance sheet of our company indicating the purpose for which such monies have beenutilized;
3) Details of all unutilized monies out of the Issue, if any shall be disclosed under the appropriate separate head in the balance sheet of our company indicating the form in which such unutilized monies have been invested.
4) The utilisation of monies received under the Promoters' 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;
5) The details of all unutilised monies out of the funds received under the Promoters' 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.

EQUITY SHARES IN DEMATERIALIZED FORM WITH NSDL OR CDSL

To enable all shareholders of our Company to have their shareholding in electronic form, the Company had signed the following tripartite agreements with the Depositories and the Registrar and Share Transfer Agent:

a) Agreement dated February 07, 2020 between NSDL, the Company and the Registrar to the Issue;
b) Agreement dated October 22, 2019 between CDSL, the Company and the Registrar to the Issue;

The Company's equity shares bear an ISIN No. **"INE0B1K01014"**.

PART B

GENERAL INFORMATION DOCUMENT FOR INVESTING IN PUBLIC ISSUES

This General Information Document highlights the key rules, processes and procedures applicable to public issues in accordance with the provisions of the Companies Act, 2013 (to the extent notified and in effect), the Companies Act, 1956 (without reference to the provisions thereof that have ceased to have effect upon the notification of the Companies Act, 2013), the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957 and the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018. Applicants should not construe the contents of this General Information Document as legal advice and should consult their own legal counsel and other advisors in relation to the legal matters concerning the Issue. For taking an investment decision, the Applicants should rely on their own examination of the Issuer and the Issue, and should carefully read the draft prospectus before investing in the Issue

SECTION 1: PURPOSE OF THE GENERAL INFORMATION DOCUMENT (GID)

This document is applicable to the public issues undertaken inter-alia through the Fixed Price Issues. The purpose of the "General Information Document for Investing in Public Issues" is to provide general guidance to potential Applicants in IPOs, on the processes and procedures governing IPOs, undertaken in accordance with the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("**SEBI ICDR Regulations, 2018"**) as amended.

Applicants should note that investment in equity and equity related securities involves risk and Applicant should not invest any funds in the Issue unless they can afford to take the risk of losing their investment. The specific terms relating to securities and/or for subscribing to securities in an Issue and the relevant information about the Issuer undertaking the Issue; are set out in the prospectus filed by the Issuer with the Registrar of Companies **("RoC").** Applicants should carefully read the entire draft prospectus and the Application Form and the abridged draft prospectus of the Issuer in which they are proposing to invest through the Issue. In case of any difference in interpretation or conflict and/or overlap between the disclosure included in this document and the draft prospectus, the disclosures in the draft prospectus shall prevail. The draft prospectus of the Issuer is available on the websites of stock exchanges, on the website(s) of the Lead Manager to the Issue, on the website of issuer company and on the website of Securities and Exchange Board of India **("SEBI").**

For the definitions of capitalized terms and abbreviations used herein Applicants may refer to the section "Glossary and Abbreviations".

SECTION 2: BRIEF INTRODUCTION TO IPOS ON SME PLATFORM OF BSE

2.1 Initial public offer (IPO)

An IPO means an offer of specified securities by an unlisted Issuer to the public for subscription and may include an Offer for Sale of specified securities to the public by any existing holder of such securities in an unlisted Issuer.

For undertaking an IPO under chapter IX of SEBI (ICDR) regulation 2018, an Issuer is inter-alia required to comply with the eligibility requirements of in terms of Regulation 228, 229 and 230 of the SEBI (ICDR) Regulations, 2018. For details of compliance with the eligibility requirements by the Issuer Applicants may refer to the draft prospectus.

The present Issue being made under Regulation 229 (1) of Chapter IX of SEBI (ICDR) Regulation 2018.

2.2 Other Eligibility Requirements

In addition to the eligibility requirements specified in paragraphs 2.1 an Issuer proposing to undertake an IPO is required to comply with various other requirements as specified in the SEBI (ICDR) Regulations, 2018, the Companies Act, 1956 and the Companies Act, 2013 as may be applicable ("the Companies Act), the Securities Contracts (Regulation) Rules, 1957 (the "SCRR"), industry- specific regulations if any, and other applicable laws for the time being in force.

Following are the eligibility requirements for an IPO in SME platform of BSE under Chapter IX of SEBI (ICDR) Regulation 2018:

a) In accordance with Regulation 260 of SEBI (ICDR) Regulation 2018, Issue has to be 100% underwritten and the LM has to underwrite at least 15% of the total issue size.

b) In accordance with regulation 268 of SEBI (ICDR) Regulation 2018, total number of proposed allottees in the Issue shall be greater than or equal to fifty, otherwise the entire application money will be blocked forthwith. If such money is not repaid within eight days from the date the company becomes liable to repay it, than the Company and every officer in default shall, on and from expiry of eight days, be liable to repay such application money, with interest as prescribed under Section 40 of the Companies Act, 2013.

c) In terms of Regulation 246 (1) of the SEBI (ICDR) Regulations, 2018, a copy of the draft prospectus will be filed with the SEBI through the Lead Manager immediately upon filing of the offer document with the Registrar of Companies.

However, as per Regulation 246 (2) of the SEBI (ICDR) Regulations, 2018, The Board shall not issue any observation on the offer document.

Further, in terms of Regulation 246 (3) of the SEBI (ICDR) Regulations, 2018 the lead manager will also submit a due diligence certificate as per format prescribed by SEBI along with the draft prospectus to SEBI.

Further, in terms of Regulation 246 (4) of the SEBI (ICDR) Regulations, 2018 the draft prospectus will be displayed from the date of filling in terms of sub-regulation (1) on the website of the Board, The Lead Manager and the BSE SME.

Moreover, in terms of Regulation 246 (5) of the SEBI (ICDR) Regulations, 2018, a copy of this draft prospectus and prospectus shall also be furnished to the Board in a soft copy.

d) In accordance with Regulation 261 of the SEBI (ICDR) Regulation 2018, the LM has to ensure compulsory market making for a minimum period of three years from the date of listing of Equity Shares offered in the Issue.

e) The company should be incorporated under the companies Act 1956/2013.

f) The post issue paid up capital of the company (face value) shall not be more than ₹2500.00 Lakh.

g) The Company should have positive net-worth.

h) The Company should have Net Tangible assets of at least ₹3 crores as per the latest audited financial results

i) The company should have a track record of at least 3 years.

j) The company should have combined positive cash accruals (earnings before depreciation and tax) from operations for at least 2 financial years preceding the application and its net worth should be positive

k) The Company should have a website

l) It is mandatory for the company to facilitate trading in demat securities and enter into an agreement with both the depositories

m) There should not be any change in the promoters of the company in preceding one year from date of filing the application to BSE for listing under SME segment.

n) The company should not have been referred to Board for Industrial and Financial Reconstruction.

o) No petition for winding up is admitted by a court or a liquidator has not been appointed of competent jurisdiction against the Company.

p) No material regulatory or disciplinary action should have been taken by any stock exchange or regulatory authority in the past three years against the Issuer.

Issuer shall also comply with all the other requirements as laid down for such an Issue under Chapter IX of SEBI (ICDR) Regulations 2018 and subsequent circulars and guidelines issued by SEBI and the Stock Exchange.

Thus, the Company is eligible for the Issue in accordance with Regulation 229(1) and other provision of Chapter IX of SEBI (ICDR) Regulations, 2018 as the post –issue face value capital does not exceed ₹1000 Lakh. Company also complies with the eligibility conditions laid by the SME Platform of BSE for listing of our Equity Shares.

2.3 Types of Public Issues – Fixed Price Issues and Book Built Issues

In accordance with the provisions of the SEBI (ICDR) Regulations, 2018, an Issuer can either determine the Issue Price through the Book Building Process **("Book Built Issue")** or undertake a Fixed Price Issue **("Fixed Price Issue").** An Issuer may mention Floor Price or Price Band in the RHP (in case of a Book Built Issue) and a Price or Price Band in this draft prospectus (in case of a fixed price Issue) and determine the price at a later date before filing the draft prospectus with the Registrar of Companies.

The cap on the Price Band should be less than or equal to 120% of the Floor Price. The Issuer shall announce the Price or the Floor Price or the Price Band through advertisement in all newspapers in which the pre-issue advertisement was given at least five Working Days before the Bid/Issue Opening Date, in case of an IPO and at least one Working Day before the Bid/Issue Opening Date, in case of an FPO.

The Floor Price or the Issue price cannot be lesser than the face value of the securities. Applicants should refer to the draft prospectus or Issue advertisements to check whether the Issue is a Book Built Issue or a Fixed Price Issue.

The present issue is 100% Fixed Price Issue.

2.4 Offer Period

The Issue may be kept open for a minimum of three Working Days (for all category of Applicants) and not more than ten Working Days. Applicants are advised to refer to the Application Form and Abridged draft prospectus or draft prospectus for details of the Issue Period. Details of Issue Period are also available on the website of Stock Exchange.

2.5 Migration to Main Board

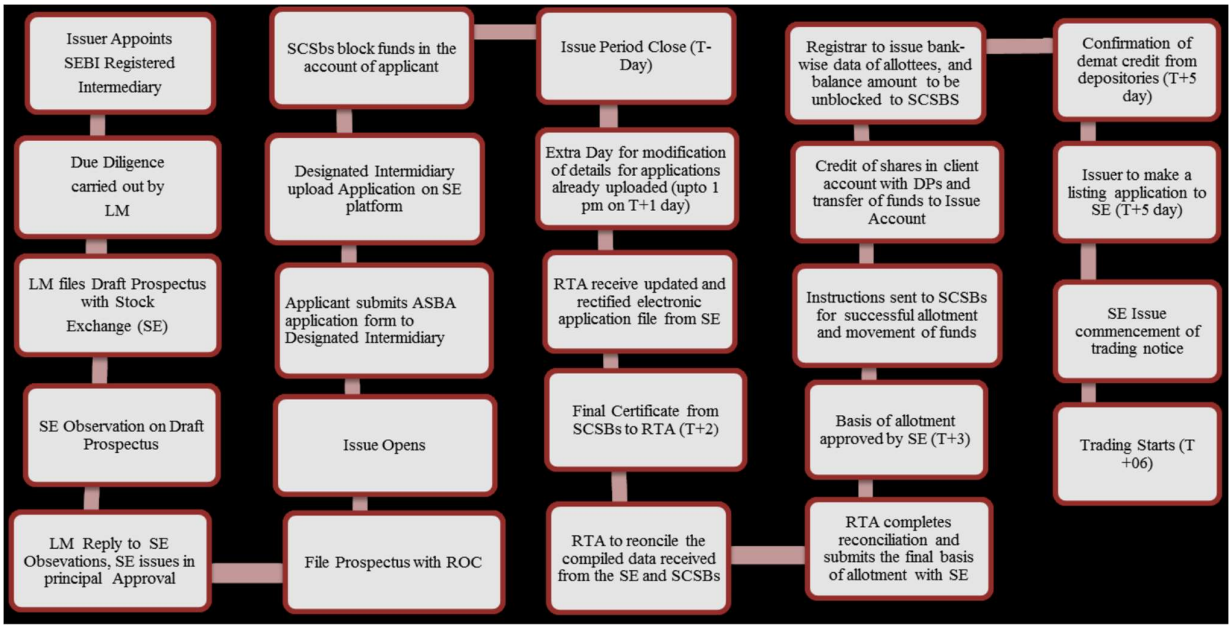
SME Issuer may migrate to the Main Board of Stock Exchange from the SME platform of BSE at a later date in accordance with Regulation 277 of the SEBI (ICDR) Regulations mentioned below:

An issuer, whose specified securities are listed on a SME Exchange and whose post-issue face value capital is more than ten crore rupees and up to twenty five crore rupees, may migrate its specified securities to the main board of the stock exchanges if its shareholders approve such a migration by passing a special resolution through postal ballot to this effect and if such issuer fulfils the eligibility criteria for listing laid down by the Main Board:

Provided that the special resolution shall be acted upon if and only if the votes cast by shareholders other than promoters in favour of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal.

2.6 FLOWCHART OF TIMELINES

A flow chart of process flow in Fixed Price Issues is as follows:



SECTION 3: CATEGORY OF INVESTORS ELIGIBLE TO PARTICIPATE IN AN ISSUE

Each Applicant should check whether it is eligible to apply under applicable law. Furthermore, certain categories of Bidders/Applicants, such as NRIs, FII's, FPIs and FVCIs may not be allowed to apply in the Issue or to hold Equity Shares, in excess of certain limits specified under applicable law. Applicants are requested to refer to the draft prospectus for more details.

Subject to the above, an illustrative list of Applicants is as follows:

- 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) or in the names of minors as natural/legal guardian;
- Hindu Undivided Families or HUFs, in the individual name of the Karta. The Bidder/Applicant should specify that the Application is being made in the name of the HUF in the Application Form as follows: "Name of sole or first Applicant: XYZ Hindu Undivided Family applying through XYZ, where XYZ is the name of the Karta". Applications by HUFs may be considered at par with those from individuals;
- Companies, corporate bodies and societies registered under applicable law in India and authorized to invest in equity shares under their respective constitutional and charter documents;
- Mutual Funds registered with SEBI;
- Eligible NRIs on a repatriation basis or on a non-repatriation basis subject to applicable law; NRIs other than Eligible NRIs are not eligible to participate in this Issue.
- Indian Financial Institutions, scheduled commercial banks regional rural banks, co-operative banks (subject to RBI regulations and the SEBI ICDR Regulations, 2018 and other laws, as applicable);
- FPIs other than Category III foreign portfolio investors, VCFs and FVC are registered with SEBI.
- Limited liability partnerships registered in India and authorized to invest in equity shares.
- State Industrial Development Corporations.
- Trusts/societies registered under the Societies Registration Act, 1860, as amended or under any other law relating to trusts/ societies and who are authorized under their respective constitutions to hold and invest in equity shares;
- Scientific and or Industrial Research Organizations authorized to invest in equity shares.
- Insurance Companies registered with IRDA;
- Provident Funds and Pension Funds with minimum corpus of ₹ 2500 Lakhs and who are authorized under their constitution to hold and invest in equity shares;
- Multilateral and Bilateral Development Financial Institutions;
- National Investment Fund set up by resolution no F.No.2/3/2005-DDII dated November 23, 2005 of Government of India published in the Gazette of India;
- Insurance funds set up and managed by army, navy, air force of the Union of India or by Department of Posts, India;
- Any other person eligible to apply to this Issue, under the laws, rules, regulations, guidelines, and policies applicable to them and under Indian Laws.

Application should not be made by:

- Minors (Expect under guardianship)
- Partnership firms or their nominees
- Foreign Nations (Except NRIs)
- Overseas Corporate Bodies

As per the existing regulations, OCBs are not allowed to participate in an Issue.

SECTION 4: APPLYING IN THE ISSUE

Fixed Price Issue: Applicants should only use the specified cum Application Form either bearing the stamp of Designated Intermediaries as available or downloaded from the websites of the Stock Exchanges. Application Forms are available with the registered office of the Issuer, and office of the RTA and at the office of the LM. For further details regarding availability of Application Forms, Applicants may refer to the draft prospectus.

Applicants should ensure that they apply in the appropriate category. The prescribed color of the Application Form for various categories of Applicants is as follows:

Category	Colour
Resident Indians and Eligible NRIs applying on a non-repatriation basis (ASBA)	White
Non-Residents and Eligible NRIs applying on a repatriation basis (ASBA)	Blue

Please note that in terms of regulation 256 of the SEBI (ICDR), 2018 read with SEBI Circular CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015, all the investors applying in this issue shall use only Application Supported by Blocked Amount (ASBA) facility for making payment i.e. just writing their bank account numbers and authorizing the banks to make payment in case of allotment by signing the application forms. As an alternate payment mechanism, Unified Payments Interface (UPI) has been introduced(vide SEBI Circular Ref: SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018) as a payment mechanism in a phased manner with ASBA for applications in public issues by retail individual investors through intermediaries (Syndicate members, Registered Stock Brokers, Registrar and Transfer agent and Depository Participants.

Investors are advised to carefully refer SEBI circular SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018 and SEBI Circular No. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 08, 2019 for the procedure to be followed for

applying through UPI. Retail Individual Investors have to apply through UPI mechanism. Retail Individual Investors whose bank is not live on UPI as on the date of this Circular, may use the other alternate channels available to them viz. submission of application form with SCSB or using the facility of linked online trading, demat and bank account (Channel I or II at Para 5.1 of Circular dated November 01, 2018)

Securities Issued in an IPO can only be in dematerialized form in compliance with Section 29 of the Companies Act, 2013. Applicants will not have the option of getting the allotment of specified securities in physical form. However, they may get the specified securities rematerialized subsequent to allotment.

4.1 INSTRUCTIONS FOR FILING APPLICATION FORM/APPLICATION FORM (FIXED PRICE ISSUE)

Applicants may note that forms not filled completely or correctly as per instructions provided in this GID, the Draft prospectus and Application Form are liable to be rejected.

Instructions to fill each field of the Application Form can be found on the reverse side of the Application Form. Specific instructions for filling various fields of the Resident Application Form and Non-Resident Application Form and samples are provided below.

The samples of the Application Form for resident Applicants and the Application Form for non-resident Applicants are reproduced below:

ISSUE PROGRAMME : ISSUE OPENS ON: [●] ISSUE CLOSES ON: [●]

COMMON APPLICATION FORM

XYZ LIMITED - INITIAL PUBLIC ISSUE - R
Registered Office: Abcd Efgh Ijklm Nopqrst Uvwxys Abcd Efgh Ijklm Nopqrst Uvwxys,
Corporate Office: Abcd Efgh Ijklm Nopqrst Uvwxys, CIN: ABCD1234ABDC123ABCDE;
Tel: +91 1234567890; E-mail: abceefghi@abce.com; Website: www.sbcedfeghijkl.com

FOR RESIDENT INDIANS, INCLUDING RESIDENT QIBs AND ELIGIBLE NRIs APPLYING ON A NON-REPATRIATION BASIS

TEAR HERE

LOGO

To,
The Board of Directors
XYZ LIMITED

FIXED PRICE SME ISSUE
ISIN - INE1234567890

Application Form No.

Date: _____

BROKER'S / SCSB / DP / RTA STAMP & CODE	SUB-BROKER'S / SUB-AGENT'S STAMP & CODE
SCSB / BANK BRANCH STAMP & CODE	SCSB / BANK BRANCH SERIAL NO.

1. NAME & CONTACT DETAILS OF SOLE/FIRST APPLICANT
Mr. / Ms.
Address
Email
Tel. No (with STD code) / Mobile

2. PAN OF SOLE/FIRST APPLICANT

3. INVESTOR'S DEPOSITORY ACCOUNT DETAILS ☐ NSDL ☐ CDSL

For NSDL enter 8 Digit DP ID followed by 8 Digit Client ID / For CDSL enter 16 Digit Client ID.

4. APPLICATION DETAILS
No. of Equity Shares of ₹ [●]/- each applied at the Issue Price i.e. at ₹ [●]/- per share [1]
(In Figures) (In Words)
ALLOTMENT WILL BE IN DEMAT MODE ONLY [2]
[1] Please note that applications must be made in minimum of [●] shares and further multiples of [●] shares accordingly.
[2] Please note that the equity shares on allotment will be alloted only in the dematerialized mode on the SME Platform of BSE.

5. CATEGORY
☐ Retail Individual
☐ Non-Institutional
☐ QIB

6. INVESTOR STATUS
☐ Individual(s) - IND
☐ Non-Resident Indians (Non-Repatriation Basis) - NRI
☐ Hindu Undivided Family* - HUF
☐ Bodies Corporate - CO
☐ Banks & Financial Institutions - FI
☐ Mutual Funds - MF
☐ National Investment Funds - NIF
☐ Insurance Funds - IF
☐ Insurance Companies - IC
☐ Venture Capital Funds - VCF
☐ Alternative Investment Funds - AIF
☐ Others (Please Specify) - OTH
*HUF Should apply only through Karta (Application by HUF would be treated on par with individual)

PLEASE FILL IN BLOCK LETTERS

7. PAYMENT DETAILS
PAYMENT OPTION : Full Payment
Amount Blocked (₹ in Figures) (₹ in words)
ASBA Bank A/c No.
Bank Name & Branch
UPI Id
(Maximum 45 characters)

I/WE (ON BEHALF OF JOINT APPLICANTS, IF ANY), HEREBY CONFIRM THAT I/WE HAVE READ AND UNDERSTOOD THE TERMS AND CONDITIONS OF THIS APPLICATION FORM AND THE ATTACHED ABRIDGED PROSPECTUS AND THE GENERAL INFORMATION DOCUMENT FOR INVESTING IN THE PUBLIC ISSUE ("GID") AND HEREBY AGREE AND CONFIRM THE "INVESTOR UNDERTAKING" AS GIVEN OVERLEAF. I/WE (ON BEHALF OF JOINT APPLICANTS, IF ANY) HEREBY CONFIRM THAT I/WE HAVE READ THE INSTRUCTIONS FOR FILLING UP THE APPLICATION FORM GIVEN OVERLEAF.

8 A. SIGNATURE OF SOLE / FIRST APPLICANT
Date: ....., 2019

8 B. SIGNATURE OF ASBA BANK ACCOUNT HOLDER(s) (AS PER BANK RECORDS)
I/We authorize the SCSB to do all acts as are necessary to make the Application in the issue
1)
2)
3)

BROKER / SCSB / DP / RTA STAMP (Acknowledging upload of Application in Stock Exchange System)

TEAR HERE

LOGO

XYZ LIMITED - INITIAL PUBLIC ISSUE - R

Acknowledgement Slip for Broker/SCSB/ DP/RTA

Application Form No.

DPID / CLID
PAN of Sole/First Applicant
Amount Blocked (₹ in figures)
ASBA Bank & Branch
ASBA Bank A/c No./UPI Id
Received from Mr./Ms.
Telephone / Mobile
Email
Stamp & Signature of SCSB Branch

TEAR HERE

XYZ LIMITED - INITIAL PUBLIC ISSUE - R

	In Figures	In Words
No. of Equity Shares		
Amount Blocked (₹)		

Stamp & Signature of SCSB/Broker/ DP/RTA

ASBA Bank A/c No. / UPI Id
Bank & Branch

Name of Sole / First Applicant

Acknowledgement Slip for Applicant

Application Form No.

Important Note: Application made using third party UPI Id or ASBA Bank A/c are liable to be rejected.

TEAR HERE

ISSUE PROGRAMME : ISSUE OPENS ON: [●] ISSUE CLOSES ON: [●]

COMMON APPLICATION FORM

XYZ LIMITED - INITIAL PUBLIC ISSUE - NR

Registered Office: Abcd Efgh Ijklm Nopqrst Uvwxys Abcd Efgh Ijklm Nopqrst Uvwxys,
Corporate Office: Abcd Efgh Ijklm Nopqrst Uvwxys, CIN: ABCD1234ABDC123ABCDE;
Tel: +91 1234567890; E-mail: abceefghi@abce.com; Website: www.abcedfeghijkl.com

FOR NON-RESIDENT INCLUDING ELIGIBLE NRIs, FPIs or FVCIs ETC. APPLYING ON A REPATRIATION BASIS

TEAR HERE

LOGO

To,
The Board of Directors
XYZ LIMITED

FIXED PRICE SME ISSUE
ISIN - INE1234567890

Date: _____

Application Form No.

BROKER'S / SCSB / DP / RTA STAMP & CODE	SUB-BROKER'S / SUB-AGENT'S STAMP & CODE
SCSB / BANK BRANCH STAMP & CODE	**SCSB / BANK BRANCH SERIAL NO.**

1. NAME & CONTACT DETAILS OF SOLE/FIRST APPLICANT

Mr. / Ms. _____

Age _____

Address _____

Email _____

Tel. No (with STD code) / Mobile _____

2. PAN OF SOLE/FIRST APPLICANT

3. INVESTOR'S DEPOSITORY ACCOUNT DETAILS ☐ NSDL ☐ CDSL

For NSDL enter 8 Digit DP ID followed by 8 Digit Client ID / For CDSL enter 16 Digit Client ID.

4. APPLICATION DETAILS

No. of Equity Shares of ₹ [●]/- each applied at the Issue Price i.e. at ₹ [●]/- per share [1 & 2]

(In Figures) _____ (In Words) _____

ALLOTMENT WILL BE IN DEMAT MODE ONLY [2]

[1] Please note that applications must be made in minimum of [●] shares and further multiples of [●] shares accordingly.
[2] Please note that the equity shares on allotment will be alloted only in the dematerialized mode on the SME Platform of BSE.

5. CATEGORY

☐ Retail Individual
☐ Non-Institutional
☐ QIB

6. INVESTOR STATUS

☐	Non-Resident Indians (Repatriation basis)	NRI
☐	FII or Sub Account not a Corporate / Foreign Individual	FII
☐	FII Sub Account Corporate/ Individual	FII SA
☐	Foreign Venture Capital Investor	FVCI
☐	Foreign Portfolio Investors	FPI
☐	Others (Please Specify) _____	OTH

PLEASE FILL IN BLOCK LETTERS

7. PAYMENT DETAILS | **PAYMENT OPTION : Full Payment**

Amount Blocked (₹ in Figures) _____ (₹ in words) _____

ASBA Bank A/c No. _____

Bank Name & Branch _____

UPI Id _____
(Maximum 45 characters)

I/WE (ON BEHALF OF JOINT APPLICANTS, IF ANY), HEREBY CONFIRM THAT I/WE HAVE READ AND UNDERSTOOD THE TERMS AND CONDITIONS OF THIS APPLICATION FORM AND THE ATTACHED ABRIDGED PROSPECTUS AND THE GENERAL INFORMATION DOCUMENT FOR INVESTING IN THE PUBLIC ISSUE ("GID") AND HEREBY AGREE AND CONFIRM THE "INVESTOR UNDERTAKING" AS GIVEN OVERLEAF. I/WE (ON BEHALF OF JOINT APPLICANTS, IF ANY) HEREBY CONFIRM THAT I/WE HAVE READ THE INSTRUCTIONS FOR FILLING UP THE APPLICATION FORM GIVEN OVERLEAF.

8A. SIGNATURE OF SOLE / FIRST APPLICANT	8B. SIGNATURE OF ASBA BANK ACCOUNT HOLDER(s) (AS PER BANK RECORDS)	BROKER / SCSB / DP / RTA STAMP (Acknowledging upload of Application in Stock Exchange System)
	I/We authorize the SCSB to do all acts as are necessary to make the Application in the issue	
	1)	
Date: ....., 2019	2)	
	3)	

TEAR HERE

LOGO

XYZ LIMITED - INITIAL PUBLIC ISSUE - NR

Acknowledgement Slip for Broker/SCSB/ DP/RTA

Application Form No.

PAN of Sole/First Bidder

DPID / CLID _____

Amount Blocked (₹ in figures) _____ Bank & Branch _____

ASBA Bank A/c No./UPI Id: _____

Received from Mr./Ms. _____

Telephone / Mobile _____ Email _____

Stamp & Signature of SCSB Branch

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XYZ LIMITED - INITIAL PUBLIC ISSUE - NR

	In Figures	In Words
No. of Equity Shares		
Amount Blocked (₹)		

Stamp & Signature of SCSB/Broker/ DP/RTA

ASBA Bank A/c No./UPI Id: _____

Bank & Branch: _____

Important Note: Application made using third party UPI Id or ASBA Bank A/c are liable to be rejected.

Name of Sole / First Applicant

Acknowledgement Slip for Applicant

Application Form No.

TEAR HERE

4.1.1 NUMBER 1: NAME AND CONTACT DETAILS OF THE SOLE/ FIRST APPLICANT

Applicants should ensure that the name provided in this field is exactly the same as the name in which the Depository Account is held.

(a) **Mandatory Fields:** Applicants should note that the name and address fields are compulsory, and email and/or telephone number/ mobile number fields are optional. Applicants should note that the contact details mentioned in the Application Form may be used to dispatch communications (including refund orders and letters notifying the unblocking of the bank accounts of ASBA Applicants) in case the communication sent to the address available with the Depositories are returned undelivered or are not available. The contact details provided in the Application Form may be used by the Issuer, the members of the Syndicate, the Registered Broker and the Registrar to the Issue only for correspondence(s) related to an Issue and for no other purposes.

(b) **Joint Applications:** In the case of Joint Applications, the Applications should be made in the name of the Applicant whose name appears first in the Depository account. The name so entered should be the same as it appears in the Depository records. The signature of only such first Applicant would be required in the Application Form and such first Applicant would be deemed to have signed on behalf of the joint holders. All payments may be made out in favor of the Applicant whose name appears in the Application Form or the Revision Form and all communications may be addressed to such Applicant and may be dispatched to his or her address as per the Demographic Details received from the Depositories.

(c) **Impersonation:** Attention of the Applicants is specifically drawn to the provisions of sub section (1) of Section 38 of the Companies Act, 2013 which is reproduced below:

"Any person

- ***who makes or abets making of an application in a fictitious name to a Company for acquiring, or subscribing for, its securities; or***
- ***makes or abets making of multiple applications to a Company in different names or indifferent combinations of his name or surname for acquiring or subscribing for its securities;***
- ***or otherwise induces directly or indirectly a Company to allot, or register any transfer of securities to him, or to any other person in a fictitious name, shall be liable for action under section 447 of the said Act."***

(d) **Nomination Facility to Applicant:** Nomination facility is available in accordance with the provisions of Section 109A of the Companies Act. In case of allotment of the Equity Shares in dematerialized form, there is no need to make a separate nomination as the nomination registered with the Depository may prevail. For changing nominations, the Applicants should inform their respective DP.

4.1.2 FIELD NUMBER 2: PAN NUMBER OF SOLE /FIRST APPLICANT

(a) PAN (of the sole/ first Applicant) provided in the Application Form should be exactly the same as the PAN of the person(s) in whose name the relevant beneficiary account is held as per the Depositories records.

(b) PAN is the sole identification number for participants transacting in the securities market irrespective of the amount of transaction except for Applications on behalf of the Central or State Government, Applications by officials appointed by the courts and Applications by Applicants residing in Sikkim ("PAN Exempted Applicants"). Consequently, all Applicants, other than the PAN Exempted Applicants, are required to disclose their PAN in the Application Form, irrespective of the Application Amount. An Application Form without PAN, except in case of Exempted Applicants, is liable to be rejected. Applications by the Applicants whose PAN is not available as per the Demographic Details available in their Depository records, are liable to be rejected.

(c) The exemption for the PAN Exempted Applicants is subject to (a) the Demographic Details received from the respective Depositories confirming the exemption granted to the beneficiary owner by a suitable description in the PAN field and the beneficiary account remaining in "active status"; and (b) in the case of residents of Sikkim, the address as per the Demographic Details evidencing the same.

(d) Application Forms which provide the General Index Register Number instead of PAN may be rejected.

(e) Applications by Applicants whose demat accounts have been "suspended for credit" are liable to be rejected pursuant to the circular issued by SEBI on July 29, 2010, bearing number CIR/MRD/DP/22/2010. Such accounts are classified as "Inactive demat accounts" and demographic details are not provided by depositories.

4.1.3 FIELD NUMBER 3: APPLICANTS DEPOSITORY ACCOUNT DETAILS

(a) Applicants should ensure that DP ID and the Client ID are correctly filled in the Application Form. The DP ID and Client ID provided in the Application Form should match with the DP ID and Client ID available in the Depository database, **otherwise, the Application Form is liable to be rejected**.

(b) Applicants should ensure that the beneficiary account provided in the Application Form is active.

(c) Applicants should note that on the basis of DP ID and Client ID as provided in the Application Form, the Applicant may be deemed to have authorized the Depositories to provide to the Registrar to the Issue, any requested Demographic Details of the Applicant as available on the records of the depositories. These Demographic Details may be used, among other things, for sending allocation advice and for other correspondence(s) related to an Issue.

(d) Applicants are, advised to update any changes to their Demographic Details as available in the records of the Depository Participant to ensure accuracy of records. Any delay resulting from failure to update the Demographic Details would be at the Applicants' sole risk.

4.1.4 FIELD NUMBER 4: APPLICATION DETAILS

(a) The Issuer may mention Price in the draft prospectus. However, a prospectus registered with ROC contains one price.

(b) Minimum and Maximum Application Size

i. For Retail Individual Applicants

The Application must be for a minimum of 6,000 Equity Shares. As the Application Price payable by the Retail Individual Applicants cannot exceed ₹ 2,00,000, they can make Application for maximum 1 lot i.e. for 6,000 Equity Shares.

ii. For Other Applicants (Non-Institutional Applicants and QIBs):

The Application must be for a minimum of such number of Equity Shares that the Application Amount exceeds ₹ 2,00,000 and in multiples of 6,000 Equity Shares thereafter. An Application cannot be submitted for more than the Issue Size. However, the maximum Application by a QIB investor should not exceed the investment limits prescribed for them by applicable laws. Under existing SEBI Regulations, a QIB Applicant cannot withdraw its application after the Issue Closing Date and is required to pay 100% QIB Margin upon submission of Application. In case of revision in Applications, the Non-Institutional Applicants, who are individuals, have to ensure that the Application Amount is greater than ₹ 2,00,000 for being considered for allocation in the Non- Institutional Portion. Applicants are advised to ensure that any single Application 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 prospectus.

(c) Multiple Applications: An Applicant should submit only one Application Form. Submission of a second Application Form to either the same or to Application Collecting Intermediary and duplicate copies of Application Forms bearing the same application number shall be treated as multiple applications and are liable to be rejected.

(d) Applicants are requested to note the following procedures may be followed by the Registrar to the Issue to detect multiple applications:

i. All applications may be checked for common PAN as per the records of the Depository. For Applicants other than Mutual Funds and FPI sub-accounts, Applications bearing the same PAN may be treated as multiple applications by an Applicant and may be rejected.

ii. For applications from Mutual Funds and FPI sub-accounts, submitted under the same PAN, as well as Applications on behalf of the PAN Exempted Applicants, the Application Forms may be checked for common DP ID and Client ID. In any such applications which have the same DP ID and Client ID, these may be treated as multiple applications and may be rejected.

(e) The following applications may not be treated as multiple Applications:

i. Applications by Reserved Categories in their respective reservation portion as well as that made by them in the Net Issue portion in public category.

ii. Separate applications by Mutual Funds in respect of more than one scheme of the Mutual Fund provided that the Applications clearly indicate the scheme for which the Application has been made.

iii. Applications by Mutual Funds, and sub-accounts of FPIs (or FPIs and its sub-accounts) submitted with the same PAN but with different beneficiary account numbers, Client IDs and DP IDs.

4.1.5 FIELD NUMBER 5: CATEGORY OF APPLICANTS

i. The categories of applicants identified as per the SEBI ICDR Regulations, 2018 for the purpose of Application, allocation and allotment in the Issue are RIIs, individual applicants other than RII's and other investors (including corporate bodies or institutions, irrespective of the number of specified securities applied for).

ii. An Issuer can make reservation for certain categories of Applicants permitted under the SEBI ICDR Regulations, 2018. For details of any reservations made in the Issue, applicants may refer to the draft prospectus.

iii. The SEBI ICDR Regulations, 2018 specify the allocation or allotment that may be made to various categories of applicants in an Issue depending upon compliance with the eligibility conditions. For details pertaining to allocation and Issue specific details in relation to allocation, applicant may refer to the draft prospectus.

4.1.6 FIELD NUMBER 6: INVESTOR STATUS

(a) Each Applicant should check whether it is eligible to apply under applicable law and ensure that any prospective allotment to it in the Issue is in compliance with the investment restrictions under applicable law.

(b) Certain categories of Applicants, such as NRIs, FPIs and FVCIs may not be allowed to apply in the Issue or hold Equity Shares exceeding certain limits specified under applicable law. Applicants are requested to refer to the draft prospectus for more details.

(c) Applicants should check whether they are eligible to apply on non-repatriation basis or repatriation basis and should accordingly provide the investor status. Details regarding investor status are different in the Resident Application Form and Non-Resident Application Form.

(d) Applicants should ensure that their investor status is updated in the Depository records.

4.1.7 FIELD NUMBER 7: PAYMENT DETAILS

a) All Applicants are required to use ASBA facility to block the full Amount (net of any Discount, as applicable) along-with the Application Form. If the Discount is applicable in the Issue, the RIIs should indicate the full Amount in the Application Form and the funds shall be blocked for Amount net of Discount. Only in cases where the draft prospectus indicates that part payment may be made, such an option can be exercised by the Applicant.

b) All categories of investors can participate in the Issue only through ASBA mechanism.

c) Application Amount cannot be paid in cash, through money order or through postal order or through stock invest.

4.1.7.1 Payment instructions for Applicants

(a) Applicants may submit the Application Form either in physical mode or online mode to any Designated Intermediaries.

(b) Applicants should specify the Bank Account number in the Application Form. The Application Form submitted by an Applicant and which is accompanied by cash, demand, money order, postal order or any mode of payment other than blocked amounts in the ASBA Account maintained with an SCSB, may not be accepted.

(c) Applicant should ensure that the Application Form is also signed by the ASBA Account holder(s) if the Applicant is not the ASBA Account holder;

(d) Applicant shall note that for the purpose of blocking funds under ASBA facility clearly demarcated funds shall be available in the account.

(e) From one ASBA Account, a maximum of five Application Forms can be submitted.

(f) Applicants applying through a member of the Syndicate should ensure that the Application Form is submitted to a member of the Syndicate only at the Specified Locations. Applicants should also note that Application Forms submitted to the Syndicate at the Specified Locations may not be accepted by the member of the Syndicate if the SCSB where the ASBA Account, as specified in the Application Form, is maintained has not named at least one branch at that location for the members of the Syndicate to deposit Application Forms (a list of such branches is available on the website of SEBI at
https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35 and

https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34.

(g) Applicants applying through a Registered Broker, RTA or CDP should note that Application Forms submitted to them may not be accepted, if the SCSB where the ASBA Account, as specified in Application Form, is maintained has not named at least one branch at that location for the Registered Brokers, RTA or CDP, as the case may be, to deposit Application Forms.

(h) ASBA Applicant applying directly through the SCSBs should ensure that the Application Form is submitted to a Designated Branch of a SCSB where the ASBA Account is maintained.

(i) Upon receipt of Application Form, the Designated Branch of the SCSB may verify if sufficient funds equal to the Application Amount are available in the ASBA Account, as mentioned in the Application Form.

(j) If sufficient funds are available in the ASBA Account, the SCSB may block an amount equivalent to the Application Amount mentioned in the Application Form may upload the details on the Stock Exchange Platform.

(k) If sufficient funds are not available in the ASBA Account, the Designated Branch of the SCSB may not upload such Applications on the Stock Exchange platform and such Applications are liable to be rejected.

(l) Upon submission of a completed Application Form each Applicant may be deemed to have agreed to block the entire Application Amount and authorized the Designated Branch of the SCSB to block the Application Amount specified in the Application Form in the ASBA Account maintained with the SCSBs.

(m) The Application Amount may remain blocked in the aforesaid ASBA Account until finalisation of the Basis of allotment and consequent transfer of the Application Amount against the Allotted Equity Shares to the Public Issue Account, or until withdrawal or failure of the Issue, or until withdrawal or rejection of the Application, as the case may be.

SCSBs applying in the Issue must apply through an Account maintained with any other SCSB; else their Application is liable to be rejected.

4.1.8 Unblocking of ASBA Account

Once the Basis of Allotment is approved by the Designated Stock Exchange, the Registrar to the Issue may provide the following details to the controlling branches of each SCSB, along with instructions to unblock the relevant bank accounts and for successful applications transfer the requisite money to the Public Issue Account designated for this purpose, within the specified timelines: (i) the number of Equity Shares to be Allotted against each Application, (ii) the amount to be transferred from the relevant bank account to the Public Issue Account, for each Application, (iii) the date by which funds referred to in (ii) above may be transferred to the Public Issue Account, and (iv) details of rejected/ partial/ non-allotment ASBA Applications, if any, along with reasons for rejection and details of withdrawn or unsuccessful Applications, if any, to enable the SCSBs to unblock the respective bank accounts.

On the basis of instructions from the Registrar to the Issue, the SCSBs may transfer the requisite amount against each successful ASBA Application to the Public Issue Account and may unblock the excess amount, if any, in the ASBA Account.

In the event of withdrawal or rejection of the Application Form and for unsuccessful Applications, the Registrar to the Issue may give instructions to the SCSB to unblock the Application Amount in the relevant ASBA Account within 6 Working Days of the Issue Closing Date.

4.1.8.1 Discount (if applicable)

(a) The Discount is stated in absolute rupee terms.

(b) RII, Employees and Retail Individual Shareholders are only eligible for discount. For Discounts offered in the Issue, Applicants may refer to the draft prospectus.

(c) For the Applicants entitled to the applicable Discount in the Issue the Application Amount less Discount (if applicable) shall be blocked.

4.1.8.2 Additional Payment Instructions for NRIs

The Non-Resident Indians who intend to block funds in their Non-Resident Ordinary (NRO) accounts shall use the form meant for Resident Indians (non-repatriation basis). In the case of applications by NRIs applying on a repatriation basis, payment shall not be accepted out of NRO Account.

4.1.9 FIELD NUMBER 8: SIGNATURES AND OTHER AUTHORISATIONS

(a) Only the First Applicant is required to sign the Application Form. Applicants should ensure that signatures are in one of the languages specified in the Eighth Schedule to the Constitution of India.

(b) If the ASBA Account is held by a person or persons other than the ASBA Applicant., then the Signature of the ASBA Account holder(s) is also required.

(c) In relation to the ASBA Applications, signature has to be correctly affixed in the authorization/undertaking box in the Application Form, or an authorisation has to be provided to the SCSB via the electronic mode, for blocking funds in the ASBA Account equivalent to the application amount mentioned in the Application Form.

(d) Applicants must note that Application Form without signature of Applicant and /or ASBA Account holder is liable to be rejected.

4.1.10 ACKNOWLEDGEMENT AND FUTURE COMMUNICATION

Applicants should ensure that they receive the acknowledgment duly signed and stamped by Application Collecting Intermediaries, as applicable, for submission of the Application Form.

(a) All communications in connection with Applications made in the Issue should be addressed as under:

i. In case of queries related to Allotment, non-receipt of Allotment Advice, credit of allotted equity shares, refund orders, the Applicants should contact the Registrar to the Issue.

ii. In case of ASBA applications submitted to the Designated Branches of the SCSBs, the Applicants should contact the relevant Designated Branch of the SCSB.

iii. Applicant may contact the Company Secretary and Compliance Officer or LM(s) in case of any other complaints in relation to the Issue.

(b) The following details (as applicable) should be quoted while making any queries -

i. Full name of the sole or First Applicant, Application Form number, Applicants' DP ID, Client ID, UPI ID, PAN, number of Equity Shares applied for, amount blocked on application.
ii. Name and address of the Designated Intermediary, where the Application was submitted; or
iii. In case of ASBA applications, ASBA Account number in which the amount equivalent to the application amount was blocked.

For further details, Applicant may refer to the draft prospectus and the Application Form.

4.2 INSTRUCTIONS FOR FILING THE REVISION FORM

(a) During the Issue Period, any Applicant (other than QIBs and NIIs, who can only revise their application upwards) who has registered his or her interest in the Equity Shares at a particular number of shares is free to revise number of shares applied using revision forms available separately.

(b) RII may revise their applications till closure of the issue period or withdraw their applications until finalization of allotment.

(c) Revisions can be made in both the desired number of Equity Shares and the Bid Amount by using the Revision Form.

(d) The Applicant can make this revision any number of times during the Issue Period. However, for any revision(s) in the Application, the Applicants will have to use the services of the same Designated Intermediary through which such Applicant had placed the original Application.

A sample Revision form is reproduced below:

ISSUE PROGRAMME : ISSUE OPENS ON: ISSUE OPENS ON: [●] ISSUE CLOSES ON: [●]

COMMON APPLICATION REVISION FORM

XYZ LIMITED - PUBLIC ISSUE- REVISION - R

Registered Office: Abcd Efgh Ijklm Nopqrst Uvwxys Abcd Efgh Ijklm Nopqrst Uvwxys,
Corporate Office: Abcd Efgh Ijklm Nopqrst Uvwxys, CIN: ABCD1234ABDC123ABCDE;
Tel: +91 1234567890; E-mail: abceefghi@abce.com; Website: www.abcedfeghijkl.com

FOR RESIDENT INDIANS, INCLUDING RESIDENT QIBs AND ELIGIBLE NRIs APPLYING ON A NON-REPATRIATION BASIS

LOGO

To,
The Board of Directors
XYZ LIMITED

FIXED PRICE SME ISSUE
ISIN - INE1234567890

Application Form No.

Date: _____

BROKER'S / SCSB / DP / RTA STAMP & CODE	SUB-BROKER'S / SUB-AGENT'S STAMP & CODE
SCSB / BANK BRANCH STAMP & CODE	**SCSB / BANK BRANCH SERIAL NO.**

1. NAME & CONTACT DETAILS OF SOLE/FIRST APPLICANT

Mr. / Ms.

Address

Tel. No (with STD code) / Mobile

2. PAN OF SOLE/FIRST APPLICANT

3. INVESTOR'S DEPOSITORY ACCOUNT DETAILS NSDL ☐ CDSL ☐

For NSDL enter 8 digit DP ID followed by 8 digit Client ID / For CDSL enter 16 digit Client ID

PLEASE CHANGE MY APPLICATION ☐ PHYSICAL

4. FROM (as per last Application or Revision)

Options	No. of Equity Shares applied (Application must be in multiples of [●] equity shares) (In Figures)							Price per Equity Share (₹) [●]/- (In Figures) Issue Price				Discount, if any				Net Price			
	7	6	5	4	3	2	1	4	3	2	1	4	3	2	1	4	3	2	1
Option 1																			
(OR) Option 2				NOT APPLICABLE								NOT APPLICABLE							
(OR) Option 3				NOT APPLICABLE								NOT APPLICABLE							

5. TO (Revised Application)

Options	No. of Equity Shares applied (Application must be in multiples of [●] equity shares) (In Figures)							Price per Equity Share (₹) [●]/- (In Figures) Issue Price				Discount, if any				Net Price			
	7	6	5	4	3	2	1	4	3	2	1	4	3	2	1	4	3	2	1
Option 1																			
(OR) Option 2				NOT APPLICABLE								NOT APPLICABLE							
(OR) Option 3				NOT APPLICABLE								NOT APPLICABLE							

6. PAYMENT DETAILS | **PAYMENT OPTION : Full Payment**

Amount Blocked (₹ in Figures) (₹ in words) _____

ASBA Bank A/c No.

Bank Name & Branch _____

UPI Id
(Maximum 45 characters)

I/WE (ON BEHALF OF JOINT APPLICANTS, IF ANY), HEREBY CONFIRM THAT I/WE HAVE READ AND UNDERSTOOD THE TERMS AND CONDITIONS OF THIS APPLICATION FORM AND THE ATTACHED ABRIDGED PROSPECTUS AND THE GENERAL INFORMATION DOCUMENT FOR INVESTING IN THE PUBLIC ISSUE ("GID") AND HEREBY AGREE AND CONFIRM THE "INVESTOR UNDERTAKING" AS GIVEN OVERLEAF. I/WE (ON BEHALF OF JOINT APPLICANTS, IF ANY) HEREBY CONFIRM THAT I/WE HAVE READ THE INSTRUCTIONS FOR FILLING UP THE APPLICATION FORM GIVEN OVERLEAF.

7A. SIGNATURE OF SOLE / FIRST APPLICANT	7B. SIGNATURE OF ASBA BANK ACCOUNT HOLDER(s) (AS PER BANK RECORDS)	BROKER / SCSB / DP / RTA STAMP (Acknowledging upload of Application in Stock Exchange System)
	I/We authorize the SCSB to do all acts as are necessary to make the Application in the issue	
Date: ....., 2019	1)	
	2)	
	3)	

PLEASE FILL IN BLOCK LETTERS

TEAR HERE

LOGO

XYZ LIMITED - INITIAL PUBLIC ISSUE - REVISION - R

Acknowledgement Slip for Broker/SCSB/ DP/RTA

Application Form No.

DPID / CLID | PAN

Additional Amount Blocked (₹ in figures) | ASBA Bank & Branch

ASBA Bank A/c No./UPI Id

Received from Mr./Ms.

Telephone / Mobile | Email

Stamp & Signature of SCSB Branch

TEAR HERE

XYZ LIMITED - INITIAL PUBLIC ISSUE - REVISION - R

	Option 1	Option 2	Option 3
No. of Equity Shares		NOT APPLICABLE	
Issue Price			
Additional Amount Blocked (₹)			

Stamp & Signature of SCSB/Broker/ DP/RTA

ASBA Bank A/c No. / UPI Id: _____

Bank & Branch: _____

Important Note: Application made using third party UPI Id or ASBA Bank A/c are liable to be rejected.

Name of Sole / First Applicant

Acknowledgment Slip for Applicant

Application Form No.

TEAR HERE

ISSUE PROGRAMME : ISSUE OPENS ON: [●] ISSUE CLOSES ON: [●]

COMMON APPLICATION REVISION FORM	XYZ LIMITED - INITIAL PUBLIC ISSUE - REVISION - NR Registered Office: Abcd Efgh Ijklm Nopqrst Uvwxys Abcd Efgh Ijklm Nopqrst Uvwxys, Corporate Office: Abcd Efgh Ijklm Nopqrst Uvwxys, CIN: ABCD1234ABDC123ABCDE; Tel: +91 1234567890; E-mail: abceefghi@abce.com; Website: www.abcedfeghijkl.com	FOR NON-RESIDENT INCLUDING ELIGIBLE NRIs, FPIs or FVCIs ETC. APPLYING ON A REPATRIATION BASIS

LOGO

To,
The Board of Directors
XYZ LIMITED

FIXED PRICE SME ISSUE
ISIN - INE1234567890

Application Form No.

Date: _____

BROKER'S / SCSB / DP / RTA STAMP & CODE	SUB-BROKER'S / SUB-AGENT'S STAMP & CODE
SCSB / BANK BRANCH STAMP & CODE	**SCSB / BANK BRANCH SERIAL NO.**

1. NAME & CONTACT DETAILS OF SOLE/FIRST APPLICANT

Mr. / Ms.

Address

Tel. No (with STD code) / Mobile

2. PAN OF SOLE/FIRST APPLICANT

3. INVESTOR'S DEPOSITORY ACCOUNT DETAILS NSDL ☐ CDSL ☐

For NSDL enter 8 digit DP ID followed by 8 digit Client ID / For CDSL enter 16 digit Client ID

PLEASE CHANGE MY APPLICATION ☐ PHYSICAL

4. FROM (as per last Application or Revision)

Options	No. of Equity Shares applied (Application must be in multiples of [●] equity shares) (In Figures)							Price per Equity Share (₹) 10/- (In Figures) Issue Price				Discount, if any				Net Price			
	7	6	5	4	3	2	1	4	3	2	1	4	3	2	1	4	3	2	1
Option 1																			
(OR) Option 2				NOT APPLICABLE								NOT APPLICABLE							
(OR) Option 3				NOT APPLICABLE								NOT APPLICABLE							

5. TO (Revised Application)

Options	No. of Equity Shares applied (Application must be in multiples of [●] equity shares) (In Figures)							Price per Equity Share (₹) 10/- (In Figures) Issue Price				Discount, if any				Net Price			
	7	6	5	4	3	2	1	4	3	2	1	4	3	2	1	4	3	2	1
Option 1																			
(OR) Option 2				NOT APPLICABLE								NOT APPLICABLE							
(OR) Option 3				NOT APPLICABLE								NOT APPLICABLE							

6. PAYMENT DETAILS | **PAYMENT OPTION : Full Payment**

Amount Blocked (₹ in Figures) (₹ in words) _____

ASBA Bank A/c No.

Bank Name & Branch _____

UPI Id
(Maximum 45 characters)

I/WE (ON BEHALF OF JOINT APPLICANTS, IF ANY), HEREBY CONFIRM THAT I/WE HAVE READ AND UNDERSTOOD THE TERMS AND CONDITIONS OF THIS APPLICATION FORM AND THE ATTACHED ABRIDGED PROSPECTUS AND THE GENERAL INFORMATION DOCUMENT FOR INVESTING IN THE PUBLIC ISSUE ("GID") AND HEREBY AGREE AND CONFIRM THE "INVESTOR UNDERTAKING" AS GIVEN OVERLEAF. I/WE (ON BEHALF OF JOINT APPLICANTS, IF ANY) HEREBY CONFIRM THAT I/WE HAVE READ THE INSTRUCTIONS FOR FILLING UP THE APPLICATION FORM GIVEN OVERLEAF.

7 A. SIGNATURE OF SOLE / FIRST APPLICANT	7 B. SIGNATURE OF ASBA BANK ACCOUNT HOLDER(s) (AS PER BANK RECORDS)	BROKER / SCSB / DP / RTA STAMP (Acknowledging upload of Application in Stock Exchange System)
	I/We authorize the SCSB to do all acts as are necessary to make the Application in the issue	
	1)	
Date: ....., 2018	2)	
	3)	

TEAR HERE

LOGO

XYZ LIMITED - INITIAL PUBLIC ISSUE - REVISION - NR

Acknowledgement Slip for Broker/SCSB/ DP/RTA

Application Form No.

DPID / CLID | PAN

Additional Amount Blocked (₹ in figures) | Bank & Branch

ASBA Bank A/c No./UPI Id:

Received from Mr./Ms.

Telephone / Mobile | Email

SCSB Branch Stamp & Signature

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XYZ LIMITED - INITIAL PUBLIC ISSUE - REVISION - NR

	Option 1	Option 2	Option 3
No. of Equity Shares			
Issue Price		NOT APPLICABLE	
Additional Amount Blocked (₹)			

Stamp & Signature of SCSB/Broker/DP/RTA

Name of Sole / First Applicant

ASBA Bank A/c No./UPI Id: _____

Bank & Branch: _____

Acknowledgment Slip for Applicant

Application Form No.

Important Note: Application made using third party UPI Id or ASBA Bank A/c are liable to be rejected.

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PLEASE FILL IN BLOCK LETTERS

Other than instructions already highlighted at paragraph 4.1 above, point wise instructions regarding filling up various fields of the Revision Form are provided below:

4.2.1 FIELDS 1, 2 AND 3: NAME AND CONTACT DETAILS OF SOLE/FIRST APPLICANT, PAN OF SOLE/FIRST APPLICANT & DEPOSITORY ACCOUNT DETAILS OF THE APPLICANT

Applicants should refer to instructions contained in paragraphs 4.1.1, 4.1.2 and 4.1.3.

4.2.2 FIELD 4 & 5: APPLICATION REVISION "FROM" AND "TO"

(a) Apart from mentioning the revised options in the Revision Form, the Applicant must also mention the details of the share applied for given in his or her Application Form or earlier Revision Form.

(b) In case of revision of Applications by RIIs, Employees and Retail Individual Shareholders, such Applicants should ensure that the Application Amount, should not exceed ₹2,00,000/- due to revision and the application may be considered, subject to the eligibility, for allocation under the Non-Institutional Category.

4.2.3 FIELD 6: PAYMENT DETAILS

(a) Applicants are required to make payment of the full application along with the Revision Form.

(b) Applicant may Issue instructions to block the revised amount in the ASBA Account, to the Designated Branch through whom such Applicant had placed the original Application to enable the relevant SCSB to block the additional Application Amount, if any.

4.2.4 FIELDS 7: SIGNATURES AND ACKNOWLEDGEMENTS

Applicants may refer to instructions contained at paragraphs 4.1.8 and 4.1.9 for this purpose.

4.3 SUBMISSION OF REVISION FORM/ APPLICATION FORM

Applicants may submit completed application form / Revision Form in the following manner:-

Mode of Application	Submission of application Form
All Investors Application	To the Application Collecting Intermediaries

SECTION 5: ISSUE PROCEDURE IN FIXED PRICE ISSUE

a. **Applicants may note that there is no Bid cum Application Form in a Fixed Price Issue.**

As the Issue Price is mentioned in the Fixed Price Issue therefore on filing of the draft prospectus with the RoC, the Application so submitted is considered as the application form. Applicants may only use the specified Application Form for the purpose of making an Application in terms of the draft prospectus which may be submitted through Designated Intermediary.

Applicants may submit an Application Form either in physical/ electronic form to Designated Intermediaries or the Designated Branches of the SCSBs authorizing blocking of funds that are available in the bank account specified in the Application Form only ("ASBA Account"). The Application Form is also made available on the websites of the Stock Exchanges at least one day prior to the Issue Opening Date.

In a fixed price Issue, allocation in the net offer to the public category is made as follows: minimum fifty per cent to Retail Individual Investors; and remaining to (i) individual investors other than Retail Individual Investors; and (ii) other Applicants including corporate bodies or institutions, irrespective of the number of specified securities applied for. The unsubscribed portion in either of the categories specified above may be allocated to the Applicants in the other category.

b. **Grounds for technical rejections**

Applicants are advised to note that the Applications are liable to be rejected, inter-alia, on the following technical grounds: -

- Amount paid does not tally with the amount payable for the Equity shares applied for;
- In case of partnership firms, Application for Equity Shares made in the name of the individual partners and no firm as such shall be entitled to apply.

- Application by persons not competent to contract under the Indian Contract Act, 1872, including minors, insane person.
- PAN not mentioned in the Application Form.
- GIR number furnished instead of PAN.
- Applications for lower number of Equity Shares than the minimum specified for that category of investors;
- Applications at a price other than the Fixed Price of the Issue;
- Applications for number of Equity Shares which are not in multiples of applicable lot size;
- Category not ticked;
- Multiple Applications as defined in this draft prospectus as such, based on common PAN;
- In case of Applications under power of attorney or by limited companies, corporate, trust etc., relevant documents are not being submitted;
- Signature of sole Applicant is missing;
- Application Forms are not delivered by the Applicants within the time prescribed as per the Application Form, Issue Opening Date advertisement and draft prospectus as per the instructions in the draft prospectus and Application Forms;
- In case no corresponding record is available with the Depositories that matches the DP ID, the Client ID and the PAN;
- Applications for amounts greater than the maximum permissible amounts prescribed by the regulations;
- Applications by OCBs;
- Applications by US person other than in reliance on Regulations or "qualified institutional buyers" as defined in Rule 144A under the Securities Act;
- Application not duly signed by the sole applicant;
- Application by any person outside India if not in compliance with applicable foreign and Indian Laws;
- Application that do not comply with the securities laws of their respective jurisdictions are liable to be rejected.
- Applications by persons prohibited from buying, selling or dealing in the shares directly or indirectly by SEBI or any other regulatory authority;
- Application by person not eligible to acquire equity shares of the company in terms of all applicable laws, rules, regulations, guidelines, and approvals.
- Application or revision thereof by QIB Applicants, Non-Institutional Applicants where the Application Amount is in excess of ₹200000 received after 3.00 pm on the issue closing date unless the extended time is permitted by BSE.
- Inadequate funds in the bank account to block the Application Amount specified in the Application Form/Application Form at the time of blocking such Application Amount in the bank account;
- Where no confirmation is received from SCSB for blocking of funds;
- Applications by Applicants not submitted through ASBA process; except as mentioned in *SEBI Circular No. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 08, 2019.*
- Applications not uploaded on the terminals of the Stock Exchanges; and
- Applications by SCSBs wherein a separate account in its own name held with any other SCSB is not mentioned as the ASBA Account in the Application Form.
- Details of ASBA Account not provided in the Application form

For details of instructions in relation to the Application Form, Applicants may refer to the relevant section of GID.

APPLICANT SHOULD NOTE THAT IN CASE THE PAN, THE DP ID AND CLIENT ID MENTIONED IN THE APPLICATION FORM AND ENTERED INTO THE ELECTRONIC APPLICATION SYSTEM OF THE STOCK EXCHANGE BY THE BROKERS DO NOT MATCH WITH PAN, THE DP ID AND CLIENT ID AVAILABLE IN THE DEPOSITORY DATABASE, THE APPLICATION FORM IS LIABLE TO BE REJECTED.

SECTION 6: ISSUE PROCEDURE IN BOOK BUILT ISSUE

This being Fixed Price Issue, this section is not applicable for this Issue.

SECTION 7: ALLOTMENT PROCEDURE AND BASIS OF ALLOTMENT

7.1 Basis of Allotment

Allotment will be made in consultation with BSE SME (in BSE Limited, the Designated Stock Exchange). In the event of oversubscription, the allotment will be made on a proportionate basis in marketable lots as set forth here:

a) The total number of Shares to be allocated to each category as a whole shall be arrived at on a proportionate basis i.e. the total number of Shares applied for in that category multiplied by the inverse of the over subscription ratio (number of applicants in the category x number of Shares applied for).

b) The number of Shares to be allocated to the successful applicants will be arrived at on a proportionate basis in marketable lots (i.e. Total number of Shares applied for into the inverse of the over subscription ratio).

c) For applications where the proportionate allotment works out to less than 6,000 Equity Shares the allotment will be made as follows:

i. Each successful applicant shall be allotted 6,000 Equity Shares;

ii. The successful applicants out of the total applicants for that category shall be determined by the drawl of lots in such a manner that the total number of Shares allotted in that category is equal to the number of Shares worked out as per (2) above.

d) If the proportionate allotment to an applicant works out to a number that is not a multiple of 6,000 Equity Shares, the applicant would be allotted Shares by rounding off to the lower nearest multiple of 6,000 Equity Shares subject to a minimum allotment of 6,000 Equity Shares.

e) If the Shares allotted on a proportionate basis to any category is more than the Shares allotted to the applicants in that category, the balance available Shares for allocation shall be first adjusted against any category, where the allotted Shares are not sufficient for proportionate allotment to the successful applicants in that category, the balance Shares, if any, remaining after such adjustment will be added to the category comprising of applicants applying for the minimum number of Shares. If as a result of the process of rounding off to the lower nearest multiple of 6,000 Equity Shares, results in the actual allotment being higher than the shares offered, the final allotment may be higher at the sole discretion of the Board of Directors, upto 110% of the size of the offer specified under the Capital Structure mentioned in this draft prospectus.

f) The above proportionate allotment of shares in an Issue that is oversubscribed shall be subject to the reservation for Retail Individual applicants as described below:

i. As per Regulation 32(4) of the SEBI (ICDR) Regulations 2018, as the Retail Individual Investor category is entitled to minimum fifty percent on proportionate basis, the retail individual investors shall be allocated that higher percentage.

ii. Remaining to Individual applicants other than retail individual investors and Other investors including corporate bodies or institutions, irrespective of the number of specified securities applied for;

iii. The unsubscribed portion in either of the categories specified in (a) or (b) above may be available for allocation to the applicants in the other category, if so required.

'Retail Individual Investor' means an investor who applies for shares of value of not more than ₹ 2,00,000. Investors may note that in case of over subscription allotment shall be on proportionate basis and will be finalized in consultation with SME Platform of BSE Limited.

The Executive Director / Managing Director of BSE - the Designated Stock Exchange in addition to Lead Manager and Registrar to the Public Issue shall be responsible to ensure that the basis of allotment is finalized in a fair and proper manner in accordance with the SEBI (ICDR) Regulations, 2018.

As per the RBI regulations, OCBs are not permitted to participate in the Issue. There is no reservation for Non Residents, NRIs, FPIs and foreign venture capital funds and all Non Residents, NRI, FPI and Foreign Venture Capital Funds applicants will be treated on the same basis with other categories for the purpose of allocation.

7.2 DESIGNATED DATE AND ALLOTMENT OF EQUITY SHARES

a) Designated Date: On the Designated Date, the SCSBs shall transfer the funds represented by allocation of Equity Shares into the Public Issue Account with the Bankers to the Issue.

b) Issuance of Allotment Advice: Upon approval of the Basis of Allotment by the Designated Stock Exchange, the Registrar shall upload the same on its website. On the basis of the approved Basis of Allotment, the Issuer shall pass necessary corporate action to facilitate the Allotment and credit of Equity Shares. Applicants **are advised to instruct their Depository Participant to accept the Equity Shares that may be allotted to them pursuant to the Issue.**

Pursuant to confirmation of such corporate actions, the Registrar will dispatch Allotment Advice to the Applicants who have been Allotted Equity Shares in the Issue.

c) The dispatch of Allotment Advice shall be deemed a valid, binding and irrevocable contract.

d) Issuer will ensure that: (i) the Allotment of Equity Shares; and (ii) initiate corporate action for credit of shares to the successful Applicants Depository Account will be completed within 5 Working Days of the Issue Closing Date. The Issuer also ensures the credit of shares to the successful Applicant's depository account is completed within 5 Working Days of the Issue Closing Date,

SECTION 8: INTEREST AND REFUNDS

8.1 COMPLETION OF FORMALITIES FOR LISTING & COMMENCEMENT OF TRADING

The Issuer may ensure that all steps for the completion of the necessary formalities for listing and commencement of trading at all the Stock Exchanges are taken within 6 Working Days of the Issue Closing Date. The Registrar to the Issue may give instructions for credit to Equity Shares the beneficiary account with DPs and dispatch the Allotment Advice within 6 Working Days of the Issue Closing Date.

8.2 GROUNDS FOR UNBLOCKING OF FUNDS

8.2.1 Non-Receipt of Listing Permission

An Issuer makes an application to the Stock Exchange(s) for permission to deal in/list and for an official quotation of the Equity Shares. All the Stock Exchanges from where such permission is sought are disclosed in draft prospectus. The Designated Stock Exchange may be as disclosed in the draft prospectus with which the Basis of Allotment may 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 Exchange(s), the Issuer may forthwith initiate action to unblock the application amount from the Investors accounts. If such money is not repaid within the eight days after the Issuer becomes liable to repay it, then the Issuer and every director of the Issuer who is an officer in default may, on and from such expiry of eight days, be liable to repay the money, with interest at such rate, as prescribed under Section 73 of Companies Act, and disclosed in the draft prospectus.

8.2.2 Minimum Subscription

This Issue is not restricted to any minimum subscription level. This Issue is 100% underwritten.

As per Section 39 of Companies Act, 2013 if the "stated minimum amount" has not been subscribed and the sum payable on application is not received within a period of 30 days from the date of the draft prospectus, the application money has to be returned within such period as may be prescribed. If our company does not receive the 100% subscription of the offer through the Offer Document including devolvement of underwriters, if any, our company shall forthwith unblock the entire application amount received. If there is a delay beyond eighty days after our company becomes liable to pay the amount, our company and every officer in default will, on and from the expiry of this period be jointly and severally liable to repay the money, with interest or other penalty as prescribed under SEBI Regulations, the Companies Act, 2013.

The minimum number of allottees in this Issue shall be 50 shareholders. In case the minimum number of prospective allottees is less than 50 no allotment will be made pursuant to this Issue and the amounts in the ASBA Account shall be unblocked within 6 working days of closure of the issue.

Further in accordance with Regulation 267 of the SEBI (ICDR) Regulations, our Company shall ensure that the minimum application size in terms of number of specified securities shall not be less than ₹100000/- (Rupees One Lakh) per application. The equity shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and applications may not be made by persons in any such jurisdiction, except in compliance without the applicable laws of such jurisdiction.

8.2.3 Minimum Number of Allottees

The Issuer may ensure that the number of prospective allottees to whom Equity Shares may be allotted may not be less than 50 failing which the entire application monies may be unblocked forthwith.

8.3 MODE OF UNBLOCKING OF FUNDS

Within 6 Working Days of the Issue Closing Date, the Registrar to the Issue may give instructions to SCSBs for unblocking the amount in ASBA Account on unsuccessful Application and also for any excess amount blocked on Application.

8.3.1 Mode of making refunds for Applicants

The Registrar to the Issue may instruct the controlling branch of the SCSB to unblock the funds in the relevant ASBA Account for any withdrawn, rejected or unsuccessful ASBA applications or in the event of withdrawal or failure of the Issue.

8.4 INTEREST IN CASE OF DELAY IN ALLOTMENT

The Issuer may pay interest at the rate of 15% per annum if demat credits are not made to Applicants or instructions for unblocking of funds in the ASBA Account are not dispatched within the 6 Working days of the Issue Closing Date.

The Issuer may pay interest at 15% per annum for any delay beyond 6 working days from the Issue Closing Date, if Allotment is not made.

RESTRICTIONS ON FOREIGN OWNERSHIP OF INDIAN SECURITIES

Foreign investment in Indian securities is regulated through the FEMA and various regulations made thereunder. The Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India ("DIPP") makes policy announcements on FDI through press notes and press releases which are notified by the RBI as amendments to the FEMA. The DIPP also issues the Consolidated Foreign Direct Investment Policy from time to time. The regulatory framework pertaining to foreign investment, over a period of time, thus, consists of acts, regulations, master circulars, press notes, press releases, and clarifications among other amendments.

The current consolidated FDI policy circular of 2017, dated August 28, 2017 issued by the DIPP ("FDI Policy") consolidates the policy framework which was in force as on August 28, 2017. All the press notes, press releases, clarifications on FDI issued by DIPP till August 27, 2017 stand rescinded as on August 28, 2017. In terms of the FDI Policy, Foreign investment is permitted (except in the prohibited sectors) in Indian companies either through the automatic route or the Government route, depending upon the sector in which foreign investment is sought to be made. In terms of the FDI Policy, the work of granting government approval for foreign investment under the FDI Policy and FEMA Regulations has now been entrusted to the concerned Administrative Ministries/Departments. FDI for the items or activities that cannot be brought in under the automatic route may be brought in through the approval route.

RBI has also issued Master Direction- Foreign Investment in India dated January 4, 2018. In terms of the Master Direction, an Indian company may issue fresh shares to persons resident outside India (who are eligible to make investments in India, for which eligibility criteria are as prescribed). Such fresh issue of shares shall be subject to inter-alia, the pricing guidelines prescribed under the Master Directions.

The RBI, in exercise of its power under the FEMA, has also notified the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2017 to prohibit, restrict or regulate, transfer by or issue security to a person resident outside India.

As per the existing policy of the Government of India, OCBs cannot participate in this Issue.

The Equity Shares have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the "U.S. Securities Act"), or the securities laws of any state of the United States and may not be offered or sold within the United States, except pursuant to exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable state securities laws. Accordingly, the Equity Shares are being offered and sold only outside the United States in offshore transactions in reliance on Regulation S under the U.S. Securities Act and the applicable laws of the jurisdiction where those offers, and sale occur. The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Applications may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

The above information is given for the benefit of the Applicants. Our Company and the Lead Manager are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this draft prospectus. Applicants are advised to make their independent investigations and ensure that Applications are not in violation of laws or regulations applicable to them and do not exceed the applicable limits under the laws and regulations.

THE COMPANIES ACT, 2013
COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION
OF
DJ MEDIAPRINT & LOGISTICS LIMITED

The following Regulations comprised in these Articles of Association were adopted pursuant to the Members' Special Resolution passed at the Extra-Ordinary General Meeting of the Company held on **January 04, 2020** in substitution for, and to the entire exclusion of, the earlier Regulations comprised in the extent Articles of Association of the Company.

PRELIMINARY

1. No regulation contained in Table F contained in the First Schedule to the 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, subject to any exercise of the statutory powers of the Company with reference to the repeal or alteration of, or addition thereto, by special resolution, as prescribed by the said Act, be such as are contained in these Articles.

INTERPRETATION

2. In the interpretation of these Articles, unless repugnant to the subject or context: -

"The Company" or "this Company" means **DJ Mediaprint & Logistics Limited**

"The Act" means the Companies Act, 2013, or any statutory modification or re-enactment, clarifications and notification thereof for the time being in force and the term shall be deemed to refer to the applicable section thereof which is relatable to the relevant Article in which the said term appears in these Articles and any previous Company law, so far as may be applicable.

"The Board" or the "Board of Directors" means the collective body of the Directors of the Company.

"Capital" means the Share capital, for the time being, raised or authorised to be raised, for purposes of the Company.

"Depositories Act 1996" means The Depositories Act, 1996 and includes any statutory modification or re-enactment thereof for the time being in force.

"Depository" means and includes a Company as defined in section 2(1)(e) of "The Depositories Act, 1996.

"Directors" means a director appointed to the Board of the Company.

"Dividend" includes interim dividend.

"In writing" or "written" include printing, lithography and other modes of representing or reproducing words in a visible form.

"Office" means the registered office, for the time being, of the Company.

"Participant" means individual / institutions as defined under Section 2(1)(g) of the Depositories Act, 1996.

"Register of Members" means the Register of Members to be kept pursuant to the Act, and includes index of beneficial owners mentioned by a Depository.

"Share" means a Share in the capital of the Company, and includes stock, except where a distinction between Stock and Shares is express or implied.

Words importing the singular number include, where the context admits or requires, the plural number and vice versa.

"Year" means a calendar year and "financial year" shall have the same meaning as assigned thereto by or under the Companies Act, 2013.

Words importing the masculine gender also include the feminine gender.

The margin notes, if used or incorporated, or, after being used, removed, at any time thereafter, in these Articles shall not affect the construction hereof.

Save as aforesaid, any words or expressions defined in the Act shall, if not inconsistent with the subject or context, bear the same meaning so far as these Articles are concerned.

The Section number, with relation to the Act, referred to anywhere in these presents, may be deemed to have been replaced by such other number or numbers, as may, after the amendments or modifications effected in the Act or repeal of the Act and introduction of the new Act as such in its place, contain the relevant provisions, in the context or circumstances of that respective Article, as may be proper and justifiable and shall be interpreted in its true intention.

GENERAL AUTHORITY

3. Where the Act requires that the company cannot undertake any act or exercise any rights or powers, unless expressly authorized by its articles, these articles shall in relation to the Company, be deemed to confer such right, authority or power.

CAPITAL AND INCREASE AND REDUCTION THEREOF

4. The Authorized Share Capital of the Company is such amount, as stated, for the time being, or may be varied, from time to time, under the provisions of the Act, in the Clause V of the Memorandum of Association of the Company, divided into such number, classes and descriptions of Shares and into such denominations, as stated therein, and further with such powers to increase the same or otherwise as stated therein.

5. The Company, in general meeting, may, from time to time, increase the capital by the creation of new shares. Such increase in the capital shall be of such aggregate amount and to be divided into such number of Shares of such respective amounts, as the resolution, so passed in that respect, shall prescribe. Subject to the provisions of the Act, any Shares of the original or increased capital shall be issued upon such terms and conditions and with such rights and privileges annexed thereto as the general meeting, resolving upon the creation thereof, shall direct, and, if no direction be given, as the Directors shall determine, and, in particular, such Shares may be issued with a preferential, restricted or qualified right to dividends, and in the distribution of assets of the Company, on winding up, and with or without a right of voting at general meetings of the Company, in conformity with and only in the manner prescribed by the provisions of the Act. Whenever capital of the Company has been increased under the provisions of this Article, the Directors shall comply with the applicable provisions of the Act.

6. 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 contained herein with reference to the payment of calls and installments, forfeiture, lien, surrender, transfer and transmission, voting or otherwise.

7. Subject to the provisions of Section 55 of the Act and the rules made thereunder, the Company shall have the power to issue preference shares, which are liable to be redeemed and the resolution authorizing such issue shall prescribe the manner, terms and conditions of redemption.

8. On the issue of Redeemable Preference Shares under the provisions of the preceding Article, the following provisions shall take effect: -

(i) No such Shares shall be redeemed except out of the profits of the Company which would otherwise be available for dividend or out of the proceeds of a fresh issue of Shares made for the purpose of the redemption.

(ii) No such shares shall be redeemed unless they are fully paid;

(iii) The premium, if any, payable on redemption, must have been provided for, out of the profits of the Company or the Share Premium Account of the Company before, the Shares are redeemed; and

(iv) Where any such Shares are redeemed otherwise than 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 "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 80 of the Act, apply as if "Capital Redemption Reserve Account" were paid up Share capital of the Company.

9. Subject to Section 66 of the Companies Act, 2013, the Company may by special resolution, reduce its capital and any Capital Redemption Reserve Account or Other Premium Account, for the time being, in any manner, authorized by law, and, in particular, without prejudice to the generality of the foregoing powers, the 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.

10. Subject to the applicable provisions of the Act, the Company, in general meeting, may, from time to time, sub-divide, reclassify or consolidate its Shares or any of them, and the resolution whereby any Share is sub-divided, may determine that, as between the holders of the Shares resulting from such sub-division, one or more of such Shares shall have some preference or special advantage as regards dividend, capital or otherwise over or as compared with the other or others. 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.

11. Whenever the capital, by reason of the issue of Preference Shares or otherwise, is divided into different classes of shares, all or any of the rights and privileges attached to each class may, subject to the applicable provisions of the Act, be modified, commuted, affected or abrogated, or dealt with by an agreement between the Company and any person purporting to contract on behalf of that class, provided such agreement is ratified, in writing, by holders of at least three-fourths in nominal value of the issued Shares of the class or is confirmed by a special resolution passed at a separate general meeting of the holders of Shares of that class and all the provisions hereinafter contained as to general meetings, shall, mutatis mutandis, apply to every such meeting.

SHARES AND CERTIFICATES

12. The Company shall keep or cause to be kept a Register and Index of Members, in accordance with the applicable Sections of the Act. The Company shall be entitled to keep, in any State or Country outside India, a Branch Register of Members, in respect of those residents in that State or Country.

13. The Shares, in the capital, shall be numbered progressively according to their several classes and denominations, and, except in the manner hereinabove mentioned, no Share shall be sub-divided. Every forfeited or surrendered Share may continue to bear the number by which the same was originally distinguished with, or as may be otherwise, as may be decided by the Board of Directors or required by any other authority, as may be, for the time being, in force.

14. (i) Where at the time, it is proposed to increase the subscribed capital of the Company by allotment of further Shares either out of the unissued or out of the increased Share capital then:

(a) Such further Shares shall be offered to the persons who at the date of the offer, are holders of the Equity Shares of the Company, in proportion, as near as circumstances admit, to the capital paid up on those Shares at that date.

(b) Such offer shall be made by a notice specifying the number of Shares offered and limiting a time not less than fifteen days and not exceeding thirty days from the date of the offer within which the offer if not accepted, will be deemed to have been declined.

(c) The offer aforesaid shall be deemed to include a right exercisable by the person concerned to renounce the Shares offered to him in favour of any other person and the notice referred to in sub-clause (b) hereof shall contain a statement of this right provided that the Directors may decline, without assigning any reason to allot any Shares to any person in whose favour any member may, renounce the Shares offered to him.

(d) After expiry of the time specified in the aforesaid notice or on receipt of earlier intimation from the person to whom such notice is given that he declines to accept the Shares offered, the Board of Directors may dispose of them in such manner as they think most beneficial to the Company.

(ii). Notwithstanding anything contained in sub-clause (i) thereof, the further Shares aforesaid may be offered to any persons (whether or not those persons include the persons referred to in clause (a) of sub-clause (i) hereof) in any manner either for cash or for a consideration other than cash, if the price of such shares is determined by the valuation report of a Registered Valuer subject to such conditions prescribed in the rules made thereunder.

(iii). Nothing in sub-clause (c) of (i) hereof shall be deemed:

(a) To extend the time within the offer should be accepted; or

(b) To authorize any person to exercise the right of renunciation for a second time, on the ground that the person in whose favor the remuneration was first made has declined to take the Shares comprised in the renunciation.

(iv). Nothing in this Article shall apply to the increase of the subscribed capital of the Company caused by the exercise of an option attached to the Debenture issued or loans raised by the Company to convert such Debenture or loans into Shares in the Company. Provided that the terms of issue of such Debentures or the terms of such loans loan containing such an option have been approved before the issue of such debentures or the raising of loan by a special resolution passed by the Company in general meeting.

15. Subject to the provisions of Section 62 of the Companies Act, 2013 and the rules made thereunder and these Articles of the Company for the time being shares shall be under the control of the Directors who may issue, allot or otherwise

dispose of the same or any of them to such persons, in such proportion and on such terms and conditions and either at a premium or at part and at such time as they may from time to time think fit and with the sanction of the Company in the General Meeting to give any person or persons the option or right to call for any Shares either at par or premium during such time and for such consideration as the Directors think fit, and may issue and allot Shares in the capital of the Company on payment in full or part of any property sold and transferred or for any services rendered to the Company in the conduct of its business and any Shares which may so be allotted may be issued as fully paid up Shares and if so issued, shall be deemed to be fully paid Shares. Provided that option or right to call of Shares shall not be given to any person or persons without the sanction of the Company in the General Meeting. The Board shall cause to be filed the returns as to allotment as may be prescribed from time to time.

16. In addition to and without derogating from the powers for that purpose conferred on the Board under the preceding two Articles, the Company, in general meeting, may determine that any Shares, whether forming part of the original capital or of any increased capital of the Company, shall be offered to such persons, whether or not the members of the Company, in such proportion and on such terms and conditions and, subject to compliance with the provisions of applicable provisions of the Act, either at a premium or at par, as such general meeting shall determine and with full power to give any person, whether a member or not, the option to call for or be allotted Shares of any class of the Company either, subject to compliance with the applicable provision of the Act, at a premium or at par, such option being exercisable at such times and for such consideration as may be directed by such general meeting, or the Company in general meeting may make any other provision whatsoever for the issue, allotment or disposal of any Shares.

17. Any application signed by or on behalf of an applicant for subscription 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 entered on the Registered shall, for the purpose of these Articles, be a member.

18. 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 immediately on the insertion of the name of the allottee in the Register of Members as the name of the holder of such Shares, become a debt due to and recoverable by the Company from the allottee thereof, and shall be paid by him accordingly, in the manner prescribed by the Board.

19. Every member or his heirs, executors or administrators, 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 Regulations of the Company, require or fix for the payment thereof.

20. (i) Every Member shall be entitled, without payment, to one or more certificates in marketable lots, for all the Shares of each class or denomination registered in his name, or if the Directors so approve (upon paying such fee as the Directors may from time to time determine) to several certificates, each for one or more of such Shares and the Company shall complete and have ready for delivery such certificates within two (2) months from the date of allotment, unless the conditions of issue thereof otherwise provide, or within one (1) month of the receipt of application of registration of transfer, transmission, sub-division, consolidation or renewal of any of its Shares as the case may be. Every certificate of Shares shall be under the seal of the Company and shall specify the number and distinctive numbers of Shares in respect of which it is issued and amount paid-up thereon and shall be in such form as the directors may prescribe or approve, provided that in respect of a Share or Shares held jointly by several persons the Company shall not be bound to issue more than one certificate and delivery of a certificate of Shares to one of several joint holders shall be sufficient delivery to all Shareholders. Every such certificate shall be issued under the seal of the Company, which shall be affixed in the presence of two Directors or persons acting on behalf of the Directors under a power of attorney and the Secretary or some other person appointed by the Board for the purpose, and such two Directors or their attorneys, and the Secretary or other person shall sign the Share Certificates, provided that, if the composition of the Board permits, provided that, of it, at least one of the aforesaid two Directors shall be a person other than Managing Director or a Whole time Director. Particulars of every Share certificates issued shall be entered in the Register of Members against the name of the person, to whom it has been issued, indicating the date of issue.

(ii) Any two or more joint allotees, in respect of a Share, shall, for the purpose of this Article, be treated as a single member, and the certificate of any Share, which may be subject of joint ownership, may be delivered to the person named first in the order or otherwise even to any one of such joint owners, on behalf of all of them. For any further certificate, the Board shall be entitled but shall not be bound to prescribe a charge not exceeding Rupee 50(fifty) per such certificate. In this respect, the Company shall comply with the applicable provisions, for the time being, in force, of the Act.

(iii) A director may sign a Share certificate by affixing his signature thereon by means of any machine, equipment or other mechanical means, such as engraving in metal or lithography, but not by means of a rubber stamp provided that the Directors shall be responsible for the safe custody of such machine, equipment or other material used for the purpose.

21. (i) The Directors may, if they think fit, subject to the provisions of Section 50 of the Act, agree to receive from any member willing to advance the same, all or any part of the amount of his Shares beyond the sums actually called up and upon the monies so paid in advance or upon so much thereof as from time to time exceeds the amount of the calls then made upon the Shares in respect of which such advances has been made, the Company may pay interest at such rate, as the member paying such sum in advance and the Directors agree upon provided that money paid in advance of calls shall not confer a right to participate in profits or dividend. The Directors may at any time repay the amount so advanced.

The member shall not be entitled to any voting rights in respect of the moneys so paid by him until the same would but for such payment, become presently payable.

The Provisions of these Articles shall mutatis mutandis apply to the calls on Debentures of the Company.

(ii) When a new Share certificate has been issued in pursuance of the preceding clause of this Article, it shall state on the face of it and against the stub or counterfoil to the effect that it is "Issued in lieu of Share Certificate No sub-divided/replaced/on consolidation of Shares".

(iii) If any certificate be worn out, defaced, mutilated, or torn or if there be no further space on the back thereof for endorsement of transfer, then upon production and surrender thereof to the Company, a new certificate may be issued in lieu thereof and if any certificate lost or destroyed then upon proof thereof to the satisfaction of the Company and on execution of such indemnity as the Company deem adequate, being given, and a new certificate in lieu thereof shall be given to the party entitled to such lost or destroyed certificate. Every certificates under the Article shall be issued without payment of fees if the Directors so decide, or on payment of such fees (not exceeding Rs. 50/- (Fifty) for each certificate) as the Directors shall prescribe. Provided that no fee shall be charged for issue of new certificates in replacement of those which are old, defaced or worn out or where there is no further space on the back thereof for endorsement of transfer.

Provided that notwithstanding what is stated above the Directors shall comply with such Rules or Regulation or requirements of any Stock Exchange or the Rules made under the Act or the rules made under Securities Contracts (Regulation) Act, 1956 or any other Act, or rules applicable in this behalf.

(iv) When a new Share certificate has been issued in pursuance of the preceding clause of this Article, it shall state on the face of it and against the stub or counterfoil to the effect that it is "DUPLICATE. Issued in lieu of Share Certificate No" The word "DUPLICATE" shall be stamped or punched in bold letters across the face of the Share certificate.

(v) Where a new Share certificate has been issued in pursuance of clause (i) or clause (iii) of this Article, particulars of every such Share certificate shall be entered in a Register of Renewed and Duplicate Share Certificates, indicating against the names of the person or persons to whom the certificate is issued, the number and date of issue of the Share certificate, in lieu of which the new certificate is issued, and the necessary changes indicated in the Register of Members by suitable cross reference in the "Remarks" column.

(vi) All blank forms to be issued for issue of Share certificates shall be printed and the printing shall be done only on the authority of a resolution of the Board. The blank forms shall be consecutively numbered, whether by machine, hand or otherwise, and the forms and the blocks, engravings, facsimiles and hues relating to the printing of such forms shall be kept in the custody of the Secretary, where there is no Secretary, the Managing Director or Whole time Director, and where there is no such director, the Chairman of the Board, for the time being, or otherwise of such other person, as the Board may appoint for the purpose, and the Secretary, such director, Chairman or such other person shall be responsible for rendering an account of these forms to the Board.

(vii) The Managing Director of the Company, for the time being, or, if the Company has no Managing Director, every director of the Company shall be severally responsible for the maintenance, preservation and safe custody of all books and documents relating to the issue of Share certificates except the blank forms of Share certificates referred to in Clause (vi) of this Article.

(viii) All books referred to in clause (vii) of this Article shall be preserved in good order permanently, or for such period as may be prescribed by the Act or the Rules made thereunder.

22. If any Share stands in the names of two or more persons, the person first named, in the Register, shall, as regards receipt of dividends or bonus or service of notices and all or any matter connected with the Company, except voting at meetings and the transfer of the Shares, be deemed the sole holder thereof but the joint holders of a Share shall be severally as well as jointly liable for the payment of all installments of calls due in respect of such Share and for all incidents otherwise.

23. Except as ordered by a Court of competent jurisdiction or as by law required, the Company shall not be bound to recognize any equitable, contingent, future or partial interest in any Share, or, except only as is, by these presents, otherwise expressly provided, any right in respect of a Share other than an absolute right thereto, in accordance with

these Articles, in the person, from time to time, registered as the holder thereof, but the Board shall be, at liberty, at their sole discretion, to register any Share in the joint names of any two or more persons or the survivor or survivors of them.

24. Subject to the provisions of Sections 68 to 70 of the Act 2013 and the rules thereunder, the Company may purchase its own Shares or other specified securities out of free reserves, the securities premium account or the proceeds of issue of any Share or specified securities.

25. Subject to the provisions contained in sections 68 to 70 and all applicable provisions of the Act and subject to such approvals, permissions, consents and sanctions from the concerned authorities and departments, including the Securities and Exchange Board of India and the Reserve Bank of India, if any, the Company may, by passing a special resolution at a general meeting, purchase its own Shares or other specified securities (hereinafter referred to as 'buy-back') from its existing Shareholders on a proportionate basis and/or from the open market and/or from the lots smaller than market lots of the securities (odd lots), and/or the securities issued to the employees of the Company pursuant to a scheme of stock options or sweat Equity, from out of its free reserves or out of the securities premium account of the Company or out of the proceeds of any issue made by the Company specifically for the purpose, on such terms, conditions and in such manner as may be prescribed by law from time to time; provided that the aggregate of the securities so bought back shall not exceed such number as may be prescribed under the Act or Rules made from time to time.

COMMISSION AND BROKERAGE

26. Subject to the provisions of Section 40 of the Act 2013 and the rules thereof, 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 in or Debentures of the Company or procuring or agreeing to procure the subscribers, whether absolutely or conditional, for any Shares in or Debentures of the Company, but so that the commission shall not exceed, in the case of Shares, five per cent of the price at which the Shares are issued and, in the case of Debentures two and half per cent of the price at which the Debentures are issued, and such commission may be satisfied in any such manner, including the allotment of the Shares or Debentures, as the case may be, as the Board thinks fit and proper.

27. Subject to the provisions of the Act, the Company may pay a reasonable sum for brokerage.

CALLS

28. 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 only at a duly constituted meeting of the Board, make such call, as it thinks fit, upon the members in respect of all 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 person or persons and at the times and places appointed by the Board. A call may be made payable by installments.

29. At least 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 be paid.

30. A call shall be deemed to have been made at the time when the resolution authorizing such call was passed at a meeting of the Board.

31. 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 whom owing to their residence at a distance or other cause, 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 favor.

32. A call may be revoked or postponed at the discretion of Board.

33. The joint holders of a Share shall be jointly and severally liable to pay all calls in respect thereof.

34. If any members 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, but nothing in this Article shall render it obligatory for the Board to demand or recover any interest from any such member.

35. Any sum, which, by the terms of issue of a Share, becomes payable on allotment or at any fixed date, whether on account of the nominal value of the Share or by way of premium, shall, for the purposes of these Articles, be deemed to be a call duly made and payable on the date on which, by the terms of issue, the same becomes payable, and, in the case of non-payment, all the relevant provisions of these Articles as to payment of interest and expenses, forfeiture or otherwise, shall apply, as if such sum had become payable by virtue of a call duly made and notified.

36. On the trial or hearing of any action or suit brought by the Company against any member or his representative for the recovery of any money claimed to be due to the Company in respect of his Shares, it shall be sufficient to prove that the name of the member, in respect of whose Shares the money is sought to be recovered, appears or is 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 Shares in respect of which money is sought to be recovered, and that the resolution making the call is duly recorded in the minute book, and that notice, of which call, was duly given to the member or his representatives and used in pursuance of these Articles, and it shall not be necessary to prove the appointment of the Directors who made such call, and not that a quorum of Directors was present at the meeting of the Board at which any call was made, and nor that the meeting, at which any call was made, has duly been convened or constituted nor any other matter whatsoever, but the proof of the matters aforesaid shall be conclusive of the debt.

37. Neither the receipt by the Company of a portion of any money which shall, from time to time, be due from any member to 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 a forfeiture of such Shares as hereinafter provided.

38. (i) The Board may, if it thinks fit, agree to and 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 may pay or allow interest at such rate, as the member paying the sum in advance and the Board agrees upon, subject to the provisions of the Act. 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 3 (Three) months' notice, in writing, provided that moneys paid, in advance of calls, on any Shares may carry interest but shall not confer a right to dividend or to participate in profits.

(ii) 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.

LIEN

39. (i) 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 Shares 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 all 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.

(ii) Every fully paid shares shall be free from all lien and that in the case of partly paid shares the Issuer's lien shall be restricted to moneys called or payable at a fixed time in respect of such shares

40. For the purpose of enforcing such lien, the Board may sell the Shares, subject thereto, in such manner, as it shall think fit, and, for that purpose, may cause to be issued a duplicate certificate in respect of such Shares, and may authorize one of their members to execute a transfer thereof, on behalf of and in the name of such manner. 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 his representatives and the default, whether express or implied, shall have been made by him or them in payment, fulfillment or discharge of such debts, liabilities or engagements, for such further days allowed, after the service of such notice, and stated therein.

41. 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 a like lien for sums not presently payable as existed upon the Shares before the sale, be paid to the persons entitled to the Shares at the date of the sale.

FORFEITURE OF SHARES

42. If any member fails to pay any call or installment of a call on or before the day appointed for the payment of the same or any such extension thereof as aforesaid, the Board may, at any time thereafter, during such time as the call or installment remains unpaid, give notice to him requiring him to pay the same together with any interest that may have accrued and all expenses that may have been incurred by the Company by reason of such non- payment.

43. The notice shall name a day, not being less than 14 (Fourteen) days from the date of the notice, and a place or places on and at which such call or installment and such interest 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 appointed, the Shares, in respect

of which the call was made or installment is payable, will be liable to be forfeited.

44. 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, before payment of all calls or installments, interest and expenses, as may be due in respect thereof, be forfeited by a resolution of the Board to that effect. Subject to the provisions of the Act, such forfeiture shall include all dividends declared or any other moneys payable in respect of the forfeited Shares and not actually paid before the forfeiture.

45. When any Share shall have been so 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. But no forfeiture shall be, in any manner, invalidated by any omission or neglect to give such notice or to make any such entry as aforesaid.

46. Any Share, so forfeited, shall be deemed to be the property of the Company, and may be sold, reallotted or otherwise disposed off, either to the original holder thereof or to any other person, upon such terms and in such manner as the Board shall think fit.

47. 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 thereof, until payment, at such rate, as the Board may determine, and the Board may enforce the payment thereof, if it thinks fit.

48. The forfeiture of a Share shall involve extinction, at the time of the forfeiture, of all interests in and all claims and demands against the Company, in respect of such Share and all other rights, incidental to the Share, except only such of those rights as by these presents are expressly saved.

49. A declaration, in writing, that the declarant is a director or Secretary of the Company and that a Share in the Company has duly been 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.

50. 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, in respect of the Shares sold, and the purchaser 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, 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 exclusively against the Company and no one else.

51. Upon any sale, reallotment 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.

TRANSFER AND TRANSMISSION OF SHARES

52. The Company shall keep the "Register of Transfers" and therein shall fairly and distinctly enter particulars of every transfer or transmission of any Share.

53. No transfer shall be registered, unless a proper instrument of transfer has been delivered to the Company. Every instrument of transfer shall be duly stamped, under the relevant provisions of the Law, for the time being, in force, and shall be signed by or on behalf of the transferor and the transferee, and in the case of a Share held by two or more holders or to be transferred to the joint names of two or more transferees by all such joint holders or by all such joint transferees, as the case may be, and the transferor or the transferors, as the case may be, shall be deemed to remain the holder or holders of such Share, until the name or names of the transferee or the transferees, as the case may be, is or are entered in the Register of Members in respect thereof. Several executors or administrators of a deceased member, proposing to transfer the Share registered in the name of such deceased member, or the nominee or nominees earlier appointed by the said deceased holder of Shares, in pursuance of the Article 73, shall also sign the instrument of transfer in respect of the Share, as if they were the joint holders of the Share.

54. Shares in the Company may be transferred by an instrument, in writing, in the form, as shall, from time to time, be approved by the Directors provided that, if so required by the provisions of the Act, such instrument of Transfer shall be in the form prescribed thereunder, and shall be duly stamped and delivered to the Company within the prescribed period. All the provisions of Section 56 of the Act, 2013 shall be duly complied with in respect of all transfers of Shares and registration thereof.

55. The Board shall have power, on giving 7 (Seven) days' previous notice, by advertisement in some newspaper

circulating in the district in which the Registered Office of the Company is, for the time being, situated, to close the transfer books, the Register of Members of Register of Debenture holders, at such time or times and for such periods, not exceeding thirty days at a time and not exceeding in the aggregate forty-five days in each year, as it may seem expedient.

56. Subject to the provisions of Section 58 and 59 of the Companies Act 2013, these Articles Section 22A of the Securities Contract (Regulation) Act, 1956 and any other applicable provisions of the Act or any other law for the time being in force, the Board may, refuse, whether in pursuance of any power of the Company under these Articles or otherwise, to register the transfer of, or the transmission by operation of law of the right to, any Shares or interest of a member in, or Debentures of the Company, the Board shall within one month from the date on which the instrument of transfer, or the intimation of such transmission as the case may be, was delivered to the Company, send to the transferee and transferor or to the person giving intimation of such transmission, as the case may be, notice of the refusal to register such transfer, giving reasons for such refusal provided that registration of transfer shall not be refused on the ground of the transferor being either alone or jointly with any other person or persons indebted to the Company on any account whatsoever except when the Company has a lien on the Shares. Transfer of Shares/ Debentures in whatever lot shall not be refused.

57. An application for the registration of a transfer of Shares in the Company may be made either by the transferor or the transferee. Where such application is made by a transferor and relates to partly paid Shares, the Company shall give notice of the application to the transferee. The transferee may, within two weeks from the date of the receipt of the notice and not later, object to the proposed transfer. The notice to the transferee shall be deemed to have been duly given, if dispatched by prepaid registered post to the transferee at the address given in the instrument of transfer and shall be deemed to have been delivered at the time when it would have been delivered in the ordinary course of post.

58. In the case of the death of any one or more of the persons named in the Register of Members as the joint holders of any Share, the survivor or survivors shall be the only persons recognized by the Company as having any title to or interest in such Share, but nothing herein contained shall be taken to release the estate of a deceased joint holder from any liability on Shares held by him jointly with any other person.

59. Subject to the provisions of Article 72 hereunder, the executors or administrators or holders of a such Succession Certificate or the legal representative 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 member, and the Company shall not be bound to recognize such executors or administrators or holders of a Succession Certificate or the legal representatives, unless such executors or administrators or legal representatives 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 cases, the Board may dispense with production of probate or letters of Administration or Succession Certificate upon such terms as to indemnify or otherwise, as the Board, in its absolute discretion, may think necessary, in the circumstances thereof, and, in pursuance of the Article 61 hereinunder, register the name of any person, who claims to be absolutely entitled to the Shares standing in the name of a deceased member, as a member.

60. No Share shall, in any circumstances, be transferred to any infant, insolvent or person of unsound mind, and that no Share, partly paid up, be issued, allotted or transferred to any minor, whether alone or along with other transferees or allottees, as the case may be.

61. So long as the director having unlimited liability has not discharged all liabilities, whether present or future, in respect of the period for which he is and continues to be, so long, liable, he shall not be entitled to transfer the Shares held by him or cease to be a member of the Stock Exchange(s) to the end and intent that he shall continue to hold such minimum number of Shares as were held by him prior to his becoming a director with unlimited liability.

62. Subject to the provisions of Articles 57, 58 and 72 hereof, any person becoming entitled to Shares in consequences of the death, lunacy, bankruptcy or insolvency or any member, or the marriage of any female member or by any lawful means other than by a transfer in accordance with these presents, may, with the consent of the Board, which it shall not be under any obligation to give, upon producing such evidence that he sustains the character in respect of which he proposes to act under the Article or of his title, as the Board thinks sufficient, either be registered himself as the holder of the Share or elect to have some person, nominated by him and approved by the Board, registered as such person, provided, nevertheless, that if such person shall elect to have his nominee registered, he shall testify the election by executing in favor of his nominee an instrument of transfer in accordance with the provisions herein to in these Articles as "The Transmission Article".

63. Subject to the provisions of the Act, a person entitled to a Share by transmission shall, subject to the right of the Directors to retain such dividend or money as hereinafter provided, be entitled to receive and may be given a discharge for, any dividends or other moneys payable in respect of the Share.

64. No fees shall be charged for registration of transfer, transmission, probate, succession certificate and letters of administration, certificate of death or marriage, power of attorney or similar document.

65. The Company shall incur no liability or responsibility whatever 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 of Members, to the prejudice of persons having or claiming any equitable right, title or interest to or in the said Shares, notwithstanding that the Company may have had notice of such equitable right, title or interest or notice prohibiting of such transfer, and may have entered such notice, referred thereto, in any book of the Company, and the Company shall not be bound or required to regard or attend or give effect any notice which may be given to it of any equitable right, title or interest, or be under any liability whatsoever 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 Board shall so think fit.

65A. Notwithstanding anything contained in these Articles, the Company shall be entitled to dematerialize its Securities and to offer Securities in a dematerialized form pursuant to the Depositories Act, 1996.

65B. Every holder of or subscriber to Securities of the Company shall have the option to receive Security certificates or to hold the securities with a depository. Such a person who is the beneficial owner of the Securities can at any time opt out of a Depository, if permitted by law, in respect of any Security in the manner provided by the Depositories Act, 1996 and the Company shall in the manner and within the time prescribed, issued to the beneficial owner the required Certificates for the Securities. If a person opts to hold its Security with a Depository, the Company shall intimate such Depository the details of allotment of the Security.

65C. All Securities of the Company held by the Depository shall be dematerialized and be in fungible form. Nothing contained in Sections 89 and 186 of the Act 2013 shall apply to a Depository in respect of the Securities of the Company held by it on behalf of the beneficial owners.

65D. (i) Notwithstanding anything to the contrary contained in the Act, a Depository shall be deemed to be the registered owner for the purpose of effecting transfer of ownership of Security of the Company on behalf of the beneficial owner.

(ii) Save as otherwise provided in (i) above, the Depository as the registered owner of the Securities shall not have any voting rights or any other rights in respect of the Securities held by it.

(iii) Every person holding Securities of the Company and whose name is entered as the beneficial owner in the record of the Depository shall be deemed to be a member of the Company. The beneficial owner of Securities shall be entitled to all the rights and benefits and be subject to all the liabilities in respect of his Securities which are held by a Depository.

CONVERSION OF SHARES INTO STOCK AND RECONVERSION

66. The Company, by resolution in general meeting, may convert any paid up Shares into stock, or may, at any time, reconvert any stock into paid up Shares of any denomination. When any Shares shall have been converted into stock, the several holders of such stock may thenceforth transfer their respective interests therein, or any part of such interest, in the same manner and, subject to the same regulations as to which Shares in the Company may be transferred or as near thereto as circumstances will admit. But the Directors may, from time to time, if they think fit, fix the minimum amount of stock transferable, and restrict or forbid the transfer of fractions of that minimum, but with full power nevertheless, at their discretion, to waive such rules in any particular case. The notice of such conversion of Shares into stock or reconversion of stock into Shares shall be filed with the Registrar of Companies as provided in the Act.

67. The Stock shall confer on the holders thereof respectively the same privileges and advantages, as regards participation in profits and voting at meetings of the Company and, for other purposes, as would have been conferred by Shares of equal amount in the capital of the Company of the same class as the Shares from which such stock was converted but no such privilege or advantage, except the participation in profits of the Company, or in the assets of the Company on a winding up, shall be conferred by any such aliquot part or, consolidated stock as would not, if existing in Shares, have conferred such privileges or advantages. No such conversion shall affect or prejudice any preference or other special privilege attached to the Shares so converted. Save as aforesaid, all the provisions herein contained shall, so far as circumstances will admit, apply to stock as well as to Shares and the words “Share” and “Shareholder” in these presents shall include “stock” and “stock- holder”.

68. The Company may issue Share warrants in the manner provided by the said Act and accordingly the Directors may, in their discretion, with respect to any fully paid up Share or stock, on application, in writing, signed by the person or all persons registered as holder or holders of the Share or stock, and authenticated by such evidence, if any, as the Directors may, from time to time, require as to the identity of the person or persons signing the application, and on receiving the certificate, if any, of the Share or stock and the amount of the stamp duty on the warrant and such fee as the Directors may, from time to time, prescribe, issue, under the Seal of the Company, a warrant, duly stamped, stating that the bearer of the warrant is entitled to the Shares or stock therein specified, and may provide by coupons or otherwise for the payment of future dividends, or other moneys, on the Shares or stock included in the warrant. On the issue of a Share warrant the names of the persons then entered in the Register of Members as the holder of the Shares

or stock specified in the warrant shall be struck off the Register of Members and the following particulars shall be entered therein.

(i) fact of the issue of the warrant.

(ii) a statement of the Shares or stock included in the warrant distinguishing each Share by its number, and

(iii) the date of the issue of the warrant.

69. A Share warrant shall entitle the bearer to the Shares or stock included in it, and, notwithstanding anything contained in these articles, the Shares or stock shall be transferred by the delivery of the Share-warrant, and the provisions of the regulations of the Company with respect to transfer and transmission of Shares shall not apply thereto.

70. The bearer of a Share-warrant shall, on surrender of the warrant to the Company for cancellation, and on payment of such fees, as the Directors may, from time to time, prescribe, be entitled, subject to the discretion of the Directors, to have his name entered as a member in the Register of Members in respect of the Shares or stock included in the warrant.

71. The bearer of a Share-warrant shall not be considered to be a member of the Company and accordingly save as herein otherwise expressly provided, no person shall, as the bearer of Share-warrant, sign a requisition for calling a meeting of the Company, or attend or vote or exercise any other privileges of a member at a meeting of the Company, or be entitled to receive any notice from the Company of meetings or otherwise, or qualified in respect of the Shares or stock specified in the warrant for being a director of the Company, or have or exercise any other rights of a member of the Company.

72. The Directors may, from time to time, make rules as to the terms on which, if they shall think fit, a new Share warrant or coupon may be issued by way of renewal in case of defacement, loss, or destruction.

NOMINATION BY SECURITY HOLDER

73. (i) Every holder of Securities in the Company may, at any time, nominate, in the prescribed manner, a person to whom his Securities in the Company, shall vest in the event of his death.

(ii) Where the Securities in the Company are held by more than one person jointly, the joint-holders may together nominate, in the prescribed manner, a person to whom all the rights in the Securities in the Company shall vest in the event of death of all joint holders.

(iii) Notwithstanding anything contained in these Articles or any other law, for the time being, in force, or in any disposition, whether testamentary or otherwise, in respect of such Securities in the Company, where a nomination made in the prescribed manner purports to confer on any person the right to vest the Securities in the Company, the nominee shall, on the death of the Shareholders of the Company or, as the case may be, on the death of the joint holders, become entitled to all the rights in the Securities of the Company or, as the case may be, all the joint holders, in relation to such securities in the Company, to the exclusion of all other persons, unless the nomination is varied or cancelled in the prescribed manner.

(iv) In the case of fully paid up Securities in the Company, where the nominee is a minor, it shall be lawful for the holder of the Securities, to make the nomination to appoint in the prescribed manner any person, being a guardian, to become entitled to Securities in the Company, in the event of his death, during the minority.

74. (i) Any person who becomes a nominee by virtue of the provisions of the preceding Article, upon the production of such evidence as may be required by the Board and subject as hereinafter provided, elect, either -

(a) to be registered himself as holder of the Share(s); or

(b) to make such transfer of the Share(s) as the deceased Shareholder could have made.

(ii) If the person being a nominee, so becoming entitled, elects to be registered as holder of the Share(s), himself, 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 shareholder.

(iii) All the limitations, restrictions and provisions of the Act relating to the right to transfer and the registration of transfers of Securities shall be applicable to any such notice or transfer as aforesaid as if the death of the member had not occurred and the notice or transfer has been signed by that Shareholder.

(iv) A person, being a nominee, becoming entitled to a Share by reason of the death of the holder, shall be entitled to the same dividends and other advantages which he would be entitled if he were the registered holder of the Share

except that he shall not, before being registered a member in respect of his Share be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the Company:

Provided that the Board may, at any time, give notice requiring any such person to elect either to be registered himself or to transfer the Share(s) 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 in respect of the Share(s) or until the requirements of the notice have been complied with.

MEETING OF MEMBERS

75. (i) The Company shall, in each year, hold a general meeting as its Annual General Meeting. Any meeting, other than Annual General Meeting, shall be called Extra- ordinary General Meeting.

(ii) Not more than 15 (Fifteen) months or such other period, as may be prescribed, from time to time, under the Act, shall lapse between the date of one Annual General Meeting and that of the next. Nothing contained in the foregoing provisions shall be taken as affecting the right conferred upon the Registrar under the provisions of the Act to extend time within which any Annual General Meeting may be held.

(iii) Every Annual General Meeting shall be called for a time during business hours i.e. between 9 a.m. and 6 p.m., on a day that is not a National Holiday, and shall be held at the Office of the Company or at some other place within the city, in which the Office of the Company is situated, as the Board may think fit and determine and the notices calling the Meeting shall specify it as the Annual General Meeting.

(iv) Every member of the Company shall be entitled to attend, either in person or by proxy, and by way of a postal ballot whenever and in the manner as may permitted or prescribed under the provisions of the Act, and the Auditors to the Company, who shall have a right to attend and to be heard, at any general meeting which he attends, on any part of the business, which concerns him as the Auditors to the Company, further, the Directors, for the time being, of the Company shall have a right to attend and to be heard, at any general meeting, on any part of the business, which concerns them as the Directors of the Company or generally the management of the Company.

(v) At every Annual General Meeting of the Company, there shall be laid, on the table, the Directors' Report and Audited Statements of Account, Auditors' Report, the proxy Register with forms of proxies, as received by the Company, and the Register of Directors' Share holdings, which Register shall remain open and accessible during the continuance of the meeting, and therefore in terms of the provisions of Section 96 of the Act, the Annual General Meeting shall be held within six months after the expiry of such financial year. The Board of Directors shall prepare the Annual List of Members, Summary of the Share Capital, Balance Sheet and Profit and Loss Account and forward the same to the Registrar in accordance with the applicable provisions of the Act.

76. The Board may, whenever it thinks fit, call an Extra-ordinary General Meeting and it shall do so upon a requisition, in writing, by any member or members holding, in aggregate not less than one-tenth or such other proportion or value, as may be prescribed, from time to time, under the Act, of such of the paid-up capital as at that date carries the right of voting in regard to the matter, in respect of which the requisition has been made.

77. Any valid requisition so made by the members must state the object or objects of the meeting proposed to be called, and must be signed by the requisitionists and be deposited at the office, provided that such requisition may consist of several documents, in like form, each of which has been signed by one or more requisitionists.

78. Upon receipt of any such requisition, the Board shall forthwith call an Extra-ordinary General Meeting and if they do not proceed within 21 (Twenty-one) days or such other lessor period, as may be prescribed, from time to time, under the Act, from the date of the requisition, being deposited at the office, to cause a meeting to be called on a day not later than 45 (Forty-five) days or such other lessor period, as may be prescribed, from time to time, under the Act, from the date of deposit of the requisition, the requisitionists, or such of their number as represent either a majority in value of the paid up Share capital held by all of them or not less than one-tenth of such of the paid up Share Capital of the Company as is referred to in Section 100(4) of the Act, whichever is less, may themselves call the meeting, but, in either case, any meeting so called shall be held within 3 (Three) months or such other period, as may be prescribed, from time to time, under the Act, from the date of the delivery of the requisition as aforesaid.

79. Any meeting called under the foregoing Articles by the requisitionists shall be called in the same manner, as nearly as possible as that in which such meetings are to be called by the Board.

80. At least 21 (Twenty-one) days' notice, of every general meeting, Annual or Extra- ordinary, and by whomsoever called, specifying the day, date, place and hour of meeting, and the general nature of the business to be transacted there at, shall be given in the manner hereinafter provided, to such persons as are under these Articles entitled to receive notice from the Company, provided that in the case of an General Meeting, with the consent of members holding not less than 95 per cent of such part of the paid up Share Capital of the Company as gives a right to vote at the meeting, a meeting may be convened by a shorter notice. In the case of an Annual General Meeting of the

Shareholders of the Company, if any business other than

(i) the consideration of the Accounts, Balance Sheet and Reports of the Board and the Auditors thereon,

(ii) the declaration of dividend,

(iii) appointment of directors in place of those retiring,

(iv) the appointment of, and fixing the remuneration of, the Auditors,

is to be transacted, and in the case of any other meeting, in respect of any item of business, a statement setting out all material facts concerning each such item of business, including, in particular, the nature and extent of the interest, if any, therein of every director and manager, if any, where any such item of special business relates to, or affects any other company, the extent of shareholding interest in that other company or every director and manager, if any, of the Company shall also be set out in the statement if the extent of such Share-holding interest is not less than such percent, as may be prescribed, from time to time, under the Act, of the paid-up Share Capital of that other Company.

Where any item of business consists of the according of approval of the members to any document at the meeting, the time and place, where such document can be inspected, shall be specified in the statement aforesaid.

81. The accidental omission to give any such notice as aforesaid to any of the members, or the non-receipt thereof shall not invalidate any resolution passed at any such meeting.

82. No general meeting, whether Annual or Extra-ordinary, shall be competent to enter upon, discuss or transact any business which has not been mentioned in the notice or notices upon which it was convened.

83. Subject to the provisions of the Act and these Articles, five (5) shareholders shall constitute quorum in Shareholder's Meetings of the Company if number of shareholders as on date of meeting is not more than One Thousand; Fifteen (15) shareholders shall constitute quorum in Shareholder's Meetings of the Company if number of shareholders as on date of meeting is more than One Thousand but not more than Five Thousand; Thirty (30) shareholders shall constitute quorum in Shareholders' Meetings of the Company if number of shareholders as on date of meeting exceeds five thousand.

84. A body corporate, being a member, shall be deemed to be personally present, if it is represented in accordance with and in the manner as may be prescribed by, the applicable provisions of the Act.

85. If, at the expiration of half an hour from the time appointed for holding a meeting of the Company, a quorum shall not be present, then the meeting, if convened by or upon the requisition of members, shall stand dissolved, but in any other case, it shall stand adjourned to such time on the following day or such other day and to such place, as the Board may determine, and, if no such time and place be determined, to the same day in the next week, at the same time and place in the city or town in which the office of the Company is, for the time being, situate, as the Board may determine, and, if at such adjourned meeting also, a quorum is not present, at the expiration of half an hour from the time appointed for holding the meeting, the members present shall be a quorum, and may transact the business for which the meeting was called.

86. The Chairman of the Board of Directors shall be entitled to take the chair at every general meeting, whether Annual or Extra-ordinary. If there be no such Chairman, or, if, at any meeting, he shall not be present within 15 (Fifteen) minutes of the time appointed for holding such meeting, then the members present shall elect another director as the Chairman of that meeting, and, if no director be present, or if all the Directors present decline to take the Chair, then the members present shall elect one among them to be the Chairman.

87. No business shall be discussed at any general meeting, except the election of a Chairman, whilst the Chair is vacant.

88. The Chairman, with the consent of the meeting, may adjourn any meeting, from time to time, and from place to place, in the city or town, in which the office of the Company is, for the time being, situate, but no business shall be transacted at any adjourned meeting, other than the business left unfinished, at the meeting, from which the adjournment took place.

89. At any general meeting, a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is demanded, before or on the declaration of the result of the show of hands, by any member or members present in person or by proxy and holding Shares in the Company, which confer a power to vote on the resolution not being less than one-tenth or such other proportion as may statutorily be prescribed, from time to time, under the Act, of the total voting power, in respect of the resolution or on which an aggregate sum of not less than Rs. 500,000/- or such other sum as may statutorily be prescribed, from time to time, under the Act, has been paid up, and unless a poll is demanded, a declaration by the Chairman that a resolution has, on a show of hands, been carried unanimously or by a particular

majority, or has been lost and an entry to that effect in the minutes book of the Company shall be conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour of or against that resolution.

90. In the case of an equality of votes, the Chairman shall, both on a show of hands and at a poll, if any, have a casting vote in addition to the vote of votes, if any, to which he may be entitled as a member, if he is.

91. If a poll is demanded as aforesaid, the same shall, subject to Article 93 hereinunder, be taken at Mumbai or, if not desired, then at such other place as may be decided by the Board, at such time not later than 48 (Fourty-eight) hours from the time when the demand was made and place in the city or town in which the office of the Company is, for the time being, situate, and, either by open voting or by ballot, as the Chairman shall direct, and either at once or after an interval or adjournment, or otherwise, and the result of the poll shall be deemed to be resolution of the meeting at which the poll was demanded. The demand for a poll may be withdrawn at any time by the persons, who made the demand.

92. Where a poll is to be taken, the Chairman of the meeting shall appoint one or, at his discretion, two scrutinisers, who may or may not be members of the Company to scrutinise the votes given on the poll and to report thereon to him, subject to that one of the scrutinisers so appointed shall always be a member, not being an officer or employee of the Company, present at the meeting, provided that such a member is available and willing to be appointed. The Chairman shall have power, at any time, before the result of the poll is declared, to remove a scrutiniser from office and fill the vacancy so caused in the office of a scrutiniser arising from such removal or from any other cause.

93. Any poll duly demanded on the election of a Chairman of a meeting or on any question of adjournment of the meeting shall be taken forthwith at the same meeting.

94. The demand for a poll, except on questions of the election of the Chairman and of an adjournment thereof, 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.

VOTES OF MEMBERS

95. No member shall be entitled to vote either personally or by proxy at any general meeting or meeting of a class of Shareholders either upon a show of hands or upon a poll 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, or has exercised, any right of lien.

96. Subject to the provisions of these Articles and without prejudice to any special privileges or restrictions so 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, speak and 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 be present at any meeting of the Company, subject to the provision of section 47, he shall have a right to vote only on resolutions, placed before the meeting, which directly affect the rights attached to his Preference Shares.

97. 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.

98. A member of unsound mind or in respect of whom an order has been made by a court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his committee or other legal guardian; and any such committee or guardian may, on a poll, vote by proxy. If any member be a minor, the vote, in respect of his Share or Shares, be used by his guardian, or any one of his guardians, if more than one, to be selected, in the case of dispute, by the Chairman of the meeting.

99. If there be joint registered holders of any Shares, any one of such persons may vote at any meeting or may appoint another person, whether a member or not, as his proxy, in respect of such Shares, as if he were solely entitled thereto, but the proxy so appointed shall not have any right to speak at the meeting and, if more than one of such joint holders be present at any meeting, then one of the said persons so present, whose name stands higher on the Register, shall alone be entitled to speak and to vote in respect of such Shares, but the other of the joint holders shall be entitled to be present at the meeting. Several executors or administrators of a deceased member in whose name Shares stand shall, for the purpose of these Articles, be deemed joint holders thereof.

100. Subject to the provisions of these Articles, votes may be given either personally or by proxy. A body corporate, being a member, may vote either by a proxy or by a representative, duly authorised, in accordance with the applicable provisions, if any, of the Act, and such representative shall be entitled to exercise the same rights and powers, including the right to vote by proxy, on behalf of the body corporate, which he represents, as that body corporate could exercise,

if it were an individual member.

101. Any person entitled, under the Article 61 hereinabove, 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 forty-eight hours at least 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 indemnity, if any, as the Directors may require or the Directors shall have provisionally admitted his right to vote at such meeting in respect thereof.

102. Every proxy, whether a member or not, shall be appointed, in writing, under the hand of the appointer or his attorney, or if such appointer is a body corporate under the common seal of such corporate, or be signed by an officer or officers or any attorney duly authorised by it or them, and, for a member of unsound mind or in respect of whom an order has been made by a court having jurisdiction in lunacy, any committee or guardian may appoint such proxy. The proxy so appointed shall not have a right to speak on any matter at the meeting.

103. An instrument of Proxy may state the appointment of a proxy either for the purpose of a particular meeting specified in the instrument and any adjournment thereof or it may appoint for the purpose of every meeting of the Company or of every meeting to be held before a date specified in the instrument and every adjournment of any such meeting.

104. A member, present by proxy, shall be entitled to vote only on a poll.

105. The instrument appointing a proxy and a Power of Attorney or other authority, if any, under which it is signed or a notarially certified copy of that power of authority, shall be deposited at the Office not later than 48 (Forty-eight) hours before the time for holding the meeting at which the person named in the Instrument proposes to vote, and, in default, the Instrument of Proxy shall not be treated as valid. No instrument appointing a proxy shall be a valid after the expiration of 12 (Twelve) months or such other period as may be prescribed under the Laws, for the time being, in force, or if there shall be no law, then as may be decided by the Directors, from the date of its execution.

106. Every Instrument of proxy, whether for a specified meeting or otherwise, shall, as nearly as circumstances thereto will admit, be in any of the forms as may be prescribed from time to time.

107. A vote, given in accordance with the terms of an Instrument of Proxy, shall be valid notwithstanding the previous death of insanity of the principal, or revocation of the proxy or of any power of Attorney under which such proxy was 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.

108. No objections shall be made to the validity of any vote, except at any meeting or poll at which such vote shall be tendered, and every vote, whether given personally or by proxy, or not disallowed at such meeting or on a poll, shall be deemed as valid for all purposes of such meeting or a poll whatsoever.

109. The Chairman, present at the time of taking of a poll, shall be the sole judge of the validity of every vote tendered at such poll.

110. (i) The Company shall cause minutes of all proceeding of every general meeting to be kept by making, within 30 (Thirty) days of the conclusion of every such meeting concerned, entries thereof in books kept, whether manually in the registers or by way of loose leaves bound together, as may be decided by the Board of Directors, for that purpose with their pages consecutively numbered.

(ii) Each page of every such book shall be initialled or signed and the last page of the record of proceedings of each meeting in such book shall be dated and signed by the Chairman of the same meeting within the aforesaid period of thirty days or in the event of the death or inability of that Chairman within that period, by a director duly authorised by the Board for that purpose.

(iii) In no case the minutes of proceedings of a meeting shall be attached to any such book as aforesaid by pasting or otherwise.

(iv) The minutes of each meeting shall contain a fair and correct summary of the proceedings there at.

(v) All appointments made at any meeting aforesaid shall be included in the minutes of the meeting.

(vi) Nothing herein contained shall require or to be deemed to require the inclusion, in any such minutes, of any matter, which, in the opinion of the Chairman of the meeting, (i) is or could reasonably be regarded as, defamatory of any person, or (ii) is irrelevant or immaterial to the proceedings, or (iii) is detrimental to the interests of the Company. The Chairman of the meeting shall exercise an absolute discretion in regard to the inclusion or non-inclusion of any matter in the minutes on the aforesaid grounds.

(vii) Any such minutes shall be conclusive evidence of the proceedings recorded therein.

(viii) The book containing the minutes of proceedings of general meetings shall be kept at the Office of the Company and shall be open, during business hours, for such periods not being less in the aggregate than 2 (Two) hours, in each day, as the Directors determine, to the inspection of any member without charge.

DIRECTORS

111. Until otherwise determined by a general meeting of the Company and, subject to the applicable provisions of the Act, the number of Directors) shall not be less than three nor more than fifteen.

The First Directors of the Company are:

1. Dinesh Muddu Kotian

2. Santhosh Muddu Kotian

112. (i) Whenever, Directors enter into a contract with any Government, whether central, state or local, bank or financial institution or any person or persons (hereinafter referred to as "the appointer") for borrowing any money or for providing any guarantee or security or for technical collaboration or assistance or for underwriting or enter into any other arrangement whatsoever or in case of Promoters of the Company (hereinafter referred as "Promoters"), the Directors shall have, subject to the provisions of Section 152 and other applicable provisions, if any, of the Act, the power to agree that such appointer or Promoters shall have the right to appoint or nominate by a notice, in writing, addressed to the Company, one or more Directors on the Board (hereinafter referred to as "Special Director") for such period and upon such terms and conditions, as may be mentioned in the agreement if any, and that such Director or Directors may or may not be liable to retire by rotation, nor be required to hold any qualification Shares. The Directors may also agree that any such Director or Directors may be removed, from time to time, by the appointer or Promoter, entitled to appoint or nominate them and the appointer or Promoter may appoint another or others in his or their place and also fill in vacancy, which may occur as a result of any such director or directors ceasing to hold that office for any reasons whatsoever. The directors, appointed or nominated under this Article, shall be entitled to exercise and enjoy all or any of the rights and privileges exercised and enjoyed by the directors of the Company including payment of remuneration, sitting fees and travelling expenses to such director or directors, as may be agreed by the Company with the appointer.

(ii) The Special Directors, appointed under the preceding Article, shall be entitled to hold Office until required by the Government, person, firm, body corporate promoters or financial institution/s who may have appointed them. A Special Director shall not be required to hold any qualification Share(s) in the Company. As and when a Special Director vacates Office, whether upon request as aforesaid or by death, resignation or otherwise, the Government, person, firm or body corporate promoters or financial institution, who appointed such Special Director, may appoint another director in his place. Every nomination, appointment or removal of a Special Director or other notification, under this Article, shall be in writing and shall, in the case of the Government, be under the hand of a Secretary or some other responsible and authorised official to such Government, and in the case of a company or financial institution, under the hand of director of such company or institution duly authorised in that behalf by a resolution of the Board of Directors. Subject as aforesaid, a Special Director shall be entitled to the same rights and privileges and be subject to the same of obligations as any other director of the Company.

113. If it is provided by the Trust Deed, securing or otherwise, in connection with any issue of Debentures of the Company, that any person or persons shall have power to nominate a director of the Company, then in the case of any and every such issue of Debentures, the person or persons having such power may exercise such power, from time to time, and appoint a director accordingly. Any director so appointed is hereinafter referred to as "the Debenture Director". A Debenture Director may be removed from Office, at any time, by the person or persons in whom, for the time being, is vested the power, under which he was appointed, and another director may be appointed in his place. A Debenture Director shall not be required to hold any qualification Share(s) in the Company.

114. Subject to the provisions of section 161(2) of the Act, 2013, 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 3 (Three) months or such other period as may be, from time to time, prescribed under the Act, from the India, in which the meetings of Board are ordinarily held. An alternate director appointed, under this Article, shall not hold Office for a 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 that State. If the term of Office of the Original Director is determined before he so returns to that State, any provisions in the Act or in these Articles for the automatic re-appointment of a retiring director, in default of another appointment, shall apply to the original director and not to the alternate director.

115. Subject to the provisions of section 161(1) of the Act, 2013, the Board shall have power, at any time and from time to time, to appoint any other qualified person to be an Additional Director, but so that the total number of Directors shall not, at any time, exceed the maximum fixed under these Articles. Any such Additional Director shall hold Office only upto the date of the next Annual General Meeting.

116. Subject to the provisions of section 152 and 162 of the Act, 2013, the Board shall have power, at any time and from time to time, to appoint any other qualified person to be a director to fill a casual vacancy. Any person so appointed shall hold Office only upto the date, upto which the director in whose place he is appointed would have held Office if it had not been vacated by him.

117. A director shall not be required to hold any qualification Share(s) in the Company.

118. (i) Subject to the provisions of section 196, 197 and read with schedule V of the Companies Act, 2013, a Managing Director or Director who is in the Whole-time employment of the Company may be paid remuneration either by way of a monthly payment or at a specified percentage of the net profits of the Company or partly by one way and partly by the other, or in any other manner, as may be, from time to time, permitted under the Act or as may be thought fit and proper by the Board or, if prescribed under the Act, by the Company in general meeting.

(ii) Subject generally to the provisions of the Act, and, in the case of the Managing Director, subject to the provisions of the Articles herein below, as may be applicable, the Board shall have power to pay such remuneration to a director for his services, Whole-time or otherwise, rendered to the Company or for services of professional or other nature rendered by him, as may be determined by the Board. If any director, being willing, shall be called upon to perform extra services or make any special exception in going to or residing at a place other than the place where the director usually resides, or otherwise in or for the Company's business or for any of the purpose of the Company, then, subject to the provisions of the Act, the Board shall have power to pay to such director such remuneration, as may be determined by the Board.

(iii) Subject to the provisions of the Act, a director, who is neither in the Whole-time employment nor a Managing Director, may be paid remuneration either;

(a) by way of monthly, quarterly or annual payment with the approval of the Central Government; or

(b) by way of commission, if the Company, by a special resolution, authorizes such payment.

(iv) The fee payable to a director, excluding a Managing or Whole time Director, if any, for attending a meeting of the Board or Committee thereof shall be such sum, as the Board may, from time to time, determine, but within and subject to the limit prescribed by the Central Government pursuant to the provisions, for the time being, under the Act.

119. The Board may allow and pay to any director such sum, as the Board may consider fair compensation, for travelling, boarding, lodging and other expenses, in addition to his fee for attending such meeting as above specified and if any director be called upon to go or reside out of the ordinary place of his residence for the Company's business, he shall be entitled to be repaid and reimbursed of any travelling or other expenses incurred in connection with business of the Company. The Board may also permit the use of the Company's car or other vehicle, telephone(s) or any such other facility, by the director, only for the business of the Company.

120. The continuing Directors may act, notwithstanding, any vacancy in their body but if, and so long as their number is not reduced below the minimum number fixed by Article 111 hereof. the continuing Directors, not being less than two, may only act, for the purpose of increasing the number of Directors to that prescribed minimum number or of summoning a general meeting but for no other purpose.

121. The office of director shall be vacated, pursuant to the provisions of section 164 and section 167 of the Companies Act, 2013. Further, the Director may resign his office by giving notice to the Company pursuant to section 168 of the Companies Act, 2013

122. The Company shall keep a Register, in accordance with Section 189(1) of the Act, and within the time as may be prescribed, enter therein such of the particulars, as may be relevant having regard to the application thereto of Section184 or Section 188 of the Act, as the case may be. The Register aforesaid shall also specify, in relation to each director of the Company, names of the bodies corporate and firms of which notice has been given by him, under the preceding two Articles. The Register shall be kept at the Office of the Company and shall be open to inspection at such Office, and the extracts may be taken there from and copies thereof may be required by any member of the Company to the same extent, in the same manner, and on payment of the same fee as in the case of the Register of Members of the Company and the provisions of Section 189(3) of the Act shall apply accordingly.

123. A director may be or become a director of any other Company promoted by the Company or in which it may be interested as a vendor, Shareholder or otherwise, and no such director shall be accountable for any benefits received as director or Shareholder of such Company except in so far as the provisions of the Act may be applicable.

124. (i) At every Annual General Meeting of the Company, one-third of such of the Directors, for the time being, as are liable to retire by rotation or if their number is not three or a multiple of three, the number nearest to one-third shall retire from Office. The Independent, Nominee, Special and Debenture Directors, if any, shall not be subject to

retirement under this clause and shall not be taken into account in determining the rotation of retirement or the number of directors to retire, subject to Section 152 and other applicable provisions, if any, of the Act.

(ii) Subject to Section 152 of the Act, the directors, liable to retire by rotation, at every annual general meeting, shall be those, who have been longest in Office since their last appointment, but as between the persons, who became Directors on the same day, and those who are liable to retire by rotation, shall, in default of and subject to any agreement among themselves, be determined by lot.

125. A retiring director shall be eligible for re-election and shall act as a director throughout the meeting at which he retires.

126. Subject to Section 152 of the Act, the Company, at the general meeting at which a director retires in manner aforesaid, may fill up the vacated Office by electing a person thereto.

127. (i) If the place of retiring director is not so filled up and further the meeting has not expressly resolved not to fill the vacancy, the meeting shall stand adjourned till the same day in the next week, at the same time and place or if that day is a public holiday, till the next succeeding day, which is not a public holiday, at the same time and place.

(ii) If at the adjourned meeting also, the place of the retiring director is not filled up and that meeting also has not expressly resolved not to fill the vacancy, the retiring director shall be deemed to have been re-appointed at the adjourned meetings, unless: -

(a) at that meeting or at the previous meeting, resolution for the re-appointment of such director has been put to the meeting and lost;

(b) the retiring director has, by a notice, in writing, addressed to the Company or its Board, expressed his unwillingness to be so re-appointed;

(c) he is not qualified, or is disqualified, for appointment.

(d) a resolution, whether special or ordinary, is required for the appointment or re-appointment by virtue of any provisions of the Act; or

(e) Section 162 of the Act is applicable to the case.

128. Subject to the provisions of Section 149 of the Act, the Company may, by special resolution, from time to time, increase or reduce the number of directors, and may alter their qualifications and the Company may, subject to the provisions of Section 169 of the Act, remove any director before the expiration of his period of Office and appoint another qualified person in his stead. The person so appointed shall hold Office during such time as the director, in whose place he is appointed, would have held, had he not been removed.

129. (i) No person, not being a retiring director, shall be eligible for appointment to the office of director at any general meeting unless he or some member, intending to propose him, has, not less than 14 (Fourteen) days or such other period, as may be prescribed, from time to time, under the Act, before the meeting, left at the Office of the Company, a notice, in writing, under his hand, signifying his candidature for the Office of director or an intention of such member to propose him as a candidate for that office, along with a deposit of Rupees One lakh or such other amount as may be prescribed, from time to time, under the Act,, which shall be refunded to such person or, as the case may be, to such member, if the person succeeds in getting elected as a director or gets more than twenty-five per cent of total valid votes cast either on show of hands or on poll on such resolution.

(ii) Every person, other than a director retiring by rotation or otherwise or a person who has left at the Office of the Company a notice under Section 160 of the Act signifying his candidature for the Office of a director, proposed as a candidate for the Office of a director shall sign and file with the Company, the consent, in writing, to act as a director, if appointed.

(iii) A person, other than a director re-appointed after retirement by rotation immediately on the expiry of his term of Office, or an Additional or Alternate Director, or a person filling a casual vacancy in the Office of a director under Section 161 of the Act, appointed as a director or reappointed as a director immediately on the expiry of his term of Office, shall not act as a director of the Company, unless he has, within thirty days of his appointment, signed and filed with the Registrar his consent, in writing, to act as such director.

130. The Company shall keep at its Office a Register containing the particulars of its directors and key managerial personnel and their shareholding as mentioned in Section 170 of the Act, and shall otherwise comply with the provisions of the said Section in all respects.

131. Every director and Key Managerial Personnel within a period of thirty days of his appointment, or relinquishment of

his office, as the case may be, disclose to the company the particulars specified in sub-section (1) of section 184 relating to his concern or interest in any company or companies or bodies corporate (including shareholding interest), firms or other association which are required to be included in the register under that section 189 of the Companies Act, 2013.

MANAGING DIRECTOR

132. (i) Subject to the provisions of the Act and of these Articles, the Board shall have power to appoint, from time to time, any of its member as a Managing Director or Managing Directors of the Company for a fixed term, not exceeding 5 (Five) years at a time, and upon such terms and conditions as the Board thinks fit, and subject to the provisions of the succeeding Article hereof, the Board may, by resolution, vest in such Managing Director or Managing Directors such of the powers hereby vested in the Board generally, as it thinks fit, and such powers may be made exercisable for such period or periods; and upon such conditions and subject to such restrictions, as it may determine. The remuneration of a Managing Director may be by way of salary and/or allowances, commission or participation in profits or perquisites of any kind, nature or description, or by any or all of these modes, or by any other mode(s) not expressly prohibited by the Act or the Rules made thereunder, or any notification or circular issued under the Act.

(ii) The Board shall have power to appoint an individual as the Chairperson of the Company as well as the Managing Director or Chief Executive Officer of the Company at the same time.

133. Subject to the superintendence, directions and control of the Board, the Managing Director or Managing Directors shall exercise the powers, except to the extent mentioned in the matters, in respect of which resolutions are required to be passed only at the meeting of the Board, under Section 179 of the Act and the rules made thereunder

134. Subject also to the other applicable provisions, if any, of the Act, the Company shall not appoint or employ, or continue the appointment or employment of, a person as its Managing or Whole-time Director who :-

(i) is below the age of twenty-one years or has attained the age of seventy years

(ii) is an undischarged insolvent, or has any time been adjudged an insolvent;

(iii) suspends, or has at any time suspended, payment to his creditors, or makes or has, at any time, made, a composition with them; or

(iv) is or has, at any time, been convicted by a Court and sentenced for a period of more than six months.

PROCEEDINGS OF THE BOARD OF DIRECTORS

135. Unless decided by the Board to the contrary, depending upon the circumstances of the case, a Managing Director shall not, while he continues to hold that office, be subject to retirement by rotation, in accordance with the Article 124 hereof. If he ceases to hold the office of director, he shall ipso-facto and forthwith ceases to hold the office of Managing Director.

136. The Directors may meet together as a Board for the despatch of business, from time to time, and shall so meet at least once in every 3 (Three) months and at least 4 (Four) such meetings shall be held in every year in such a manner that not more than one hundred and twenty days (120) days shall intervene between two consecutive meetings of the Board. The Directors may adjourn and otherwise regulate their meetings as they think fit, subject to the provisions of the Act. The Board of directors may participates in a meeting of the Board either in person or through video conferencing or other audio visual means, as may be prescribed, which are capable of recording and recognising the participation of the directors and of recording and storing the proceedings of such meetings along with date and time subject to the rules as may be prescribed.

137. Not less than seven (7) days' Notice of every meeting of the Board may be given, in writing, in writing to every director at his address registered with the company and such notice shall be sent by hand delivery or by post or by electronic means. Subject to the provisions of section 173(3) meeting may be called at shorter notice.

138. Subject to Section 174 of the Act, the quorum for a meeting of the Board shall be one- third of its total strength, excluding Directors, if any, whose places may be vacant at the time and any fraction contained in that one-third being rounded off as one, or two directors, whichever is higher, provided that where, at any time, the number of interested directors exceeds or is equal to two-thirds of the total strength the number of the remaining directors, that is to say, the number of directors who are not interested, present at the meeting, being not less than two, shall be the quorum, during such time.

139. If a meeting of the Board could not be held for want of quorum, then the meeting shall automatically stand adjourned for 30 minutes in the same day and at same place.

140. A director may, at any time, or Secretary shall, as and when directed by the any of the Directors to do so, convene a meeting of the Board, by giving a notice, in writing, to every other director.

141. The Board may, from time to time, elect one of their member to be the Chairman of the Board and determine the period for which he is to hold the office. If at any meeting of the Board, the Chairman is not present at a time appointed for holding the same, the directors present shall choose one of them, being present, to be the Chairman of such meeting.

142. Subject to the restrictive provisions of any agreement or understanding as entered into by the Company with any other person(s) such as the collaborators, financial institutions, etc., the questions arising at any meeting of the Board shall be decided by a majority of the votes of the directors present there at and, also subject to the foregoing, in the case of an equality of votes, the Chairman shall have a second or casting vote.

143. A meeting of the Board, at which a quorum is present, shall be competent to exercise all or any of the authorities, powers and discretions, which, by or under the Act or the Articles of the Company, are, for the time being, vested in or exercisable by the Board generally.

144. Subject to the restrictions contained in Section 179 of the Act 2013 and the rules made thereunder, the Board may delegate any of their powers to the committee of the Board, consisting of such number of its body, as it thinks fit, and it may, from time to time, revoke and discharge any such committee of the Board, either wholly or in part and either as to persons or purposes, but every committee of the Board, so formed, shall, in the exercise of the powers so delegated, conform to any regulations that may, from time to time, be imposed on it by the Board. All acts done by any such committee of the Board, in conformity with such regulations, and in fulfilment of the purposes of their appointment but not otherwise, shall have the like force and effect as if were done by the Board.

145. The meetings and proceedings of any meeting of such Committee of the Board, consisting of two or more members, shall be governed by the provisions contained herein for regulating the meetings and proceedings of the meetings of the directors, so far as the same are applicable thereto and are not superseded by any regulations made by the Directors under the last preceding Article.

146. No resolution shall be deemed to have been duly passed by the Board or by a Committee thereof by circulation, unless the resolution has been circulated in draft, together with the necessary papers, if any, to all the directors or to all the members of the Committee, then in India, not being less in number than the quorum fixed for a meeting of the Board or Committee, as the case may be, and to all the directors or to all the members of the Committee, at their usual addresses in India and has been approved, in writing, by such of the directors or members of the Committee as are then in India, or by a majority of such of them, as are entitled to vote on the resolution.

147. All acts done by any meeting of the Board or by a Committee of the Board, or by any person acting as a director shall notwithstanding that it shall, afterwards, be discovered that there was some defect in the appointment of such director or persons acting as aforesaid or that they or any of them were or was, as the case may be, disqualified or had vacated office or that the appointment of any of them was disqualified or had vacated office or that the appointment of any of them had been terminated by virtue of any provisions contained in the Act or in these Articles, be as valid as if every such person had duly been appointed and was qualified to be a director and had not vacated his office or his appointed had not been terminated, provided that nothing in this Article shall be deemed to give validity to any act or acts done by a director or directors after his or their appointment(s) has or have been shown to the Company to be invalid or to have terminated.

148. Without prejudice to the general powers as well as those under the Act, and so as not in any way to limit or restrict those powers, and without prejudice to the other powers conferred by these Articles or otherwise, it is hereby declared that the Directors shall have, inter alia, the following powers, that is to say, power -

(i) to pay the costs, charges and expenses, preliminary and incidental to the promotion, formation, establishment and registration of the Company;

(ii) to pay and charge, to the account of the Company, any commission or interest lawfully payable thereon under the provision of the Act;

(iii) subject to the provisions of the Act, to purchase or otherwise acquire for the Company any property, rights or privileges, which the Company is authorised to acquire, at or for such price or consideration and generally on such terms and conditions as they may think fit and being in the interests of the Company, and in any such purchase or other acquisition to accept such title or to obtain such right as the directors may believe or may be advised to be reasonably satisfactory;

(iv) at their discretion and subject to the provisions of the Act, to pay for any property, right or privileges acquired by or services rendered to the Company, either wholly or partially, in cash or in Shares, Bonds, Debentures,

mortgages, or other securities of the Company, and any such Shares may be issued either as fully paid up, with such amount credited as paid up thereon, as may be agreed upon, and any such bonds, Debentures, mortgages or other securities may either be specifically charged upon all or any part of the properties of the Company and its uncalled capital or not so charged;

(v) to secure the fulfilment of any contracts or engagement entered into by the Company or, in the interests or for the purposes of this Company, by, with or against any other Company, firm or person, by mortgage or charge of all or any of the properties of the Company and its uncalled capital, for the time being, or in such manner and to such extent as they may think fit;

(vi) to accept from any member, as far as may be permissible by law, a surrender of his Shares or any part thereof, whether under buy-back or otherwise, on such terms and conditions as shall be agreed mutually, and as may be permitted, from time to time, under the Act or any other Law or the Regulations, for the time being, in force,

(vii) to appoint any person to accept and hold in trust, for the Company, any property belonging to the Company, in which it is interested, or for any other purposes, and execute and do all such deeds and things as may be required in relation to any trust, and to provide for the remuneration of such trustee or trustees;

(viii) to institute, conduct, defend, compound or abandon any legal proceedings by or against the Company or its Officers, or otherwise concerning the affairs of the Company, and also to compound and allow time for payment or satisfaction of any debts, due and of any differences to arbitration and observe and perform any awards made thereon;

(ix) to act on behalf of the Company in all matters relating to bankruptcy and insolvents;

(x) to make and give receipts, releases and other discharges for moneys payable to the Company and for the claims and demands of the Company;

(xi) subject to the applicable provisions of the Act, to invest and deal with any moneys of the Company not immediately required for the purposes thereof upon such security, not being 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 49 of the Act, all investments shall be made and held in the Company's own name;

(xii) 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 surety, for the benefit or purposes of the Company, such mortgages of the Company's property, present and future, as they may think fit, and any such mortgage may contain a power of sale and such other powers, provisions, covenants and agreements as shall be agreed upon;

(xiii) to determine from time to time, who shall be entitled to sign, on behalf of the Company, bills, invoices, notes, receipts, acceptances, endorsements, cheques, dividend warrants, releases, contracts and or any other document or documents and to give the necessary authority for such purpose, and further to operate the banking or any other kinds of accounts, maintained in the name of and for the business of the Company;

(xiv) to distribute, by way of bonus, incentive or otherwise, amongst the employees of the Company, a Share or Shares in the profits of the Company, and to give to any staff, officer or others employed by the Company a commission on the profits of any particular business or transaction, and to charge any such bonus, incentive or commission paid by the Company as a part of the operational expenditure of the Company;

(xv) to provide for the welfare of directors or ex-directors, Shareholders, for the time being, 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 or dwellings, or grants of moneys, whether as a gift or otherwise, pension, gratuities, allowances, bonus, loyalty bonuses or other payments, also whether by way of monetary payments or otherwise, or by creating and from time to time, subscribing or contributing to provident and other association, institutions, funds or trusts and by providing or subscribing or contributing towards places of worship, instructions and recreation, hospitals and dispensaries, medical and other attendance and other assistance, as the Board shall think fit, and to subscribe or contribute or otherwise to assist or to guarantee money to charitable, benevolent, religious, scientific, national or other institutions or objects, which shall have any moral or other claim to support or aid by the Company, either by reason of locality or place of operations, or of public and general utility or otherwise;

(xvi) before recommending any dividend, to set aside out of the profits of the Company such sums, as the Board may think proper, for depreciation or to a Depreciation Fund, or to an Insurance Fund, a Reserve Fund, Capital Redemption Fund, Dividend Equalisation Fund, Sinking Fund or any Special Fund to meet contingencies or to repay debentures or debenture-stock, or for special dividends or for equalising dividends or for repairing,

improving, extending and maintaining any of the property of the Company and for such other purposes, including the purposes referred to in the preceding clause, as the Board may, in their absolute discretion, think conducive to the interests of the Company and, subject to the provisions of the Act, to invest the several sums so set aside or so much thereof, as required to be invested, upon such investments, other than shares of the Company, as they may think fit, and from time to time, to deal with and vary such investments and dispose off and apply and expend all or any part thereof for the benefit of the Company, in such manner and for such purposes, as the Board, in their absolute discretion, think conducive to the interests of the Company, notwithstanding, that the matter, to which the Board apply or upon which they expend the same, or any part thereof, may be matters to or upon which the capital moneys of the Company might rightly be applied or expended, and to divide the Reserve Fund into such special funds, as the Board may think fit, with full power to transfer the whole or any portion of a Reserve Fund or divisions of a Reserve Fund and with full powers to employ the assets constituting all or any of the above funds, including the Depreciation Fund, in the business of the Company or in the purchase of or repayment of debentures or debenture stock and without being bound to keep the same separate from the other assets and without being bound to pay interest on the same with power however to the Board at their discretion to pay or allow to the credit of such funds interest at such rate as the Board may think proper, subject to the provisions of the applicable laws, for the time being, in force.

(xvii) to appoint and at their discretion, remove or suspend such general managers, secretaries, assistants, supervisors, clerks, agents and servants or other employees, in or 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, emoluments or remuneration of such amount, as they may think fit.

(xviii) to comply with the requirements of any local laws, Rules or Regulations, which, in their opinion, it shall, in the interests of the Company, be necessary or expedient to comply with.

(xix) at any time, and from time to time, by power of attorney, under the Seal of the Company, to appoint any person or persons to be the attorney or attorneys of the Company, for such purposes and with such powers, authorities and discretions, not exceeding those vested in or exercisable by the Board under these presents and excluding the powers to make calls and excluding also except in their limits authorised by the Board the power to make loans and borrow moneys, and for such period and subject to such conditions as the Board may, from time to time, think fit, and any such appointment may, if the Board thinks fit, be made in favour of the members or in favour of any Company, or the Share-holders, directors, nominees, or managers 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 Power of Attorney may contain such powers for the protection of convenience of person dealing with such Attorneys, as the Board may think fit, and may contain powers enabling any such delegates all or any of the powers, authorities and discretions, for the time being, vested in them;

(xx) Subject to the provisions of the Act, for or in relation to any of the matters, aforesaid or otherwise, for the purposes of the Company, to enter into all such negotiations and contracts and rescind and vary all such contracts, and execute and do 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;

(xxi) from time to time, make, vary and repeal bylaws for the regulation of the business of the Company, its Officers and Servants.

MANAGEMENT

149. The Company shall not appoint or employ, at the same time, more than one of the following categories of managerial personnel, namely

(i) Managing Director, and

(ii) Manager

CHIEF EXECUTIVE OFFICER, MANAGER, COMPANY SECRETARY OR CHIEF FINANCIAL OFFICER

150. Subject to the provisions of the Act, -

(i) A chief executive officer, manager, company secretary, 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, chief financial officer so appointed may be removed by means of a resolution of the Board;

(ii) A director may be appointed as chief executive officer, manager, company secretary, chief financial officer.

151. A provision of the Act or these regulations requiring or authorising a thing to be done by or to a director and chief executive officer, manager, company secretary, 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, chief financial officer.

COPIES OF MEMORANDUM AND ARTICLES TO BE SENT TO MEMBERS

152. Copies of the Memorandum and Articles of Association of the Company and other documents, referred to in Section 17 of the Act, shall be sent by the Company to every member, at his request, within 7 (Seven) days of the request, on payment, if required by the Board, of the sum of Re.1/- (Rupee One Only) or such other higher sum, as may be prescribed, from time to time, under the Act and further decided, from time to time, by the Board, for each such copy.

SEAL

153. (i) 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 that the Seal shall never be used except by the authority of the Board or a Committee of the Board previously given. The Common Seal of the Company shall be kept at its office or at such other place, in India, as the Board thinks fit.

(ii) The Common Seal of the Company shall be used by or under the authority of the Directors or by a Committee of the Board of Directors authorised by it in that behalf in the presence of at least one director, or Secretary or any other responsible officer of the Company as may be expressly authorised by the Board by way of a resolution passed at their duly constituted meeting, who shall sign every instrument to which the seal is affixed. Such instruments may also be counter-signed by other officer or officers, if any, appointed for the purpose. However, the certificates, relating to Shares or Debentures in or of the Company, shall be signed in such manner as may be prescribed in the Act and/or any Rules thereunder.

DIVIDEND

154. The profits of the Company, subject to any special rights relating thereto created or authorised to be created by these Articles, and further subject to the provisions of these Articles, shall be divisible among the members in proportion to the amount of capital paid up or credited as paid up to the Shares held by them respectively.

155. The Company, in general meeting, may declare that dividends be paid to the members according to their respective rights, but no dividends shall exceed the amount recommended by the Board, but the Company may, in general meeting, declare a smaller dividend than was recommended by the Board.

156. Subject to the applicable provisions of the Act, no dividend shall be declared or paid otherwise than out of profits of the financial year arrived at after providing for depreciation in accordance with the provisions of the Act or out of the profits of the Company for any previous financial year or years arrived at after providing for depreciation in accordance with these provisions and remaining undistributed or out of both provided that :-

(i) if the Company has not provided for any previous financial year or years it shall, before declaring or paying a dividend for any financial year, provide for such depreciation out of the profits of the financial year or out of the profits of any other previous financial year or years;
(ii) if the Company has incurred any loss in any previous financial year or years the amount of loss or an amount which is equal to the amount provided for depreciation for that year or those years whichever is less, shall be set off against the profits of the Company for the year for which the dividend is proposed to be declared or paid as against the profits of the Company for any financial year or years arrived at in both cases after providing for depreciation in accordance with the provisions of schedule II of the Act

157. The Board may, from time to time, pay to the members such interim dividend, as in their judgement, the position of the Company justifies.

158. Where capital is paid in advance of calls, such capital may carry interest as may be decided, from time to time, by the Board, but shall not, in respect thereof, confer a right to dividend or to participate in profits.

159. All dividends shall be apportioned and paid proportionately to the amounts paid up on the shares during which any portion or portions of the period in respect of which the dividend is paid up; but if any Share is issued on the terms providing that it shall rank for dividend as from a particular date or on such preferred rights, such Share shall rank for dividend accordingly.

160. The Board may retain the dividends payable upon Shares in respect of which any person is, under the Article 61 hereinabove, entitled to become a member, or which any person under that article is entitled to transfer until such person shall become a member in respect of such Shares, or shall duly transfer the same and until such transfer of Shares has been registered by the Company.

161. Any one of several persons, who are registered as joint holders of any Share, may give effectual receipts for all dividends or bonus and payments on account of dividends or bonus or other moneys payable in respect of such Shares.

162. No member shall be entitled to receive payment of any interest or dividend 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 howsoever, either alone or jointly with any other person or persons, and the Board may deduct, from the interest or dividend payable to any member, all sums of money so due from him to the Company.

163. Subject to the applicable provisions, if any, of the Act, a transfer of Shares shall not pass the right to any dividend declared thereon and made effective from the date prior to the registration of the transfer.

164. Unless otherwise directed, any dividend may be paid up by cheque or warrant or by a pay-slip sent through the post to the registered address of the member or person entitled, or, in the case of joint holders, to that one of them first named in the Register in respect of the joint holdings. Every such cheque or warrant shall be made payable to the order of the person to whom it is sent. The Company shall not be liable or responsible for any cheque or warrant or pay-slip lost in transmission or for any dividend lost to the member or person entitled thereto due to or by the forged endorsement of any cheque or warrant or the fraudulent recovery of the dividend by any other means.

165. (i) If the Company has declared a dividend but which has not been paid or claimed within 30 (Thirty) days from the date of declaration the Company shall transfer the total amount of dividend which remains unpaid or unclaimed within the said period of 30 (Thirty) days a special account to be opened by the Company in that behalf in any scheduled Bank called "the Unpaid Dividend Account of DJ Mediaprint & Logistics Limited". The Company shall within a period of ninety days of making any transfer of an amount to the Unpaid Dividend Account, prepare a statement containing the names, their last known addresses and the unpaid dividend to be paid to each person and place it on the website of the Company and also on any other website approved by the Central Government, for this purpose. No unclaimed or unpaid dividend shall be forfeited by the Board before the claim becomes barred by law.

(ii) Any money transferred to the unpaid dividend account of the Company which remains unpaid or unclaimed for a period of 7 (Seven) years, from the date of such transfer shall be transferred by the Company to the Fund know as the Investor Education and Protection Fund established under Section 125 of the Act 2013.

166. Subject to the provisions of the Act, no unpaid dividend shall bear interest as against the Company.

167. Any general meeting declaring a dividend may, on the recommendation of the Directors, make a call on the members of such amount as the meeting decides, but so that the call on each member shall not exceed the dividend payable to him and so that the call be made payable at the same time as the dividend and the dividend may, if so arranged between the Company and the members, be set off against the calls.

CAPITALISATION

168. (i) The Company, in general meeting, may resolve that any moneys, investments or other assets forming part of the undivided profits of the Company standing to the credit of the Reserve Fund, or any Capital Redemption Reserve Account or in the hands of the Company and available for dividend, or representing premium received on the issue of Shares and standing to the credit of the Share Premium Account, be capitalised and distributed amongst such of the Shareholders as would be entitled to receive the same, if distributed by way of dividend, and in the same proportion on the footing that they become entitled thereto as capital, and that all or any part of such capitalised fund be applied, on behalf of such Shareholders, in paying up in full either at par or at such premium, as the resolution may provide, any unissued Shares or Debentures or Debenture stock of the Company which shall be distributed accordingly on in or towards payment of the uncalled liability on any issued Shares or Debentures, stock and that such distribution or payment shall be accepted by such Shareholders in full satisfaction of their interest in the said capitalised sum, provided that a Share Premium Account and a Capital Redemption Reserve Account may, for the purposes of this Article, only be applied for the paying of any unissued Shares to be issued to members of the Company as, fully paid up, bonus Shares.

(ii) A general meeting may resolve that any surplus moneys arising from the realisation of any capital assets of the Company, or any investments representing the same, or any other undistributed profits of the Company, not subject to charge for income tax, be distributed among the members on the footing that they receive the same as capital.

(iii) For the purpose of giving effect to any resolution under the preceding paragraphs of this Article, the Board may settle any difficulty, which may arise, in regard to the distribution, as it thinks expedient, and, in particular, may issue fractional certificates and may fix the value for distribution of any specific assets, and may determine that such cash payments shall be made to any members upon the footing of the value so fixed or that fraction of value less than Rs.10/- (Rupees Ten Only) may be disregarded in order to adjust the rights of all parties, and may vest any such cash or specific assets in trustees upon such trusts for the person entitled to the dividend or capitalized funds, as may seem expedient to the Board. Where requisite, a proper contract shall be delivered to the Registrar for registration in

accordance with Section 75 of the Act and the Board may appoint any person to sign such contract, on behalf of the persons entitled to the dividend or capitalized fund, and such appointment shall be effective.

ACCOUNTS

169. The Company shall keep at the Office or at such other place in India, as the Board thinks fit and proper, books of account, in accordance with the provisions of the Act with respect to: -

(i) all sums of money received and expended by the Company and the matters in respect of which the receipt and expenditure take place;

(ii) all sales and purchases of goods by the Company;

(iii) the assets and liabilities of the Company;

(iv) such particulars, if applicable to this Company, relating to utilization of material and/or labour or to other items of cost, as may be prescribed by the Central Government.

Where the Board decides to keep all or any of the books of account at any place, other than the Office of the Company, the Company shall, within 7 (Seven) days, or such other period, as may be fixed, from time to time, by the Act, of the decision, file with the Registrar, a notice, in writing, giving the full address of that other place.

The Company shall preserve, in good order, the books of account, relating to the period of not less than 8 (Eight) years or such other period, as may be prescribed, from time to time, under the Act, preceding the current year, together with the vouchers relevant to any entry in such books.

Where the Company has a branch office, whether in or outside India, the Company shall be deemed to have complied with this Article, if proper books of account, relating to the transaction effected at the branch office, are kept at the branch office, and the proper summarized returns, made up to day at intervals of not more than 3 (Three) months or such other period, as may be prescribed, from time to time, by the Act, are sent by the branch office to the Company at its Office or other place in India, at which the books of account of the Company are kept as aforesaid.

The books of account shall give a true and fair view of the state of affairs of the Company or branch office, as the case may be, and explain the transactions represented by it. The books of account and other books and papers shall be open to inspection by any director, during business hours, on a working day, after a prior notice, in writing, is given to the Accounts or Finance department of the Company.

170. 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 the directors, and no member, not being a director, shall have any right of inspecting any account or books or document of the Company, except as conferred by law or authorised by the Board.

171. The Directors shall, from time to time, in accordance with sections 129 and 134 of the Act, cause to be prepared and to be laid before the Company in Annual General Meeting of the Shareholders of the Company, such Balance Sheets, Profit and Loss Accounts, if any, and the Reports as are required by those Sections of the Act.

172. A copy of every such Profit & Loss Accounts and Balance Sheets, including the Directors' Report, the Auditors' Report and every other document(s) required by law to be annexed or attached to the Balance Sheet, shall at least 21 (Twenty-one) days, before the meeting, at which the same are to be laid before the members, be sent to the members of the Company, to every trustee for the holders of any Debentures issued by the Company, whether such member or trustee is or is not entitled to have notices of general meetings of the Company sent to him, and to all persons other than such member or trustees being persons so entitled.

173. The Auditors, whether statutory, branch or internal, shall be appointed and their rights and duties shall be regulated in accordance with the provisions of the Act and the Rules made thereunder.

DOCUMENTS AND NOTICES

174. (i) A document or notice may be served or given by the Company on any member either personally or by sending it, by post or by such other means such as fax, e- mail, if permitted under the Act, to him at his registered address or, if he has no registered address in India, to the address, if any, in India, supplied by him to the Company for serving documents or notices on him.

(ii) Where a document or notice is sent by post, service of the document or notice shall be deemed to be effected by properly addressing, pre-paying, wherever required, and posting a letter containing the document or notice, provided that where a member has intimated to the Company, in advance, that documents or notices should be sent to him under

a certificate of posting or by registered post, with or without the acknowledgement due, and has deposited with the Company a sum sufficient to defray the expenses of doing so, service of the document or notice shall not be deemed to be effected unless it is sent in the manner and, such service shall be deemed to have been effected, in the case of a notice of a meeting, at the expiration of forty-eight hours after the letter containing the document or notice is posted, and in any other case, at the time at which the letter would be delivered in the ordinary course of post.

175. A document or notice, whether in brief or otherwise, advertised, if thought fit by the Board, in a newspaper circulating in the neighborhood of the Office shall be deemed to be duly served or sent on the day, on which the advertisement appears, on or to every member who has no registered address in India and has not supplied to the Company an address within India for the serving of documents on or the sending of notices to him.

176. A document or notice may be served or given by the Company on or to the joint holders of a Share by serving or giving the document or notice on or to the joint holder named first in the Register of Members in respect of the Share.

177. A document or notice may be served or given by the Company on or to the person entitled to a Share, including the person nominated in the manner prescribed hereinabove, in consequence of the death or insolvency of a member by sending it through the post as a prepaid letter addressed to them by name or by the title or representatives of the deceased, or assigned of the insolvent or by any like description, at the address, if any, in India, supplied for the purpose by the persons claiming to be entitled, or, until such an address has been so supplied, by serving the document or notice, in any manner in which the same might have been given, if the death or insolvency had not occurred.

178. Documents or notices of every general meeting shall be served or given in some manner hereinafter authorised on or to (i) every member, (ii) every person entitled to a Share in consequence of the death or insolvency of member, (iii) the Auditor or Auditors of the Company, and (iv) the directors of the Company.

179. Every person who, by operation of law, transfer or by other means whatsoever, shall become entitled to any Share, shall be bound by every document or notice in respect of such Share, which, previously to his name and address being entered on the Register of Members, shall have duly served on or given to the person from whom he derives his title to such Shares.

180. Any document or notice to be served or given by the Company may be signed by a director or some person duly authorised by the Board for such purpose and the signature thereto may be written, printed or lithographed.

181. All documents or notices to be served or given by members on or to the Company or any Officer thereof shall be served or given by sending it to the Company or Officer at the Office by post, under a certificate of posting or by registered post, or by leaving it at the Office, or by such other means such as fax, e-mail, if permitted under the Act.

WINDING UP

182. The Liquidator, on any winding up, whether voluntary or under supervision or compulsory, may, with the sanction of a special resolution, but subject to the rights attached to any Preference Share Capital, divide among the contributories, in specie, any part of the assets of the Company and may, with the like sanction, vest any part of the assets of the Company in trustees upon such trusts for the benefit of the contributories, as the liquidators, with the like sanction, shall think fit.

INDEMNITY AND RESPONSIBILITY

183. Every officer of the company shall be indemnified out of the assets of the company against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favor or in which he is acquitted or in which relief is granted to him by the court or the Tribunal.

SECRECY

184. (i) 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 pledging himself to observe strict secrecy respecting all transactions and affairs of the Company with the customers and the state of the accounts with the individuals and in matters relating thereto, and shall, by such declaration, pledge himself not to reveal any of the matters which may come to his knowledge in the discharge of his duties except when required so to do by the Directors or by Law or by the person to whom such matters relate and except so far as may be necessary in order to comply with any of the provisions contained in these presents or the Memorandum of Association of the Company.

(ii) No member shall be entitled to visit or inspect any works of the Company, without the permission of the Directors, or to require discovery of or any information respecting any details of the Company's trading or business or any matter which is or may be in the nature of a trade secret, mystery of trade, secret or patented process or any other matter, which may relate to the conduct of the business of the Company and, which in the opinion of the Directors, it would be inexpedient in the interests of the Company to disclose.

SECTION XII: 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 the draft prospectus) which are or may be deemed material have been entered or are to be entered into by our Company. These contracts, copies of which have been attached to the copy of the prospectus delivered to the RoC for filing, and also the documents for inspection referred to hereunder, may be inspected at our Registered Office at 24, 1st Floor, Palkhiwala House, Tara Manzil, 1st Dhobi Talao Lane, Mumbai – 400 002, Maharashtra, India, from 10.00 am to 5.00 pm on all Working Days from the date of draft prospectus until the Issue Closing Date.

A. Material Contracts to the Issue

1. Issue Agreement dated March 02, 2020 entered into among our Company and the Lead Manager.
2. Agreement dated February 20, 2020 entered into among our Company and the Registrar to the Issue.
3. Tripartite Agreement dated February 07, 2020 entered into among our Company, NSDL and the Registrar to the Issue.
4. Tripartite Agreement dated October 22, 2019 entered into among our Company, CDSL and the Registrar to the Issue.
5. Banker to the Issue Agreement [●] among our Company, the Lead Manager, Banker to the Issue and the Registrar to the Issue.
6. Market Making Agreement dated March 02, 2020 between our Company, the Lead Manager and the Market Maker.
7. Underwriting Agreement dated March 02, 2020 between our Company and the Lead Manager.

B. Material Documents

1. Certified copies of the Memorandum of Association and Articles of Association of our Company.
2. Certificate of Incorporation of our Company dated February 24, 2009 issued by Registrar of Companies, Mumbai, Maharashtra in the name of DJ Logistic Solutions Private Limited.
3. Subsequent Certificate of Incorporation pursuant to change of name dated December 08, 2017 issued by Registrar of Companies, Mumbai, Maharashtra in the name of DJ Mediaprint & Logistics Private Limited.
4. Subsequent Certificate of Incorporation pursuant to conversion into Public Limited Company dated December 19, 2017 issued by Registrar of Companies, Mumbai, Maharashtra in the name of DJ Mediaprint & Logistics Limited.
5. Resolution of the Board of Directors of our Company and Equity Shareholders of our Company dated February 18, 2020 and February 20, 2020 respectively, authorizing the Issue and other related matters.
6. Copies of Audited Financial Statements of our Company for the nine-months period ended December 31, 2019 and financial years ended March 31, 2019, 2018 and 2017.
7. Peer Review Auditors Report dated February 26, 2020 on Restated Financial Statements of our Company for the nine-months period ended December 31, 2019 and financial years ended March 31, 2019, 2018 and 2017.
8. Copy of Statement of tax benefits dated February 26, 2020 from the Peer Review Auditor included in this draft prospectus.
9. Consents of Directors, Company Secretary & Compliance Officer, Chief Financial Officer, Statutory Auditors, Peer Review Auditor, Legal Advisor to the Issue, Bankers to our Company, Banker to the Issue, Sponsor Bank, Lead Manager, Registrar to the Issue, Underwriter and Market Maker to include their names in the draft prospectus to act in their respective capacities.
10. In-principle listing approval dated [●] from the BSE Limited for listing the Equity Shares on the SME Platform of BSE.
11. Due Diligence certificate dated [●] submitted to SEBI after filing the prospectus with RoC.

Any of the contracts or documents mentioned in this draft prospectus may be amended or modified at any time if so required in the interest of our Company or if required by the other parties, without reference to the Shareholders subject to compliance with the provisions contained in the Companies Act and other relevant statutes.

DECLARATION

We certify and declare that all relevant provisions of the Companies Act and the rules, regulations and guidelines issued by the Government of India, or the regulations or guidelines issued by SEBI, as the case may be, have been complied with and no statement made in this draft prospectus is contrary to the provisions of the Companies Act, the Securities Contracts (Regulation) Act, 1956, as amended, the Securities and Exchange Board of India Act, 1992, as amended or the rules, regulations or guidelines issued thereunder, as the case may be. We further certify that all the statements in this draft prospectus are true and correct.

SIGNED BY THE BOARD OF DIRECTORS OF OUR COMPANY:

Name and Designation	Signature
Mr. Dinesh Muddu Kotian *DIN: 01919855* *Designation: Managing Director*	**Sd/-**
Mr. Deepak Pandurang Bhojane *DIN: 02585388* *Designation: Whole Time Director*	**Sd/-**
Mr. Deepak Dattaram Salvi *DIN: 02588250* *Designation: Whole Time Director*	**Sd/-**
Mr. Devadas Alva *DIN: 06902537* *Designation: Non-Executive Director*	**Sd/-**
Mr. Dwarka Prasad Gattani *DIN: 06865570* *Designation:* Non-Executive Director	**Sd/-**
Mr. Purshottam Mahadeo Dalvi *DIN: 08648037* *Designation:* Additional Independent Director	**Sd/-**
Mr. Navinchandra Rama Sanil *DIN: 08648083* *Designation:* Additional Independent Director	**Sd/-**
Ms. Deeksha Devadiga *DIN: 08652925* *Designation:* Additional Independent Director	**Sd/-**

SIGNED BY THE COMPANY SECRETARY & COMPLIANCE OFFICER	SIGNED BY THE CHIEF FINANCIAL OFFICER
Sd/- _____ **Ms. Khushboo Mahesh Lalji**	**Sd/-** _____ **Mr. Dhanraj Dayanand Kunder**

Dated: March 06, 2020

Place: Mumbai, Maharashtra