



## GLEAM FABMAT LIMITED

**CIN: U28999DL2018PLC335610**

Our Company was incorporated as Glead Fabmat Limited on June 20, 2018 under the Companies Act, 2013 with the Registrar of Companies, Delhi bearing Registration No. 335610. The certificate of incorporation was issued on June 21, 2018 by the Registrar of Companies, Delhi. The Company's Corporate Identity Number is U28999DL2018PLC335610. For further details pertaining to the change of name of our Company and the change in Registered Office, please refer the chapter "Our History and Certain Corporate Matters" on page no. 76 of this Draft Prospectus.

**Registered Office:** 5504/15, G/F, Basti Harpool Singh, Sadar Bazar, North Delhi – 110 006

**Tel No.:** +91 80682 11160; **Email:** [info@gfl.org.in](mailto:info@gfl.org.in) ; **Website:** [www.gfl.org.in](http://www.gfl.org.in)

**Contact Person:** Naveen Gupta, Company Secretary and Compliance Officer.

**Our Promoter:** Mr. Amit Gupta, Mr. Arun Gupta & Mr. Anil Kumar Gupta

### THE ISSUE

**PUBLIC ISSUE OF UPTO 31,20,000 EQUITY SHARES OF ₹ 10 EACH ("EQUITY SHARES") OF GLEAM FABMAT LIMITED ("GFL" OR THE "COMPANY") FOR CASH AT A PRICE OF ₹ 10 PER SHARE (THE "ISSUE PRICE"), AGGREGATING TO ₹ 312.00 LAKHS ("THE ISSUE"), OF WHICH UPTO 1,60,000 EQUITY SHARES OF ₹ 10 EACH WILL BE RESERVED FOR SUBSCRIPTION BY MARKET MAKER TO THE ISSUE (THE "MARKET MAKER RESERVATION PORTION"). THE ISSUE LESS MARKET MAKER RESERVATION PORTION I.E. ISSUE OF UPTO 29,60,000 EQUITY SHARES OF ₹ 10 EACH IS HEREINAFTER REFERRED TO AS THE "NET ISSUE". THE ISSUE AND THE NET ISSUE WILL CONSTITUTE 31.14% AND 29.54%, RESPECTIVELY OF THE POST ISSUE PAID UP EQUITY SHARE CAPITAL OF THE COMPANY.**

**THE FACE VALUE OF THE EQUITY SHARE IS ₹ 10 AND THE ISSUE PRICE IS 1 TIME OF THE FACE VALUE**

**THIS ISSUE IS BEING MADE IN TERMS OF CHAPTER IX OF THE SEBI (ICDR) REGULATIONS, 2018 AS AMENDED FROM TIME TO TIME.**

*For further details see "Issue Related Information" beginning on page no. 150 of this Draft Prospectus.*

In terms of the SEBI Circular No. CIR/CFD/POLICYCELL/11/2015, all potential investors shall participate in the Issue only through an Application Supported by Blocked Amount ("ASBA") process providing details about the bank account which will be blocked by the Self Certified Syndicate Banks ("SCSBs") for the same. For details in this regard, specific attention is invited to "Issue Procedure" on page no. 158 of this Draft Prospectus. A copy will be delivered for registration to the Registrar of Companies as required under Section 26 of the Companies Act, 2013.

### RISK IN RELATION TO THE FIRST ISSUE

This being the first Public Issue of our Company, there has been no formal market for the Equity Shares of our Company. The face value of the Equity Shares is ₹ 10 each and the Issue Price is 1 times the face value. The Issue Price (determined and justified by our Company in consultation with the Lead Managers) as stated under "Basis for Issue Price" beginning on page no. 51 should not be taken to be indicative of the market price of the Equity Shares after the Equity Shares are listed. No assurance can be given regarding an active or sustained trading in the Equity Shares 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 the 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 the Issue. For taking an investment decision, investors must rely on their own examination of our Company and the Issue, including the risks involved. The Equity Shares in the Issue have not been recommended or approved by the Securities and Exchange Board of India ("SEBI"), nor does SEBI guarantee the accuracy or adequacy of this Draft Prospectus. Specific attention of the investors is invited to "Risk Factors" beginning on page no. 16 of this Draft Prospectus.

### COMPANY'S ABSOLUTE RESPONSIBILITY

Our Company, having made all reasonable inquiries, accepts responsibility for and confirms that this Draft Prospectus contains all information with regard to our Company and the Issue, which is material in the context of the Issue, that the information contained in this Draft Prospectus is true and correct in all material aspects and is not misleading in any material respect, that the opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which makes this Draft Prospectus as a whole or any of such information or the expression of any such opinions or intentions misleading in any material respect.

### LISTING

The Equity Shares offered through this Draft Prospectus are proposed to be listed on the SME Platform of BSE Limited ("BSE"). Our Company has received an In Principal Approval letter dated [●] from BSE Limited for using its name in this offer document for listing our shares on the SME Platform of BSE Limited. For the purpose of this Issue, the Designated Stock Exchange will be the BSE Limited ("BSE"). A copy will be delivered for registration to the Registrar of Companies as required under Section 26 of the Companies Act, 2013.

#### LEAD MANAGERS TO THE ISSUE



#### **ARYAMAN FINANCIAL SERVICES LIMITED**

60, Khatau Building, Ground Floor,  
Alkesh Dinesh Modi Marg, Fort,  
Mumbai – 400 001

**Tel No.:** +91 – 22 – 6216 6999

**Fax No.:** +91 – 22 – 2263 0434

**Email:** [ipo@afsl.co.in](mailto:ipo@afsl.co.in)

**Website:** [www.afsl.co.in](http://www.afsl.co.in)

**Investor Grievance Email:** [feedback@afsl.co.in](mailto:feedback@afsl.co.in)

**Contact Person:** Ms. Bansri Gosalia / Mr. Swapnil Ukirde

**SEBI Registration No.** INM000011344

**ISSUE OPENS ON**

[●]

#### REGISTRAR TO THE ISSUE



#### **BIGSHARE SERVICES PRIVATE LIMITED**

1<sup>st</sup> Floor, Bharat Tin Works Building,  
Opp. Vasant Oasis, Makwana Road,  
Marol, Andheri East, Mumbai – 400 059

**Tel No.:** +91 – 22 – 6263 8200

**Fax No.:** +91 – 22 – 6263 8299

**Email:** [ipo@bigshareonline.com](mailto:ipo@bigshareonline.com)

**Website:** [www.bigshareonline.com](http://www.bigshareonline.com)

**Investor Grievance Email:** [investor@bigshareonline.com](mailto:investor@bigshareonline.com);

**Contact Person:** Mr. Babu Raphael

**SEBI Registration No.:** INR000001385

**ISSUE CLOSES ON**

[●]

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## SECTION I – GENERAL

### DEFINITIONS AND ABBREVIATIONS

#### General Terms

Term	Description
Gleam Fabmat Limited / GFL/ The Company / Company / We / Us / Our Company	Unless the context otherwise indicates or implies refers to Gleam Fabmat Limited, a public limited company incorporated under the provisions of the Companies Act, 2013 with its registered office in the Delhi.
Promoter(s) / Core Promoter	<ul style="list-style-type: none"> <li>Mr. Amit Gupta, Mr. Arun Gupta &amp; Mr. Anil Kumar Gupta</li> </ul>
Promoter Group	Such persons, entities and companies constituting our promoter group pursuant to Regulation 2(1)(pp) of the SEBI (ICDR) Regulations as disclosed in the Chapter titled “ <i>Our Promoter and Promoter Group</i> ” on page no. 95 of this Draft Prospectus

#### Company related Terms

Term	Description
AoA/ Articles / Articles of Association	Unless the context otherwise requires, refers to the Articles of Association of Gleam Fabmat Limited
Auditor of the Company	M/s. V. N. Purohit & Co., Chartered Accountants, having their office at 214, New Delhi House, 2 <sup>nd</sup> Floor, 27, Barakhamba Road, New Delhi- 110 001.
Audit Committee	The committee of the Board of Directors constituted on January 07,2019 as our Company’s Audit Committee in accordance with Section 177 of the Companies Act, 2013
Board of Directors / Board	The Board of Directors of Gleam Fabmat Limited, including all duly constituted Committees thereof.
Chief Financial Officer	Chief financial officer of our Company is Mr. Amit Gupta
Company Secretary and Compliance Officer	The Company Secretary and Compliance officer of our Company is Mr. Navneet Gupta
Director(s)	Director(s) of Gleam Fabmat Limited, unless otherwise specified.
Equity Shares	Equity Shares of our Company of Face Value of ₹ 10 each unless otherwise specified in the context thereof.
Equity Shareholders	Persons holding Equity Share of our Company
Group Company	Companies (other than our Promoters and Subsidiaries) with which there were related party transactions as disclosed in the Restated Financial Statements as covered under the applicable accounting standards, and as disclosed in “ <i>Our Group Company</i> ” beginning on page no. 100 of this Draft Prospectus
Key Management Personnel / KMP	Key managerial personnel of our Company in terms of Regulation 2(1)(bb) of the SEBI ICDR Regulations as disclosed in the chapter titled “ <i>Our Management</i> ” on page no. 80of this Draft Prospectus
MOA / Memorandum / Memorandum of Association	Memorandum of Association of Gleam Fabmat Limited
Nomination and Remuneration Committee	The committee of the Board of Directors constituted on January 07,2019 as our Company’s Nomination and Remuneration Committee in accordance with Section 178 of the Companies Act, 2013
Registered Office	The Registered Office of our company which is 5504/15, G/F, Basti Harpool Singh, Sadar Bazar, North Delhi – 110 006
Registrar of Companies / RoC	Registrar of Companies, Delhi situated at 4th Floor, IFCI Tower, 61, Nehru Place, New Delhi – 110 019
Restated Financial Statements	Restated financial statements of our Company as at and for the seven month period ended October 31, 2018 and for the Fiscals ended March 31, 2018, 2017 and 2016 (prepared in accordance with Ind AS read with Section 133 of the Companies Act, 2013) which comprises the restated Ind AS consolidated statement of assets and liabilities, the restated

Term	Description
	Ind AS consolidated statement of profit and loss and the restated Ind AS consolidated statement of cash flows and notes thereto
Stakeholders' Relationship Committee	The committee of the Board of Directors constituted on January 07, 2019 as our Company's Stakeholders' Relationship Committee.
Stock Exchange	Unless the context requires otherwise, refers to, the SME Platform of BSE Limited.

#### Issue Related Term

Term	Description
Abridged Prospectus	Abridged Prospectus to be issued under Regulation 255 of SEBI ICDR Regulations and appended to the Application Form
Acknowledgement Slip	The slip or document issued by the Designated Intermediary to a Applicant as proof of registration of the Application Form.
Allotment	Unless the context otherwise requires, the allotment of the Equity Shares pursuant to the Issue to the successful applicants, including transfer of the Equity Shares pursuant to the Issue to the successful applicants
Allotment Advice	Note, advice or intimation of Allotment sent to the Applicants who have been or are to be Allotted the Equity Shares after the Basis of Allotment has been approved by the Designated Stock Exchange
Allottees	The successful applicant to whom the Equity Shares are being / have been allotted.
Applicant	Any prospective investor who makes an application for Equity Shares in terms of this Draft Prospectus
Application Form	The Form in terms of which the applicant shall apply for the Equity Shares of the Company
Application Supported by Blocked Amount/ ASBA	An application, whether physical or electronic, used by ASBA Applicant to make an Application authorizing an SCSB to block the Application Amount in the specified Bank Account maintained with such SCSB. ASBA is mandatory for all Applicants participating in the Issue.
ASBA Account	A bank account maintained with an SCSB and specified in the ASBA Form submitted by the Applicants for blocking the Application Amount mentioned in the ASBA Form.
ASBA Applicant(s)	Any prospective investor who makes an Application pursuant to the terms of the Prospectus and the Application Form.
ASBA Application / Application	An application form, whether physical or electronic, used by ASBA Bidders which will be considered as the application for Allotment in terms of the Prospectus
Banker(s) to the Company	Such banks which are disclosed as Bankers to our Company in the chapter titled " <i>General Information</i> " on page no. 31 of this Draft Prospectus
Banker(s) to the Issue	The banks which are Clearing Members and registered with SEBI as Banker to an Issue with whom the Escrow Agreement is entered and in this case being [●].
Basis of Allotment	The basis on which the Equity Shares will be Allotted to successful Applicants under the Issue and which is described in the chapter titled " <i>Issue Procedure</i> " beginning on page no. 158 of this Draft Prospectus.
Broker Centres	Broker centres notified by the Stock Exchanges where Applicants can submit the ASBA Forms to a Registered Broker The details of such Broker Centres, along with the names and contact details of the Registered Broker are available on the respective websites of the Stock Exchanges ( <a href="http://www.bseindia.com">www.bseindia.com</a> and <a href="http://www.nseindia.com">www.nseindia.com</a> )
Business Day	Monday to Friday (except public holidays)
CAN / 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
Collecting Depository Participant(s) or CDP(s)	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. GR/CFD/POLICYCELL/11/2015 dated November 10, 2015 issued by SEBI
Controlling Branches	Such Branches of the SCSBs which co-ordinate Applications by the Applicants with the Registrar to the Issue and the Stock Exchanges and a list of which is available at

Term	Description
	<a href="http://www.sebi.gov.in">http://www.sebi.gov.in</a> or at such other website as may be prescribed by SEBI from time to time.
Demographic Details	The demographic details of the Applicants such as their Address, PAN, Occupation and Bank Account details.
Depositories	A depository registered with SEBI under the SEBI (Depositories and Participant) Regulations, 1996 i.e. CDSL and NSDL
Depositories Act	The Depositories Act, 1996, as amended from time to time
Designated Date	The date on which the funds blocked by the SCSBs are transferred from the ASBA Accounts specified by the Applicants to the Public Issue Account.
Designated Intermediaries / Collecting Agent	Syndicate Members, Sub-Syndicate/Agents, SCSBs, Registered Brokers, Brokers, the CDPs and RTAs, who are authorized to collect Application Forms from the Applicants, in relation to the Issue
Designated Locations CDP	Such locations of the CDPs where Applicants can submit the Application Forms to Collecting Depository Participants.  The details of such Designated CDP Locations, along with names and contact details of the Collecting Depository Participants eligible to accept Application Forms are available on the websites of the Stock Exchange
Designated Market Maker	Aryaman Capital Markets Limited (formerly known as Aryaman Broking 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 by amendment to SEBI ICDR Regulations.
Designated Locations RTA	Such locations of the RTAs where Applicants can submit the Application Forms to RTAs. The details of such Designated RTA Locations, along with names and contact details of the RTAs eligible to accept Application Forms are available on the websites of the Stock Exchange
Designated Branches SCSB	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 <a href="http://www.sebi.gov.in/pmd/scsb.pdf">http://www.sebi.gov.in/pmd/scsb.pdf</a>
Designated Stock Exchange	SME Platform of BSE Limited
Draft Prospectus	This Draft Prospectus dated January 08,2019 issued in accordance with the SEBI ICDR Regulations
Eligible NRI(s)	An NRI(s) from such a jurisdiction outside India where it is not unlawful to make an Issue or invitation under this Issue and in relation to whom the Application Form and the Prospectus will constitute an invitation to purchase the equity shares.
Escrow Agreement	Agreement dated [●] entered into amongst the Company, Lead Managers, the Registrar and the Banker to the Issue to receive monies from the Applicants through the SCSBs Bank Account on the Designated Date in the Public Issue Account.
Foreign Portfolio Investor / FPIs	Foreign Portfolio Investor as defined under the SEBI (Foreign Portfolio Investors) Regulations, 2014.
Issue Proceeds	The proceeds of the Issue as stipulated by the Company. For further information about use of the Issue Proceeds please see the chapter titled “ <i>Objects of the Issue</i> ” beginning on page no. 47 of this Draft Prospectus
Issue/ Issue Size / Public Issue/ IPO	This Initial Public Issue of 31,20,000 Equity Shares of ₹10 each for cash at a price of ₹ 10 per equity share aggregating to ₹ 312.00 lakhs by our Company.
Issue Closing date	The date on which the Issue closes for subscription being [●]
Issue Opening date	The date on which the Issue opens for subscription being [●]
Issue Price	The price at which the Equity Shares are being issued by our Company in consultation with the Lead Managers under this Draft Prospectus being ₹ 10 per share.
LM’s / Lead Managers	Lead Managers to the Issue, is Aryaman Financial Services Limited
Listing Agreement	Unless the context specifies otherwise, this means the Equity Listing Agreement to be signed between our Company and BSE Limited.
Lot Size	The Market lot and Trading lot for the Equity Share is 10,000 and in multiples of 10,000 thereafter; subject to a minimum allotment of 10,000 Equity Shares to the successful applicants.



Term	Description
Market Maker Reservation Portion	The Reserved portion of 1,60,000 Equity shares of ₹ 10 each at an Issue Price of ₹10 aggregating to ₹ 16.00 lakhs for Designated Market Maker in the Public Issue of our Company.
Market Making Agreement	The Agreement among the Market Maker, the Lead Managers and our Company dated January 07,2019
Mutual Fund	A Mutual Fund registered with SEBI under the SEBI (Mutual Funds) Regulations, 1996, as Amended
Net Issue	The Net Issue of 29,60,000 Equity Shares of ₹ 10 each at ₹ 10 per Equity Share aggregating to ₹ 296.00 lakhs by our Company.
Non-Institutional Applicant	All Applicants, including Eligible QFIs, sub accounts of FIIs registered with SEBI which are foreign corporates or foreign individuals, that are not QIBs or Retail Individual Applicants and who have applied for Equity Shares for an amount of more than ₹ 2,00,000 (but not including NRIs other than Eligible NRIs)
Non-Resident	A person resident outside India, as defined under FEMA and includes Eligible NRIs, Eligible QFIs, FIIs registered with SEBI and FVCIs registered with SEBI
Person or Persons	Any individual, sole proprietorship, unincorporated association, unincorporated organization, body corporate, corporation, Company, partnership, limited liability Company, joint venture, or trust or any other entity or organization validly constituted and/or incorporated in the jurisdiction in which it exists and operates, as the context requires.
Prospectus	The Prospectus, to be filed with the RoC containing, inter alia, the Issue opening and closing dates and other information.
Public Issue Account	Account opened with Bankers to the Issue for the purpose of transfer of monies from the SCSBs from the bank accounts of the ASBA Applicants on the Designated Date.
Qualified Foreign Investors / QFIs	Non-resident investors other than SEBI registered FIIs or sub-accounts or SEBI registered FVCIs who meet 'know your client' requirements prescribed by SEBI
Qualified Institutional Buyers / QIBs	Public financial institutions as defined in Section 2(72) of the Companies Act, 2013, Foreign Portfolio Investor other than Category III Foreign Portfolio Investor, AIFs, VCFs, FVCIs, Mutual Funds, multilateral and bilateral financial institutions, scheduled commercial banks, state industrial development corporations, insurance companies registered with the IRDA, provident funds and pension funds with a minimum corpus of ₹ 250 million, insurance funds set up and managed by the army, navy or air force of the Union of India and insurance funds set up and managed by the Department of Posts, Government of India, eligible for Bidding and does not include FVCIs and multilateral and bilateral institutions.
Refund Bank(s)	The Banker(s) to the Issue with whom the Refund Account(s) will be opened, in this case being [●]
Registrar Agreement	The agreement dated January 07,2019 among our Company and the Registrar to the Issue in relation to the responsibilities and obligations of the Registrar to the Issue pertaining to the Issue
Registrar and Share Transfer Agents/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 the Issue	Registrar to the Issue being Bigshare Services Private Limited
Retail Individual Investors	Individual investors (including HUFs, in the name of Karta and Eligible NRIs) who apply for the Equity Shares of a value of not more than ₹ 2,00,000
Revision Form	Form used by the Applicants to modify the quantity of the Equity Shares or the Applicant Amount in any of their ASBA Form(s) or any previous Revision Form(s)  QIB Bidders and Non-Institutional Bidders are not allowed to withdraw or lower their Applications (in terms of quantity of Equity Shares or the Bid Amount) at any stage. Retail Individual Applicants can revise their Application during the Issue Period and withdraw their Applications until Issue Closing Date.
Self-Certified Syndicate Bank(s) / SCSBs	A Bank registered with SEBI under the SEBI (Bankers to an Issue) Regulations, 1994 and Issues the facility of ASBA, including blocking of bank account. A list of all SCSBs is available at <a href="http://www.sebi.gov.in/pmd/scsb.pdf">http://www.sebi.gov.in/pmd/scsb.pdf</a>
SME Platform of BSE	The SME Platform of BSE for listing of equity shares offered under Chapter IX of the SEBI

Term	Description
	(ICDR) Regulations which was approved by SEBI as an SME Exchange on September 27, 2011.
TRS / Transaction Registration Slip	The slip or document issued by a member of the Syndicate or an SCSB (only on demand), as the case may be, to the Applicant, as proof of registration of the Application.
Underwriters	Aryaman Financial Services Limited and Aryaman Capital Markets Limited
Underwriting Agreement	The Agreement among the Underwriters and our Company dated January 07, 2019..
U.S. Securities Act	U.S. Securities Act of 1933, as amended
Working Day	All trading days of the Stock Exchange excluding Sundays and Bank holidays in Mumbai.

#### Technical / Industry related Terms

Term	Description
ASSOCHAM	Associated Chambers of Commerce and Industry of India
A-TUFS	Amended Technology Up-gradation Fund Scheme
B2B	Business to Business
B2C	Business to Customer
CAGR	Compound Annual Growth Rate
CCEA	Cabinet Committee on Economic Affairs
CSO	Central Statistics Organization
DGFT	Directorate General of Foreign Trade
EBITDA	Earning Before Interest, Tax, Depreciation & Amortization
FDI	Foreign Direct Investment
FY	Financial Year
GDP	Gross Domestic Products
IMF	International Monetary Fund
KT	Kilotonnes
MEIS	Merchandise Exports from India Scheme
MT	Metric Tonne
MOU	Memorandum Of Understanding
NALCO	National Aluminium Company
NASSCOM	National Association of Software and Services Companies
RBI	Reserve Bank Of India
SCBTS	Scheme for Capacity Building in Textile Sector
UAE	United Arab Emirates
US	United States
USGS	United States Geological Survey

#### Conventional Terms / General Terms / Abbreviations

Term	Description
A/c	Account
AGM	Annual General Meeting
AIF	Alternative Investment Fund as defined in and registered with SEBI under the Securities and Exchange Board of India (Alternative Investments Funds) Regulations, 2012
AS / Accounting Standards	Accounting Standards as issued by the Institute of Chartered Accountants of India
ASBA	Applications Supported by Blocked Amount
AY	Assessment Year
BSE	BSE Limited
CAGR	Compound Annual Growth Rate
Category I foreign portfolio investor(s) / Category I FPIs	FPIs who are registered as “Category I foreign portfolio investors” under the SEBI FPI Regulations
Category II foreign portfolio investor(s) /	FPIs who are registered as “Category II foreign portfolio investors” under the SEBI FPI Regulations

Term	Description
Category II FPIs	
Category III foreign portfolio investor(s) / Category III FPIs	FPIs who are registered as “Category III foreign portfolio investors” under the SEBI FPI Regulations
CDSL	Central Depository Services (India) Limited
CFO	Chief Financial Officer
CIN	Company Identification Number
CIT	Commissioner of Income Tax
Client ID	Client identification number of the Applicant’s beneficiary account
Companies Act	Unless specified otherwise, this would imply to the provisions of the Companies Act, 2013 (to the extent notified) and /or Provisions of Companies Act, 1956 w.r.t. the sections which have not yet been replaced by the Companies Act, 2013 through any official notification.
Companies Act, 1956	The Companies Act, 1956, as amended from time to time
Companies Act, 2013	The Companies Act, 2013 published on August 29, 2013 and applicable to the extent notified by MCA till date.
CSR	Corporate Social Responsibility
CST	Central Sales Tax
CY	Calendar Year
DIN	Director Identification Number
DP	Depository Participant, as defined under the Depositories Act 1996
DP ID	Depository Participant’s identification
EBITDA	Earnings before Interest, Taxes, Depreciation and Amortization
ECS	Electronic Clearing System
EGM	Extraordinary General Meeting
EMDEs	Emerging Markets and Developing Economies
EPS	Earnings Per Share
FCNR Account	Foreign Currency Non Resident Account
FDI	Foreign Direct Investment
FEMA	Foreign Exchange Management Act, 1999, read with rules and regulations thereunder
FEMA Regulations	Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2017
FIIIs	Foreign Institutional Investors (as defined under Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000) registered with SEBI under applicable laws in India
FPIs	Foreign Portfolio Investors as defined under the SEBI FPI Regulations
FIPB	Foreign Investment Promotion Board
FVCI	Foreign Venture Capital Investors as defined and registered under the SEBI FVCI Regulations
FY / Fiscal / Financial Year	Period of twelve months ended March 31 of that particular year, unless otherwise stated
GDP	Gross Domestic Product
GoI/Government	Government of India
GST	Goods & Services Tax
HNIIs	High Networth Individuals
HUF	Hindu Undivided Family
IAS Rules	Indian Accounting Standards, Rules 2015
ICAI	The Institute of Chartered Accountants of India
ICSI	Institute of Company Secretaries of India
IFRS	International Financial Reporting Standards
IMF	International Monetary Fund
Indian GAAP	Generally Accepted Accounting Principles in India
Ind AS	Indian Accounting Standards prescribed under section 133 of the Companies Act, 2013, as notified under the Companies (Indian Accounting Standard) Rules, 2015
I.T. Act	Income Tax Act, 1961, as amended from time to time
IPO	Initial Public Offering



Term	Description
ISIN	International Securities Identification Number
KM / Km / km	Kilo Meter
Merchant Banker	Merchant Banker as defined under the Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992
MoF	Ministry of Finance, Government of India
MICR	Magnetic Ink Character Recognition
MOU	Memorandum of Understanding
NA / N. A.	Not Applicable
NAV	Net Asset Value
NECS	National Electronic Clearing Service
NEFT	National Electronic Fund Transfer
NOC	No Objection Certificate
NRE Account	Non Resident External Account
NRIs	A person resident outside India, who is a citizen of India or a person of Indian origin, and shall have the meaning ascribed to such term in the Foreign Exchange Management (Deposit) Regulations, 2000
NRO Account	Non Resident Ordinary Account
NSDL	National Securities Depository Limited
NSE	National Stock Exchange of India Limited
OCB / Overseas Corporate Body	A company, partnership, society or other corporate body owned directly or indirectly to the extent of at least 60.00% by NRIs including overseas trusts, in which not less than 60.00% of beneficial interest is irrevocably held by NRIs directly or indirectly and which was in existence on October 3, 2003 and immediately before such date had taken benefits under the general permission granted to OCBs under FEMA
p.a.	per annum
P/E Ratio	Price/Earnings Ratio
PAC	Persons Acting in Concert
PAN	Permanent Account Number
PAT	Profit After Tax
PLR	Prime Lending Rate
RBI	Reserve Bank of India
Regulation S	Regulation S under the U.S. Securities Act
RoC	Registrar of Companies
ROE	Return on Equity
RONW	Return on Net Worth
Rupees / Rs. / M	Rupees, the official currency of the Republic of India
RTGS	Real Time Gross Settlement
SCRA	Securities Contract (Regulation) Act, 1956, as amended from time to time
SCRR	Securities Contracts (Regulation) Rules, 1957, as amended from time to time
SEBI	Securities and Exchange Board of India
SEBI Act	Securities and Exchange Board of India Act, 1992
SEBI AIF Regulations	Securities and Exchange Board of India (Alternative Investments Funds) Regulations, 2012
SEBI FII Regulations	Securities and Exchange Board of India (Foreign Institutional Investors) Regulations, 1995
SEBI FPI Regulations	Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014
SEBI FVCI Regulations	Securities and Exchange Board of India (Foreign Venture Capital Investor) Regulations, 2000
SEBI ICDR Regulations	Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018
SEBI LODR Regulations, 2015 / SEBI Listing Regulations	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 notified on September 2, 2015
SEBI SAST Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011
SEBI VCF Regulations	Securities and Exchange Board of India (Venture Capital Fund) Regulations, 1996, as

Term	Description
	repealed by the SEBI AIF Regulations
Sec.	Section
Securities Act	U.S. Securities Act of 1933, as amended
SICA	Sick Industrial Companies (Special Provisions) Act, 1985
STT	Securities Transaction Tax
Takeover Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011
TIN	Taxpayers Identification Number
TDS	Tax Deducted at Source
UPI	Unified Payments Interface
US/United States	United States of America
USD/ US\$/ \$	United States Dollar, the official currency of the United States of America
VAT	Value Added Tax
VCF / Venture Capital Fund	Foreign Venture Capital Funds (as defined under the Securities and Exchange Board of India (Venture Capital Funds) Regulations, 1996) registered with SEBI under applicable laws in India.
Wilful Defaulter(s)	Wilful defaulter as defined under Regulation 2(1)(III) of the SEBI ICDR Regulations

## PRESENTATION OF FINANCIAL INDUSTRY AND MARKET DATA

### Certain Conventions

All references to “India” contained 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.

### Financial Data

Unless stated otherwise, the financial data included in this Draft Prospectus are extracted from the Financial Statements of our Company, prepared in accordance with the applicable provisions of the Companies Act, Indian GAAP and restated in accordance with SEBI ICDR Regulations and Guidance Note on “Reports in Company Prospectus (Revised 2016)” issued by ICAI, as stated in the report of our Statutory and Peer Reviewed Auditor, as set out in the chapter titled “*Financial Statements as Restated*” beginning on page 102 this Draft Prospectus. Our Financial Statements are derived from our audited financial statements prepared in accordance with Indian GAAP, the Companies Act, and have been restated in accordance with SEBI ICDR Regulations and Guidance Note on “Reports in Company Prospectus (Revised 2016)” issued by ICAI. Our Fiscal commences on April 1st of each year and ends on March 31st of the next year. All references to a particular Fiscal are to the twelve (12) months period ended March 31st 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. There are significant differences between Indian GAAP, IFRS and US GAAP. The Company has not attempted to quantify their impact on the financial data included herein and urges you to consult your own advisors regarding such differences and their impact on the Company’s financial data. Accordingly to what extent, the financial statements included in this Draft Prospectus will provide meaningful information is entirely dependent on the reader’s level of familiarity with Indian accounting practices / Indian GAAP. Any reliance by persons not familiar with Indian Accounting Practices on the financial disclosures presented in this Draft Prospectus should accordingly be limited. Any percentage amounts, as set forth in section titled “*Risk Factors*”, and chapters titled “*Business Overview*”, “*Management’s Discussion and Analysis of Financial Condition and Results of Operations*” and elsewhere in this Draft Prospectus unless otherwise indicated, have been calculated on the basis of the Company’s Financial Statements prepared in accordance with the applicable provisions of the Companies Act, Indian GAAP and restated in accordance with SEBI ICDR Regulations and Guidance Note on “Reports in Company Prospectus (Revised 2016)” issued by ICAI as stated in the report of our Statutory and Peer Reviewed Auditor, set out in the chapter titled “*Financial Statements as Restated*” beginning on page 97 of this Draft Prospectus.

### Currency and Units of Presentation

All references to:

- “Rupees” or “INR” or “Rs.” or “₹” are to Indian Rupee, the official currency of the Republic of India; and
- “USD” or “US\$” are to United States Dollar, the official currency of the United States.

Our Company has presented certain numerical information in this Draft Prospectus in “Lakhs” 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 are due to rounding off. All figures derived from our Financial Statements in decimals have been rounded off to the second decimal and all percentage figures have been rounded off to two decimal place.

### Industry and Market Data

Industry and market data used in this Draft Prospectus has been obtained or derived from various industry publications. Industry publications generally state that the information contained in such publications has been obtained from publicly available documents from various sources believed to be reliable but their accuracy and Completeness are not guaranteed and their reliability cannot be assured. Accordingly, no investment decisions should be based on such information. We believe the industry and market data used in this Draft Prospectus is reliable, however, it has not been independently verified by our Company or the Lead Manager or any of their affiliates or advisors. The data used in these sources may have been re-classified by us for the purposes of presentation. Data from these sources may also not be comparable.

## FORWARD LOOKING STATEMENTS

All statements contained in this Draft Prospectus that are not statements of historical fact constitute forward-looking statements. All statements regarding our expected financial condition and results of operations, business, plans and prospects are forward-looking statements. These forward-looking statements include statements with respect to our business strategy, our revenue and profitability, our projects and other matters discussed in this Draft Prospectus regarding matters that are not historical facts. Investors can generally identify forward-looking statements by the use of terminology such as “aim”, “anticipate”, “believe”, “expect”, “estimate”, “intend”, “objective”, “plan”, “project”, “may”, “will”, “will continue”, “will pursue”, “contemplate”, “future”, “goal”, “propose”, “will likely result”, “will seek to” or other words or phrases of similar import. All forward looking statements (whether made by us or any third party) are predictions and are subject to risks, uncertainties and assumptions about us that could cause actual results to differ materially from those contemplated by the relevant forward-looking statement.

Forward-looking statements reflect our current views with respect to future events and are not a guarantee of future performance. These statements are based on our management’s beliefs and assumptions, which in turn are based on currently available information. Although we believe the assumptions upon which these forward-looking statements are based are reasonable, any of these assumptions could prove to be inaccurate, and the forward-looking statements based on these assumptions could be incorrect.

Further the actual results may differ materially from those suggested by the forward-looking statements due to risks or uncertainties associated with our expectations with respect to, but not limited to, regulatory changes pertaining to the Aluminium & Trading Industry in India where we have our businesses 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, general economic and political conditions in India and overseas which have an impact on our business activities or investments, the monetary and fiscal policies of India and other jurisdictions in which we operate, inflation, deflation, unanticipated volatility 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 laws, regulations and taxes, changes in competition in our industry and incidence of any natural calamities and/or acts of violence. Other important factors that could cause actual results to differ materially from our expectations include, but are not limited to, the following:

- Changes in laws and regulations relating to the sectors/areas in which we operate;
- Increased competition in Aluminium & Trading Industry.
- Our ability to successfully implement our growth strategy and expansion plans;
- Our ability to meet our further capital expenditure requirements;
- Fluctuations in operating costs;
- Our ability to attract and retain qualified personnel;
- Conflict of Interest with affiliated companies, the promoter group and other related parties
- General economic and business conditions in the markets in which we operate and in the local, regional, national and international economies;
- Changes in government policies and regulatory actions that apply to or affect our business.
- Inflation, deflation, unanticipated turbulence in interest rates, equity prices or other rates or prices;
- The occurrence of natural disasters or calamities;
- Our inability to maintain or enhance our brand recognition;
- Inability to adequately protect our trademarks and
- Changes in consumer demand

For further discussions of factors that could cause our actual results to differ, please see the section titled “*Risk Factors*”, chapters titled “*Our Business*” and “*Management’s Discussion and Analysis of Financial Condition and Results of Operations*” beginning on page nos. 16, 64 and 123 of this Draft Prospectus, respectively.

By their nature, certain 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. Forward-looking statements speak only as of this Draft Prospectus. Our Company, our Directors, the Lead Managers, and their respective affiliates or associates 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 the SEBI requirements, our

Company and the Lead Managers will ensure that investors in India are informed of material developments until such time as the grant of listing and trading approvals by the Stock Exchange.

## SECTION II- SUMMARY OF OFFER DOCUMENT

### A. Summary of Business

Our business was originally being run as a proprietorship named J P Metals since 1999. Further, our company is incorporated on June 20, 2018, as a public limited company under the name 'Gleam Fabmat Limited' under the provisions of the Companies Act, 2013 with the Registrar of Companies, Delhi with a vision to corporatize our business. Our Company currently trades in wide range of Aluminium products such as Aluminium Sheets, Aluminium Coils, Rivets etc and textiles products. Our Company plans to leverage its promoter networks in the Trading community of Delhi and it has expanded its verticals by venturing into Fabric segment.

### B. Summary of Industry

India is amongst the lowest cost producers of Aluminium across the world, owing to easy availability of raw materials and comparatively labour costs. The growing demand for Aluminium in the last decade, driven by India's underlying growth story has resulted into expansion of smelting capacities of the major domestic players. With the addition of new aluminium capacities India aims at not only satisfying the domestic demand, but also play a major role in the global aluminium market.

For more details please refer chapter titled "Industry Overview" beginning on page 55 of this Draft Prospectus

### C. Our Promoters:

Our Company is promoted by Mr. Amit Gupta, Mr. Anil Kumar Gupta & Mr. Arun Gupta

D. Public Issue of 31,20,000 Equity Shares of ₹ 10 each ("Equity Shares") of Gleam Fabmat Limited ("GFL" or the "Company") for cash at a price of ₹10/- per share (the "Issue Price"), aggregating to ₹ 312.00 lakhs ("the Issue"), of which 1,60,000 equity shares of ₹ 10/- each will be reserved for subscription by Market Makers to the Issue (the "Market Maker Reservation Portion"). The Issue less Market Maker Reservation Portion i.e. Issue of 29,60,000 equity shares of ₹ 10/- each is hereinafter referred to as the "Net Issue". The Issue and the Net Issue will constitute 31.14% and 29.54 %, respectively of the Post Issue paid up equity share capital of the Company.

### E. Object of the Issue

The fund requirements for each of the Object of the Issue are stated as below:

(₹ in lakhs)

Sr. No.	Particulars	Amount	% of Net Proceeds
1	Working Capital Requirements	248.95	92.40%
2.	Funding expenditure for General Corporate Purposes	20.49	7.60%
<b>Total</b>		<b>269.44</b>	<b>100.00%</b>

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

Set forth is the Pre Issue shareholding of our Promoter and Promoter Group as a percentage of the paid-up share capital of the Company

Category of Promoter	Pre Issue	
	No. of Shares	As a % of Pre- Issued Equity
<b>1. Promoter</b>		
Mr. Amit Gupta	28,67,500	41.57%
Mr. Arun Gupta	27,62,500	40.04%
Mr. Anil Kumar Gupta	12,55,000	18.19%
<b>Sub-Total (A)</b>	<b>68,85,000</b>	<b>99.08%</b>
<b>2. Promoter Group</b>		
Mrs. Pushpa Gupta	10,000	0.14%
Mrs. Sonu Aggarwal	1,000	Negligible



Category of Promoter	Pre Issue	
	No. of Shares	As a % of Pre- Issued Equity
Ms. Anita Aggarwal	1,000	Negligible
Mrs. Garima Gupta	1,000	Negligible
<b>Sub-Total (B)</b>	<b>13,000</b>	<b>0.14%</b>
<b>Total Promoter &amp; Promoter Group Holding</b>	<b>68,98,000</b>	<b>100.00%</b>

#### G. Summary of Restated Financial Statement

(₹ in lakhs)

Particulars	For the period ended September 30, 2018
Share Capital	128.80
Net Worth	149.79
Total Revenue	1,022.22
Profit after Tax	20.99
<b>Earnings Per Share:</b>	
Basic	11.43
Diluted	11.43
Net Asset Value Per Share (₹) - based on actual no. of equity shares at the end of the year	11.63
Total borrowings	516.24

Post September 30, 2018, Company has made rights issue of 56,10,000 shares at par. Hence considering the same, share capital & net worth of the company are ₹ 689.80 lakhs & ₹ 710.79 lakhs respectively.

H. There are no material Auditor's Qualifications in any of the Financial Statements of the Company.

I. **For Summary of Outstanding Litigation please refer to the Chapter titled "Outstanding Litigation And Material Developments" on page no. 132**

J. Investors should read chapter titled "*Risk Factors*" beginning on page no. 16 of this Draft Prospectus to get a more informed view before making any investment decisions.

#### K. Summary of contingent liabilities

As of September 30, 2018, our contingent liabilities are nil as indicated in our Restated Financial Statements and also certified by our statutory auditors

For further information, please refer "*Annexure XXIV Contingent Liability*" on page no. 119 of this Draft Prospectus.

#### L. Summary of related party transactions

As of September 30, 2018, our related party transactions are as indicated in our Restated Financial Statements and also certified by our statutory auditors were as follows:

(₹ in lakhs)

Particulars	For Period Ended September 30, 2018
<b>1) Finance</b>	
<b>a) Loans Taken</b>	
Opening Balance	-
Loan taken during the period	2.39
Repaid during the period	1.23
Outstanding at the end of the period	1.16
<b>b) Loans given</b>	
Opening Balance	-
Loans given during the period	-

Particulars	For Period Ended September 30, 2018
Received during the period	-
Outstanding at the end of the period	-
<b>2) Issue of Shares</b>	128.80
<b>3) Expenses</b>	
Rent	0.12
Interest Paid	-
Remuneration	7.70
<b>4) Out standing</b>	
Receivables	-
Payables	-

For further information, please refer “Annexure XXII Statement Of Related Party Transactions, As Restated” on page no. 102 of this Draft Prospectus

M. There are no financing arrangements whereby the Promoter Group, the Directors of our Company who are the Promoters of our Company, 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 6 (six) months immediately preceding the date of this Draft Prospectus.

N. The weighted average price of acquisition of Equity Shares by our Promoters in last one year is:

Promoter	No. of Shares	Weighted Average cost (₹)
Mr. Anil Kumar Gupta	12,55,000	10.00
Mr. Amit Gupta	28,67,500	10.00
Mr. Arun Gupta	27,62,500	10.00

O. The average cost of acquisition of Equity Shares by our Promoters is:

Promoter	Average cost (₹)
Mr. Anil Kumar Gupta	10.00
Mr. Amit Gupta	10.00
Mr. Arun Gupta	10.00

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

Q. Our Company has not issued any Equity Shares for consideration other than cash in the one year preceding the date of this Draft Prospectus except as mentioned below :

Date of Allotment	No. of Equity Shares	FV (₹)	Issue Price (₹)	Nature of Allotment	Allotted Person	Benefits Accrued to the Company
September 19, 2018 <sup>(1)</sup>	12,50,000	10	10	Pursuant to acquisition of business of M/s. J P Metals pursuant to Business Takeover Agreement	Mr. Anil Gupta	Acquisition of Business

<sup>(1)</sup> Pursuant to Business takeover Agreement dated September 15, 2018, our company acquired business of M/s. J.P.Metals (Proprietorship of Mr. Anil Gupta, by issue of 12,50,000 Equity shares of face value of ₹ 10 each to Mr. Anil Gupta

R. Our Company has not undertaken a split or consolidation of the Equity Shares in the one year preceding the date of this Draft Prospectus

### SECTION III- RISK FACTORS

*An investment in Equity Shares involves a high degree of financial risk. You should carefully consider all information in this Draft Prospectus, including the risks described below, before making an investment in our Equity Shares. The risk factors set forth below do not purport to be complete or comprehensive in terms of all the risk factors that may arise in connection with our business or any decision to purchase, own or dispose of the Equity Shares. This section addresses general risks associated with the industry in which we operate and specific risks associated with our Company. Any of the following risks, as well as the other risks and uncertainties discussed in this Draft Prospectus, could have a material adverse effect on our business and could cause the trading price of our Equity Shares to decline and you may lose all or part of your investment. In addition, the risks set out in this Draft Prospectus are not exhaustive. Additional risks and uncertainties, whether known or unknown, may in the future have material adverse effect on our business, financial condition and results of operations, or which we currently deem immaterial, may arise or become material in the future. To obtain a complete understanding of our Company, prospective investors should read this section in conjunction with the sections entitled “Our Business” and “Management’s Discussion and Analysis of Financial Condition and Results of Operations on page nos. 64 and 123 of this Draft Prospectus respectively as well as other financial and statistical information contained in this Draft Prospectus. Unless otherwise stated in the relevant risk factors set forth below, we are not in a position to specify or quantify the financial or other risks mentioned herein.*

*This Draft Prospectus also contains forward-looking statements that involve risks and uncertainties. Our results could differ materially from those anticipated in these forward-looking statements as a result of certain factors, including events described below and elsewhere in this Draft Prospectus. Unless otherwise stated, the financial information used in this section is derived from and should be read in conjunction with restated financial information of our Company prepared in accordance with the Companies Act and restated in accordance with the SEBI (ICDR) Regulations, including the schedules, annexure and notes thereto.*

#### **Materiality**

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

1. Some events may have material impact quantitatively;
2. Some events may have material impact qualitatively instead of quantitatively.
3. Some events may not be material individually but may be found material collectively.
4. Some events may not be material at present but may be having material impact in future.

#### **INTERNAL RISK FACTORS**

1. ***We generally do business with our customers on purchase order basis and do not enter into long term contracts with most of them. Our inability to maintain relationships with our customers could have an adverse effect on our business, prospects, results of operations and financial condition.***

Our business is dependent on our continuing relationships with our customers. Our Company neither has any long term contract with any of customers nor has any marketing tie up for our products. Any change in the buying pattern of our customers can adversely affect the business of our Company. The loss of or interruption of work by, a significant customer or a number of significant customers or the inability to procure new orders on a regular basis or at all may have an adverse effect on our revenues, cash flows and operations.

Our business depends on the continuity of our relationship with our customers. There can be no assurance that we will be successful in maintaining such relationships or increasing the number of such relationships. If we are not able to maintain existing relationships with our current customers or if we are not able to develop new relationships, including if we are not able to provide services on a timely basis or offer services that meet the needs of the customers, the number of customers could decline in the future and as a result, our business, prospects, results of operations and financial condition could be adversely affected in the future.

**2. *We are a Company with limited operating history, and therefore investors may not be able to assess our prospects on the basis of historical results.***

We were incorporated as a public limited company in June 20, 2018. As we do not have significant operating and financial history, it may be difficult to evaluate our current or future prospects on the basis of historical results. Our past performance of four months should not be construed as an indication of our future performance. For details regarding the business and financial information, please refer to the chapters titled "Our Business" beginning on page no. 64 of this Draft Prospectus. Given our limited operating history in the business in which we operate, there will be only limited information which evaluates the business and our current or future prospects on which to base the investment decision. However, prior to the association with our Company, our Promoters, Mr. Anil Kumar Gupta, Mr. Amit Gupta and Mr. Arun Gupta, together have industry experience of many years and possess rich business intellect in the trading circles of Delhi. They have been in this business through proprietary business. For details about the promoter family track record of this business and its proprietary concerns please see "History and Certain Corporate Matters" on page no. 76 of this Draft Prospectus.

**3. *We do not own registered office which is used by us currently.***

We have our registered office cum godown at Premises No. 5504/15, Basti Harpool Singh, Sardar bazar, Delhi-110006. We have taken the said office on rent from relative of the promoter – Mrs. Pushpa Gupta on a monthly rent basis. The agreement expires on August 28, 2019.

If owner of the said premise revokes the arrangements under which we occupy the premise or imposes terms and conditions that are unfavourable to us, or if we are otherwise unable to occupy such premise, we may suffer a disruption in our operations or have to pay increased license fee, which could have an adverse effect on our business and financial results.

**4. *Our operations are significantly located in the Delhi region and failure to expand our operations may restrict our growth and adversely affect our growth.***

Currently, our office and godown is situated in Delhi and we are carrying our business mainly with market players from Delhi itself. Hence, our revenues are generated from operations in this region only. In the event that demand for our products and services in general reduces or stops by any reason including political discord or instability or change in policies of State, then our financial condition and operating results may be materially and adversely affected. Geographical and functional expansion of our business domain requires establishment of adequate network. As we seek to diversify our regional focus we may face the risk that our competitors may be better known in other markets, enjoy better relationships with customers. Our lack of exposure in geographical boundaries outside our operating region could impact our future revenues.

**5. *Our Company may have potential Conflicts of interest with Company in which our promoters have common pursuit, as it has been authorized and engaged in similar line of business.***

Our Promoters have interests in other company- A.C. Aluminium Private Limited, our promoter group entity that may compete with us as it has been authorized and engaged in similar line of business. For details please refer to the Chapter titled "Our Management" and "Our Promoters and Promoter Group" on page nos. 80 and 95 respectively of this Draft Prospectus. Further, our Company has not entered into any non compete agreement with the group entity and hence there can be no assurance of any conflict of interests which may arise in allocating or addressing business opportunities and strategies amongst our Company and our Group entity in circumstances where our interests differ from theirs. In cases of conflict, our Promoter may favour other Company in which our Promoter has an interest. Hence, conflict of interest may occur between our business and the businesses of our Group entity which could have an adverse effect on our business, financial condition, results of operations and prospects.

**6. *The prices we are able to obtain for our products that we trade depend largely on prevailing market prices.***

The price of the products traded by us has a significant impact on our profits. Some of our core products such as Aluminium and fabrics have been subject to price fluctuations resulting from weather, domestic and foreign trade policies, shifts in supply and demand and other factors beyond our control. As a result, any fluctuation in prices could have a material adverse effect on our Company and our results of operations.

- 7. *The Proposed objects of the issue for which funds are being raised have not been appraised by any bank or financial institution. Any inability on our part to effectively utilize the Issue proceeds could adversely affect our financials.***

The objects of the issue for which the funds are being raised have not been appraised by any bank or financial institution. In the absence of such independent appraisal, the requirement of funds raised through this Issue, as specified in the section titled “Objects of the Issue” are based on the company’s estimates and internal research. We may have to revise our management estimates from time to time and consequently our funding requirements may also change. This may result in rescheduling of our expenditure plans and an increase or decrease in our proposed expenditure for a particular object. Deployment of these funds is at the discretion of the management and the Board of Directors of the company and will not be subject to monitoring by any independent agency. Any inability on our part to effectively utilize the Issue proceeds could adversely affect our financials.

- 8. *Our Company has reported certain negative cash flows from its investing activity and operating activity, details of which are given below. Sustained negative cash flow could impact our growth and business.***

Our Company had reported certain negative cash flows from our investing activities and operating activities in period ended September 30, 2018 as per the restated financial statements and the same are summarized as under:

Particulars	Amount (₹. in lakhs)
Net Cash Flow from Operating Activities	(472.22)
Net Cash Flow from Investing Activities	(31.67)
Net Cash Flow from financing Activities	524.21
<b>Total Cash Flow (used) / increased during the period</b>	<b>20.33</b>

If our Company is not able to generate sufficient cash flows, it may adversely affect our business and financial operations.

- 9. *Trade receivables constitute major portion of our assets, our inability to recover the same can affect our financial position.***

Our trade receivables was ₹ 1306.29 Lakhs for the period ended September 30, 2018 which is 85.94% and 872.07% of our total assets and net worth respectively. We cannot guarantee that there will be no default from our trade receivables and we cannot guarantee the entire recovery. Any subsequent default by our debtors can affect our financial position and our profitability. Further, high trade receivables affect our working capital requirement as it affects the liquidity position of the business.

- 10. *Substantial portion of our revenues has been dependent upon our few clients. The loss of any one or more of our major clients would have a material adverse effect on our business operations and profitability.***

For the period ended September 30, 2018 our top 10 clients contributed almost 85.70% of our sales. The loss of our major customers or a decrease in the volume of products sourced from us may adversely affect our revenues and profitability. We cannot assure you that we shall generate the same quantum of business, or any business at all, from these customers, and loss of business from one or more of them may adversely affect our operations and profitability.

- 11. *We may not be able to maintain our current levels of profitability due to increased costs or reduced trading spreads or margins.***

Our business strategy involves a relatively high level of ongoing interaction with our clients. We believe that this involvement is an important part of developing our relationship with our clients, identifying new cross selling opportunities and monitoring our performance. However, this level of involvement also entails higher levels of costs and also requires a relatively higher gross spread, or margin, on the various products we offer in order to maintain profitability. There can be no assurance that we will be able to maintain our current levels of profitability if the gross spreads on our traded products were to reduce substantially, which could adversely affect our results of operations.



**12. *We may not be able to maintain our current levels of profitability due to increased costs or reduced trading spreads or margins.***

Our business strategy involves a relatively high level of ongoing interaction with our clients. We believe that this involvement is an important part of developing our relationship with our clients, identifying new cross selling opportunities and monitoring our performance. However, this level of involvement also entails higher levels of costs and also requires a relatively higher gross spread, or margin, on the various products we offer in order to maintain profitability. There can be no assurance that we will be able to maintain our current levels of profitability if the gross spreads on our traded products were to reduce substantially, which could adversely affect our results of operations.

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

We have entered into transactions with our promoters and other related parties. For a list of related parties, please see the chapter titled “Financial Statements-Annexure XXII - Related Party Transaction” beginning on page no. 102 of this Draft Prospectus. While we believe that all such transactions have been conducted on an arm’s length basis, there can be no assurance that we could not have achieved more favourable terms had such transactions not been entered into with related parties. Furthermore, it is likely that we may enter into related party transactions in the future. There can be no assurance that such transactions, individually or in the aggregate, will not have an adverse effect on our business, prospects, results of operations and financial condition, including because of potential conflicts of interest or otherwise.

**14. *We require certain approvals and licenses in the ordinary course of business and are required to comply with certain rules and regulations to operate our business, and the failure to obtain, retain and renew such approvals and licences or comply with such rules and regulations, and the failure to obtain or retain them in a timely manner or at all may adversely affect our operations.***

We require several statutory and regulatory permits, licenses and approvals to operate our business, some of which our Company has either received, applied for or is in the process of application. Many of these approvals are granted for fixed periods of time and need renewal from time to time. Non-renewal of the said permits and licenses would adversely affect our Company’s operations, thereby having a material adverse effect on our business, results of operations and financial condition. There can be no assurance that the relevant authorities will issue any of such permits or approvals in the time-frame anticipated by us or at all. Further, some of our permits, licenses and approvals are subject to several conditions and we cannot provide any assurance that we will be able to continuously meet such conditions or be able to prove compliance with such conditions to the statutory authorities, which may lead to the cancellation, revocation or suspension of relevant permits, licenses or approvals. Any failure by us to apply in time, to renew, maintain or obtain the required permits, licenses or approvals, or the cancellation, suspension or revocation of any of the permits, licenses or approvals may result in the interruption of our operations and may have a material adverse effect on the business. Further, as on date of this Draft Prospectus, our Company has not obtained the Udyog Aadhar Memorandum under the Micro, Small & Medium Enterprises Development Act, 2006.

If we fail to comply with all applicable regulations or if the regulations governing our business or their implementation change, we may incur increased costs, be subject to penalties or suffer a disruption in our business activities, any of which could adversely affect our results of operations. For further details, please see chapters titled “Key Industry Regulations and Policies” and “Government and Other Statutory Approvals” at pages 70 and 138 respectively of this Draft Prospectus.

**15. *We have not yet applied for registration of our name and logo and we do not own the “corporate logo” legally as on date. We may be unable to adequately protect our intellectual property. Furthermore, we may be subject to claims alleging breach of third party intellectual property rights.***

We have not yet applied for registration of our name and logo under the provisions of the Trademarks Act, 1999 and do not own the “corporate logo” used in our communications and other operations as on date. As such, we do not enjoy the statutory protections accorded to a registered trademark or logo as on date. There can be no assurance that we will be able to register the logo in future or that, third parties will not infringe our intellectual property, causing damage to our business prospects, reputation and goodwill. Further, we cannot assure you that any application for registration of our logo in future by our Company will be granted by the relevant authorities in a timely manner or at all. Our efforts to protect our intellectual property may not be adequate and may lead to

erosion of our business value and our operations could be adversely affected. We may need to litigate in order to determine the validity of such claims and the scope of the proprietary rights of others. Any such litigation could be time consuming and costly and the outcome cannot be guaranteed. We may not be able to detect any unauthorized use or take appropriate and timely steps to enforce or protect our intellectual property.

***16. If we are unable to establish and maintain an effective system of internal controls and compliances, our business and reputation could be adversely affected.***

We manage our internal compliance by monitoring and evaluating internal controls and ensuring all relevant statutory and regulatory compliances. However, there can be no assurance that deficiencies in our internal controls will not arise or that we will be able to implement and continue to maintain adequate measures to rectify or mitigate any such deficiencies in our internal controls, in a timely manner or at all. If we are unable to establish and maintain an effective system of internal controls and compliances, our business and reputation could be adversely affected.

***17. The success of our business operations is dependent on the knowledge and experience of our Promoters and Directors as well as our ability to attract and retain them.***

Our success depends heavily upon the continuing services of Mr. Anil Kumar Gupta who is our promoter, Mr. Amit Gupta who is the Promoter and Managing Director of our company and their experience and vision has played a key role in obtaining our current market position. Mr. Arun Gupta as our Promoter and Whole Time Director plays a pivotal role in operation areas. We believe that our relation with our Promoter and key managerial persons, who have rich experience in setting up business, developing markets, managing customers and handling overall businesses, has enabled us to experience growth and profitability. We benefit from our relationship with our Promoter family and our success depends upon the continuing services of our Promoter who have been responsible for the growth of our business and are closely involved in the overall strategy, direction and management of our business. Further, our Promoter family have also promoted other companies / firms / ventures and may continue to do so. If the promoter family divert their attention to the other companies, we may not be able to function as efficiently and profitably as before. We may have to incur additional costs to replace the services of our promoters or we may not be able to do so at all, which could adversely affect our business operations and affect our ability to continue to manage and expand our business.

***18. We depend on the accuracy and completeness of information about customers and counterparties and any misrepresentation, errors in or incompleteness of such information could cause our business to suffer.***

In deciding whether to extend credit or enter into other transactions with customers, we rely on information furnished to us by or on behalf of customers. We may also rely on certain representations from our customers as to the accuracy and completeness of that information. For ascertaining the creditworthiness we do not obtain any independent support from credit information companies or credit bureaus and on independent valuers in relation to the value of the net worth of such parties. Our reliance on any misleading information given may affect our judgment of credit worthiness of potential customers, which may affect our business, prospects, results of operations and financial condition.

***19. There are various negative covenants in the sanction letters issued to us by our lenders, which could put us at a competitive disadvantage and could have an adverse effect on our business, results of operations and financial condition.***

The sanction letter issued to us contains provisions that restrict our ability to do, among other things, any of the following:

- Make any Restricted Payments other than as permitted;
- Wind up/liquidate its affair;
- Change the general nature of its business or undertake any expansion or invest in any other entity;
- Effect any change in its accounting method or policies;
- Make any amendments to its constitutional documents;

Also, we are required to obtain the required consents of the lenders before undertaking certain significant corporate actions. We cannot assure you that the lenders will grant the required approvals in a timely manner, or at all. The time required to secure consents may hinder us from taking advantage of a dynamic market environment. In

addition to the restrictions listed above, we are required to maintain certain financial ratios under our financing agreements. These financial ratios and the restrictive provisions could limit our flexibility to engage in certain business transactions or activities.

**20. *All of our product verticals are extremely competitive segments and we face risk of competition affecting our margins and profitability as we scale our operations.***

Our purchase and sales models includes various intermediaries who may connect with our competitors and share details of the specialities of our products or our sourcing processes etc. We may not be able to protect our trade secrets and may not be able to detect the same as well. We have not entered into any non-disclosure agreements with our intermediaries and thus our efforts towards marketing of our products may be leaked to other players in the market. This may affect the demand and exclusivity of our products and make us subject to fierce competition thereby adversely affecting our business, financial condition and results of operations.

**21. *System failures or inadequacy and security breaches in computer systems may adversely affect our business.***

Our business is increasingly dependent on our ability to process transactions and banking data into well managed accounts systems. Our financial, accounting or other data processing systems may fail to operate adequately or become disabled as a result of events that are wholly or partially beyond our control, including a disruption of electrical or communication services. Our ability to operate and remain competitive will depend in part on our ability to maintain and upgrade our information technology systems on a timely and cost-effective basis. The information available to and received by our management through our existing systems may not be timely and sufficient to manage risks or to plan for and respond to changes in market conditions and other developments in our operations.

We may experience difficulties in upgrading, developing and expanding our systems quickly enough to accommodate a growing customer base or product portfolio or supplier base. Any failure to effectively maintain or improve or upgrade our management information systems in a timely manner could materially and adversely affect our competitiveness, financial position and results of operations. Moreover, if any of these systems do not operate properly or are disabled or if there are other shortcomings or failures in our internal processes or systems, it could affect our operations or result in financial loss, disruption of our businesses, regulatory intervention or damage to our reputation.

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

The results of operations of our business are dependent on our ability to effectively manage our inventory and stocks. To effectively manage our inventory, we must be able to accurately estimate customer demand and supply requirement accordingly. If our management has misjudged expected customer demand it could adversely impact the results by causing either a shortage of products or an accumulation of excess inventory.

**23. *Lack of experience in KMPs may adversely affect our business operations and profitability.***

Being a small size company, we do not employ highly experienced KMPs. of our existing workforce as a result of increased competition or other factors relating to our businesses. If we cannot hire additional qualified personnel or retain them, our ability to expand our business will be impaired and our revenue could decline. We will need to recruit new employees, who will again have to be trained and integrated into our operations. Failure to train and motivate our key managerial personnel and other employees properly may result in an increase in employee attrition rates, require additional hiring, erode the quality of customer service, divert management resources, increase our exposure to high-risk credit and impose significant costs on us. Any cost incurred on the training of the key managerial personnel will put additional pressure on our financial condition and cash flows. Further, any inability to attract and retain talented employees or the resignation or loss of key management personnel, may have an adverse impact on our business, future financial performance and the price of our Equity Shares.

**24. *The deployment of funds raised through this issue shall not be subject to any Monitoring Agency and shall be purely dependent on the management of the company.***

Since the issue size is less than ₹100 crores, there is no mandatory requirement of appointing an Independent Monitoring Agency for overseeing the deployment of utilization of funds raised through this Issue. The

deployment of these funds raised through this issue, is hence at the discretion of the management and the Board of Directors of the company and will not be subject to monitoring by any independent agency. Any inability on our part to effectively utilize the Issue proceeds could adversely affect our financials.

- 25. *We have not made any alternate arrangements for meeting our regular working capital requirements. If our operations do not generate the necessary cash flow, our working capital requirements may negatively affect our operations and financial performance.***

As on date, we have not made any alternate arrangements for meeting our working capital requirements. We meet our working capital requirements through our bank credit facilities, unsecured loans, owned funds and internal accruals. Any shortfall in our available funds and our inability to raise debt would result in us being unable to meet our working capital requirements, which in turn will negatively affect our financial condition and results of operations.

- 26. *We could be exposed to risks arising from misconduct, fraud and trading errors by our employees and Business Associates.***

Frauds or other delinquencies by employees could include indulging in transactions that exceed authorized limits or present unacceptable risks to us; hiding unauthorized or unsuccessful trading activities from us; or the improper use of confidential information. Such misconduct could result in unacceptable business risks, losses, invite regulatory sanctions and seriously harm our reputation and could even lead to litigation. The precautions we take to prevent and detect these activities may not be effective. Any delinquencies or trading errors on the part of our employees could materially affect our business operations, financial position and/or reputation.

- 27. *Our Company has no insurance coverage and we are not protected against all material hazards, which may adversely affect our business, results of operations and financial condition.***

Our business and assets could suffer damage from fire, natural calamities, misappropriation or other causes, resulting in losses, which may not be compensated by insurance as our company has no insurance coverage. If our Company suffers a large uninsured loss, our business, financial condition and results of operations may be adversely affected.

- 28. *Our Promoter and Directors may have interest in our Company, other than reimbursement of expenses incurred or remuneration.***

Our Promoter and Directors may be deemed to be interested to the extent of the Equity Shares held by them, or their relatives or our Group Entities, and benefits deriving from their directorship and shareholding in our Company. Our Promoter are interested in the transactions entered into between our Company and themselves as well as between our Company and our Group Entities. For further details, please refer to the chapters titled “*Our Business*” and “*Our Promoters and Promoter Group*”, beginning on page nos. 64 and 95 respectively and Annexure XXII - Related Party Transactions under chapter titled “*Financial Statements*” beginning on page no. 102 of this Draft Prospectus.

## **RISK FACTORS RELATED TO EQUITY SHARES**

- 29. *The Equity Shares issued pursuant to the Issue may not be listed on the BSE in a timely manner or at all.***

In accordance with the Indian law and practice, permission for listing and trading of Equity Shares issued pursuant to the Issue will not be granted until after the Equity Shares have been issued and allotted. Approval for listing and trading will require all relevant documents authorizing the issuing of Equity Shares to be submitted and there could therefore be a failure or delay in listing the Equity Shares on the BSE. Any failure or delay in obtaining such approval would restrict your ability to dispose of your Equity Shares.

- 30. *Any further issuance of Equity Shares by Our Company or sales of Equity Shares by any significant shareholders may adversely affect the trading price of the Equity Shares.***

Any future issuance of Equity Shares by our Company could dilute the investors’ shareholding. Any such future issuance of Equity Shares or sales of Equity Shares by any of our significant shareholders may also adversely affect the trading price of the Equity Shares, and could impact our ability to raise capital through an offering of

securities. In addition, any perception by investors that such issuances or sales might occur could also affect the trading price of the Equity Shares.

**31. *There is no existing market for our Equity Shares, and we do not know if one will develop. Our stock price may be highly volatile after the Issue and, as a result, you could lose a significant portion or all of your investment.***

There is no guarantee that our Equity Shares will be listed on the Stock Exchanges in a timely manner or at all and any trading closures at the Stock Exchanges may adversely affect the trading price of our Equity Shares. Prior to the Issue, there has not been a public market for the Equity Shares of our Company. Further, we cannot predict the extent to which investor interest will lead to the development of an active trading market on the Stock Exchanges or how liquid that market will become. If an active market does not develop, you may experience difficulty selling the Equity Shares that you purchased. The Issue Price is not indicative of prices that will prevail in the open market following the Issue. Consequently, you may not be able to sell your Equity Shares at prices equal to or greater than the Issue Price. The market price of the Equity Shares on the Stock Exchanges may fluctuate after listing as a result of several factors, including the following:

- Volatility in the Indian and other Global Securities Markets;
- The performance of the Indian and Global Economy;
- Risks relating to our business and industry, including those discussed in this Draft Prospectus;
- Strategic actions by us or our competitors;
- Investor perception of the investment opportunity associated with the Equity Shares and our future performance;
- Adverse media reports about us, our shareholders or Group Companies;
- Future sales of the Equity Shares;
- Variations in our quarterly results of operations;
- Differences between our actual financial and operating results and those expected by investors and analysts;
- Our future expansion plans;
- Perceptions about our future performance or the performance of Aluminium companies generally;
- Performance of our competitors in the Indian Aluminium industry and the perception in the market about investments in the Aluminium sector;
- Significant developments in the regulation of the Aluminium industry in our key locations;
- Changes in the estimates of our performance or recommendations by financial analysts;
- Significant developments in India's economic liberalization and deregulation policies; and
- Significant developments in India's fiscal and environmental regulations. There has been significant volatility in the Indian stock markets in the recent past, and our Equity Share

Price could fluctuate significantly as a result of market volatility. A decrease in the market price of the Equity Shares could cause you to lose some or all of your investment.

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



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

**33. *Our ability to pay dividends in the future may be affected by any material adverse effect on our future earnings, financial condition or cash flows.***

Our ability to pay dividends in future will depend on our earnings, financial condition and capital requirements, and that of our Subsidiary and the dividends they distribute to us. In the past, we have not made dividend payments to the Shareholders of our Company. The Company may decide to retain all future earnings, if any, for use in the operations and expansion of the business. In such situation, the Company may not declare dividends in the foreseeable future. Any future determination as to the declaration and payment of dividends will be at the discretion of our Board and will depend on factors that our Board deems relevant, including among others, our future earnings, financial condition, cash requirements, business prospects and any other financing arrangements. We cannot state with any certainty whether we will be able to pay dividends in the future. Accordingly, realization of a gain on Shareholders' investments will depend on the appreciation of the price of the Equity Shares. There is no guarantee that our Equity Shares will appreciate in value.

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

Under the Income-tax Act, 1961, capital gains arising from the sale of equity shares in an Indian company are generally taxable in India except any gain realised on the sale of shares on a Stock Exchange held for more than 12 months will not be subject to capital gains tax in India if the Securities Transaction Tax ("STT") has been paid on the transaction. The STT will be levied on and collected by an Indian Stock Exchange on which equity shares are sold. Any gain realised on the sale of shares held for more than 12 months to an Indian resident, which are sold other than on a recognised Stock Exchange and as a result of which no STT has been paid, will be subject to long term capital gains tax in India. Further, any gain realised on the sale of shares on a Stock Exchange held for a period of 12 months or less will be subject to short term capital gains tax. Further, any gain realised on the sale of listed equity shares held for a period of 12 months or less which are sold other than on a recognised stock exchange and on which no STT has been paid, will be subject to short term capital gains tax at a relatively higher rate as compared to the transaction where STT has been paid in India.

In Finance Bill 2017, Section 10(38) was amended to provide that exemption under this section for income arising on transfer of equity share acquired on or after 1st day of October 2004 shall be available only if the acquisition of share is chargeable to STT under Chapter VII of the Finance (No 2) Act, 2004. In this case, this provision becomes effective, sale shares acquired on or after 1st day of October 2004 on which STT was not charged will attract tax under provisions of Long Term Capital Gains.

As per Finance Bill 2018, exemption under section 10(38) for income arising from long term gains on transfer of equity share shall not be available on or after 1st day of April 2018 if the long term capital gains exceeds ₹1,00,000/- p.a. Such income arising from long term gains on transfer of equity share on or after 1st day of April 2018 in excess of ₹1,00,000/- p.a. shall be chargeable at the rate of 10%. Capital gains arising from the sale of shares will be exempt from taxation in India in cases where an exemption is provided under a tax treaty between India and the country of which the seller is a resident. Generally, Indian tax treaties do not limit India's ability to impose tax on capital gains. As a result, residents of other countries may be liable for tax in India as well as in their own jurisdictions on gains arising from a sale of the shares subject to relief available under the applicable tax treaty or under the laws of their own jurisdiction.



## EXTERNAL RISK FACTORS

### ***35. The requirements of being a public listed company may strain our resources and impose additional requirements.***

With the increased scrutiny of the affairs of a public listed company by shareholders, regulators and the public at large, we will incur significant legal, accounting, corporate governance and other expenses that we did not incur in the past. We will also be subject to the provisions of the listing agreements signed with the Stock Exchanges which require us to file unaudited financial results on a quarterly basis. In order to meet our financial control and disclosure obligations, significant resources and management supervision will be required. As a result, management's attention may be diverted from other business concerns, which could have an adverse effect on our business and operations. There can be no assurance that we will be able to satisfy our reporting obligations and/or readily determine and report any changes to our results of operations in a timely manner as other listed companies. In addition, we will need to increase the strength of our management team and hire additional legal and accounting staff with appropriate public company experience and accounting knowledge and we cannot assure that we will be able to do so in a timely manner.

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

The regulatory and policy environment in which we operate is evolving and subject to change. Such changes, including the instances mentioned below, may adversely affect our business, results of operations, financial condition and prospects, to the extent that we are unable to suitably respond to and comply with any such changes in applicable law and policy.

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

A majority of the provisions and rules under the Companies Act, 2013 have recently been notified and have come into effect from the date of their respective notification, resulting in the corresponding provisions of the Companies Act, 1956 ceasing to have effect. The Companies Act, 2013 has brought into effect significant changes to the Indian company law framework, such as in the provisions related to issue of capital, disclosures in Draft Prospectus, corporate governance norms, audit matters, related party transactions, introduction of a provision allowing the initiation of class action suits in India against companies by shareholders or depositors, a restriction on investment by an Indian company through more than two layers of subsidiary investment companies (subject to certain permitted exceptions), prohibitions on loans to directors and insider trading and restrictions on directors and key managerial personnel from engaging in forward dealing. Further, companies meeting certain financial thresholds are also required to constitute a committee of the board of directors for corporate social responsibility activities and ensure that at least 2% of the average net profits of the company during three immediately preceding financial years are utilized for corporate social responsibility activities. Penalties for instances of non-compliance have been prescribed under the Companies Act, 2013, which may result in inter alia, our Company, Directors and key managerial employees being subject to such penalties and formal actions as prescribed under the Companies Act, 2013, should we not be able to comply with the provisions of the New Companies Act within the prescribed timelines, and this could also affect our reputation.

To ensure compliance with the requirements of the Companies Act, 2013 within the prescribed timelines, we may need to allocate additional resources, which may increase our regulatory compliance costs and divert management attention. While we shall endeavour to comply with the prescribed framework and procedures, we may not be in a position to do so in a timely manner.

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

**38. Any changes in the regulatory framework could adversely affect our operations and growth prospects.**

Our Company is subject to various regulations and policies. For details see section titled “Key Industry Regulations and Policies” beginning on page no. 70 of this Draft Prospectus. Our business and prospects could be materially adversely affected by changes in any of these regulations and policies, including the introduction of new laws, policies or regulations or changes in the interpretation or application of existing laws, policies and regulations. There can be no assurance that our Company will succeed in obtaining all requisite regulatory approvals in the future for our operations or that compliance issues will not be raised in respect of our operations, either of which could have a material adverse effect on our business, financial condition and results of operations.

**39. Civil disturbances, extremities of weather, regional conflicts and other political instability may have adverse affects on our operations and financial performance.**

Certain events that are beyond our control such as earthquake, fire, floods and similar natural calamities may cause interruption in the business undertaken by us. Our operations and financial results and the market price and liquidity of our equity shares may be affected by changes in Indian Government policy or taxation or social, ethnic, political, economic or other adverse developments in or affecting India.

**40. Terrorist attacks, civil unrest and other acts of violence or war involving India and other countries could adversely affect the financial markets and our business.**

Terrorist attacks and other acts of violence or war may negatively affect the Indian markets on which our Equity Shares will trade and also adversely affect the worldwide financial markets. These acts may also result in a loss of business confidence, impede travel and other services and ultimately adversely affect our business. In addition, any deterioration in relations between India and neighbouring countries might result in investor concern about stability in the region, which could adversely affect the price of our Equity Shares.

India has also witnessed civil disturbances in recent years and it is possible that future civil unrest as well as other\ adverse social, economic and political events in India could have a negative impact on the value of share prices generally as well as the price of our Equity Shares. Such incidents could also create a greater perception that investment in Indian companies involves a higher degree of risk and could have an adverse impact on our business and the price of our Equity Shares.

**41. Instability in financial markets could materially and adversely affect our results of operations and financial condition.**

The Indian economy and financial markets are significantly influenced by worldwide economic, financial and market conditions. Any financial turmoil, especially in the United States of America or Europe, may have a negative impact on the Indian economy. Although economic conditions differ in each country, investors’ reactions to any significant developments in one country can have adverse effects on the financial and market conditions in other countries. A loss in investor confidence in the financial systems, particularly in other emerging markets, may cause increased volatility in Indian financial markets.

The global financial turmoil, an outcome of the sub-prime mortgage crisis which originated in the United States of America, led to a loss of investor confidence in worldwide financial markets. Indian financial markets have also experienced the contagion effect of the global financial turmoil, evident from the sharp decline in Nifty, NSE’s/ SENSEX, BSE’s benchmark index. Any prolonged financial crisis may have an adverse impact on the Indian economy and us, thereby resulting in a material and adverse effect on our business, operations, financial condition, profitability and price of our Equity Shares.

**42. Any downgrading of India's debt rating by a domestic or international rating agency could adversely affect our Company's business.**

Any adverse revisions to India's credit ratings for domestic and international debt by domestic or international rating agencies may adversely affect our Company's ability to raise additional financing, and the interest rates and other commercial terms at which such additional financing is available. This could harm our Company's business and financial performance and ability to obtain financing for capital expenditures.

## SECTION IV- INTRODUCTION

### SUMMARY OF FINANCIAL INFORMATION

#### STATEMENT OF ASSETS AND LIABILITIES, AS RESTATED

( ₹ in lakhs)

Particulars	As at September 30, 2018
<b>EQUITY AND LIABILITIES</b>	
<b>1.Shareholder's fund</b>	
a)Share Capital	128.80
b)Reserves and surplus	20.99
<b>Total Shareholder's Fund (1)</b>	<b>149.79</b>
<b>2.Non – Current liabilities</b>	
a) Long-term borrowings	247.92
b) Deferred tax liabilities	0.58
<b>Total(2)</b>	<b>248.50</b>
<b>3.Current liabilities</b>	
a) Short-term borrowings	147.50
b) Trade payables	812.94
c) Other current liabilities	154.56
d) Short-term provisions	6.70
<b>Total(3)</b>	<b>1,121.70</b>
<b>TOTAL(1+2+3)</b>	<b>1,519.99</b>
<b>ASSETS</b>	
<b>1.Non - Current Assets</b>	
a) Property, plant & equipment	
i.) Tangible assets	31.40
<b>Total (1)</b>	<b>31.40</b>
<b>2.Current Assets</b>	
a) Inventories	132.41
b) Trade Receivables	1306.29
c) Cash and Cash equivalents	20.33
d) Other current assets	29.56
<b>Total(2)</b>	<b>1,488.59</b>
<b>TOTAL(1+2)</b>	<b>1,519.99</b>

# STATEMENT OF PROFIT AND LOSS, AS RESTATED

( ₹ in lakhs )

Particulars	From June 20 <sup>th</sup> , 2018 to September 30 <sup>th</sup> , 2018
<b>INCOME:</b>	
Revenue from operations	1,022.22
<b>Total Income</b>	<b>1,022.22</b>
<b>EXPENSES:</b>	
Purchase of stock in trade	1,112.12
Changes in inventories of stock in trade	(132.41)
Employee benefit expenses	8.34
Depreciation and amortization expense	0.27
Finance cost	2.28
Other expenses	3.35
<b>Total expenses</b>	<b>993.95</b>
<b>Profit / (Loss) before tax</b>	<b>28.27</b>
<b>Less: Tax expense</b>	
Current tax	6.70
Deferred tax	0.58
<b>Total tax expense</b>	<b>7.28</b>
<b>Net profit / ( loss ) after tax</b>	<b>20.99</b>

# **CASH FLOW STATEMENT, AS RESTATED**

( ₹ in lakhs)

Particulars	From June 20th,2018 to September 30th, 2018
<b>Cash Flow From Operating Activities</b>	
Net Profit before tax and after extra-ordinary items	28.27
Adjustments for items:	
Depreciation and amortisation expense	0.27
<b>Operating Profit Before Working Capital Adjustments</b>	<b>28.54</b>
<b>Adjustment for Changes in Working Capital</b>	
(Increase) / decrease in inventories	(132.41)
(Increase) / decrease in trade receivables	(583.73)
(Increase) / decrease in other current assets	(29.47)
Increase / (decrease) in other current liabilities	151.14
Increase / (decrease) in trade payable	711.95
Cash Flow Generated from Operations	146.02
<b>Direct taxes paid</b>	<b>-</b>
<b>Net Cash flow from Operating Activities (A)</b>	<b>146.02</b>
<b>Cash Flow From Investing Activities</b>	
(Purchase)/Sale of Property, plant & equipment	(0.90)
<b>Net Cash Flow from Investing Activities (B)</b>	<b>(0.90)</b>
<b>Cash Flow From Financing Activities</b>	
Net proceeds from long term borrowings	(134.72)
Net proceeds from short term borrowings	(5.70)
Proceeds from issue of equity shares	15.63
<b>Net Cash Flow from Financing Activities (C)</b>	<b>(124.80)</b>
<b>Net Cash Flow during the year ( A + B + C )</b>	<b>20.33</b>
Cash & Cash equivalent at the beginning of the year	-
<b>Cash &amp; Cash Equivalent at the end of the year</b>	<b>20.33</b>

## THE ISSUE

### PRESENT ISSUE IN TERMS OF THIS DRAFT PROSPECTUS

<b>Equity Shares<sup>(1)</sup> :</b> Present Issue of Equity Shares by our Company <sup>(2)</sup>	31,20,000 Equity Shares of ₹ 10 each for cash at a price of ₹ 10 per share aggregating ₹ 312.00 lakhs
<b>Of which:</b>	
<b>Issue Reserved for the Market Maker</b>	1,60,000 Equity Shares of ₹ 10 each for cash at a price of ₹ 10 per share aggregating ₹ 16.00 lakhs
<b>Net Issue to the Public</b>	29,60,000 Equity Shares of ₹ 10 each for cash at a price of ₹ 10 per share aggregating ₹ 296.00 lakhs
	<b>Of Which<sup>(3)</sup>:</b>
	14,80,000 Equity Shares of ₹ 10 each at a price of ₹ 10 per Equity Share will be available for allocation for Investors of up to ₹ 2.00 lakhs
	14,80,000 Equity Shares of ₹ 10 each at a price of ₹ 10 per Equity Share will be available for allocation for Investors of above ₹ 2.00 lakhs
<b>Equity Shares outstanding prior to the Issue</b>	68,98,000 Equity Shares
<b>Equity Shares outstanding after the Issue</b>	1,00,18,000 Equity Shares
<b>Objects of the Issue</b>	Please see the chapter titled “ <i>Objects of the Issue</i> ” beginning on page no. 47 of this Draft Prospectus

<sup>(1)</sup> This issue is being made in terms of Chapter IX of the SEBI (ICDR) Regulations, 2018, as amended from time to time. For further details, please see the section titled “Issue Related Information” beginning on page no. 150 of this Draft Prospectus.

<sup>(2)</sup> The present Issue has been authorized pursuant to a resolution of our Board dated January 07, 2019 and by Special Resolution passed under Section 62(1)(C) of the Companies Act, 2013 at an Extra-Ordinary General Meeting of our shareholders held with a shorter notice on January 07, 2019.

<sup>(3)</sup> The allocation’ is the net issue to the public category shall be made as per the requirements of Regulation 32(4) of SEBI (ICDR) Regulations, as amended from time to time:

a) Minimum fifty percent to retail individual investors; and

b) Remaining to

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

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

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

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

For further details please refer to the chapter titled “Issue Structure” beginning on page no. 155 of this Draft Prospectus.



## GENERAL INFORMATION

Our Company was incorporated as Gleam Fabmat Limited on June 20, 2018 under the Companies Act, 2013 with the Registrar of Companies, Delhi bearing Registration No.335610. The certificate of incorporation was issued on June 21, 2018 by the Registrar of Companies, Delhi. Further, pursuant to Business Takeover Agreement dated September 15, 2018, our Company acquired the business of M/s. J.P Metals , a proprietorship concern of one of our Promoter Mr. Anil Kumar Gupta

The Company's Corporate Identity Number is U28999DL2018PLC335610

For further details, please refer to the chapter titled "*History and Certain Corporate Matters*" beginning on page no. 76 of this Draft Prospectus.

## BRIEF COMPANY AND ISSUE INFORMATION

<b>Registered Office</b>	<b>Address:</b> 5504/15, G/F, Basti Harpool Singh, Sadar Bazar, North Delhi – 110 006 <b>Tel No:</b> +91 80682 11160 <b>Email:</b> info@gfl.org.in <b>Website:</b> <a href="http://www.gfl.org.in">www.gfl.org.in</a>
<b>Date of Incorporation</b>	June 20, 2018
<b>Company Registration No.</b>	335610
<b>Company Identification No.</b>	U28999DL2018PLC335610
<b>Address of Registrar of Companies</b>	<b>Address:</b> 4th Floor, IFCI Tower, 61, Nehru Place, New Delhi – 110 019. <b>Tel No.:</b> 011-26235703 / 26235708 <b>Fax No.:</b> 011-26235702
<b>Issue Programme</b>	Issue Opens on: [●] Issue Closes on: [●]
<b>Designated Stock Exchange</b>	BSE Limited
<b>Company Secretary &amp; Compliance Officer</b>	<b>Mr. Navneet Gupta</b> <b>Address:</b> 5504/15, G/F, Basti Harpool Singh, Sadar Bazar, North Delhi – 110 006 <b>Tel No:</b> +91 80682 11160 <b>Email:</b> info@gfl.org.in <b>Website:</b> <a href="http://www.gfl.org.in">www.gfl.org.in</a>

## BOARD OF DIRECTORS OF OUR COMPANY

The following table sets forth the Board of Directors of our Company:

Name	Designation	Address	DIN
Mr. Amit Gupta	Managing Director & Chief Financial Officer	Luv – 306, Agrasen Awas, I.p Extn Patparganj, Delhi-110 092	03038181
Mr. Arun Gupta	Whole-Time Director	25/43, 2 <sup>nd</sup> Floor, Shakti Nagar, Delhi – 110 007	05123174
Mr. Anil Kumar Gupta	Whole-Time Director	Luv – 306, Agrasen Awas, I.p Extn Patparganj, Delhi-110 092	08193698
Mrs. Pushpa Gupta	Non Executive Director	Luv – 306, Agrasen Awas, I.p Extn Patparganj, Delhi-110 092	05123161
Mr. Ankit Rastogi	Non Executive Independent Director	Gali No-3, 107/28, East Azad Nagar, Krishna Nagar, Delhi east – 110 031.	08315005
Mr. Kapil Sharma	Non Executive Independent Director	H No. – 1/10, Street No-1, Tukmirpur Extension, Near Delhi Police Camp, Karawal Nagar, North East, Delhi - 110 094	08315014
Mr. Yogesh Agarwal	Non Executive Director	4/1144, Gali No. 11, Opp. Ramleela Ground, Park Bhola Nath Nagar, Shahdara Delhi 110 032	08220994
Mr. Depender Singhal	Non Executive Director	A,140,B,2nd Floor Vivek Vihar Phase-2, Delhi – 110 095	01125550
Mrs. Shivani Gupta	Non Executive Independent Director	H. No-44C, Pocket-AG-1, Vikas Pun, Tilak Nagar West, Delhi – 110 018	07547509

For further details pertaining to the educational qualification and experience of our Directors, for details please refer to the chapter titled “Our Management” beginning on page no. 80 of this Draft Prospectus.

*Investors can contact the Compliance Officer or the Registrar to the Issue in case of any pre or Post-Issue related problems, such as non-receipt of letters of allotment, credit of allotted shares in the respective beneficiary account and unblocking of funds. All grievances relating to the Application process may be addressed to the Registrar to the Issue with a copy to the SCSBs, giving full details such as name, address of Applicant, application number, number of Equity Shares applied for, amount blocked on application and designated branch or the collection centre of the SCSB where the Application Form was submitted by the Applicants.*

## DETAILS OF KEY INTERMEDIARIES PERTAINING TO THIS ISSUE AND OUR COMPANY

### LEAD MANAGERS TO THE ISSUE



#### ARYAMAN FINANCIAL SERVICES LIMITED

60, Khatau Building, Gr. Floor,  
Alkesh Dinesh Modi Marg, Opp. P.J. Tower (BSE Bldg.),  
Fort, Mumbai – 400 001  
Tel. No.: +91 – 22 – 6216 6999  
Website: [www.afsl.co.in](http://www.afsl.co.in)  
Email: [ipo@afsl.co.in](mailto:ipo@afsl.co.in)  
Investor Grievance Email: [feedback@afsl.co.in](mailto:feedback@afsl.co.in)  
Contact Person: Ms. Bansri Gosalia / Mr. Swapnil Ukirde  
SEBI Registration No.: INM000011344

### REGISTRAR TO THE ISSUE



#### BIGSHARE SERVICES PRIVATE LIMITED

1<sup>st</sup> Floor, Bharat Tin Works Building,  
Opp. Vasant Oasis, Makwana Road,  
Marol, Andheri East, Mumbai – 400 059  
Tel: +91 – 22 – 6263 8200  
Email: [ipo@bigshareonline.com](mailto:ipo@bigshareonline.com)  
Website: [www.bigshareonline.com](http://www.bigshareonline.com)  
Investor Grievance Email: [investor@bigshareonline.com](mailto:investor@bigshareonline.com);  
Contact Person: Mr. Babu Raphael  
SEBI Registration No.: INR000001385

### LEGAL COUNSEL TO THE ISSUE



#### M/S KANGA & CO. (ADVOCATE AND SOLICITORS)

Readymoney Mansion,  
43, Veer Nariman Road, Fort,  
Mumbai - 400 001.  
Tel No.: +91 – 22 – 6623 0000, +91 – 22 – 6623 2288  
Email: [chetanthakkar@kangacompany.com](mailto:chetanthakkar@kangacompany.com)  
Website: [www.kangacompany.com](http://www.kangacompany.com)  
Contact Person: Mr. Chetan Thakkar

### STATUTORY AUDITOR OF THE COMPANY

#### M/S. V. N. PUROHIT & CO.

214, New Delhi House, 2<sup>nd</sup> Floor,  
27, Barakhamba Road, New Delhi- 110 001.  
Tel Fax: +91- 11 - 4359 6011  
Email: [vnpdelhi@vnpaudit.com](mailto:vnpdelhi@vnpaudit.com)  
Website: [www.vnpaudit.com](http://www.vnpaudit.com)

**Contact Person:** Mr. O. P. Pareek  
**Peer Review No.:** 008891  
**Membership No.:** 014238  
**Firm Registration No.:** 304040E

#### CHANGES IN THE AUDITORS

Except as disclosed below, there has been no change in the statutory auditors during the three years immediately preceding the date of this Draft Prospectus:

Sr. No.	Date	From	To	Reason for change
1.	September 01, 2018	<b>M/s. CA Mohit Gupta &amp; Co., Chartered Accountants.</b> 3907, Daiwara, Roshhanpura, Nai Sarak, Delhi-110006 <b>Tel:</b> +91-9811951876 <b>Email:</b> taxconsultantindia1@gmail.com <b>Contact Person:</b> Mohit Gupta <b>Peer Review No.:</b> N. A. <b>Membership No.:</b> 527687 <b>Firm Registration No.:</b> 025549N	<b>M/s. V. N. Purohit &amp; Co, Chartered Accountants.</b> 214, New Delhi House, 2 <sup>nd</sup> Floor, 27, Barakhamba Road, New Delhi- 110 001. <b>Tel Fax:</b> +91- 11 - 4359 6011 <b>Email:</b> <a href="mailto:vnpsdelhi@vnpsaudit.com">vnpsdelhi@vnpsaudit.com</a> <b>Website:</b> <a href="http://www.vnpsaudit.com">www.vnpsaudit.com</a> <b>Contact Person:</b> Mr.O.P. Pareek <b>Peer Review No.:</b> 008891 <b>Membership No.:</b> 014238 <b>Firm Registration No.:</b> 304040E	Resignation

#### BANKER(S) TO OUR COMPANY

[•]

#### BANKER(S) TO THE ISSUE

[•]

#### SELF CERTIFIED SYNDICATE BANKS

The lists of banks that have been notified by SEBI to act as SCSB for the Applications Supported by Blocked Amount (ASBA) Process are provided on the website of SEBI on <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes>. For details on Designated Branches of SCSBs collecting the Application Forms, please refer to the above mentioned SEBI link.

#### BROKERS TO THIS ISSUE

Applicants can submit Application Forms in the Issue using the stock brokers network of the Stock Exchanges, i.e., through the Registered Brokers at the Broker Centres. 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 SEBI ([www.sebi.gov.in](http://www.sebi.gov.in)) and updated from time to time. For details on Registered Brokers, please refer <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 the SEBI on <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes>, 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. The list of branches of the SCSBs named by the respective SCSBs to receive deposits of the Bid cum Application Forms from the Designated Intermediaries will be available on the website of the SEBI ([www.sebi.gov.in](http://www.sebi.gov.in)) on <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes> and updated from time to time.

## 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 ₹ 10,000 lakhs and hence our Company has not appointed a monitoring agency for this Issue. However, as per Section 177 of the Companies Act, 2013, the Audit Committee of our Company, would be monitoring the utilization of the proceeds of the Offer.

## IPO GRADING

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

## REGISTERED BROKERS

In terms of SEBI circular no. CIR/CFD/14/2012 dated October 4, 2012, Applicants can submit Application Forms in the Issue using the stock brokers network of the BSE SME i.e., through the Registered Brokers at the Broker Centers.

The list of the Registered Brokers, including details such as postal address, telephone number and e-mail address, is provided on the website of BSE. The details of the Broker Centers of the Registered Brokers will be available on the website of SEBI.

## REGISTRAR AND SHARE TRANSFER AGENTS

In terms of SEBI circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015, Applicants can submit Application Forms with RTAs who are registrars and transfer agents registered with SEBI and have furnished their details to BSE for acting in such capacity.

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 BSE.

## TRUSTEES

This being an Issue of Equity Shares, the appointment of trustees is not required.

## DETAILS OF THE APPRAISING AUTHORITY

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

## CREDIT RATING

This being an Issue Equity Shares, credit rating is not required.

## EXPERT OPINION

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

Our Company has received written consent from the Statutory Auditor namely, M/S. V. N. Purohit & Co., Chartered Accountants, to include their name in respect of the reports on the Restated Financial Statements dated January 07, 2019 and the Statement of Tax Benefits dated January 07, 2019, issued by them and included in this Draft Prospectus, as required under section 26(1)(a)(v) of the Companies Act, 2013 in this Draft Prospectus and as "Expert" as defined

under section 2(38) of the Companies Act, 2013 and such consent has not been withdrawn as on the date of this Draft Prospectus.

However, the term “expert” shall not be construed to mean an “expert” as defined under the U.S. Securities Act.

## FILING OF OFFER DOCUMENT

The Draft Prospectus has not been filed with SEBI, nor has SEBI issued any observation on the Offer Document in terms of Regulation 246 of SEBI (ICDR), 2018. However, pursuant to sub regulation (5) of regulation 246, the copy of Draft Prospectus shall also be furnished to the board in a soft copy. 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 online through SEBI Intermediary Portal at [www.sebi.gov.in](http://www.sebi.gov.in). A copy of the Prospectus along with the documents required to be filed under Section 26 of the Companies Act, 2013 will be delivered to the Registrar of Company, Mumbai, situated at 4th Floor, IFCI Tower, 61, Nehru Place, New Delhi – 110 019.

## ISSUE PROGRAMME

An indicative time table in respect of the Issue is set out below:

Event	Indicative Date
Issue Opening Date	[●]
Issue Closing Date	[●]
Finalisation of Basis of Allotment with the Designated Stock Exchange	[●]
Initiation of Allotment / Refunds / Unblocking of Funds	[●]
Credit of Equity Shares to demat accounts of Allottees	[●]
Commencement of trading of the Equity Shares on the Stock Exchange	[●]

The above timetable is indicative and does not constitute any obligation on our Company or the Lead Manager. Whilst our Company shall ensure that all steps for the completion of the necessary formalities for the listing and the commencement of trading of the Equity Shares on the Stock Exchange are taken within 6 Working Days of the Issue Closing Date, the timetable may change due to various factors, such as extension of the Issue Period by our Company, or any delays in receiving the final listing and trading approval from the Stock Exchange. The Commencement of trading of the Equity Shares will be entirely at the discretion of the Stock Exchange and in accordance with the applicable laws.

Applications and any revision to the same shall be accepted **only between 10.00 a.m. and 5.00 p.m. (IST)** during the Issue Period (except for the Issue Closing Date). On the Issue Closing Date, the Applications and any revision to the same shall be accepted between **10.00 a.m. and 3.00 p.m. (IST)** or such extended time as permitted by the Stock Exchanges, in case of Applications by Retail Individual Applicants after taking into account the total number of applications received up to the closure of timings and reported by the Lead Manager to the Stock Exchanges. It is clarified that Applications not uploaded on the electronic system would be rejected. Applications will be accepted only on Working Days, i.e., Monday to Friday (excluding any public holiday).

Due to limitation of time available for uploading the Applications on the Issue Closing Date, the Applicants are advised to submit their Applications one day prior to the Issue Closing Date and, in any case, no later than 3.00 p.m. (IST) on the Issue Closing Date. All times mentioned in this Prospectus are Indian Standard Times. Applicants are cautioned that in the event a large number of Applications are received on the Issue Closing Date, as is typically experienced in public offerings, some Applications may not get uploaded due to lack of sufficient time. Such Applications that cannot be uploaded will not be considered for allocation under the Issue. Applications will be accepted only on Business Days. Neither our Company nor the Lead Manager is liable for any failure in uploading the Applications due to faults in any software/hardware system or otherwise.

In accordance with the SEBI Regulations, QIBs and Non-Institutional Applicants are not allowed to withdraw or lower the size of their Applications (in terms of the quantity of the Equity Shares or the Applications Amount) at any stage. Retail Individual Applicants can revise or withdraw their Applications prior to the Issue Closing Date. Except Allocation to Retail Individual Investors, Allocation in the Issue will be on a proportionate basis.

In case of discrepancy in the data entered in the electronic book vis-à-vis the data contained in the physical or the electronic Application Form, for a particular Applicant, the details as per the file received from the Stock Exchange may be taken as the final data for the purpose of Allotment. In case of discrepancy in the data entered in the electronic book vis-à-vis the data contained in the physical or electronic Application Form, for a particular ASBA Applicant, the Registrar to the Issue shall ask the relevant SCSB or the member of the Syndicate for rectified data.

## UNDERWRITING

This Issue is 100% Underwritten. The Underwriting agreement is dated January 07, 2019 Pursuant to the terms of the Underwriting Agreement, the obligations of the Underwriters are several and are subject to certain conditions specified therein. The Underwriters have indicated their intention to underwrite the following number of specified securities being offered through this Issue:

Details of the Underwriters	No. of Shares Underwritten	Amt Underwritten (₹ in Lakhs)	% of the Total Issue Size Underwritten
<b>Aryaman Financial Services Limited</b> 60, Khatau Building, Gr. Floor, Alkesh Dinesh Modi Marg, Opp. P.J. Tower (BSE Bldg.), Fort, Mumbai – 400 001 <b>Tel. No.:</b> +91 – 22 – 6216 6999 <b>Email:</b> <a href="mailto:ipo@afsl.co.in">ipo@afsl.co.in</a>	29,60,000	296.00	94.87%
<b>Aryaman Capital Markets Limited</b> 60, Khatau Building, Gr. Floor, Alkesh Dinesh Modi Marg, Opp. P.J. Tower (BSE Bldg.), Fort, Mumbai – 400 001 <b>Tel. No.:</b> +91 22 6216 6999 <b>Email:</b> aryacapm@gmail.com	1,60,000	16.00	5.13%
<b>Total</b>	<b>31,20,0000</b>	<b>312.00</b>	<b>100.00%</b>

As per Regulation 260(2) of SEBI (ICDR) Regulations, 2018, the Lead Manager has agreed to underwrite to a minimum extent of 15% of the Issue out of its own account.

In the opinion of the Board of Directors (based on certificate given by the Underwriters), the resources of the above mentioned Underwriters are sufficient to enable them to discharge their respective underwriting obligations in full. The above – mentioned Underwriters are registered with SEBI under Section 12(1) of the SEBI Act or registered as broker with the Stock Exchange.

## WITHDRAWAL OF THE ISSUE

Our Company in consultation with the Lead Managers, reserves the right not to proceed with the Issue at any time after the Issue Opening Date but before the Board meeting for Allotment. In such an event our Company would issue a public notice in the newspapers, in which the pre-issue advertisements were published, within two days of the issue Closing Date or such other time as may be prescribed by SEBI, providing reasons for not proceeding with the Issue. The Lead Manager, through the Registrar to the Issue, shall notify the SCSBs to unblock the bank accounts of the ASBA Applicants within one day of receipt of such notification. Our Company shall also promptly inform the Stock Exchange on which the Equity Shares were proposed to be listed. Notwithstanding the foregoing, the Issue is also subject to obtaining the final listing and trading approvals of the Stock Exchange, which our Company shall apply for after Allotment. If our Company withdraws the Issue at any stage including after the Issue Closing Date and thereafter determines that it will proceed with an IPO, our Company shall be required to file a fresh Draft Prospectus.



## MARKET MAKER



### ARYAMAN CAPITAL MARKETS LIMITED

60, Khatau Building, Ground Floor, Alkesh Dinesh Modi Marg  
Opp. P.J. Tower (BSE Building), Fort, Mumbai 400 001

**Tel. No.:** +91 22 6216 6999

**Fax No.:** +91 22 2263 0434

**Email:** [aryacapm@gmail.com](mailto:aryacapm@gmail.com)

**Contact Person:** Mr. Harshad Dhanawade

**SEBI Registration No.:** INZ000004739

**Market Maker Reg. No.:** SMMM0651421122012

### Details of the Market Making Arrangement for this Issue

Our Company and the Lead Managers, have entered into an agreement dated January 07, 2019 with Aryaman Capital Markets Limited ("ACML"), a Market Maker registered with SME Platform of BSE in order to fulfil the obligations of Market Making

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

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

1. The Market Maker shall be required to provide a 2-way quote for 75% of the time in a day. The same shall be monitored by the Stock Exchange. Further, the Market Maker shall inform the exchange in advance for each and every black out period when the quotes are not being offered by the Market Maker.
2. The minimum depth of the quote shall be ₹ 1,00,000. However, the investors with holdings of value less than ₹ 1,00,000 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.
3. The Inventory Management and Buying/Selling Quotations and its mechanism shall be as per the relevant circulars issued by SEBI and SME Platform of BSE from time to time.
4. Execution of the order at the quoted price and quantity must be guaranteed by the Market Maker, for the quotes given by him.
5. There would not be more than five Market Makers for a script at any point of time and the Market Makers may compete with other Market Makers for better quotes to the investors.
6. The shares of the Company will be traded in continuous trading session from the time and day the company gets listed on SME Platform of BSE and Market Maker will remain present as per the guidelines mentioned under BSE and SEBI circulars.
7. 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 or 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.
8. 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.
9. The Market Maker shall have the right to terminate the said arrangement by giving a three months notice or on mutually acceptable terms to the Lead Manager, who shall then be responsible to appoint a replacement Market Maker.

In case of termination of the above mentioned Market Making Agreement prior to the completion of the compulsory Market Making period, it shall be the responsibility of the Lead Manager to arrange for another Market Maker in replacement during the term of the notice period being served by the Market Maker but prior to the date of releasing the existing Market Maker from its duties in order to ensure compliance with the requirements of regulation 261 of the SEBI (ICDR) Regulations, 2018. Further the Company and the Lead Manager reserve the right to appoint other Market Makers either as a replacement of the current Market Maker or as an additional Market Maker subject to the total number of Designated Market Makers does not exceed five or as specified by the relevant laws and regulations applicable at that particulars point of time.

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

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

12. Pursuant to SEBI Circular number CIR/MRD/DSA/31/2012 dated November 27, 2012, limits on the upper side for Markets 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 ₹ 20 Crore	25%	24%
₹ 20 Crore to ₹ 50 Crore	20%	19%
₹ 50 Crore to ₹ 80 Crore	15%	14%
Above ₹ 80 Crore	12%	11%

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

## CAPITAL STRUCTURE

The share capital of the Company as on the date of this Draft Prospectus is set forth below:

(₹ in lakhs, except share data)

Sr. No.	Particulars	Aggregate Value at Nominal Value	Aggregate Value at Issue Price
<b>A</b>	<b>Authorised Share Capital</b>		
	1,05,00,000 Equity Shares of face value of ₹ 10 each	1050.00	-
<b>B</b>	<b>Issued, Subscribed and Paid-up Share Capital before the Issue</b>		
	68,98,000 Equity Shares of face value of ₹ 10 each	689.80	-
<b>C</b>	<b>Present Issue in terms of this Draft Prospectus<sup>(1)</sup></b>		
	Issue of 31,20,000 Equity Shares of ₹ 10 each at a price of ₹ 10 per equity Share	312.00	312.00
	<b>Which comprises:</b>		
	1,60,000 Equity Shares of ₹ 10 each at a price of ₹ 10 per Equity Share reserved as Market Maker Portion	16.00	16.00
	Net Issue to Public of 29,60,000 Equity Shares of ₹ 10 each at a price of ₹ 10 per Equity Share to the Public	296.00	296.00
	<b>Of which<sup>(2)</sup>:</b>		
	14,80,000 Equity Shares of ₹ 10 each at a price of ₹ 10 per Equity Share will be available for allocation for Investors of up to ₹ 2.00 lakhs	148.00	148.00
	14,80,000 Equity Shares of ₹ 10 each at a price of ₹ 10 per Equity Share will be available for allocation for Investors of above ₹ 2.00 lakhs	148.00	148.00
<b>D</b>	<b>Paid-up Equity Share Capital after the Issue</b>		
	1,00,18,000 Equity Shares of ₹ 10 each	1001.80	
<b>E</b>	<b>Securities Premium Account</b>		
	Before the Issue (as on date of this Draft Prospectus)	Nil	
	After the Issue	Nil	

<sup>(1)</sup> The present Issue has been authorized pursuant to a resolution of our Board dated January 07, 2019 and by Special Resolution passed under Section 62(1)(C) of the Companies Act, 2013 at an Extra-Ordinary General Meeting of our shareholder held with a shorter notice on January 07, 2019

<sup>(2)</sup> Allocation to all categories shall be made on a proportionate basis subject to valid Applications received at or above the Issue Price. Under subscription, if any, in any of the categories, would be allowed to be met with spill-over from any of the other categories or a combination of categories at the discretion of our Company in consultation with the Lead Manager and Designated Stock Exchange. Such inter-se spill over, if any, would be affected in accordance with applicable laws, rules, regulations and guidelines.

Our Company has no outstanding convertible instruments as on the date of this Draft Prospectus.

### Changes in Authorized Share Capital

Since incorporation, the capital structure of our Company has been altered in the following manner:

1. The initial authorised share capital of ₹ 10,00,000 divided into 1,00,000 Equity Shares of ₹ 10 each was increased to ₹ 6,00,00,000 divided into 60,00,000 Equity Shares of ₹ 10 each, pursuant to resolution of shareholders passed at the EGM held on July 26, 2018.

2. The authorised share capital of ₹ 6,00,00,000 divided into 60,00,000 Equity Shares of ₹ 10 each was increased to ₹ 10,50,00,000 divided into 10,50,000 Equity Shares of ₹ 10 each, pursuant to resolution of shareholders passed at the EGM held on December 29, 2018.

## NOTES TO THE CAPITAL STRUCTURE

### 1) Share Capital History of our Company:

#### a) Equity Share Capital

Our Company has made allotments of Equity Shares from time to time. The following is the Equity Share Capital Build-up of our Company:

Date of Allotment of Equity Shares	No. of Equity Shares	Face Value (₹)	Issue Price (₹)	Nature / Reason of Allotment	Nature of Consideration	Cumulative No. of Equity Shares	Cumulative Paid Up Share Capital (₹)	Cumulative Share Premium (₹)
Upon Incorporation	38,000	10	10	Subscription to MOA	Cash	38,000	3,80,000	
September 19, 2018 <sup>(1)</sup>	12,50,000	10	10	Business Takeover	Other than Cash	12,88,000	1,28,80,000	Nil
January 05, 2019	56,10,000	10	10	Right Issue <sup>(2)</sup>	Cash	68,98,000	6,89,80,000	Nil

<sup>(1)</sup> Pursuant to Business takeover Agreement dated September 15, 2018, our company acquired business of M/s. J.P.Metals (Proprietorship of Mr. Anil Gupta, by issue of 12,50,000 Equity shares of face value of ₹ 10 each to Mr. Anil Gupta.

<sup>(2)</sup> Pursuant to Board Meeting held on January 05, 2019 our Company has allotted 56,10,000 equity shares to Mr. Amit Gupta & Mr. Arun Gupta against Conversion of outstanding unsecured loan on rights basis.

- b) Our Company has not issued Equity Shares for consideration other than cash or out of Revaluation Reserves except as mentioned below :

Date of Allotment	No. of Equity Shares	FV (₹)	Issue Price (₹)	Nature of Allotment	Allotted Person	Benefits Accrued to the Company
September 19, 2018 <sup>(1)</sup>	12,50,000	10	10	Pursuant to acquisition of business of M/s. J P Metals pursuant to Business Takeover Agreement	Mr. Anil Gupta	Acquisition of Business

<sup>(1)</sup> Pursuant to Business takeover Agreement dated September 15, 2018, our company acquired business of M/s. J.P.Metals (Proprietorship of Mr. Anil Gupta, by issue of 12,50,000 Equity shares of face value of ₹ 10 each to Mr. Anil Gupta

- c) No shares have been allotted in terms of any scheme approved under sections 391-394 of the Companies Act, 1956 or Sections 230-234 of the Companies Act, 2013.
- d) Our Company has not issued any shares pursuant to an Employee Stock Option Scheme.
- e) No shares have been issued at a price lower than the Issue Price within the last one year from the date of this Draft Prospectus.

**f) Shareholding pattern of our Company**

The following is the shareholding pattern of the Company as on the date of this Draft Prospectus

Category (I)	Category of Share- holder (II)	No. of Share-holder (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)	Share holding 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 Underlying Outstanding Convertible securities (incl. Warrants) (X)	Share Holding as a % assuming Full convertible securities (as a % of Diluted Share Capital)(XI)=(VII)+(X) As a % of (A+B+C2)	Number of Locked In shares (XII)		No. of shares Pledged Or Otherwise encumbered (XIII)		No. of Equity shares held in De-mat form (XIV)
								No of voting Right			Total As a %of(A+B+C)			No (a)	As a %of total shares held (b)	No (a)	As a % of total shares held (b)	
								Class-Equity	Classes	Total								
(A)	Promoter & Promoter Group	7	68,98,000	-	-	68,98,000	100.00%	68,98,000	-	68,98,000	100.00%	-	100.00%	-	-	-	-	[●]
(B)	Public	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(C)	Non Promoter Non Public	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(C1)	Shares Underlying DRs	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(C2)	Shares held by Employee Trusts	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Total	7	68,98,000	-	-	68,98,000	100.00%	68,98,000	-	68,98,000	100.00%	-	100.00%	-	-	-	-	[●]

- i. The list of Shareholders holding 1% or more of the paid-up Share Capital of our Company as on the date of this Draft Prospectus are:

Sr. No.	Particulars	No. of Shares	% of Shares to Pre – Issue Share Capital
1	Mr. Amit Gupta	28,67,500	41.57%
2	Mr. Arun Gupta	27,62,500	40.04%
3	Mr. Anil Kumar Gupta	12,55,000	18.19%
<b>Total</b>		<b>68,85,000</b>	<b>99.08%</b>

- ii. The list of Shareholders holding 1% or more of the paid-up Share Capital of our Company ten days prior to date of this Draft Prospectus are:

Sr. No.	Particulars	No. of Shares	% of Shares to Pre – Issue Share Capital
1	Mr. Anil Kumar Gupta	12,55,000	97.44%
<b>Total</b>		<b>12,55,000</b>	<b>97.44%</b>

- iii. The list of Shareholders holding 1% or more of the paid-up Share Capital of our Company one year and two years prior to date of this Draft Prospectus is not applicable as the company was incorporated on June 20, 2018.

- g) Except as disclosed in the Draft Prospectus, our Company presently does not have any intention or proposal to alter its capital structure for a period of six months commencing from the date of opening of this Issue, by way of split / consolidation of the denomination of Equity Shares or further issue of Equity Shares or securities convertible into Equity Shares, whether on a preferential basis or issue of bonuses or rights or further public issue of specified securities or Qualified Institutional Placement.

#### h) Shareholding of our Promoter

Set forth below are the details of the build-up of shareholding of our Promoter:

Date of Allotment / Transfer	Nature of Transaction	Consideration	No. of Shares	F.V (₹)	Issue / Transfer Price (₹)	Cumulative no. of Shares	% of Pre-Issue Paid Up Capital	% of Post-Issue Paid Up Capital	Lock in Period
<b>Mr. Amit Gupta</b>									
On Incorporation	Subscription to MOA	Cash	10,000	10	10	10,000	0.14%	0.09%	1 Year
January 05, 2019 <sup>(2)</sup>	Rights Issue	Cash	10,10,000	10	10	28,67,500	41.42%	28.52%	3 Year
			18,47,500						1 Year

Date of Allotment / Transfer	Nature of Transaction	Consideration	No. of Shares	F.V (₹)	Issue / Transfer Price (₹)	Cumulative no. of Shares	% of Pre-Issue Paid Up Capital	% of Post-Issue Paid Up Capital	Lock in Period
<b>Mr. Anil Kumar Gupta</b>									
On Incorporation	Subscription to MOA	Cash	5,000	10	10	5,000	0.072%	0.04%	1 Year
September 19, 2018 <sup>(1)</sup>	Pursuant to acquisition	Cash	12,50,000	10	10	12,55,000	18.12%	12.47%	1 Year

Date of Allotment / Transfer	Nature of Transaction	Consideration	No. of Shares	F.V (₹)	Issue / Transfer Price (₹)	Cumulative no. of Shares	% of Pre-Issue Paid Up Capital	% of Post-Issue Paid Up Capital	Lock in Period
	of business of M/s. J.P Metals pursuant to Business Takeover Agreement								

Date of Allotment / Transfer	Nature of Transaction	Consideration	No. of Shares	F.V (₹)	Issue / Transfer Price (₹)	Cumulative no. of Shares	% of Pre-Issue Paid Up Capital	% of Post-Issue Paid Up Capital	Lock in Period
<b>Mr. Arun Gupta</b>									
On Incorporation	Subscription to MOA	Cash	10,000	10	10	10,000	0.14%	0.09%	1 Year
January 05, 2019 <sup>(2)</sup>	Rights Issue	Cash	10,10,000 17,42,500	10	10	27,62,500	30.90%	27.47%	3 Year 1 Year

- <sup>(1)</sup> Pursuant to Business Takeover Agreement dated September 15, 2018, our Company acquired the business of M/s. J.P Metals (Proprietorship concern of Mr. Anil Kumar Gupta), by issue of 12,50,000 Equity shares of face value of ₹ 10 each to Mr. Anil Kumar Gupta
- <sup>(2)</sup> Pursuant to Board Meeting held on January 05, 2018 our Company has issued equity shares on Right basis in ratio of 5:1 Certain part of consideration is financed through loans received from promoters and part is financed through cash.

**Notes:**

- None of the shares belonging to our Promoter have been pledged till date.
  - The entire Promoter' shares shall be subject to lock-in from the date of allotment of the equity shares issued through this Draft Prospectus for periods as per applicable Regulations of the SEBI (ICDR) Regulations. For details please see Note no. h i.e Shareholding of Our Promoter.
  - Our Promoter have confirmed to the Company and the Lead Managers that the Equity Shares held by our Promoter have been financed from their personal funds and no loans or financial assistance from any bank or financial institution has been availed by them for this purpose.
  - All the shares held by our Promoter, were fully paid-up on the respective dates of acquisition of such shares.
- i) Our Company has seven (7) shareholders, as on the date of this Draft Prospectus.
- j) **Pre-Issue and Post Issue Shareholding of our Promoter and Promoter' Group**
- i. Set forth is the shareholding of our Promoter and Promoter Group before and after the proposed Issue:



Category of Promoter	Pre Issue		Post Issue	
	No. of Shares	% of Pre-Issue Paid Up Capital	No. of Shares	% of Post-Issue Paid Up Capital
<b>1. Promoter</b>				
Mr. Amit Gupta	28,67,500	41.57%	28,67,500	28.62%
Mr. Anil Kumar Gupta	12,55,000	18.19%	12,55,000	12.52%
Mr. Arun Gupta	27,62,500	40.04%	27,62,500	27.57%
<b>Total</b>	<b>68,85,000</b>	<b>99.08%</b>	<b>68,85,000</b>	<b>68.71%</b>
<b>2. Promoter Group (as defined by SEBI (ICDR) Regulations)</b>	-	-	-	-
Mrs. Pushpa Gupta	10,000	0.14%	10,000	0.09%
Mrs. Anita Aggarwal	1,000	Negligible	1,000	Negligible
Mrs. Garima Gupta	1,000	Negligible	1,000	Negligible
Mr. Sonu Aggarwal	1,000	Negligible	1,000	Negligible
<b>3. Other Persons, Firms or Companies whose shareholding is aggregated for the purpose of disclosing in the Draft Prospectus under the heading “Shareholding of the Promoter Group”.</b>	-	-	-	-
<b>Total Promoter &amp; Promoter Group Holding</b>	<b>68,98,000</b>	<b>100.00%</b>	<b>68,98,000</b>	<b>68.86%</b>
<b>Total Paid up Capital</b>	<b>68,98,000</b>	<b>100.00%</b>	<b>1,00,18,000</b>	<b>100.00%</b>

- ii. Except as disclosed, none of the members of the Promoter, Promoter Group, Directors and their immediate relatives have purchased or sold any Equity shares of our Company within the last six months from the date of the Draft Prospectus.
- iii. None of the members of the Promoter Group, Directors and their immediate relatives have financed the purchase by any other person of Equity shares of our Company other than in the normal course of business of the financing entity within the period of six months immediately preceding the date of this Draft Prospectus.

**k) Promoter’ Contribution and other Lock-In details:**

**i. Details of Promoter’ Contribution locked-in for 3 years**

Pursuant to the Regulation 236 and 238 of the SEBI (ICDR) Regulations, an aggregate of 20% of the Post-Issue Equity Share Capital held by our Promoter shall be considered as promoter’ contribution (“**Promoter’ Contribution**”) and locked-in for a period of three years from the date of Allotment. The lock-in of the Promoter’ 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.

The details of the Promoter’s Equity Shares proposed to be locked-in for a period of three years are as follows:

Name of Promoter	No. of Shares locked in <sup>(1)</sup>	As a % of Post Issue Share Capital
Mr. Amit Gupta	10,10,000	10.08%
Mr. Arun Gupta	10,10,000	10.08%
<b>Total</b>	<b>20,20,000</b>	<b>20.16%</b>

<sup>(1)</sup>For details on the date of Allotment of the above Equity Shares, the nature of Allotment, face value and the price at which they were acquired, please refer Note no. 1(h) under “Notes to Capital Structure” on page no. 42 of this Draft Prospectus.

We confirm that in compliance with regulation 237 of SEBI ICDR Regulations, the minimum Promoter contribution of 20% as shown above which is subject to lock-in for three years does not consist of:

- Equity Shares acquired during the preceding three years for consideration other than cash and out of revaluation of assets or capitalization of intangible assets or bonus shares out of revaluation reserves or reserves without accrual of cash resources.
- Equity Shares acquired by the Promoter during the preceding one year, at a price lower than the price at which Equity Shares are being issued to public in the Issue.
- The Equity Shares held by the Promoter and offered for minimum 20% Promoter' Contribution are not subject to any pledge.
- Equity Shares for which specific written consent has not been obtained from the shareholders for inclusion of their subscription in the minimum Promoter' Contribution subject to lock-in.

**We further confirm that our Promoter' Contribution of 20% of the Post Issue Equity does not include any contribution from Alternative Investment Funds.**

ii. *Details of Shares locked-in for one year*

- Pursuant to Regulation 238(b) of the SEBI (ICDR) Regulations, in addition to the Promoter' Contribution to be locked-in for a period of 3 years, as specified above, the entire Pre-Issue Equity Share capital will be locked in for a period of one (1) year from the date of Allotment in this Issue.
  - Pursuant to Regulation 242 of the SEBI Regulations, the Equity Shares held by our Promoter can be pledged only with banks or financial institutions as collateral security for loans granted by such banks or financial institutions for the purpose of financing one or more of the objects of the issue and the pledge of shares is one of the terms of sanction of such loan. However, as on date of this Draft Prospectus, none of the Equity Shares held by our Promoter have been pledged to any person, including banks and financial institutions.
  - Pursuant to Regulation 243 of the SEBI (ICDR) Regulations, Equity Shares held by our Promoter, which are locked in as per Regulation 238 of the SEBI (ICDR) Regulations, may be transferred to and amongst our Promoter/ Promoter Group or to a new promoter or persons in control of our Company subject to continuation of the lock-in in the hands of the transferees for the remaining period and compliance with Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulations, 2011 as applicable.
  - Pursuant to Regulation 243 of the SEBI (ICDR) Regulations, Equity Shares held by shareholders other than our Promoter, which are locked-in as per Regulation 239 of the SEBI (ICDR) Regulations, may be transferred to any other person holding shares, subject to continuation of the lock-in in the hands of the transferees for the remaining period and compliance with Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulations, 2011 as applicable.
- Neither the Company, nor it's Promoters, Directors or the Lead Managers have entered into any buyback and/or standby arrangements for purchase of Equity Shares of the Company from any person.
  - None of our Directors or Key Managerial Personnel holds Equity Shares in the Company, except as stated in the chapter titled "*Our Management*" beginning on page no. 80 of this Draft Prospectus.
  - Investors may note that in case of over-subscription, allotment will be on proportionate basis as detailed under "*Basis of Allotment*" in the chapter titled "*Issue Procedure*" beginning on page no. 158 of this Draft Prospectus. In case of over-subscription in all categories the allocation in the Issue shall be as per the requirements of Regulation 253 (2) of SEBI (ICDR) Regulations, as amended from time to time.
  - An investor cannot make an application for more than the number of Equity Shares offered in this Issue, subject to the maximum limit of investment prescribed under relevant laws applicable to each category of investor.

- p) An over-subscription to the extent of 10% of the 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 Issue, as a result of which, the post-issue paid up capital after the Issue would also increase by the excess amount of allotment so made. In such an event, the Equity Shares held by the Promoter and subject to lock- in shall be suitably increased; so as to ensure that 20% of the post Issue paid-up capital is locked in.
- q) 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. Such inter-se spill over, if any, would be effected in accordance with applicable laws, rules, regulations and guidelines
- r) No payment, direct, indirect in the nature of discount, commission, and allowance, or otherwise shall be made either by us or by our Promoter to the persons who receive allotments, if any, in this Issue.
- s) As on date of this Draft Prospectus, there are no outstanding financial instruments or any other rights that would entitle the existing Promoter or shareholders or any other person any option to receive Equity Shares after the Issue.
- t) As on date of this Draft Prospectus, the entire issued share capital of our Company is fully paid-up. The Equity Shares issued through this Public Issue will be fully paid up.
- u) There shall be only one denomination of Equity Shares of our Company unless otherwise permitted by law. Our Company shall comply with disclosure and accounting norms as may be specified by SEBI from time to time.
- v) Since the entire application money is being called on application, all successful applications, shall be issued fully paid up shares only.
- w) We have not issued any Equity Shares out of revaluation reserves. We have not issued any Equity Shares for consideration other than cash except as stated in this Draft Prospectus.
- x) As on date of this Draft Prospectus, there are no outstanding ESOP's, warrants, options or rights to convert debentures, loans or other instruments convertible into the Equity Shares, nor has the company ever allotted any equity shares pursuant to conversion of ESOP's till date.
- y) Our Company shall ensure that transactions in the Equity Shares by our Promoter and our Promoter Group between the date of this Draft Prospectus and the Issue Closing Date shall be reported to the Stock Exchange within 24 hours of such transaction.
- z) Our Promoter and Promoter Group will not participate in the Issue.
- aa) The Lead Manager and its associates do not directly or indirectly hold any shares of the Company.
- bb) Our Company has not revalued its assets and we do not have any revaluation reserves till date.

Our Company has not made any public issue (including any rights issue to the public) since its incorporation.

## OBJECTS OF THE ISSUE

The objectives of the issue are to raise funds for

- (a) Working capital requirements
- (b) Funding expenditure for General Corporate Purposes

Further, our Company expects that the listing of the Equity Shares on the stock exchange will enhance our visibility and our brand image among our existing and potential stakeholders.

The Main Objects clause as set out in the Memorandum of Association enables our Company to undertake its existing activities and the activities for which funds are being raised by our Company through the Present Issue.

### Issue Proceeds

Particulars	Amt. (₹ in lakhs)
Gross Proceeds from the Issue	312.00
Less: Issue Expenses	42.56
<b>Net Proceeds from the Issue</b>	<b>269.44</b>

### Requirement of Funds and utilization of Issue proceeds

The fund requirements described below are based on internal management estimates and our Company's current business plan and have not been appraised by any bank, financial institution.

We intend to utilize the Net Proceeds of the Issue ("Net Proceeds") of ₹ 269.44 lakhs for financing the objects as set forth below:

Sr. No.	Particulars	Amt. (₹ in lakhs)
1.	Working Capital Requirements	248.95
2.	Funding expenditure for General Corporate Purposes	20.49
	<b>Total</b>	<b>269.44</b>

*\* The above utilization of funds is expected to complete in FY 2018-19.*

### Means of Finance

The entire fund requirements are to be financed from the Net Issue Proceeds, and there is no requirement to make firm arrangements of finance under Regulation 230 (1)(e) of the SEBI Regulations through verifiable means towards at least 75% of the stated means of finance, excluding the amounts to be raised through the Issue.

In case of variations in the actual utilization of funds earmarked for the purposes set forth above, increased fund requirements for a particular purpose may be financed by surplus funds, if any, available in respect of the other purposes for which funds are being raised in this Issue.

If surplus funds are unavailable or in case of cost overruns, we expect that the shortfall will be met from internal accruals and/or entering into funding arrangements as required. Any variation in the objects of the Issue shall be undertaken in accordance with the terms of the Companies Act and the rules framed thereunder.

In case of delays in raising funds from the Issue, our Company may deploy certain amounts towards any of the above mentioned objects through a combination of Internal Accruals or Unsecured / Bridge Loans and in such case the Funds raised shall be utilized towards recouping of Internal Accruals. However, we confirm that except as mentioned below no unsecured / bridge financing has been availed as on date for the above mentioned objects, which is subject to being repaid from the Issue Proceeds.

The fund requirement and deployment is based on internal management estimates and have not been appraised by any bank or financial institution. Our management, in response to the competitive and dynamic nature of the industry, will have the discretion to revise its business plan from time to time and consequently our funding

requirement and deployment of funds may also change. This may, subject to compliance with applicable laws and regulations, also include rescheduling the proposed utilization of Issue Proceeds and increasing or decreasing expenditure for a particular object vis-à-vis the utilization of Issue Proceeds.

For further details on the risks involved in our proposed fund utilization as well as executing our business strategies, please see “Risk Factors” beginning on page no. 16 of this Draft Prospectus.

## Details of Fund Requirements

### 1) Working Capital Requirements

Our business was originally being run as a proprietorship named J P Metals. Further, our company is incorporated with a vision to corporatize our business. A MOU dated September 15, 2018 has been entered into to give effect to the takeover of the business of J P Metals (Proprietor Anil Kumar Gupta).

Our company is incorporated on June 20, 2018, as a public limited company under the provisions of the Companies Act, 2013. Our Company currently trades in wide range of Aluminium products such as Aluminium Sheets, Aluminium Coils, Rivets etc and textiles products etc. Since the Company has not completed one full financial year of operations; the historical audited data is not available for comparison with the estimated data. The details of our Company’s expected working capital requirement as at March 31, 2019 is set out in the table below:

(₹. in lakhs)

Particulars	Holding Level (days)	Fiscal 2019 (Projected)
<b>Current Assets</b>		
Inventories	15	216.63
Debtors	130	1958.90
Other Current Assets	7	105.48
<b>Total Current Assets (A)</b>		<b>2,281.01</b>
<b>Less: Current Liabilities</b>		
Trade Payables	50	722.09
Other Current Liabilities	7	101.09
<b>Total Current Liabilities (B)</b>		<b>823.19</b>
<b>Working Capital Gap (A-B)</b>		<b>1,457.83</b>
<b>Funded By:</b>		
Bank Borrowings		<b>200.00*</b>
Unsecured loan		<b>298.28</b>
Pre IPO owned funds		<b>710.61</b>
IPO Funding		<b>248.95</b>

\* We have received sanction letter dated October 26, 2018 for ₹ 200.00 lakhs from Axis Bank.

### Justification for holding period levels

Particulars	Details
<b>Current Assets</b>	
Inventories	We deal in various products and we will continue to add newer products to our trading and distribution vertical. We procure some of our products in bulk in advance based on estimated demand and hold the same at our godowns until sales are completed and certain others we procure on order to order basis. Hence we have estimated the inventory levels at an average 15 days, considering the normal inventory days.
Trade Receivables	Being a trading and distribution company we normally provide goods on credit to our customers. Our sales collection tenures would differ from customer to customer as well as product line to product line likewise. Hence we have estimated the trade receivable levels at

Particulars	Details
	an average of 130 days.
<b>Current Liabilities</b>	
Trade Payables	We have estimated the trade payable levels at an average of 50 days. By making early payments to the suppliers (i.e. availing lower credit periods), the company shall be able to get competitive prices for its products, thereby increasing the profitability of the Company. Thus the Company has estimated lower credit period which would in turn help in reducing the cost of goods sold and improve profitability margins.

## 2) General Corporate Purposes

We propose to deploy ₹ 20.49 lakhs, aggregating to 7.61% of the Net Proceeds of the Fresh Issue towards general corporate purposes, including but not restricted to strategic initiatives, partnerships, joint ventures and acquisitions, meeting exigencies which our Company may face in the ordinary course of business, to renovate and refurbish certain of our existing Company owned/ leased and operated facilities or premises, towards general expenses of the company or any other purposes as may be approved by our Board.

We confirm that any Issue related expenses shall not be considered as a part of General Corporate Purpose. Further, we confirm that the amount for general corporate purposes, as mentioned in this Draft Prospectus, shall not exceed 25% of the amount raised by our Company through this Issue.

## ISSUE RELATED EXPENSES

The total estimated Issue Expenses are ₹ 42.56 lakhs, which is 13.64 % of the total Issue Size. The details of the Issue Expenses are tabulated below:

Sr. No.	Particulars	Amount (₹ in lakhs)	% of Total Expenses	% of Total Issue size
1	Issue Management fees including fees and reimbursements of Market Making fees (1 <sup>st</sup> year), Underwriting Commission and other out of pocket expenses.	33.86	79.56%	10.85%
2	Brokerage and Selling Commission, RTAs and CDPs <sup>(1)(2)(3)(4)</sup>	0.50	1.17%	0.16%
3	Payment to Registrar to Issue	0.70	1.64%	0.22%
4	Payment to Legal Advisors	1.50	3.52%	0.48%
5	Advertisement, Marketing Expenses, etc.	2.00	4.70%	0.64%
6	Printing & Distribution of Issue Stationery	2.00	4.70%	0.64%
7	Listing Fees, Market Regulatory Expenses	2.00	4.70%	0.64%
<b>Total</b>		<b>42.56</b>	<b>100.00%</b>	<b>13.64%</b>

<sup>(1)</sup> The SCSBs and other intermediaries will be entitled to a commission of ₹ 10/- per every valid Application Form submitted to them and uploaded on the electronic system of the Stock Exchange by them.

<sup>(2)</sup> The SCSBs would be entitled to processing fees of ₹ 10/- per Application Form, for processing the Application Forms procured by other intermediaries and submitted to the SCSBs.

<sup>(3)</sup> Further the SCSBs and other intermediaries will be entitled to selling commission of 0.01% of the Amount Allotted (product of the number 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.

<sup>(4)</sup> 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 and Bridge Loans**

The Objects of the Issue and deployment of Issue funds have not been appraised by any banks, financial institutions or agency. Further, our Company has not raised any bridge loans from any bank or financial institution as on the date of this Draft Prospectus, which are proposed to be repaid from the Net Issue Proceeds.

## **Year wise Deployment of Funds / Schedule of Implementation**

As on the date of this Draft Prospectus, no funds have been deployed on these objects. The entire Issue size is proposed to be deployed in the Financial Year 2018 – 19.

## **Monitoring of Utilization of Funds**

There is no requirement for a monitoring agency as the Fresh Issue size is less than ₹10,000 lakhs. Pursuant to Regulation 32(3) of the SEBI (LODR) Regulations, 2015, our Company shall on a half yearly basis disclose to the Audit Committee the uses and application of the Net Fresh Issue Proceeds. Until such time as any part of the Net Proceeds remains unutilized, our Company will disclose the utilization of the Net Proceeds under separate heads in our Company's balance sheet(s) clearly specifying the amount of and purpose for which Net Proceeds have been utilized so far, and details of amounts out of the Net Proceeds that have not been utilized so far, also indicating interim investments, if any, of such unutilized Net Proceeds.

In the event that our Company is unable to utilize the entire amount that we have currently estimated for use out of the Net Proceeds in a fiscal, we will utilize such unutilized amount in the next fiscal. Further, in accordance with Regulation 32(1)(a) of the SEBI (LODR) Regulations, 2015, our Company shall furnish to the Stock Exchanges on a half yearly basis, a statement indicating material deviations, if any, in the utilization of the Net Proceeds for the objects stated in this Draft Prospectus.

## **Interim Use of Funds**

Pending utilization of the Net Fresh Issue Proceeds for the purposes described above, our Company will deposit the Net Fresh Issue Proceeds with scheduled commercial banks included in schedule II of the RBI Act. Our Company confirms that it shall not use the Net Fresh Issue Proceeds for buying, trading or otherwise dealing in shares of any listed company or for any investment in the equity markets.

## **Variation in Objects**

In accordance with Section 27 of the Companies Act, 2013, our Company shall not vary the objects of the Issue without our Company being authorized to do so by the Shareholders by way of a special resolution. In addition, the notice issued to the Shareholders in relation to the passing of such special resolution shall specify the prescribed details as required under the Companies Act. The notice in respect of such resolution to Shareholders shall simultaneously be published in the newspapers, one in English and one in Regional language of the jurisdiction where our Registered Office is situated. The Shareholders who do not agree to the above stated proposal, our Promoter or controlling Shareholders will be required to provide an exit opportunity to such dissenting Shareholders, at a price as may be prescribed by SEBI, in this regard.

## **Other Confirmations**

No part of the Net Proceeds of the Fresh Issue will be paid by our Company as consideration to our Promoter, our board of Directors, our Key Management Personnel or Group Companies except in the normal course of business and in compliance with applicable law.



## BASIS FOR ISSUE PRICE

*The Issue Price has been determined by our Company in consultation with the Lead Manager on the basis of the key business strengths. The face value of the Equity Shares is ₹ 10 and Issue Price is ₹ 10 per Equity Shares and is 1 time of the face value. Investors should read the following basis with the sections titled “Risk Factors” and “Financial Information” and the chapter titled “Our Business” beginning on page nos. 102 and 64 respectively, of this Draft Prospectus to get a more informed view before making any investment decisions. The trading price of the Equity Shares of Our Company could decline due to these risk factors and you may lose all or part of your investments.*

### Qualitative Factors

We believe that the following strengths help differentiate us from our competitors and enable us to compete successfully in our industry:

- ✓ Experienced Promoters and a well trained employee base
- ✓ Existing Supplier Relationship
- ✓ Product mix and Market mix
- ✓ Strong Balance Sheet and Financial Condition
- ✓ Existing Client Base

For further details regarding some of the qualitative factors, which form the basis for computing the Issue Price, please see “Business Overview – Our Strengths” on page no. 64 of this Draft Prospectus.

### Quantitative Factors

Information presented in this chapter is derived from restated financial statements prepared in accordance with Indian GAAP.

Note(i) . The Company was incorporated on June 20, 2018, therefore the Previous Financial Year Ended March 31, 2018 is not applicable. Thus, EPS, P/E and Return on Networth for the period are not calculated.

#### 1) Earnings per Share (EPS)

Particulars	Basic and Diluted EPS (in ₹)*
For the four months period ended September 30, 2018**	11.43

\*Not annualised

\*\* Refer to Note(i) above.

#### Notes:

- a. Basic EPS has been calculated as per the following formula:

$$\text{Basic EPS (₹)} = \frac{\text{Net profit/ (loss) as restated, attributable to Equity Shareholders}}{\text{Weighted average number of Equity Shares outstanding during the year/period}}$$

- b. Diluted EPS has been calculated as per the following formula:

$$\text{Diluted EPS (₹)} = \frac{\text{Net profit/ (loss) as restated, attributable to Equity Shareholders}}{\text{Diluted Weighted average number of Equity Shares outstanding during the year/period}}$$

- c. Basic EPS and Diluted EPS calculations are in accordance with Accounting Standard 20 (AS-20) 'Earnings per Share', notified under Section 133 of Companies Act, 2013 read together along with paragraph 7 of the Companies (Accounts) Rules, 2014.

## 2) Price Earnings Ratio (P/E) in relation to the Issue price of ₹ 10 per share of ₹10 each

Particulars	PE ratio
P/E ratio based on Basic and Diluted EPS as at March 31, 2018**	N.A.
<b>Industry P/E</b>	
Highest – Grandeur Product	148.2
Lowest – Competent Auto	1.5
Industry Average	37.6

(Source: Capital Market, Vol. XXXIII/23, December 31, 2018 – January 13, 2019; Segment: Trading)

\*\* Refer to Note(i) above.

## 3) Return on Net Worth (RoNW)

For the period ended	RoNW (%)*
For the four months period ended September 30, 2018	14.01%

\*Not annualised

**Note:** Return on Net worth has been calculated as per the following formula:

$$\text{RoNW} = \frac{\text{Net profit/loss after tax, as restated}}{\text{Net worth excluding preference share capital and revaluation reserve}}$$

## 4) Net Asset Value (NAV)

Financial Year	Standalone
NAV as at September 30, 2018	₹11.63
NAV as at March 31, 2018	N.A.
NAV After Rights issue	₹ 10.30
NAV after Issue	₹ 10.21
Issue Price	₹ 10.00

**Note:** Net Asset Value has been calculated as per the following formula:

$$\text{NAV} = \frac{\text{Net worth excluding preference share capital and revaluation reserve}}{\text{Outstanding number of Equity shares outstanding during the year/ period}}$$

## 5) Comparison with Industry peers

Particulars	Face Value (₹)	Basic EPS (₹)	P/E Ratio	RONW (%)	NAV (₹)
Garv Industries Limited	10.00	0.10	57.60 <sup>(1)</sup>	1.03%	10.10
Advitya Trade India Limited	10.00	0.38	94.74 <sup>(2)</sup>	3.00%	12.79
Source: Company Annual Report					
Gleam Fabmat Limited	10.00		N.A.**		

1. Based on Weighted Average Market Price as on December 28, 2018

2. Based on Weighted Average Market Price as on December 24, 2018

\*\* Refer to Note(i) above.

- 6) The Company in consultation with the Lead Manager believes that the Issue price of ₹ 10 per share for the Public Issue is justified in view of the above parameters. The investors may also want to peruse the Risk Factors and Financials of the company including important profitability and return ratios, as set out in the Financial Statements included in this Draft Prospectus to have more informed view about the investment proposition. The Face Value of the Equity Shares is ₹ 10 per share and the Issue Price is 1 time of the face value i.e. ₹ 10 per share.



## STATEMENT OF SPECIAL TAX BENEFITS

To  
The Board of Directors,  
**Gleam Fabmat Limited**  
5504/15, G/F,  
Basti Harphool Singh,  
Sardar Bazar,  
Delhi- 110006

Dear Sirs,

**Sub: Statement of Possible Special Tax Benefits available to Gleam Fabmat Limited and its shareholders prepared in accordance with Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI Regulations") and the Companies Act, 2013, as amended (the "Act").**

We hereby report that the enclosed annexure prepared by Gleam Fabmat Limited, states the possible special tax benefits available to Gleam Fabmat Limited ('the Company') and the shareholders of the Company under the Income Tax Act, 1961 ('Act'), presently in force in India. Several of these benefits are dependent on the Company or its shareholders fulfilling the conditions prescribed under the relevant provisions of the Act. Hence, the ability of the Company or its shareholders to derive the special tax benefits is dependent upon fulfilling such conditions, which based on the business imperatives, the company may or may not choose to fulfill.

The benefits discussed in the enclosed Annexure cover only special tax benefits available to the Company and do not cover any general tax benefits available to the Company. Further, the preparation of enclosed statement and the contents stated therein is the responsibility of the Company's management. We are informed that, this Statement is only intended to provide general information to the investors and is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of the tax consequences and the changing tax laws, each investor is advised to consult his or her own tax consultant with respect to the specific tax implications arising out of their participation in the proposed initial public offering of equity shares ("the Issue") by the Company.

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

- a) The Company or its Equity Shareholders will continue to obtain these benefits in future; or
- b) The conditions prescribed for availing the benefits have been / would be met with.

The contents of the enclosed statement are based on information, explanations and representations obtained from the Company and on the basis of our understanding of the business activities and operations of the Company.

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

This report including enclosed annexure is intended solely for your information and for the inclusion in the Draft Prospectus/ Prospectus or any other Issue related material in connection with the proposed initial public issue of the Company and is not to be used, referred to or distributed for any other purpose without our prior written consent.

**For M/s. V.N Purohit & Co.,**  
**Chartered Accountants**  
(Firm Registration No. 304040E)

**O.P. Pareek**  
**Partner**  
Membership No: 014238  
Place: New Delhi  
Date: January 07, 2019

## **ANNEXURE TO THE STATEMENT OF TAX BENEFITS**

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

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

### **A. SPECIAL TAX BENEFITS TO THE COMPANY**

NIL

### **B. SPECIAL TAX BENEFITS TO THE SHAREHOLDER**

NIL

#### **Note:**

1. All the above statements 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.
3. This statement is only intended to provide general information to the investors and is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of the tax consequences, the changing tax laws, each investor is advised to consult his or her own tax consultant with respect to the specific tax implications arising out of their participation in the Issue.
4. We have not commented on the taxation aspect under any law for the time being in force, as applicable, of any country other than India. Each investor is advised to consult its own tax consultant for taxation in any country other than India.

## SECTION V- ABOUT THE COMPANY

### INDUSTRY OVERVIEW

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

### GLOBAL ECONOMIC SCENARIO

The upswing in global investment and trade continued in the second half of 2017 at 3.8 percent, global growth in 2017 was the fastest since 2011. With financial conditions still supportive, global growth is expected to tick up to a 3.9 percent rate in both 2018 and 2019. Advanced economies will grow faster than potential in 2018 and the next year; euro area economies are set to narrow excess capacity with support from accommodative monetary policy, and expansionary fiscal policy will drive the US economy above full employment. Aggregate growth in emerging market and developing economies is projected to firm further, with continued strong growth in emerging Asia and Europe and a modest upswing in commodity exporters after three years of weak performance.

Global growth is projected to soften beyond the next couple of years. Once their output gaps close, most advanced economies are poised to return to potential growth rates well below pre-crisis averages, held back by aging populations and lackluster productivity. US growth will slow below potential as the expansionary impact of recent fiscal policy changes goes into reverse. Growth is projected to remain subpar in several emerging market and developing economies, including in some commodity exporters that continue to face substantial fiscal consolidation needs.

Economic activity in 2017 ended on a high note growth in the second half of the year was above 4 percent, the strongest since the second half of 2010, supported by a recovery in investment. Outcomes exceeded the October 2017 World Economic Outlook forecasts in the euro area, Japan, the United States, and China, and continued to improve gradually in commodity exporters. Financial conditions remain supportive, despite the recent volatility in equity markets and increases in bond yields following signs of firming inflation in advanced economies. With broad-based momentum and expectations of a sizable fiscal expansion in the United States over this year and the next, global growth is now projected at 3.9 percent for 2018–19, a 0.2 percentage point upgrade for both years relative to the October 2017 forecast.

This positive momentum will eventually slow, however, leaving many countries with a challenging medium-term outlook. Some cyclical forces will wane: financial conditions are expected to tighten naturally with the closing of output gaps and monetary policy normalization; US tax reform will subtract momentum starting in 2020, and then more strongly as full investment expensing is phased out starting in 2023; and China's transition to lower growth is expected to resume as credit growth and fiscal stimulus diminish. At the same time, while the expected recovery in investment will help raise potential output, weak productivity trends and reduced labor force growth due to population aging constrain medium-term prospects in advanced economies. The outlook is mixed across emerging market and developing economies. Prospects remain favorable in emerging Asia and Europe, but are challenging in Latin America, the Middle East and sub-Saharan Africa, where despite some recovery the medium term outlook for commodity exporters remains generally subdued, with a need for further economic diversification and adjustment to lower commodity prices. More than one-quarter of emerging market and developing economies are projected to grow by less than advanced economies in per capita terms over the next five years, and hence fall further behind in terms of living standards.

Risks around the short-term outlook are broadly balanced, but risks beyond the next several quarters are clearly to the downside. On the upside, the growth spurt in advanced economies may turn out to be stronger and more durable than in the baseline, as slack in labor markets can be larger than currently assessed. Furthermore, the ongoing

recovery in investment could foster a rebound in productivity, implying higher potential growth going forward. In the United States, financial conditions could tighten faster than expected, triggered, for example, by an adjustment in market pricing of the future path of monetary policy, higher realized or expected wage and price inflation, and/or a sudden decompression of term premiums. Tighter financial conditions in the United States would have spillovers to other economies, including through a reduction in capital flows to emerging markets. Very expansionary fiscal policy in the United States, at a time when the current account deficit is already larger than justified by fundamentals, combined with persistent excess current account surpluses in other countries, is projected to widen global imbalances. Anxiety about technological change and globalization is on the rise and, when combined with wider trade imbalances, could foster a shift toward inward-looking policies, disrupting trade and investment. Recent import restrictions announced by the United States, announced retaliatory actions by China and potential retaliation by other countries raise concerns in this regard and threaten to damage global and domestic activity and sentiment. Similarly, changes in US tax policies are expected to exacerbate income polarization, which could affect the political climate for policy choices in the future. Climate change, geopolitical tensions, and cyber security breaches pose additional threats to the subdued medium-term global outlook.

(Source: <https://www.imf.org/en/Publications/WEO/Issues/2018/03/20/world-economic-outlook-april-2018>)

## **INDIAN ECONOMIC SCENARIO**

### **Indian Scenario**

India has emerged as the fastest growing major economy in the world as per the Central Statistics Organization (CSO) and International Monetary Fund (IMF) and it 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. India's GDP is estimated to have increased 6.6 per cent in 2017-18 and is expected to grow 7.3 per cent in 2018-19.

### **Market size**

India's Gross Domestic Product (GDP) at constant prices grew by 7.2 per cent in September-December 2017 quarter as per the Central Statistics Organization (CSO). Corporate earnings in India are expected to grow by 15-20 per cent in FY 2018-19 supported by recovery in capital expenditure, according to JM Financial, the tax collection figures between April 2017 - February 2018 show an increase in net direct taxes by 19.5 per cent year on year and an increase in net direct taxes by 22.2 per cent year-on-year. India has retained its position as the third largest startup base in the world with over 4,750 technology startups, with about 1,400 new start-ups being founded in 2016, according to a report by NASSCOM. 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\$ 422.53 billion in the week up to March 23, 2018, according to data from the RBI.

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

## **Global Aluminium Industry**

### **Introduction**

Aluminium is one of the lightest metals in the world and as a result it is used widely in the production of multiple products. This metal has a shiny silver colour and it is malleable meaning it can be bend without breaking. In nature, aluminium is found in an ore called bauxite. Bauxite is the basic raw material in the aluminium manufacturing process. Bauxite is converted into alumina in alumina refineries.

According to the USGS report India ranks 4th in terms of primary aluminium production. China continued to be the single largest producer of aluminium, contributing 54% of the total world production. China is also one to the major consumers of aluminium.

(Source: <http://www.careratings.com/upload/NewsFiles/SplAnalysis/Aluminium%20Industry%20Report.pdf>)

### **Market Size**

World aluminium production increased by 2.8 per cent to nearly 60 million tonnes in 2017, driven by modest growth in China. Chinese smelters boosted their production in anticipation of production cuts in the 2017-18 winter season.



Chinese refineries also ramped up their production (up 16 per cent) to meet increased demand. The rise in aluminium production lifted world alumina production by 9.1 per cent, to 125 million tonnes. In response to increased aluminium and alumina production, global bauxite producers also accelerated their production. Production rose strongly in Australia — the world's largest bauxite producer. Australian production rose by 5.2 per cent in 2017, to 88 million tonnes. In Guinea, bauxite production increased by 34 per cent, to 40 million tonnes. These rises contributed to a 7.3 per cent increase in global bauxite production in 2017, to 292 million tonnes.

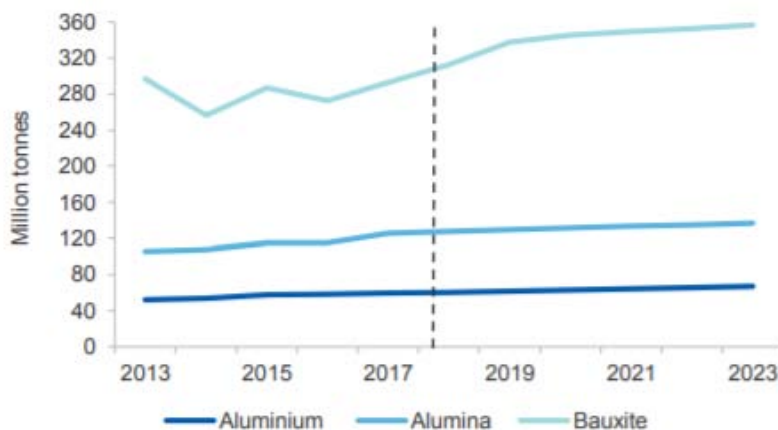
#### Key Consumer Markets for Aluminium (tonnes)



(Source: <https://archive.industry.gov.au/Office-of-the-Chief-Economist/Publications/ResourcesandEnergyQuarterlyMarch2018/documents/Resources-and-Energy-Quarterly-March-2018-Aluminium-alumina-and-bauxite.pdf>)

#### World Aluminium, Alumina and Bauxite Production

World production increased sharply in 2017. World aluminium production increased by 2.8 per cent to nearly 60 million tonnes in 2017, driven by modest growth in China. Chinese smelters boosted their production in anticipation of production cuts in the 2017–18 winter season. Chinese refineries also ramped up their production (up 16 per cent) to meet increased demand. The rise in aluminium production lifted world alumina production by 9.1 per cent, to 125 million tonnes.



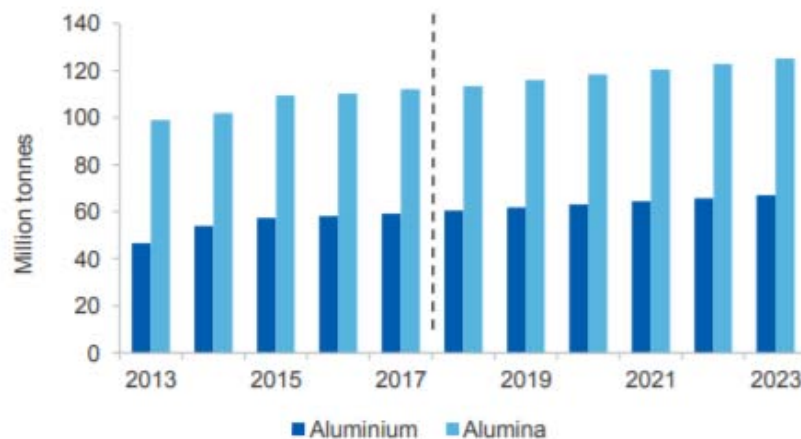
Source: International Aluminium Institute (2018); World Bureau of Metal Statistics (2018); Department of Industry, Innovation and Science (2018)



(Source: <https://archive.industry.gov.au/Office-of-the-Chief-Economist/Publications/ResourcesandEnergyQuarterlyMarch2018/documents/Resources-and-Energy-Quarterly-March-2018-Aluminium-alumina-and-bauxite.pdf>)

### World Aluminium and Alumina Consumption

In 2017, world aluminium consumption grew by 2 per cent to 59 million tonnes, driven by strong consumption growth in the United States (up 9.6 per cent to 5.6 million tonnes), as the US economy has continued strengthening. Consumption in China- accounting for 54 per cent of world aluminium consumption — increased by 0.9 per cent to nearly 32 million tonnes (a record high). The automotive sector is one of the largest aluminium consumers in China, and vehicle sales in China grew by 3.6 per cent in 2017, to nearly 29 million units. This is not likely to persist, as it reflects efforts by Chinese consumers to buy vehicles before an increase in the vehicle sales tax, which commenced January 2018. Over this period, world alumina consumption increased by 1.7 per cent to 112 million tonnes, while global aluminium production rose by 2.8 per cent. Alumina consumption in China - the world's largest alumina consumer rose by 1.9 per cent to 61 million tonnes. This was in line with growth in aluminium production. Aluminium demand should continue to grow in the short to medium term World primary aluminium demand is projected to grow at an average annual growth rate of 2.0 per cent in the short to medium term, reaching 67 million tonnes in 2023. China's aluminium consumption has grown for 28 consecutive years, from just 861,000 tonnes in 1990 to nearly 32 million tonnes in 2017. This growth is expected to continue over the next five years (reaching 37 million tonnes in 2023), supported by strengthening residential and infrastructure construction. Outside of China, an acceleration in global economic activity is expected to come from the US, Eurozone, and emerging market and developing economies. India's aluminium consumption is projected to grow by 7 per cent per year, to 1.9 million tonnes in 2023, driven by infrastructure, power and transport initiatives.



Source: World Bureau of Metal Statistics (2018); Department of Industry, Innovation and Science (2018)

(Source: <https://archive.industry.gov.au/Office-of-the-Chief-Economist/Publications/ResourcesandEnergyQuarterlyMarch2018/documents/Resources-and-Energy-Quarterly-March-2018-Aluminium-alumina-and-bauxite.pdf>)

### Road Ahead

World alumina consumption is projected to grow at an average annual rate of 2.0 per cent in the short to medium term, reaching 125 million tonnes in 2023 in line with the average annual growth rate of aluminium production. This reflects a future of more strictly controlled capacity approvals in China's aluminium production, and the growth of recycled aluminium. China continues to be the largest alumina consumer in the world, accounting for 54 per cent of global alumina demand. As personal income rises in China, the demand for durable goods and aluminium is expected to grow significantly. The Middle East's alumina consumption is projected to reach 12 million tonnes in 2023, driven by growing aluminium production in Iran as well as the Gulf Cooperation Council — which comprises Bahrain, Oman, Saudi Arabia, Qatar and the UAE. India is also expected to contribute to growth in global alumina demand, increasing its usage from 5.2 million tonnes in 2018 to 6.9 million tonnes in 2023. However, this growth path is subject to risks, due to energy supply issues and the development of the country's stretched transport infrastructure.

(Source: <https://archive.industry.gov.au/Office-of-the-Chief-Economist/Publications/ResourcesandEnergyQuarterlyMarch2018/documents/Resources-and-Energy-Quarterly-March-2018-Aluminium-alumina-and-bauxite.pdf>)

## **Indian Aluminium Industry**

### **Introduction**

In the Indian market, primary aluminium production maintained robust growth momentum for the third consecutive year in a row. In FY17, production registered a growth of 17% as compared to 19% in FY16 and 18% in FY15

(Source: <https://www.equitymaster.com/research-it/sector-info/aluminium/Aluminium-Sector-Analysis-Report.asp>).

Indian aluminum demand will essentially come from the automotive, construction and packaging sectors. The long term growth prospects in the construction industry are driven by the country's sizable infrastructure deficit and the government's development plans, which encompass projects ranging from rail and power networks to smart-city infrastructure. Major aluminum producers in the country include state-owned NALCO and private sector units such as Hindalco Industries and Vedanta.

(Source: [https://www.ey.com/Publication/vwLUAssets/EY-indian-metals-and-mining/\\$FILE/EY-indian-metals-and-mining.pdf](https://www.ey.com/Publication/vwLUAssets/EY-indian-metals-and-mining/$FILE/EY-indian-metals-and-mining.pdf))

### **Key Points**

- India was the fourth largest producer of aluminium in the world with a share of around 5.33 per cent in global aluminium output.
- The principal user segment in India for aluminium continues to be electrical and electronics sector followed by the automotive and transportation, building, construction, packaging, consumer durables, industrial and other applications including defence
- According to Ministry of Mines, India has the 7th largest bauxite reserves which was around 2,908.85 million tonnes in FY17.
- Over the course of last four years, India's aluminium production capacity has increased to 4.1 MMTPA, driven by investments worth Rs 1.2 lakh crore (US\$ 18.54 billion)
- Demand for aluminium is expected to pick up as the scenario improves for user industries, like power, infrastructure and transportation
- Production of aluminium stood at 3.39 million tonnes during 2017-18 and it is estimated to increase marginally to 3.42 million tonnes in 2018-19.
- Aluminium exports from the country grew to 1.66 million tonnes in 2017-18 from 1.22 million tonnes in 2016-17. At the same time, import of aluminium reached 0.36 million tonnes.
- National Aluminium Company (NALCO), a central government owned entity, is set to join the club of million-tonne producers in the metal segment by 2020. NALCO has readied an about US\$ 3.72 billion investments for increasing its alumina, aluminium and power production capacities.
- Aluminium demand in the country is expected to grow 7 per cent in 2018-19.

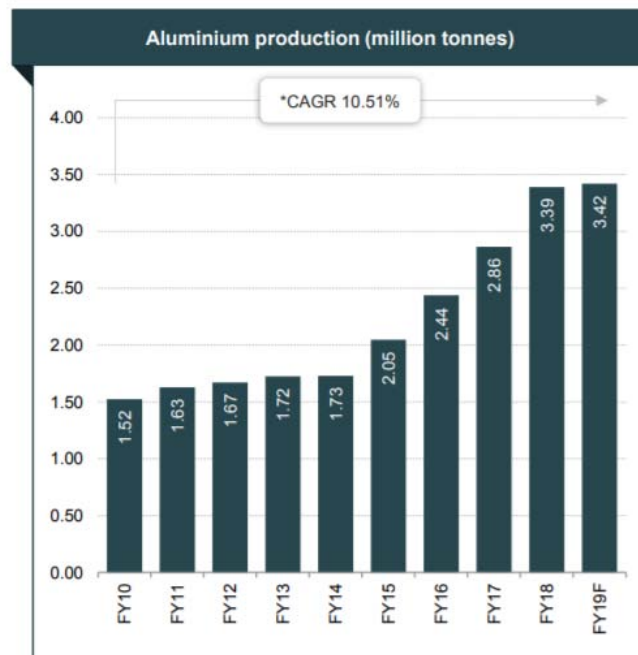
- Consumption of aluminium in India grew to 2.08 million tonnes in 2017-18, and is forecasted to reach to 5.30 million tonnes by 2020- 21.

(Source: <https://www.ibef.org/download/Metals-and-Mining-Report-July-2018.pdf>)

## Production

- Demand for aluminium is expected to pick up as the scenario improves for user industries, like power, infrastructure and transportation
- Production of aluminium stood at 3.39 million tonnes during 2017-18 and it is estimated to increase marginally to 3.42 million tonnes in 2018-19.
- Aluminium exports from the country grew to 1.66 million tonnes in 2017-18 from 1.22 million tonnes in 2016-17. At the same time, import of aluminium reached 0.36 million tonnes.
- National Aluminium Company (NALCO), a central government owned entity, is set to join the club of million-tonne producers in the metal segment by 2020. NALCO has readied an about US\$ 3.72 billion investments for increasing its alumina, aluminium and power production capacities.
- Combined Aluminium production of NALCO, BALCO, HINDALCO and Vedanta increased 5.65 per cent to 1.84 MT in FY18 from 1.74 MT in FY17.

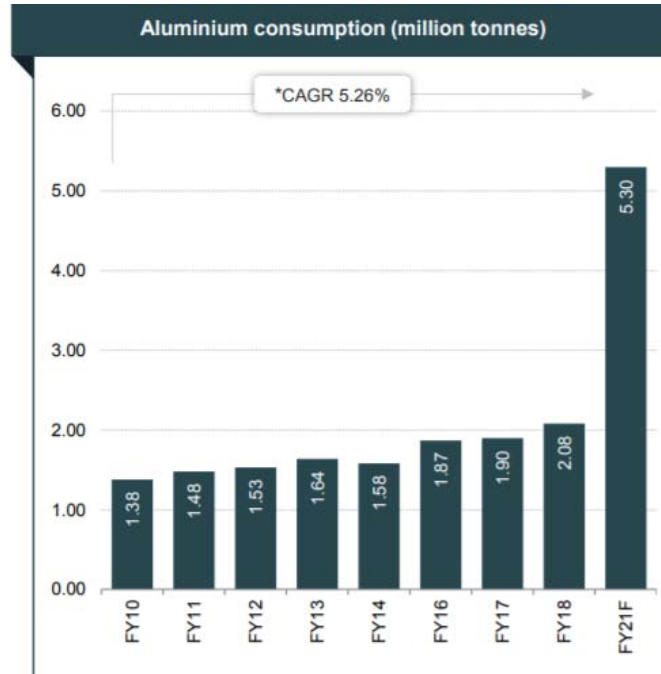
(Source: <https://www.ibef.org/download/Metals-and-Mining-Report-July-2018.pdf>)



(Source: <https://www.ibef.org/download/Metals-and-Mining-Report-July-2018.pdf>)

## Consumption

- Aluminium demand in the country is expected to grow 7 per cent in 2018-19.
- Consumption of aluminium in India grew to 2.08 million tonnes in 2017-18, and is forecasted to reach to 5.30 million tonnes by 2020-21.



CAGR - Compound Annual Growth Rate, F – Forecast, \*CAGR is till FY18

(Source: <https://www.ibef.org/download/Metals-and-Mining-Report-July-2018.pdf>)

### Opportunities

The Domestic Demand for aluminum in India is expected to benefit from the Infrastructure projects prioritized by the government. The government's thrust on the power which sector is the dominant consumer of aluminum in India, augurs well for the aluminum industry.

(Source: <https://www.equitymaster.com/research-it/sector-info/aluminium/Aluminium-Sector-Analysis-Report.asp>)

### Challenges and Headwinds

The increasing demand and fast pace growth poses aluminium players with a number of challenges:

- **Increasing Costs:** The external environment is volatile. Market prices keep fluctuating. In such a scenario cost optimisation techniques help you identify scope for reducing costs and bring about stability in operating profitability.
- **Meeting government compliances:** The policy and regulatory framework on the Indian Aluminium Industry entails a number of statutory compliance requirements.

(Source: <http://www.nanabhoyms.com/pdfs/research/Indian-Aluminium-Industry.pdf>)

### Road Ahead

India is amongst the lowest cost producers of aluminium across the world, owing to easy availability of raw materials and comparatively labour costs. The growing demand for aluminium in the last decade, driven by India's underlying growth story has resulted into expansion of smelting capacities of the major domestic players. With the addition of new aluminium capacities India aims at not only satisfying the domestic demand, but also play a major role in the global aluminium market. Production is expected to grow to cater to the domestic demand rise due to various initiatives taken up by the government and the surplus stock will continue to be exported.

India's aluminium production is to be stable at 3,426 KT (Kilotonnes) during FY19 as all the domestic smelters are now operating at full capacity. Aluminium production during FY18 was 3,392 KT.

- We can expect further capacity ramp-ups of aluminium smelters only when the coal availability and coal pricing becomes more stable.
- Aluminium demand is to grow around 5% to 2,200 KT during FY19. Consumption during FY18 was 2,088 KT.
- Aluminium to continue replacing copper demand from the electrical and the consumer durable segment.

Aluminium has been continuously finding new applications due to rising price competition since it is cheaper than copper, due to its superior weight to strength ratio, corrosion resistance, formability, dampness etc. Reforms proposed by the Government of India like the Make in India Campaign, Smart Cities, Rural Electrification and a focus on building renewable energy projects under the National Electricity Policy have augmented the usage of the metal during FY18. Buoyant demand and market recovery across businesses in India is to further increase the demand for aluminium.

(Source: <http://www.careratings.com/upload/NewsFiles/SplAnalysis/Aluminium%20Industry%20Q1%20FY%202019.pdf>)

## **Indian Textile Industry**

### **Introduction**

India's textiles sector is one of the oldest industries in Indian economy dating back several centuries. India's overall textile exports during FY 2017-18 stood at US\$ 39.2 billion.

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

### **Market Size**

The Indian textiles industry, currently estimated at around US\$ 150 billion, is expected to reach US\$ 250 billion by 2019. India's textiles industry contributed seven per cent of the industry output (in value terms) of India in 2017-18. It contributed two per cent to the GDP of India and employs more than 45 million people in 2017-18. The sector contributed 15 per cent to the export earnings of India in 2017-18.

The production of raw cotton in India is estimated to have reached 34.9 million bales in FY18.

### **Investment**

The textiles sector has witnessed a spurt in investment during the last five years. The industry (including dyed and printed) attracted Foreign Direct Investment (FDI) worth US\$ 2.97 billion during April 2000 to June 2018.

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

- The Cabinet Committee on Economic Affairs (CCEA), Government of India has approved a new skill development scheme named 'Scheme for Capacity Building in Textile Sector (SCBTS)' with an outlay of Rs 1,300 crore (US\$ 202.9 million) from 2017-18 to 2019-20.
- In May 2018, textiles sector recorded investments worth Rs 27,000 crore (US\$ 4.19 billion) since June 2017.

## Government Initiatives

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

Initiatives taken by Government of India are:

- The Textile Ministry of India earmarked Rs 690 crore (US\$ 106.58 million) for setting up 21 readymade garment manufacturing units in seven states for development and modernisation of Indian Textile Sector.
- The Directorate General of Foreign Trade (DGFT) has revised rates for incentives under the Merchandise Exports from India Scheme (MEIS) for two subsectors of Textiles Industry - Readymade garments and Made ups - from 2 per cent to 4 per cent.
- As of August 2018, the Government of India has increased the basic custom duty to 20 per cent from 10 per cent on 501 textile products, to boost Make in India and indigenous production.
- The Government of India announced a Special Package to boost exports by US\$ 31 billion, create one crore job opportunity and attract investments worth Rs 80,000 crore (US\$ 11.93 billion) during 2018-2020. As of August 2018 it generated additional investments worth Rs 25,345 crore (US\$ 3.78 billion) and exports worth Rs 57.28 billion (US\$ 854.42 million).
- The Government of India has taken several measures including Amended Technology Up-gradation Fund Scheme (A-TUFS), scheme is estimated to create employment for 35 lakh people and enable investments worth Rs 95,000 crore (US\$ 14.17 billion) by 2022.

## Road Ahead

The future for the Indian textile industry looks promising, buoyed by both strong domestic consumption as well as export demand. With consumerism and disposable income on the rise, the retail sector has experienced a rapid growth in the past decade with the entry of several international players like Marks & Spencer, Guess and Next into the Indian market. High economic growth has resulted in higher disposable income. This has led to rise in demand for products creating a huge domestic market.

Exchange Rate Used: INR 1 = US\$ 0.0149 as of Q1 FY19.

(Source: <https://www.ibef.org/industry/textiles.aspx>)

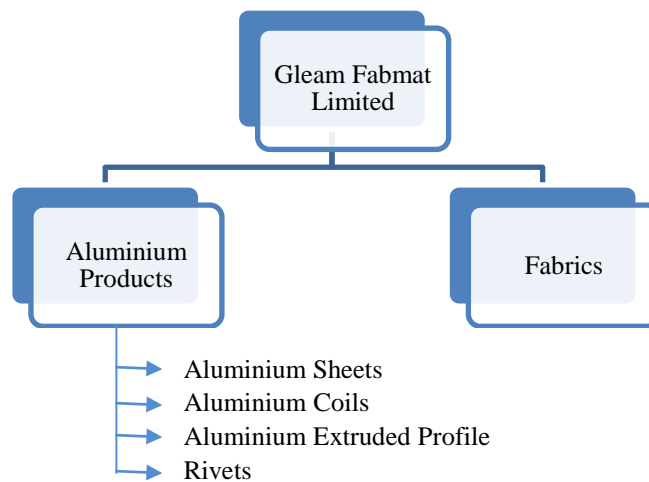
## OUR BUSINESS

*This chapter should be read in conjunction with, and is qualified in its entirety by, the more detailed information about our Company and its financial statements, including the notes thereto, in the sections titled ‘Risk Factors’ and ‘Financial Information’ and the chapter titled ‘Management Discussion and Analysis of Financial Condition and Results of Operations’ beginning on page nos.16, 102 and 123 , respectively, of this Draft Prospectus. Unless the context otherwise requires, in relation to business operations, in this chapter of this Draft Prospectus, all references to “we”, “us”, “our” and “our Company” are to Gleam Fabmat Limited.*

### OVERVIEW

Our business was originally being run as a proprietorship named J P Metals. Further, our company is incorporated on June 20, 2018, as a public limited company under the name ‘Gleam Fabmat Limited’ under the provisions of the Companies Act, 2013 with the Registrar of Companies, Delhi with a vision to corporatize our business. A MOU dated September 15, 2018 has been entered into to give effect to the takeover of the business of J P Metals (Proprietor Anil Kumar Gupta).

Our Company currently trades in wide range of aluminium products such as Aluminium Sheets, Aluminium Coils, Rivets etc and textiles products. Following is the classification of major product offerings:



Our Company is promoted by Mr. Anil Kumar Gupta and his sons Mr. Amit Gupta and Mr. Arun Gupta who together have industry experience of many years and possess rich business intellect in the trading circles of Delhi as they have been in trading segment through proprietorship. For details about the promoter family track record of this business and its proprietary concerns please see “History and Certain Corporate Matters” on page no. 64 of this Draft Prospectus.

Our Company plans to leverage its promoter networks in the Trading community of Delhi and it has expanded its verticals by venturing into Fabric segment in Delhi. Our Company is in the process of building a quality and innovation focused trading vertical as well as developing a strong team to cater to its proposed increased operational needs.

We operate through our registered office located at Premises No. 5504/15, Basti Harpool Singh, Sardar Bazar,, Delhi- 110006.

Since our company is recently incorporated we have not completed a full financial year, however we have reported a robust operating performance for four months period ended September 30, 2018, wherein our sales, EBITDA and Profit after Tax were ₹. 1,022.22 lakhs, ₹ 30.82 lakhs and ₹ 20.99 lakhs respectively.



## **Our strengths**

### ***1. Experienced Promoters and a well trained employee base***

Our Promoter Directors, Mr. Anil Kumar Gupta, Mr. Amit Gupta and Mr. Arun Gupta have significant industry experience and have been instrumental in the consistent growth of our group. They are ably supported by our staff and other co-directors. Our management and employee team combines expertise and experience to outline plans for the future development of the company. For further details regarding the experience and qualifications of our management team please see “*Our Management*” beginning on page 80 of this Draft Prospectus. We believe that the knowledge and experience of our promoter and management will enable us to identify new opportunities, rapidly respond to market conditions, adapt to changes in the business landscape and competitive environment and enhance the growth in the business.

### ***2. 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 organisation, rely on personal relationships with suppliers. Our company enjoys existing relationship with our suppliers. Further we also leverage the past experience of our management in maintain effective supplier relationship.

### ***3. Product mix and Market mix***

Our Company deals in a range of products like Aluminum Products viz. Aluminum Sheets/coils and textiles viz. cotton fabrics which would given us immense opportunity to expand and explore new markets. These products have wide scale applications in both B2B and B2C segments. This gives us an opportunity to explore industrial as well as consumer market segments.

### ***4. Strong Balance Sheet and Financial Condition***

Though, we have been recently incorporated, we performed reasonably well with strong revenue and balance sheet position. We currently possess a unique balance sheet situation with low debt and high equity. Hence, we can procure the goods by making upfront payments and take benefit of cash discount or can buy in bulk and hold inventory for longer periods thereby improving our profitability. We believe that we have the ability to leverage our balance sheet to take advantage of a favourable business cycle or market opportunity.

### ***5. Existing Client Base***

Since our promoters were already active in the trading business of aluminium whether directly or indirectly, 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 have strong existing client relationships which generates multiple repeat orders. We believe that our existing relationship with our clients represents a competitive advantage in gaining new clients and increasing our business.

## **Our strategies**

### ***1. Improving functional efficiencies***

Our Company intends to improve functional efficiencies to achieve cost reductions to have a competitive edge over the peers. 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. Increasing our penetration in existing regions with new range of products, will enable us to penetrate into new catchment areas within these regions and optimize our infrastructure. As a result of these measures, our company will be able to increase its market share and profitability.

## 2. Better working capital management

We attract new customers by offering extended credit period to them. This strategy requires a strong working capital position. Hence we intend to raise funds from the IPO and ensure we have available liquidity and resources ensuring better working capital management. We believe that this will widen our available equity capital base and allow the company to expand its operational levels as well as earn higher margins due to low debt.

## 3. Leveraging our Market skills and Relationships

Our Company believes that our business is a by-product of 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 enhance the growth by leveraging our relationships and further enhancing customer satisfaction. We plan to increase our customers by meeting orders in hand on time, maintaining our customer relationship and renewing our relationship with existing buyers.

## 4. Enhance customer base by entering new geographies to establish long-term relationships

Currently our company's trading activities are focused only in Delhi; however we intend to cater to the increasing demand of our existing customers and also to increase our existing customer base by enhancing the distribution reach of our products in different parts of the country. We propose to increase our marketing and sales team which can focus in different regions and also maintain and establish relationship with customers. Enhancing our presence in additional regions will enable us to reach out to a larger population. Further our company believes in maintaining long term relationship with our customers in terms of increased sales. We aim to achieve this by value adding value to our customers through innovation, quality assurance and timely delivery of our products.

## DETAILS OF OUR BUSINESS

### Location

#### **Registered Office cum Godown:**

Our Registered office is located at Premises No. 5504/15, Basti Harpool Singh, Sardar Bazar, Delhi- 110006.

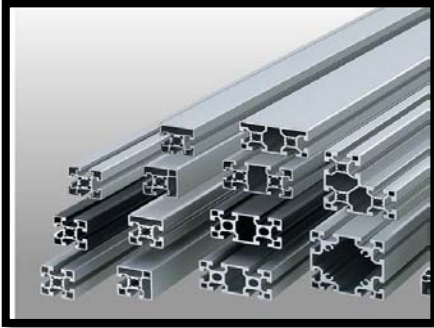
### Plant and Machinery

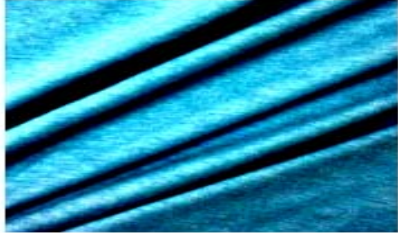
Since our company is a trading and distribution company, we do not own any substantial plant and machinery.

### Products and services

We primarily deal in a wide array of products which are explained below:

Sr. No.	Name of Product	Description	End Use
<b>1. Aluminium Products</b>			
(a)	Aluminium Sheets	Aluminium sheets are used in water tank, rack, chairs, catheters, line frame, instrumentation framework of signal command system, structure panel, upper beam, eaves beam and bottom roof beam, truck parts, doors, windows and interior decoration, equipment control devices, pipeline of ventilation and refrigeration air conditioning system, contact network transmission system, bus bar and wire clip etc. It is also used in automobile manufacturing passenger car doors, fittings, protection	Industrial Use

		board, the anti-collision beam and bumpers, covering parts, engine cover, luggage back cover, roof panel, the front and back cover, car door and so on.	
(b)	<b>Aluminium Coils</b> 	Multiple industries rely on coils made out of aluminium for a variety of applications, including construction, electronics, automotive, pharmaceutical, food service, manufacturing, transportation, and more. Compared to other materials, aluminium is a far superior material in many instances. Aluminium is about one-third lighter than mild steel and noncorrosive. It has high thermal conductivity, and an expert can form it without much resistance.	Industrial Use
(c)	<b>Aluminium Extruded Profile</b> 	Aluminium extrusion is used for a wide range of purposes such as architectural applications (doors, windows, partitions, false ceiling), International Space Station etc. These diverse applications are possible due to the advantageous attributes of aluminium, from its particular blend of strength and ductility to its conductivity, its non-magnetic properties and its ability to be recycled repeatedly without loss of integrity. All of these capabilities make aluminium extrusion a viable and adaptable solution for a growing number of manufacturing needs.	Industrial Use
(d)	<b>Rivets</b> 	Aluminium rivets are an excellent option for permanent fastener applications. Some of the advantages of solid aluminium rivets include: Corrosion resistance: Aluminium and its alloys naturally form a protective oxide layer on their surface.	Industrial Use

<b>2. Textile Products :</b>			
		The textiles and fabrics we provide are of superior quality standards and hence, it has helped us in winning repeat orders. Offered fabric is widely used in garment industries for designing shirts and provides an alluring look to the stitched garments.	Industrial Use

### **Key Process - Trading vertical business process**

The trading business vertical of the company is a B2B model and operates primarily on an agency basis wherein the goods are procured from suppliers on cash or least credit basis and supplied to customers on credit basis. The procurement of goods is carried out on an “order” basis as well as “demand estimation basis”. In the order basis business our inventory levels are low as the goods are supplied directly from supplier to our customer in most such cases. But in the demand estimation basis we procure goods in bulk from suppliers and stock the same at our godowns until sale is made. This allows us higher margins at the time of sale but increases our inventory holding costs.

### **Competition**

Competition is faced by our business from other existing traders and manufacturers of aluminium products, fabrics, dealt by us. We engage 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.

### **Marketing and Marketing Set-Up**

Top management and key executives of our company enjoy the confidence of specific corporate and retail clients and currently our market is only focused to a selected setup of clients. To get the feedback on the quality of products and services and to improve the same as well, we interact with our customers.

### **Export and Export Obligation**

The company does not have any export obligations as on the date of this Draft Prospectus.

### **Collaborations**

We have not entered into any technical or other collaboration.

### **Human Resources**

Our Company believes that our ability to maintain growth depends to a large extent on our strength in attracting, training, motivating and retaining employees. As on the date of this Draft Prospectus, the company has 7 employees. The company has no contract labour.

### **Intellectual Property**

We do not require any trademark or intellectual protection for our basic business operations. Hence, our Company has not registered any logo.

### **Capacity and Capacity Utilisations**

Our company is not engaged in the manufacturing of goods and hence capacity and capacity utilization is not applicable to our company.

### **Properties**

The details of leasehold properties, which we occupy for our business operations, are as under:

<b>Sr. No.</b>	<b>Details of premises</b>	<b>Name of Licensor</b>	<b>Amount and Tenure of Rent</b>	<b>Purpose</b>
1.	Premises No. 5504/15, Basti Harpool Singh, Sardar Bazar, Delhi- 110006	Pushpa Gupta	12,000 p.m. valid upto August 28, 2019	Registered Premises

## KEY INDUSTRY REGULATIONS AND POLICIES

### KEY 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 the Company being a part of trading of goods. 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 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 “Government and other Statutory Approvals”.*

#### A. LABOUR LAWS

##### **Delhi Shops and Establishments Act, 1954**

The Company has its registered office situated at 56965701 Basti Harphool Singh Sadar Thana Road, Delhi and accordingly the provisions of Delhi Shops and Establishments Act, 1954 (“**S&E Act**”) are applicable to the Company. The S&E Act regulates the conditions of work and employment in shops and commercial establishments and generally prescribe obligations in respect of registration, opening and closing hours, daily and weekly working hours, holidays, leave, health and safety measures and wages for overtime work.

##### **Maternity Benefit Act, 1961**

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

##### **Equal Remuneration Act, 1979**

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.

##### **Payment of Gratuity Act, 1972:**

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

##### **Child Labour (Prohibition and Regulation) Act, 1986:**

The Child Labour (Prohibition and Regulation) Act, 1986 (the “**CLPR Act**”) seeks to prohibit the engagement of children in certain employments and to regulate the conditions of work of children in certain other employments.

#### B. TAX RELATED LEGISLATIONS

##### **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 the IT Act or Rules made there under depending upon its “Residential Status” and “Type of Income” involved. The IT Act provides for the taxation of persons resident in India on global income and persons not resident in India on income received, accruing or arising in India or deemed to have been received, accrued or arising in India. Every Company assessable to income tax under the IT Act is required to comply with the



provisions thereof, including those relating to Tax Deduction at Source, Advance Tax, and Minimum Alternative Tax and like. Every such Company is also required to file its returns by September 30 of each assessment year.

### **Central Goods and Services Tax Act, 2017**

The Central Goods and Services Tax Act, 2017 (“CGST Act”) regulates the levy and collection of tax on the intra-State supply of goods and services by the Central Government or State Governments. The CGST Act amalgamates a large number of Central and State taxes into a single tax. The CGST Act mandates every supplier providing the goods or services to be registered within the State or Union Territory it falls under, within 30 days from the day on which he becomes liable for such registration. Such registrations can be amended, as well as cancelled by the proper office on receipt of application by the registered person or his legal heirs. There would be four tax rates namely 5%, 12%, 18% and 28%. The rates of GST applied are subject to variations based on the goods or services.

### **Integrated Goods and Services Tax Act, 2017**

Integrated Goods and Services Tax Act, 2017 (“IGST Act”) is a Central Act enacted to levy tax on the supply of any goods and/ or services in the course of inter-State trade or commerce. IGST is levied and collected by Centre on interstate supplies. The IGST Act sets out the rules for determination of the place of supply of goods. Where the supply involves movement of goods, the place of supply shall be the location of goods at the time at which the movement of goods terminates for delivery to the recipient. The IGST Act also provides for determination of place of supply of service where both supplier and recipient are located in India or where supplier or recipient is located outside India. The provisions relating to assessment, audit, valuation, time of supply, invoice, accounts, records, adjudication, appeal etc. given under the CGST Act are applicable to IGST Act.

## **C. OTHER REGULATIONS**

### **Transfer of Property Act, 1882**

The transfer of property, including immovable property, between living persons, as opposed to the transfer property by operation of law, 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. Transfer of property is subject to stamping and registration under the specific statutes enacted for the purposes which have been dealt with hereinafter. The T.P. Act recognizes, among others, the following forms in which an interest in an immovable property may be transferred:

The T.P. Act recognizes, among others, the following forms in which an interest in an immovable property may be transferred:

**Sale:** The transfer of ownership in property for a price, paid or promised to be paid.

**Mortgage:** The transfer of an interest in property for the purpose of securing the payment of a loan, existing or future debt, or performance of an engagement which gives rise to a pecuniary liability. The T.P. Act recognizes several forms of mortgages over a property.

**Charges:** Transactions including the creation of security over property for payment of money to another which are not classifiable as a mortgage. Charges can be created either by operation of law, e.g. decree of the court attaching to specified immovable property, or by an act of the parties.

**Leases:** The transfer of a right to enjoy property for consideration paid or rendered periodically or on specified occasions.

**Leave and License:** The transfer of a right to do something upon immovable property without creating interest in the property.

Further, it may be noted that with regards to the transfer of any interest in a property, the transferor transfers such interest, including any incidents, in the property which he is capable of passing and under the law, he cannot transfer



a better title than he himself possesses.

### **Registration Act, 1908**

The Registration Act, 1908 (“**Registration Act**”) was passed to consolidate the enactments relating to the registration of documents. The main purpose for which the Registration Act was designed was to ensure information about all deals concerning land so that correct land records could be maintained. The Registration Act is used for proper recording of transactions relating to other immovable property also. The Registration Act provides for registration of other documents also, which can give these documents more authenticity. Registering authorities have been provided in all the districts for this purpose.

### **Indian Stamp Act, 1899**

Stamp duty in relation to certain specified categories of instruments as specified under Entry 91 of the list, is governed by the provisions of the Indian Stamp Act, 1899 (“**Stamp Act**”) which is enacted by the Central Government. All other instruments are required to be stamped, as per the rates prescribed by the respective State Governments. Stamp duty is required to be paid on all the documents that are registered and as stated above the percentage of stamp duty payable varies from one state to another. Certain states in India have enacted their own legislation in relation to stamp duty while the other states have adopted and amended the Stamp Act, as per the rates applicable in the state. On such instruments stamp duty is payable at the rates specified in Schedule I of the Stamp Act.

Instruments chargeable to duty under the Stamp Act which are not duly stamped are incapable of being admitted in court as evidence of the transaction contained therein. The Stamp Act also provides for impounding of instruments which are not sufficiently stamped or not stamped at all. Unstamped and deficiently stamped instruments can be impounded by the authority and validated by payment of penalty. The amount of penalty payable on such instruments may vary from state to state.

### **Indian Contract Act, 1872**

The Indian Contract Act, 1872 (“**Contract Act**”) codifies the way in which a contract may be entered into, executed, implementation of the provisions of a contract and effects of breach of a contract. A person is free to contract on any terms he chooses. The Contract Act consists of limiting factors subject to which contract may be entered into, executed and the breach enforced. It provides a framework of rules and regulations that govern formation and performance of contract. The contracting parties themselves decide the rights and duties of parties and terms of agreement.

### **Specific Relief Act, 1963**

The Specific Relief Act, 1963 (“**Specific Relief Act**”) is complimentary to the provisions of the Contract Act and the Transfer of Property Act, as the Specific Relief Act applies both to movable property and immovable property. The Specific Relief 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.

### **Consumer Protection Act, 1986**

The Consumer Protection Act, 1986 seeks to provide better protection of interests of the consumers and for that purpose to make provision for establishment of consumer councils and other authorities for the settlement of consumer’s disputes and for matters connected therewith. It seeks to promote and protect the rights of consumers.

To provide steady and simple redressal to consumers’ disputes, a quasi-judicial machinery is sought to be set up at the district, state and central levels. The quasi-judicial bodies will observe the principles of natural justices and have been empowered to give relieves of a specific nature and to award wherever appropriate compensation to consumers. Penalties for non-compliance of the orders given by the quasi-judicial bodies have also been provided.

## Competition Act, 2002

The Competition Act, 2002 (“**Competition Act**”) aims to prevent anti-competitive practices that cause or are likely to cause an appreciable adverse effect on competition in the relevant market in India. The Competition Act regulates anti-competitive agreements, abuse of dominant position and combinations. The Competition Commission of India (“**Competition Commission**”) which became operational from May 20, 2009 has been established under the Competition Act to deal with inquiries relating to anti-competitive agreements and abuse of dominant position and regulate combinations.

The Competition Act also provides that the Competition Commission has the jurisdiction to inquire into and pass orders in relation to an anti-competitive agreement, abuse of dominant position or a combination, which even though entered into, arising or taking place outside India or signed between one or more non-Indian parties, but causes an appreciable adverse effect in the relevant market in India.

## Companies Act, 2013

The Companies Act, 2013, has been introduced to replace the existing Companies Act, 1956 in a phased manner. The Ministry of Corporate Affairs has vide its notification dated September 12, 2013 has notified 98 Sections of the Companies Act, 2013 and the same are applicable from the date of the aforesaid notification. A further 183 Sections have been notified on March 26, 2014 and have become applicable from April 1, 2014. The Companies (Amendment) Act, 2015 has *inter-alia* amended various Sections of the Companies Act, 2013 to take effect from May 29, 2015. Further, vide the Companies (Amendment) Act, 2015, Section 11 of the Companies Act, 2013 has been omitted and Section 76A has been inserted in the Companies Act, 2013. Till date, total 427 sections are notified by Ministry of Corporate Affairs. The Ministry of Corporate Affairs, has also issued rules complementary to the Companies Act, 2013 establishing the procedure to be followed by companies in order to comply with the substantive provisions of the Companies Act, 2013.

## D. REGULATIONS REGARDING FOREIGN INVESTMENT

### Foreign Exchange Management Act, 1999 (“the FEMA”)

Foreign investment in companies in the trading sector is governed by the provisions of the Foreign Exchange Management Act, 1999 (“**FEMA**”) read with the applicable regulations. The Department of Industrial Policy and Promotion (“**DIPP**”), Ministry of Commerce and Industry has issued the Consolidated FDI Policy which consolidates the policy framework on Foreign Direct Investment (“**FDI Policy**”), with effect from August 28, 2017. The FDI Policy consolidates and subsumes all the press notes, press releases, and clarifications on FDI issued by DIPP till August 27, 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. Where FDI is allowed on an automatic basis without the approval of the Government, the RBI would continue to be the primary agency for the purposes of monitoring and regulating foreign investment. In cases where Government approval is obtained, no approval of the RBI is required except with respect to fixing the issuance price, although a declaration in the prescribed form, detailing the foreign investment, must be filed with the RBI once the foreign investment is made in the Indian company.

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 of security to a person resident outside India.

The Company is engaged in the activity of wholesale trading and multi-brand retail trading. The FDI Policy issued by the DIPP permits foreign investment up to 100% in the Cash and Carry Wholesale Trading/ Wholesale Trading (“**WT**”) sector under the automatic route. Further, the FDI Policy permits foreign investment upto 51% in the multi-

brand retail sector under the government route subject to certain conditions which are mentioned below.

### **Cash and Carry Wholesale Trading/ Wholesale Trading**

Cash & Carry Wholesale trading/Wholesale trading, would mean sale of goods/merchandise to retailers, industrial, commercial, institutional or other professional business users or to other wholesalers and related subordinated service providers. Wholesale trading would, accordingly, imply sales for the purpose of trade, business and profession, as opposed to sales for the purpose of personal consumption. The yardstick to determine whether the sale is wholesale or not would be the type of customers to whom the sale is made and not the size and volume of sales. Wholesale trading would include resale, processing and thereafter sale, bulk imports with ex-port/ex bonded warehouse business sales and B2B e-Commerce.

Further, Cash & Carry Wholesale Trading/Wholesale Trading (“WT”) is subject to the following conditions:

- a. For undertaking WT, requisite licenses/registration/ permits, as specified under the relevant Acts/Regulations/Rules/Orders of the State Government/Government Body/Government Authority/Local Self Government Body under that State Government should be obtained.
- b. Except in case of sales to Government, sales made by the wholesaler would be considered as ‘cash & carry wholesale trading/wholesale trading’ with valid business customers, only when WT are made to the following entities:
  - i. Entities holding sales tax/ VAT registration/service tax/excise duty registration; or
  - ii. Entities holding trade licenses i.e. a license/registration certificate/membership certificate/registration under Shops and Establishment Act, issued by a Government Authority/Government Body/Local Self-Government Authority, reflecting that the entity/person holding the license/ registration certificate/ membership certificate, as the case may be, is itself/ himself/herself engaged in a business involving commercial activity; or
  - iii. Entities holding permits/license etc. for undertaking retail trade (like teh bazari and similar license for hawkers) from Government Authorities/Local Self Government Bodies; or
  - iv. Institutions having certificate of incorporation or registration as a society or registration as public trust for their self-consumption.

**An entity, to whom WT is made, may fulfill any one of the 4 (four) conditions stated above.**

- c. Full records indicating all the details of such sales like name of entity, kind of entity, registration/license/permit etc. number, amount of sale etc. should be maintained on a day to day basis.
- d. WT of goods would be permitted among companies of the same group. However, such WT to group companies taken together should not exceed 25% of the total turnover of the wholesale venture.
- e. WT can be undertaken as per normal business practice, including extending credit facilities subject to applicable regulations.
- f. A wholesale/cash & carry trader can undertake retail trading, subject to the conditions applicable. An entity undertaking wholesale/cash and carry as well as retail business will be mandated to maintain separate books of accounts for these two arms of the business and duly audited by the statutory auditors. Conditions of the FDI Policy for wholesale/cash and carry business and for retail business have to be separately complied with by the respective business arms.

### **Multi-brand retail trading**

FDI in multi brand retail trading, in all products, is permitted, subject to the following conditions:

- (i) Fresh agricultural produce, including fruits, vegetables, flowers, grains, pulses, fresh poultry, fishery and meat products, may be unbranded.

- (ii) Minimum amount to be brought in, as FDI, by the foreign investor, would be US \$ 100 million.
- (iii) At least 50% of total FDI brought in the first tranche of US \$ 100 million, shall be invested in 'back-end infrastructure' within three years, where 'back-end infrastructure' will include capital expenditure on all activities, excluding that on front end units; for instance, back-end infrastructure will include investment made towards processing, manufacturing, distribution, design improvement, quality control, packaging, logistics, storage, ware-house, agriculture market produce infrastructure etc. Expenditure on land cost and rentals, if any, will not be counted for purposes of backend infrastructure. Subsequent investment in backend infrastructure would be made by the MBRT retailer as needed, depending upon its business requirements.
- (iv) At least 30% of the value of procurement of manufactured/processed products purchased shall be sourced from Indian micro, small and medium industries, which have a total investment in plant & machinery not exceeding US \$ 2.00 million. This valuation refers to the value at the time of installation, without providing for depreciation. The 'small industry' status would be reckoned only at the time of first engagement with the retailer, and such industry shall continue to qualify as a 'small industry' for this purpose, even if it outgrows the said investment of US \$ 2.00 million during the course of its relationship with the said retailer. Sourcing from agricultural co-operatives and farmers co-operatives would also be considered in this category. The procurement requirement would have to be met, in the first instance, as an average of five years' total value of the manufactured/processed products purchased, beginning 1st April of the year during which the first tranche of FDI is received. Thereafter, it would have to be met on an annual basis.
- (v) Self-certification by the Company, to ensure compliance of the conditions at serial nos. (ii), (iii) and (iv) above, which could be cross-checked, as and when required. The investors are required to maintain accounts, duly certified by statutory auditors.
- (vi) Retail sales outlets may be set up only in cities with a population of more than 10 lakh as per 2011 Census or any other cities as per the decision of the respective State Governments, and may also cover an area of 10 kms around the municipal/urban agglomeration limits of such cities; retail locations will be restricted to conforming areas as per the Master/Zonal Plans of the concerned cities and provision will be made for requisite facilities such as transport connectivity and parking.
- (vii) Government will have the first right to procurement of agricultural products.
- (viii) The above policy is an enabling policy only and the State Governments/Union Territories are permitted to take their own decisions in regard to implementation of the policy. Therefore, retail sales outlets may be set up in those States/Union Territories which have agreed, or agree in future, to allow FDI in multi-brand retail trading under this policy. The list of States/Union Territories which have conveyed their agreement are Andhra Pradesh, Assam, Delhi, Haryana, Himachal Pradesh, Jammu & Kashmir, Karnataka, Maharashtra, Manipur, Rajasthan, Uttarakhand, Daman & Diu and Dadra and Nagar Haveli (Union Territories). Such agreement, in future, to permit establishment of retail outlets under this policy, would be conveyed to the Government of India through the Department of Industrial Policy & Promotion and additions would be made in the states mentioned above accordingly. The establishment of the retail sales outlets will be in compliance of applicable State/Union Territory laws/ regulations, such as the Shops and Establishments Act etc.
- (ix) Retail trading, in any form, by means of e-commerce, is not be permissible, for companies with FDI, engaged in the activity of multi-brand retail trading.

RBI has also issued the Master Directions on Foreign Investment dated January 4, 2018. In terms of the Master Directions, 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 Indian company making fresh issue of shares would be subject to certain reporting requirements, inter-alia with respect to consideration for issue of shares and will also be required to making certain filings including filing of Form FC-GPR within 30 days from the issue of shares.

## OUR HISTORY AND CERTAIN OTHER CORPORATE MATTERS

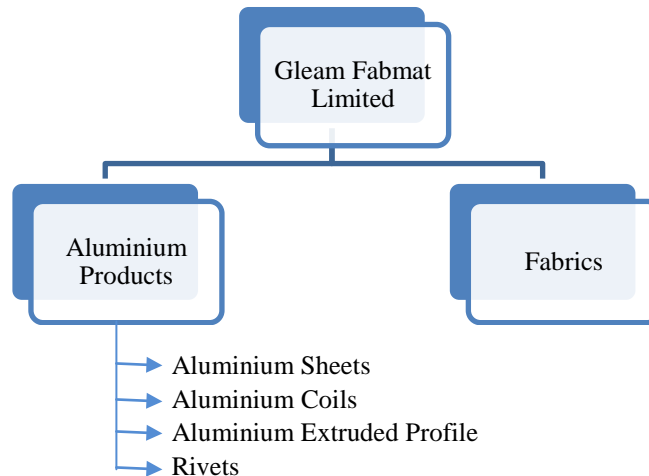
Our Company was incorporated as Gleam Fabmat Limited on June 20, 2018 under the Companies Act, 2013 with the Registrar of Companies, Delhi bearing Registration No. 335610. The certificate of incorporation was issued on June 21, 2018 by the Registrar of Companies, Delhi. Further, pursuant to Business Takeover Agreement dated September 15, 2018, our Company acquired the business of M/s. J.P Metals, a proprietorship concern of one of our Promoter Mr. Anil Kumar Gupta.

The Company's Corporate Identity Number is U45200MH1990PLC054953

### OVERVIEW

Our business was originally being run as a proprietorship named J P Metals. Further, our company is incorporated on June 20, 2018, as a public limited company under the name 'Gleam Fabmat Limited' under the provisions of the Companies Act, 2013 with the Registrar of Companies, Delhi with a vision to corporatize our business. A MOU dated September 15, 2018 has been entered into to give effect to the takeover of the business of J P Metals (Proprietor Anil Kumar Gupta).

Our Company currently trades in wide range of aluminium products such as Aluminium Sheets, Aluminium Coils, Rivets etc and textiles products. Following is the classification of major product offerings:



Our Company is promoted by Mr. Anil Kumar Gupta and his sons Mr. Amit Gupta and Mr. Arun Gupta who together have industry experience of many years and possess rich business intellect in the trading circles of Delhi as they have been in trading segment through proprietorship. For details about the promoter family track record of this business and its proprietary concerns please see "History and Certain Corporate Matters" on page no.76 of this Draft Prospectus.

Our Company plans to leverage its promoter networks in the Trading community of Delhi and it has expanded its verticals by venturing into Fabric segment in Delhi. Our Company is in the process of building a quality and innovation focused trading vertical as well as developing a strong team to cater to its proposed increased operational needs.

We operate through our registered office located at Premises No. 5504/15, Basti Harpool Singh, Sardar Thana Road, Delhi- 110 006.

Since our company was recently incorporated we have not completed a full financial year, however we have reported a robust operating performance for four months period ended September 30, 2018, wherein our sales, EBITDA and Profit after Tax were ₹. 1,022.22 lakhs, ₹. 30.82 lakhs and ₹.20.99 lakhs respectively.

As of the date of this Draft Prospectus, our Company has 7 (Seven) Shareholders. For further details regarding our business operations, please see the chapter titled “Our Business” beginning on page no. 64 of this Draft Prospectus.

For further details regarding our business operations, please see “Our Business” beginning on page no. 64 of this Draft Prospectus.

Our Company has 7 shareholders as on the date of filing of this Draft Prospectus.

## MAJOR EVENTS IN THE HISTORY OF OUR COMPANY

Year	Event
June 20, 2018	Incorporated under Companies Act, 2013 as ‘Gleam Fabmat Limited’
September 15, 2018	Takeover of Proprietorship Concern pursuant to Business Takeover Agreement dated September 15, 2018
September 30, 2018	Achieved turnover of ₹ 1,022.22 for 4 months period ended September 30, 2018.

## MAIN OBJECTS AS PER MEMORANDUM OF ASSOCIATION

Our Company’s main objects as per the Memorandum of Association are as follows:

1. To carry on the business as manufacturers, producers, processors, assemblers, refiners, makers, traders, casters, importers, exporters, buyers, sellers, retailers, wholesalers, suppliers, brokers, agents, sub agents, merchants, converters, masters and in other ways to deal in ferrous, non ferrous metal, aluminium and aluminium products, forgings, structural, rolling works, rods, bars, wires, sheets and utensils.
2. To carry on the business of manufacturers, importers, exporters, buyers, sellers, dealers and as agents, stockiest, distributors and suppliers of all kinds of readymade garments, coverings, coated fabrics, textiles, hosiery and silk or merchandise of every kind and description and other production goods, articles and things as are made from or with cotton, nylon, silk, polyester, acrylics, wool, jute and other such kinds of fiber by whatever name called or made under any process, whether natural or artificial and by mechanical or other means and all other such products of allied nature made thereof.
3. To acquire, takeover, buy whole business of Proprietorship firm operating currently in the name and style of “J.P. Metals” and to do all incidental acts and things necessary for the attainment of objects under these presents.

## 4. CHANGES IN REGISTERED OFFICE OF OUR COMPANY

Date of Change	Changed From	Change to	Reason for change
September 29, 2018	5696-5701, G/F, PT Munna Lal Sharma Basti Harpool Singh, Delhi – 110 006	5504/15, Basti Harphool Singh, Sadar Bazar, Delhi – 110 006	Administrative Reasons

## AMENDMENTS TO THE MEMORANDUM OF ASSOCIATION

Dates on which some of the main clauses of the Memorandum of Association of our Company have been changed citing the details of amendment as under:

DATE	NATURE OF AMMENDMENT
July 26, 2018	The initial authorized share capital of ₹ 10,00,000 divided into 1,00,000 Equity Shares of ₹10 each was increased to ₹6,00,00,000 divided into 60,00,000 Equity Shares of ₹ 10 each
September 15, 2018	Takeover of Proprietorship Concern pursuant to Business Takeover Agreement dated September 15, 2018
December 29, 2018	The authorized share capital of ₹ 6,00,00,000 divided into 60,00,000 Equity Shares of ₹10 each was increased to ₹10,50,00,000 divided into 10,50,000 Equity Shares of ₹ 10 each



## **SUBSIDIARIES**

As on the date of this Draft Prospectus, there are no subsidiaries of our Company.

## **THE AMOUNT OF ACCUMULATED PROFIT/ (LOSSES) NOT ACCOUNTED FOR BY OUR COMPANY**

There is no accumulated profit/ (losses) not accounted for by our Company.

## **HOLDING COMPANY**

As on the date of this Draft Prospectus, there is no Holding Company of our Company.

## **JOINT VENTURES**

As on the date of this Draft Prospectus, there are no joint ventures of our Company.

## **REVALUATION OF ASSETS IN THE LAST TEN YEARS**

There has been no revaluation of assets of our company in last 10 years from the date of this Draft Prospectus.

## **SHAREHOLDERS' AGREEMENT**

There are no Shareholders' Agreements existing as on the date of this Draft Prospectus.

## **ACQUISITION OF BUSINESS / UNDERTAKINGS**

Our business was originally being run as a proprietorship named J P Metals. Further, our company is incorporated on June 20, 2018, as a public limited company under the name 'Gleam Fabmat Limited' under the provisions of the Companies Act, 2013 with the Registrar of Companies, Delhi with a vision to corporatize our business.

## **DIVESTMENT OF BUSINESS / UNDERTAKING BY COMPANY IN THE LAST TEN YEARS**

Our company has not divested any of its business / undertaking in last 10 years from the date of this Draft Prospectus

## **FINANCIAL PARTNERS**

As on the date of this Draft Prospectus, apart from the various arrangements with bankers and financial institutions which our Company undertakes in the ordinary course of business, our Company does not have any other financial partners.

## **DEFAULTS OR RESCHEDULING OF BORROWINGS WITH FINANCIAL INSTITUTIONS / BANKS**

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

## **STRATEGIC PARTNERS**

We do not have any strategic partners as on the date of this Draft Prospectus.

## **OTHER AGREEMENTS**

Except the contracts / agreements entered in the ordinary course of the business carried on or intended to be carried on by our Company, we have not entered into any other agreement / contract as on the date of this Draft Prospectus.



## **INJUNCTIONS OR RESTRAINING ORDERS**

There are no injunctions / restraining orders that have been passed against the company.

## OUR MANAGEMENT

### Board of Directors:

Our Company has Nine (9) Directors consisting of three (3) Executive Directors, three (3) Non Executive Non Independent Directors and Three (3) Non Executive Independent Directors. The following table sets forth the details of our Board of Directors as on the date of this Draft Prospectus:

Name, Current Designation, Address, Occupation, Term and DIN	Nationality	Age	Other Directorships
<b>Mr. Amit Gupta</b> <i>Managing Director &amp; Chief Financial Officer</i>  <b>Date of Birth:</b> May 02, 1981  <b>Address:</b> Luv-306, Agrasen Awas, I.p Extn, Patparganj, Delhi – 110 092  <b>Date of appointment as Additional Non Executive Director:</b> June 20, 2018  <b>Date of Re-designation as Managing Director &amp; Chief Financial Officer:</b> December 28, 2018  <b>Term:</b> Appointed as Chairman & Managing Director for a period of Five years i.e. from December 28 <sup>th</sup> , 2018 to December 27 <sup>th</sup> , 2023  <b>Occupation:</b> Business  <b>DIN:</b> 03038181	Indian	37 Years	<ul style="list-style-type: none"> <li>• A.C Aluminum Private Limited</li> </ul>
<b>Mr. Anil Kumar Gupta</b> <i>Whole - Time Director</i>  <b>Date of Birth:</b> August 07, 1958  <b>Address:</b> Luv-306, Agrasen Awas, I.p Extn, Patparganj, Delhi – 110 092  <b>Date of appointment as Non-Executive Director:</b> August 04, 2018  <b>Date of Re-designation as Whole-Time Director:</b> December 28, 2018  <b>Term:</b> Appointed as Whole-Time Director for a period of Five years i.e. from December 28 <sup>th</sup> , 2018 to December 27 <sup>th</sup> , 2023  <b>Occupation:</b> Business  <b>DIN:</b> 08193698	Indian	60 Years	<ul style="list-style-type: none"> <li>• Nil</li> </ul>
<b>Mr. Arun Gupta</b> <i>Whole-Time Director</i>  <b>Date of Birth:</b> August 03, 1984 <b>Address:</b> 25/43, 2 <sup>nd</sup> Floor, Shakti Nagar, Delhi –	Indian	34 Years	<ul style="list-style-type: none"> <li>• A.C Aluminium Private Limited</li> </ul>

Name, Current Designation, Address, Occupation, Term and DIN	Nationality	Age	Other Directorships
<p>110 007</p> <p><b>Date of appointment as Additional Non Executive Director:</b> June 20, 2018</p> <p><b>Date of Re-designation as Whole-Time Director:</b> December 28, 2018</p> <p><b>Term:</b> Appointed as Whole-Time Director for a period of Five years i.e. from December 28<sup>th</sup>, 2018 to December 27<sup>th</sup>, 2023</p> <p><b>Occupation:</b> Business</p> <p><b>DIN:</b> 05123174</p>			
<p><b>Mrs. Pushpa Gupta</b> <i>Non - Executive Director</i></p> <p><b>Date of Birth:</b> October 17, 1958</p> <p><b>Address:</b> Luv-306, Agrasen Awas, I.p Extn, Patparganj, Delhi – 110 092</p> <p><b>Date of appointment as Additional Non Executive Director:</b> June 20, 2018</p> <p><b>Term:</b> Appointed as Non Executive Director from the date of Incorporation i.e June 20, 2018</p> <p><b>Occupation:</b> Services</p> <p><b>DIN:</b> 05123161</p>	Indian	60 Years	<ul style="list-style-type: none"> <li>• A.C Aluminium Private Limited</li> </ul>
<p><b>Mr. Yogesh Aggarwal</b> <i>Non - Executive Director</i></p> <p><b>Date of Birth:</b> September 17, 1961</p> <p><b>Address:</b> 4/1144, Gali No. 11, Opp. Ramleela Ground Park Bhola Nath Nagar, Shahdara Delhi 110032</p> <p><b>Date of appointment as Additional Non Executive Director:</b> January 05, 2019</p> <p><b>Term:</b> Appointed as Non Executive Director upto the conclusion of next Annual General Meeting.</p> <p><b>Occupation:</b> Professional</p> <p><b>DIN:</b> 08220994</p>	Indian	57 Years	<ul style="list-style-type: none"> <li>• Shahdara Promoters Private Limited</li> </ul>
<p><b>Mr. Depender Singhal</b> <i>Non - Executive Director</i></p> <p><b>Date of Birth:</b> October 16, 1957</p>	Indian	61 Years	<ul style="list-style-type: none"> <li>• Shahdara Promoters Private Limited</li> </ul>

Name, Current Designation, Address, Occupation, Term and DIN	Nationality	Age	Other Directorships
<p><b>Address:</b> A,140,B,2nd Floor Vivek Vihar Phase-2, Delhi India – 110 095</p> <p><b>Date of appointment as Additional Non Executive Director:</b> January 05, 2019</p> <p><b>Term:</b> Appointed as Non Executive Director upto the conclusion of next Annual General Meeting.</p> <p><b>Occupation:</b> Professional</p> <p><b>DIN:</b> 01125550</p>			
<p><b>Mr. Ankit Rastogi</b> <i>Non Executive Independent Director</i></p> <p><b>Date of Birth:</b> March 07, 1985</p> <p><b>Address:</b> Gali No-3, 107/28 East, Azad Nagar, Krishna Nagar, East Delhi -110 031</p> <p><b>Date of appointment as Additional Non Executive Independent Director:</b> December 28, 2018</p> <p><b>Term:</b> Appointed as Non-Executive Independent Director for a period of Five years i.e. from December 28<sup>th</sup>, 2018 to December 27<sup>th</sup>, 2023 Not Liable to retire by Rotation.</p> <p><b>Occupation:</b> Professional</p> <p><b>DIN:</b> 08315005</p>	Indian	33 Years	• Nil
<p><b>Mr. Kapil Sharma</b> <i>Non Executive Independent Director</i></p> <p><b>Date of Birth:</b> January 01, 1992</p> <p><b>Address:</b> H.No.-1/10, Street No-1, Tukmirpur Extn, Near Delhi Police Camp, Karawal Nagar, North East, Delhi -110 094.</p> <p><b>Date of appointment as Additional Non Executive Independent Director:</b> December 28, 2018</p> <p><b>Term:</b> Appointed as Non-Executive Independent Director for a period of Five years i.e. from December 28<sup>th</sup>, 2018 to December 27<sup>th</sup>, 2023 Not Liable to retire by Rotation</p> <p><b>Occupation:</b> Professional</p> <p><b>DIN:</b> 08315014</p>	Indian	27 Years	• Nil

Name, Current Designation, Address, Occupation, Term and DIN	Nationality	Age	Other Directorships
<b>Mrs. Shivani Gupta</b> <i>Non Executive Independent Director</i>  <b>Date of Birth:</b> July 05, 1984  <b>Address:</b> H. No-44C, Pocket-AG-1, Vikas Pun, Tilak Nagar West, Delhi – 110 018  <b>Date of appointment as Additional Non Executive Independent Director:</b> January 05, 2019  <b>Term:</b> Appointed as Non-Executive Independent Director upto the conclusion of next Annual General Meeting.  Not Liable to retire by Rotation  <b>Occupation:</b> Professional  <b>DIN:</b> 07547509	Indian	34 Years	<ul style="list-style-type: none"> <li>• Amit Spinning Industries Ltd</li> <li>• Peridot Energy Services Limited</li> <li>• Gagan Infraenergy Limited</li> <li>• Trishakti Real Estate Infrastructure And Developers Limited</li> <li>• Overnite Express Limited</li> <li>• Nalwa Steel And Power Limited</li> <li>• Opelina Finance And Investment Ltd</li> </ul>

For further details on their qualification, experience etc., please see their respective biographies under the heading “*Brief Biographies*” below:

**Notes:**

- Except as mentioned below no other directors are related to each other;
  - Mr. Anil Kumar Gupta is father of Amit Gupta & Arun Gupta
  - Mrs. Pushpa Gupta is Mother of Amit Gupta & Arun Gupta
  - Mrs. Puhpa Gupta is Wife of Mr. Anil Kumar Gupta
- There are no arrangements or understanding with major shareholders, customers, suppliers or others, pursuant to which any of the Directors or Key Management Personnel were selected as a Director or member of the senior management.
- There is no service contracts entered into by the Directors with our Company.
- None of our Directors have been or are presently directors on the boards of listed companies whose shares have been / were suspended from being traded on the Stock Exchanges during the last five years preceding the date of filing of this Prospectus.
- None of our Directors have been or are presently directors on the boards of listed companies whose shares have been delisted from the Stock Exchange(s).
- No proceedings/investigations have been initiated by SEBI against any company, the board of directors of which also comprise any of the Directors of our Company. No consideration in cash or shares or otherwise has been paid or agreed to be paid to any of our Directors or to the firms or companies in which they are interested as a member by any person either to induce him to become, or to help him qualify as a Director, or otherwise for services rendered by him or by the firm or company in which he is interested, in connection with the promotion or formation of our Company.

## **BRIEF BIOGRAPHIES OF OUR DIRECTORS**

### **Mr. Amit Gupta**

Mr. Amit Gupta, aged 37 years, is the Managing Director & Chief Financial Officer of our company. He is an Undergraduate. He has around 18 years of rich and vast experience in the field of Trading Business. He has also been associated with J.P Metals the sole Proprietorship concern which was started in 1999. He is involved in the Finance & Administrative Activities of the company since its inception. And also looks after the day-to-day functioning of our Company.

### **Mr. Anil Kumar Gupta**

Mr. Anil Kumar Gupta, aged 63 years, is the Whole-Time Director of our Company. He is an Undergraduate. He has around 48 Years of rich and vast experience in the trading business of Aluminum Products. He was the founding member of the proprietorship concern "J.P Metals" which was started in the year 1999. He has been managing complete operations of J.P Metals since its inception and is actively involved & handling major operations of our company.

### **Mr. Arun Gupta**

Mr. Arun Gupta, aged 34 years, is the Whole-Time Director of our company. He is an Undergraduate. He has around 16 years of rich and vast experience in the field of Trading Business and He has also been associated with J.P Metals the sole Proprietorship concern which was started in 1999. He has been handling the sales and purchase department of the company since its inception.

### **Mrs. Pushpa Gupta**

Mrs. Pushpa Gupta, aged 60 years, is a Non- Executive Director of our Company. She has been associated with Gleam Fabmat Limited as a Director since its Incorporation. She has Rich and vast experience in the operations of the Aluminium Industry and has been handling the Administration related activities since the incorporation of our Company.

### **Mr. Yogesh Aggarwal**

Mr. Yogesh Aggarwal, aged 57 years, is a Non- Executive Director of our Company. He has been graduated from Delhi University in the year 1978. He has a vast experience in the Dry Fruit Trading Business for 35 Years as the partner of "Mansharam Yogesh Kumar"

### **Mr. Dipender Singhal**

Mr. Dipender Singhal, aged 61 years is the non executive director of our Company. He is an undergraduate. He has a vast experience in the Dry Fruit Trading Business for 35 years as the partner of "Mansharam Yogesh Kumar".

### **Mr. Ankit Rastogi**

Mr. Ankit Rastogi, aged 33 years, is a Non-Executive Independent Director of our Company. He is an undergraduate. He has around 3 years of experience in the catering business. He owns a restaurant in Delhi in the name of "Dawaat Restaurant" Before venturing in the catering Business he was associated with Aggarwal non-Woven as a Manager for a period of 10 Years.

### **Mr. Kapil Sharma**

Mr. Kapil Sharma, aged 26 years, is a Non-Executive Independent Director of our Company. He holds Master of Business Administration Degree from Amity University, Uttar Pradesh. He has an Experience of 6 years in the field of Accountancy.

### **Mrs. Shivani Gupta**

Mrs. Shivani Gupta, aged 34 years, is a Non-Executive Independent Director of our Company. She has obtained a bachelor's degree in Law and is an Associate CS under Institute of Company Secretaries of India. She has about two decades of experience in the field of compliance, management and legal aspects of the business. As the Independent Director of our Company, she will be instrumental for providing her expertise & inputs, for ensuring the growth of our Company.

### **Confirmation**

None of the above mentioned Directors are on the RBI List of willful defaulters as on date of filing the Prospectus.

Further, our Company, our Promoters, persons forming part of our Promoter Group, Directors and persons in control of our Company, have not been/are not debarred from accessing the capital market by SEBI.

### **Borrowing Powers of our Board of Directors**

Our Company at its Extra-Ordinary General Meeting held on July 26, 2018 passed a resolution authorizing Board of Directors pursuant to the provisions of section 180 (1) (c) of the Companies Act, 2013 for borrowing from time to time any sum or sums of money from any person(s) or bodies corporate (including holding Company) or any other entity, whether incorporated or not, on such terms and conditions as the Board of Directors may deem fit for the purpose of the Company's business. The monies so borrowed together with the monies already borrowed by our Company (apart from temporary loans obtained from the banks in the ordinary course of business) may exceed the aggregate of the paid up share capital of our Company and its free reserves, that is to say, reserves not set apart for any specific purpose, provided that the total amount of such borrowings together with the amount already borrowed and outstanding shall not, at any time, exceed ₹ 100 crores.

### **REMUNERATION OF EXECUTIVE DIRECTORS**

#### **Mr. Amit Gupta, Managing Director & Chief Financial Officer**

The compensation package payable to him as resolved in the shareholders meeting held on December 28, 2018 is stated hereunder:

**Salary:** The total remuneration paid to Mr. Amit Gupta, Executive Director, shall not exceed a sum of ₹ 12.00 lakhs per annum (inclusive of all perquisites).

Remuneration paid to Mr. Amit Gupta for FY 2017-18 was ₹ Nil

#### **Mr. Anil Kumar Gupta, Whole-Time Director**

The compensation package payable to him as resolved in the shareholders meeting held on December 28, 2018 is stated hereunder:

**Salary:** The total remuneration paid to Mr. Anil Kumar Gupta, Whole-Time Director, shall not exceed a sum of ₹ 6.00 lakhs per annum (inclusive of all perquisites).

Remuneration paid to Mr. Anil Kumar Gupta for FY 2017-18 was ₹ Nil

#### **Mr. Arun Gupta, Whole-Time Director**

The compensation package payable to him as resolved in the shareholders meeting held on December 28, 2018 is stated hereunder:

**Salary:** The total remuneration paid to Mr. Arun Gupta, Whole-Time Director, shall not exceed a sum of ₹ 12.00 lakhs per annum (inclusive of all perquisites).



Remuneration paid to Mr. Arun Gupta for FY 2017-18 was ₹ Nil

## REMUNERATION PAID TO DIRECTORS BY OUR SUBSIDIARY OR ASSOCIATE COMPANIES

As on date there is no Subsidiary or Associate company of our Company.

### Compensation to the Non Executive Non Independent Directors and Non Executive Independent Directors

Pursuant to a resolution passed at the meeting of the Board of the Company on December 28, 2018, the Non-Executive Directors will be paid no sitting fee for attending Board meetings.

Remuneration paid to our Non Executive Non Independent Directors and Non Executive Independent Director in Fiscal 2018: Nil

### REMUNERATION / SITTING FEES PAID TO DIRECTORS FOR THE FOUR MONTHS PERIOD ENDED ON SEPTEMBER 30,2018 :

Sr. No.	Name of the Director	Designation	Remuneration Paid (₹ in Lakhs)	Sitting Fees Paid (₹ in Lakhs)	Total (₹ in Lakhs)
1	Mr. Amit Gupta	Managing Director & Chief Financial Officer	3.00	NA	NA
2	Mr. Anil Kumar Gupta	Whole-Time Director	1.50	NA	NA
3	Mr. Arun Gupta	Whole-Time Director	3.00	NA	NA
4	Mrs. Pushpa Gupta	Non-Executive Director	Nil	NA	NA
5	Mr. Yogesh Aggarwal	Non-Executive Director	Nil	NA	NA
6	Mr. Depender Singhal	Non-Executive Director	Nil	NA	NA
7	Mr. Ankit Rastogi	Non-Executive Independent Director	Nil	Nil	Nil
8	Mr. Kapil Sharma	Non-Executive Independent Director	Nil	Nil	Nil
9	Mrs. Shivani Gupta	Non-Executive Independent Director	Nil	Nil	Nil

### Shareholding of Directors

The following table sets forth the shareholding of our Directors as on the date of this Draft Prospectus:

Name of Directors	No. of Equity Shares held	% of Pre-Issue Paid Up Capital
Mr. Amit Gupta	28,67,500	41.57%
Mr. Anil Kumar Gupta	12,55,000	18.19%
Mr. Arun Gupta	27,62,500	40.05%
Mrs. Pushpa Gupta	10,000	0.14%
<b>Total Holding of Directors</b>	<b>68,95,000</b>	<b>99.95%</b>
<b>Total Paid up Capital</b>	<b>68,98,000</b>	<b>100.00%</b>

### Interest of the Directors

Our Directors may be deemed to be interested in the promotion of the Company to the extent of the Equity Shares held by them and also to the extent of any dividend payable to them on their holding of such shares and other distributions in respect of the aforesaid Equity Shares. For further details, refer to para titled as *Annexure XXII – Related Party Transactions* in chapter titled “*Financial Information*” and “*Our Promoter and Promoter Group*” beginning on page nos. 102 and 95 of this Draft Prospectus.

All of our Directors may be deemed to be interested to the extent of fees payable to them for attending meetings of the Board or a committee thereof as well as to the extent of other remuneration and reimbursement of expenses

payable to them under our Articles of Association, and to the extent of remuneration paid to them for services rendered as an officer or employee of our Company.

Our Directors may also be regarded as interested in the Equity Shares, if any, held by them or allotted to the companies in which they are interested as Directors, Members, and Promoter, pursuant to this issue. All of 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 chapter titled “*Our Management*” and refer to para titled as *Annexure XXII – Related Party Transactions*” in chapter titled “*Financial Information*” beginning on page nos. 80 and 102 of this Draft Prospectus respectively, our Directors do not have any other interest in our business.

Except as disclosed in “*Properties*” within the section titled “*Our Business*” on page no. 64 of this Draft Prospectus, our Directors have no interest in any property acquired or proposed to be acquired by our Company as on the date of this Draft Prospectus.

### Changes in the Board of Directors in the last three years

Following are the changes in our Board of Directors in the last three years:

Sr. No.	Name of Director	Date of Change	Reason for change
1	Mr. Amit Gupta	December 28, 2018	Re-appointed as Managing Director
2	Mr. Anil Kumar Gupta	December 28, 2018	Re-appointed as Whole-Time Director
3	Mr. Arun Gupta	December 28, 2018	Re-appointed as Whole-Time Director
4	Mr. Kapil Sharma	December 28, 2018	Appointment as Non Executive Independent Director
5	Mr. Ankit Rastogi	December 28, 2018	Appointment as Non Executive Independent Director
6	Mr. Yogesh Aggarwal	January 05, 2019	Appointment as Additional Non-Executive Director
7	Mr. Depender Singhal	January 05, 2019	Appointment as Additional Non-Executive Director
8	Mrs. Shivani Gupta	January 05, 2019	Appointment as Additional Non Executive Independent Director

### Corporate Governance

The provisions of the SEBI (LODR) Regulations, 2015 with respect to corporate governance will be applicable to us immediately upon the listing of our Equity Shares with the Stock Exchanges. We are in compliance with the requirements of the applicable regulations, including the SEBI (LODR) Regulations, 2015, the SEBI Regulations and the Companies Act, in respect of corporate governance including constitution of the Board and committees thereof. The corporate governance framework is based on an effective independent Board, separation of the Board’s supervisory role from the executive management team and constitution of the Board Committees, as required under law.

Our Board has been constituted in compliance with the Companies Act and the SEBI Listing Regulations. The Board functions either as a full board, or through various committees constituted to oversee specific operational areas.

Currently, our Board has Nine (9) Directors. In compliance with the requirements of the Companies Act, 2013 we have three (3) Executive Directors, one (3) Non Executive Non Independent Directors and three (3) Non Executive Independent Directors. We have Two(2) woman director on our Board.

### Committees of our Board

We have constituted the following committees of our Board of Directors for compliance with Corporate Governance requirements:

1. Audit Committee
2. Stakeholder's Relationship Committee
3. Nomination and Remuneration Committee

### 1. Audit Committee

The Audit Committee of our Board was constituted by our Directors by a board resolution dated January 07, 2019 pursuant to section 177 of the Companies Act, 2013. The Audit Committee comprises of:

Name of the Member	Nature of Directorship	Designation in Committee
Kapil Sharma	Non –Executive Independent Director	Chairman
Shivani Gupta	Non-Executive Independent Director	Member
Amit Gupta	Managing Director	Member

The scope of Audit Committee shall include but shall not be restricted to the following:

- a) Oversight of the Issuer's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
- b) Recommending to the Board, the appointment, re-appointment and, if required, the replacement or removal of the statutory auditor and the fixation of audit fees.
- c) Approval of payment to statutory auditors for any other services rendered by the statutory auditors.
- d) Reviewing, with the management, the annual financial statements 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
  - Qualifications in the draft audit report.
- e) Reviewing, with the management, the half yearly financial statements before submission to the board for approval
- f) Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter.
- g) Review and monitor the auditor's independence and performance, and effectiveness of audit process;
- h) Approval or any subsequent modification of transactions of the company with related parties;
- i) Scrutiny of inter-corporate loans and investments;
- j) Valuation of undertakings or assets of the company, wherever it is necessary;
- k) Evaluation of internal financial controls and risk management systems;

- l) Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems.
- m) 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.
- n) Discussion with internal auditors any significant findings and follow up there on.
- o) 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.
- p) 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.
- q) 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.
- r) To review the functioning of the Whistle Blower mechanism.
- s) Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience & background, etc. of the candidate.
- t) Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.

Explanation (i): The term "related party transactions" shall have the same meaning as contained in the Accounting Standard 18, Related Party Transactions, issued by The Institute of Chartered Accountants of India.

Explanation (ii): If the Issuer has set up an audit committee pursuant to provision of the Companies Act, the said audit committee shall have such additional functions / features as is contained in this clause.

*The Audit Committee enjoys following powers:*

- a) To investigate any activity within its terms of reference
- b) To seek information from any employee
- c) To obtain outside legal or other professional advice
- d) To secure attendance of outsiders with relevant expertise if it considers necessary
- e) The audit committee may invite such of the executives, as it considers appropriate (and particularly the head of the finance function) to be present at the meetings of the committee, but on occasions it may also meet without the presence of any executives of the Issuer. The finance director, head of internal audit and a representative of the statutory auditor may be present as invitees for the meetings of the audit committee.

*The Audit Committee shall mandatorily review the following information:*

- a) Management discussion and analysis of financial condition and results of operations;
- b) Statement of significant related party transactions (as defined by the audit committee), submitted by management;
- c) Management letters / letters of internal control weaknesses issued by the statutory auditors;
- d) Internal audit reports relating to internal control weaknesses; and

- e) The appointment, removal and terms of remuneration of the Chief internal auditor shall be subject to review by the Audit Committee.

The recommendations of the Audit Committee on any matter relating to financial management, including the audit report, are binding on the Board. If the Board is not in agreement with the recommendations of the Committee, reasons for disagreement shall have to be incorporated in the minutes of the Board Meeting and the same has to be communicated to the shareholders. The Chairman of the committee has to attend the Annual General Meetings of the Company to provide clarifications on matters relating to the audit.

The Company Secretary of the Company acts as the Secretary to the Committee.

#### *Meeting of Audit Committee*

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 shall be either two members or one third of the members of the audit committee whichever is greater, but there shall be a minimum of two independent members present.

## **2. Stakeholder's Relationship Committee**

The Shareholder and Investor Grievance Committee of our Board were constituted by our Directors pursuant to section 178 (5) of the Companies Act, 2013 by a board resolution dated January 07, 2019 The Shareholder and Investor Grievance Committee comprises of:

Name of the Member	Nature of Directorship	Designation in Committee
Pushpa Gupta	Non- Executive Director	Chairman
Kapil Sharma	Non-Executive Independent Director	Member
Ankit Rastogi	Non-Executive Independent Director	Member

This committee will address all grievances of Shareholders/Investors and its terms of reference include the following:

- Allotment and listing of our shares in future
- Redressing of shareholders and investor complaints such as non-receipt of declared dividend, annual report, transfer of Equity Shares and issue of duplicate/split/consolidated share certificates;
- Monitoring transfers, transmissions, dematerialization, re-materialization, splitting and consolidation of Equity Shares and other securities issued by our Company, including review of cases for refusal of transfer/ transmission of shares and debentures;
- Reference to statutory and regulatory authorities regarding investor grievances;
- To otherwise ensure proper and timely attendance and redressal of investor queries and grievances;
- And to do all such acts, things or deeds as may be necessary or incidental to the exercise of the above powers.

The Company Secretary of our Company acts as the Secretary to the Committee.

#### ***Quorum and Meetings***

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

## **3. Nomination and Remuneration Committee**

The Nomination and Remuneration Committee of our Board was constituted by our Directors pursuant to section 178 of the Companies Act, 2013 by a board resolution dated January 07, 2019

The Nomination and Remuneration Committee currently comprises of:

Name of the Member	Nature of Directorship	Designation in Committee
Shivani Gupta	Non-Executive Independent Director	Chairman
Kapil Sharma	Non-Executive Independent Director	Member
Pushpa Gupta	Non-Executive Director	Member

The scope of Nomination and Remuneration Committee shall include but shall not be restricted to the following:

- Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees;
- Formulation of criteria for evaluation of Independent Directors and the Board;
- Devising a policy on Board diversity
- Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal. The company shall disclose the remuneration policy and the evaluation criteria in its Annual Report.

#### ***Quorum and Meetings***

The quorum necessary for a meeting of the Nomination and Remuneration Committee shall be two members or one third of the members, whichever is greater. The Committee is required to meet at least once a year.

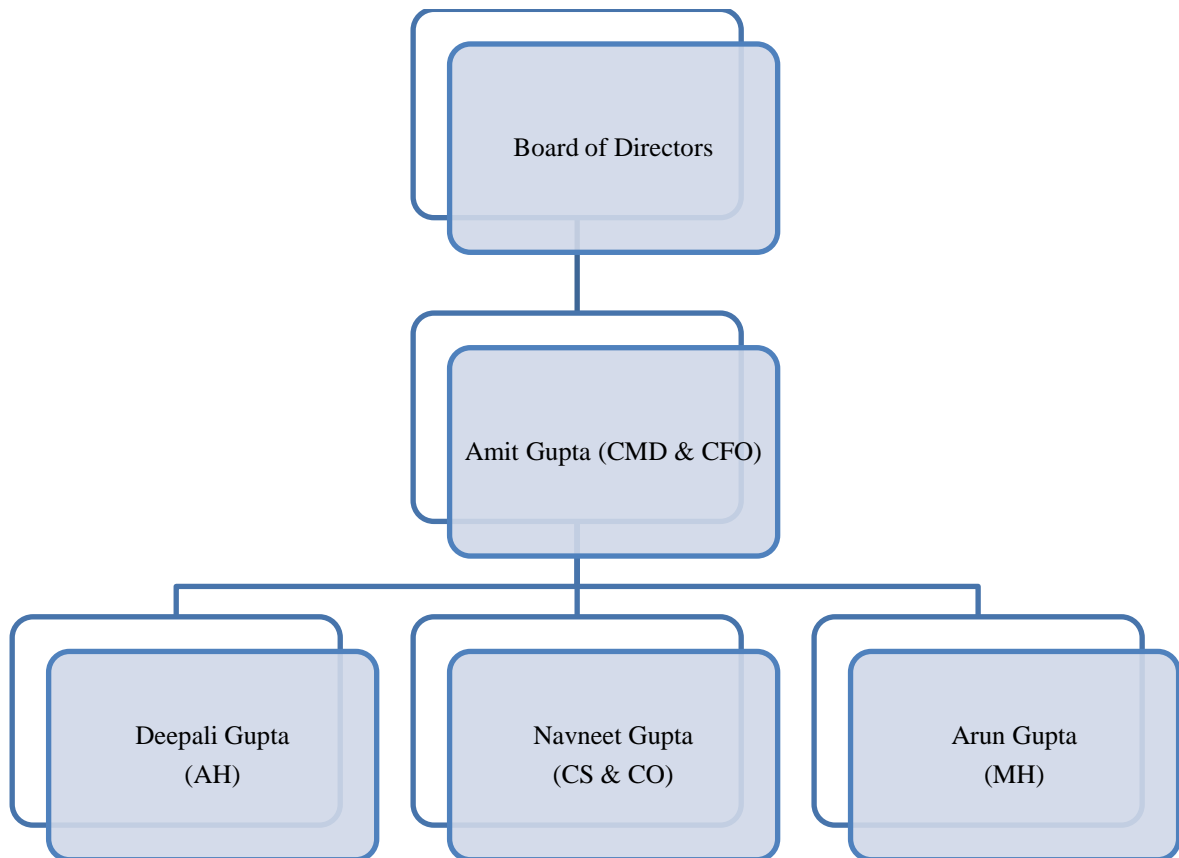
The Company Secretary of our Company acts as the Secretary to the Committee.

#### **Policy on Disclosures & Internal procedure for prevention of Insider Trading**

The provisions of Regulation 8 and 9 of the SEBI (Prohibition of Insider Trading) Regulations, 2015 will be applicable to our Company immediately upon the listing of its Equity Shares on the Stock Exchange. We shall comply with the requirements of the SEBI (Prohibition of Insider Trading) Regulations, 2015 on listing of our Equity Shares on stock exchange. Further, Board of Directors have approved and adopted the policy on insider trading in view of the proposed public issue.

Our Board is 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.

## Management Organization Structure



## Terms & Abbreviations

MD	: Managing Director
CFO	: Chief Financial Officer
CS & CO	: Company Secretary and Compliance Officer
MH	: Marketing Head
AH	: Admin Head



## Key Managerial Personnel

The details of our key managerial personnel are as below –

Name of Employee	Designation & Functional Area	Date of Appointment	Compensation for Last Fiscal (₹ in lakhs)	Qualification	Name of Previous Employer(s)	Experience
Mrs. Deepali Gupta	Admin Head	September 01, 2018	Nil	• Bachelor of Commerce	• N.A	3 Months
Mr. Arun Gupta	Marketing Head	June 20, 2018	Nil	• Undergraduate	• Self Employed	16 Years
Mr. Amit Gupta	Chief Financial Officer	December 28, 2018	Nil	• Undergraduate	• Self Employed	18 Years
Mr. Navneet Gupta	Company Secretary & Compliance Officer	September 19, 2018	Nil	• Company Secretary & Compliance Officer	• M/s. Anu Malhotra & Associates • M/s. Yatish Bhardwaj & Associates	15 Months (Internship)

### Other Notes –

1. All the key managerial personnel mentioned above are permanent employees of our Company
2. There is no understanding with major shareholders, customers, suppliers or any others pursuant to which any of the above mentioned personnel have been recruited.
3. As on the date of filing of this Draft Prospectus, our Company does not have a bonus or a profit sharing plan with the key management personnel other than the equity shares proposed to be issued by way of employee stock options.
4. No non-salary-related payments or benefits have been made to our key management personnel.
5. There is no contingent or deferred compensation payable to any of our key management personnel.

### Relationship amongst the Key Managerial Personnel

Except Mr. Arun Gupta & Mr. Amit Gupta who are brothers, Mrs. Deepali Gupta is wife of Mr. Amit Gupta

None of the aforementioned KMP's are related to each other.

### Arrangement / Understanding with Major Shareholders / Customers / Suppliers

None of the KMPs have been selected pursuant to any arrangement / understanding with major shareholders / customers / suppliers.

### Shareholding of Key Managerial Personnel

None of our KMP's holds any shares of our Company as on the date of this Draft Prospectus except as mentioned below:

- Mr. Amit Gupta holds 28,67,500 equity shares of our Company and Mr. Arun Gupta holds 27,62,500 equity shares of our Company

### **Contingent and deferred compensation payable to our Director and Key Managerial Personnel**

There is no contingent or deferred compensation payable to our Directors and Key Managerial Personnel, which does not form a part of their remuneration.

### **Interest of Key Managerial Personnel**

The Key Managerial Personnel of our Company do not have any interest in our Company, other than to the extent of remuneration of benefits to which they are entitled as per their terms of appointment and reimbursement of expenses incurred by them during the ordinary course of business. Further, if any Equity Shares are allotted to our Key Managerial Personnel prior to/ in terms of this Issue, they will be deemed to be interested to the extent of their shareholding and / or dividends paid or payable on the same.

### **Bonus or Profit Sharing Plan for the Key Managerial Personnel during the last three years**

Our Company does not have fixed bonus/profit sharing plan for any of the employees, key managerial personnel.

### **Employee Share Purchase and Employee Stock Option Scheme**

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

### **Payment or Benefit to our Key Managerial Personnel**

Except for the payment of salaries and yearly bonus, we do not provide any other benefits to our employees

### **Changes in the Key Managerial Personnel in the three years preceding the date of filing this Draft Prospectus**

Except as disclosed below, there has been no change in KMPs in past three years from the date of this Draft Prospectus:

<b>Name</b>	<b>Designation</b>	<b>Date of Joining</b>
Mrs. Deepali Gupta	Administration Head	September 01, 2018
Mr. Arun Gupta	Marketing Head	June 20, 2018
Mr. Navneet Gupta	Company Secretary & Compliance Officer	September 19, 2018
Mr. Amit Gupta	Chief Financial Officer	December 28, 2018




## OUR PROMOTER AND PROMOTER GROUP

### THE PROMOTERS OF OUR COMPANY ARE:

1. Mr. Anil Kumar Gupta,
2. Mr. Amit Gupta and
3. Mr. Arun Gupta

As on the date of this Draft Prospectus, our Promoters hold 68,85,000 Equity Shares in aggregate, representing 99.81% of the issued, subscribed and paid-up Equity Share capital of our Company.

The details of our Promoter are provided below:

	<table> <tr> <th colspan="2">Mr. Anil Kumar Gupta</th></tr> <tr> <td><b>Brief Profile:</b></td><td>Mr. Anil Kumar Gupta, aged 63 years, is the Whole-Time Director of our Company. He has around 48 Years of rich and vast experience in the trading business of Aluminum Products. He was the founding member of the proprietorship concern “J.P Metals” which was started in the year 1999. He has been managing complete operations of J.P Metals since its inception and is actively involved &amp; handling major operations of our company.</td></tr> <tr> <td><b>Date of Birth:</b></td><td>17.01.1958</td></tr> <tr> <td><b>Address:</b></td><td>Luv-306, Agrasen Awas, I.p Extn, Patparganj, Delhi – 110 092</td></tr> <tr> <td><b>PAN:</b></td><td>AAOPG3295P</td></tr> <tr> <td><b>Passport No.:</b></td><td>R1770649</td></tr> <tr> <td><b>Driver’s License:</b></td><td>1319880004916</td></tr> <tr> <td><b>Voter’s ID No.:</b></td><td>DCV0780627</td></tr> <tr> <td><b>Adhaar Card No.:</b></td><td>3299 5182 0898</td></tr> <tr> <td><b>Bank A/c No.:</b></td><td>04811530004331</td></tr> <tr> <td><b>Name of Bank &amp; Branch:</b></td><td>HDFC Bank, Hargobind Enclave, New Delhi</td></tr> <tr> <td><b>Other Directorship:</b></td><td>N.A</td></tr> </table>	Mr. Anil Kumar Gupta		<b>Brief Profile:</b>	Mr. Anil Kumar Gupta, aged 63 years, is the Whole-Time Director of our Company. He has around 48 Years of rich and vast experience in the trading business of Aluminum Products. He was the founding member of the proprietorship concern “J.P Metals” which was started in the year 1999. He has been managing complete operations of J.P Metals since its inception and is actively involved & handling major operations of our company.	<b>Date of Birth:</b>	17.01.1958	<b>Address:</b>	Luv-306, Agrasen Awas, I.p Extn, Patparganj, Delhi – 110 092	<b>PAN:</b>	AAOPG3295P	<b>Passport No.:</b>	R1770649	<b>Driver’s License:</b>	1319880004916	<b>Voter’s ID No.:</b>	DCV0780627	<b>Adhaar Card No.:</b>	3299 5182 0898	<b>Bank A/c No.:</b>	04811530004331	<b>Name of Bank &amp; Branch:</b>	HDFC Bank, Hargobind Enclave, New Delhi	<b>Other Directorship:</b>	N.A
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	<table> <tr> <th colspan="2">Mr. Amit Gupta</th></tr> <tr> <td><b>Brief Profile:</b></td><td>Mr. Amit Gupta, aged 37 years, is the Chairman &amp; Managing Director of our company. He has around 18 years of rich and vast experience in the field of Trading Business. He has also been associated with J.P Metals the sole Proprietorship concern which was started in 1999. He is involved in the Finance &amp; Administrative Activities of the company since its inception. And also looks after the day-to-day functioning of our Company.</td></tr> <tr> <td><b>Date of Birth:</b></td><td>02.05.1981</td></tr> <tr> <td><b>Address:</b></td><td>Luv-306, Agrasen Awas, I.p Extn, Patparganj, Delhi – 110 092</td></tr> <tr> <td><b>PAN:</b></td><td>ADYPG0288K</td></tr> <tr> <td><b>Passport No.:</b></td><td>R0052687</td></tr> <tr> <td><b>Driver’s License:</b></td><td>P07071999133114</td></tr> <tr> <td><b>Voter’s ID No.:</b></td><td>N.A</td></tr> <tr> <td><b>Adhaar Card No.:</b></td><td>5085 0966 8227</td></tr> <tr> <td><b>Bank A/c No.:</b></td><td>04811530004304</td></tr> <tr> <td><b>Name of Bank &amp; Branch:</b></td><td>HDFC Bank, Hargobind Enclave, New Delhi</td></tr> <tr> <td><b>Other Directorship:</b></td><td>A. C. Aluminium Private Limited</td></tr> </table>	Mr. Amit Gupta		<b>Brief Profile:</b>	Mr. Amit Gupta, aged 37 years, is the Chairman & Managing Director of our company. He has around 18 years of rich and vast experience in the field of Trading Business. He has also been associated with J.P Metals the sole Proprietorship concern which was started in 1999. He is involved in the Finance & Administrative Activities of the company since its inception. And also looks after the day-to-day functioning of our Company.	<b>Date of Birth:</b>	02.05.1981	<b>Address:</b>	Luv-306, Agrasen Awas, I.p Extn, Patparganj, Delhi – 110 092	<b>PAN:</b>	ADYPG0288K	<b>Passport No.:</b>	R0052687	<b>Driver’s License:</b>	P07071999133114	<b>Voter’s ID No.:</b>	N.A	<b>Adhaar Card No.:</b>	5085 0966 8227	<b>Bank A/c No.:</b>	04811530004304	<b>Name of Bank &amp; Branch:</b>	HDFC Bank, Hargobind Enclave, New Delhi	<b>Other Directorship:</b>	A. C. Aluminium Private Limited
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	<table> <tr> <th colspan="2">Mr. Arun Gupta</th></tr> <tr> <td><b>Brief Profile:</b></td><td>Mr. Arun Gupta, aged 34 years, is the Whole-Time Director of our company. He has around 16 years of rich and vast experience in the field of Trading Business and He has also been associated with J.P Metals the sole Proprietorship concern which was started in 1999. He has been handling the sales and purchase department of the company since its inception.</td></tr> </table>	Mr. Arun Gupta		<b>Brief Profile:</b>	Mr. Arun Gupta, aged 34 years, is the Whole-Time Director of our company. He has around 16 years of rich and vast experience in the field of Trading Business and He has also been associated with J.P Metals the sole Proprietorship concern which was started in 1999. He has been handling the sales and purchase department of the company since its inception.																				
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	<b>Date of Birth:</b> 03.08.1984
	<b>Address:</b> 25/43, 2nd Floor, Shakti Nagar, Delhi – 110 007
	<b>PAN:</b> AGSPG6166F
	<b>Passport No.:</b> R0052681
	<b>Driver's License:</b> P07092002254991
	<b>Voter's ID No.:</b> N.A
	<b>Adhaar Card No.:</b> 7488 9115 3663
	<b>Bank A/c No.:</b> 916010075686728
	<b>Name of Bank &amp; Branch:</b> AXIS Bank, Pitampura, New Delhi
	<b>Other Directorship:</b> A. C. Aluminium Private Limited

*For additional details on the age, background, personal address, educational qualifications, experience, positions / posts, other ventures and Directorships held in the past for our Individual Promoter, please see the chapter titled “Our Management” beginning on page no. 80 of this Draft Prospectus.*

*For details of the build-up of our Promoter's shareholding in our Company, please see “Capital Structure – Shareholding of our Promoter” beginning on page no 39 of this Draft Prospectus.*

### **Other Undertakings and Confirmations**

We confirm that the Permanent Account Number, Bank Account number and Passport number of our Promoter will be submitted to the Stock Exchange at the time of filing of the Draft Prospectus with the Stock Exchange.

Our Promoter and the members of our Promoter Group have confirmed that they have not been identified as wilful defaulters by the RBI or any other governmental authority.

No violations of securities laws have been committed by our Promoter or members of our Promoter Group or any Group Companies in the past or are currently pending against them. None of (i) our Promoter and members of our Promoter Group or persons in control of or on the boards of bodies corporate forming part of our Group Companies (ii) the Companies with which any of our Promoter are or were associated as a promoter, director or person in control, are debarred or prohibited from accessing the capital markets or restrained from buying, selling, or dealing in securities under any order or directions passed for any reasons by the SEBI or any other authority or refused listing of any of the securities issued by any such entity by any stock exchange in India or abroad.

### **Change in control of our Company**

There has been no change in the promoter and control of our Company in the five years immediately preceding the date of this Draft Prospectus.

### **Interests of Promoter**

None of our Promoter / Directors have any interest in our Company except to the extent of compensation payable / paid and reimbursement of expenses (if applicable) and to the extent of any equity shares held by them or their relatives and associates or held by the companies, firms and trusts in which they are interested as director, member, partner, and / or trustee, and to the extent of benefits arising out of such shareholding. For further details on the interest of our promoter in our Company, Please see the chapters titled “Capital Structure”, “Financial Information” and “Our Management” beginning on page nos. 39, 102 and 80 of this Draft Prospectus.

Except as stated otherwise in this Draft Prospectus, we have not entered into any contract, agreements or arrangements in which our Promoter is 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.

For Further details on the related party transaction, to the extent of which our Company is involved, please see “Annexure XXVIII - Statement of Related Party Transaction” on page no. 102 of this Draft Prospectus.

### **Common Pursuits of our Promoters**

Our Promoter Group Entity have been authorized by its respective Memorandum of Associations to undertake activities which are similar to ours and are currently engaged in businesses similar to ours.

Following is the Promoter Group Entity, whose main objects are similar to ours and this may result in potential conflicts of interest with our Company in the future:

- A.C. Aluminium Private Limited

### **Companies with which the Promoter has disassociated in the last three years.**

Our Promoters have not disassociated themselves from any companies, firms or entities during the last three years preceding the date of this Draft Prospectus.

### **Payment of Amounts or Benefits to the Promoter or Promoter Group during the last two years**

Except as stated in “Annexure XXVIII – Statement of Related Party Transactions” under the chapter “Financial Statements” on page no. 102 of this Draft Prospectus, there has been no other payment of benefits to our Promoter during the two years preceding the date of this Draft Prospectus.

### **Experience of our Promoter in the business of our Company**

For details in relation to experience of our Promoter in the business of our Company, see Chapter “*Our Management*” beginning on page no. 80 of this Draft Prospectus.

### **Interest of Promoter in the Promotion of our Company**

Our Company is currently promoted by the promoter in order to carry on its present business. Our Promoter is interested in our Company to the extent of their shareholding in our Company and the dividend declared, if any, by our Company.

### **Interest of Promoter in the Property of our Company**

Our Promoter have confirmed that they does not has any interest in any property acquired by our Company within three years preceding the date of this Draft Prospectus or proposed to be acquired by our Company as on the date of this Draft Prospectus. For details, related to “*Properties*” and “*Annexure XXVIII - Related Party Transactions*” please refer chapter titled “*Financial Statements as Restated*” on page nos. 102 of this Draft Prospectus.

Further, other than as mentioned in the chapter titled “*Our Business*” on page no. 64 of this Draft Prospectus our Promoter do not have any interest in any transactions in the acquisition of land, construction of any building or supply of any machinery.

Our promoter may be interested in rent being paid by our Company to certain relatives of promoter who owns the registered office being occupied by the Company. For further details please see “*Our Business*” and “*Financial Information*” beginning on page nos. 64 and 102 of this Draft Prospectus

### **Interest of Promoter in our Company other than as Promoter**

Other than as Promoter, our Promoter is interested in our Company to the extent of their shareholding in our Company and the dividend declared, if any, by our Company. For details please see chapters titled “*Our Management*” and “*Capital Structure*” beginning on page nos. 80 and 39 respectively of this Draft Prospectus.

Except as mentioned in this section and the chapters titled “*Capital Structure*”, “*Our Business*”, “*History and Certain Corporate matters*” and “*Annexure XXII – Statement of Related Party Transactions*” on page nos. 39,64,76

and 102 of this Draft Prospectus, respectively, our Promoter do not have any interest in our Company other than as promoter.

### Related Party Transactions

Except as stated in the “*Annexure XXII – Statement of Related Party Transactions*” on page no. 102 of this Draft Prospectus, our Company has not entered into related party transactions with our Promoter.

### Material Guarantees

Except as stated in the “*Financial Indebtedness*” and “*Financial Information*” beginning on page nos. 130 and 102 of this Draft Prospectus respectively, our Promoters have not given any material guarantee to any third party with respect to the Equity Shares as on the date of this Draft Prospectus.

### Shareholding of the Promoter Group in our Company

For details of shareholding of members of our Promoter Group as on the date of this Draft Prospectus, please see the chapter titled “*Capital Structure – Notes to Capital Structure*” beginning on page no. 40 of this Draft Prospectus.

### Other Confirmations

Our Company has neither made any payments in cash or otherwise to our Promoter or to firms or companies in which our Promoter is interested as members, directors or promoter nor have our Promoter been offered any inducements to become directors or otherwise to become interested in any firm or company, in connection with the promotion or formation of our Company otherwise than as stated in the “*Annexure XXVIII – Statement of Related Party Transactions*” on page no. 102 of this Draft Prospectus.

### Outstanding Litigation

There is no outstanding litigation against our Promoter except as disclosed in the section titled “*Risk Factors*” and chapter titled “*Outstanding Litigation and Material Developments*” beginning on page nos. 16 and 132 of this Draft Prospectus.

### OUR PROMOTER GROUP

In addition to the Promoter named above, the following natural persons and entities form part of our Promoter Group in terms of Regulation 2(1)(pp) of the SEBI (ICDR) Regulation, 2018.

#### A. Natural Persons who are Part of the Promoter Group

Name of the Promoter	Name of the Relative	Relationship with the Promoter
<b>Mr. Anil Kumar Gupta</b>	Late Jagdish Prasad Gupta	Father
	Late Ginni Devi Gupta	Mother
	Pushpa Gupta	Wife
	Vinay Gupta Shiv Mohan Hiralal Pawan Girish Gupta	Brother(s)
	Madhu Gupta Mohini Singhal	Sister(s)
	Amit Gupta Arun Gupta	Son(s)
	Anita Aggarwal	Daughter(s)
	Late Manohar Lal Gupta	Wife's Father
	Late Krishna Devi	Wife's Mother
	S.N Gupta Surender Kumar Gupta	Wife's Brother(s)

Name of the Promoter	Name of the Relative	Relationship with the Promoter
	Narender Kumar Gupta	
	Shakuntala Jindal	
	Saraswati Singhal	
	Prem Goel	
	Kusum Goel	
	Manju Bansal	
		Wife's Sister(s)

Name of the Promoter	Name of the Relative	Relationship with the Promoter
Mr. Amit Gupta	Anil Kumar Gupta	Father
	Pushpa Gupta	Mother
	Deepali Gupta	Wife
	Arun Gupta	Brother (s)
	Anita Aggarwal	Sister (s)
	Gopal Gupta	Son
	Muskan Gupta	Daughter
	Pramod Aggarwal	Wife's Father
	Pushpa Aggarwal	Wife's Mother
	Anshu Aggarwal	Wife's Sister(s)
	Rahul Aggarwal	
	Akash Aggarwal	Wife's Brother(s)

Name of the Promoter	Name of the Relative	Relationship with the Promoter
Mr. Arun Gupta	Anil Kumar Gupta	Father
	Pushpa Gupta	Mother
	Garima Gupta	Wife
	Amit Gupta	Brother (s)
	Anita Aggarwal	Sister (s)
	Raghav Gupta	Son(s)
	Ashok Gupta	Wife's Father
	Promoila Gupta	Wife's Mother
	Gaurav Gupta	Wife's Brother(s)

***B. Companies / Corporate Entities forming part of the Promoter Group***

Company / Trust / Partnership firm / HUF or Sole Proprietorship shall form part of our Promoter Group.

Sr. No.	Name of Promoter Group Entity / Company
1.	A.C. Aluminium Private Limited



## OUR GROUP COMPANY

The definition of 'Group Companies' as per the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, shall include such companies (other than promoter(s) and subsidiary/subsidiaries) with which there were related party transactions, during the period for which financial information is disclosed, as covered under the applicable accounting standards, and also other companies as considered material by the board.

Pursuant to a Board resolution dated January 07, 2019 the Board formulated a policy with respect to companies which it considered material to be identified as group companies. Our Board has approved that all companies which are identified as related parties in accordance with Accounting Standards 18 as per the Restated Financial Statements are identified as group entities. Accordingly, the following companies have been identified as Group Company:

In terms of the SEBI Regulations and in terms of the policy of materiality defined by the Board pursuant to its resolution dated January 07, 2019, our Group Companies include:

1. Those companies disclosed as related parties in accordance with Accounting Standard ("AS 18") issued by the Institute of Chartered Accountants of India, in the Restated Financial Statements of the Company for the last five financial years and
2. All companies forming part of the Related Party Transactions, with whom our Company has entered into one or more transactions during any of the last three fiscals such that the transaction value with our Company in any of the aforementioned fiscals / period exceeds 1% of the total revenue of our Company in the respective fiscals / period.

Further, companies which have been disclosed as related parties in the Restated Financial Statements of our Company for the last five financial years, and which are no longer associated with our Company have not been disclosed as Group Companies.

Based on the above; as on the date of this Draft Prospectus; we do not have any Group Company.

## **DIVIDEND POLICY**

Under the Companies Act, 2013, our Company can pay dividends upon a recommendation by our Board of Directors and approval by a majority of the shareholders at the General Meeting. The shareholders of our Company have the right to decrease, not to increase the amount of dividend recommended by the Board of Directors. The dividends may be paid out of profits of our Company in the year in which the dividend is declared or out of the undistributed profits or reserves of previous fiscal years or out of both. The Articles of Association of our Company also gives the discretion to our Board of Directors to declare and pay interim dividends.

There are no dividends declared by our Company since incorporation.

Our Company does not have any formal dividend policy for the Equity Shares. The declaration and payment of dividend will be recommended by our Board of Directors and approved by the shareholders of our Company at their discretion and will depend on a number of factors, including the results of operations, earnings, capital requirements and surplus, general financial conditions, applicable Indian legal restrictions and other factors considered relevant by our Board of Directors.

## SECTION VI- FINANCIAL STATEMENTS

### FINANCIAL STATEMENTS AS RESTATED

#### INDEPENDENT AUDITOR'S REPORT ON RESTATED FINANCIAL STATEMENTS OF GLEAM FABMAT LIMITED

To,

**The Board of Directors,  
Gleam Fabmat Limited**

5504/15, G/F,  
Basti Harphool Singh,  
Sardar Bazar,  
Delhi- 110006

Dear Sir/Ma'am,

1. We have examined the attached Restated Summary Statement along with the significant accounting policies and related notes of Gleam Fabmat Limited (the 'Company') as at and for the period ended from June 20<sup>th</sup>, 2018 to September 30<sup>th</sup>, 2018, annexed to this report and prepared by the Company for the purpose of inclusion in the Offer Document in connection with its proposed Initial Public Offer ("IPO") on the SME Platform of BSE Limited.
2. The said Restated Financial Statements and other Financial Information have been prepared in accordance with the requirements of:
  - i. Section 26 of Part I of Chapter III to 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") issued by the Securities and Exchange Board of India ("SEBI") in pursuance to Section 11 of the Securities and Exchange Board of India Act, 1992 and related amendments / clarifications from time to time;
  - iii. The terms of reference to our engagements with the Company requesting us to carry out the assignment, in connection with the Draft Red Herring Prospectus/ Red Herring Prospectus /Prospectus being issued by the Company for its proposed IPO of equity shares on SME Platform of BSE Limited; and
  - iv. The Guidance Note on Reports in Company Prospectus (Revised) issued by the Institute of Chartered Accountants of India ("Guidance Note").
3. The Restated Summary Statements of the Company have been extracted by the management from the Audited Financial Statements of the Company for the period ended from June 20<sup>th</sup>, 2018 to September 30<sup>th</sup>, 2018.
4. In accordance with the requirements of Part I of Chapter III of Act including rules made there under, ICDR Regulations, Guidance Note and Engagement Letter, we report that:
  - i. The "Restated Summary Statement of Assets and Liabilities" as set out in Annexure I to this report, of the Company as at September 30, 2018 is prepared by the Company and approved by the Board of Directors. These Restated Summary Statement of Assets and Liabilities, have been arrived at after making such adjustments and regroupings to the individual financial statements of the Company, as in our opinion were appropriate and more fully described in Significant Accounting Policies and Notes to Accounts as set out in Annexure IV & V to this Report.
  - ii. The "Restated Summary Statement of Profit and Loss" as set out in Annexure II to this report, of the Company for the period ended from June 20<sup>th</sup>, 2018 to September 30<sup>th</sup>, 2018 is prepared by the Company

and approved by the Board of Directors. These Restated Summary Statement of Profit and Loss have been arrived at after making such adjustments and regroupings to the individual financial statements of the Company, as in our opinion were appropriate and more fully described in Significant Accounting Policies and Notes to Accounts as set out in Annexure IV & V to this Report.

- iii. The “Restated Summary Statement of Cash Flow” as set out in Annexure III to this report, of the Company for the period ended from June 20<sup>th</sup>, 2018 to September 30<sup>th</sup>, 2018 is prepared by the Company and approved by the Board of Directors. These Statement of Cash Flow, as restated have been arrived at after making such adjustments and regroupings to the individual financial statements of the Company, as in our opinion were appropriate and more fully described in Significant Accounting Policies and Notes to Accounts as set out in Annexure IV & V to this Report.
5. Based on the above and also as per the reliance placed by us on the audited financial statements of the Company and report thereon given by the Statutory Auditor of the Company for the financial period ended from June 20<sup>th</sup>, 2018 to September 30<sup>th</sup>, 2018, we are of the opinion that:
- i. 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;
  - ii. 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 and there are no qualifications which require adjustments;
  - iii. Extra-ordinary items that needs to be disclosed separately in the accounts has been disclosed wherever required;
  - iv. There were no qualifications in the Audit Reports issued by the Statutory Auditors for the financial from June 20<sup>th</sup>, 2018 to September 30<sup>th</sup>, 2018 which would require adjustments in this Restated Financial Statements of the Company;
  - v. Profits and losses have been arrived at after charging all expenses including depreciation and after making such adjustments/restatements and regroupings as in our opinion are appropriate and are to be read in accordance with the Significant Accounting Polices and Notes to Accounts as set out in Annexure IV to this report;
  - vi. Adjustments in Restated Summary Statements have been made in accordance with the correct accounting policies,
  - vii. There was no change in accounting policies, which needs to be adjusted in the Restated Summary Statements;
  - viii. There are no revaluation reserves, which need to be disclosed separately in the Restated Financial Statements;
  - ix. The Company has not paid any dividend since its incorporation.

**Opinion:**

6. In our opinion and to the best of information and explanation provided to us, the restated financial information of the Company, read with significant accounting policies and notes to accounts as appearing in Annexure IV are prepared after providing appropriate adjustments and regroupings as considered appropriate.

7. Audit for the period from June 20<sup>th</sup>, 2018 to September 30<sup>th</sup>, 2018 has been conducted by us. Further financial statements for the period ended on September 30, 2018 have been audited by us as per the relevant guidelines.
8. We have also examined the following other financial information relating to the Company prepared by the Management and as approved by the Board of Directors of the Company and annexed to this report relating to the Company for the financial period ended on September 30, 2018 proposed to be included in the Draft Prospectus / Prospectus (“Offer Document”) for the proposed IPO.

**Annexure of Restated Financial Statements of the Company:-**

- i) Statement of Share Capital, as restated (Annexure - VI)
  - ii) Statement of Reserves & Surplus, as restated (Annexure - VII)
  - iii) Statement of Long Term Borrowings, as restated (Annexure- VIII)
  - iv) Statement of Deferred Tax Liabilities (Annexure- IX)
  - v) Statement of Short Term Borrowings, as restated (Annexure- X)
  - vi) Statement of Trade Payable, as restated (Annexure- XI)
  - vii) Statement of Other Current Liabilities, as restated (Annexure- XII)
  - viii) Statement of Short Term Provisions, as restated (Annexure- XIII)
  - ix) Statement of Fixed Assets, as restated (Annexure- XIV)
  - x) Statement of Inventories, as restated (Annexure – XV)
  - xi) Statement of Trade Receivables, as restated (Annexure - XVI)
  - xii) Statement of Cash and Cash Equivalents, as restated (Annexure - XVII)
  - xiii) Statement of Other Current Assets, as restated (Annexure - XVIII)
  - xiv) Statement of Revenue from Operations, as restated (Annexure – XIX)
  - xv) Statement of Capitalization, as restated (Annexure – XX)
  - xvi) Statement of Accounting Ratios, as restated (Annexure – XXI)
  - xvii) Statement of Related Party Transactions, as restated (Annexure – XXII)
  - xviii) Statement of Dividend Declared, As Restated (Annexure XXIII)
  - xix) Statement of Contingent Liabilities, As Restated (Annexure XXIV)
  - xx) Statement of Tax Shelter, as restated (Annexure XXV)
  - xxi) Statement of Segment Reporting (Annexure XXVI)
9. We, V. N. Purohit & Co., 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.
  10. The preparation and presentation of the Financial Statements referred to above are based on the Audited financial statements of the Company and are in accordance with the provisions of the Act and ICDR Regulations. The Financial Statements and information referred to above is the responsibility of the management of the Company.
  11. The report should not in any way be construed as a re-issuance or re-dating of any of the previous audit reports issued by any other Firm of Chartered Accountants nor should this report be construed as a new opinion on any of the financial statements referred to therein.
  12. We have no responsibility to update our report for events and circumstances occurring after the date of the report.
  13. In our opinion, the above financial information contained in Annexure I to XXVI of this report read with the respective Significant Accounting Policies and Notes to Accounts as set out in Annexure IV & V 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.

14. Our report is intended solely for use of the management and for inclusion in the Offer Document in connection with the IPO. Our report should not be used, referred to or adjusted for any other purpose except with our consent in writing.

**For V.N. PUROHIT & CO.**  
**Chartered Accountants**  
Firm Registration No.304040E

**O.P. PAREEK**  
**Partner**  
Membership No: 014238

Place: New Delhi  
Date: January 07, 2019

**Annexure I**  
**STATEMENT OF ASSETS AND LIABILITIES, AS RESTATED**

( ₹ in lakhs)

Particulars	As at September 30, 2018
<b>EQUITY AND LIABILITIES</b>	
<b>1.Shareholder's fund</b>	
a)Share Capital	128.80
b)Reserves and surplus	20.99
<b>Total Shareholder's Fund (1)</b>	<b>149.79</b>
<b>2.Non – Current liabilities</b>	
a) Long-term borrowings	247.92
b) Deferred tax liabilities	0.58
<b>Total(2)</b>	<b>248.50</b>
<b>3.Current liabilities</b>	
a) Short-term borrowings	147.50
b) Trade payables	812.94
c) Other current liabilities	154.56
d) Short-term provisions	6.70
<b>Total(3)</b>	<b>1,121.70</b>
<b>TOTAL(1+2+3)</b>	<b>1,519.99</b>
<b>ASSETS</b>	
<b>1.Non - Current Assets</b>	
a) Property, plant & equipment	
i.) Tangible assets	31.40
<b>Total (1)</b>	<b>31.40</b>
<b>2.Current Assets</b>	
a) Inventories	132.41
b) Trade Receivables	1306.29
c) Cash and Cash equivalents	20.33
d) Other current assets	29.56
<b>Total(2)</b>	<b>1,488.59</b>
<b>TOTAL(1+2)</b>	<b>1,519.99</b>



**Annexure II**  
**STATEMENT OF PROFIT AND LOSS, AS RESTATED**

( ₹ in lakhs )

Particulars	From June 20 <sup>th</sup> , 2018 to September 30 <sup>th</sup> , 2018
<b>INCOME:</b>	
Revenue from operations	1,022.22
<b>Total Income</b>	<b>1,022.22</b>
<b>EXPENSES:</b>	
Purchase of stock in trade	1,112.12
Changes in inventories of stock in trade	(132.41)
Employee benefit expenses	8.34
Depreciation and amortization expense	0.27
Finance cost	2.28
Other expenses	3.35
<b>Total expenses</b>	<b>993.95</b>
<b>Profit / (Loss) before tax</b>	<b>28.27</b>
<b>Less: Tax expense</b>	
Current tax	6.70
Deferred tax	0.58
<b>Total tax expense</b>	<b>7.28</b>
<b>Net profit / ( loss ) after tax</b>	<b>20.99</b>

**Annexure III**  
**CASH FLOW STATEMENT, AS RESTATED**

( ₹ in lakhs)

Particulars	From June 20th,2018 to September 30th, 2018
<b>Cash Flow From Operating Activities</b>	
Net Profit before tax and after extra-ordinary items	28.27
Adjustments for items:	
Depreciation and amortisation expense	0.27
<b>Operating Profit Before Working Capital Adjustments</b>	<b>28.54</b>
<b>Adjustment for Changes in Working Capital</b>	
(Increase) / decrease in inventories	(132.41)
(Increase) / decrease in trade receivables	(583.73)
(Increase) / decrease in other current assets	(29.47)
Increase / (decrease) in other current liabilities	151.14
Increase / (decrease) in trade payable	711.95
Cash Flow Generated from Operations	146.02
<b>Direct taxes paid</b>	<b>-</b>
<b>Net Cash flow from Operating Activities (A)</b>	<b>146.02</b>
<b>Cash Flow From Investing Activities</b>	
(Purchase)/Sale of Property, plant & equipment	(0.90)
<b>Net Cash Flow from Investing Activities (B)</b>	<b>(0.90)</b>
<b>Cash Flow From Financing Activities</b>	
Net proceeds from long term borrowings	(134.72)
Net proceeds from short term borrowings	(5.70)
Proceeds from issue of equity shares	15.63
<b>Net Cash Flow from Financing Activities (C)</b>	<b>(124.80)</b>
<b>Net Cash Flow during the year ( A + B + C )</b>	<b>20.33</b>
Cash & Cash equivalent at the beginning of the year	-
<b>Cash &amp; Cash Equivalent at the end of the year</b>	<b>20.33</b>

## ANNEXURE IV

### SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

#### 1. Corporate Information

Gleam Fabmat Limited (the Company) is engaged in the business of trading in wide range of aluminium products such as aluminium sheets, aluminium coils, rivets etc. and textiles products. The Company was incorporated on June 20, 2018 under the Companies Act, 2013 with the Registrar of Companies, Delhi bearing Registration No.335610. The certificate of incorporation was issued on June 21, 2018 by the Registrar of Companies, Delhi. Further, pursuant to Business Takeover Agreement dated September 15, 2018, the Company acquired the business of M/s. J.P Metals, a proprietorship concern of one of the Promoter Mr. Anil Kumar Gupta.

#### 2. Significant Accounting Policies

##### a. Basis of preparation

The financial statements of the Company have been prepared in accordance with generally accepted accounting principles in India (Indian GAAP). The Company has prepared these financial statements to comply in all material respects with the accounting standards notified under section 133 of the Companies Act 2013, read together with paragraph 7 of the Companies (Accounts) Rules 2014. The financial statements have been prepared on an accrual basis and under the historical cost convention.

##### b. . Use of estimates

The preparation of financial statements requires estimates and assumptions to be made that affect the reported amount of assets and liabilities on the date of the financial statements and the reported amount of revenues and expenses during the reporting period. Difference between the actual results and estimates are recognized in the period in which the results are known/ materialized.

##### c. Cash Flow Statement

Cash flows are reported using the indirect method, whereby profit / (loss) before extraordinary items and tax is adjusted for the effects of transactions of non-cash nature reported amounts of assets and liabilities on the date of financial statements and the reported amounts of revenues and expenses during the reported period.

##### d. Cash and cash equivalents

Cash comprises cash on hand and demand deposit with banks. Cash equivalents are short term balances (with an original maturity of three months or less from the date of acquisition), highly liquid investments that are readily convertible into loan amounts of cash and which are subject to insignificant risk of changes in values.

##### e. Property, Plant & Equipment

Property, plant & equipment are stated at cost of acquisition or construction (net of GST) less accumulated depreciation and impairment losses. The cost of assets comprises of its purchase price and any directly attributable cost of bringing the assets to their location and working condition upto the date of its intended use.

##### f. Depreciation and Amortization

Depreciation on property, plant & equipment is provided on pro-rata basis for the period of use, on Straight Line Method at the rates determined based on useful lives of respective assets as prescribed in the Schedule II of the Companies Act, 2013.

## **g. Impairment**

The carrying amounts of property, plant & equipment are reviewed at each balance sheet date to determine, if there is any indication of impairment based on external/internal factors. An impairment loss is recognized wherever the carrying amount of the property, plant & equipment exceeds its recoverable amount which represents greater of the “net selling price” and “value in use” of the respective assets. The impairment loss recognized in prior accounting period is reversed if there has been an improvement in recoverable amount.

## **h. Revenue Recognition**

### **i. Sale of goods:**

Revenue is recognized to the extent it is probable that the economic benefits will flow to the company and that the revenue can be reliably measured. The following specific recognition criteria must also be met before revenue is recognized:

Revenue from sale of goods is recognized when all the significant risks and rewards of ownership of the goods have been passed to the buyer. The company collects GST on behalf of the government and, therefore, these are not economic benefits flowing to the company. Hence, they are excluded from revenue.

Claims / Refunds not ascertainable with reasonable certainty are accounted for, on final settlement and are recognized as revenue on certainty of receipt on prudent basis.

### **ii. Rendering of services:**

Revenue from sale of services are recognized when the services are rendered.

### **iii. Other Income**

Dividend income on investments is recognized when the right to receive dividend is established. Interest income is recognized on a time proportionate basis taking into account the amounts invested and the rate of interest.

## **i. Inventories**

Inventories of traded goods are valued at cost or net realizable value whichever is lower. Net realizable value is the estimated selling price in the ordinary course less the estimated cost of completion and the estimated costs necessary to make the sale.

## **j. Taxes**

Tax expense comprises of current and deferred tax. Current income tax is measured at the amount expected to be paid to the tax authorities in accordance with the Income Tax Act, 1961.

Deferred income tax reflects the impact of current year timing differences between taxable income and accounting income for the year and reversal of timing differences of earlier years.

Minimum alternate tax (MAT) paid in a year is charged to the statement of profit and loss as current tax. The company recognizes MAT credit available as an asset only to the extent that there is convincing evidence that the company will pay normal income tax during the specified period, i. e. the period for which MAT credit is allowed to be carried forward. In the year in which the company recognizes MAT credit as an asset in accordance with the Guidance Note on Accounting for Credit Available in respect of MAT under the Income-tax Act, 1961, the said asset is created by way of credit to the statement of profit and loss and shown as "MAT Credit Entitlement." The company reviews the "MAT credit entitlement" asset at each reporting date and writes down the asset to the extent the company does not have convincing evidence that it will pay normal tax during the specified period.

**k. Earnings Per Share:**

Basic Earnings Per Share (EPS) is computed by dividing the net profit or loss for the year attributable to Equity Shareholders by the weighted average number of equity shares outstanding during the year. Diluted EPS is computed by dividing the net profit or loss for the year attributable to Equity Shareholders by the weighted average number of equity shares outstanding during the year as adjusted for the effects of all dilutive potential equity shares, except where the result are anti-dilutive.

**l. Employee Benefits**

All employees' benefits due wholly within a year of rendering services are classified as short term benefits. These benefits like salaries, wages, short term compensation absences, expected cost of bonus, ex-gratia are recognized as expenses on accrual basis of undiscounted amounts in the Profit and Loss Account.

**m. Provision, Contingent Liabilities and Contingent Assets**

Short Term Benefits such as salary, bonus and other benefits are accounted on accrual basis. Defined Contribution Plans includes Company's contributions to Group Insurance Scheme for all Employees, Keyman Insurance Policy for its Directors, Approved Superannuation Fund and contributions towards State Plans such as PF, ESI etc. Contributions made under these plans are charged to revenue as and when they become due to the Company.

In terms of Defined Benefit Plans, the Company has Gratuity Scheme and Leave Encashment Scheme, Benefits, which are funded through 'Trust' maintained by the Life Insurance Corporation (LIC) of India. The payments to Gratuity and Leave Encashment are actuarially determined by the LIC of India and treated in the financial statement as per requirements of AS- 15 (Revised) on 'Employee Benefits' accordingly.

## Annexure V NOTES TO ACCOUNTS

### 1. Managerial Remuneration

(₹ in lakhs)

Particulars	From June 20 <sup>th</sup> , 2018 to September 30 <sup>th</sup> , 2018
Director Remuneration	7.50

### 2. Remuneration to Auditors

(₹ in lakhs)

Particulars	From June 20 <sup>th</sup> , 2018 to September 30 <sup>th</sup> , 2018
Audit Fees	0.50

### 3. Deferred Tax

(₹ in lakhs)

Particulars	From June 20 <sup>th</sup> , 2018 to September 30 <sup>th</sup> , 2018
<b>Deferred tax liabilities/(assets) arising on account of timing difference in:</b>	
Opening Balance	-
Depreciation	0.58
Preliminary Expenses	-
<b>Closing Balance</b>	<b>0.58</b>

- The company has not received any intimation from supplier regarding their status under micro, small and medium enterprises development Act, 2006 and hence disclosure, if any, in relation to amount unpaid as at the period end together with interest payable as required under the said Act have not furnished.
- The Management has confirmed that adequate provisions have been made for all the known and determined liabilities and the same is not in excess of the amounts reasonably required.
- There is no Auditor's Qualification in any of the audited Financial Statements as at and for the periods ended September 30, 2018.

## ADJUSTMENTS MADE IN RESTATED FINANCIAL STATEMENTS / REGROUPING NOTES

### Adjustments having impact on profit

No Changes have been done, which impact the Profit and Loss of the company.

### Adjustments not having impact on profit

Appropriate adjustments have been made in the restated summary statements, wherever required, by a reclassification of the corresponding items of income, expenses, assets, liabilities and cash flows in order to bring them in line with the groupings as per the audited financial statements of the Company, prepared in accordance with Schedule III and the requirements of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2018.

**Annexure VI**  
**STATEMENT OF SHARE CAPITAL, AS RESTATED**

(₹ in lakhs)

Particulars	As at September 30, 2018
<b>Authorised Share Capital :</b>	
60,00,000 Equity Shares of ₹ 10/- each	600.00
<b>Total</b>	
<b>Issued Subscribed and Paid Up Capital:</b>	
12,88,000 Equity Shares of ₹ 10/- each (Fully Paid Up Shares)	128.80
<b>Total</b>	<b>128.80</b>

**Reconciliation of number of shares outstanding:**

Particulars	As at September 30, 2018
<b>Equity Shares</b>	
At the beginning of the period	-
Add:- Addition during the period	12,88,000
Less: Shares bought back during the period	-
Shares outstanding at the end of the period	<b>12,88,000</b>

**Terms and rights attached to equity shares**

- The company has issued only one class of equity share having a par value of Rs. 10 per share. Each holder of equity shares is entitled to vote per share. The company declares and pays dividend if any, in Indian Rupees. The dividend proposed by the Board of Directors is subject to approval of the shareholders in the ensuing Annual General Meeting.
- In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all the preferential amount. The distribution will be in proportion to the number of equity shares held by the shareholder.

**Details of shareholders holding more than 5% shares in the Company**

Name of Shareholder	As at September 30 <sup>th</sup> , 2018	
	Number of shares	% holding
Anil Gupta	12,55,000	97.44%

**Annexure VII**  
**STATEMENT OF RESERVES AND SURPLUS**

(₹ in lakhs)

Particulars	As at September 30, 2018
<b>A. Surplus</b>	
Opening balance of Statement of Profit & Loss	-
Add / (Less): Additions during the period	20.99
<b>Closing Balance</b>	<b>20.99</b>
<b>Total</b>	<b>20.99</b>



**Annexure VIII**  
**STATEMENT OF LONG TERM BORROWINGS, AS RESTATED**

( ₹ in lakhs)

Particulars	As at September 30, 2018
<b>Term loan from NBFC (unsecured)</b>	235.39
<b>Finance Lease Obligation on Vehicles (Secured)</b>	133.35
Less: transfer to other current liabilities	(120.82)
<b>Total</b>	<b>247.92</b>

Terms of repayment: -

- Unsecured term loans obtained from various NBFCs having maturity period upto 3 Years are repayable in monthly or half yearly instalments as the case may be.
- Finance lease obligation (on vehicle) obtained from bank is repayable in 60 monthly instalments.

Nature of Security: -

Finance lease obligation (on vehicle) is secured against the vehicle for which such loan has been obtained.

**Annexure IX**  
**STATEMENT OF DEFERRED TAX LIABILITIES, AS RESTATED**

( ₹ in lakhs)

Particulars	As at September 30, 2018
Deferred tax liabilities	0.58
<b>Total</b>	<b>0.58</b>

**Annexure X**  
**STATEMENT OF SHORT TERM BORROWINGS, AS RESTATED**

( ₹ in lakhs)

Particulars	As at September 30, 2018
<b>Loans repayable on demand (secured)</b>	
– from bank (cash credit)	146.34
<b>Loans and advances from related parties (unsecured)</b>	
- from Directors	1.16
<b>Total</b>	<b>147.50</b>

**Secured borrowings, assets hypothecated/mortgaged as security (including guarantees)**

- Hypothecation of entire current assets and movables of the erstwhile M/s. J.P metals (proprietor Mr. Anil Gupta) taken-over by Company on 15th September, 2018.
- Equitable mortgage of commercial property in the form of one shop located at- ground floor facing eastern side in property bearing no 5434,5503,5504 and 5505 constructed on plot no- 15 south situated at basti harphool singh sadar thana road. Delhi-110006 having an area of 28.31 sq. yards owned Smt. Pushpa Gupta (Director).
- Personal guarantees of Smt. Pushpa Gupta (Director), Mr. Amit Gupta (Director), Mr. Anil Kumar Gupta (Director) and Mr. Arun Gupta (Director).

**Annexure XI**  
**STATEMENT OF TRADE PAYABLE, AS RESTATED**

( ₹ in lakhs)

Particulars	As at September 30, 2018
<b>Sundry Creditors for Goods &amp; Services other than MSME(s)</b>	
Promoter/promoter group	
Others	812.94
<b>Total</b>	<b>812.94</b>

**Annexure XII**  
**STATEMENT OF OTHER CURRENT LIABILITIES, AS RESTATED**

( ₹ in lakhs)

Particulars	As at September 30, 2018
Current maturities of long term borrowing	120.82
Advance from customers	22.28
Expenses payable	8.47
TDS payable	2.98
<b>Total</b>	<b>154.56</b>

**Annexure XIII**  
**STATEMENT OF SHORT TERM PROVISIONS, AS RESTATED**

( ₹ in lakhs)

Particulars	As at September 30, 2018
Provision for tax (Net of advance tax)	6.70
<b>Total</b>	<b>6.70</b>

**Annexure XIV**  
**STATEMENT OF PROPERTY, PLANT & EQUITY, AS RESTATED**

( ₹ in lakhs)

Particulars	As at September 30, 2018
<b>Vehicles</b>	
Opening Balance	-
Addition during the period	28.95
Depreciation during the period	0.16
Reduction during the period	-
<b>Closing Balance</b>	<b>28.79</b>
<b>Computer</b>	
Opening Balance	-
Addition during the period	0.91
Depreciation during the period	0.09
Reduction during the period	-
<b>Closing Balance</b>	<b>0.82</b>
<b>Office Equipment</b>	
Opening Balance	-
Addition during the period	1.71

Particulars	As at September 30, 2018
Depreciation during the period	0.02
Reduction during the period	-
<b>Closing Balance</b>	<b>1.69</b>
<b>Furniture</b>	
Opening Balance	-
Addition during the period	0.09
Depreciation during the period	0.00
Reduction during the period	-
<b>Closing Balance</b>	<b>0.09</b>
<b>Total Tangible Assets</b>	<b>31.67</b>
<b>Total Depreciation Charged during the period</b>	<b>0.26</b>
<b>WDV Tangible Asset</b>	<b>31.40</b>

**Annexure XV**  
**STATEMENT OF INVENTORIES, AS RESTATED**

( ₹ in lakhs)

Particulars	As at September 30, 2018
Traded Material	132.41
<b>Total</b>	<b>132.41</b>

**Annexure XVI**  
**STATEMENT OF TRADE RECEIVABLES, AS RESTATED**

( ₹ in lakhs)

Particulars	As at September 30, 2018
<b>Unsecured, considered good</b>	
<b>Outstanding for less than Six Months</b>	
Promoter/ Promoter Group	-
Others	1,306.29
<b>Outstanding for more than Six Months</b>	
Promoter/ Promoter Group	-
Others	-
<b>Total</b>	<b>1,306.29</b>

**Annexure XVII**  
**STATEMENT OF CASH & CASH EQUIVALENTS, AS RESTATED**

( ₹ in lakhs)

Particulars	As at September 30, 2018
Cash on hand	9.08
Balances with banks (Current Account)	11.25
<b>Total</b>	<b>20.33</b>

**Annexure XVIII**  
**STATEMENT OF OTHER CURRENT ASSETS, AS RESTATED**

( ₹ in lakhs)

Particulars	As at September 30, 2018
Advance to supplier	14.02
Prepaid Expenses	10.32
Input credit of GST	5.22
<b>Total</b>	<b>29.56</b>

**Annexure XIX**  
**STATEMENT OF REVENUE FROM OPERATIONS, AS RESTATED**

( ₹ in Lakhs)

Particulars	From June 20 <sup>th</sup> , 2018 to September 30 <sup>th</sup> , 2018
Revenue from Sale of Traded Goods	1,022.22
<b>Total</b>	<b>1,022.22</b>

**Annexure XX**  
**STATEMENT OF CAPITALIZATION, AS RESTATED**

( ₹ in lakhs)

Particular	Pre Issue (as at September 30, 2018)	Post Issue
<b>Debt</b>		
Long Term Debt*	368.74	368.74
Short Term Debt	147.50	147.50
<b>Total Debts (A)</b>	<b>516.24</b>	<b>516.24</b>
<b>Equity (Shareholder's funds)</b>		
Equity share capital	128.80	1001.80
Reserve and Surplus	20.99	20.99
<b>Total Equity (B)</b>	<b>149.79</b>	<b>1022.79</b>
<b>Long Term Debt / Equity Shareholder's funds</b>	<b>2.46</b>	<b>0.36</b>
<b>Total Debts / Equity Shareholder's funds (A/B)</b>	<b>3.45</b>	<b>0.50</b>

\*Including current maturities of long term borrowings

**Note:**

a) The above has been computed on the basis of Restated Financials of the Company.

**Annexure XXI**  
**STATEMENT OF ACCOUNTING RATIOS, AS RESTATED**

( ₹ in Lakhs)

Particulars	From June 20 <sup>th</sup> , 2018 to September 30 <sup>th</sup> , 2018
Restated Net Profit as per P&L Account	20.99
Actual Number of Equity Shares outstanding at the end of the period	<b>12,88,000</b>
Equivalent Weighted Average number of Equity Shares at the end of the period	1,83,631
Reserves & Surplus	20.99
Net Worth	149.79
Basic & Diluted Earnings Per Share	11.43
Return on Net worth (%)	14.01%

Particulars	From June 20 <sup>th</sup> ,2018 to September 30 <sup>th</sup> , 2018
Net Assets Value per Equity Share	11.63
Nominal Value per Equity share (Rs.)	10.00

\* Not Annualised

Notes to Accounting Ratios:

1) The Ratios have been computed as follows:

a) Basic Earnings Per Share (M)  $\frac{\text{Net Profit After Tax as restated}}{\text{Weighted Average Number of Equity Shares outstanding during the period}}$

b) Return on Net worth (%)  $\frac{\text{Net Profit after Tax as restated}}{\text{Net Worth}} \times 100$

c) Net Asset Value Per Equity Share (M)  $\frac{\text{Net Worth}}{\text{No. of Equity shares outstanding at the end of the period}}$

2) Weighted average number of Equity Shares is the number of Equity Shares outstanding at the beginning of the period adjusted by the number of Equity Shares issued during period multiplied by the time weighting factor. The time weighting factor is the number of days for which the specific shares are outstanding as a proportion of total number of days during the period.

3) The Calculation of Earnings Per Share (EPS) as disclosed in the Profit and Loss Account has been made in accordance with Accounting Standard (AS - 20) on Earnings Per Share issued by the Institute of Chartered Accountants of India.

4) As there is no dilutive capital in the company, Basic and Diluted EPS are similar.

5) The above Ratios have been computed on the basis of the Restated Financial Information for the respective period.

The above statements should be read with the Notes to Restated Financial Statements.

Annexure XXII

## STATEMENT OF RELATED PARTY TRANSACTIONS, AS RESTATED

As per Accounting Standard 18 on related party disclosure issue by the Institute of Chartered Accountants of India, the Company's related parties are disclosed below:

(i) Key Managerial Personnel & Relatives

From June 20 <sup>th</sup> ,2018 to September 30 <sup>th</sup> , 2018
Anil Gupta
Amit Gupta
Arun Gupta
Deepali Gupta
Pushpa Gupta
Anita Gupta

Garima Gupta
Sonu Gupta

(ii) Associates / Enterprises over which directors and / or their relatives has significant influence

<b>From June 20<sup>th</sup>,2018 to September 30<sup>th</sup>, 2018</b>
A.C. Aluminium Private Limited

(iii) Particulars of Transactions with Related Parties

#### Key Management Personnel & Relatives

(₹ in lakhs)

Particulars	From June 20 <sup>th</sup> ,2018 to September 30 <sup>th</sup> , 2018
<b>1) Finance</b>	
<b>a) Loans Taken</b>	
Opening Balance	-
Loan taken during the period	2.39
Repaid during the period	1.23
Outstanding at the end of the period	1.16
<b>b) Loans given</b>	
Opening Balance	-
Loans given during the period	-
Received during the period	-
Outstanding at the end of the period	-
<b>2) Issue of Shares</b>	128.80
<b>3) Expenses</b>	
Rent	0.12
Interest Paid	-
Remuneration	7.70
<b>4) Outstanding</b>	
Receivables	-
Payables	-

#### Annexure XXIII

##### STATEMENT OF DIVIDEND DECLARED, AS RESTATED

Particulars	From June 20 <sup>th</sup> ,2018 to September 30 <sup>th</sup> , 2018
<b>On Equity Shares</b>	
Fully Paid up Share Capital (₹ in lakhs)	128.80
Face Value (₹)	10
Paid up value per share (₹)	10
Rate of Dividend	-
Total Dividend	-
Corporate Dividend tax on above	-

#### Annexure XXIV

##### STATEMENT OF CONTINGENT LIABILITIES, AS RESTATED

(₹ in lakhs)

Particulars	From June 20 <sup>th</sup> ,2018 to September 30 <sup>th</sup> ,
-------------	--

	2018
Contingent Liabilities	-
<b>Total</b>	-

**Annexure XXV**  
**STATEMENT OF TAX SHELTER, AS RESTATED**

(₹ in Lakhs)

Particulars	From June 20 <sup>th</sup> , 2018 to September 30 <sup>th</sup> , 2018
<b><u>Tax Rates</u></b>	
Income Tax Rate (%)	26.00%
MAT Rate	19.24%
<b>Income from Business or Profession</b>	
Restated Profit before tax as per books (A)	28.27
<b><u>Adjustments :</u></b>	
Permanent Differences (B)	-
Total Permanent Differences (B)	-
Timing Differences (C)	
Book Depreciation	0.27
Income Tax Depreciation Allowance	(2.51)
Preliminary Expenses	-
Total Timing Differences (C)	(2.24)
Net Adjustments (D) = (B+C)	26.04
Income from Business or Profession (E) = (A+D)	26.04
Losses of Previous Year	-
Gross Total Income	26.04
Total Deduction under Chapter VI A	-
Taxable Income/(Loss)	26.04
Income Tax on above	6.77
Taxes as per MAT	5.44
Total Tax as per Return*	-
Difference	-

\*Income tax return for the period ended March 31, 2019 is yet to be filed.

**Notes:**

1. The aforesaid Statement of tax Shelters has been prepared as per the 'Restated Profit and Loss Account.

**CHANGES IN ACCOUNTING POLICIES IN THE LAST THREE YEARS**

There has been no change in the Accounting Policies in the last three (3) years.

**CHANGES IN ACCOUNTING PERIOD**

There has been no change in the accounting period of the Company.

**Annexure XXVI**  
**STATEMENT OF SEGMENT REPORTING**

Segment report based on Product-Wise

(₹ in Lakhs)

Sr. No.	Particulars	From June 20 <sup>th</sup> , 2018 to September 30 <sup>th</sup> , 2018
1	Segment Revenue	



Sr. No.	Particulars	From June 20 <sup>th</sup> , 2018 to September 30 <sup>th</sup> , 2018
	Aluminum Products	681.80
	Trading of Textiles	340.42
	Others	-
	<b>Net Sales/ Income from Operations</b>	<b>1,022.22</b>
2	<b>Segment Results</b>	
	Aluminum Products	34.15
	Trading of Textiles	8.35
	Others	-
	<b>Segment Results</b>	<b>42.50</b>
	Less: Other Un-allocable Expenditure/(Income) net	14.23
	<b>Profit/ (loss) after finance cost but before exceptional items</b>	<b>28.27</b>
	Exceptional Items (Net)	-
	<b>Total Profit/ (Loss) before tax</b>	<b>28.27</b>
3	<b>Segment Assets</b>	
	Aluminum Products	1129.07
	Trading of Textiles	255.73
	Others	-
	Unallocated Assets	135.19
	<b>Total Assets</b>	<b>1,519.99</b>
4	<b>Segment Liabilities</b>	
	Aluminum Products	632.40
	Trading of Textiles	180.54
	Others	
	Unallocated Liabilities	557.26
	<b>Total Liabilities</b>	<b>1,370.20</b>

## OTHER FINANCIAL INFORMATION

### STATEMENT OF ACCOUNTING RATIOS

(₹ in Lakhs)

Particulars	For Period Ended September 30, 2018
Restated Net Profit as per P&L Account	20.99
Restated Earnings Before Interest, Tax, Depreciation and Amortization (EBITDA)	30.82
Actual Number of Equity Shares outstanding at the end of the period	12,88,000
Equivalent Weighted Avg number of Equity Shares at the end of the period	1,83,631
Reserves & Surplus	20.99
Net Worth	149.79
Basic & Diluted Earnings Per Share*	11.43
Return on Net worth (%)	14.01%
Net Assets Value per Equity Share	11.63
Nominal Value per Equity share (Rs.)	10.00

\* Not Annualised

#### Notes to Accounting Ratios:

1) The Ratios have been computed as follows:

- a) Basic Earnings Per Share (M) 
$$\frac{\text{Net Profit After Tax as restated}}{\text{Weighted Average Number of Equity Shares outstanding during the period}}$$
- b) Return on Net worth (%) 
$$\frac{\text{Net Profit after Tax as restated}}{\text{Net Worth}} \times 100$$
- c) Net Asset Value Per Equity Share (M) 
$$\frac{\text{Net Worth}}{\text{No. of Equity shares outstanding at the end of the period}}$$

2) Weighted average number of Equity Shares is the number of Equity Shares outstanding at the beginning of the period adjusted by the number of Equity Shares issued during period multiplied by the time weighting factor. The time weighting factor is the number of days for which the specific shares are outstanding as a proportion of total number of days during the period.

3) The Calculation of Earnings Per Share (EPS) as disclosed in the Profit and Loss Account has been made in accordance with Accounting Standard (AS - 20) on Earnings Per Share issued by the Institute of Chartered Accountants of India.

4) As there is no dilutive capital in the company, Basic and Diluted EPS are similar.

5) The above Ratios have been computed on the basis of the Restated Financial Information for the respective period. The above statements should be read with the Notes to Restated Financial Statements.

## MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULT OPERATION

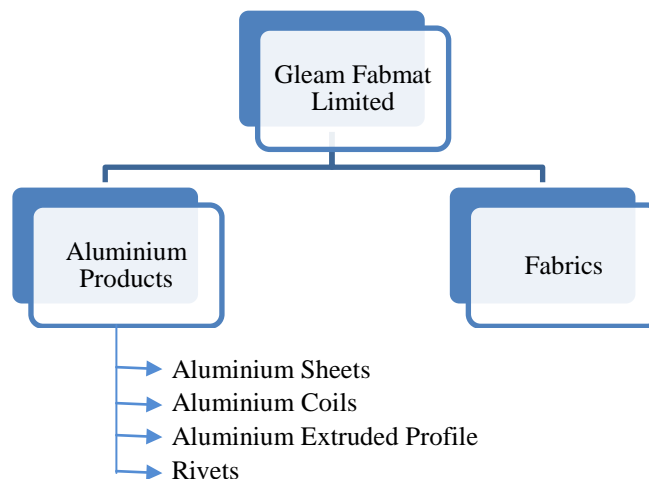
*You should read the following discussion and analysis of financial condition and results of operations together with our financial statements included in this Draft Prospectus. The following discussion relates to our Company and is based on our restated financial statements. Our financial statements have been prepared in accordance with Indian GAAP, the accounting standards and other applicable provisions of the Companies Act.*

*Note: Statement in the Management Discussion and Analysis Report describing our objectives, outlook, estimates, expectations or prediction may be "Forward looking statement" within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed or implied. Important factors that could make a difference to our operations include, among others, economic conditions affecting demand/supply and price conditions in domestic and overseas market in which we operate, changes in Government Regulations, Tax Laws and other Statutes and incidental factors.*

### BUSINESS OVERVIEW

Our business was originally being run as a proprietorship named J P Metals. Further, our company is incorporated on June 20, 2018, as a public limited company under the name 'Gleam Fabmat Limited' under the provisions of the Companies Act, 2013 with the Registrar of Companies, Delhi with a vision to corporatize our business. A MOU dated September 15, 2018 has been entered into to give effect to the takeover of the business of J P Metals (Proprietor Anil Kumar Gupta).

Our Company currently trades in wide range of Aluminium products such as Aluminium Sheets, Aluminium Coils, Rivets etc and textiles products. Following is the classification of major product offerings:



Our Company is promoted by Mr. Anil Kumar Gupta and his sons Mr. Amit Gupta and Mr. Arun Gupta who together have industry experience of many years and possess rich business intellect in the trading circles of Delhi as they have been in trading segment through proprietorship. For details about the promoter family track record of this business and its proprietary concerns please see "History and Certain Corporate Matters" on page no. 76 of this Draft Prospectus.

Our Company plans to leverage its promoter networks in the Trading community of Delhi and it has expanded its verticals by venturing into Fabric segment in Delhi. Our Company is in the process of building a quality and innovation focused trading vertical as well as developing a strong team to cater to its proposed increased operational needs.

We operate through our registered office located at Premises No. 5504/15, Basti Harpool Singh, Sardar Thana Road, Delhi- 110006.

Since our company is recently incorporated we have not completed a full financial year, however we have reported a robust operating performance for four months period ended September 30, 2018, wherein our sales, EBITDA and Profit after Tax were ₹. 1,022.22 lakhs, ₹ 30.82 lakhs and ₹ 20.99 lakhs respectively.

## **SIGNIFICANT DEVELOPMENTS AFTER SEPTEMBER 30, 2018 THAT MAY AFFECT OUR FUTURE RESULTS OF OPERATIONS**

The Directors of our Company confirm that, there have not been any significant material developments which materially and adversely affect or are likely to affect within the next twelve months for the trading or profitability of the Company, the value of its assets or its ability to pay its liability.

## **FACTORS AFFECTING OUR RESULT OF OPERATIONS**

Except as otherwise stated in the draft prospectus and the Risk Factors given in the draft prospectus, the following important factors could cause actual results to differ materially from the expectations include, among others:

### ***Revenue Generation***

We earn our entire revenue from sale of products. Since we continuously endeavor to provide quality products to our customers therefore, our revenues are impacted by such quality products.

### ***Our ability to successfully implement its strategy and its growth and expansion plans***

Our growth plans are considerable and would put significant demands on our management team and other resources. Any delay in implementation of our strategy and growth and expansion plans could impact our Company's roll out schedules and cause cost and time over runs.

### ***General economic and business conditions***

As a Company with its complete operations in India, we are affected by general economic conditions in the country and in particular economic factors that affect debt syndication industry in India. India's gross domestic product, or GDP, has been and will continue to be of importance in determining our operating results and future growth.

## RESULTS OF OUR OPERATIONS

(₹ in lakhs)

Particulars	As at September 30, 2018	% of Total Income
<b>REVENUE:</b>		
Revenue from Operations	1022.22	100.00
Other Income	-	-
<b>Total Revenue</b>	<b>1022.22</b>	<b>100.00</b>
<b>EXPENSES:</b>		
Cost of Material Traded	979.71	95.84
Employee benefits expense	8.34	0.82
Finance Cost	2.28	0.22
Depreciation and amortization expense	0.27	0.03
Other Expenses	3.35	0.33
<b>Total expenses</b>	<b>993.95</b>	<b>97.23</b>
<b>Net Profit / (Loss) before tax</b>	<b>28.27</b>	<b>2.77</b>
<b>Less: Tax expense</b>		
(i) Current tax	6.70	0.66
(ii) Deferred tax (assets)/ liabilities	0.58	0.06
<b>Total Tax Expense</b>	<b>7.28</b>	<b>0.72</b>
<b>Net Profit / ( Loss ) after tax</b>	<b>20.99</b>	<b>2.05</b>

### *Main Components of our Profit and Loss Account*

#### *Revenue*

Our total revenue comprises of revenue from operations.

#### *Revenue from Operations*

Our revenue from operations is from sale of traded goods; which constitute our entire total income for the four months period ended September 30, 2018.

#### *Expenditure*

Our total expenditure primarily consists of Cost of Material Traded, Employee Benefit Expenses, Depreciation & Amortization Expenses and Other Expenses.

#### *Cost of Material Traded*

Costs of goods traded are primarily in relation to purchases of aluminium products and fabrics products.

#### *Employee Benefit Expenses*

Expenses in relation to employees' remuneration and benefits include salary & wages.

#### *Depreciation and Amortization Expenses*

Depreciation and Amortization Expenses primarily consist of depreciation on the fixed assets of our Company which primarily includes Office equipments, Vehicle and Furniture.

### *Other Expenses*

Other administrative expenses primarily include audit fees, bank charges, Office Maintenance, and rent etc.

### *Provision for Tax*

The provision for current taxation is computed in accordance with relevant tax regulation. Deferred tax is recognized on timing differences between the accounting and the taxable income for the year and quantified using the tax rates and laws enacted or subsequently enacted as on balance sheet date. Deferred tax assets are recognized and carried forward to the extent that there is a virtual certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized in future.

## **Review for the four months period ended September 30, 2018**

### *Revenue*

Our total income for the four months period ended September 30, 2018 was ₹ 1022.22 lakhs, which is entirely our revenue from operations.

### *Cost of Material Traded*

Our cost of material traded for the four months period ended September 30, 2018 was ₹ 979.71 lakhs which as a proportion of our total revenue was 95.84%

### *Finance Cost*

Our Employee Benefit Expenses for the four months period ended September 30, 2018 were ₹ 0.27 lakhs. As a proportion of our total revenue they were 0.03%.

### *Employee Benefit Expenses*

Our Employee Benefit Expenses for the four months period ended September 30, 2018 were ₹ 8.34 lakhs. As a proportion of our total revenue they were 0.82%.

### *Depreciation and Amortization Expenses*

Our Depreciation and Amortization Expenses for the four months period ended September 30, 2018 was ₹ 0.27 lakhs. As a proportion of total revenue they were 0.03%.

### *Other Expenses*

Our Other Expenses for the four months period ended September 30, 2018 ₹ 3.35 lakhs. As a proportion of our total revenue they were 0.33%.

### *Profit before Tax*

Profit / (Loss) before Tax for the four months period ended September 30, 2018 was ₹ 28.27 lakhs. As a proportion of total revenue they were 2.77%.

### *Profit after Tax*

Profit/(Loss) after Tax for the four months period ended September 30, 2018 was ₹ 20.99 lakhs. As a proportion of total income they were 2.05%.

## Cash Flows

(₹ in lakhs)

Particulars	September 30, 2018
Net Cash from Operating Activities	146.02
Net Cash from Investing Activities	(0.90)
Net Cash used in Financing Activities	(124.80)
<b>Net Increase / (Decrease) in Cash and Cash equivalents</b>	<b>20.33</b>

### *Cash Flows from Operating Activities*

Net cash from operating activities in the period ended September 30, 2018 was ₹ 146.02 lakhs as compared to the PBT of ₹ 28.27 lakhs for the same period. This difference is primarily on account of changes in inventories, trade receivables, other current assets, trade payables, other current liabilities etc.

### *Cash Flows from Investment Activities*

In period ended September 30, 2018, the net cash invested in Investing Activities was negative ₹ 0.90 lakhs. This was on account of change in fixed assets.

### *Cash Flows from Financing Activities*

Net cash from financing activities in period ended September 30, 2018 was negative ₹ 124.80 lakhs. This was on account of issue of share capital, change in short term borrowings and change in long term borrowings.

## **OTHER MATTERS**

### **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**

Other than as described in the Section titled “*Financial Statement as restated*” and chapter titled “*Management’s Discussion and Analysis of Financial Conditions and Results of Operations*”, beginning on page nos. 102 and 123 respectively of this Draft Prospectus respectively, to our knowledge there are no significant economic changes that materially affected or are likely to affect income from continuing Operations.

### **3. Known trends or uncertainties that have had or are expected to have a material adverse impact on revenue or income from continuing operations**

Other than as described in the chapter titled “*Risk Factors*” and “*Management’s Discussion and Analysis of Financial Conditions and Result of Operations*”, beginning on page nos. 16 and 123 respectively of this Draft Prospectus respectively to our knowledge there are no known trends or uncertainties that have or had or are expected to have a material adverse impact on revenues or income of our company from continuing operations.

### **4. Future relationship between Costs and Income**

Other than as described in the chapter titled “*Risk Factors*” beginning on page no.16 of this Draft Prospectus, to our knowledge there are no factors, which will affect the future relationship between costs and income or which are expected to have a material adverse impact on our operations and finances.



**5. The extent to which material increases in revenue or income from operations are due to increased volume, introduction of new products or services or increased prices**

Increases in revenues are by and large linked to increases in introduction of new services and volume of business activity carried out by the Company.

**6. Total turnover of each major industry segment in which the issuer company operated**

Our Company currently trades in wide range of aluminium products such as Aluminium Sheets, Aluminium Coils, Rivets etc and textiles products. Relevant industry data, as available, has been included in the chapter titled "Industry Overview" beginning on page 55 of this Draft Prospectus.

**7. Status of any publicly announced new products or business segments**

Please refer to the chapter titled "*Our Business*" beginning on page no 64 of this Draft Prospectus.

**8. The extent to which the business is seasonal.**

Our business is not seasonal in nature.

**9. Any significant dependence on a single or few suppliers or customers**

There is dependency on a few customers and suppliers of our company. For the period ended September 30, 2018 our top 10 clients contributed almost 85.70% of our sales.

**10. Competitive conditions**

Competition is faced by our business from other existing traders aluminium products such as Aluminium Sheets, Aluminium Coils, Rivets etc and textiles products which are dealt by us. We engage with our competitors on a regional or product line basis which is unorganized. 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

## CAPITALIZATION STATEMENT

( ₹ in lakhs)

Particular	Pre Issue (as at September 30, 2018)	Post Issue
<b>Debt</b>		
Long Term Debt*	368.74	368.74
Short Term Debt	147.50	147.50
<b>Total Debts (A)</b>	<b>516.24</b>	<b>516.24</b>
<b>Equity (Shareholder's funds)</b>		
Equity share capital	128.80	1001.80
Reserve and Surplus	20.99	20.99
<b>Total Equity (B)</b>	<b>149.79</b>	<b>1022.79</b>
<b>Long Term Debt / Equity Shareholder's funds</b>	<b>2.46</b>	<b>0.36</b>
<b>Total Debts / Equity Shareholder's funds (A/B)</b>	<b>3.45</b>	<b>0.50</b>

\* Including current maturities of long term borrowings

**Note:**

- The above has been computed on the basis of Restated Financials of the Company.

## FINANCIAL INDEBTEDNESS

Set forth below, is a brief summary of our Company's borrowings as on September 30, 2018 together with a brief description of certain significant terms / material covenants of the relevant financing arrangements.

(₹ in lakhs)

Nature of Borrowing	Amount
Secured Borrowings <sup>(1)</sup>	163.01
Unsecured Borrowings <sup>(1)</sup>	353.23
<b>Total</b>	<b>516.24</b>

<sup>(1)</sup> Includes ₹ 120.82 lakhs shown under Other Current Liabilities as 'Current Maturities of Long Term Debt'

### A. Details of Secured Loans (other than vehicle loans)

(₹ in lakhs)

Name of Lenders	Type of Loan	Date of Sanction	Amount Sanctioned	Amount outstanding as on September 30, 2018	Interest (in %)	Repayment	Security
AXIS Bank <sup>(1)</sup>	Cash Credit	August 10, 2017	180.00	146.34	3 months MCLR + 1.25%	On Demand	Note 1

<sup>(1)</sup> The original sanction has been received in the name of J.P. Metals. New sanction of ₹ 200 lakhs has been received in the name of the Company.

#### Note 1: Primary Security:

First charge by way of hypothecation of entire current assets and movables of the firm both present & future.

#### Collateral Security:

Equitable Mortgage of Commercial Property in the form of One Shop located at –Ground Floor facing Eastern Side in Property bearing No. 5434,5503 to 5505 constructed on Plot No. 15 South situated at Basti Harphool Singh Sadar Thana Road, Delhi -110006 having an area of 28.31 Sq Yards owned Smt Pushpa Gupta.

#### Guarantees:

##### Personal Guarantees

- Mrs. Pushpa Gupta
- Mr. Amit Gupta
- Mr. Anil kumar Gupta
- Mr. Arun Gupta

### A. Details of Vehicle Loans

As on September 30, 2018, we have an outstanding amount of ₹ 16.67 lakhs in respect of Vehicle Loan taken from ICICI Bank.

## RESTRICTIVE / NEGATIVE COVENANTS

The above loan agreements includes certain restrictive covenants in relation to certain actions to be undertaken by our Company and for which prior written approval of the Bank is required. The major restrictive covenants (which require prior approval) are mentioned below:

1. Borrower/Obligor shall not, without the prior written approval of the Bank:

- make any Restricted Payments other than as permitted;
- wind up/liquidate its affair;
- change the general nature of its business or undertake any expansion or invest in any other entity;
- permit any change in its ownership/control/management (including by pledge of promoter/sponsor shareholding in the Borrower to any third party);
- change remuneration of its directors in any manner other than as mandated by legal or regulatory provisions;
- effect any change in its accounting method or policies;
- make any amendments to its constitutional documents;
- avail any loan; and/or stand as surety or guarantor for any third party liability or obligation; and/or provide any loan or advance to any third party, save and except as follows; and
- Enter into arrangement whereby its business/ operations are managed or controlled, directly or indirectly, by any other person.

#### **B. Details of Unsecured Borrowings:**

Our Company has availed unsecured loans as on September 30, 2018 details of which are set out below:

( ₹ in lakhs)

<b>Sr. No.</b>	<b>Nature of Borrowing</b>	<b>Amount</b>
1.	Loan from Financial Institutions	352.07
2.	Loan from Directors	1.16
<b>Total</b>		<b>353.23</b>

## SECTION VII- LEGAL AND OTHER INFORMATION

### OUTSTANDING LITIGATION AND MATERIAL DEVELOPMENTS

*Except as stated in this section, there are no:*

*A. (i) criminal proceedings; (ii) actions by statutory or regulatory authorities; (iii) claims relating to direct and indirect taxes; or (iv) Material Litigation (as defined below); involving our Company, Directors, Promoters or Group Company. Our Board, in its meeting held on January 07,2019 determined that, all outstanding litigations pertaining to our Company, its directors/ promoters/ group companies which are in the nature of criminal, statutory/ regulatory and taxation related which exceed ` 1lac are considered as material(“Material Litigation”).*

*B. (i) litigation or legal actions, pending or taken, by any Ministry or department of the Government or a statutory authority against our Promoter since incorporation; (ii) pending proceedings initiated against our Company for economic offences; (iv) default and non-payment of statutory dues by our Company; (v) inquiries, inspections or investigations initiated or conducted under the Companies Act, 2013 or any previous companies law since incorporation against our Company; or (vi) material frauds committed against our Company since incorporation.*

*C. (i) outstanding Material Dues (as defined below) to creditors; or (ii) outstanding dues to small scale undertakings and other creditors.*

*Our Board, in its meeting held on January 07,2019 determined that all outstanding dues owed by Company to small scale undertaking and other creditors exceeding ` 1 lac are considered as material (“Material Dues”). Details of outstanding dues to creditors (including micro and small enterprises as defined under the Micro, Small and Medium Enterprises Development Act, 2006) as required under the SEBI ICDR Regulations have been disclosed on our*

*Our Company, Directors, Promoter and Group Company are not Wilful Defaulters and there have been no violations of securities laws in the past or pending against them.*

#### **LITIGATION INVOLVING OUR COMPANY**

#### **CONTINGENT LIABILITIES OF OUR COMPANY**

NIL

#### **A. LITIGATION AGAINST OUR COMPANY**

##### **1. 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

**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 Tax Liabilities**

NIL

**4. Other Pending Litigations**

NIL

**LITIGATION INVOLVING OUR DIRECTORS**

**A. LITIGATION AGAINST OUR DIRECTORS**

**1. 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

**B. LITIGATION FILED BY OUR DIRECTORS**

**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

**LITIGATION INVOLVING OUR PROMOTERS**

**A. LITIGATION AGAINST OUR PROMOTERS**

**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

**B. LITIGATION FILED BY OUR PROMOTERS**

**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

**LITIGATION INVOLVING OUR GROUP COMPANY**

**A. LITIGATION AGAINST OUR GROUP 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

**B. LITIGATION FILED BY OUR GROUP COMPANY**

**1. 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

**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 since incorporation of the Company.**

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 since incorporation of the Company.

#### **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 against our Company.**

There are no inquiries, investigations etc. instituted under the Companies Act or any previous companies enactment since incorporation against our Company.

#### **Material Fraud against our Company since incorporation**

There has been no material fraud committed against our Company since incorporation.

#### **Fines imposed or compounding of offences for default**

There are no fines imposed or compounding of offences done immediately preceding the year of the Draft Prospectus for the Company for default or outstanding defaults.

#### **Non-Payment of Statutory Dues**

There have been no defaults or outstanding defaults in the payment of statutory dues payable by the Company as of the date of the last audited financial statements of the Company.

#### **Amounts owed to small scale undertakings and other creditors**

As of September 30, 2018, our Company owes the following amounts to small scale undertakings, other creditors and material creditors:

Particulars	Number of creditors	Amount Involved (₹ in Lakhs)
Micro, Small and Medium Enterprises*	NIL	NIL
Material Creditors	6	812.15
Other Creditors	3	0.79
<b>Total</b>	9	812.94

*\*Our Company has not received any intimation from suppliers regarding their status under the Micro, Small and Medium Enterprises Development Act, 2006 ("MSME Act") and hence amount unpaid, if any, as on September 30, 2018 to such suppliers has not been identified separately for disclosure herein*

Details in relation to the amount owed by our Company to material creditors, small scale undertakings and other creditors as on September 30, 2018 are also available on [www.gfl.org.in](http://www.gfl.org.in).

*It is clarified that information provided on the website of our Company is not a part of this Draft Prospectus and should not be deemed to be incorporated by reference. Anyone placing reliance on any other source of information, including our Company's website, would be doing so at its own risk.*

**Material developments occurring after last balance sheet date**

Except as disclosed elsewhere in this Draft Prospectus, there have been no material developments that have occurred after the Last Balance Sheet Date.

## GOVERNMENT AND OTHER STATUTORY APPROVALS

*Our Company has received the necessary licenses, permissions and approvals from the Central and State Governments and other government agencies/regulatory bodies/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/proposed business activities and no further major approvals from any government/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 the Company or for the correctness of any statements made or any commitments made or opinions expresses in this behalf.*

*The main objects clause of the Memorandum of Association of the Company and the objects incidental to the main objects enable our Company to carry out its activities.*

### I. Approvals for the Issue

1. The Board of Directors have pursuant to section 62(1)(C) of the Companies Act, 2013, by a resolution passed at the meeting held on January 07, 2019 authorized 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 Extraordinary General Meeting held on January 07, 2019 authorized the Issue
3. Approval dated [•] from the BSE for listing of the Equity Shares issued by our Company pursuant to the Issue.
4. Our Company's International Securities Identification Number ("ISIN") is INE03CM01014.

### II. Approvals pertaining to Incorporation, name and constitution of Our Company

1. Certificate of Incorporation dated June 21, 2018 issued by the Registrar of Companies, New Delhi ("RoC") in the name of "GLEAM FABMAT LIMITED".
2. The Corporate Identity Number (CIN) of the Company is U28999DL2018PLC335610.

### III. Business Related Approvals

Our Company has obtained the following business related approvals for carrying out its activities:

Sr. No.	Particulars	Granting Authorities	Registration Number	Date of Expiry
1.	General Trade / Storage Licence	CL & EC (HQ) & Health Department	HTLCM5S0366199	31/03/2019
2	Trade/Storage License	North Delhi Municipal Corporation	GR/7175699	31/03/2024

*\* This License has been issued by the East Delhi Municipal Corporation, Health Trade Department to the Company under the Company's previous address. The Company is yet to apply to the concerned authorities to reflect the change of address.*

#### IV. Labour Related Approvals

Our Company has obtained the following labour related approvals for carrying out its activities:

Sr. No.	Particulars	Granting Authorities	Registration Number	Date of Issue	Date of Expiry
1.	Registration Certificate of Establishment under the Delhi Shops and Establishment Act, 1954 for the Company's registered office situated at 56965701 Basti Harphool Singh Sadar Thana Road, Delhi	Department of Labour Government of National Capital Territory of Delhi	2018040564	17/09/2018	16/09/2039

#### V. Tax related approvals

Our Company has obtained the following tax approvals for carrying out its activities:

Sr. No.	Particulars	Granting Authorities	Registration Number	Date of Expiry
1	Permanent Account No. (PAN)	Income Tax Department, Government of India	AAHCG3704H	Valid until cancelled
2	Tax Deduction Account No. (TAN)	Income Tax Department, Government of India	DELG21046E	Valid until cancelled
3	Certificate of Registration under Goods and Service Tax Registration.	Government of India	07AAHCG3704H1ZS	Valid until cancelled

#### VI. APPROVAL REQUIRED, BUT NOT OBTAINED

Our Company is yet to apply for the Udyog Aadhar Memorandum under the Micro, Small & Medium Enterprises Development Act, 2006.

## OTHER REGULATORY AND STATUTORY DISCLOSURES

### Authority for the Issue

Our Board of Directors have vide resolution dated January 07, 2019 authorized the Issue, subject to the approval by the shareholders of our Company under Section 62 (1) (C) of the Companies Act, 2013.

The shareholders have authorized the Issue, by passing a Special Resolution at the Extra-Ordinary General Meeting held with a shorter notice on January 07, 2019, in accordance with the provisions of Section 62 (1) (C) of the Companies Act, 2013.

The Company has obtained approval from BSE vide letter dated [●] to use the name of BSE in this Issue Document for listing of equity shares on the SME platform of the BSE. BSE is the designated stock exchange.

### Prohibition by SEBI or Governmental Authorities

We confirm that there is no prohibition on our Company, its Directors, Promoter and entities forming part of our Promoter Group, person in control of our Company from accessing the capital market or operating in the capital markets 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 as on the date of this Draft Prospectus.

The listing of any securities of our Company has never been refused at any time by any of the stock exchanges in India.

### Prohibition by RBI

Neither our Company nor any of our Promoter or Directors has been declared as wilful defaulter(s) by the RBI or any other governmental authority.

### Compliance with the Companies (Significant Beneficial Ownership) Rules, 2018

Our Company is in compliance with the Companies (Significant Beneficial Ownership) Rules, 2018 (“**SBO Rules**”), to the extent applicable, as on the date of the Draft Prospectus.

Under the SBO Rules certain persons who are significant beneficial owners, are required to intimate their beneficial holdings to our Company in Form no. BEN-1. However, pursuant to the General Circular no. 8/2018 dated September 10, 2018 issued by the Ministry of Corporate Affairs, Government of India (“**MCA**”), filing of Form no. BEN-1 under the SBO Rules has been deferred until further notification from MCA. Therefore, compliance by Promoter and members of the Promoter Group, with the SBO Rules, to the extent applicable to each of them will be completed only upon further notification by the MCA.

### Association with Securities Market

None of our Directors are associated with the Securities Market in any manner and no action has been initiated against these entities by SEBI at any time except as stated under the chapters titled “*Risk factors*”, “*Our Promoter, Promoter Group*”, “*Group Companies*” and “*Outstanding Litigations and Material Developments*” beginning on page nos. 16,95,100 and 132 respectively, of this Draft Prospectus.

### Eligibility for the Issue

Our Company is an “Unlisted Issuer” in terms of the SEBI (ICDR) Regulation; and this Issue is an “Initial Public Issue” in terms of the SEBI (ICDR) Regulations.

Our Company is eligible for the Issue in accordance with the Regulation 229(2) of Chapter IX of the SEBI (ICDR) Regulations, 2018, whereby, an issuer whose post issue paid-up capital is more than ten crore rupees and upto twenty five crore rupees. Our Company shall issue shares to the public and has proposed to list the same on the Small and Medium Enterprise Exchange (“SME Exchange”, in this case being the SME Platform of BSE).

As per Regulation 229 (3) of the SEBI ICDR Regulations, our Company satisfies track record and/or other eligibility conditions of BSE SME Exchange in accordance with the Restated Standalone Financial Statements, prepared in accordance with the Companies Act and restated in accordance with the SEBI ICDR Regulations as below:

<b>BSE Eligibility Requirement</b>	<b>Current Status</b>
The Post Issue Paid-up Capital of the Company (Face Value) shall not be more than ₹ 25 Crores.	The Post Issue Capital will be of ₹ 1001.80 Lakhs (₹ 10.02 Crores)
Positive Network	The Network as on September 30, 2018 is ₹ 149.79 Lakhs
The Company / Firm (or the Firm which has been converted into the Company) should have a (combined) track record of at least 3 years. The Company / Firm (or the Firm which has been converted into 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 Networth should be positive.	Our Company has taken over the running business of M/s. J P Metals (Proprietorship Firm of our Promoter Mr. Anil Kumar Gupta) with effect from September 15, 2018. M/s. J P Metals was in business for more than 3 years. Further the Earnings before Depreciation and Tax of M/s. J P Metals for the FY 2016-17 & 2017-18 were ₹ 23.75 Lakhs & ₹ 27.52 Lakhs respectively.
It is mandatory for a Company to have a Website.	We have a Website: <a href="http://www.gfl.org.in">www.gfl.org.in</a>
It is mandatory for the Company to facilitate trading in Demat securities and enter into an agreement with both the Depositories.	We have entered into Tripartite Agreement with both the Depositories and facilitate trading in Demat securities.
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.	Mr. Amit Gupta, Mr. Arun Gupta and Mr. Anil Kumar Gupta are the Promoters of the Company since Incorporation and there is no change in the Promoters.
Other confirmations / requirements	We confirm the following: 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. We are not a Finance / Broking Company.

As per Regulation 230 (1) of the SEBI ICDR Regulations, our Company has ensured that:

- The Draft Red Herring Prospectus has been filed with BSE and our Company has made an application to BSE for listing of its Equity Shares on the BSE SME platform. BSE is the Designated Stock Exchange.
- Our Company has entered into an agreement dated December 14, 2018 with NSDL and agreement dated December 08, 2018 with CDSL for dematerialisation of its Equity Shares already issued and proposed to be issued.
- The entire pre-Issue capital of our Company has shares fully paid-up Equity Shares and the Equity Shares proposed to be issued pursuant to this IPO will be fully paid-up.
- The entire Equity Shares held by the Promoters will be in dematerialised form before opening of the Issue for subscription.
- Our Company has made firm arrangements of finance through verifiable means towards seventy five per cent of the stated means of finance for funding from the issue proceeds, excluding the amount to be raised through the proposed public offer or through existing identifiable internal accruals. For details, please refer the chapter "Objects of the Issue" on page no. 47 of this Draft Red Herring Prospectus.

Our Company confirms that it will ensure compliance with the conditions specified in Regulation 230 (2) of the SEBI ICDR Regulations, to the extent applicable.

Further, our Company confirms that it is not ineligible to make the Issue in terms of Regulation 228 of the SEBI ICDR Regulations, to the extent applicable. The details of our compliance with Regulation 228 of the SEBI ICDR Regulations are as follows:

- (a) Neither our Company nor our Promoter, members of our Promoter Group or our Directors are debarred from accessing the capital markets by the SEBI.
- (b) None of our Promoter or Directors are promoters or directors of companies which are debarred from accessing the capital markets by the SEBI.
- (c) Neither our Company nor our Promoters or Directors is a wilful defaulter.

None of our Promoters or Directors is a fugitive economic offender.

We further confirm that we shall be complying with all other requirements as laid down for such offer under Chapter IX of SEBI (ICDR) Regulations, as amended from time to time and subsequent circulars and guidelines issued by SEBI and the Stock Exchange.

Further, In accordance with Regulation 268(1) of the SEBI (ICDR) Regulations, we shall ensure that the total number of proposed allottees in the Issue shall be greater than or equal to fifty (50), otherwise, the entire application money will be unblocked forthwith. If such money is not repaid within eight (8) Working 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) Working Days, be liable to repay such application money, with an interest at the rate as prescribed under the Companies Act 2013. Further, in accordance with Section 40 of the Companies Act, 2013, the Company and each officer in default may be punishable with fine and/or imprisonment in such a case.

#### **DISCLAIMER CLAUSE OF SEBI**

**IT IS TO BE DISTINCTLY UNDERSTOOD THAT SUBMISSION OF DRAFT PROSPECTUS TO 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 OFFER IS PROPOSED TO BE MADE OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THE OFFER DOCUMENT. THE MARKETING LEAD MERCHANT BANKER, ARYAMAN FINANCIAL SERVICES LIMITED AND THE LEAD MERCHANT BANKER BCB BROKERAGE PRIVATE LIMITED, HAVE CERTIFIED THAT THE DISCLOSURES MADE IN THE OFFER DOCUMENT ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH SEBI (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018 IN FORCE FOR THE TIME BEING. THIS REQUIREMENT IS TO FACILITATE INVESTORS TO TAKE AN INFORMED DECISION FOR MAKING AN INVESTMENT IN THE PROPOSED ISSUE.**

**IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE THE COMPANY ARE PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THE DRAFT PROSPECTUS, THE LEAD MERCHANT BANKER ARE EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT THE COMPANY DISCHARGES ITS RESPONSIBILITY ADEQUATELY IN THIS BEHALF AND TOWARDS THIS PURPOSE, THE LEAD MERCHANT BANKER, BCB BROKERAGE PRIVATE LIMITED HAVE FURNISHED TO SEBI, A DUE DILIGENCE CERTIFICATE DATED [●]**

**THE FILING OF THE DRAFT PROSPECTUS DOES NOT, HOWEVER, ABSOLVE OUR COMPANY FROM ANY LIABILITIES UNDER THE COMPANIES ACT, 2013 OR FROM THE REQUIREMENT OF OBTAINING SUCH STATUTORY AND OTHER CLEARANCES AS MAY BE REQUIRED FOR THE PURPOSE OF THE PROPOSED ISSUE. SEBI FURTHER RESERVES THE RIGHT TO TAKE UP AT ANY POINT OF TIME, WITH THE LEAD MANAGER ANY IRREGULARITIES OR LAPSES IN THE DRAFT PROSPECTUS.**

**Note:**

All legal requirements pertaining to the Issue will be complied with at the time of registration of the Draft Prospectus with the RoC in terms of section 26 and 30 of the Companies Act, 2013.

#### **Disclaimer from our Company and the Lead Managers**

Our Company and the Lead Managers accept no responsibility for statements made otherwise than those contained in this Draft Prospectus or, in case of the Company, in any advertisements or any other material issued by or at our Company's instance and anyone placing reliance on any other source of information would be doing so at his or her own risk.

#### **Disclaimer in respect of Jurisdiction**

This Issue is being made in India to persons resident in India including Indian nationals resident in India (who are not minors, except through their legal guardian), Hindu Undivided Families (HUFs), companies, corporate bodies and societies registered under the applicable laws in India and authorized to invest in shares, Mutual Funds, Indian financial institutions, commercial banks, regional rural banks, co-operative banks (subject to RBI permission), Trusts registered under the Societies Registration Act, 1860, as amended from time to time, or any other trust law and who are authorised under their constitution to hold and invest in shares, permitted insurance companies and pension funds and to non-residents including NRIs and FIIs. The Draft Prospectus does not, however, constitute an offer to sell or an invitation to subscribe to Equity Shares offered hereby in any other jurisdiction to any person to whom it is unlawful to make an offer or invitation in such jurisdiction. Any person into whose possession the 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 the jurisdiction of appropriate court(s) in Mumbai only.

No action has been or will be taken to permit a public offering in any jurisdiction where action would be required for that purpose. Accordingly, the Equity Shares represented thereby may not be offered or sold, directly or indirectly, and the Draft Prospectus may not be distributed, in any jurisdiction, except in accordance with the legal requirements applicable in such jurisdiction. Neither the delivery of the Draft Prospectus nor any sale hereunder shall, under any circumstances, create any implication that there has been any change in the affairs of our Company since the date hereof or that the information contained herein is correct as of any time subsequent to this date.

#### **Disclaimer Clause under Rule 144A of the U.S. Securities Act**

The Equity Shares have not been and will not be registered under the U.S. Securities Act 1933, as amended (the "Securities Act") or any state securities laws in the United States and may not be offered or sold within the United States or to, or for the account or benefit of, "U.S. persons" (as defined in Regulation S of the Securities Act), except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act. Accordingly, the Equity Shares will be offered and sold (i) in the United States only to "qualified institutional buyers", as defined in Rule 144A of the Securities Act, and (ii) outside the United States in offshore transactions in reliance on Regulation S under the Securities Act and in compliance with the applicable laws of the jurisdiction where those offers and sales occur.

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Applicants may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

#### **Disclaimer Clause of the BSE**

As required, a copy of the Draft Prospectus shall be submitted to the SME Platform of BSE. The Disclaimer Clause as intimated by the SME Platform of BSE to us, post scrutiny of the Draft Prospectus, shall be included in the Prospectus prior to the filing with RoC

#### **Listing**

Application have been made to SME Platform of BSE for obtaining permission for listing of the Equity Shares being offered and sold in the issue on its SME Platform after the allotment in the Issue. BSE is 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 the prospectus. The allotment letters shall be issued or application money shall be refunded / unblocked within fifteen days from the closure of the Issue or such lesser time as may be specified by Securities and Exchange Board or else the application money shall be refunded to the applicants forthwith, failing which interest shall be due to be paid to the applicants at the rate of fifteen per cent per annum for the delayed period as prescribed under Companies Act, 2013, the SEBI (ICDR) Regulations and other applicable law.

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 6 Working Days of the Issue Closing Date.

The Company has obtained approval from BSE vide letter dated [●] to use the name of BSE in this Offer document for listing of equity shares on SME Platform of BSE.

### **Consents**

Consents in writing of: (a) the Directors, the Chief Financial Officer, Company Secretary & Compliance Officer and the Statutory Auditor; and (b) the Lead Managers, Registrar to the Issue, the Legal Advisor to the Issue, Banker to the Company\*, Banker to the Issue\*, Market Maker and Underwriters to act in their respective capacities, have been obtained and shall be filed along with a copy of the Prospectus with the RoC, as required under Section 26 of the Companies Act, 2013 and such consents shall not be withdrawn up to the time of delivery of the Prospectus for registration with the RoC.

*\*The aforesaid will be appointed prior to filing of the Prospectus with RoC and their consents as above would be obtained prior to the filing of the Prospectus with RoC.*

In accordance with the Companies Act, 2013 and the SEBI (ICDR) Regulations, M/s. V. N. Purohit & Co., Chartered Accountants, have provided their written consent to the inclusion of their reports dated January 07, 2019 on Restated Financial Statements and to the inclusion of their reports dated January 07, 2019 on Statement of Tax Benefits, which may be available to the Company and its shareholders, included in this Draft Prospectus in the form and context in which they appear therein and such consents and reports have not been withdrawn up to the time of filing of this Draft Prospectus.

### **Expert Opinion**

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

Our Company has received written consent from the Statutory Auditor namely, M/s. V. N. Purohit & Co., Chartered Accountants to include their name as required under Section 26(1)(a)(v) of the Companies Act, 2013 in this Draft Prospectus and as “Expert” as defined under section 2(38) of the Companies Act, 2013 in respect of the reports on the Statement of Tax Benefits dated January 07, 2019, and on the Restated Financial Statements dated January 07, 2019 and issued by them, included in this Draft Prospectus and such consent has not been withdrawn as on the date of this Draft Prospectus.

However, the term “expert” shall not be construed to mean an “expert” as defined under the U.S. Securities Act.

### **CAPITAL ISSUE DURING THE LAST FIVE YEARS**

#### **Previous Public and Rights Issues**

We have not made any rights and public issues in the past, and we are an “Unlisted Company” in terms of the SEBI (ICDR) Regulations and this Issue is an “Initial Public Offering” in terms of the SEBI (ICDR) Regulations.

#### **Previous Issues of Equity Shares otherwise than for Cash**

Except as stated in the chapter titled “*Capital Structure*” beginning on page no. 39 of this Draft Prospectus, we have not issued any Equity Shares for consideration other than for cash.

### **Commission and Brokerage Paid on Previous Issues of our Equity Shares**

Since this is an Initial Public Offer of the Company, no sum has been paid or has been payable as commission or brokerage for subscribing to or procuring or agreeing to procure subscription for any of the Equity Shares since inception of the Company.

### **Capital Issues in the last three (3) years by Listed Group Companies / Subsidiaries / Associates**

None of our Group Companies / Subsidiaries / Associates that are listed on any Stock Exchange has made any Capital Issue in the last three (3) years.

### **PERFORMANCE VIS-À-VIS OBJECTS**

#### **Issuer Company**

Our Company has not made any public issue (including any rights issue to the public) since its incorporation.

#### **Listed Group Companies / Subsidiaries / Associate Companies**

None of our Group Companies / Subsidiaries / Associates is listed on any Stock Exchange and not made any rights and public issues in the past ten (10) years.

### **OUTSTANDING DEBENTURES, BONDS, REDEEMABLE PREFERENCE SHARES AND OTHER INSTRUMENTS ISSUED BY THE COMPANY**

The Company has no outstanding debentures or bonds. The Company has not issued any redeemable preference shares or other instruments in the past

### Price Information of past issues handled by the Lead Manager

Sr. No.	Issue Name	Issue size (L Cr.)	Issue Price (L)	Listing date	Opening price on listing date	+/- % change in Price on closing price, [+/- % change in closing benchmark]- 30 <sup>th</sup> calendar days from listing		+/- % change in Price on closing price, [+/- % change in closing benchmark]- 90 <sup>th</sup> calendar days from listing		+/- % change in Price on closing price, [+/- % change in closing benchmark]- 180 <sup>th</sup> calendar days from listing	
1.	DRS Dilip Roadlines Limited	31.50	75.00	10/12/2018	75.15	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
2.	Roni Households Limited	3.00	20.00	03/12/2018	20.05	25.00%	-0.96%	N.A.	N.A.	N.A.	N.A.
3.	Marine Electricals India Limited	42.87	66.00	11/10/2018	66.60	21.21%	3.43%	N.A.	N.A.	N.A.	N.A.
4.	Silgo Retail Limited	4.88	36.00	10/10/2018	36.45	0.00%	1.20%	0.00%	3.27%	N.A.	N.A.
5.	Sky Gold Limited	25.56	180	03/10/2018	180.45	2.22%	-2.68%	0.58%	0.78%	N.A.	N.A.
6.	Saketh Exim Limited	9.44	69.00	13/08/2018	69.30	0.00%	0.12%	3.48%	-6.79%	N.A.	N.A.
7.	Supershakti Metaliks Limited	60.01	375	30/07/2018	377.10	12.00%	3.28%	9.73%	-11.06%	N.A.	N.A.
8.	Ambani Organics Limited	9.03	66	18/07/2018	66.65	0.30%	4.47%	0.15%	-3.60%	N.A.	N.A.
9.	Jakharia Fabric Limited	19.66	180	11/07/2018	181.35	5.56%	4.40%	0.00%	-5.91%	0.56%	-1.61%
10.	Garv Industries Limited	3.20	10	25/04/2018	10.00	-10.00%	1.23%	-10.60%	6.74%	-22.00%	-1.06%

### Summary Statement of Disclosure

Financial Year	Total no. of IPOs	Total Funds Raised (M in Cr.)	Nos. of IPOs trading at discount - 30 <sup>th</sup> calendar day from listing day			Nos. of IPOs trading at premium - 30 <sup>th</sup> calendar day from listing day			Nos. of IPOs trading at discount - 180 <sup>th</sup> calendar day from listing day			Nos. of IPOs trading at premium - 180 <sup>th</sup> 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%

Financial Year	Total no. of IPOs	Total Funds Raised (M in Cr.)	Nos. of IPOs trading at discount - 30 <sup>th</sup> calendar day from listing day			Nos. of IPOs trading at premium - 30 <sup>th</sup> calendar day from listing day			Nos. of IPOs trading at discount - 180 <sup>th</sup> calendar day from listing day			Nos. of IPOs trading at premium - 180 <sup>th</sup> 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%
2018-19	13 <sup>(1)</sup>	324.54	-	-	1	-	1	8	-	-	2	-	-	3
2017-18	16	318.24	1	1	4	1	1	8	3	3	3	-	-	6
2016-17	10	147.26	-	1	-	1	-	8	-	1	-	2	3	4
2015-16	3	15.90	-	-	-	-	-	3	-	-	-	1	1	1

<sup>(1)</sup>As on the 30th Calendar day from the listing day, the price of Saketh Exim Limited and Silgo Retail Limited is exactly equal to its Issue Price and hence it is neither trading at Premium or Discount

Details indicated in 2017-18 are for the IPOs completed as on date.

**Notes:**

- Since the listing date of DRS Dilip Roadlines Limited was on December 10, 2018, hence information related to closing price and benchmark index as on the 30<sup>th</sup> calendar day, 90<sup>th</sup> calendar day and 180<sup>th</sup> calendar day from the listing date is not available.
- Since the listing dates of Roni Households Limited and Marine Electricals (India) Limited was on December 03, 2018 and October 11, 2018 respectively, hence information related to closing price and benchmark index as on the 90<sup>th</sup> calendar day and 180<sup>th</sup> calendar day from the listing date is not available.
- Since the listing dates of Silgo Retail Limited, Sky Gold Limited, Saketh Exim Limited, Supershakti Metaliks Limited and Ambani Organics Limited was on October 10, 2018, October 03, 2018, August 13, 2018, July 30, 2018 and July 18, 2018, hence information related to closing price and benchmark index as on the 180<sup>th</sup> calendar day from the listing date is not available.
- The respective Designated Stock Exchange for each Issue has been considered as the Benchmark index for each of the above Issues.
- In the event any day falls on a holiday, the price/index of the immediate preceding working day has been considered. If the stock was not traded on the said calendar days from the date of listing, the share price is taken of the immediately preceding trading day.
- Source: [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) BSE Sensex and Nifty Fifty as the Benchmark Indices.

## Track record of past issues handled by the Lead Manager

For details regarding the track record of the Lead Manager to the Issue as specified in Circular reference CIR/MIRSD/1/ 2012 dated January 10, 2012 issued by the SEBI, please see the website of Aryaman Financial Services Limited – [www.afsl.co.in](http://www.afsl.co.in)

## DISPOSAL OF INVESTOR GRIEVANCES

### Mechanism for Redressal of Investor Grievances

The Company has appointed Bigshare Services Private Limited as the Registrar to the Issue, to handle the investor grievances in co-ordination with the Compliance Officer of the Company. All grievances relating to the present Issue may be addressed to the Registrar with a copy to the Compliance Officer, giving full details such as name, address of the applicant, number of Equity Shares applied for, amount paid on application and name of bank and branch. The Company would monitor the work of the Registrar to ensure that the investor grievances are settled expeditiously and satisfactorily.

The Registrar to the Issue will handle investor's grievances pertaining to the Issue. A fortnightly status report of the complaints received and redressed by them would be forwarded to the Company. The Company would also be co-ordinating with the Registrar to the Issue in attending to the grievances to the investor.

All grievances relating to the ASBA process may be addressed to the SCSBs, giving full details such as name, address of the applicant, number of Equity Shares applied for, amount paid on application and the Designated Branch of the SCSB where the Application Form was submitted by the ASBA Applicant. We estimate that the average time required by us or the Registrar to the Issue or the SCSBs for the redressal of routine investor grievances will be seven business days from the date of receipt of the complaint. In case of non-routine complaints and complaints where external agencies are involved, we will seek to redress these complaints as expeditiously as possible.

The Company shall obtain authentication on the SCORES and comply with the SEBI circular (CIR/OIAE/1/2013) dated April 17, 2013 in relation to redressal of investor grievances through SCORES

Our Board by a resolution on January 07, 2019 constituted a Stakeholders Relationship Committee. The composition of the Stakeholders Relationship Committee is as follows:

Name of the Member	Nature of Directorship	Designation in Committee
Mrs. Pushpa Gupta	Non-Executive Director	Chairman
Mr. Kapil Sharma	Non-Executive Independent Director	Member
Mr. Ankit Rastogi	Non-Executive Independent Director	Member

For further details, please see the chapter titled “*Our Management*” beginning on page no. 80 of this Draft Prospectus.

The Company has also appointed Navneet Gupta as the Company Secretary and Compliance Officer for this Issue and she may be contacted at the Registered Office of our Company. The contact details are as follows:

**Name:** Mr. Navneet Gupta

**Address:** 5504/15, G/F, Basti Harpool Singh, Sadar Bazar, North Delhi – 110 006

**Tel No:** 08068211160

**Email:** [info@gfl.org.in](mailto:info@gfl.org.in)

Investors can contact the Compliance Officer or the Registrar to the Issue 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 accounts and refund orders.

### Status of Investor Complaints

We confirm that we have not received any investor complaint 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**

For details of Investor Grievances by Listed Companies under the same Management, see the chapter “*Our Group Company*” beginning on page no.100 of this Draft Prospectus.

## SECTION VIII-ISSUE RELATED INFORMATION

### TERMS OF THE ISSUE

*The Equity Shares being issued are subject to the provisions of the Companies Act, SEBI (ICDR) Regulations, 2018 SEBI Listing Regulations, SCRA, SCRR, our Memorandum and Articles of Association, the terms of this Draft Prospectus, the Prospectus, the Application Form, the Revision Form, the Confirmation of Allocation Note and other terms and conditions as may be incorporated in the allotment advices and other documents/certificates that may be executed in respect of this Issue. The Equity Shares shall also be subject to laws as applicable, guidelines, notifications and regulations relating to the issue of capital and listing and trading of securities issued from time to time by SEBI, the Government of India, the Stock Exchanges, the RBI, RoC and/or other authorities, as in force on the date of the Issue and to the extent applicable or such other conditions as may be prescribed by SEBI, RBI, the Government of India, the Stock Exchanges, the RoC and/or any other authorities while granting its approval for the Issue.*

*Please note that, in terms of SEBI Circular No. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 and the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, all the investors applying in a public issue shall use only Application Supported by Blocked Amount (ASBA) facility for making payment.*

*Further vide the said circular Registrar to the Issue and Depository Participants have been also authorised to collect the Application forms. Investors may visit the official websites of the concerned stock exchanges for any information on operationalization of this facility of form collection by Registrar to the Issue and DPs as and when the same is made available.*

#### **Ranking of Equity Shares**

The Equity Shares being issued shall be subject to the provisions of the Companies Act, 2013 our Memorandum and Articles of Association, SEBI ICDR Regulations, SCRA and shall rank pari-passu in all respects including dividend with the existing Equity Shares including in respect of the rights to receive dividends and other corporate benefits, if any, declared by us after the date of Allotment.

For further details, please see the section titled "Main Provisions of the Articles of Association" beginning on page no.180 of this Draft Prospectus.

#### **Mode of Payment of Dividend**

Our Company shall pay dividends, if declared, to the Shareholders in accordance with the provisions of the Companies Act, 2013 the Memorandum and Articles of Association and provisions of the SEBI Listing Regulations and any other guidelines or directions which may be issued by the Government in this regard. Dividends, if any, declared by our Company after the date of Allotment (pursuant to the transfer of Equity Shares from the Offer for Sale), will be payable to the Applicants who have been Allotted Equity Shares in the Issue, for the entire year, in accordance with applicable laws. For further details, in relation to dividends, see "Dividend Policy" and "Main Provisions of the Articles of Association" beginning on page nos. 101 and 180 of this Draft Prospectus.

#### **Face Value and Issue Price**

The Equity Shares having a face value of ₹ 10 each are being issued in terms of this Draft Prospectus at the price of ₹ 10 per Equity Share. The Issue Price is determined by our Company in consultation with the Lead Manager and is justified under the chapter titled "Basis for Issue Price" beginning on page no. 51 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, 2018. Our Company shall comply with all disclosure and accounting norms as specified by SEBI from time to time.

## **Rights of the Equity Shareholders**

Subject to applicable laws, rules, regulations and guidelines and the Articles of Association, the equity shareholders shall have the following rights:

- ✓ Right to receive dividend, if declared;
- ✓ Right to attend general meetings and exercise voting rights, unless prohibited by law;
- ✓ Right to vote on a poll either in person or by proxy and e-voting, in accordance with the provisions of the Companies Act;
- ✓ Right to receive offer for rights shares and be allotted bonus shares, if announced;
- ✓ Right to receive surplus on liquidation, subject to any statutory and preferential claim being satisfied;
- ✓ Right of free transferability of the Equity Shares, subject to applicable laws including any RBI rules and regulations; and
- ✓ Such other rights, as may be available to a shareholder of a listed Public Limited Company under the Companies Act, terms of the listing agreements with the Stock Exchange and the Memorandum and Articles of Association of our Company.

For a detailed description of the main provision of the Articles of Association of our Company relating to voting rights, dividend, forfeiture and lien and / or consolidation / splitting, etc., please see the section titled "*Main Provisions of Articles of Association of our company*" beginning on page no. 180 of this Draft Prospectus.

## **Allotment only in Dematerialised Form**

In terms of Section 29 of Companies Act, 2013, the Equity Shares shall be allotted only in dematerialised form. As per the SEBI (ICDR) Regulations, 2018 the trading of the Equity Shares shall only be in dematerialised form. In this context, two agreements have been signed among our Company, the respective Depositories and the Registrar and Share Transfer Agent to the Issue:

- 1) Tripartite agreement dated December 14, 2018 between our Company, NSDL and the Registrar and Share Transfer Agent to the Issue.
- 2) Tripartite agreement dated December 08, 2018 between our Company, CDSL and the Registrar and Share Transfer Agent to the Issue.

## **Market Lot and Trading Lot**

Trading of the Equity Shares will happen in the minimum contract size of 10,000 Equity Shares in terms of the SEBI circular No. CIR/MRD/DSA/06/2012 dated February 21, 2012 and the same may be modified by SME Platform of BSE from time to time by giving prior notice to investors at large.

Allocation and allotment of Equity Shares through this Issue will be done in multiples of 10,000 Equity Share subject to a minimum allotment of 10,000 Equity Shares to the successful Applicants.

## **Minimum Number of Allottees**

The minimum number of allottees in this Issue shall be 50 shareholders. In case the minimum number of prospective allottees is less than 50, no allotment will be made pursuant to this Issue and the monies collected shall be refunded within 6 Working days of closure of issue.

## **Jurisdiction**

Exclusive jurisdiction for the purpose of this Issue is with the competent courts/authorities in Ahmedabad.

The Equity Shares have not been, and will not be, registered under the U.S. Securities Act 1933, as amended (the "Securities Act") or any state securities laws in the United States and may not be offered or sold within the United States or to, or for the account or benefit of, "U.S. persons" (as defined in Regulation S 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 offered and sold outside the United States in compliance



with Regulation S of the 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 Bids may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

### **Joint Holders**

Where two or more persons are registered as the holders of any Equity Shares, they 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 and the rules made thereunder, 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 (3) 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 accordance to Section 72 (4) of the Companies Act, 2013, 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 Articles of Association of the Company, any Person who becomes a nominee by virtue of Section 72 of the Companies Act, 2013, 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 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.

In case the allotment of Equity Shares is in dematerialized form, there is no need to make a separate nomination with us. 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.

### **Withdrawal of the Issue**

Our Company and the Selling Shareholder, in consultation with the Lead Manager, reserves the right not to proceed with the Issue at any time after the Issue Opening Date but before the Board meeting for Allotment. In such an event our Company would issue a public notice in the newspapers, in which the pre-issue advertisements were published, within two days of the issue Closing Date or such other time as may be prescribed by SEBI, providing reasons for not proceeding with the Issue. The Lead Manager, through the Registrar to the Issue, shall notify the SCSBs to unblock the bank accounts of the ASBA Applicants within one day of receipt of such notification. Our Company shall also promptly inform the Stock Exchange on which the Equity Shares were proposed to be listed. Notwithstanding the foregoing, the Issue is also subject to obtaining the final listing and trading approvals of the Stock Exchange, which our Company shall apply for after Allotment. If our Company withdraws the Issue after the Issue Closing Date and thereafter determines that it will proceed with an IPO, our Company shall be required to file a fresh Draft Prospectus.

## ISSUE PROGRAMME

An indicative timetable in respect of the Issue is set out below:

Event	Indicative Date
Issue Opening Date	[●]
Issue Closing Date	[●]
Finalisation of Basis of Allotment with the Designated Stock Exchange	[●]
Initiation of Allotment / Refunds / Unblocking of Funds	[●]
Credit of Equity Shares to demat accounts of Allottees	[●]
Commencement of trading of the Equity Shares on the Stock Exchange	[●]

The above timetable is indicative and does not constitute any obligation on our Company or the Lead Manager. Whilst our Company shall ensure that all steps for the completion of the necessary formalities for the listing and the commencement of trading of the Equity Shares on the Stock Exchange are taken within 6 Working Days of the Issue Closing Date, the timetable may change due to various factors, such as extension of the Issue Period by our Company, or any delays in receiving the final listing and trading approval from the Stock Exchange. The Commencement of trading of the Equity Shares will be entirely at the discretion of the Stock Exchange and in accordance with the applicable laws.

Applications and any revision to the same shall be accepted **only between 10.00 a. m. and 5.00 p. m. (IST)** during the Issue Period (except for the Issue Closing Date). On the Issue Closing Date, the Applications and any revision to the same shall be accepted only between **10.00 a. m. and 3.00 p. m. (IST)** or such extended time as permitted by the Stock Exchanges, in case of Applications by Retail Individual Applicants after taking into account the total number of applications received up to the closure of timings and reported by the Lead Manager to the Stock Exchanges. It is clarified that Applications not uploaded on the electronic system would be rejected. Applications will be accepted only on Working Days, i.e., Monday to Friday (excluding any public holiday).

Due to limitation of time available for uploading the Applications on the Issue Closing Date, the Applicants are advised to submit their Applications one day prior to the Issue Closing Date and, in any case, no later than 3.00 p.m. (IST) on the Issue Closing Date. All times mentioned in this Draft Prospectus are Indian Standard Times. Applicants are cautioned that in the event a large number of Applications are received on the Issue Closing Date, as is typically experienced in public offerings, some Applications may not get uploaded due to lack of sufficient time. Such Applications that cannot be uploaded will not be considered for allocation under the Issue. Applications will be accepted only on Business Days. Neither our Company nor the Lead Manager is liable for any failure in uploading the Applications due to faults in any software/hardware system or otherwise.

In accordance with the SEBI Regulations, QIBs and Non-Institutional Applicants are not allowed to withdraw or lower the size of their Applications (in terms of the quantity of the Equity Shares or the Applications Amount) at any stage. Retail Individual Applicants can revise or withdraw their Applications prior to the Issue Closing Date. Except Allocation to Retail Individual Investors, Allocation in the Issue will be on a proportionate basis.

In case of discrepancy in the data entered in the electronic book vis-à-vis the data contained in the physical Application Form, for a particular Applicant, the details as per the file received from the Stock Exchange may be taken as the final data for the purpose of Allotment. In case of discrepancy in the data entered in the electronic book vis-à-vis the data contained in the physical or electronic Application Form, for a particular ASBA Applicant, the Registrar to the Issue shall ask the relevant SCSBs / RTAs / DPs / Stock Brokers, as the case may be, for rectified data.

### Minimum Subscription

The requirement for 90% minimum subscription in terms of Regulation 45 of the ICDR Regulations is not applicable to the Issue. In terms of Regulation 260(1) of the ICDR Regulations, 2018 the Issue is not restricted to any minimum subscription level and is 100% underwritten. Further, pursuant to Regulation 268(1) of the ICDR Regulations, 2018 our Company shall ensure that the number of prospective allottees to whom Equity Shares will be allotted shall not be less than 50.

This Issue is not restricted to any minimum subscription level. This Issue is 100% underwritten. However, we shall ensure that the minimum subscription to be received shall be subject to allotment of minimum number of specified securities as prescribed in sub-clause (b) of clause (2) of rule 19 of Securities Contracts (Regulation) Rules, 1957 and also that the minimum number of allottees as prescribed in regulation 268(1) of the SEBI (ICDR) Regulations, 2018, as amended.

### **Arrangements for Disposal of Odd Lots**

The trading of the Equity Shares will happen in the minimum contract size of 10,000 shares. However, the Market Maker shall buy the entire shareholding of a shareholder in one lot, where value of such shareholding is less than the minimum contract size allowed for trading on the SME Platform of BSE Limited.

### **Restrictions, if any, on transfer and transmission of shares or debentures and on their consolidation or splitting**

Except for the lock-in of the pre-Issue capital of our Company, Promoters' Contribution and the public lock-in as provided in "*Capital Structure*" beginning on page no. 39 of this Draft Prospectus and except as provided in our Articles of Association there are no restrictions on transfer of Equity Shares. Further, there are no restrictions on the transmission of shares/debentures and on their consolidation/splitting, except as provided in the Articles of Association. For details, see "*Main Provisions of the Articles of Association*" beginning on page no. 180 of this Draft Prospectus.

### **New Financial Instruments**

The Issuer Company is not issuing any new financial instruments through this Issue.

### **Allotment of Securities in Dematerialised Form**

In accordance with the SEBI ICDR Regulations, 2018 Allotment of Equity Shares to successful applicants will only be in the dematerialized form. Applicants will not have the option of Allotment of the Equity Shares in physical form. The Equity Shares on Allotment will be traded only on the dematerialized segment of the Stock Exchange.

### **Migration to Main Board**

In accordance with the BSE Circular dated November 26, 2012 our Company will have to be mandatorily listed and traded on the SME Platform of the BSE for a minimum period of two years from the date of listing and only after that it can migrate to the Main Board of the BSE as per the guidelines specified by SEBI and as per the procedures laid down under Chapter IX of the SEBI (ICDR) Regulations 2018.

As per the provisions of the Chapter IX of the SEBI (ICDR) Regulation, 2018, our Company may migrate to the main board of BSE from the SME Exchange on a later date subject to the following:

As per Regulation 277 of SEBI (ICDR) Regulations 2018, If the Paid up Capital of the company is more than ₹ 10 crores and up to ₹ 25 crores, we may still apply for migration to the main board if the same has been approved by a special resolution through postal ballot wherein the votes cast by the shareholders other than the promoters in favor of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal.

### **Market Making**

The shares issued through this Issue are proposed to be listed on the SME Platform of BSE (SME Exchange), wherein the Lead Manager to this Issue shall ensure compulsory Market Making through the registered Market Maker of the SME Exchange for a minimum period of three 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 see the chapter titled "General Information - Details of the Market Making Arrangement for this Issue" beginning on page no. 31 of this Draft Prospectus.

## ISSUE STRUCTURE

This Issue is being made in terms of Regulation 229(2) of Chapter IX of the SEBI (ICDR) Regulations, 2018, as amended from time to time, whereby, an issuer whose post issue face value capital exceeds more than ten crore rupees, shall issue shares to the public and propose to list the same on the Small and Medium Enterprise Exchange ("SME Exchange", in this case being the SME Platform of BSE). For further details regarding the salient features and terms of such this Issue, please see the chapters titled "Terms of the Issue" and "Issue Procedure" beginning on page nos. 150 and 158 respectively, of this Draft Prospectus.

### Following is the issue structure:

*Public Issue of 31,20,000 Equity Shares of ₹ 10 each (the "Equity Shares") for cash at a price of ₹ 10 per Equity Share aggregating to ₹ 312.00 lakhs ("the Issue") by Gleam Fabmat Limited. ("GFL" or the "Company").*

*The Issue comprises a reservation of 1,60,000 Equity Shares of M 10 each for subscription by the designated Market Maker ("the Market Maker Reservation Portion") and Net Issue to Public of 29,60,000 Equity Shares of M 10 each ("the Net Issue"). The Issue and the Net Issue will constitute 31.14% and 29.54%, respectively of the post issue paid up equity share capital of the company. The Issue is being made through the Fixed Price Process:*

Particulars of the Issue	Net Issue to Public	Market Maker Reservation Portion
Number of Equity Shares available for allocation	29,60,000 Equity Shares	1,60,000 Equity Shares
Percentage of Issue Size available for allocation	94.87% of the Issue Size	5.12% of the Issue Size
Basis of Allotment	Proportionate subject to minimum allotment of 10,000 Equity Shares and further allotment in multiples of 10,000 Equity Shares each.	Firm Allotment
Mode of Application	Through ASBA Process Only	Through ASBA Process Only
Minimum Application Size	<i>For QIB and NII:</i>  Such number of Equity Shares in multiples of 10,000 Equity Shares such that the Application Value exceeds ₹ 2,00,000.  <i>For Retail Individuals:</i>  10,000 Equity Shares	1,60,000 Equity Shares
Maximum Application Size	<i>For QIB and NII:</i>  Such number of Equity Shares in multiples of 10,000 Equity Shares such that the Application Size does not exceed up to 29,60,000 Equity Shares.  <i>For Retail Individuals:</i>  Such number of Equity Shares in multiples of 10,000 Equity Shares such that the Application Value does not exceed ₹ 2,00,000.	1,60,000 Equity Shares
Mode of Allotment	Dematerialized Form	Dematerialized Form

Particulars of the Issue	Net Issue to Public	Market Maker Reservation Portion
Trading Lot	10,000 Equity Shares	10,000 Equity Shares, However the Market Maker may buy odd lots if any in the market as required under the SEBI (ICDR) Regulations, 2018.
Terms of Payment	The entire Application Amount will be payable at the time of submission of the Application Form	
Application Lot Size	10,000 Equity Share and in multiples of 10,000 Equity Shares thereafter	

**Note:**

- 50 % of the Equity Share offered are reserved for allocation to Applicants below or equal to ₹ 2.00 lakhs and the balance for higher amount Applications.
- In case of joint Applications, the Application Form should contain only the name of the First Applicant whose name should also appear as the first holder of the beneficiary account held in joint names. 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.
- Applicants will be required to confirm and will be deemed to have represented to our Company, the Lead Manager, their respective directors, officers, agents, affiliates and representatives that they are eligible under applicable laws, rules, regulations, guidelines and approvals to acquire the Equity Shares in this Issue.
- SCSBs applying in the Issue must apply through an ASBA Account maintained with any other SCSB

**Lot Size**

SEBI vide circular CIR/MRD/DSA/06/2012 dated February 21, 2012 (the “Circular”) standardized the lot size for Initial Public Offer proposing to list on SME exchange/platform and for the secondary market trading on such exchange/platform, as under:

Issue Price(in M)	Lot Size (No. of shares)
Up to 14	10,000
More than 14 up to 18	8,000
More than 18 up to 25	6,000
More than 25 up to 35	4,000
More than 35 up to 50	3,000
More than 50 up to 70	2,000
More than 70 up to 90	1,600
More than 90 up to 120	1,200
More than 120 up to 150	1,000
More than 150 up to 180	800
More than 180 up to 250	600
More than 250 up to 350	400
More than 350 up to 500	300
More than 500 up to 600	240
More than 600 up to 750	200
More than 750 up to 1,000	160
Above 1,000	100

Further to the Circular, at the Initial Public Offer stage the Registrar to Issue in consultation with Lead Manager, our Company and BSE shall ensure to finalize the basis of allotment in minimum lots and in multiples of minimum lot size, as per the above given table. The secondary market trading lot size shall be the same, as shall be the IPO Lot Size at the application/allotment stage, facilitating secondary market trading.

### **Withdrawal of the Issue**

In accordance with the SEBI ICDR Regulations, our Company, in consultation with Lead Manager, reserves the right not to proceed with this Issue at any time after the Issue Opening Date, but before our Board meeting for Allotment, without assigning reasons thereof. If our Company withdraws the Issue after the Issue Closing Date, we will give reason thereof within two days by way of a public notice which shall be published in the same newspapers where the pre-Issue advertisements were published.

Further, the Stock Exchanges shall be informed promptly in this regard and the Lead Manager, through the Registrar to the Issue, shall notify the SCSBs to unblock the Bank Accounts of the ASBA Applicants within one Working Day from the date of receipt of such notification. In case our Company withdraws the Issue after the Issue Closing Date and subsequently decides to undertake a public offering of Equity Shares, our Company will file a fresh offer document with the stock exchange where the Equity Shares may be proposed to be listed.

Notwithstanding the foregoing, the Issue is also subject to obtaining the final listing and trading approvals of the Stock Exchange, which the Company shall apply for after Allotment. In terms of the SEBI Regulations, Non retail Applicants shall not be allowed to withdraw their Application after the Issue Closing Date.

## **ISSUE PROCEDURE**

All Applicants should review the General Information Document for Investing in Public Issue, prepared and issued in accordance with the circular (CIR/CFD/DIL/12/2013) dated October 23, 2013 notified by SEBI (the “General Information Documents”) and including SEBI Circular CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 and SEBI Circular SEBI/HO/CFD/DIL/CIR/P/2016/26 dated January 21, 2016, to be included in the prospectus under “Part B – General Information Document” of this section, highlighting the key rules, procedures applicable to public issues in general in accordance with the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957, and the SEBI Regulations.

The General Information Documents to be included will be updated to reflect the enactments and regulations including the Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014, SEBI Listing Regulations and certain notified provisions of the Companies Act, 2013, to the extent applicable to a public issue. The General Information Document will also be available on the websites of the Stock Exchange and the Lead Manager. Please refer to the relevant provisions of the General Information Document which are applicable to the Issue.

Please note that the information stated/covered in this section may not be complete and/or accurate and as such would be subject to modification/change. Our Company and Lead Manager do not accept any responsibility for the completeness and accuracy of the information stated in this section and the General Information Document. Our Company and Lead Manager would not be able to include any amendment, modification or change in applicable law, which may occur after the date of Prospectus. Applicants are advised to make their independent investigations and ensure that their Application 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 and the Prospectus.

This section applies to all the Applicants, please note that all the Applicants are required to make payment of the full Application Amount along with the Application Form.

### **PART A**

#### **FIXED PRICE ISSUE PROCEDURE**

The Issue is being made under Chapter IX of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 through a Fixed Price Process.

Applicants are required to submit their Applications to the Application collecting intermediaries i.e. SCSB or Registered Brokers of Stock Exchanges or Registered Registrar to the Issue and Share Transfer Agents (RTAs) or Depository Participants (DPs) registered with SEBI. In case of QIB Applicants, the Company in consultation with the Lead Manager may reject Applications at the time of acceptance of Application Form provided that the reasons for such rejection shall be provided to such Applicant in writing.

In case of Non-Institutional Applicants and Retail Individual Applicants, the Company would have a right to reject the Applications only on technical grounds.

Investors should note that Equity Shares will be allotted to successful Applicants in dematerialize form only. The Equity Shares on Allotment shall be traded only in the dematerialize segment of the Stock Exchange, as mandated by SEBI.

#### **AVAILABILITY OF PROSPECTUS AND APPLICATION FORMS**

The Memorandum containing the salient features of the Prospectus together with the Application Forms and copies of the Prospectus may be obtained from the Registered Office of our Company, from the Registered Office of the Lead Manager to the Issue, Registrar to the Issue as mentioned in the Application form. The application forms may also be downloaded from the website of BSE i.e. [www.bseindia.com](http://www.bseindia.com). Applicants shall only use the specified Application Form for the purpose of making an Application in terms of the Prospectus. All the applicants shall have to apply only through the ASBA process. ASBA Applicants shall submit an Application Form either in physical or electronic form to the SCSB’s authorizing blocking of funds that are available in the bank account specified in the



Application Form used by ASBA applicants. Upon completing and submitting the Application Form for Applicants to the SCSB, the Applicant is deemed to have authorized our Company to make the necessary changes in the Prospectus and the ASBA as would be required for filing the Prospectus with the RoC and as would be required by RoC after such filing, without prior or subsequent notice of such changes to the Applicant. Application forms submitted to the SCSBs should bear the stamp of respective intermediaries to whom the application form submitted. Application form submitted directly to the SCSBs should bear the stamp of the SCSBs and/or the Designated Branch. Application forms submitted by Applicants whose beneficiary account is inactive shall be rejected.

The prescribed colour of the Application Form for various categories is as follows:

Category	Colour of Application Form
Resident Indians and Eligible NRIs applying on a non-repatriation basis	White
Non-Residents including Eligible NRIs, FII's, FVCIs etc. applying on a repatriation basis	Blue

**In accordance with the SEBI circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 all the Applicants have to compulsorily apply through the ASBA Process.**

### SUBMISSION AND ACCEPTANCE OF APPLICATION FORMS

Applicants are required to submit their applications only through any of the following Application Collecting Intermediaries:

- An SCSB, with whom the bank account to be blocked, is maintained;
- A syndicate member (or sub-syndicate member);
- A stock broker registered with a recognised stock exchange (and whose name is mentioned on the website of the stock exchange as eligible for this activity) ("broker");
- A depository participant ("DP") (Whose name is mentioned on the website of the stock exchange as eligible for this activity);
- A registrar to an issuer and share transfer agent ("RTA") (Whose name is mentioned on the website of the stock exchange as eligible for this activity).

The aforesaid intermediaries shall, at the time of receipt of application, give an acknowledgement to investor, by giving the counter foil or specifying the application number to the investor, as a proof of having accepted the application form, in physical or electronic mode, respectively.

The upload of the details in the electronic bidding system of stock exchange will be done by:

<b>For Applications submitted by investors to SCSB:</b>	After accepting the form, SCSB shall capture and upload the relevant details in the electronic bidding system as specified by the stock exchange(s) and may begin blocking funds available in the bank account specified in the form, to the extent of the application money specified.
<b>For Applications submitted by investors to intermediaries other than SCSBs:</b>	After accepting the application form, respective intermediary shall capture and upload the relevant details in the electronic bidding system of stock exchange(s). Post uploading they shall forward a schedule as per prescribed format along with the application forms to designated branches of the respective SCSBs for blocking of funds within one day of closure of Issue.

Upon completion and submission of the Application Form to Application Collecting intermediaries, the Applicants have deemed to have authorised our Company to make the necessary changes in the Draft Prospectus, without prior or subsequent notice of such changes to the Applicants.

### AVAILABILITY OF PROSPECTUS AND APPLICATION FORMS

The Application Forms and copies of the Prospectus may be obtained from the Registered Office of our Company, Lead Manager to the Issue, and Registrar to the Issue as mentioned in the application Form. The application forms may also be downloaded from the website of BSE i.e. [www.bseindia.com](http://www.bseindia.com).



## WHO CAN APPLY?

- a) Indian nationals resident in India who are not incompetent to contract under the Indian Contract Act, 1872, as amended, in single or as a joint application and minors having valid demat account as per Demographic Details provided by the Depositories. Furthermore, based on the information provided by the Depositories, our Company shall have the right to accept the Applications belonging to an account for the benefit of minor (under guardianship);
- b) Hindu Undivided Families or HUFs, in the individual name of the Karta. The Applicant should specify that the application is being made in the name of the HUF in the Application Form as follows: "Name of Sole or First applicant: XYZ Hindu Undivided Family applying through XYZ, where XYZ is the name of the Karta". Applications by HUFs would be considered at par with those from individuals;
- c) Companies, corporate bodies and societies registered under the applicable laws in India and authorized to invest in the Equity Shares under their respective constitutional and charter documents;
- d) Mutual Funds registered with SEBI;
- e) Eligible NRIs on a repatriation basis or on a non-repatriation basis, subject to applicable laws. NRIs other than Eligible NRIs are not eligible to participate in this Issue;
- f) Indian Financial Institutions, scheduled commercial banks, regional rural banks, co-operative banks (subject to RBI permission, and the SEBI Regulations and other laws, as applicable);
- g) FIIs and sub-accounts of FIIs registered with SEBI, other than a sub-account which is a foreign corporate or a foreign individual under the QIB Portion;
- h) Limited Liability Partnerships (LLPs) registered in India and authorized to invest in equity shares;
- i) Sub-accounts of FIIs registered with SEBI, which are foreign corporate or foreign individuals only under the Non-Institutional applicant's category;
- j) Venture Capital Funds and Alternative Investment Fund (I) registered with SEBI; State Industrial Development Corporations;
- k) Foreign Venture Capital Investors registered with the SEBI;
- l) Trusts/societies registered under the Societies Registration Act, 1860, as amended, or under any other law relating to Trusts and who are authorized under their constitution to hold and invest in equity shares;
- m) Scientific and/or Industrial Research Organizations authorized to invest in equity shares;
- n) Insurance Companies registered with Insurance Regulatory and Development Authority, India;
- o) Provident Funds with minimum corpus of ₹ 25 Crores and who are authorized under their constitution to hold and invest in equity shares;
- p) Pension Funds with minimum corpus of ₹ 25 Crores and who are authorized under their constitution to hold and invest in equity shares;
- q) 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;
- r) Insurance funds set up and managed by army, navy or air force of the Union of India;
- s) Multilateral and bilateral development financial institution;

- t) Eligible QFIs;
- u) Insurance funds set up and managed by army, navy or air force of the Union of India;
- v) Insurance funds set up and managed by the Department of Posts, India;
- w) Any other person eligible to applying in this Issue, under the laws, rules, regulations, guidelines and policies applicable to them.

Applications not to be made by:

- |                                       |  |
|---------------------------------------|--|
| 1. Minors (except under guardianship) | 2. Partnership firms or their nominees |
| 3. Foreign Nationals (except NRIs)    | 4. Overseas Corporate Bodies           |

**As per the existing regulations, OCBs are not eligible to participate in this Issue. The RBI has however clarified in its circular, A.P. (DIR Series) Circular No. 44, dated December 8, 2003 that OCBs which are incorporated and are not under the adverse notice of the RBI are permitted to undertake fresh investments as incorporated non-resident entities in terms of Regulation 5(1) of RBI Notification No.20/2000-RB dated May 3, 2000 under FDI Scheme with the prior approval of Government if the investment is through Government Route and with the prior approval of RBI if the investment is through Automatic Route on case to case basis. OCBs may invest in this Issue provided it obtains a prior approval from the RBI or prior approval from Government, as the case may be. On submission of such approval along with the Application Form, the OCB shall be eligible to be considered for share allocation.**

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold and applications may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

#### **PARTICIPATION BY ASSOCIATES/AFFILIATES OF LEAD MANAGER**

The Lead Manager shall not be entitled to subscribe to this Issue in any manner except towards fulfilling their underwriting obligations. However, associates and affiliates of the Lead Manager may subscribe to Equity Shares in the Issue, either in the QIB Portion and Non-Institutional Portion where the allotment is on a proportionate basis.

#### **APPLICATION BY INDIAN PUBLIC INCLUDING ELIGIBLE NRIS APPLYING ON NON-REPATRIATION**

Application must be made only in the names of individuals, limited companies or statutory corporations / institutions and not in the names of minors (other than minor having valid depository accounts as per demographic details provided by the depository), foreign nationals, non-residents (except for those applying on non-repatriation), trusts, (unless the trust is registered under the Societies Registration Act, 1860 or any other applicable trust laws and is authorized under its constitution to hold shares and debentures in a company), Hindu Undivided Families (HUF), partnership firms or their nominees. In case of HUFs, application shall be made by the Karta of the HUF.

Eligible NRIs applying on a non-repatriation basis may make payments by inward remittance in foreign exchange through normal banking channels or by debits to NRE / FCNR accounts as well as NRO accounts.

An applicant in the Net Public Category cannot make an application for that number of Equity Shares exceeding the number of Equity Shares offered to the public.

#### **APPLICATION BY MUTUAL FUNDS**

As per the current regulations, the following restrictions are applicable for investments by mutual funds:

No mutual fund scheme shall invest more than 10% of its net asset value in the Equity Shares or equity related instruments of any Company provided that the limit of 10% shall not be applicable for investments in index funds or sector or industry specific funds. No mutual fund under all its schemes should own more than 10% of any Company's paid up share capital carrying voting rights.

The Applications made by the asset management companies or custodians of Mutual Funds shall specifically state the names of the concerned schemes for which the Applications are made.

With respect to Applications by Mutual Funds, a certified copy of their SEBI registration certificate must be lodged with the Application Form. Failing this, our Company reserves the right to accept or reject any Application in whole or in part, in either case, without assigning any reason thereof.

In case of a Mutual Fund, a separate Application can be made in respect of each scheme of the Mutual Fund registered with SEBI and such Applications in respect of more than one scheme of the Mutual Fund will not be treated as multiple Applications provided that the Applications clearly indicate the scheme concerned for which the Application has been made.

#### **APPLICATIONS BY ELIGIBLE NRIS/FII'S ON REPATRIATION BASIS**

Application Forms have been made available for Eligible NRIs at the Company's Registered Office and at the office of Lead Manager to the Issue.

Eligible NRI applicants may please note that only such applications as are accompanied by payment in free foreign exchange shall be considered for Allotment. The Eligible NRIs who intend to make payment through Non Resident Ordinary (NRO) accounts shall use the form meant for Resident Indians and should not use the form meant for the reserved category.

Under the Foreign Exchange Management Act, 1999 (FEMA) general permission is granted to companies vide notification no. FEMA/20/2000 RB dated 03/05/2000 to issue securities to NRI's subject to the terms and conditions stipulated therein. Companies are required to file declaration in the prescribed form to the concerned Regional Office of RBI within 30 days from the date of issue of shares for allotment to NRI's on repatriation basis.

Allotment of Equity Shares to Non Resident Indians shall be subject to the prevailing Reserve Bank of India Guidelines. Sale proceeds of such investments in Equity Shares will be allowed to be repatriated along with the income thereon subject to permission of the RBI and subject to the Indian Tax Laws and regulations and any other applicable laws.

The Company does not require approvals from FIPB or RBI for the Transfer of Equity Shares in the issue to eligible NRI's, FII's, Foreign Venture Capital Investors registered with SEBI and multilateral and bilateral development financial institutions.

#### ***As per the current regulations, the following restrictions are applicable for investments by FIIs:***

- 1) Foreign portfolio investor shall invest only in the following securities, namely- (a) Securities in the primary and secondary markets including shares, debentures and warrants of companies, listed or to be listed on a recognized stock exchange in India; (b) Units of schemes floated by domestic mutual funds, whether listed on a recognized stock exchange or not; (c) Units of schemes floated by a collective investment scheme; (d) Derivatives traded on a recognized stock exchange; (e) Treasury bills and dated government securities; (f) Commercial papers issued by an Indian company; (g) Rupee denominated credit enhanced bonds; (h) Security receipts issued by asset reconstruction companies; (i) Perpetual debt instruments and debt capital instruments, as specified by the Reserve Bank of India from time to time; (j) Listed and unlisted non-convertible debentures/bonds issued by an Indian company in the infrastructure sector, where 'infrastructure' is defined in terms of the extant External Commercial Borrowings (ECB) guidelines; (k) Non-convertible debentures or bonds issued by Non-Banking Financial Companies categorized as 'Infrastructure Finance Companies' (IFCs) by the Reserve Bank of India; (l) Rupee denominated bonds or units issued by infrastructure debt funds; (m) Indian depository receipts; and (n) Such other instruments specified by the Board from time to time.
- 2) Where a foreign institutional investor or a sub account, prior to commencement of these regulations, holds equity shares in a company whose shares are not listed on any recognized stock exchange, and continues to hold such shares after initial public offering and listing thereof, such shares shall be subject to lock-in for the same period, if any, as is applicable to shares held by a foreign direct investor placed in similar position, under the policy of the Government of India relating to foreign direct investment for the time being in force.

- 3) In respect of investments in the secondary market, the following additional conditions shall apply:
- a) A foreign portfolio investor shall transact in the securities in India only on the basis of taking and giving delivery of securities purchased or sold;
  - b) Nothing contained in clause (a) shall apply to:
    - i) Any transactions in derivatives on a recognized stock exchange;
    - ii) Short selling transactions in accordance with the framework specified by the Board;
    - iii) Any transaction in securities pursuant to an agreement entered into with the merchant banker in the process of market making or subscribing to unsubscribed portion of the issue in accordance with Chapter IX of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
    - iv) Any other transaction specified by the Board.
  - c) No transaction on the stock exchange shall be carried forward;
  - d) The transaction of business in securities by a foreign portfolio investor shall be only through stock brokers registered by the Board; provided nothing contained in this clause shall apply to:
    - i) transactions in Government securities and such other securities falling under the purview of the Reserve Bank of India which shall be carried out in the manner specified by the Reserve Bank of India;
    - ii) sale of securities in response to a letter of offer sent by an acquirer in accordance with the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
    - iii) sale of securities in response to an offer made by any promoter or acquirer in accordance with the Securities and Exchange Board of India (Delisting of Equity shares) Regulations, 2009;
    - iv) Sale of securities, in accordance with the Securities and Exchange Board of India (Buy-back of securities) Regulations, 2018;
    - v) divestment of securities in response to an offer by Indian Companies in accordance with Operative Guidelines for Disinvestment of Shares by Indian Companies in the overseas market through issue of American Depository Receipts or Global Depository Receipts as notified by the Government of India and directions issued by Reserve Bank of India from time to time;
    - vi) Any bid for, or acquisition of, securities in response to an offer for disinvestment of shares made by the Central Government or any State Government;
    - vii) Any transaction in securities pursuant to an agreement entered into with merchant banker in the process of market making or subscribing to unsubscribed portion of the issue in accordance with Chapter IX of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
    - viii) Any other transaction specified by the Board.
  - e) A foreign portfolio investor shall hold, deliver or cause to be delivered securities only in dematerialized form:

Provided that any shares held in non-dematerialized form, before the commencement of these regulations, can be held in non-dematerialized form, if such shares cannot be dematerialized.

Unless otherwise approved by the Board, securities shall be registered in the name of the foreign portfolio investor as a beneficial owner for the purposes of the Depositories Act, 1996.

- 4) The investment by the foreign portfolio investor shall also be subject to such other conditions and restrictions as may be specified by the Government of India from time to time.
- 5) In cases where the Government of India enters into agreements or treaties with other sovereign Governments and where such agreements or treaties specifically recognize certain entities to be distinct and separate, the Board may, during the validity of such agreements or treaties, recognize them as such, subject to conditions as may be specified by it.
- 6) A foreign portfolio investor may lend or borrow securities in accordance with the framework specified by the Board in this regard.

No foreign portfolio investor may issue, subscribe to or otherwise deal in offshore derivative instruments, directly or indirectly, unless the following conditions are satisfied:

- a) Such offshore derivative instruments are issued only to persons who are regulated by an appropriate foreign regulatory authority;
- b) Such offshore derivative instruments are issued after compliance with 'know your client' norms: Provided that those unregulated broad based funds, which are classified as Category II foreign portfolio investor by virtue of their investment manager being appropriately regulated shall not issue, subscribe or otherwise deal in offshore derivatives instruments directly or indirectly.

Provided further that no Category III foreign portfolio investor shall issue, subscribe to or otherwise deal in offshore derivatives instruments directly or indirectly.

- 7) A foreign portfolio investor shall ensure that further issue or transfer of any offshore derivative instruments issued by or on behalf of it is made only to persons who are regulated by an appropriate foreign regulatory authority.
- 8) Foreign portfolio investors shall fully disclose to the Board any information concerning the terms of and parties to off-shore derivative instruments such as participatory notes, equity linked notes or any other such instruments, by whatever names they are called, entered into by it relating to any securities listed or proposed to be listed in any stock exchange in India, as and when and in such form as the Board may specify.
- 9) Any offshore derivative instruments issued under the Securities and Exchange Board of India (Foreign Institutional Investors) Regulations, 1995 before commencement of SEBI (Foreign Portfolio Investors) Regulations, 2014 shall be deemed to have been issued under the corresponding provisions of SEBI (Foreign Portfolio Investors) Regulations, 2014.
- 10) A FII or its subaccount which holds a valid certificate of registration shall, subject to payment of conversion fees, be eligible to continue to buy, sell or otherwise deal in securities till the expiry of its registration as a foreign institutional investor or sub-account, or until he obtains a certificate of registration as foreign portfolio investor, whichever is earlier.
- 11) A qualified foreign investor may continue to buy, sell or otherwise deal in securities subject to the provisions of the SEBI (Foreign Portfolio Investors) Regulations, 2014, for a period of one year from the date of commencement of the aforesaid regulations, or until it obtains a certificate of registration as foreign portfolio investor, whichever is earlier.
- 12) The issue of Equity Shares to a single FII should not exceed 10% of our post Issue Paid up Capital of the Company. In respect of an FII investing in Equity Shares of our Company on behalf of its sub accounts, the investment on behalf of each sub account shall not exceed 10% of our total issued capital or 5% of our total issued capital in case such sub account is a foreign corporate or an individual.
- 13) In accordance with the foreign investment limits, the aggregate FII holding in our Company cannot exceed 24% of our total issued capital. However, this limit can be increased to the permitted sectoral cap/statutory limit, as applicable to our Company after obtaining approval of its board of Directors followed by the special resolution

to that effect by its shareholders in their General Meeting. As on the date of filing the Draft Prospectus, no such resolution has been recommended to the shareholders of the Company for adoption.

- 14) Subject to compliance with all applicable Indian laws, rules, regulations, guidelines and approvals in terms of regulation 15A(1) of the Securities Exchange Board of India (Foreign Institutional Investors) Regulations 1995, as amended, an FII may issue, deal or hold, off shore derivative instruments such as participatory notes, equity linked notes or any other similar instruments against underlying securities listed or proposed to be listed in any stock exchange in India only in favour of those entities which are regulated by any relevant regulatory authorities in the countries of their incorporation or establishment subject to compliance of “Know Your Client” requirements. An FII shall also ensure that no further downstream issue or transfer of any instrument referred to hereinabove is made to any person other than a regulated entity.
- 15) In case of FII's in NRI/FII Portion, number of Equity Shares applied shall not exceed issue size.

#### **APPLICATION BY SEBI REGISTERED ALTERNATIVE INVESTMENT FUND (AIF), VENTURE CAPITAL FUNDS AND FOREIGN VENTURE CAPITAL INVESTORS**

The SEBI (Venture Capital) Regulations, 1996 and the SEBI (Foreign Venture Capital Investor) Regulations, 2000 prescribe investment restrictions on venture capital funds and foreign venture capital investors registered with SEBI. As per the current regulations, the following restrictions are applicable for SEBI registered venture capital funds and foreign venture capital investors:

Accordingly, the holding by any individual venture capital fund registered with SEBI in one Company should not exceed 25% of the corpus of the venture capital fund; a Foreign Venture Capital Investor can invest its entire funds committed for investments into India in one Company. Further, Venture Capital Funds and Foreign Venture Capital investor can invest only up to 33.33% of the funds available for investment by way of subscription to an Initial Public Offer.

The SEBI (Alternative Investment funds) Regulations, 2012 prescribes investment restrictions for various categories of AIF's.

The category I and II AIFs cannot invest more than 25% of the corpus in one investee Company. A category III AIF cannot invest more than 10% of the corpus in one Investee Company. A Venture capital fund registered as a category I AIF, as defined in the SEBI Regulations, cannot invest more than 1/3rd of its corpus by way of subscription to an initial public offering of a venture capital undertaking. Additionally, the VCFs which have not re-registered as an AIF under the SEBI Regulations shall continue to be regulated by the VCF Regulations.

#### **APPLICATIONS BY LIMITED LIABILITY PARTNERSHIPS**

In case of applications made by limited liability partnerships registered under the Limited Liability Partnership Act, 2008, a certified copy of certificate of registration issued under the Limited Liability Partnership Act, 2008, must be attached to the Application Form. Failing which, the Company reserves the right to reject any application, without assigning any reason thereof.

#### **APPLICATIONS BY INSURANCE COMPANIES**

In case of applications made by insurance companies registered with the IRDA, a certified copy of certificate of registration issued by IRDA must be attached to the Application Form. Failing this, the Company reserves the right to reject any application, without assigning any reason thereof.

The exposure norms for insurers, prescribed under the Insurance Regulatory and Development Authority (Investment) Regulations, 2000, as amended (The “IRDA Investment Regulations”), are broadly set forth below:

- a) Equity shares of a Company: the least of 10% of the investee Company's subscribed capital (face value) or 10% of the respective fund in case of life insurer or 10% of investment assets in case of general insurer or reinsurer;
- b) The entire group of the investee Company: the least of 10% of the respective fund in case of a life insurer or general insurer or reinsurer or 10% of investment assets in case of a general insurer or reinsurer (25% in case of Unit Linked Insurance Plans); and



- c) The industry sector in which the investee Company operates: the least of 10% of the insurer's total investment exposure to the industry sector (25% in case of Unit Linked Insurance Plans).

In addition, the IRDA partially amended the exposure limits applicable to investments in public limited companies in infrastructure and housing sectors i.e. December 26, 2008, providing, among other things, that the exposure of an insurer to an infrastructure Company may be increased to not more than 20%, provided that in case of equity investment, a dividend of not less than 4% including bonus should have been declared for at least five preceding years. This limit of 20% would be combined for debt and equity taken together, without sub ceilings.

Further, investments in equity including preference shares and the convertible part of debentures shall not exceed 50% of the exposure norms specified under the IRDA Investment Regulations.

#### **APPLICATION BY PROVIDENT FUNDS / PENSION FUNDS**

In case of applications made by provident funds/pension funds, subject to applicable laws, with minimum corpus of ₹ 25 Crores, a certified copy of certificate from a chartered accountant certifying the corpus of the provident fund/pension fund must be attached to the Application Form. Failing this, the Company reserves the right to reject any application, without assigning any reason thereof.

#### **APPLICATION UNDER POWER OF ATTORNEY**

In case of applications made pursuant to a power of attorney by limited companies, corporate bodies, registered societies, FPI's, Mutual Funds, insurance companies and provident funds with minimum corpus of ₹ 25 Crores (subject to applicable law) and pension funds with a minimum corpus of ₹ 25 Crores a certified copy of the power of attorney or the relevant Resolution or authority, as the case may be, along with a certified copy of the memorandum of association and articles of association and/or bye laws must be lodged with the Application Form. Failing this, the Company reserves the right to accept or reject any application in whole or in part, in either case, without assigning any reason therefore.

- a) In addition to the above, certain additional documents are required to be submitted by the following entities: With respect to applications by VCFs, FVCIs, FPIs and Mutual Funds, a certified copy of their SEBI registration certificate must be lodged along with the Application Form. Failing this, the Company reserves the right to accept or reject any application, in whole or in part, in either case without assigning any reasons thereof.
- b) With respect to applications by insurance companies registered with the Insurance Regulatory and Development Authority, in addition to the above, a certified copy of the certificate of registration issued by the Insurance Regulatory and Development Authority must be lodged with the Application Form as applicable. Failing this, the Company reserves the right to accept or reject any application, in whole or in part, in either case without assigning any reasons thereof.
- c) With respect to applications made by provident funds with minimum corpus of ₹ 25 Crores (subject to applicable law) and pension funds with a minimum corpus of ₹ 25 Crores, a certified copy of a certificate from a chartered accountant certifying the corpus of the provident fund/pension fund must be lodged along with the Application Form. Failing this, the Company reserves the right to accept or reject such application, in whole or in part, in either case without assigning any reasons thereof.

The Company in its absolute discretion, reserves the right to relax the above condition of simultaneous lodging of the power of attorney along with the Application Form, subject to such terms and conditions that the Company and the lead manager may deem fit.

The Company, in its absolute discretion, reserves the right to permit the holder of the power of attorney to request the Registrar to the Issue that, for the purpose of printing particulars on the refund order and mailing of the Allotment Advice / CANs / letters notifying the unblocking of the bank accounts of ASBA applicants, the Demographic Details given on the Application Form should be used (and not those obtained from the Depository of the application). In such cases, the Registrar to the Issue shall use Demographic Details as given on the Application Form instead of those obtained from the Depositories.

*The above information is given for the benefit of the Applicants. The Company and the LM are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of the Prospectus. Applicants are advised to make their independent investigations and ensure that the number of Equity Shares applied for do not exceed the applicable limits under laws or regulations.*

## **ISSUE PROCEDURE FOR ASBA (APPLICATION SUPPORTED BY BLOCKED ACCOUNT) APPLICANTS**

In accordance with the SEBI circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 all the Applicants have to compulsorily apply through the ASBA Process. Our Company and the Lead Manager are not liable for any amendments, modifications, or changes in applicable laws or regulations, which may occur after the date of the Prospectus. ASBA Applicants are advised to make their independent investigations and to ensure that the ASBA Application Form is correctly filled up, as described in this section.

Lists of banks that have been notified by SEBI to act as SCSB (Self Certified Syndicate Banks) for the ASBA Process are provided on [www.sebi.gov.in](http://www.sebi.gov.in). For details on designated branches of SCSB collecting the Application Form, please refer the below mentioned SEBI link.

<https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35>  
<https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34>

## **ASBA PROCESS**

A Resident Retail Individual Investor shall submit his Application through an Application Form, either in physical or electronic mode, to the SCSB with whom the bank account of the ASBA Applicant or bank account utilized by the ASBA Applicant ("ASBA Account") is maintained. The SCSB shall block an amount equal to the Application Amount in the bank account specified in the ASBA Application Form, physical or electronic, on the basis of an authorization to this effect given by the account holder at the time of submitting the Application.

The Application Amount shall remain blocked in the aforesaid ASBA Account until finalization of the Basis of Allotment in the Issue and consequent transfer of the Application Amount against the allocated shares to the ASBA Public Issue Account, or until withdrawal/failure of the Issue or until withdrawal/rejection of the ASBA Application, as the case may be.

The ASBA data shall thereafter be uploaded by the SCSB in the electronic IPO system of the Stock Exchange. Once the Basis of Allotment is finalized, the Registrar to the Issue shall send an appropriate request to the Controlling Branch of the SCSB for unblocking the relevant bank accounts and for transferring the amount allocable to the successful ASBA Applicants to the ASBA Public Issue Account. In case of withdrawal/failure of the Issue, the blocked amount shall be unblocked on receipt of such information from the Lead Manager.

ASBA Applicants are required to submit their Applications, either in physical or electronic mode. In case of application in physical mode, the ASBA Applicant shall submit the ASBA Application Form at the Designated Branch of the SCSB or Registered Brokers or Registered RTA's or DPs registered with SEBI. In case of application in electronic form, the ASBA Applicant shall submit the Application Form either through the internet banking facility available with the SCSB, or such other electronically enabled mechanism for applying and blocking funds in the ASBA account held with SCSB, and accordingly registering such Applications.

## **HOW TO APPLY?**

In accordance with the SEBI circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 all the Applicants has to compulsorily apply through the ASBA Process.

## **MODE OF PAYMENT**

Upon submission of an Application Form with the SCSB, whether in physical or electronic mode, each ASBA Applicant shall be deemed to have agreed to block the entire Application Amount and authorized the Designated Branch of the SCSB to block the Application Amount, in the bank account maintained with the SCSB.



Application Amount paid in cash, by money order or by postal order or by stock invest, or ASBA Application Form accompanied by cash, draft, money order, postal order or any mode of payment other than blocked amounts in the SCSB bank accounts, shall not be accepted.

After verifying that sufficient funds are available in the ASBA Account, the SCSB shall block an amount equivalent to the Application Amount mentioned in the ASBA Application Form till the Designated Date.

On the Designated Date, the SCSBs shall transfer the amounts allocable to the ASBA Applicants from the respective ASBA Account, in terms of the SEBI Regulations, into the ASBA Public Issue Account. The balance amount, if any against the said Application in the ASBA Accounts shall then be unblocked by the SCSBs on the basis of the instructions issued in this regard by the Registrar to the Issue.

The entire Application Amount, as per the Application Form submitted by the respective ASBA Applicants, would be required to be blocked in the respective ASBA Accounts until finalization of the Basis of Allotment in the Issue and consequent transfer of the Application Amount against allocated shares to the ASBA Public Issue Account, or until withdrawal/failure of the Issue or until rejection of the ASBA Application, as the case may be.

### **UNBLOCKING OF ASBA ACCOUNT**

On the basis of instructions from the Registrar to the Issue, the SCSBs shall transfer the requisite amount against each successful ASBA Applicant to the ASBA Public Issue Account as per section 40(3) of the Companies Act, 2013 and shall unblock excess amount, if any in the ASBA Account.

However, the Application Amount may be unblocked in the ASBA Account prior to receipt of intimation from the Registrar to the Issue by the Controlling Branch of the SCSB regarding finalization of the Basis of Allotment in the Issue, in the event of withdrawal/failure of the Issue or rejection of the ASBA Application, as the case may be.

### **MAXIMUM AND MINIMUM APPLICATION SIZE**

The applications in this Issue, being a fixed price issue, will be categorized into two;

#### **a) For Retail Individual Applicants**

The Application must be for a minimum of 10,000 Equity Shares so as to ensure that the Application amount payable by the Applicant does not exceed ₹ 2,00,000.

#### **b) For Other Applicants (Non Institutional Applicants and QIBs):**

The Application must be for a minimum of such number of Equity Shares such that the Application Amount exceeds ₹ 2,00,000 and in multiples of 10,000 Equity Shares thereafter.

A person shall not make an application in the net offer category for a number of specified securities that exceeds the total number of securities offered to the public. Further, the maximum application by non-institutional investors shall not exceed total number of specified securities offered in the issue less total number of specified securities offered in the issue to qualified institutional buyers.

Further, 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 form 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**

## OPTION TO RECEIVE EQUITY SHARES IN DEMATERIALIZED FORM

Investors should note that Allotment of Equity Shares to all successful Applicants will only be in the dematerialized form in compliance of the Companies Act, 2013.

**Furnishing the details depository account is mandatory and applications without depository account shall be treated as incomplete and rejected.**

The Equity Shares on Allotment shall be traded only in the dematerialized segment of the Stock Exchanges. Applicants will not have the option of getting Allotment of the Equity Shares in physical form. Allottees shall have the option to re-materialize the Equity Shares, if they so desire, as per the provision of the Companies Act and the Depositories Act.

## INFORMATION FOR THE APPLICANTS

- a) The Company will file the Prospectus with the RoC at least 3 (three) working days before the Issue Opening Date.
- b) The Lead Manager will circulate copies of the Prospectus along with the Application Form to potential investors.
- c) Any investor, being eligible to invest in the Equity Shares offered, who would like to obtain the Prospectus and/or the Application Form can obtain the same from the Company's Registered Office or from the Registered Office of the Lead Manager.
- d) Applicants who are interested in subscribing to the Equity Shares should approach the Lead Manager or their authorized agent(s) to register their Applications.
- e) Applications made in the name of Minors and/or their nominees shall not be accepted.

## PRE-ISSUE ADVERTISEMENT

As provided in Section 30 of the Companies Act, 2013 and 264(2) of the SEBI (ICDR) Regulations, 2018, the Company shall, after registering the Prospectus with the RoC, publish a pre-Issue advertisement, in the form prescribed by the SEBI Regulations, in one widely circulated English national daily newspaper; one widely circulated Hindi national daily newspaper and one widely circulated Marathi newspaper.

## SIGNING OF UNDERWRITING AGREEMENT

The issue is 100% Underwritten. Our Company has entered into an Underwriting Agreement with the Lead Managers on January 07, 2019

## FILING OF THE PROSPECTUS WITH THE ROC

The Company will file a copy of the Prospectus with the RoC in terms of Section 26 of Companies Act, 2013.

- a) **Designated Date and Allotment of Equity Shares Designated Date:** On the Designated date, the SCSBs shall transfers the funds represented by allocations of the Equity Shares into Public Issue Account with the Bankers to the Issue.
- b) **Issuance of Allotment Advice:** Upon approval of the Basis of Allotment by the designated stock exchange, the Registrar shall upload on its website. On the basis of approved basis of allotment, the Issuer shall pass necessary corporate action to facilitate the allotment and credit of equity shares. Applicants are advised to instruct their Depository Participants to accept the Equity Shares that may be allotted to them pursuant to the issue.
- c) Pursuant to confirmation of such corporate actions, the Registrar will dispatch Allotment Advice to the Applicants who have been allotted Equity Shares in the Issue. The dispatch of allotment advice shall be deemed a valid, binding and irrevocable contract.

- d) Issuer will make the allotment of the equity shares and initiate corporate action for credit of shares to the successful applicants Depository Account within 4 working days of the Issue Closing date. The Issuer also ensures the credit of shares to the successful Applicants Depository Account is completed within one working Day from the date of allotment, after the funds are transferred from ASBA Public Issue Account to Public Issue account of the issuer.

**Designated Date:** On the Designated date, the SCSBs shall transfers the funds represented by allocations of the Equity Shares into Public Issue Account with the Bankers to the Issue.

The Company will issue and dispatch letters of allotment/ or letters of regret along with refund order or credit the allotted securities to the respective beneficiary accounts, if any within a period of 4 working days of the Issue Closing Date. The Company will intimate the details of allotment of securities to Depository immediately on allotment of securities under Section 56 of the Companies Act, 2013 or other applicable provisions, if any.

## **INTEREST AND REFUNDS**

### **COMPLETION OF FORMALITIES FOR LISTING & COMMENCEMENT OF TRADING**

The Issuer may ensure that all steps for the completion of the necessary formalities for listing and commencement of trading at all the Stock Exchanges are taken within 6 Working Days of the Issue Closing Date. The Registrar to the Issue may give instruction for credit to Equity Shares the beneficiary account with DPs, and dispatch the allotment Advise within 6 Working Days of the Issue Closing Date.

## **GROUND FOR REFUND**

### **NON RECEIPT OF LISTING PERMISSION**

An Issuer makes an Application to the Stock Exchange(s) for permission to deal in/list and for an official quotation of the Equity Shares. All the Stock Exchanges from where such permission is sought are disclosed in Draft Prospectus. The designated Stock Exchange may be as disclosed in the Draft Prospectus with which the Basis of Allotment may be finalised.

If the permission to deal in and official quotation of the Equity Shares are not granted by any of the Stock Exchange(s), the Issuer may forthwith repay, without interest, all money received from the Applicants in pursuance of the Draft Prospectus.

In the event that the listing of the Equity Shares does not occur in the manner described in this Draft Prospectus, the Lead Manager and Registrar to the Issue shall intimate Public Issue bank/Bankers to the Issue and Public Issue Bank/Bankers to the Issue shall transfer the funds from Public Issue account to Refund Account as per the written instruction from lead Manager and the Registrar for further payment to the beneficiary bidders.

If such money is not repaid within eight days after the Issuer becomes liable to repay it, then the Issuer and every director of the Issuer who is an officer in default may, on and from such expiry of eight days, be liable to repay the money, with interest at such rate as disclosed in the Draft Prospectus.

## **MINIMUM SUBSCRIPTION**

This Issue is not restricted to any minimum subscription level. This Issue is 100% underwritten. As per section 39 of the Companies Act, 2013, if the “Stated Minimum Amount” has not been subscribed and the sum payable on application is not received within a period of thirty days from the date of issue of the Draft Prospectus, or such other period as may be specified by the Securities and Exchange Board, the amount received under sub-section (1) shall be returned within such time and manner as may be prescribed under that section. If the Issuer does not received the subscription of 100% of the Issue through this offer document including devolvment of underwriters within Sixty Days from the date of closure of the Issue, the Issuer shall Forthwith refund the entire subscription amount received. If there is a delay beyond eight days after the Issuer become liable to pay the amount, the Issuer shall pay interest prescribed under section 39 of the Companies act, 2013.

## **MINIMUM NUMBER OF ALLOTTEES**

The Issuer may ensure that the number of proposed Allottees to whom Equity Shares may be allotted shall not be less than 50 (Fifty), failing which the entire application monies may be refunded forthwith.

## **MODE OF REFUND**

### **IN CASE OF ASBA APPLICATION**

Within 6 working days of the Issue Closing Date, the Registrar to the Issue may give instruction to SCSBs for unblocking the amount in ASBA Account on unsuccessful Application and also for any excess amount blocked on Application.

### **MODE OF MAKING REFUND FOR ASBA APPLICANTS**

In case of ASBA Application, the registrar of the issue may instruct the controlling branch of the SCSB to unblock the funds in the relevant ASBA Account for any withdrawn, rejected or unsuccessful ASBA applications or in the event of withdrawal or failure of the Issue.

### **INTEREST IN CASE OF DELAY IN ALLOTMENT OR REFUND:**

The issuer shall allot securities offered to the public shall be made within the period prescribed by the Board. The issuer shall also pay interest at the rate of fifteen per cent. per annum if the allotment letters or refund orders have not been despatched to the applicants or if, in a case where the refund or portion thereof is made in electronic manner, the refund instructions have not been given to the clearing system in the disclosed manner within eight days from the date of the closure of the issue. However applications received after the closure of issue in fulfilment of underwriting obligations to meet the minimum subscription requirement, shall not be entitled for the said interest.

1. **Issuance of Allotment Advice:** Upon approval of the Basis of Allotment by the Designated Stock Exchange, the Lead Manager or the Registrar to the Issue shall send to the Bankers to the Issue a list of their Applicants who have been allocated/Allotted Equity Shares in this Issue.
2. Pursuant to confirmation of corporate actions with respect to Allotment of Equity Shares, the Registrar to the Issue will dispatch Allotment Advice to the Applicants who have been Allotted Equity Shares in the Issue.
3. Approval of the Basis of Allotment by the Designated Stock Exchange. As described above shall be deemed a valid, binding and irrevocable contract for the Applicant.

## **GENERAL INSTRUCTIONS**

### **Do's:**

- Check if you are eligible to apply;
- Read all the instructions carefully and complete the applicable Application Form;
- Ensure that the details about Depository Participant and Beneficiary Account are correct as Allotment of Equity Shares will be in the dematerialized form only;
- Each of the Applicants should mention their Permanent Account Number (PAN) allotted under the Income Tax Act, 1961;
- Ensure that the Demographic Details (as defined herein below) are updated, true and correct in all respects;
- Ensure that the name(s) given in the Application Form is exactly the same as the name(s) in which the beneficiary account is held with the Depository Participant;
- Ensure that Applications submitted by any person resident outside India is in compliance with applicable foreign and Indian laws;
- All Applicants should submit their application through ASBA process only.

### **Don'ts:**

- Do not apply for lower than the minimum Application size;
- Do not apply at a Price Different from the Price Mentioned herein or in the Application Form;
- Do not apply on another Application Form after you have submitted an Application to the Bankers of the Issue;
- Do not pay the Application Price in cash, by money order or by postal order or by stock invest;
- Do not send Application Forms by post; instead submit the same to the Selected Branches / Offices of the Banker to the Issue;
- ☐ Do not fill up the Application Form such that the Equity Shares applied for exceeds the Issue Size and/or investment;
- limit or maximum number of Equity Shares that can be held under the applicable laws or regulations or maximum;
- amount permissible under the applicable regulations;
- Do not submit the GIR number instead of the PAN as the Application is liable to be rejected on this ground.

### **INSTRUCTIONS FOR COMPLETING THE APPLICATION FORM**

The Applications should be submitted on the prescribed Application Form and in BLOCK LETTERS in ENGLISH only in accordance with the instructions contained herein and in the Application Form. Applications not so made are liable to be rejected. Application forms submitted to the SCSBs should bear the stamp of respective intermediaries to whom the application form submitted. Application form submitted directly to the SCSBs should bear the stamp of the SCSBs and/or the Designated Branch. Application forms submitted by Applicants whose beneficiary account is inactive shall be rejected. SEBI, vide Circular No. CIR/CFD/14/2012 dated October 4, 2012 has introduced an additional mechanism for investors to submit application forms in public issues using the stock broker ("broker") network of Stock Exchanges, who may not be syndicate members in an issue with effect from January 01, 2013. The list of Broker's Centre is available on the websites of BSE i.e. [www.bseindia.com](http://www.bseindia.com).

### **APPLICANT'S DEPOSITORY ACCOUNT AND BANK DETAILS**

*Please note that, providing bank account details in the space provided in the Application Form is mandatory and applications that do not contain such details are liable to be rejected.*

*Please note that, furnishing the details of depository account is mandatory and applications without depository account shall be treated as incomplete and rejected.*

Applicants should note that on the basis of name of the Applicants, Depository Participant's name, Depository Participant

Identification number and Beneficiary Account Number provided by them in the Application Form, the Registrar to the Issue will obtain from the Depository the demographic details including address, Applicants bank account details, MICR code and occupation (hereinafter referred to as 'Demographic Details'). These Bank Account details would be used for giving refunds to the Applicants. Hence, Applicants are advised to immediately update their Bank Account details as appearing on the records of the depository participant. Please note that failure to do so could result in delays in dispatch/ credit of refunds to Applicants at the Applicants' sole risk and neither the Lead Manager nor the Registrar to the Issue or the Escrow Collection Banks or the SCSB nor the Company shall have any responsibility and undertake any liability for the same. Hence, Applicants should carefully fill in their Depository Account details in the Application Form. These Demographic Details would be used for all correspondence with the Applicants including mailing of the CANs / Allocation Advice and printing of Bank particulars on the refund orders or for refunds through electronic transfer of funds, as applicable. The Demographic Details given by Applicants in the Application Form would not be used for any other purpose by the Registrar to the Issue. By signing the Application Form, the Applicant would be deemed to have authorized the depositories to provide, upon request, to the Registrar to the Issue, the required Demographic Details as available on its records.

### **PAYMENT BY STOCK INVEST**

In terms of the Reserve Bank of India Circular No. DBOD No. FSC BC 42/ 24.47.00/ 2003-04 dated November 5, 2003; the option to use the stock invest instrument in lieu of cheques or bank drafts for payment of Application money has been withdrawn. Hence, payment through stock invest would not be accepted in this Issue.

## OTHER INSTRUCTIONS

### JOINT APPLICATIONS IN THE CASE OF INDIVIDUALS

Applications may be made in single or joint names (not more than three). In the case of joint Applications, all payments will be made out in favour of the Applicant whose name appears first in the Application Form or Revision Form. All communications will be addressed to the First Applicant and will be dispatched to his or her address as per the Demographic Details received from the Depository.

### MULTIPLE APPLICATIONS

An Applicant should submit only one Application (and not more than one). Two or more Applications will be deemed to be multiple Applications if the sole or First Applicant is one and the same.

In this regard, the procedures which would be followed by the Registrar to the Issue to detect multiple applications are given below:

- I. All applications are electronically strung on first name, address (1st line) and applicant's status. Further, these applications are electronically matched for common first name and address and if matched, these are checked manually for age, signature and father/ husband's name to determine if they are multiple applications;
- II. Applications which do not qualify as multiple applications as per above procedure are further checked for common DP ID/ beneficiary ID. In case of applications with common DP ID/ beneficiary ID, are manually checked to eliminate possibility of data entry error to determine if they are multiple applications.
- III. Applications which do not qualify as multiple applications as per above procedure are further checked for common PAN. All such matched applications with common PAN are manually checked to eliminate possibility of data capture error to determine if they are multiple applications.

In case of a mutual fund, a separate Application can be made in respect of each scheme of the mutual fund registered with SEBI and such Applications in respect of more than one scheme of the mutual fund will not be treated as multiple Applications provided that the Applications clearly indicate the scheme concerned for which the Application has been made.

In cases where there are more than 20 (Twenty) valid applications having a common address, such shares will be kept in abeyance, post allotment and released on confirmation of "know your client" norms by the depositories. The Company reserves the right to reject, in its absolute discretion, all or any multiple Applications in any or all categories.

After submitting an ASBA Application either in physical or electronic mode, an ASBA Applicant cannot apply (either in physical or electronic mode) to either the same or another Designated Branch of the SCSB. Submission of a second Application in such manner will be deemed a multiple Application and would be rejected. More than one ASBA Applicant may apply for Equity Shares using the same ASBA Account, provided that the SCSBs will not accept a total of more than five Application Forms with respect to any single ASBA Account.

Duplicate copies of Application Forms downloaded and printed from the website of the Stock Exchange bearing the same application number shall be treated as multiple applications and are liable to be rejected. The Company, in consultation with the Lead Manager reserves the right to reject, in its absolute discretion, all or any multiple applications in any or all categories. In this regard, the procedure which would be followed by the Registrar to the Issue to detect multiple applications is given below:

1. All Applications will be checked for common PAN. For Applicants other than Mutual Funds and FII sub-accounts, Applications bearing the same PAN will be treated as multiple Applications and will be rejected.
2. For Applications from Mutual Funds and FII sub-accounts, submitted under the same PAN, as well as Applications on behalf of the Applicants for whom submission of PAN is not mandatory such as the Central or State Government, an official liquidator or receiver appointed by a court and residents of Sikkim, the Application Forms will be checked for common DP ID and Client ID.

### PERMANENT ACCOUNT NUMBER OR PAN

Pursuant to the circular MRD/DoP/Circ 05/2007 dated April 27, 2007, SEBI has mandated Permanent Account Number ("PAN") to be the sole identification number for all participants transacting in the securities market, irrespective of the amount of the transaction w.e.f. July 2, 2007. Each of the Applicants should mention his/her PAN allotted under the Income Tax Act, 1961. Applications without the PAN will be considered incomplete and are liable



to be rejected. It is to be specifically noted that Applicants should not submit the General Index Registration (“GIR”) number instead of the PAN, as the Application is liable to be rejected on this ground.

**Our Company/ Registrar to the Issue/ Lead Manager can, however, accept the Application(s) in which PAN is wrongly entered into by ASBA SCSB’s in the ASBA system, without any fault on the part of Applicant.**

### **RIGHT TO REJECT APPLICATIONS**

In case of QIB Applicants, the Company in consultation with the Lead Manager may reject Applications provided that the reasons for rejecting the same shall be provided to such Applicant in writing. In case of Non Institutional Applicants, Retail Individual Applicants who applied, the Company has a right to reject Applications based on technical grounds.

### **GROUND FOR REJECTIONS**

Applicants are advised to note that Applications are liable to be rejected inter alia on the following technical grounds:

- Amount paid does not tally with the amount payable for the highest value of Equity Shares applied for;
- In case of partnership firms, Equity Shares may be registered in the names of the individual partners and no firm as such shall be entitled to apply;
- Application by persons not competent to contract under the Indian Contract Act, 1872 including minors, insane persons;
- PAN not mentioned in the Application Form;
- GIR number furnished instead of PAN;
- Applications for lower number of Equity Shares than specified for that category of investors;
- Applications at a price other than the Fixed Price of the Issue;
- Applications for number of Equity Shares which are not in multiples of 10,000;
- Category not ticked;
- Multiple Applications as defined in the Draft Prospectus;
- In case of Application under power of attorney or by limited companies, corporate, trust etc., where relevant documents are not submitted;
- Applications accompanied by Stock invest/ money order/ postal order/ cash;
- Signature of sole Applicant is missing;
- Application Forms are not delivered by the Applicant within the time prescribed as per the Application Forms, Issue Opening Date advertisement and the Draft Prospectus and as per the instructions in the Draft Prospectus and the Application Forms;
- In case no corresponding record is available with the Depositories that matches three parameters namely, names of the Applicants (including the order of names of joint holders), the Depository Participant’s identity (DP ID) and the beneficiary’s account number;
- Applications for amounts greater than the maximum permissible amounts prescribed by the regulations;
- Applications by OCBs;
- Applications by US persons other than in reliance on Regulations or “qualified institutional buyers” as defined in Rule 144A under the Securities Act;
- Applications not duly signed;
- Applications by any persons outside India if not in compliance with applicable foreign and Indian laws;
- Applications by any person that do not comply with the securities laws of their respective jurisdictions are liable to be rejected;
- Applications by persons prohibited from buying, selling or dealing in the shares directly or indirectly by SEBI or any other regulatory authority;
- Applications by persons who are not eligible to acquire Equity Shares of the Company in terms of all applicable laws, rules, regulations, guidelines, and approvals;
- Applications or revisions thereof by QIB Applicants, Non Institutional Applicants where the Application Amount is in excess of ₹ 2,00,000, received after 3.00 pm on the Issue Closing Date;
- Applications not containing the details of Bank Account and/or Depositories Account.
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### **EQUITY SHARES IN DEMATERIALIZED FORM WITH NSDL OR CDSL**

To enable all shareholders of the Company to have their shareholding in electronic form, the Company had signed the following tripartite agreements with the Depositories and the Registrar and Share Transfer Agent:

- a) Tripartite agreement dated December 14, 2018 with NSDL, our Company and Registrar to the Issue;
- b) Tripartite agreement dated December 08, 2018 with CDSL, our Company and Registrar to the Issue;

The Company's shares bear an ISIN: INE03CM01014

- a) An applicant applying for Equity Shares in demat form must have at least one beneficiary account with the Depository Participants of either NSDL or CDSL prior to making the application.
- b) The applicant must necessarily fill in the details (including the Beneficiary Account Number and Depository Participant's Identification number) appearing in the Application Form or Revision Form.
- c) Equity Shares allotted to a successful applicant will be credited in electronic form directly to the Applicant's beneficiary account (with the Depository Participant).
- d) Names in the Application Form or Revision Form should be identical to those appearing in the account details in the Depository. In case of joint holders, the names should necessarily be in the same sequence as they appear in the account details in the Depository.
- e) If incomplete or incorrect details are given under the heading 'Applicants Depository Account Details' in the Application Form or Revision Form, it is liable to be rejected.
- f) The Applicant is responsible for the correctness of his or her demographic details given in the Application Form vis-à-vis those with their Depository Participant.
- g) It may be noted that Equity Shares in electronic form can be traded only on the stock exchanges having electronic connectivity with NSDL and CDSL. The Stock Exchange platform where our Equity Shares are proposed to be listed has electronic connectivity with CDSL and NSDL.
- h) The trading of the Equity Shares of our Company would be only in dematerialized form.

## COMMUNICATIONS

All future communications in connection with Applications made in this Issue should be addressed to the Registrar to the Issue quoting the full name of the sole or First Applicant, Application Form number, Applicants Depository Account Details, number of Equity Shares applied for, date of Application form, name and address of the Banker to the Issue where the Application was submitted and a copy of the acknowledgement slip.

**Investors can contact the Compliance Officer or the Registrar to the Issue in case of any pre Issue or post Issue related problems such as non-receipt of letters of allotment, credit of allotted shares in the respective beneficiary accounts, etc. at below mentioned addresses;**

<b>To</b> <b>Navneet Gupta</b> <b>The Compliance Officer</b> <b>Gleam Fabmat Limited</b> 5504/15, G/F, Basti Harpool Singh, Sadar Bazar, Delhi, 110 006. <b>Tel No.:</b> +91- 80682 11160; <b>Email:</b> : <a href="mailto:info@gfl.org.in">info@gfl.org.in</a> <b>Web:</b> <a href="http://www.gfl.org.in">www.gfl.org.in</a>	<b>To the Registrar to the Issue</b> <b>BIGSHARE SERVICES PRIVATE LIMITED</b> 1 <sup>st</sup> Floor, Bharat Tin Works Building, Opp. Vasant Oasis, Makwana Road, Marol, Andheri East, Mumbai – 400 059 <b>Tel. No.:</b> +91 – 22 – 6263 8200 <b>Fax No.:</b> +91 – 22 – 6263 8299 <b>Email:</b> <a href="mailto:ipo@bigshareonline.com">ipo@bigshareonline.com</a> <b>Website:</b> <a href="http://www.bigshareonline.com">www.bigshareonline.com</a> <b>Investor</b> <b>Grievance</b> <b>Email:</b> <a href="mailto:investor@bigshareonline.com">investor@bigshareonline.com</a> ;
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## DISPOSAL OF APPLICATIONS AND APPLICATION MONEYS AND INTEREST IN CASE OF DELAY

The Company shall ensure the dispatch of Allotment advice, instructions to SCSBs and give benefit to the beneficiary account with Depository Participants and submit the documents pertaining to the Allotment to the Stock Exchange within one working day of the date of Allotment of Equity Shares.

The Company shall use best efforts that all steps for completion of the necessary formalities for listing and commencement of trading at SME Platform of BSE where the Equity Shares are proposed to be listed are taken within 6 (six) working days of closure of the issue.



## IMPERSONATION

Attention of the applicants is specifically drawn to the provisions of section 38(1) of the Companies Act, 2013 which is reproduced below:

- a) **Any person who: makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or**
- b) **makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or**
- c) **Otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name, shall be liable for action under section 447 of Companies Act, 2013 and shall be treated as Fraud.**

*Section 447 of the Companies Act, 2013, is reproduced as below:*

*Without prejudice to any liability including repayment of any debt under this Act or any other law for the time being in force, any person who is found to be guilty of fraud involving an amount of at least ten lakh rupees or one per cent. Of the turnover of the company, whichever is lower shall be punishable with imprisonment for a term which shall not be less than six months but which may extend to ten years and shall also be liable to fine which shall not be less than the amount involved in the fraud, but which may extend to three times the amount involved in the fraud:*

*Provided that where the fraud in question involves public interest, the term of imprisonment shall not be less than three years.*

*Provided further that where the fraud involves an amount less than ten lakh rupees or one per cent. of the turnover of the company, whichever is lower, and does not involve public interest, any person guilty of such fraud shall be punishable with imprisonment for a term which may extend to five years or with fine which may extend to twenty lakh rupees or with both.*

## BASIS OF ALLOTMENT

Allotment will be made in consultation with BSE (The Designated Stock Exchange). In the event of oversubscription, the allotment will be made on a proportionate basis in marketable lots as set forth here:

1. The total number of Shares to be allocated to each category as a whole shall be arrived at on a proportionate basis i.e. the total number of Shares applied for in that category multiplied by the inverse of the over subscription ratio (number of applicants in the category x number of Shares applied for).
2. The number of Shares to be allocated to the successful applicants will be arrived at on a proportionate basis in marketable lots (i.e. Total number of Shares applied for into the inverse of the over subscription ratio).
3. For applications where the proportionate allotment works out to less than 10,000 equity shares the allotment will be made as follows:
  - a) Each successful applicant shall be allotted 10,000 equity shares; and
  - b) The successful applicants out of the total applicants for that category shall be determined by the withdrawal of lots in such a manner that the total number of Shares allotted in that category is equal to the number of Shares worked out as per (2) above.
4. If the proportionate allotment to an applicant works out to a number that is not a multiple of 10,000 equity shares, the applicant would be allotted Shares by rounding off to the lower nearest multiple of 10,000 equity shares subject to a minimum allotment of 10,000 equity shares.
5. If the Shares allocated on a proportionate basis to any category is more than the Shares allotted to the applicants in that category, the balance available Shares for allocation shall be first adjusted against any category, where the allotted Shares are not sufficient for proportionate allotment to the successful applicants in that category, the

balance Shares, if any, remaining after such adjustment will be added to the category comprising of applicants applying for the minimum number of Shares.

6. Since present issue is a fixed price issue, the allocation in the net offer to the public category in terms of Regulation 253 of the SEBI (ICDR) Regulations, 2018 shall be made as follows:
  - a) Minimum of 50.00% of the net issue of shares to the Public (i.e. 14,80,000 Equity Shares) shall be made available for allotment to retail individual investors; and
  - b) The balance net offer of shares to the public (i.e. 14,80,000 Equity Shares) shall be made available for allotment to Non-Institutional Investors, including Qualified Institution Buyers, Corporate Bodies/ Institutions.
  - c) The unsubscribed portion in either of the categories specified in (a) or (b) above may be allocated to the applicants in the other category.

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

Our Company shall ensure that out of total allocated shares to the Category “Non-Institutional Investors, including Qualified Institution Buyers, Corporate Bodies/ Institutions”, at least 15% of net offer of shares to the public shall be allocated to Non-Institutional Investors and not more than 50% shall be allocated to Qualified Institution Buyers including allocation of 5% to Mutual Funds.

Please note that the Allotment to each Retail Individual Investor shall not be less than the minimum application lot, subject to availability of Equity Shares in the Retail portion. The remaining available Equity Shares, if any in Retail portion shall be allotted on a proportionate basis to Retail individual Investor in the manner in this para titled “BASIS OF ALLOTMENT” in the chapter titled “*Issue Procedure*” beginning on page no. 158 of this Draft Prospectus.

“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 the SME Platform of BSE.

## **BASIS OF ALLOTMENT IN THE EVENT OF UNDER SUBSCRIPTION**

In the event of under subscription in the Issue, the obligations of the Underwriters shall get triggered in terms of the Underwriting Agreement. The Minimum subscription of 100% of the Issue size as specified in page no. 3137 shall be achieved before our company proceeds to get the basis of allotment approved by the Designated Stock Exchange.

The Executive Director/Managing Director of the SME Platform 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.**

## **UNDERTAKING BY OUR COMPANY**

Our Company undertakes the following:

1. that the complaints received in respect of this Issue shall be attended to by our Company expeditiously and satisfactorily;
2. That all steps will be taken for the completion of the necessary formalities for listing and commencement of trading at the Stock Exchange where the Equity Shares are proposed to be listed within 6 (Six) working days of closure of the Issue;
3. that funds required for making refunds/unblocking to unsuccessful applicants as per the mode(s) disclosed shall be made available to the Registrar to the Issue by us;

4. that the instruction for electronic credit of Equity Shares/ refund orders/intimation about the refund to non - resident Indians shall be completed within specified time; and
5. that no further issue of Equity Shares shall be made till the Equity Shares offered through the Draft Prospectus are listed or till the application monies are refunded on account of non-listing, under subscription etc.
6. that Company shall not have recourse to the Issue proceeds until the approval for trading of the Equity Shares from the Stock Exchange where listing is sought has been received.
7. Adequate arrangements shall be made to collect all Application forms.

#### **UTILIZATION OF ISSUE PROCEEDS**

The Board of Directors certifies that:

1. All monies received out of the Issue shall be credited/ transferred to a separate bank account other than the bank account referred to in sub section (3) of Section 40 of the Companies Act 2013;
2. Details of all monies utilized out of the Issue shall be disclosed and continue to be disclosed till any part of the issue proceeds remains unutilized under an appropriate separate head in the Company's balance sheet indicating the purpose for which such monies have been utilized;
3. Details of all unutilized monies out of the Issue, if any shall be disclosed under an appropriate head in the balance sheet indicating the form in which such unutilized monies have been invested;
4. Our Company shall comply with the requirements of section SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to section 177 of the Company's Act, 2013 in relation to the disclosure and monitoring of the utilization of the proceeds of the Issue respectively;
5. Our Company shall not have recourse to utilize the Issue Proceeds until the approval for listing and trading of the Equity Shares from the Stock Exchange where listing is sought has been received

## RESTRICTIONS ON FOREIGN OWNERSHIP OF INDIAN SECURITIES

Foreign investment in Indian securities is regulated through the Industrial Policy, 1991 of the Government of India and FEMA. While the Industrial Policy, 1991 prescribes the limits and the conditions subject to which foreign investment can be made in different sectors of the Indian economy, FEMA regulates the precise manner in which such investment may be made. Under the Industrial Policy, unless specifically restricted, foreign investment is freely permitted in all sectors of Indian economy up to any extent and without any prior approvals, but the foreign investor is required to follow certain prescribed procedures for making such investment. The government bodies responsible for granting foreign investment approvals are FIPB and the RBI.

The Government has from time to time made policy pronouncements on FDI through press notes and press releases. The Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India ("DIPP"), issued consolidated FDI Policy, which with effect from June 07, 2016 consolidates and supersedes all previous press notes, press releases and clarifications on FDI issued by the DIPP that were in force and effect as on June 7, 2016. The Government proposes to update the consolidated circular on FDI Policy once every year and therefore, the Consolidation FDI Policy will be valid until the DIPP issues an updated circular.

The transfer of shares by an Indian resident to 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 Consolidated FDI Policy and transfer does not attract the provisions of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; (ii) the non-resident shareholding is within the sectoral limits under the Consolidated FDI Policy; and (iii) the pricing is in accordance with the guidelines prescribed by SEBI/RBI.

As per the existing policy of the Government of India, OCBs cannot participate in this Issue.

**The Equity Shares offered in the Issue have not been and will not be registered under the Securities Act, and may not be offered or sold within the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and applicable U.S. state securities laws. Accordingly, the Equity Shares are being offered and sold (i) within the United States to persons reasonably believed to be "qualified institutional investors" (as defined in Rule 144A under the Securities Act) pursuant to Rule 144A under the Securities Act or other applicable exemption under the Securities Act and (ii) outside the United States in offshore transactions in reliance on Regulation S under the Securities Act and the applicable laws of the jurisdictions where such offers and sales occur.**

**The above information is given for the benefit of the Applicants. Our Company and the LM are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Draft Prospectus. Applicants are advised to make their independent investigations and ensure that the Applications are not in violation of laws or regulations applicable to them.**

## SECTION IX-MAIN PROVISIONS OF ARTICLES OF ASSOCIATION

### COMPANIES ACT, 2013

#### (A COMPANY LIMITED BY SHARES)

#### ARTICLES OF ASSOCIATION

#### OF

#### GLAM FABMAT LIMITED

#### PRELIMINERY

Subject as hereinafter provided the Regulations contained in Table 'F' in the Schedule I to the Companies Act, 2013 shall apply to the Company so far as they are applicable to Public Limited Company except so far as they have implied or expressly modified by what is contained in the Articles mentioned as altered or amended from time to time.

#### *Interpretation*

1.
  - i. In these regulations --
    - (a) "the Act" means the Companies Act, 2013,
    - (b) "the seal" means the common seal of the company.
  - ii. Unless the context otherwise requires, words or expressions contained in these regulations shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which these regulations become binding on the company.

#### *Public Company*

2. The company is a Public Company within the meaning of section 2(71) of the Companies Act, 2013.

#### *Share capital and variation of rights*

3. (i) The Authorized Share Capital of the Company shall be as laid down in Memorandum of Association of the Company.  
  
 (ii) Subject to the provisions of the Companies Act 2013 and the applicable Rules made thereunder, the Company / Board shall have power to issue / allot shares, whether on preferential basis or otherwise, from time to time and the shares shall be under the control of the Directors who may allot or otherwise dispose off the same to such persons, on such terms and conditions and at such times as the Directors think fit.
4. (i) Every person whose name is entered as a member in the register of members shall be entitled to receive within two months after incorporation, in case of subscribers to the memorandum or after allotment or within one month after the application for the registration of transfer or transmission or within such other period as the conditions of issue shall be provided:—
  - (a) One certificate for all his shares without payment of any charges; or
  - (b) Several certificates, each for one or more of his shares, upon payment of twenty rupees for each certificate after the first.

- (ii) Every certificate shall be under the seal and shall specify the shares to which it relates and the amount paid-up thereon.
- (iii) In respect of any share or shares held jointly by several persons, the company shall not be bound to issue more than one certificate, and delivery of a certificate for a share to one of several joint holders shall be sufficient delivery to all such holders.
5. (i) If any share certificate be worn out, defaced, mutilated or torn or if there be no further space on the back for endorsement of transfer, then upon production and surrender thereof to the company, a new certificate may be issued in lieu thereof, and if any certificate is lost or destroyed then upon proof thereof to the satisfaction of the company and on execution of such indemnity as the company deem adequate, a new certificate in lieu thereof shall be given. Every certificate under this Article shall be issued on payment of twenty rupees for each certificate.
- (ii) The company may issue new share certificates pursuant to consolidation or sub division of share certificate(s) upon written request received from shareholder together with production and surrender of respective original share certificate(s). Every certificate under this Article shall be issued on payment of twenty rupees for each certificate.
- (iii) The provisions of Articles (5) and (6) shall mutatis mutandis apply to debentures of the company.
6. Except as required by law, no person shall be recognized by the company as holding any share upon any trust, and the company shall not be bound by, or be compelled in any way to recognize (even when having notice thereof) any equitable, contingent, future or partial interest in any share, or any interest in any fractional part of a share, or (except only as by these regulations or by law otherwise provided) any other rights in respect of any share except an absolute right to the entirety thereof in the registered holder.
7. (i) The company may exercise the powers of paying commissions conferred by sub-section (6) of section 40, provided that the rate per cent. or the amount of the commission paid or agreed to be paid shall be disclosed in the manner required by that section and rules made thereunder.
- (ii) The rate or amount of the commission shall not exceed the rate or amount prescribed in rules made under sub-section (6) of section 40.
- (iii) The commission may be satisfied by the payment of cash or the allotment of fully or partly paid shares or partly in the one way and partly in the other.
8. (i) If at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may, subject to the provisions of section 48 and whether or not the company is being wound up, be varied with the consent in writing of the holders of three-fourths of the issued shares of that class, or with the sanction of a special resolution passed at a separate meeting of the holders of the shares of that class.
- (ii) To every such separate meeting, the provisions of these regulations relating to general meetings shall mutatis mutandis apply, but so that the necessary quorum shall be at least two persons holding at least one-third of the issued shares of the class in question.
9. The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall not, unless otherwise expressly provided by the terms of issue of the shares of that class, be deemed to be varied by the creation or issue of further shares ranking *pari passu* therewith.
10. Subject to the provisions of section 55, any preference shares may, with the sanction of an ordinary resolution, be issued on the terms that they are to be redeemed on such terms and in such manner as the company before the issue of the shares may, by special resolution, determine.

#### ***Lien***

11. (i) The Company shall have a first and paramount lien—

- (a) on every share (not being a fully paid share), for all monies (whether presently payable or not) called, or payable at a fixed time, in respect of that share; and
- (b) on all shares (not being fully paid shares) standing registered in the name of a single person, for all monies presently payable by him or his estate to the company:

Provided that the Board of directors may at any time declare any share to be wholly or in part exempt from the provisions of this clause.

- (ii) The company's lien, if any, on a share shall extend to all dividends payable and bonuses declared from time to time in respect of such shares.
- (iii) The fully paid shares shall be free from all lien and that in the case of partly paid shares the Company's lien shall be restricted to monies called or payable at a fixed time in respect of such shares.

**12. The company may sell, in such manner as the Board thinks fit, any shares on which the company has a lien:**

Provided that no sale shall be made—

- (a) unless a sum in respect of which the lien exists is presently payable; or
  - (b) until the expiration of fourteen days after a notice in writing stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable, has been given to the registered holder for the time being of the share or the person entitled thereto by reason of his death or insolvency.
- 13.** (i) To give effect to any such sale, the Board may authorize some person to transfer the shares sold to the purchaser thereof.
- (ii) The purchaser shall be registered as the holder of the shares comprised in any such transfer.
- (iii) The purchaser shall not be bound to see to the application of the purchase money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale.
- 14.** (i) The proceeds of the sale shall be received by the company and applied in payment of such part of the amount in respect of which the lien exists as is presently payable.
- (ii) The residue, if any, shall, subject to a like lien for sums not presently payable as existed upon the shares before the sale, be paid to the person entitled to the shares at the date of the sale.

***Calls on shares***

- 15.** (i) The Board may, from time to time, make calls upon the members in respect of any monies unpaid on their shares (whether on account of the nominal value of the shares or by way of premium) by giving not less than 15 days notice for payment and each member shall pay the amount of every call so made on him to the persons and at the times and places appointed by the Board of Directors.
- (ii) A call may be revoked or postponed at the discretion of the Board.
- 16.** A call shall be deemed to have been made at the time when the resolution of the Board authorizing the call was passed and may be required to be paid by installments.
- 17.** The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.
- 18.** (i) If a sum called in respect of a share is not paid before or on the day appointed for payment thereof, the person from whom the sum is due shall pay interest thereon from the day appointed for payment thereof to the time of actual payment at ten per cent. Per annum or at such lower rate, if any, as the Board may determine.
- (ii) The Board shall be at liberty to waive payment of any such interest wholly or in part.



19. (i) Any sum which by the terms of issue of a share becomes payable on allotment or at any fixed date, whether on account of the nominal value of the share or by way of premium, shall, for the purposes of these regulations, be deemed to be a call duly made and payable on the date on which by the terms of issue such sum becomes payable.

(ii) In case of non-payment of such sum, all the relevant provisions of these regulations as to payment of interest and expenses, forfeiture or otherwise shall apply as if such sum had become payable by virtue of a call duly made and notified.

20. The Board—

(a) may, if it thinks fit, receive from any member willing to advance the same, all or any part of the monies uncalled and unpaid upon any shares held by him; and

(b) upon all or any of the monies so advanced, may (until the same would, but for such advance, become presently payable) pay interest at such rate not exceeding, unless the company in general meeting shall otherwise direct, twelve per cent per annum, as may be agreed upon between the Board and the member paying the sum in advance but shall not confer a right to dividend or to participate in profits.

### *Transfer of shares*

21. (i) The Company shall use a Common form of transfer. The instrument of transfer of any share in the company shall be executed by or on behalf of both the transferor and transferee.

(ii) The transferor shall be deemed to remain a holder of the share until the name of the transferee is entered in the register of members in respect thereof.

22. The Board may, subject to the right of appeal conferred by section 58 decline to register—

(a) the transfer of a share, not being a fully paid share, to a person of whom they do not approve; or

(b) any transfer of shares on which the company has a lien.

23. The Board may decline to recognize any instrument of transfer unless—

(a) the instrument of transfer is in the form as prescribed in rules made under sub-section (1) of section 56;

(b) the instrument of transfer is accompanied by the certificate of the shares to which it relates, and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer; and

(c) the instrument of transfer is in respect of only one class of shares.

24. On giving not less than seven days' previous notice in accordance with section 91 and rules made thereunder, the registration of transfers may be suspended at such times and for such periods as the Board may from time to time determine:

Provided that such registration shall not be suspended for more than thirty days at any one time or for more than forty-five days in the aggregate in any year.

25. Subject to the provisions of Section 59 of Companies Act, 2013, the Board may decline to register any transfer of Shares on such grounds as it think fit in the benefit of the company (notwithstanding that the proposed transferee be already a Member), but in such case it shall, within two (2) months from the date the instrument of transfer was lodged with the Company, send to the transferee and the transferor notice of the refusal to register such transfer giving reasons for such refusal. Provided that registration of a 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.

### ***Transmission of Shares***

26. (i) On the death of a member, the survivor or survivors where the member was a joint holder, and his nominee or nominees or legal representatives where he was a sole holder, shall be the only persons recognized by the company as having any title to his interest in the shares.
- (ii) Nothing in clause (i) shall release the estate of a deceased joint holder from any liability in respect of any share which had been jointly held by him with other persons.
27. (i) Any person becoming entitled to a share in consequence of the death or insolvency of a member may, upon such evidence being produced as may from time to time properly be required by the Board and subject as hereinafter provided, elect, either—
- (a) to be registered himself as holder of the share; or
- (b) to make such transfer of the share as the deceased or insolvent member could have made.
- (ii) The Board shall, in either case, have the same right to decline or suspend registration as it would have had, if the deceased or insolvent member had transferred the share before his death or insolvency.
28. (i) If the person so becoming entitled shall elect to be registered as holder of the share himself, he shall deliver or send to the company a notice in writing signed by him stating that he so elects.
- (ii) If the person aforesaid shall elect to transfer the share, he shall testify his election by executing a transfer of the share.
- (iii) All the limitations, restrictions and provisions of these regulations relating to the right to transfer and the registration of transfers of shares shall be applicable to any such notice or transfer as aforesaid as if the death or insolvency of the member had not occurred and the notice or transfer were a transfer signed by that member.
29. A person becoming entitled to a share by reason of the death or insolvency of the holder shall be entitled to the same dividends and other advantages to which he would be entitled if he were the registered holder of the share, except that he shall not, before being registered as a member in respect of the share, be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the company:
- Provided that the Board may, at any time, give notice requiring any such person to elect either to be registered himself or to transfer the share, and if the notice is not complied with within ninety days, the Board may thereafter withhold payment of all dividends, bonuses or other monies payable in respect of the share, until the requirements of the notice have been complied with.

### ***Forfeiture of Shares***

30. If a member fails to pay any call, or installment of a call, on the day appointed for payment thereof, the Board may, at any time thereafter during such time as any part of the call or installment remains unpaid, serve a notice on him requiring payment of so much of the call or installment as is unpaid, together with any interest which may have accrued.
31. The notice aforesaid shall—
- (a) name a further day (not being earlier than the expiry of fourteen days from the date of service of the notice) on or before which the payment required by the notice is to be made; and
- (b) State that, in the event of non-payment on or before the day so named, the shares in respect of which the call was made shall be liable to be forfeited.
32. If the requirements of any such notice as aforesaid are not complied with, any share in respect of which the notice has been given may, at any time thereafter, before the payment required by the notice has been made, be forfeited by a resolution of the Board to that effect.

33. (i) A forfeited share may be sold or otherwise disposed of on such terms and in such manner as the Board thinks fit.
- (ii) At any time before a sale or disposal as aforesaid, the Board may cancel the forfeiture on such terms as it thinks fit.
34. (i) A person whose shares have been forfeited shall cease to be a member in respect of the forfeited shares, but shall, notwithstanding the forfeiture, remain liable to pay to the company all monies which, at the date of forfeiture, were presently payable by him to the company in respect of the shares.
- (ii) The liability of such person shall cease if and when the company shall have received payment in full of all such monies in respect of the shares.
35. (i) A duly verified declaration in writing that the declarant is a director, the manager or the secretary, of the company, and that a share in the company has been duly forfeited on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share.
- (ii) The company may receive the consideration, if any, given for the share on any sale or disposal thereof and may execute a transfer of the share in favour of the person to whom the share is sold or disposed of.
- (iii) The transferee shall thereupon be registered as the holder of the share; and
- (iv) The transferee shall not be bound to see to the application of the purchase money, if any, nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale or disposal of the share.
36. The provisions of these regulations as to forfeiture shall apply in the case of nonpayment of any sum which, by the terms of issue of a share, becomes payable at a fixed time, whether on account of the nominal value of the share or by way of premium, as if the same had been payable by virtue of a call duly made and notified.

#### *Alteration of Capital*

37. The company may, from time to time, by ordinary resolution increase the share capital by such sum, to be divided into shares of such amount, as may be specified in the resolution. The Authorised Share Capital shall be as per the clause V (a) of Memorandum of Association of the company.
38. Subject to the provisions of section 61, the company may, by ordinary resolution,—
- (a) increase its authorized share capital by such amount as it thinks expedient.
- (b) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares;
- (c) convert all or any of its fully paid-up shares into stock, and reconvert that stock into fully paid-up shares of any denomination;
- (d) sub-divide its existing shares or any of them into shares of smaller amount than is fixed by the memorandum;
- (e) cancel any shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person.
39. Where shares are converted into stock,—
- (a) the holders of stock may transfer the same or any part thereof in the same manner as, and subject to the same regulations under which, the shares from which the stock arose might before the conversion have been transferred, or as near thereto as circumstances admit:

Provided that the Board may, from time to time, fix the minimum amount of stock transferable, so, however, that such minimum shall not exceed the nominal amount of the shares from which the stock arose.

(b) the holders of stock shall, according to the amount of stock held by them, have the same rights, privileges and advantages as regards dividends, voting at meetings of the company, and other matters, as if they held the shares from which the stock arose; but no such privilege or advantage (except participation in the dividends and profits of the company and in the assets on winding up) shall be conferred by an amount of stock which would not, if existing in shares, have conferred that privilege or advantage.

(c) such of the regulations of the company as are applicable to paid-up shares shall apply to stock and the words “share” and “shareholder” in those regulations shall include “stock” and “stock-holder” respectively.

40. The company may, by special resolution, reduce in any manner and with, and subject to, any incident authorised and consent required by law,—
- (a) its share capital;
  - (b) any capital redemption reserve account; or
  - (c) any share premium account.

### *Capitalisation of profits*

41. (i) The company in general meeting may, upon the recommendation of the Board resolve—
- (a) that it is desirable to capitalise any part of the amount for the time being standing to the credit of any of the company’s reserve accounts, or to the credit of the profit and loss account, Securities Premium Accounts or otherwise available for distribution; and
  - (b) that such sum be accordingly set free for distribution in the manner specified in clause (ii) amongst the members who would have been entitled thereto, if distributed by way of dividend and in the same proportions.
- (ii) The sum aforesaid shall not be paid in cash but shall be applied, subject to the provision contained in clause (iii), either in or towards—
- A. paying up any amounts for the time being unpaid on any shares held by such members respectively;
  - B. paying up in full, unissued shares of the company to be allotted and distributed, credited as fully paid-up, to and amongst such members in the proportions aforesaid;
  - C. partly in the way specified in sub-clause (A) and partly in that specified in sub-clause (B);
  - D. A securities premium account and a capital redemption reserve account may, for the purposes of this regulation, be applied in the paying up of unissued shares to be issued to members of the company as fully paid bonus shares;
  - E. The Board shall give effect to the resolution passed by the company in pursuance of this regulation.
42. (i) whenever such a resolution as aforesaid shall have been passed, the Board shall—
- a) make all appropriations and applications of the undivided profits resolved to be capitalised thereby, and all allotments and issues of fully paid shares if any; and
  - b) Generally do all acts and things required to give effect thereto.
- (ii) The Board shall have power—
- a) to make such provisions, by the issue of fractional certificates or by payment in cash or otherwise as it thinks fit, for the case of shares becoming distributable in fractions; and
  - b) to authorise any person to enter, on behalf of all the members entitled thereto, into an agreement with the company providing for the allotment to them respectively, credited as fully paid-up, of any further shares to which they may be entitled upon such capitalisation, or as the case may require,

for the payment by the company on their behalf, by the application thereto of their respective proportions of profits resolved to be capitalised, of the amount or any part of the amounts remaining unpaid on their existing shares;

(iii) Any agreement made under such authority shall be effective and binding on such members.

### ***Dematerialisation of Securities***

#### **43. (i) For the purpose of this Article:-**

**Beneficial Owner:** Beneficial Owner shall have the meaning assigned thereto in section 2(1)(a) of the Depositories Act, 1996.

**Depositories Act:** Depositories Act shall mean the Depositories Act, 1996 and includes any statutory modification or re-enactment thereof for the time being in force.

**Depository:** Depository shall mean a Depository as defined in section 2(1)(e) of the Depositories Act, 1996.

**Member:** Member shall mean a duly registered holder from time to time of the security of the company and includes every person whose name is entered as beneficial owner in the records of the Depository.

**Security:** Security shall mean such security as may be specified by SEBI.

(ii) **Dematerialisation of Securities:** Notwithstanding anything on the contrary contained in this Article, the company shall be entitled to dematerialise its securities and to offer securities in a dematerialised form and further to rematerialise the securities held on depository pursuant to the Depositories Act, 1996 or any amendment thereof.

(iii) **Option to hold securities in physical form or with depository:** Every person holding securities of the company through allotment or otherwise shall have the option to receive and hold the same in the dematerialised form with a depository.

(iv) **Beneficial Owner may opt out of a Depository:** Every person holding securities of the company with a depository, being the beneficial owner thereof, may at any time opt out of the depository in the manner provided under the provisions of the Depositories Act and the Rules, if any, prescribed there under and on fulfilment of the conditions prescribed by the company from time to time, company shall issue the relevant security certificates to the beneficial owner thereof.

(v) **Securities in Depositories to be in fungible form:** All securities held by a depository shall be dematerialised and shall be in fungible form. Nothing contained in Sections 153, 153A, 153B, 187B, 187C and 372A of the Companies Act, shall apply to a depository in respect of the securities held by it on behalf of the beneficial owners.

(vi) **Rights of depository and beneficial owners:** A depository shall be deemed to be the registered owner for the purposes of affecting the transfer of ownership of securities on behalf of the beneficial owners and shall not have any voting rights or any other rights in respect of the securities held by it.

(vii) Every person holding securities of the Company and whose name is entered as the beneficial owner in the records of the depository shall be deemed to be a member of the Company. The beneficial owner of securities shall be entitled to all rights and benefits and be subject to all the liabilities in respect of his/her securities, which are held by a depository.

(viii) **Transfer of securities:** Transfer of security held in a depository will be governed by the provisions of the Depository Act, 1996. Nothing contained in Section 56 of the Companies Act, 2013 or these Articles shall apply to a transfer of securities effected by a transferor and transferee both of whom are entered as beneficial owners in the records of a depository.

(ix) **Register and Index of beneficial owners:** The Register and Index of beneficial owners maintained by a depository under the Depositories Act, 1996 shall be deemed to be the Register and Index of Members and Security holders for the purpose of these Articles.

(x) **Other matters:** Notwithstanding anything contained in these Articles, the provision of Depositories Act, 1996 relating to dematerialisation of securities including any modification(s) or re-enactment thereof and Rules/Regulations made there under shall prevail accordingly.

(xi) Notwithstanding anything contained in the Act or the Articles, where securities are held in a depository, the records of the beneficial ownership may be served by such depository on the company by means of electronic mode or by delivery of floppies or disks.

### ***Nomination***

44. Notwithstanding anything contained in Articles, every holder of shares(s) or debenture(s) of the Company may, at any time, nominate, in the prescribed manner, a person to whom these share(s) shall vest in the event of his death and the provisions of Section 109A and Section 109B of the Companies Act, 1956 shall apply in respect of such nomination.

The provisions of this Article shall apply mutatis mutandis to a depository of money with the Company as per the provisions of the Act.

### ***Buy-Back of Shares***

45. Notwithstanding anything contained in these articles but subject to the provisions of sections 68 to 70 and any other applicable provision of the Act or any other law for the time being in force, the company may purchase its own shares or other specified securities.

### ***General Meetings***

46. All general meetings other than Annual General Meeting shall be called extraordinary general meeting.
47. (i) The Board may, whenever it thinks fit, call an extraordinary general meeting.
- (ii) If at any time directors capable of acting who are sufficient in number to form a quorum are not within India, any director or any two members of the company may call an extraordinary general meeting in the same manner, as nearly as possible, as that in which such a meeting may be called by the Board.

### ***Proceedings at General Meetings***

48. (i) No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business.
- (ii) Save as otherwise provided herein, the quorum for the general meetings shall be as provided in section 103.
49. The chairperson, if any, of the Board shall preside as Chairperson at every general meeting of the company.
50. If there is no such Chairperson, or if he is not present within fifteen minutes after the time appointed for holding the meeting, or is unwilling to act as chairperson of the meeting, the directors present shall elect one of their members to be Chairperson of the meeting.
51. If at any meeting no director is willing to act as Chairperson or if no director is present within fifteen minutes after the time appointed for holding the meeting, the members present shall choose one of their members to be Chairperson of the meeting.

### ***Adjournment of Meeting***

52. (i) The Chairperson may, with the consent of any meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn the meeting from time to time and from place to place.
- (ii) No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- (iii) When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.
- (iv) Save as aforesaid, and as provided in section 103 of the Act, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

### ***Voting Rights***

53. Subject to any rights or restrictions for the time being attached to any class or classes of shares,—
- (a) on a show of hands, every member present in person shall have one vote; and
- (b) on a poll, the voting rights of members shall be in proportion to his share in the paid-up equity share capital of the company.
54. A member may exercise his vote at a meeting by electronic means in accordance with section 108 and shall vote only once.
55. (i) In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders.
- (ii) For this purpose, seniority shall be determined by the order in which the names stand in the register of members.
56. A member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his committee or other legal guardian, and any such committee or guardian may, on a poll, vote by proxy.
57. Any business other than that upon which a poll has been demanded may be proceeded with, pending the taking of the poll.
58. No member shall be entitled to vote at any general meeting unless all calls or other sums presently payable by him in respect of shares in the company have been paid.
59. (i) No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes.
- (ii) Any such objection made in due time shall be referred to the Chairperson of the meeting, whose decision shall be final and conclusive.

### ***Proxy***

60. The instrument appointing a proxy and the power-of-attorney or other authority, if any, under which it is signed or a notarised copy of that power or authority, shall be deposited at the registered office of the company not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll; and in default the instrument of proxy shall not be treated as valid.
61. An instrument appointing a proxy shall be in the form as prescribed in the rules made under section 105.



62. A vote given in accordance with the terms of an instrument of proxy shall be valid, notwithstanding the previous death or insanity of the principal or the revocation of the proxy or of the authority under which the proxy was executed, or the transfer of the shares in respect of which the proxy is given:

Provided that no intimation in writing of such death, insanity, revocation or transfer shall have been received by the company at its office before the commencement of the meeting or adjourned meeting at which the proxy is used.

#### ***Board of Directors***

63. The minimum number of Directors shall be 3 and maximum number of directors shall be 15.

The First Directors of the Company are:

- I. AMIT GUPTA
- II. ARUN GUPTA
- III. PUSHPA GUPTA

64. (i) Subject to the provisions of the Act, the Company may pay any remuneration, as determined by the Board of Directors / General Meeting to all or any of its Directors for the services rendered by them / him in day to day management of the affairs of the company or any other type of services, whether professional in nature or not, for any of the purposes of the company, either by a fixed sum on monthly or annual basis and / or perquisites and / or a percentage of the profits or otherwise as may be determined by the Board or the members in General Meeting.

The remuneration of the directors shall, in so far as it consists of a monthly payment, be deemed to accrue from day-to-day.

(ii) In addition to the remuneration payable to them in pursuance of the Act, the directors may be paid all travelling, hotel and other expenses properly incurred by them—

- (a) in attending and returning from meetings of the Board of Directors or any committee thereof or general meetings of the company; or
- (b) in connection with the business of the company.

65. The Board may pay all expenses incurred in getting up and registering the company.
66. The company may exercise the powers conferred on it by section 88 with regard to the keeping of a foreign register; and the Board may (subject to the provisions of that section) make and vary such regulations as it may think fit respecting the keeping of any such register.
67. All cheques, promissory notes, drafts, hundis, bills of exchange and other negotiable instruments, and all receipts for monies paid to the company, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, by such person and in such manner as the Board shall from time to time by resolution determine.
68. Every director present at any meeting of the Board or of a committee thereof shall sign his name in a book to be kept for that purpose.
69. (i) Subject to the provisions of section 149, the Board shall have power at any time, and from time to time, to appoint a person as an additional director, provided the number of the directors and additional directors together shall not at any time exceed the maximum strength fixed for the Board by the articles.
- (ii) Such person shall hold office only up to the date of the next annual general meeting of the company but shall be eligible for appointment by the company as a director at that meeting subject to the provisions of the Act.

#### ***Proceedings of the Board***

70. (i) The Board of Directors may meet for the conduct of business, adjourn and otherwise regulate its meetings, as it thinks fit.
- (ii) Subject to the Articles herein, a director may, and the manager or secretary on the requisition of a director shall, at any time, summon a meeting of the Board.
- (iii) Save as otherwise expressly provided in the Act, questions arising at any meeting of the Board shall be decided by a majority of votes.
- (iv) In case of an equality of votes, the Chairperson of the Board, if any, shall have a second or casting vote.
71. The continuing directors may act notwithstanding any vacancy in the Board; but, if and so long as their number is reduced below the quorum fixed by the Act for a meeting of the Board, the continuing directors or director may act for the purpose of increasing the number of directors to that fixed for the quorum, or of summoning a general meeting of the company, but for no other purpose.
72. (i) The Board may elect a Chairperson of its meetings and determine the period for which he is to hold office.
- (ii) If no such Chairperson is elected, or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the meeting, the directors present may choose one of their number to be Chairperson of the meeting.
73. (i) The Board may, subject to the provisions of the Act, delegate any of its powers to committees consisting of such member or members of its body as it thinks fit.
74. (i) Any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on it by the Board.
75. A committee may elect a Chairperson of its meetings.
76. If no such Chairperson is elected, or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the meeting, the members present may choose one of their members to be Chairperson of the meeting.
77. (i) A committee may meet and adjourn as it thinks fit.
- (ii) Questions arising at any meeting of a committee shall be determined by a majority of votes of the members present, and in case of an equality of votes, the Chairperson shall have a second or casting vote.
78. All acts done in any meeting of the Board or of a committee thereof or by any person acting as a director, shall, notwithstanding that it may be afterwards discovered that there was some defect in the appointment of any one or more of such directors or of any person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such director or such person had been duly appointed and was qualified to be a director.
79. Save as otherwise expressly provided in the Act, a resolution in writing, signed by all the members of the Board or of a committee thereof, for the time being entitled to receive notice of a meeting of the Board or committee, shall be valid and effective as if it had been passed at a meeting of the Board or committee, duly convened and held.

***Chief Executive Officer, Manager, Company Secretary or Chief Financial Officer***

80. Subject to the provisions of the Act,—
- (i) A chief executive officer, manager, company secretary or chief financial officer may be appointed by the Board for such term, at such remuneration and upon such conditions as it may think fit; and any chief executive officer, manager, company secretary or chief financial officer so appointed may be removed by means of a resolution of the Board;

(ii) A director may be appointed as chief executive officer, manager, company secretary or chief financial officer.

81. A provision of the Act or these regulations requiring or authorising a thing to be done by or to a director and chief executive officer, manager, company secretary or chief financial officer shall not be satisfied by its being done by or to the same person acting both as director and as, or in place of, chief executive officer, manager, company secretary or chief financial officer.

### ***Managing Director***

82. The business of the Company may be carried on by the Managing Director(s) who may be appointed by the Board of Directors / members in their General Meeting, from time to time who shall fix the terms, qualifications, remuneration, duties, authorities and powers. The Board may from time to time and subject to the provisions of the Act delegate to the Managing Director(s) such of their powers and duties and subject to such limitations and conditions as they may deem fit. The Board may from time to time, revoke, withdraw, alter or vary all or any of the powers conferred on him or dismiss him from office and appoint another in his place.
83. Subject to the provisions of section 179 and 180 of the Companies Act, 2013, the Managing Director of the Company, if any, shall be empowered to carry on the day to day business affairs of the Company. He shall have the general control, management and superintendence of the business of the Company with power to appoint and to dismiss employees and to enter into contracts on behalf of the Company in the ordinary course of business and to do and perform all other acts, deeds and things which in the ordinary course of business may be considered necessary/proper or in the interest of the Company.

### ***The Seal***

84. (i) The Board shall provide for the safe custody of the seal.

(ii) The seal of the company shall not be affixed to any instrument except by the authority of a resolution of the Board or of a committee of the Board authorised by it in that behalf, and except in the presence of at least two directors and of the secretary or such other person as the Board may appoint for the purpose; and those two directors and the secretary or other person aforesaid shall sign every instrument to which the seal of the company is so affixed in their presence.

### ***Dividends and Reserve***

85. The company in general meeting may declare dividends, but no dividend shall exceed the amount recommended by the Board.
86. Subject to the provisions of section 123, the Board may from time to time pay to the members such interim dividends as appear to it to be justified by the profits of the company.
87. (i) The Board may, before recommending any dividend, set aside out of the profits of the company such sums as it thinks fit as a reserve or reserves which shall, at the discretion of the Board, be applicable for any purpose to which the profits of the company may be properly applied, including provision for meeting contingencies or for equalizing dividends; and pending such application, may, at the like discretion, either be employed in the business of the company or be invested in such investments (other than shares of the company) as the Board may, from time to time, think fit.
- (ii) The Board may also carry forward any profits which it may consider necessary not to divide, without setting them aside as a reserve.
88. (i) Subject to the rights of persons, if any, entitled to shares with special rights as to dividends, all dividends shall be declared and paid according to the amounts paid or credited as paid on the shares in respect whereof the dividend is paid, but if and so long as nothing is paid upon any of the shares in the company, dividends may be declared and paid according to the amounts of the shares.

(ii) No amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of this regulation as paid on the share.

(iii) All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid; but if any share is issued on terms providing that it shall rank for dividend as from a particular date such share shall rank for dividend accordingly.

**89.** The Board may deduct from any dividend payable to any member all sums of money, if any, presently payable by him to the company on account of calls or otherwise in relation to the shares of the company.

**90.** (i) Any dividend, interest or other monies payable in cash in respect of shares may be paid by cheque or warrant sent through the post directed to the registered address of the holder or, in the case of joint holders, to the registered address of that one of the joint holders who is first named on the register of members, or to such person and to such address as the holder or joint holders may in writing direct.

(ii) Every such cheque or warrant shall be made payable to the order of the person to whom it is sent

**91.** Any one of two or more joint holders of a share may give effective receipts for any dividends, bonuses or other monies payable in respect of such share.

**92.** Notice of any dividend that may have been declared shall be given to the persons entitled to share therein in the manner mentioned in the Act.

**93.** No dividend shall bear interest against the company.

**94.** No unclaimed Dividend shall be forfeited before the claim becomes barred by law, and unclaimed Dividends shall be dealt with in accordance with the applicable provisions of the Act

#### ***Accounts***

**95.** (i) The Board shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations, the accounts and books of the company, or any of them, shall be open to the inspection of members not being directors.

(ii) No member (not being a director) shall have any right of inspecting any account or book or document of the company except as conferred by law or authorised by the Board or by the company in general meeting.

#### ***Winding Up***

**96.** If the company shall be wound up, the liquidator may, with the sanction of a special resolution of the company and any other sanction required by the Act, divide amongst the members, in specie or kind, the whole or any part of the assets of the company, whether they shall consist of property of the same kind or not.

**97.** For the purpose aforesaid, the liquidator may set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the members or different classes of members.

**98.** The liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the contributories if he considers necessary, but so that no member shall be compelled to accept any shares or other securities whereon there is any liability.

#### ***Indemnity***

**99.** Every officer of the company shall be indemnified out of the assets of the company against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in which relief is granted to him by the court or the Tribunal.

## SECTION X-OTHER INFORMATION

### MATERIAL CONTRACTS AND MATERIAL DOCUMENTS

The copies of the following contracts which have been entered or are to be entered into by the Company (not being contracts entered into in the ordinary course of business carried on by the Company or contracts entered into more than two years before the date of this Draft Prospectus) which are or may be deemed material have been attached to the copy of the Draft Prospectus delivered to the RoC for registration. Copies of the abovementioned contracts and also the documents for inspection referred to hereunder, may be inspected at the Registered Office between 10 a.m. and 5 p.m. on all Working Days from Application/Issue Opening Date until the Application/Issue Closing Date.

#### A. Material Contracts

1. Memorandum of Understanding dated January 07,2019 between our Company and the Lead Managers.
2. Memorandum of Understanding dated January 07,2019 between our Company and the Registrar to the Issue.
3. Escrow Agreement dated [●] between our Company, the Lead Manager, Escrow Collection Bank(s) and the Registrar to the Issue.
4. Market Making Agreement dated January 07,2019 between our Company, the Lead Managers and Market Maker.
5. Underwriting Agreement dated January 07,2019 between our Company, the Lead Managers and Market Maker.
6. Tripartite agreement between the NSDL, our Company and the Registrar dated December 14,2018
7. Tripartite agreement between the CDSL, our Company and the Registrar dated December 08,2018.

#### B. Material Documents

1. Certified true copies of the Memorandum and Articles of Association of our Company, as amended from time to time.
2. Copy of Certificates of Incorporation of Gleam Fabmat Limited
3. Resolution of the Board of Directors meeting dated January 07, 2019 authorizing the Issue.
4. Shareholders' resolution passed at the EGM dated January 07, 2019 authorizing the Issue.
5. Auditor's report for Restated Financials dated January 07, 2019 included in this Draft Prospectus.
6. The Statement of Tax Benefits dated January 07, 2019 from our Statutory Auditors.
7. Consent of our Directors, Company Secretary and Compliance Officer, Chief Financial Officer, Statutory Auditor, Lead Managers, Legal Advisor to the Issue, Registrar to the Issue, Market Maker and Underwriters as referred to in their specific capacities.
8. Due Diligence Certificate(s) dated [●] of the Lead Manager to be submitted to SEBI along with the filing of the Prospectus.
9. Approval from BSE vide letter dated [●] to use the name of BSE in this Issue Document for listing of Equity Shares on the SME Platform of the BSE.

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 of the provisions contained in the Companies Act and other relevant statutes.

## DECLARATION

We, hereby declare that, all the relevant provisions of the Companies Act, 1956, Companies Act, 2013 (to the extent notified) and the Guidelines issued by the Government of India or the Regulations or Guidelines issued by the Securities and Exchange Board of India, as the case may be, have been complied with and no statement made in the Draft Prospectus is contrary to the provisions of the Companies Act, 1956, Companies Act, 2013 (to the extent notified), the Securities Contract (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957 and the Securities and Exchange Board of India Act, 1992, each as Amended or Rules made there under or Guidelines / Regulations issued, as the case may be. We further certify that all the disclosures and statements made in the Draft Prospectus are true and correct.

### SIGNED BY THE DIRECTORS OF OUR COMPANY:

\_\_\_\_\_  
**Mr. Amit Gupta**  
 Managing Director

\_\_\_\_\_  
**Mr. Anil Kumar Gupta**  
 Whole-time Director

\_\_\_\_\_  
**Mr. Arun Gupta**  
 Whole-time Director

\_\_\_\_\_  
**Mrs. Pushpa Gupta**  
 Non-Executive Director

\_\_\_\_\_  
**Mr. Yogesh Aggarwal**  
 Non-Executive Director

\_\_\_\_\_  
**Mr. Depender Singhal**  
 Non-Executive Director

\_\_\_\_\_  
**Mrs. Ankit Rastogi**  
 Non-Executive Independent Director

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**Mr. Kapil Sharma**  
 Non-Executive Independent Director

\_\_\_\_\_  
**Mrs. Shivani Gupta**  
 Non-Executive Independent Director

### SIGNED BY THE CHIEF FINANCIAL OFFICER & COMPANY SECRETARY AND COMPLIANCE OFFICER

\_\_\_\_\_  
**Mr. Amit Gupta**  
 Chief Financial Officer

\_\_\_\_\_  
**Mr. Navneet Gupta**  
 Company Secretary and Compliance Officer

**Date:** January 08, 2019  
**Place:** Delhi