PROSPECTUS
Dated September 27, 2017
Please read Section 32 of the Companies Act, 2013
Book Built Issue

PRATAAP SNACKS LIMITED

Our Company was incorporated as Prataap Snacks Private Limited on March 23, 2009 at Gwalior, Madhya Pradesh as a private limited company under the Companies Act, 1956. Pursuant to a special resolution passed by our Shareholders on September 9, 2016, our Company was converted into a public limited company and the name was changed to Prataap Snacks Limited and a fresh certificate of incorporation consequent upon change of name was issued on September 19, 2016 by the Registrar of Companies, Madhya Pradesh at Gwalior ("**RoC**"). For details pertaining to the changes in our name and the address of our Registered Office, see "History and Certain Corporate Matters" on page 194.

Registered and Corporate Office: Khasra No 378/2, Nemawar Road, Near Makrand House, Indore 452 020; **Tel**: (91 731) 243 7621; **Fax**: (91 731) 243 7605
Contact Person: Rishabh Kumar Jain, Company Secretary and Compliance Officer; **E-mail:** complianceofficer@yellowdiamond.in; **Website**: www.yellowdiamond.in
Corporate Identity Number: U15311MP2009PLC021746

PROMOTERS OF OUR COMPANY: AMIT KUMAT, ARVIND MEHTA, APOORVA KUMAT, INDIVIDUALS IDENTIFIED AS PROMOTERS AND LISTED IN "OUR PROMOTERS AND PROMOTER GROUP" BEGINNING ON PAGE 220 AND SCI GROWTH INVESTMENTS II

PUBLIC ISSUE OF UP TO 5,137,966 EQUITY SHARES OF FACE VALUE OF ₹ 5 EACH (THE "EQUITY SHARES") OF PRATAAP SNACKS LIMITED (OUR "COMPANY") FOR CASH AT A PRICE OF ₹ 938* PER EQUITY SHARE (INCLUDING A SHARE PREMIUM OF ₹ 933 PER EQUITY SHARE) AGGREGATING UP TO ₹ 4,815.63^ MILLION (THE "ISSUE") CONSISTING OF A FRESH ISSUE OF 2,132,196^ EQUITY SHARES AGGREGATING UP TO ₹ 1,998.43^ MILLION AND AN OFFER FOR SALE OF UP TO 3,005,770 EQUITY SHARES INCLUDING UP TO 369,451 EQUITY SHARES BY SEQUOIA CAPITAL GFIV MAURITIUS INVESTMENTS ("SCG") AND UP TO 94,266 EQUITY SHARES BY SEQUOIA CAPITAL INDIA GROWTH INVESTMENT HOLDINGS I ("SCI-GIH") (COLLECTIVELY REFERRED TO AS THE "INVESTOR SELLING SHAREHOLDERS"), UP TO 1,317,093 EQUITY SHARES BY SCI GROWTH INVESTMENTS II ("SCI"), UP TO 183,740 EQUITY SHARES BY ARVIND MEHTA, UP TO 139,200 EQUITY SHARES BY NAVEEN MEHTA, UP TO 139,200 EQUITY SHARES BY ARUN MEHTA, UP TO 361,920 EQUITY SHARES BY RAJESH MEHTA, UP TO 66,820 EQUITY SHARES BY KANTA MEHTA, UP TO 77,950 EQUITY SHARES BY PREMLATA KUMAT, UP TO 22,270 EQUITY SHARES BY SWATI BAPNA, UP TO 116,930 EQUITY SHARES BY APOORVA KUMAT AND UP TO 116,930 EQUITY SHARES BY AMIT KUMAT (TOGETHER, THE "PROMOTER SELLING SHAREHOLDERS", AND TOGETHER WITH THE INVESTOR SELLING SHAREHOLDERS, THE "SELLING SHAREHOLDERS"). THE ISSUE INCLUDES A RESERVATION OF UP TO 42,000 EQUITY SHARES AGGREGATING TO ₹ 35.62 MILLION FOR SUBSCRIPTION BY ELIGIBLE EMPLOYEES (AS DEFINED HEREIN) ("EMPLOYEE RESERVATION PORTION"). THE ISSUE LESS EMPLOYEE RESERVATION PORTION IS REFERRED TO AS THE "NET ISSUE". THE ISSUE AND THE NET ISSUE WILL CONSTITUTE 21.91% AND 21.73% RESPECTIVELY, OF THE POST ISSUE PAID-UP EQUITY SHARE CAPITAL OF OUR COMPANY.**

THE FACE VALUE OF EQUITY SHARES IS ₹ 5 EACH. THE OFFER PRICE IS ₹ 938 PER EQUITY SHARE AND IS 187.60 TIMES THE FACE VALUE OF THE EQUITY SHARES.
* *Employee Discount of ₹90 per Equity Share to the Issue Price was offered to the Eligible Employees Bidding in the Employee Reservation Portion.*
***Our Company has undertaken a private placement of 533,000 Equity Shares for a cash consideration of ₹500 million ("**Pre-IPO**"). The size of the Fresh Issue as disclosed in the Draft Red Herring Prospectus dated June 21, 2017 being ₹2,500 million has been reduced accordingly.*
^ Subject to finalisation of the Basis of Allotment

In terms of Rule 19(2)(b) of the SCRR and in compliance with Regulation 26(1) of SEBI ICDR Regulations, this Issue was made through the Book Building Process, wherein 50% of the Net Issue was available for allocation on a proportionate basis to Qualified Institutional Buyers ("**QIBs**", the "**QIB Portion**"), provided that our Company and the Selling Shareholders, in consultation with the GCBRLMs and the BRLM, allocated up to 60% of the QIB Portion to Anchor Investors on a discretionary basis (the "**Anchor Investor Portion**"), out of which one-third was reserved for domestic Mutual Funds only, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price, in accordance with the SEBI ICDR Regulations. Further, 5% of the QIB Portion (excluding the Anchor Investor Portion) was available for allocation on a proportionate basis to Mutual Funds only, and the remainder of the QIB Portion was available for allocation on a proportionate basis to all QIB Bidders (other than Anchor Investors), including Mutual Funds, subject to valid Bids being received at or above the Issue Price. Further, not less than 15% of the Net Issue was available for allocation on a proportionate basis to Non-Institutional Bidders and not less than 35% of the Net Issue was available for allocation to Retail Individual Bidders in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Issue Price. Further, 42,000 Equity Shares were available for allocation on a proportionate basis to Eligible Employees, subject to valid Bids being received from them at or above the Issue Price, after the Employee Discount. All potential investors, other than Anchor Investors, were required to mandatorily use the Application Supported by Blocked Amount ("**ASBA**") process providing details of their respective bank account which were blocked by the Self Certified Syndicate Banks ("**SCSBs**"), to participate in this Issue. Anchor Investors were not permitted to participate in the Issue through ASBA process. For details, see "Issue Procedure" beginning on page 439.

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. The face value of each Equity Share is ₹ 5 and the Floor Price is 186 times the face value, the Cap Price is 187.60 times the face value and the Issue Price is 187.60 times the face value. The Issue Price (determined and justified by our Company and the Selling Shareholders in consultation with the GCBRLMs and the BRLM as stated under "Basis for Issue Price" beginning on page 125) 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 the contents of this Prospectus. Specific attention of the investors is invited to "Risk Factors" beginning on page 18.

COMPANY'S AND SELLING SHAREHOLDERS' ABSOLUTE RESPONSIBILITY

Our Company, having made all reasonable inquiries, accepts responsibility for and confirms that this Prospectus contains all information with regard to our Company and the Issue, which is material in the context of the Issue, that the information contained in this Prospectus is true and correct in all material aspects and is not misleading in any material respect, that the opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which makes this Prospectus as a whole or any of such information or the expression of any such opinions or intentions misleading in any material respect. Further, each Selling Shareholder severally accepts responsibility for and confirms only statements made or undertaken expressly by such Selling Shareholder in this Prospectus solely in relation to itself and its portion of the Equity Shares offered in the Offer for Sale. The Selling Shareholders assume no responsibility for any other statements, including, *inter alia*, any of the statements made by or relating to the Company or its business in this Prospectus.

LISTING

The Equity Shares offered through the Red Herring Prospectus are proposed to be listed on the BSE and NSE. Our Company has received an 'in-principle' approval from the BSE and NSE for the listing of the Equity Shares pursuant to letters dated July 25, 2017 and August 3, 2017, respectively. For the purposes of the Issue, the Designated Stock Exchange is NSE. A copy of the Red Herring Prospectus has been delivered and this Prospectus shall be delivered for registration to the RoC in accordance with Section 26(4) of the Companies Act, 2013, respectively. For details of the material contracts and documents made available for inspection from the date of the Red Herring Prospectus up to the Bid/Offer Closing Date, see "Material Contracts and Documents for Inspection" beginning on page 506.

GLOBAL COORDINATORS AND BOOK RUNNING LEAD MANAGERS		BOOK RUNNING LEAD MANAGER	REGISTRAR TO THE ISSUE
Edelweiss Financial Services Limited 14th Floor, Edelweiss House Off CST Road Kalina Mumbai 400 098 Tel: (91 22) 4009 4400 Fax: (91 22) 4086 3610 E-mail: prataap.ipo@edelweissfin.com Investor Grievance E-mail: customerservice.mb@ edelweissfin.com Website: www.edelweissfin.com Contact Person: Siddharth Shah/Sudhanshu Bhasin SEBI Registration Number: INM0000010650	**JM Financial Institutional Securities Limited** 7th Floor, Cnergy Appasaheb Marathe Marg, Prabhadevi Mumbai 400 025 Tel: (91 22) 6630 3030 Fax: (91 22) 6630 3330 E-mail: prataap.ipo@jmfl.com Investor grievance e-mail: grievance.ibd@jmfl.com Website: www.jmfl.com Contact person: Prachee Dhuri SEBI Registration Number: INM000010361	**Spark Capital Advisors (India) Private Limited** No.2 'Reflections', Leith Castle Centre Street Santhome High Road Chennai 600 028 Tel: (91 44) 4344 0000 Fax: (91 44) 4344 0090 E-mail: prataap.ipo@sparkcapital.in Investor Grievance E-mail: investorgrievance@sparkcapital.in Website: www.sparkcapital.in Contact Person: Vishal Prasad SEBI Registration Number: INM000011138	**Karvy Computershare Private Limited** Karvy Selenium Tower B, Plot 31-32 Gachibowli, Financial District Nanakramguda Hyderabad 500 032 Tel: (91 40) 6716 2222 Fax: (91 40) 2343 1551 E-mail: einward.ris@karvy.com Investor Grievance E-mail: prataap.ipo@karvy.com Website: https://karisma.karvy.com Contact Person: M. Murali Krishna SEBI Registration Number: INR000000221

BID/ISSUE PROGRAMME	
BID/ISSUE OPENED ON	September 22, 2017*
BID/ISSUE CLOSED ON	September 26, 2017

* *The Anchor Investor Bid/Issue Period was September 21, 2017.*

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SECTION I: GENERAL

DEFINITIONS AND ABBREVIATIONS

This Prospectus uses certain definitions and abbreviations which, unless the context otherwise indicates or implies, shall have the meaning as provided below. References to any legislation, act, regulation, rules, guidelines or policies shall be to such legislation, act, regulation, rules, guidelines or policies as amended, supplemented or re-enacted from time to time, and any reference to a statutory provision shall include any subordinate legislation made from time to time under that provision.

The words and expressions used in this Prospectus but not defined herein shall have, to the extent applicable, the same meaning ascribed to such terms under the SEBI ICDR Regulations, the Companies Act, the SCRA, the Depositories Act and the rules and regulations made thereunder. Notwithstanding the foregoing, the terms used in "Our Business", "Statement of Tax Benefits", "Financial Statements", "Outstanding Litigation and Material Developments" and "Main Provisions of the Articles of Association" beginning on pages 171, 130, 236, 406 and 486, respectively shall have the meaning ascribed to them in the relevant section.

General Terms

Term	Description
"our Company", "the Company", "the Issuer", "Prataap" or "PSL"	Prataap Snacks Limited, a company incorporated under the Companies Act, 1956 and having its registered and corporate office at Khasra No 378/2, Nemawar Road, Near Makrand House, Indore 452 020
"we", "us" or "our"	Unless the context otherwise indicates or implies, refers to our Company together with its Subsidiary, on a consolidated basis

Company and Selling Shareholder Related Terms

Term	Description
Articles of Association/AoA	Articles of association of our Company
Audit Committee	Audit committee of our Company, constituted in accordance with the applicable provisions of the Companies Act, 2013 and the SEBI Listing Regulations
Auditors/Statutory Auditors	Statutory auditors of our Company, being M/s S R B C & CO LLP, Chartered Accountants
Board/Board of Directors	Board of directors of our Company or a duly constituted committee thereof
Compulsorily Convertible Preference Shares/CCPS	Fully and compulsorily convertible preference shares of our Company of face value of ₹ 100 each
Corporate Office	Corporate office of our Company located at Khasra No 378/2, Nemawar Road, Near Makrand House, Indore 452 020
Corporate Social Responsibility Committee	Corporate social responsibility committee of our Company, constituted in accordance with the applicable provisions of the Companies Act, 2013
Director(s)	Director(s) of our Company
Equity Shares	Equity shares of our Company of face value of ₹ 5 each
Faering Capital	Faering Capital India Evolving Fund II, represented by its trustee Faering Capital Trustee Company Private Limited, acting through its investment manager Faering Capital Advisors LLP
Faering SHA	Shareholders' agreement dated June 23, 2016 between our Company, Faering Capital, SCI, SCG, SCI-GIH, Arvind Mehta, Rajesh Mehta, Naveen Mehta, Arun Mehta, Kanta Mehta, Rita Mehta, Amit Kumat, Premlata Kumat, Sudhir Kumat, Swati Bapna, Rakhi Kumat, Sandhya Kumat and Apoorva Kumat
Faering SPA	Share purchase agreement dated June 23, 2016 between our Company, Faering Capital, Arvind Mehta, Rajesh Mehta, Naveen Mehta, Arun Mehta, Premlata Kumat, Sudhir Kumat, Swati Bapna, Apoorva Kumat, Raj Kumar Kalra, Mahesh Purohit, Awadh Bihari Singh, Sumit Sharma, Subhash Bhatt, Deepak Brahme, Bhuneshwar Kumar and Hardeep Vaid
Group Companies	Companies which are covered under the applicable accounting standards and also other companies as considered material by our Board, as disclosed in "Our Group Companies" beginning on page 230
Guwahati – I	The manufacturing facility of our Company located at IOC Road, Gauripur,

Term	Description
	Amingaon, Guwahati 781 031, Assam
Guwahati – II	The manufacturing facility of our Company located at Plot No. 40-41, Brahmaputra Industrial Park, Amingaon, Guwahati 781 031, Assam
Investor Selling Shareholders	SCG and SCI-GIH
IPO Committee	IPO committee of the Board of Directors
Key Management Personnel/KMP	Key management personnel of our Company as disclosed in "Management - Key Management Personnel" on page 217
Memorandum of Association/MoA	Memorandum of Association of our Company
Nomination & Remuneration Committee	Nomination and remuneration committee of our Company, constituted in accordance with the applicable provisions of the Companies Act, 2013 and the SEBI Listing Regulations
Prakash Snacks	Prakash Snacks Private Limited
Promoters	Promoters of our Company, namely, SCI Growth Investments II, Arvind Mehta, Amit Kumat, Apoorva Kumat, Rajesh Mehta, Naveen Mehta, Arun Mehta, Kanta Mehta, Rita Mehta, Premlata Kumat, Swati Bapna, Rakhi Kumat and Sandhya Kumat. For details, see "Our Promoters and Promoter Group" beginning on page 220
Promoter Group	Persons and entities constituting the promoter group of our Company in terms of Regulation 2(1)(zb) of the SEBI ICDR Regulations
Promoter Selling Shareholders	SCI Growth Investments II, Arvind Mehta, Naveen Mehta, Arun Mehta, Rajesh Mehta, Kanta Mehta, Premlata Kumat, Swati Bapna, Apoorva Kumat and Amit Kumat
Pure N Sure	Pure N Sure Food Bites Private Limited
Registered Office	Registered office of our Company located at Khasra No 378/2, Nemawar Road, Near Makrand House, Indore 452 020
Registrar of Companies/RoC	Registrar of Companies, Madhya Pradesh at Gwalior
Restated Consolidated Financial Statements	Restated consolidated summary statements of assets and liabilities as at March 31, 2017, 2016, 2015, 2014 and 2013 and profits and losses and cash flows for each of the years ended March 31, 2017, 2016, 2015, 2014 and 2013 of our Company and its Subsidiary, read along with the notes thereto and included in "Financial Statements" beginning on page 236
Restated Financial Statements	Restated Consolidated Financial Statements and the Restated Unconsolidated Financial Statements
Restated Unconsolidated Financial Statements	Restated unconsolidated summary statements of assets and liabilities as at March 31, 2017, 2016, 2015, 2014 and 2013 and profits and losses and cash flows for each of the years ended March 31, 2017, 2016, 2015, 2014 and 2013 of our Company, read along with the notes thereto and included in "Financial Statements" beginning on page 236
Risk Management Committee	Risk management committee of our Company, constituted in accordance with the applicable provisions of the Companies Act, 2013 and the SEBI Listing Regulations
SCI	SCI Growth Investments II
SCI-GIH	Sequoia Capital India Growth Investment Holdings I
SCG	Sequoia Capital GFIV Mauritius Investments
Selling Shareholders	Investor Selling Shareholders and Promoter Selling Shareholders
Series A CCPS	CCPS allotted to SCI pursuant to the terms of the Series A CCPS SSA and Series A CCPS SHA
Series A CCPS SHA	Shareholders' agreement dated May 4, 2011 amongst, *inter alia*, our Company, SCI, Arvind Mehta and Amit Kumat
Series A CCPS SSA	Share subscription agreement dated May 4, 2011 amongst, *inter alia*, our Company, SCI, Arvind Mehta and Amit Kumat, as amended by the deed of adherence and letter agreement dated September 28, 2011, letter agreement dated October 20, 2011, amendment agreement dated December 20, 2011, letter agreement dated February 17, 2012 and letter agreement dated December 3, 2012
Series A1 CCPS	CCPS allotted to SCI and SCG pursuant to the terms of the Series A1 CCPS SSA

Term	Description
	and Series A1 CCPS SHA
Series A1 CCPS SHA	Shareholders' agreement dated January 16, 2013 amongst, *inter alia*, our Company, SCI, SCG, Arvind Mehta and Amit Kumat
Series A1 CCPS SSA	Share subscription agreement dated January 16, 2013 amongst, *inter alia*, our Company, SCI, SCG, Arvind Mehta and Amit Kumat
Series A2 CCPS	CCPS allotted to SCI-GIH pursuant to the terms of the Series A2 CCPS SSA and Series A2 CCPS SHA
Series A2 CCPS SHA	Shareholders' agreement dated January 10, 2014 amongst, *inter alia*, our Company, SCI-GIH, Arvind Mehta and Amit Kumat
Series A2 CCPS SSA	Share subscription agreement dated January 10, 2014 amongst, *inter alia*, our Company, SCI-GIH, Arvind Mehta and Amit Kumat
Sequoia	SCI, SCG and SCI-GIH
Shareholders	Shareholders of our Company from time to time
Stakeholders Relationship Committee	Stakeholders relationship committee of our Company, constituted in accordance with the applicable provisions of the Companies Act, 2013 and the SEBI Listing Regulations
Subsidiary	Subsidiary of our Company namely, Pure N Sure Food Bites Private Limited. For details, see "Our Subsidiary" beginning on page 200

Issue Related Terms

Term	Description
Acknowledgement Slip	The slip or document issued by the Designated Intermediary to a Bidder as proof of registration of the Bid cum Application Form
Allot/Allotment/Allotted	Unless the context otherwise requires, allotment of the Equity Shares pursuant to the Fresh Issue and transfer of the respective portion of the Equity Shares offered by the Selling Shareholders pursuant to the Offer for Sale to the successful Bidders
Allotment Advice	Note or advice or intimation of Allotment sent to the Bidders who have been or are to be Allotted the Equity Shares after the Basis of Allotment has been approved by the Designated Stock Exchange
Allottee	Successful Bidder to whom the Equity Shares are Allotted
Anchor Investor	Qualified Institutional Buyer, applying under the Anchor Investor Portion in accordance with the requirements specified in the SEBI ICDR Regulations and this Prospectus
Anchor Investor Allocation Price	₹ 938 per Equity Share, the price at which Equity Shares have been allocated to Anchor Investors in terms of the Red Herring Prospectus and this Prospectus which was decided by our Company and the Selling Shareholders, in consultation with the GCBRLMs and the BRLM
Anchor Investor Application Form	Form used by an Anchor Investor to make a Bid in the Anchor Investor Portion and which will be considered as an application for Allotment in terms of the Red Herring Prospectus and this Prospectus
Anchor Investor Bid/Issue Period	September 21, 2017
Anchor Investor Escrow Account	Account opened with the Escrow Collection Bank and in whose favour the Anchor Investors will transfer money through NACH/NECS/direct credit/NEFT/RTGS in respect of the Bid Amount when submitting a Bid
Anchor Investor Issue Price	₹ 938 per Equity Share
Anchor Investor Portion	Up to 60% of the QIB Portion which was allocated by our Company and the Selling Shareholders, in consultation with the GCBRLMs and the BRLM, to Anchor Investors on a discretionary basis. One-third of the Anchor Investor Portion was reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price
Application Supported by Blocked Amount or ASBA	Application, whether physical or electronic, used by ASBA Bidders to make a Bid and authorize an SCSB to block the Bid Amount in the ASBA Account

Term	Description
ASBA Account	Bank account maintained with an SCSB and specified in the ASBA Form submitted by ASBA Bidders for blocking the Bid Amount mentioned in the ASBA Form
ASBA Bidders	All Bidders except Anchor Investors
ASBA Form	Application form, whether physical or electronic, used by ASBA Bidders which was considered as the application for Allotment in terms of the Red Herring Prospectus and this Prospectus
Bankers to the Issue	Escrow Collection Bank, Public Issue Bank and Refund Bank, as the case may be
Basis of Allotment	Basis on which Equity Shares will be Allotted to successful Bidders under the Issue and which is described in "Issue Procedure" beginning on page 439
Bid	Indication to make an offer during the Bid/Issue Period by an ASBA Bidder pursuant to submission of the ASBA Form, or during the Anchor Investor Bid/Issue Period by an Anchor Investor, pursuant to submission of the Anchor Investor Application Form, to subscribe to or purchase the Equity Shares at a price within the Price Band, including all revisions and modifications thereto as permitted under the SEBI ICDR Regulations and in terms of the Red Herring Prospectus and the Bid cum Application Form. The term "Bidding" shall be construed accordingly
Bid Amount	The highest value of optional Bids indicated in the Bid cum Application Form and payable by the Bidder or blocked in the ASBA Account of the Bidder, as the case may be, upon submission of the Bid, less Employee Discount, as applicable
Bid cum Application Form	Anchor Investor Application Form or the ASBA Form, as the context requires
Bid/Issue Closing Date	September 26, 2017, except in relation to any Bids received from the Anchor Investors
Bid/Issue Opening Date	September 22, 2017, except in relation to any Bids received from the Anchor Investors
Bid/Issue Period	September 22, 2017 to September 26, 2017, except in relation to any Bids received from the Anchor Investors
Bid Lot	15 Equity Shares and in multiples of 15 Equity Shares thereafter
Bidder	Any prospective investor who makes a Bid pursuant to the terms of the Red Herring Prospectus and the Bid cum Application Form and unless otherwise stated or implied, includes an Anchor Investor
Bidding Centers	Centers at which Designated Intermediaries accepted the ASBA Forms, i.e., Designated Branches for SCSBs, Specified Locations for Syndicate, Broker Centers for Registered Brokers, Designated RTA Locations for RTAs and Designated CDP Locations for CDPs
Book Building Process	Book building process, as provided in Schedule XI of the SEBI ICDR Regulations, in terms of which the Issue is being made
Book Running Lead Manager or BRLM	Book running lead manager to the Issue, being Spark
Broker Centers	Centers notified by the Stock Exchanges where Bidders have submitted the ASBA Forms to a Registered Broker. The details of such Broker Centers, along with the names and contact details of the Registered Broker are available on the respective websites of the Stock Exchanges (www.bseindia.com and www.nseindia.com)
CAN/Confirmation of Allocation Note	Notice or intimation of allocation of the Equity Shares sent to Anchor Investors, who have been allocated the Equity Shares, after the Anchor Investor Bid/Issue Period
Cap Price	₹ 938 per Equity Share
Cash Escrow Agreement	Agreement dated September 7, 2017 entered into by our Company, the Selling Shareholders, the GCBRLMs, the BRLM, the Escrow Collection Bank, Public Issue Bank, the Syndicate Members, Registrar to the Issue and the Refund Bank for collection of the Bid Amounts from Anchor Investors, transfer of funds to the Public Issue Account and where applicable, refunds of the amounts collected from Bidders, on the terms and conditions thereof
Client ID	Client identification number maintained with one of the Depositories in relation to demat account
Collecting Depository	Depository Participant registered with SEBI and who is eligible to procure Bids at

Term	Description
Participant or CDP	the Designated CDP Locations in terms of circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 issued by SEBI as per the list available on the websites of the BSE and NSE
Cut-off Price	Issue Price, finalised by our Company and the Selling Shareholders, in consultation with the GCBRLMs and the BRLM, being ₹ 938 per Equity Share. Only Eligible Employees Bidding in Employee Reservation Portion, and Retail Individual Bidders were entitled to Bid at the Cut-off Price. QIBs and Non-Institutional Bidders were not entitled to Bid at the Cut-off Price
Demographic Details	Details of the Bidders including the Bidders' address, name of the Bidders' father/husband, investor status, occupation and bank account details
Designated CDP Locations	Such locations of the CDPs where Bidders have submitted the ASBA Forms. The details of such Designated CDP Locations, along with names and contact details of the Collecting Depository Participants eligible to accept ASBA Forms are available on the respective websites of the Stock Exchanges (www.bseindia.com and www.nseindia.com)
Designated Date	Date on which funds are transferred from the Anchor Investor Escrow Account and instructions are given to the SCSBs to unblock the ASBA Accounts and transfer the amounts blocked by the SCSBs, from the ASBA Accounts, as the case may be, to the Public Issue Account or the Refund Account, as appropriate, in terms of the Red Herring Prospectus and the aforesaid transfer and instructions shall be issued only after finalisation of Basis of Allotment in consultation with the Designated Stock Exchange
Designated Intermediary(ies)	Syndicate, sub-syndicate/agents, SCSBs, Registered Brokers, CDPs and RTAs, who are authorized to collect ASBA Forms from the ASBA Bidders, in relation to the Issue
Designated RTA Locations	Such locations of the RTAs where Bidders have submitted the ASBA Forms to RTAs. The details of such Designated RTA Locations, along with names and contact details of the RTAs eligible to accept ASBA Forms are available on the respective websites of the Stock Exchanges (www.bseindia.com and www.nseindia.com)
Designated Branches	Such branches of the SCSBs which collected the ASBA Forms, a list of which is available on the website of SEBI at http://www.sebi.gov.in/sebiweb/home/list/5/33/0/0/Recognised-Intermediaries or at such other website as may be prescribed by SEBI from time to time
Designated Stock Exchange	NSE
Draft Red Herring Prospectus or DRHP	The draft red herring prospectus dated June 21, 2017 issued in accordance with the SEBI ICDR Regulations, which does not contain complete particulars of the price at which the Equity Shares will be Allotted and the size of the Issue
Edelweiss	Edelweiss Financial Services Limited
Eligible Employee	All or any of the following: (a) a permanent and full time employee of our Company or Subsidiary (excluding such employees who are not eligible to invest in the Issue under applicable laws) as of the date of filing of the Red Herring Prospectus with the RoC and who continued to be an employee of our Company, until the submission of the Bid cum Application Form and was based, working and present in India as on the date of submission of the Bid cum Application Form; and (b) a Director of our Company, whether a whole-time Director, a part time Director or otherwise (excluding such Directors not eligible to invest in the Offer under applicable laws, rules, regulations and guidelines and the Promoters and the immediate relatives of the Individual Promoters) who was eligible to apply under the Employee Reservation Portion under applicable law and was a resident in India
Eligible NRI(s)	NRI(s) from jurisdictions outside India where it is not unlawful to make an offer or invitation under the Issue and in relation to whom the ASBA Form and the Red

Term	Description
	Herring Prospectus constitutes an invitation to subscribe to or to purchase the Equity Shares
Employee Discount	Discount of ₹ 90 per Equity Share to the Issue Price given to Eligible Employees Bidding in the Employee Reservation Portion subject to the Bid Amount not exceeding ₹ 500,000, as decided by the Company and Selling Shareholders, in consultation with the GCBRLMs and the BRLM
Employee Reservation Portion	The portion of the Issue being up to 42,000 Equity Shares aggregating to ₹ 35.62 million, available for allocation to Eligible Employees, on a proportionate basis The maximum Bid Amount under the Employee Reservation Portion by an Eligible Employee shall not exceed ₹ 500,000 on a net basis. However, the initial Allotment to an Eligible Employee in the Employee Reservation Portion shall not exceed ₹ 200,000 (which will be less Employee Discount). Only in the event of under-subscription in the Employee Reservation Portion post the initial allotment, such unsubscribed portion may be Allotted on a proportionate basis to Eligible Employees Bidding in the Employee Reservation Portion, for a value in excess of ₹ 200,000, subject to the total Allotment to an Eligible Employee not exceeding ₹ 500,000 (which will be less Employee Discount)
Escrow Collection Bank	Bank which is a clearing member and registered with SEBI as a banker to an issue and with whom the Anchor Investor Escrow Account will be opened, in this case being ICICI Bank Limited
First Bidder	Bidder whose name was mentioned in the Bid cum Application Form or the Revision Form and in case of joint Bids, whose name also appears as the first holder of the beneficiary account held in joint names
Floor Price	₹ 930 per Equity Share
Fresh Issue	Fresh issue of up to 2,132,196^ Equity Shares aggregating up to ₹ 1,998.43^ million by our Company. Our Company has undertaken a private placement of 533,000 Equity Shares for a cash consideration of ₹ 500 million ("Pre-IPO"). The size of the Fresh Issue as disclosed in the Draft Red Herring Prospectus dated June 21, 2017 being ₹ 2,500 million has been reduced accordingly. ^Subject to finalisation of the Basis of Allotment
General Information Document/GID	General Information Document prepared and issued in accordance with the circular (CIR/CFD/DIL/12/2013) dated October 23, 2013 notified by SEBI, as amended from time to time, suitably modified and included in "Issue Procedure" beginning on page 439
Global Coordinators and Book Running Lead Managers or GCBRLMs	Global coordinators and book running lead managers to the Issue, being Edelweiss and JM Financial
Issue	Public issue of 5,137,966 Equity Shares of face value of ₹ 5 each for cash at a price of ₹ 938* each, aggregating up to ₹ 4,815.63^ million comprising the Fresh Issue and the Offer for Sale. The Issue comprises of Net Issue and Employee Reservation Portion. The Issue comprises Net Issue to the public aggregating up to ₹ 4,780.02^ million and the Employee Reservation Portion. The Issue includes a reservation of 42,000 Equity Shares aggregating to ₹35.62 million for subscription by Eligible Employees ^ *Subject to finalisation of the Basis of Allotment* ** *Employee Discount of ₹ 90 per Equity Share to the Issue Price was offered to Eligible Employees Bidding in the Employee Reservation Portion* Our Company has undertaken the Pre-IPO Placement post filing of the Draft Red Herring Prospectus, wherein on August 25, 2017, our Company allotted an aggregate of 533,000 Equity Shares to various investors pursuant to a private placement of Equity Shares. For information in relation to the allottees, see "Capital Structure – Notes to the Capital Structure" on page 85.
Issue Agreement	Agreement dated June 21, 2017 amongst our Company, the Selling Shareholders, the GCBRLMs and the BRLM, pursuant to which certain arrangements are agreed to in relation to the Issue
Issue Price	₹ 938 per Equity Share, final price at which Equity Shares will be Allotted to Bidders other than Anchor Investors. Equity Shares will be Allotted to Anchor

Term	Description
	Investors at the Anchor Investor Issue Price in terms of the Red Herring Prospectus The Issue Price was decided by our Company and the Selling Shareholders in consultation with the GCBRLMs and the BRLM on the Pricing Date Employee Discount of ₹ 90 per Equity Share to the Issue Price was offered to the Eligible Employees Bidding in the Employee Reservation Portion.
Issue Proceeds	Proceeds of the Issue that are available to our Company and the Selling Shareholders
JM Financial	JM Financial Institutional Securities Limited
Maximum RIB Allottees	Maximum number of RIBs who can be allotted the minimum Bid Lot. This is computed by dividing the total number of Equity Shares available for Allotment to RIBs by the minimum Bid Lot, subject to valid Bids being received at or above the Issue Price
Mutual Funds	Mutual funds registered with SEBI under the Securities and Exchange Board of India (Mutual Funds) Regulations, 1996
Mutual Fund Portion	5% of the QIB Portion (excluding the Anchor Investor Portion), or 50,960 Equity Shares available for allocation to Mutual Funds only, subject to valid Bids being received at or above the Issue Price
Net Issue	The Issue less the Employee Reservation Portion being 5,095,966 Equity Shares aggregating to ₹ 4,780.02^ million ^ Subject to finalisation of the Basis of Allotment
Net Proceeds	Proceeds of the Fresh Issue less our Company's share of the Issue expenses. For further details regarding the use of the Net Proceeds and the Issue expenses, see "Objects of the Issue" beginning on page 107
Non-Institutional Bidders	All Bidders that are not QIBs or Retail Individual Bidders or Eligible Employees Bidding in the Retail Portion or Employee Reservation Portion, respectively and who have Bid for the Equity Shares for an amount more than ₹ 200,000 (but not including NRIs other than Eligible NRIs)
Non-Institutional Portion	Portion of the Issue being not less than 15% of the Net Issue consisting of 764,395 Equity Shares available for allocation on a proportionate basis to Non-Institutional Bidders, subject to valid Bids being received at or above the Issue Price
Non-Resident	Person resident outside India, as defined under FEMA and includes a non-resident Indian, FVCIs and FPIs
Offer for Sale	Offer for sale of 3,005,770 Equity Shares by the Selling Shareholders for a cash price of ₹ 938 per Equity Share including a share premium of ₹ 933 per Equity Share aggregating to ₹ 2,817.20 million consisting of 1,317,093 Equity Shares by SCI, 369,451 Equity Shares by SCG, 94,266 Equity Shares by SCI-GIH, 183,740 Equity Shares by Arvind Mehta, 139,200 Equity Shares by Naveen Mehta, 139,200 Equity Shares by Arun Mehta, 361,920 Equity Shares by Rajesh Mehta, 66,820 Equity Shares by Kanta Mehta, 77,950 Equity Shares by Premlata Kumat, 22,270 Equity Shares by Swati Bapna, 116,930 Equity Shares by Apoorva Kumat and 116,930 Equity Shares by Amit Kumat
Pre-IPO Placement	The private placement of 533,000 Equity Shares for cash consideration aggregating ₹ 500 million, undertaken by our Company. For further details, see "Capital Structure – Notes to the Capital Structure" on page 85.
Price Band	Price band of a minimum price of ₹ 930 per Equity Share (Floor Price) and the maximum price of ₹ 938 per Equity Share (Cap Price) including any revisions thereof.
Pricing Date	September 27, 2017
Prospectus	This Prospectus dated September 27, 2017 filed with the RoC in accordance with Section 32 of the Companies Act, 2013, and the SEBI ICDR Regulations containing, *inter alia*, the Issue Price that is determined at the end of the Book Building Process, the size of the Issue and certain other information, including any addenda or corrigenda thereto

Term	Description
Public Issue Account	Bank account opened under Section 40(3) of the Companies Act, 2013 to receive monies from the Anchor Investor Escrow Account and ASBA Accounts on the Designated Date
Public Issue Bank	Bank which is a clearing member and registered with SEBI as a banker to an issue and with whom the Public Issue Account is opened, in this case being ICICI Bank Limited
QIB Portion	Portion of the Net Issue (including the Anchor Investor Portion) amounting to 50% of the Net Issue being 2,547,982 Equity Shares, available for allocation to QIBs, including the Anchor Investors, subject to valid Bids being received at or above the Issue Price
Qualified Institutional Buyers or QIBs or QIB Bidders	Qualified institutional buyers as defined under Regulation 2(1)(zd) of the SEBI ICDR Regulations
Red Herring Prospectus or RHP	The Red Herring Prospectus dated September 12, 2017 issued in accordance with Section 32 of the Companies Act, 2013 and the provisions of the SEBI ICDR Regulations, which did not have complete particulars of the price at which the Equity Shares have been offered and the size of the Issue.
Refund Account	Account opened with the Refund Bank, from which refunds, if any, of the whole or part of the Bid Amount to the Bidders shall be made
Refund Bank	Bank which is a clearing member and registered with SEBI as a banker to an issue and with whom the Refund Account will be opened, in this case being ICICI Bank Limited
Registered Brokers	Stock brokers registered with the stock exchanges having nationwide terminals, other than the GCBRLMs, the BRLM and the Syndicate Members and eligible to procure Bids in terms of Circular No. CIR/CFD/14/2012 dated October 4, 2012 issued by SEBI
Registrar Agreement	Agreement dated June 20, 2017 entered into amongst our Company, the Selling Shareholders 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 or RTAs	Registrar and share transfer agents registered with SEBI and eligible to procure Bids at the Designated RTA Locations in terms of circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 issued by SEBI as per the list available on the websites of the BSE and NSE
Registrar to the Issue/Registrar	Karvy Computershare Private Limited
Retail Individual Bidder(s)/RIB(s)	Individual Bidders, other than Eligible Employees Bidding in the Employee Reservation Portion who have Bid for the Equity Shares for an amount not more than ₹ 200,000 in any of the bidding options in the Net Issue (including HUFs applying through their Karta and Eligible NRIs)
Retail Portion	Portion of the Net Issue being not less than 35% of the Net Issue consisting of 1,783,589 Equity Shares available for allocation to Retail Individual Bidders (subject to valid bids being received at or above the Issue Price), which is not less than the minimum Bid Lot subject to availability in the Retail Portion, and the remaining Equity Shares to be Allotted on a proportionate basis
Revision Form	Form used by the Bidders to modify the quantity of the Equity Shares or the Bid 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 Bids (in terms of quantity of Equity Shares or the Bid Amount) at any stage. Retail Individual Bidders and Eligible Employees can revise their Bids during the Bid/Issue Period and withdraw their Bids until Bid/Issue Closing Date
Self Certified Syndicate Bank(s) or SCSB(s)	Banks registered with SEBI, offering services in relation to ASBA, a list of which is available on the website of SEBI at http://www.sebi.gov.in/sebiweb/home/list/5/33/0/0/Recognised-Intermediaries and updated from time to time
Share Escrow Agent	Escrow agent appointed pursuant to the Share Escrow Agreement, namely, Karvy

Term	Description
	Computershare Private Limited
Share Escrow Agreement	Agreement dated September 7, 2017 entered into among our Company, the Selling Shareholders and the Share Escrow Agent in connection with the transfer of Equity Shares under the Offer for Sale by Selling Shareholders and credit of such Equity Shares to the demat account of the Allottees
Spark	Spark Capital Advisors (India) Private Limited
Specified Locations	Bidding Centers where the Syndicate accepts ASBA Forms from Bidders
Syndicate Agreement	Agreement dated September 7, 2017 entered into among our Company, the Selling Shareholders, the GCBRLMs, the BRLM and the Syndicate Members, in relation to collection of Bids by the members of the Syndicate
Syndicate Members	Intermediaries registered with SEBI who are permitted to carry out activities as an underwriter, namely, Edelweiss Securities Limited and JM Financial Services Limited
Syndicate	GCBRLMs, BRLM and the Syndicate Members
Systemically Important Non Banking Financial Company	Systemically important non banking financial company as defined under Regulation 2(1)(zla) of the SEBI ICDR Regulations
Underwriters	GCBRLMs, BRLM and the Syndicate Members
Underwriting Agreement	Agreement dated September 27, 2017 entered into among our Company, the Selling Shareholders and the Underwriters
Working Day	All days other than second and fourth Saturday of the month, Sunday or a public holiday, on which commercial banks in Mumbai are open for business; provided however, with reference to (a) announcement of Price Band; and (b) Bid/Issue Period, shall mean all days, excluding Saturdays, Sundays and public holidays, on which commercial banks in Mumbai are open for business; and with reference to the time period between the Bid/Issue Closing Date and the listing of the Equity Shares on the Stock Exchanges, shall mean all trading days of Stock Exchanges, excluding Sundays and bank holidays, as per the SEBI Circular SEBI/HO/CFD/DIL/CIR/P/2016/26 dated January 21, 2016

Technical/Industry Related Terms/Abbreviations

Term	Description
BIS	Bureau of Indian Standards
BR	Base Rate
East Zone	The states of Bihar, Jharkhand, Odisha, West Bengal, Chhattisgarh, Assam, Sikkim, Meghalaya, Arunachal Pradesh, Nagaland, Tripura, Manipur, and Mizoram
ERP	Enterprise Resource Planning
ETP	Effluent Treatment Plant
Extruded Snacks	Processed, reconstituted, shaped, potato or cereal based snacks which may be flavoured or unflavoured and includes ‘Wheels & Scoops’, Chulbule, Puff and Rings
FDA	Food and Drug Administration
FMCG	Fast moving consumer goods
FSSAI	Food Safety and Standards Authority of India
IRCTC	Indian Railways Catering and Tourism Corporation Limited
MTPA	Metric Tonnes Per Annum
North Zone	The states of Jammu & Kashmir, Himachal Pradesh, Punjab, Haryana, Delhi, Uttarakhand, and Uttar Pradesh
SKU	Stock Keeping Unit
South Zone	The states of Karnataka, Tamil Nadu, Kerala, Andhra Pradesh, Telangana and Pondicherry
TPA	Tonnes Per Annum
West Zone	The states of Rajasthan, Goa, Gujarat, Madhya Pradesh, Daman and Diu (Daman), Dadra and Nagar Haveli (Silvassa) and Maharashtra

Conventional and General Terms or Abbreviations

Term	Description
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 issued by the Institute of Chartered Accountants of India
BSE	BSE Limited
CAGR	Compounded Annual Growth Rate (as a %) : (End Year/Base Year) ^ (1/No. of years between Base year and End year) – 1 [^ denotes ‘raised to’]
CCI	Competition Commission of India
CDSL	Central Depository Services (India) Limited
CIN	Corporate Identity Number
CSR	Corporate Social Responsibility
Category III Foreign Portfolio Investors	FPIs who are registered as “Category III foreign portfolio investors” under the SEBI FPI Regulations
Companies Act	Companies Act, 1956 and Companies Act, 2013, as applicable
Companies Act, 1956	Companies Act, 1956 (without reference to the provisions thereof that have ceased to have effect upon notification of the sections of the Companies Act, 2013) along with the relevant rules made thereunder
Companies Act, 2013	Companies Act, 2013, to the extent in force pursuant to the notification of sections of the Companies Act, 2013, along with the relevant rules made thereunder
Contract Labour Act	Contract Labour (Regulation and Abolition) Act, 1970
COPRA	Consumer Protection Act, 1986
Debt equity ratio	Total Debt (Long-term loans + Short-term loans + Current maturities of long-term loans)/Total Equity (Share Capital + Reserves & surplus)
Debtor turnover ratio (days)	365 * (Average Trade Receivables)/Total Operating revenue (net) where ‘Average Trade Receivables is defined as the average of the current and previous year’s Trade Receivables as per the Balance Sheet)
DIN	Director Identification Number
DIPP	Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India
DP ID	Depository Participant Identification
DP/Depository Participant	Depository participant as defined under the Depositories Act
Depositories	NSDL and CDSL
Depositories Act	The Depositories Act, 1996
EBITDA	Earnings before interest, taxes, depreciation and amortisation = Total operating revenue (net) – total expenses (includes – cost of raw material and components consumed, purchase of traded goods, change in inventories of traded and finished goods, employee benefits expense and other expenses)
EPS	Earnings Per Share
Equity Listing Agreement	Listing Agreement to be entered into by our Company with the Stock Exchanges
FDI	Foreign direct investment
FDI Policy	Consolidated Foreign Direct Investment Policy notified by the DIPP through notification dated August 28, 2017 effective from August 28, 2017
FEMA	Foreign Exchange Management Act, 1999, read with rules and regulations there under
FPI(s)	Foreign portfolio investors as defined under the SEBI FPI Regulations
FVCI	Foreign venture capital investors as defined and registered under the SEBI FVCI Regulations
Financial Year/Fiscal/FY	Unless stated otherwise, the period of 12 months ending March 31 of that particular year
GAAR	General Anti Avoidance Rules
GDP	Gross Domestic Product
GIR	General Index Register
GoI or Government or Central Government	Government of India
GST	Goods and Services Tax
HUF	Hindu Undivided Family
ICAI	The Institute of Chartered Accountants of India

Term	Description
IFRS	International Financial Reporting Standards
ISO	International Organization of Standardization
IT Act	The Income Tax Act, 1961
Ind AS	Indian Accounting Standards
India	Republic of India
Indian GAAP	Generally Accepted Accounting Principles in India
IPO	Initial public offering
IRDAI	Insurance Regulatory and Development Authority
IST	Indian Standard Time
IT	Information Technology
JPY	Japanese Yen
Mauritius	Republic of Mauritius
MICR	Magnetic Ink Character Recognition
Mutual Fund (s)	Mutual Fund(s) means mutual funds registered under the SEBI (Mutual Funds) Regulations, 1996
NACH	National Automated Clearing House
NAV	Net Asset Value
NECS	National Electronic Clearing Services
NEFT	National Electronic Fund Transfer
NRI	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
NSDL	National Securities Depository Limited
NSE	National Stock Exchange of India Limited
OCB/Overseas Corporate Body	Company, partnership, society or other corporate body owned directly or indirectly to the extent of at least 60% by NRIs including overseas trusts, in which not less than 60% of beneficial interest is irrevocably held by NRIs directly or indirectly and which was in existence on October 3, 2003 and immediately before such date had taken benefits under the general permission granted to OCBs under FEMA. OCBs are not allowed to invest in the Issue
p.a.	Per annum
P/E	Price/earnings
P/E Ratio	Price/earnings ratio
PAN	Permanent account number
PAT	Profit after tax
PLR	Prime lending rate
Partnership Act	Limited Liability Partnership Act, 2008
Regulation S	Regulation S under the U.S. Securities Act
R&D	Research and Development
RBI	The Reserve Bank of India
RoNW	Return on Net Worth
₹/Rs./Rupees/INR	Indian Rupees
RTGS	Real Time Gross Settlement
SAP	Systems, Applications & Products in Data Processing
SCRA	Securities Contracts (Regulation) Act, 1956
SCRR	Securities Contracts (Regulation) Rules, 1957
SEBI	The Securities and Exchange Board of India constituted under the Securities and Exchange Board of India Act, 1992
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 FPI Regulations	Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014
SEBI FVCI Regulations	Securities and Exchange Board of India (Foreign Venture Capital Investors) Regulations, 2000
SEBI ICDR Regulations	Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009

Term	Description
SEBI Listing Regulations	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015
SEBI VCF Regulations	Securities and Exchange Board of India (Venture Capital Fund) Regulations, 1996 as repealed pursuant to the SEBI AIF Regulations
State Government	The government of a state in India
Stock Exchanges	The BSE and NSE
STT	Securities transaction tax
Takeover Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011
U.S./USA/United States	United States of America
US GAAP	Generally Accepted Accounting Principles in the United States of America
USD/US$	United States Dollars
U.S. Securities Act	U.S. Securities Act of 1933
VCFs	Venture Capital Funds as defined in and registered with SEBI under the SEBI VCF Regulations

CERTAIN CONVENTIONS, PRESENTATION OF FINANCIAL, INDUSTRY AND MARKET DATA

Certain Conventions

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

Unless the context requires otherwise, all references to page numbers in this Prospectus are to the page numbers of this Prospectus.

Financial Data

Unless stated otherwise, the financial data included in this Prospectus is derived from our Restated Consolidated Financial Statements, and certain other additional financial information pertaining to our Subsidiary and Group Companies is derived from their respective audited financial statements. The Restated Financial Statements included in this Prospectus are prepared in accordance with the Companies Act, Indian GAAP and the SEBI Regulations.

In this Prospectus, any discrepancies in any table between the total and the sums of the amounts listed are due to rounding off. All figures in decimals, including percentage figures, have been rounded off to the second decimal.

Our Company's financial year commences on April 1 and ends on March 31 of the next year; accordingly, all references to a particular financial year, unless stated otherwise, are to the 12 month period ended on March 31 of that year.

Indian GAAP differs from accounting principles and auditing standards with which prospective investors may be familiar in other countries, including IFRS and the recently introduced Indian Accounting Standards (Ind AS) and the reconciliation of the financial information to other accounting principles and auditing standards has not been provided. Our Company has not attempted to explain those differences or quantify their impact on the financial data included in this Prospectus and investors should consult their own advisors regarding such differences and their impact on our Company's financial data. See "Risk Factors – Public companies in India, including our Company, will be required to prepare financial statements under Ind AS and compute Income Tax under the Income Computation and Disclosure Standards (the "**ICDS**"). The transition to Ind AS in India is very recent we may be negatively impacted by such transition" on page 34 for risks involving differences between Indian GAAP and other accounting principles and auditing standards. Also see "Summary of Significant Differences between Indian GAAP and Ind AS" from page 366 to page 372. The degree to which the financial information included in this Prospectus will provide meaningful information is entirely dependent on the reader's level of familiarity with Indian accounting policies and practices, Indian GAAP, the Companies Act and the SEBI ICDR Regulations. Any reliance by persons not familiar with Indian accounting policies, Indian GAAP, the Companies Act, the SEBI ICDR Regulations and practices on the financial disclosures presented in this Prospectus should accordingly be limited.

Unless the context requires otherwise, any percentage amounts, as set forth in "Risk Factors", "Our Business" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" beginning on pages 18, 171 and 373, respectively, and elsewhere in this Prospectus have been calculated on the basis of the Restated Financial Statements.

Currency and Units of Presentation

All references to:

- "Rupees" or "₹" or "INR" or "Rs." are to Indian Rupee, the official currency of the Republic of India;
- "USD" or "US$" are to United States Dollar, the official currency of the United States;
- "JPY' or "¥" are to Yen, the official currency of Japan;
- "Euro" or "€" are to Euro, the official currency of the Eurozone; and
- "AUD" are to Australian Dollar, the official currency of Australia.

Except otherwise specified, our Company has presented certain numerical information in this Prospectus in "million" units. One million represents 1,000,000 and one billion represents 1,000,000,000.

Exchange Rates

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

The following table sets forth, for the periods indicated, information with respect to the exchange rate between the Rupee and other currencies:

(in ₹)

Currency	As on March 31, 2017	As on March 31, 2016	As on March 31, 2015	As on March 31, 2014	As of March 31, 2013
1 USD	64.84	66.33	62.59	60.10(1)	54.39(2)

Source: RBI Reference Rate, except otherwise specified

(1) Exchange rate as on March 28, 2014, as RBI Reference Rate is not available for March 31, 2014, March 30, 2014 and March 29, 2014 being a public holiday, a Sunday and a Saturday, respectively.

(2) Exchange rate as on March 28, 2013, as RBI Reference Rate is not available for March 31, 2013, March 30, 2013 and March 29, 2013 being a Sunday, a Saturday and a public holiday, respectively.

(in ₹)

Currency	As on March 31, 2017	As on March 31, 2016	As on March 31, 2015	As on March 31, 2014	As of March 31, 2013
100 JPY	57.96	59.06	52.11	58.83(1)	57.76(2)

Source: www.rbi.org.in

(1) Exchange rate as on March 28, 2014, as RBI Reference Rate is not available for March 31, 2014, March 30, 2014 and March 29, 2014 being a public holiday, a Sunday and a Saturday, respectively.

(2) Exchange rate as on March 28, 2013, as RBI Reference Rate is not available for March 31, 2013, March 30, 2013 and March 29, 2013 being a Sunday, a Saturday and a public holiday, respectively.

(in ₹)

Currency	As on March 31, 2017	As on March 31, 2016	As on March 31, 2015	As on March 31, 2014	As of March 31, 2013
1 Euro	69.25	75.10	67.51	82.58(1)	69.54(2)

Source: www.rbi.org.in

(1) Exchange rate as on March 28, 2014, as RBI Reference Rate is not available for March 31, 2014, March 30, 2014 and March 29, 2014 being a public holiday, a Sunday and a Saturday, respectively.

(2) Exchange rate as on March 28, 2013, as RBI Reference Rate is not available for March 31, 2013, March 30, 2013 and March 29, 2013 being a Sunday, a Saturday and a public holiday, respectively.

(in ₹)

Currency	As on March 31, 2017	As on March 31, 2016	As on March 31, 2015	As on March 31, 2014	As of March 31, 2013
1 AUD	49.57	50.95	47.52	55.25	56.52(1)

Source: Bloomberg

(1) Exchange rate as on March 29, 2013, as March 31, 2013 and March 30, 2013 being a Sunday and a Saturday respectively.

Industry and Market Data

Unless stated otherwise, industry and market data used in this Prospectus has been obtained or derived from publicly available information as well as various industry publications and sources. Further, information has also been derived from the report titled "Strategic Analysis of the Savouries and Snacks Markets in India" dated

June 15, 2017 issued by Frost & Sullivan (India) Private Limited. For risks in relation to commissioned reports, see "Risk Factors – Industry information included in this Prospectus has been derived from an industry report commissioned by us for such purpose. There can be no assurance that such third-party statistical, financial and other industry information is either complete or accurate." on page 39.

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 made based on such information. Although the industry and market data used in this Prospectus is reliable, it has not been independently verified by us, the Selling Shareholders, the GCBRLMs or the BRLM, or any of their respective 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.

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

Such data involves risks, uncertainties and numerous assumptions and is subject to change based on various factors, including those discussed in "Risk Factors" beginning on page 18. Accordingly, investment decisions should not be based solely on such information.

FORWARD-LOOKING STATEMENTS

This Prospectus contains certain “forward-looking statements”. These forward-looking statements generally can be identified by words or phrases such as “aim”, “anticipate”, “believe”, “expect”, “estimate”, “intend”, “objective”, “plan”, “project”, “will”, “will continue”, “will pursue”, “seek to” or other words or phrases of similar import. Similarly, statements that describe our Company’s strategies, objectives, plans, prospects or goals are also forward-looking statements. Moreover, all forward-looking statements 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.

Actual results may differ materially from those suggested by the forward-looking statements due to risks or uncertainties associated without expectations with respect to, but not limited to, regulatory changes pertaining to the industry in India in which our Company operates and our ability to respond to them, our ability to successfully implement our strategy, our growth and expansion, technological changes, our Company’s exposure to market risks, general economic and political conditions in India which have an impact on its business activities or investments, the monetary and fiscal policies of India, inflation, deflation, unanticipated turbulence in interest rates, foreign exchange rates, equity prices or other rates or prices, the performance of the financial markets in India and globally, changes in domestic laws, regulations and taxes and changes in completion in the industry we operate in.

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

- any alleged contamination or deterioration of our products or any negative publicity or media reports related to our products or our raw materials;
- inadequate or interrupted supply and price fluctuation of our raw materials and packaging materials;
- our inability to compete effectively;
- failure to develop, launch and market new products due to unpredictable consumer preferences;
- failure to effectively manage our future growth and expansion;
- any adverse development in general economic conditions in India and globally; and
- changing laws, rules and regulations and legal uncertainties, including adverse application of corporate and tax laws.

For further discussion on factors that could cause the actual results to differ from the expectations, see “Risk Factors”, “Our Business” and “Management’s Discussion and Analysis of Financial Condition and Results of Operations” beginning on pages 18, 171 and 373, 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 gains or losses could materially differ from those that have been estimated.

We cannot assure Bidders that the expectation reflected in these forward-looking statements will prove to be correct. Given these uncertainties, investors are cautioned not to place undue reliance on such forward-looking statements and not to regard such statements as a guarantee of future performance.

Forward-looking statements reflect the current views of our Company as of the date of this Prospectus and are not a guarantee of future performance. These statements are based on the management’s beliefs and assumptions, which in turn and based on currently available information. Although 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. Neither our Company, our Directors, the Selling Shareholders, the GCBRLMs, the BRLM, the members of the Syndicate nor any of their respective affiliates or advisors have any obligation to update or otherwise revise any statements reflecting circumstances arising after the date hereof or to reflect the occurrence of underlying events, even if the underlying assumptions do not come to fruition. In accordance with the SEBI ICDR Regulations and the SEBI Listing Regulations, our Company and the GCBRLMs and the BRLM will ensure that investors in India are informed of material developments from the date of this Prospectus until the time of the grant of listing and trading permission by the Stock Exchanges. In accordance with requirements of SEBI and as prescribed under applicable law, each Selling Shareholder shall severally ensure that investors are informed of material developments, in relation to statements and undertakings made by such Selling Shareholder in this Prospectus, from the date of this Prospectus until the time of the grant of listing and trading permission by the Stock Exchanges.

SECTION II: RISK FACTORS

An investment in Equity Shares involves a high degree of risk. Investors should carefully consider all the information in this Prospectus, including the risks and uncertainties described below, before making an investment in our Equity Shares. The risks described below are not the only ones relevant to us or our Equity Shares, but also to the industry in which we operate or to India. Additional risks and uncertainties, not currently known to us or that we currently do not deem material may also adversely affect our business, results of operations, cash flows and financial condition. If any of the following risks, or other risks that are not currently known or are not currently deemed material, actually occur, our business, results of operations, cash flows and financial condition could be adversely affected, the price of our Equity Shares could decline, and investors may lose all or part of their investment. In order to obtain a complete understanding of our Company and our business, prospective investors should read this section in conjunction with "Our Business" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" on pages 171 and 373, respectively, as well as the other financial and statistical information contained in this Prospectus. In making an investment decision, prospective investors must rely on their own examination of us and our business and the terms of the Issue including the merits and risks involved. Potential investors should consult their tax, financial and legal advisors about the particular consequences of investing in the Issue. Unless specified or quantified in the relevant risk factors below, we are unable to quantify the financial or other impact of any of the risks described in this section. Potential investors should pay particular attention to the fact that our Company is incorporated under the laws of India and is subject to legal and regulatory environment which may differ in certain respects from that of other countries.

This Prospectus also contains forward-looking statements that involve risks, assumptions, estimates and uncertainties. Our actual results could differ from those anticipated in these forward-looking statements as a result of certain factors, including the considerations described below and elsewhere in this Prospectus. See "Forward-Looking Statements" on page 16.

In this section, any reference to the "Company" refers to Prataap Snacks Limited on an unconsolidated basis. In this section, any reference to "we", "us" or "our" refers to Prataap Snacks Limited and its subsidiary, Pure N Sure Food Bites Private Limited on a consolidated basis. Unless the context requires otherwise, all financial information included herein is based on our Restated Consolidated Financial Statements included in "Financial Statements" beginning on page 236.

*Unless stated otherwise, industry and market data used in this section has been obtained or derived from publicly available information as well as industry publications, other sources and the report titled "Strategic Analysis of the Savouries and Snacks Markets in India" dated June 15, 2017 issued by Frost & Sullivan (the "**FS Report**"). Unless otherwise indicated, all financial, operational, industry and other related information derived from the FS Report and included herein with respect to any particular year refers to such information for the relevant calendar year.*

Risks relating to our Business

1. There are outstanding legal proceedings against our Company, Group Companies and Directors which may adversely affect our business, financial condition and results of operations.

There are outstanding legal proceedings against our Company, Group Companies and Directors. These proceedings are pending at different levels of adjudication before various courts, tribunals, enquiry officers and appellate tribunals. Such proceedings could divert management time and attention, and consume financial resources in their defence. Further, an adverse judgment in some of these proceedings could have an adverse impact on our business, financial condition and results of operations.

A summary of the outstanding proceedings against our Company, Group Companies and Directors as disclosed in this Prospectus, to the extent quantifiable, have been set out below:

Litigation against our Company

S. No.	Nature of Case	Number of outstanding cases	Amount involved (₹ million)
1.	Tax Proceedings		
	Indirect Tax	4	17.22
2.	Actions by statutory/regulatory	2	-

S. No.	Nature of Case	Number of outstanding cases	Amount involved (₹ million)
	authorities		
3.	Criminal matters	2	2,805,000
4.	Notices	1	-

Litigation against our Group Companies

S. No.	Nature of Case	Number of outstanding cases	Amount involved (₹ million)
1.	Actions by statutory/regulatory authorities	1	839.46

In addition, there are also certain criminal proceedings and regulatory matters pending against two of our non-executive Directors and regulatory actions taken against one of our Promoters. For further details of legal proceedings involving our Company, Group Companies, Promoters and Directors, see "Outstanding Litigation and Material Developments" beginning on page 406.

We cannot provide assurance that these legal proceedings will be decided in our favour. Decisions in such proceedings adverse to our interests may have an adverse effect on our business, results of operations and financial condition.

2. Any actual or alleged contamination or deterioration of our products or any negative publicity or media reports related to our products or our raw materials could result in legal liability, damage our reputation and adversely affect our business prospects and consequently our financial performance.

We are subject to risks affecting the food and beverage industry, including risks posed by the following:

- contamination/ spoilage of raw materials;
- consumer product liability claims;
- product tampering;
- product labelling errors;
- the expense and possible unavailability of product liability insurance; and
- the potential cost and disruption of product recalls.

Any actual or alleged contamination or deterioration of our products, whether deliberate or accidental, could result in legal liability, damage to our reputation and may adversely affect our business prospects and consequently our financial performance. The risk of contamination or deterioration exists at each stage of the production cycle, including during the production, storage and delivery of raw materials, packaging, storage and delivery to our customers and the storage and shelving of our products by our super stockists, distributors and retailers until final consumption by consumers. While we follow stringent quality control processes and quality standards at each stage of the production cycle, there can be no assurance that our products will not be contaminated or suffer deterioration. Further, there can be no assurance that contamination of our raw materials or products will not occur during the transportation, production, distribution and sales processes due to reasons unknown to us or beyond our control. If our products or raw materials are found to be spoilt, contaminated, tampered with, incorrectly labelled or reported to be associated with any such incidents, we may be forced to recall our products from the market and we could incur criminal or civil liability for any adverse medical condition or other damage resulting from consumption of such products. Further, in the event any toy we use in our Rings packaging poses a threat to the consumers or is subject of a claim or inquiry for safety and quality purposes, we may be required to recall our products from the marketplace. Any such event may have a material adverse effect on our reputation, business, financial condition, cash flows, results of operations and prospects could be materially and adversely affected.

Further, contamination of any of our products could also subject us to product liability claims, adverse publicity and government scrutiny, investigation or intervention, product return, resulting in increased costs and any of these events could have a material and adverse impact on our reputation, business, financial condition, cash flows, results of operations and prospects. Although historically we have not experienced any significant product liability claims or similar allegations against us or our products, there can be no assurance that there will not be any such claims or allegations in the future which could materially and adversely affect our business and financial performance or lead to civil and criminal liability or other penalties. Any negative claim against us, even if meritless or unsuccessful, could divert our management's attention and other resources from other business concerns, which may adversely affect our business and results of operations.

3. Inadequate or interrupted supply and price fluctuation of our raw materials and packaging materials could adversely affect our business, results of operations, cash flows, profitability and financial condition.

Production quantity and cost of our products are dependent on our ability to source raw materials and packaging materials at acceptable prices, and maintain a stable and sufficient supply of our major raw materials. Our key raw materials include potatoes, oil, corn, rice, gram and major packaging materials include laminates, boxes and the toys we include in the packaging of some of our products. Our cost of raw material and components consumed constituted 68.15%, 65.71% and 68.51% of our revenue from operations (net) in Fiscal 2015, Fiscal 2016 and Fiscal 2017, respectively. The raw materials we use are subject to price volatility and unavailability caused by external conditions, such as commodity price fluctuations within India and globally, weather conditions, supply and demand dynamics, logistics and processing costs, our bargaining power with the suppliers, inflation and governmental regulations and policies. We have, in the past, experienced disruption in the supply of certain of our raw materials and as such, commodity price increases may result in unexpected increases in prices of our raw material and packaging material costs. For example, during the periods between October 2013 and November 2013, and October 2014 and November 2014, disruption in the supply of potatoes, which is one of our major raw materials, led to a steep increase in their prices. This spike in the costs of potatoes had a significant impact on the EBITDA for Fiscals 2014 and 2015 as well. The cost of potatoes consumed as a percentage represented 7.75%, 4.69% and 5.33% of our revenue from operations (net) and 11.38%, 7.14% and 7.78% of our total cost of raw material and components consumed for Fiscal 2015, Fiscal 2016 and Fiscal 2017, respectively. The prices of potatoes are highly volatile and are typically higher during the months of August through November, and low from January to March. As potatoes form part of the staple diet in India, increased demand for potatoes may contribute to the volatility of such prices. Similarly, in Fiscal 2017 there was an increase in the price of potatoes and a steep increase in price of oil. If we are unable to manage these costs or to increase the prices of our products to offset these increased costs, our margins, cash flows and overall profitability may be adversely affected.

We do not enter into long term contracts with any of the raw material suppliers and typically place orders with them in advance on the basis of our anticipated requirements. The absence of long term contracts at fixed prices exposes us to volatility in the prices of raw materials that we require and we may be unable to pass these costs onto our consumers. In the event we do manage to pass on such costs to our consumers through reduction of grammage, increase in price of products or other ways, it could lead to a reduction in demand for our products. Further, if all or a significant number of our suppliers for any particular raw material or packaging material are unable or unwilling to meet our requirements or our estimates fall short of the demand, we could suffer shortages or significant cost increases. Continued supply disruptions could exert pressure on our costs, and we cannot assure you that all or part of any increased costs can be passed along to our consumers in a timely manner or at all, which could negatively affect our business, overall profitability and financial performance.

4. We operate in a highly competitive industry. An inability to maintain our competitive position may adversely affect our business, prospects and future financial performance.

We operate in India's snack food industry and face strong competition. Competitive factors in the snack food industry include product quality, taste, price, brand awareness among consumers, advertising and promotion, innovation of products, variety, nutritional content, product packaging and package design. Some of our competitors have been in their respective businesses longer than we have and may accordingly have substantially greater financial resources, wider distribution tie-ups, larger product portfolio, technology, research and development capability, and greater market penetration. They may also have the ability to spend more aggressively on marketing and distribution initiatives and may have more flexibility to respond to changing business and economic conditions than we do. Further, our competitors in certain regional markets may also benefit from raw material sources or manufacturing facilities that are closer to these markets. Our ability to compete largely depends upon our direct marketing initiatives, promotional tie ups, quality and taste of our products, as well as leveraging and engaging through our distribution network.

We cannot assure you that our current or potential competitors will not provide products comparable or superior to those we provide or adapt more quickly than we do to evolving industry trends, changing consumer preferences or changing market requirements, at prices equal to or lower than those of our products. Increased competition may result in our inability to differentiate our products from those of our competitors, which may lead to loss of market share. Accordingly, our failure to compete effectively with our competitors may have an adverse impact on our business, results of operations, financial condition and future prospects.

5. Failure to develop, launch and market new products due to unpredictable consumer preferences may have a material adverse effect on our business, results of operations, profitability and financial condition.

The snack food industry in India is highly evolving and consumers may be tempted to shift their choices and preferences whenever new products are launched or various marketing and pricing campaigns of different brands are introduced. Our future growth depends on our ability to continue to introduce new products, flavours and packaging, and to advertise and market them effectively.

In an effort to introduce new products, we intend to foray into manufacturing chocolate-based confectionary snacks as we perceive this to be a segment where there is significant demand and which is relatively untapped. While we seek to expand our product offerings to suit changing consumer preferences, our products may not meet the desired success, or our competitors may respond to such changing consumer preferences more effectively and successfully. Developing and introducing new products can be risky and expensive, and we cannot assure you that our new products or flavours will gain market acceptance or meet the particular tastes or requirements of consumers. The success of our new products depends on our ability to accurately anticipate the tastes and dietary habits of consumers and to offer products that appeal to their preferences and fall within a price range acceptable to them. Acceptance of our new product initiatives by consumers may not be as high as we anticipate. Further, our new products or our existing products may fail to appeal to the consumers, either in terms of taste or price. We may not be able to introduce new products that are fast-growing or generate acceptable margins. To the extent we are unable to execute our strategy of continuously introducing new products, improving our portfolio of products and satisfying consumers' changing preferences, our market share and financial performance would be adversely affected.

Our success in marketing existing products and new products depends on our ability to adapt to a rapidly changing marketing and media environment, including our increasing reliance on direct promotional initiatives, advertising through hoardings in key geographies as well as through television and radio advertisements. The impact of our marketing initiatives may not as effective as we anticipate. Further, any adverse development relating to celebrities or television characters that we are associated with, may also adversely affect our brand and consequently the sale of our products. If we do not successfully maintain, extend and expand our reputation and brand image, then our brands, product sales, financial condition and results of operations could be materially and adversely affected.

6. Failure to effectively manage our future growth and expansion may have a material adverse effect on our business prospects and future financial performance.

Our future growth depends, amongst other factors, on establishing new manufacturing facilities, expanding our existing production capacity, and introducing new products. For example, we have set up a manufacturing facility in Guwahati which commenced commercial operations on April 8, 2016. Our ability to achieve growth will be subject to a range of factors, including:

- competing with existing companies in our markets;
- establishing our presence in new territories;
- strengthening our existing relationships with super stockists and through them, distributors;
- expanding our sales network;
- continuing to exercise effective quality control;
- hiring and training qualified personnel;
- enhancing our research and development capabilities; and
- maintaining our high food-safety standards.

In line with our business strategy, we intend to deepen our presence in our existing territories in North Zone and West Zone particularly in the states of Rajasthan, Punjab and Uttar Pradesh and the relatively newer South Zone market. Further, we also plan to expand our operations in selective markets abroad.

Our future growth also depends on expanding our sales and distribution network to enter new markets in new geographies, through different sales channels. We face increased risks when we enter new markets, either India or abroad. Consumers in new markets are likely to be unfamiliar with our brand and products and we may need to build or increase brand awareness in the relevant markets by increasing investments in advertising and promotional activities than we originally planned. We may also face competition with the established brands in the new markets we intend to enter. We may find it more difficult to hire, train and retain qualified employees. In addition, we may have difficulty in finding reliable suppliers with adequate supplies of raw materials meeting our quality standards or super stockists and distributors with efficient distribution networks. As a result, the products we introduce in new markets may be more expensive to produce and/or distribute and may take longer to reach expected sales and profit levels than in our existing markets, which could affect the viability of these operations or our overall profitability.

Our expansion plans and business growth could strain our managerial, operational and financial resources. Our ability to manage future growth will depend on our ability to continue to implement and improve operational, financial and management information systems on a timely basis and to expand, train, motivate and manage our workforce. We cannot assure you that our personnel, systems, procedures and controls will be adequate to support our future growth. Failure to effectively manage our expansion may lead to increased costs and reduced profitability and may adversely affect our growth prospects. There can be no assurance that we will be able to achieve our business strategy of expanding into existing or new territories and expanding our product portfolio.

7. Our business prospects and results of operations may be adversely affected if any future capacity expansion plans are not successfully implemented.

We intend to use a portion of the Net Proceeds towards expansion and modernization of our manufacturing facilities. With respect to Extruded Snacks, we propose to expand the packaging line at our manufacturing facility at Guwahati-II and at our contract manufacturing facility at Bengaluru and modernize the packaging line at our manufacturing facility at Indore. Further, we propose to set up a new production line and a packaging line at our manufacturing facility at Indore for Chips and Namkeen. We also propose to upgrade ETP and construct a building at our manufacturing facility at Indore. For details, see "Objects of the Issue – Funding capital expenditure requirements in relation to expansion (including through setting up of a new production line and construction of a building) and modernisation at certain of our existing manufacturing facilities" on page 111. As we continue our growth by expanding our manufacturing facilities and introducing new products, we may encounter regulatory, personnel and other difficulties that may increase our expenses, which could delay our plans or impair our ability to become profitable in these areas. A delay in the construction, commissioning or operation of future product lines, an increase in the cost of construction or future manufacturing facilities not being as efficient as planned could have a material and adverse effect on our business and results of operations. In addition, we may have to make significant investment in upgrading our plant, machinery and other infrastructure at our manufacturing facilities. There can, however, be no assurance that such modernization plans will be successfully implemented or completed or that if completed, they will result in the anticipated growth in our revenues or improvement in the results of operations we anticipate from the implementation of such initiatives. In addition, the installed capacities at our manufacturing facilities was not fully utilised for the last three Fiscals. For details, see "Our Business – Manufacturing facilities" on page 181. We cannot assure you that we will be able to completely utilize, in part or full, the proposed expansion of the installed capacities of our manufacturing facilities as well as our contract manufacturing facilities.

Our projected requirements for infrastructure investments may also vary from actual levels if anticipated sales growth does not materialize or varies significantly from our projections. Such investments are generally long-term in nature and it is possible that investments may not generate the expected returns due to changes in the marketplace. Significant changes from our expected returns on manufacturing facility equipment, technology support systems and supply chain infrastructure investments could adversely affect our results of operations, cash flows and financial condition.

8. If we fail to maintain and enhance our brand and reputation, consumers' recognition of our brands, and trust in us, and our products, our business may be materially and adversely affected.

Our business depends significantly on the strength of our brand and reputation in marketing and selling our products. We believe that our brand, *Yellow Diamond* is recognized among Indian consumers for taste and value for money. According to the FS Report, we were one of the top six Indian snack food companies in terms of revenues in 2016, and among the fastest growing companies in the Indian organized snack market between 2010 and 2016 *(Source: FS Report).* We believe that continuing to develop awareness of our brand, through focused and consistent branding and marketing initiatives is important for our ability to increase our sales volumes and our revenues, grow our existing market share and expand into new markets. Consequently, product defects, consumer complaints, or negative publicity or media reports involving us, or any of our products could harm our brand and reputation and may dilute the impact of our branding and marketing initiatives and adversely affect our business and prospects. Negative media coverage regarding the safety, quality or nutritional value of our products, and the resulting negative publicity, could materially and adversely affect the level of consumer recognition of, and trust in, us and our products. In addition, adverse publicity about any regulatory or legal action against us could damage our reputation and brand image, undermine our consumers' confidence in us and reduce long-term demand for our products, even if the regulatory or legal action is unfounded or immaterial to our operations. Additionally, any delinquent publicity of India's snack food industry relating to food safety, including contamination, due to adulterated supplies of raw materials and inadequate enforcement of food-safety regulations and inspection procedures, which may not have a direct connection with us, may negatively influence consumer perception and demand for our products, which in turn could adversely affect our results of operations.

9. Our inability to expand or effectively manage our growing super stockists and distribution network or any disruptions in our supply or distribution infrastructure may have an adverse effect on our business, results of operations and financial condition.

We rely largely on third-party super stockists and distributors to sell our products to retailers who place our products in the market. As of June 30, 2017, our distribution network included 218 super stockists and over 3,500 distributors. Our ability to expand and grow our product reach significantly depends on the reach and effective management of our distribution network. We continuously seek to increase the penetration of our products by appointing new super stockists to ensure wide distribution network targeted at different consumer groups and regions. We cannot assure you that we will be able to successfully identify or appoint new super stockists or effectively manage our existing distribution network. The super stockists place bulk orders with us after aggregating orders from various distributors. As we sell and distribute our products through such super stockists and distributors, any one of the following events could cause fluctuations or declines in our revenue and could have an adverse effect on our financial condition, cash flows and results of operations:

- failure to renew agreements with super stockists;
- failure to maintain relationships with our existing super stockists;
- failure to establish relationships with new super stockists on favorable terms;
- inability to timely identify and appoint additional or replacement super stockists upon the loss of one or more of our super stockists;
- reduction, delay or cancellation of orders from one or more of our super stockists or distributors; and
- disruption in delivering of our products by super stockists and/or distributors.

We may not be able to compete successfully against larger and better-funded distribution networks of some of our current or future competitors, especially if these competitors provide their distributors with more favorable arrangements. If the terms offered to such super stockists by our competitors are more favourable than those offered by us, super stockists may decline to distribute our products and terminate their arrangements with us. We cannot assure you that we will not lose any of our super stockists or distributors to our competitors, which could cause us to lose some or all of our favorable arrangements with such super stockists and distributors and may result in the termination of our relationships with other super stockists.

Alternately, if our super stockists are not able to maintain a strong network of distributors, our products may not attain as much reach as our competitors in the market and we may lose market share. Further, we may be unable to engage alternative super stockists or our super stockists may be unable to engage alternative distributors in a timely fashion, or at all, which may lead to decline in the sales of our products and adversely affect our business, results of operations, cash flows and financial condition. Any such event may have a material adverse effect on our results of operations.

10. Any disruption in the supply chain could have an adverse impact on our business, financial condition, cash flows and results of operations.

Our ability to manufacture, transport, and sell our products is critical to our success. Any disputes with our super stockists, including disputes regarding pricing or performance, could adversely affect our ability to supply products to our customers and could materially and adversely affect our product sales, financial condition, and results of operations. In addition, any damage or disruption to our supply chain, including third-party manufacturing or transportation and distribution capabilities, due to weather, natural disaster, fire or explosion, terrorism, pandemics, strikes, government action, or other reasons beyond our control or the control of our super stockists, could impair our ability to manufacture or sell our products. Failure to take adequate steps to mitigate the likelihood or potential impact of such events or to effectively manage such events if they occur could adversely affect our business or financial results.

Further, there can be no assurance that we will be successful in detecting any non-compliance by our super stockists with the provisions of their agreements with us, or by distributors of the terms of their respective arrangements, if any, with super stockists. Non-compliance by our super stockists or distributors could, among other things, negatively affect our brand, demand for our products and our relationships with other super stockists and distributors. Furthermore, if the sales volumes of our products to our consumers are not maintained at satisfactory levels or if super stockists or distributor's orders fail to track end-consumer demand, our distributors may not place orders for new products from us, may decrease the quantity of their usual orders or may seek discounts on the purchase price. The occurrence of any of these factors could result in a significant decrease in the sales volume of our products and therefore adversely affect our financial condition, cash flows and results of operations.

11. Termination of our agreements with our contract manufacturing facilities may adversely affect our business, results of operations and financial condition.

As of the date of this Prospectus we own and operate three manufacturing facilities. Our primary manufacturing facility is located at Indore in Madhya Pradesh, and two other facilities are located at Guwahati, Assam. Our Guwahati – II was commissioned on April 8, 2016. In addition, as of the date of this Prospectus, we have engaged two facilities on contract manufacturing basis, located at Bengaluru, Karnataka and at Kolkata, West Bengal. One facility is located in Bengaluru, Karnataka which was engaged by us on an informal, non-exclusive basis from October 1, 2011 to July 31, 2016, has been engaged on an exclusive basis from August 1, 2016. The other facility is situated in Kolkata, West Bengal which is engaged by us on a non-exclusive basis, and manufactures our products according to monthly targets agreed between us and the manufacturer. For Fiscal 2015, Fiscal 2016 and Fiscal 2017, the revenue from our traded goods manufactured by our contract manufacturing facilities represented 5.12%, 4.42% and 2.83% of our revenue from operations (net), respectively. Revenue from traded goods sold in Fiscal 2017 includes products manufactured at Bengaluru facility only up to July 31, 2016. In Fiscal 2016 and Fiscal 2017, facilities engaged by our Company on a contract manufacture basis contributed to 3.80% and 5.25% and our owned facilities contributed to 96.20% and 94.75% of our aggregate production (across all our products). In addition, owned facilities of our Company that are situated on leased premises contributed to 39.40% and 42.65% of our aggregate production in Fiscal 2016 and in the Fiscal 2017, respectively. For further information, see "Management's Discussion and Analysis of Financial Condition and Results of Operations – Production capacities and operating efficiencies" on page 380.

Although a majority of our revenue is generated from sale of products manufactured at our owned manufacturing facilities, we also generate considerable revenue from these third party contract manufacturing facilities. We also intend to use a portion of the Net Proceeds to expand and modernize our production capabilities at the Bengaluru contract manufacturing facility to cater to our growth and expansion plans. Any non-renewal or termination of our agreement with the Bengaluru contract manufacturing facility could adversely affect the utilization of our Net Proceeds and our strategy for such expansion. Any non-renewal or termination of our arrangement with any of these third party contract manufacturing facilities will adversely affect our sales and revenue from operations. Further, if we are unable to suitably replace our arrangement with another third party contract manufacturing facility or are unable to provide adequate supply in the affected territory, we may lose market share in such territory, which could materially affect our revenue from operations.

12. The information relating to our distributors included in this Prospectus is based primarily on information provided to us by our super stockists. Although we have undertaken certain measures to verify such information, there can be no assurance that such information is accurate or comprehensive.

We rely largely on third-party super stockists and the distributors associated with them for the sale of our products to retailers. We do not have any direct financial transaction with our distributors, who transact directly with the super stockists. As of June 30, 2017, based on information received from our super stockists, we had over 3,500 distributors associated with our 218 super stockists. The information relating to our distributors included in the sections "Our Business" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" on pages 171 and 373, respectively, is based primarily on information provided to us by our super stockists. Although we have undertaken certain limited procedures, including through a certification by an independent chartered accountant, to verify such information based on sample invoices raised by such distributors on our super stockists, there can be no assurance that such information is accurate or comprehensive.

13. Our procurement operations in relation to potatoes are concentrated in Madhya Pradesh and any adverse developments affecting this region could have an adverse effect on our business, results of operations and financial condition.

As of the date of this Prospectus, we own and operate three manufacturing facilities located at Indore and Guwahati and we procure potatoes from across Madhya Pradesh and Gujarat. Since most of our potatoes are sourced from Madhya Pradesh, any significant social, political or economic disruption, or natural calamities or civil disruptions in the region, or changes in the policies of the state or local government of the region or the Government of India, could require us to incur significant capital expenditure, change our business structure or strategy, which could have an adverse effect on our business, results of operations, cash flows and financial condition.

14. Any significant interruption in continuing operations of our production or cold storage facilities could have a material adverse effect on our business, results of operations, cash flows and financial condition.

As of the date of this Prospectus, we owned and operated three manufacturing facilities and we also engaged two facilities on a contract manufacturing basis and a cold storage facility on lease basis. These facilities are subject to the normal risks of industrial production, including equipment breakdowns, labour stoppages, natural disasters, directives from government agencies, water shortages and power interruptions. Any significant malfunction or breakdown of our machinery may entail significant repair and maintenance costs and cause delays in our operations. If we are unable to repair the malfunctioning machinery in a timely manner or at all, our operations may need to be suspended until we procure machinery to replace the same. Certain of our raw materials are perishable products and consequently, any malfunction and break down of the cold storage facility may affect the stored potatoes, which have a limited shelf life, and this, along with any significant impact on other raw materials could result in slow down or cessation of our operations which may adversely affect our business and prospects. Although we have not experienced any significant disruptions at our manufacturing facilities in the past, we cannot assure you that there will not be any significant disruptions in our operations in the future. Our inability to effectively respond to such events and rectify any disruption, in a timely manner and at an acceptable cost, could lead to the slowdown or shut-down of our operations or the under-utilization of our manufacturing and cold storage facilities, which in turn may have an adverse effect on our business, results of operations, cash flows and financial condition.

15. Certain aspects of our business, including procurement of raw materials and availability of our target consumer segments are seasonal in nature.

We are largely dependent on the agricultural industry for almost all of our raw materials including potatoes, rice, corn and gram. The agricultural industry is largely dependent on various factors including monsoon and weather conditions. Meteorologically, our country has diversified and different weather conditions that prevail at different places. Sometimes, one region receives very heavy rainfall whereas another region receives scant rainfall. Any vagaries of weather and abnormal monsoon may affect crop production, destroy crops and subsequently increase the prices of our raw materials which can have an adverse effect on our results of operations.

In addition, children and younger consumers represent a significant proportion of our consumer segment. Although the demand for our products is continuous throughout the year, we observe slight reduction in our sales during school holidays, especially for our products focused on young consumers. If we are unable to supply sufficient quantity of our products in the market or if for any other reason, including transport strikes or bad weather conditions, our supply is interrupted in such period; our results of operations may be adversely affected.

16. We have limited financial history and our prior period financial results may not accurately represent our future financial performance.

We have experienced significant growth in our limited operating history. Our Company commenced operations in Fiscal 2009. In Fiscal 2015, Fiscal 2016 and Fiscal 2017, our revenues from operations (net) was ₹ 5,588.07 million, ₹ 7,571.90 million and ₹ 9,039.17 million, respectively. In the period Fiscal 2013 through Fiscal 2017, revenues from operations (net) increased at a CAGR of 27.34%. In Fiscal 2015 and Fiscal 2016, and Fiscal

2017, we recorded EBITDA of ₹ 356.29 million, ₹ 572.33 million and ₹ 424.09 million, respectively and in the period between Fiscal 2013 through Fiscal 2017 EBITDA increased at a CAGR of 10.68%.We recorded a profit after tax but before minority interest of ₹ 99.02 million, ₹ 273.73 million and ₹ 98.93 million in Fiscal 2015, Fiscal 2016 and Fiscal 2017, respectively. Our business prospects must be considered in light of the risks and uncertainties encountered by companies undergoing rapid growth in competitive markets. Although we have grown significantly our prior growth rates may not be sustainable or a good predictor of future operating results. This substantial growth has placed, and will continue to place, demands on our management and other resources and there is no assurance that these demands will be met successfully. We may not be able to increase revenue or maintain profitability on a quarterly or an annual basis. If this occurs, our results of operations and financial condition will be adversely affected. Our growth exposes us to a wide range of increased risks. It will also place significant demands on our management, financial and other resources and will require us to continuously develop and improve our operational, financial and internal controls.

There can be no assurance that we will be able to successfully pursue our growth strategies, or that pursuing these strategies will provide us the anticipated benefits in terms of growth and profitability. Further, we may be unable to develop adequate systems, infrastructure and technologies, devote sufficient financial resources or develop and attract talent to manage our growth. Our inability to pursue our growth strategies successfully or at all, or an inability to manage our growth, may adversely affect our prospects.

17. A shortage or non-availability of electricity, gas or water may adversely affect our manufacturing operations and have an adverse effect on our business, results of operations and financial condition.

Our manufacturing operations require a significant amount and continuous supply of electricity, gas and water and any shortage or non-availability may adversely affect our operations. Particularly, all of our manufacturing facilities require a significant amount and continuous supply of electricity and gas and any shortage or non-availability of electricity and gas may adversely affect our operations. We depend on state electricity supply for our energy requirements, on our bore wells and some local suppliers for water supply at our facilities, as well as a third party supplier for gas at our Indore manufacturing facility. For further information, see "Government and Other Approvals" beginning on page 410. Further, we are also required to store our raw materials in a temperature-controlled environment. For example, we procure potatoes for our production in bulk during January to March every year and store them in cold storage facilities for usage during the year. Any interrupted supply or shortage of electricity can impair the quality of potatoes or may result in total decay of potatoes earmarked for usage through the year.

Any failure on our part to obtain alternate sources of electricity, gas or water, in a timely fashion, and at an acceptable cost, may have an adverse effect on our business, results of operations and financial condition.

18. If we are unable to service our debt obligations in a timely manner or to comply with various financial and other covenants and other terms and conditions of our financing agreements, it may adversely affect our business, prospects, results of operations and financial condition.

As of August 29, 2017, our Company had total indebtedness in the form of short-term borrowings of ₹ 181.22 million. Our indebtedness could have several important consequences, including but not limited to the following:

- a portion of our cash flows may be used towards repayment of our existing debt, which will reduce the availability of our cash flows to fund working capital, capital expenditures, acquisitions and other general corporate requirements;
- our ability to obtain additional financing in the future at reasonable terms may be restricted;
- fluctuations in market interest rates may affect the cost of our borrowings, as some of our indebtedness is at variable interest rates;
- there could be a material adverse effect on our business, financial condition and results of operations if we are unable to service our indebtedness or otherwise comply with financial and other covenants specified in the financing agreements; and
- we may be limited in our ability to withstand competitive pressures and may have reduced flexibility in responding to changing business, regulatory and economic conditions, in particular, we have certain foreign currency denominated borrowings that could be adversely affected in case of foreign exchange fluctuations. For further details, see "– Currency exchange rate fluctuations may have an adverse effect on our results of operations and value of the Equity Shares" on page 41.

Many of our financing agreements also include various conditions and covenants that require us to obtain lender consents prior to carrying out certain activities or entering into certain transactions. Under these agreements, we also require lender consents for undertaking an initial public offering of our Equity Shares including consequential corporate actions and we have obtained such consent from the lenders. As on date of this Prospectus, we have received consents from all such lenders. Typically, restrictive covenants under our financing documents relate to obtaining prior consent of the lender for, among others, change in the capital structure, amendment of constitutive documents, any merger, reorganization or similar action and a failure to observe the restrictive covenants under our financing agreements or to obtain necessary consents required thereunder may lead to the termination of our credit facilities, levy of penal interest, acceleration of all amounts due under such facilities and the enforcement of any security provided. In the event of a breach or non-compliance of relevant terms of our financing arrangements, we may be required to seek waivers from the respective lenders for such breaches or non-compliances. We cannot assure you that we will be able to obtain such amendments or waivers on satisfactory terms, or at all, and the relevant lenders could, inter-alia, impose penal and default interests, accelerate the maturity of our obligations and declare all amounts payable in respect of the facility to be due and payable immediately or otherwise on demand. Further, during any period in which we are in default, we may be unable to obtain further financing or any refinancing of our debt could be at higher rates of interest with more onerous covenants. In addition, lenders may be able to sell our assets charged under such financing arrangements to enforce their claims. We have, in the past, been unable to comply with certain covenants including availing cash management facility from one of our lenders, routing cash flow through the account with one of our lenders, and obtaining full chamber for storage of potatoes. Any acceleration of amounts due under such facilities may also trigger cross default provisions under our other financing agreements. We may have to dedicate a substantial portion of our cash flow from operations to make payments under such financing documents, thereby reducing the availability of cash for our working capital requirements and other general corporate purposes, or if required, sale of our assets. For further details, see “Financial Indebtedness” beginning on page 364.

Any of these circumstances could adversely affect our business, credit rating, prospects, results of operations and financial condition. Moreover, any such action initiated by our lenders could result in the price of the Equity Shares being adversely affected.

19. Any loss of business or potential adverse publicity resulting from spurious or imitation products, could result in loss of goodwill for our products leading to loss of sales, and adversely affect our business, prospects, results of operations and financial condition.

We are exposed to the risk that entities in India and elsewhere could pass off their products as our products, including spurious or imitation products. For example, products imitating our brands and packaging material selling spurious products may adversely affect sale of our products, resulting in a decrease in market share resulting from a decrease in demand for our products. Such imitation or spurious products may not only result in loss of sales but also adversely affect the reputation of our products and consequently our future sales and results of operations. The proliferation of spurious and imitation products in our territories and sub-territories, and the time and resources utilized in taking action against such spurious products, defending claims and complaints regarding these spurious products, and in initiating appropriate legal proceedings against offenders who infringe our intellectual property rights, could result in lower sales, and adversely affect our results of operations and may have a material and adverse effect on our reputation, business, prospects, results of operations and financial condition.

20. There has been a significant increase in our reported profit after tax on account of recognition of MAT credit entitlement relating to earlier years.

Minimum alternate tax or MAT paid by our Company in a year is charged to the Restated Consolidated Summary Statement of Profits and Losses as current tax. We recognize MAT credit (on a consolidated basis) available as an asset only to the extent that there is sufficient evidence that we will pay normal income tax during the specified period i.e., the period for which MAT credit is allowed to be carried forward, and accordingly, MAT credit may be utilized against normal income tax. Earlier MAT credit was allowed to be carried forward for a period of upto 10 years. The Finance Act, 2017 increased this period to 15 years. Therefore, based on our internal assessment, we have recognized MAT credit in Fiscal 2017 including MAT credit relating to earlier years. As a result of such recognition of MAT credit entitlement, our total tax expenses got reduced and our profit after tax for Fiscal 2014, Fiscal 2015 and Fiscal 2016 increased by ₹ 10.09 million, ₹ 24.08 million and ₹ 69.51 million, respectively.

We cannot assure that we will continue to recognize MAT credit as an asset at all times in subsequent Fiscals. This may, accordingly, result in a reduction of our profit after tax and may adversely affect our results of operations.

We may continue to pay MAT instead of normal tax during the specified period *i.e.* the period for which MAT credit is allowed to be carried forward. This may, accordingly, result in reversal of MAT credit recognized in earlier years and may adversely affect our results of operation for year in which MAT credit will get reversed.

21. We are dependent on a number of key personnel, including our senior management, and the loss of or our inability to attract or retain such persons could adversely affect our business, results of operations and financial condition.

We are highly dependent on our Directors, senior management and other key personnel for setting our strategic business direction and managing our business. Our senior management team and sales team have extensive experience in the food industry in India. Our individual Promoter, Managing Director and CEO, Mr. Amit Kumat, has over 21 years of experience in the food industry. Our other individual Promoters, Mr. Apoorva Kumat and Mr. Arvind Mehta provide strategic leadership to our Company and are also closely involved in our operations. We have non-compete arrangements with certain of our Directors including our Managing Director, individual Promoter and CEO, Mr. Amit Kumat, however, no consideration is paid to the respective directors pursuant to such non-compete arrangements. We cannot assure you that such arrangements would be enough to protect the interest of our Company. We have not obtained any key man insurance with respect to such individuals. Our ability to meet continued success and future business challenges depends on our ability to attract, recruit and retain experienced, talented and skilled professionals. Due to the current limited pool of skilled personnel, competition for senior management, commercial and finance professionals in our industry is intense. The loss of the services of our Directors, senior management or other key personnel or our inability to recruit or train a sufficient number of experienced personnel or our inability to manage the attrition levels in different employee categories may have an adverse effect on our financial results and business prospects.

22. Our business is subject to changes in consumer taste, preferences, perceptions and spending patterns.

Our business depends substantially on factors such as consumer preferences and tastes, consumer income, consumer perceptions of, and confidence in, our product safety and quality, and consumer awareness of health issues, all of which affect consumer spending patterns. Our products focus on entry level price point segment. A significant portion of our revenues are derived from the lower price points SKUs. Lower price point SKUs help us in increasing penetration in the market as such SKUs are the preferred SKUs at traditional retail stores. Revenues from ₹ 5 SKU of our products across our various product categories contributed the significant majority of our total revenue from operations in Fiscal 2017. A decline in the demand for our products could occur as a result of a change in any of the factors described above at any time, and our future success will depend partly on our ability to anticipate, identify or adapt to such changes and to timely implement new advertising and promotion strategies that can attract consumers to our products.

We cannot assure you that we will be able to adapt our product portfolio to changes in food trends or shifts in consumer preferences and tastes. We may not be able to introduce new products that are in faster-growing and more profitable categories or reduce our production of products in categories experiencing consumption declines. Additionally, trends and shifts in consumer preferences and tastes may apply downward pressure on sales and pricing or lead to increased levels of selling and promotional expenses. Any of these factors could have a material adverse impact on our financial condition and results of operations.

23. A significant number of our properties are not registered in our name and are located on leased premises. There can be no assurance that these lease agreements will be renewed upon termination or that we will be able to obtain other premises on lease on same or similar commercial terms.

A significant number of our properties including some of our manufacturing facilities and warehouses are located on leased premises, and we have also leased a cold storage facility. These lease agreements may be terminated in accordance with their respective terms, and any termination or non-renewal of such leases could adversely affect our operations. Additionally, the factory buildings and warehouses obtained by us under operating leases generally have annual escalation clauses for rent payments. There can be no assurance that we will be able to retain or renew such leases on same or similar terms, or that we will find alternate locations for the existing facilities on terms favourable to us, or at all. Failure to identify suitable premises for relocation of existing properties, if required, or in relation to new or proposed properties we may purchase, in time or at all, may have an adverse effect on our production and supply chain, the pace of our projected growth as well as our business and results of operations.

24. Our business does not involve long term purchase arrangements and we rely on purchase orders from super stockists that determine the terms of sales of our products. As a result, our sales may fluctuate significantly as a result of changes in our super stockists' preferences.

Our business does not involve long-term purchase agreements and we rely on purchase orders from super stockists, who aggregate bulk orders from the distributors. However, purchase orders may be amended or cancelled prior to finalization, and in such event, an amendment or cancellation may take place, and we may be unable to seek compensation for any surplus products that we produce. Additionally, any failure to meet our super stockists' or their distributors' expectation could result in the cancellation or non-renewal of purchase orders. In addition, in cases where we have entered into agreements with super stockists, such contracts do not bind them to provide us with a specific volume of business and can be terminated by them for cause. Additionally, these super stockists cater to multiple manufacturers, who could be our competitors. Although we enter into agreements with our super stockists typically for a period of five years for distribution of certain identified products only, there is no firm commitment on part of our super stockists to continue to pass on new purchase orders to us and we may not be able to track their activities including in relation to marketing and selling of products other than those expressly agreed to by us. As a result, our sales may fluctuate significantly as a result of changes in our super stockists' preferences.

25. Inability to obtain, maintain or renew requisite statutory and regulatory permits and approvals for our business operations could materially and adversely affect our business, prospects, results of operations and financial condition.

Our operations are subject to extensive government regulation and in respect of our existing operations we are required to obtain and maintain various statutory and regulatory permits, certificates and approvals including approvals under the Food Safety and Standards Act, 2006, Water (Prevention and Control of Pollution) Act, 1974, environmental approvals, factories licenses, labour related and tax related approvals.

Further, approvals applicable to our Company include the, approvals for operating diesel generator sets and transformers, approvals from the utilities' companies/authorities for water and electricity connection, periodic inspection and periodic verification of the weights and measures, and packaging used by our Company and periodic inspection and certification of the engineering construction in our manufacturing facilities. We have made applications for various approvals including approvals under environmental laws. Further, our Subsidiary, Pure N Sure has applied for certain approvals that are required by it for the proposed business and operations that it intends to undertake. There can be no assurance that the relevant authorities will issue such permits or approvals in time or at all. Failure or delay in obtaining or maintaining or renew the required permits or approvals within applicable time or at all may result in interruption of the operations of Pure N Sure. Further, the relevant authorities may also initiate penal action against Pure N Sure, restrain its operations, impose fines / penalties or initiate legal proceedings for inability to obtain approvals in a timely manner or at all. Consequently, any failure or delay in obtaining such approvals could have a material adverse effect on the business, financial condition and profitability of Pure N Sure. Consequently, our investment in Pure N Sure may not generate the anticipated returns for us. For details of the applications for various approvals made by our Company and Pure N Sure, see "Government and Other Approvals – Approvals for which applications have been made" and "Government and Other Approvals – Approvals for which applications have been made by our Subsidiary" on page 412. There can be no assurance that the relevant authorities will issue or renew any expired permits or approvals in time or at all. Failure or delay in obtaining approvals or failure by us to obtain, maintain or renew the required permits or approvals within applicable time or at all may result in interruption of our operations. Further, the relevant authorities may initiate penal action against us, restrain our operations, impose fines/penalties or initiate legal proceedings for our inability to renew/obtain approvals in a timely manner or at all. Consequently, failure or delay to obtain such approvals could have a material adverse effect on our business, financial condition and profitability.

We cannot assure you that in the future, these approvals may not be suspended or revoked in the event of the regulations governing our business being amended or non-compliance or alleged non-compliance with any terms or conditions thereof, or pursuant to any regulatory action. If there is any failure by us to comply with the applicable regulations or if the regulations governing our business are amended, we may incur increased costs, be subject to penalties, or suffer disruption in our activities, any of which could adversely affect our business.

We cannot assure you that the contractors operating our contract manufacturing facilities will be able to obtain and maintain relevant approvals for continuous operations of such facilities. Failure of the contractors to maintain requisite government approvals may lead to a disruption in the production and supply of our products and may adversely affect our results of operations.

26. Our Promoters may cease to be in control of the Company post listing of the Equity Shares pursuant to the Issue

Currently, our Company is promoted by, (i) certain individual members of the Mehta family and the Kumat family, respectively, and (ii) SCI, who is a financial investor in our Company. For details on our Promoters and their shareholding, see "Our Promoter and Promoter Group" and "Capital Structure" on pages 220 and 84, respectively. While there are no subsisting arrangements for disposal of any Equity Shares held by our Promoters, there may be a change of control of our Company, in the event, subject to applicable law, post the listing of the Equity Shares pursuant to the Issue, any of our Promoters dispose their shareholding in our Company in excess of the thresholds prescribed under the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended.

Further, the conclusion of the initial fund life of the Sequoia entities shall commence earliest in mid 2018 post which Sequoia entities expect to dispose-off assets / investments and wind down within a period of two to three years, subject to any regulatory changes or approval. Accordingly, the latest period by which the Sequoia entities shall liquidate their shareholding in our Company is as follows:

Name of the Sequoia Entity	**Latest date* by which the Sequoia entity shall dispose its shareholding in the Company**
SCI-GIH	Middle of the year 2021
SCI	Middle of the year 2022
SCG	Middle of the year 2022

**Timelines are indicative and are dependent on the completion of disposal of assets/ investments and winding down by the Sequoia entities.*

Accordingly, SCI, one of our Promoters, may cease to be in control of the Company post listing of the Equity Shares.

27. Stringent food safety, consumer goods, health and safety laws and regulations may result in increased liabilities and increased capital expenditures.

Our operations are subject to stringent health and safety laws as our products are for human consumption and are therefore subject to various industry specific regulations. We may also be subject to additional regulatory requirements due to changes in governmental policies. Further, we may also incur additional costs and liabilities related to compliance with these laws and regulations that are an inherent part of our business. We are subject to various central, state and local food safety, consumer goods, health and safety and other laws and regulations. These relate to various issues, including food safety, food ingredients, and food packaging requirements, and the investigation and remediation of contamination. We have received a show cause notice from the Industrial Health and Safety Department, Indore in relation to an accident at our Indore manufacturing facility alleging non-compliance with provisions of the Factories Act, 1948. For details, see "Outstanding Litigation and Material Developments – Litigation involving our Company – Actions by statutory/regulatory authorities" on page 407.

These laws and regulations are increasingly becoming stringent and may in the future create substantial compliance or remediation liabilities and costs. These laws may impose liability for non-compliance, regardless of fault. Other laws may require us to investigate and remediate contamination at our facilities and production processes. While we intend to comply with applicable regulatory requirements, it is possible that such compliance may prove restrictive, costly and onerous and an inability to comply with such regulatory requirement may attract penalty. For details see, "Government and Other Approvals" and "Regulations and Policies" beginning on pages 410 and 188, respectively.

28. Failure to comply with environmental laws and regulations could lead to unforeseen environmental litigation which could impact our business and our future net earnings.

We are subject to various national, state, municipal and local laws and regulations concerning environmental protection in India, including laws addressing the discharge of pollutants into the air and water, the management and disposal of any hazardous substances, and wastes and the clean-up of contaminated sites. Environmental laws and regulations in India are becoming more stringent, and the scope and extent of new environmental regulations, including their effect on our operations, cannot be predicted with any certainty. In case of any change in environmental or pollution regulations, we may be required to invest in, among other things, environmental monitoring, pollution control equipment, and emissions management. Further, any violation of the environmental laws and regulations may result in fines, criminal sanctions, revocation of operating permits, or shutdown of our facilities.

As a consequence of unanticipated regulatory or other developments, future environmental and regulatory related expenditures may vary substantially from those currently anticipated. We cannot assure you that our costs of complying with current and future environmental laws and other regulations will not adversely affect our business, results of operations or financial condition. In addition, we could incur substantial costs, our products could be restricted from entering certain markets, and we could face other sanctions, if we were to violate or become liable under environmental laws or if our products become non-compliant with applicable regulations. Our potential exposure includes fines and civil or criminal sanctions, third-party property damage or personal injury claims and clean-up costs. The amount and timing of costs under environmental laws are difficult to predict. For further information, see "Regulations and Policies" on page 188.

29. Failure to realize anticipated benefits from various initiatives introduced to enhance productivity and improve operating efficiencies may adversely affect our business, results of operations, cash flows and financial condition.

Our future success and profitability depend in part on our ability to reduce costs and improve efficiencies. Our productivity initiatives help fund our growth initiatives and contribute to our results of operations. We continue to implement strategic plans that we believe will position our business for future success and long-term growth by enabling us to achieve a lower cost structure and operate more efficiently in the highly competitive snack food industry. In order to capitalize on our cost reduction efforts, it will be necessary to make certain investments in our business, which may be constrained by the amount of capital investments required. In addition, it is critical that we have the appropriate personnel in place to continue to lead and execute our growth strategy. If we are unable to successfully implement our productivity initiatives, fail to implement these initiatives as timely as we anticipate, do not achieve expected savings as a result of these initiatives or incur higher than expected or unanticipated costs in implementing these initiatives, or fail to identify and implement additional productivity enhancement initiatives in the future, our business, results of operations, cash flows and financial condition may be adversely impacted.

30. Failure by our transportation providers to deliver our products on time or at all could result in lost sales.

Our manufacturing facilities are located near our key markets and raw material supplies, which facilitates transportation of raw materials to our manufacturing facilities, and of finished products to stockists and distributors. Interruptions in the transportation or increase in transportation costs of raw materials and poor handling of materials or products in transit could interrupt our business, cause us losses, damage our reputation, and adversely affect our results of operations, cash flows and financial condition. We may also face disruptions in the delivery of our raw materials and transport of our products to super stockists for various reasons beyond our control, including poor handling by transportation providers of our raw materials and products, transportation bottlenecks, natural disasters and labour issues, breakdown of equipment, accidents, fire, loss of water or power supply, terrorism, political instability, military conflict, pandemic, strikes, the financial and/or operational instability of key suppliers, warehouses and transportation providers or brokers, or other reasons which may result in loss of sales. To the extent that we are unable to effectively manage such events if they occur, or cannot financially mitigate the likelihood or potential impact of such events, there could be a materially adverse effect on our results of operations. Our distribution costs include the cost of transporting our products to our super stockists and distributors. We rely on contractual arrangements with transport companies that have fixed rates in relation to destination regions. There can be no assurance that such contractual arrangements will not be terminated in the future, whether on account of increased transportation costs or otherwise, and we may not be able to engage alternative transport arrangements in a timely or adequate manner. The termination of our transportation arrangements and our failure to engage alternative transport arrangements may disrupt our supply chain and may adversely affect on our business, financial condition, cash flows and results of operations.

31. Any inability to accurately manage inventory and forecast demand for particular products in specific markets may have an adverse effect on our business, results of operations and financial condition.

We estimate demand for our products based on projections, our understanding of anticipated consumer spending and inventory levels with our distribution network. If we underestimate demand, we may produce lesser quantities of products than required, which could result in the loss of business. If we overestimate demand, we may purchase more raw materials and produce more products than required, which may also result in locking in of our working capital. In the event of such over-production, we may face difficulties with storage and other inventory management issues before the expiry of the shelf life of our products, which may adversely affect our results of operations and profitability. In addition, even if we are able to arrange for sale of such stock, we cannot ensure that such products are not sold or consumed by consumers subsequent to the expiry of the shelf life, which may lead to health hazards. While we prominently display the shelf life in the packaging of our products, we cannot assure you that we will not face claims for damages or other litigation, if our products are consumed subsequent to expiry of their shelf life. Any or all of these factors could adversely affect our reputation, and consequently our business, prospects and financial performance.

32. Technology failures could disrupt our operations and adversely affect our business operations and financial performance.

IT systems are critical to our ability to manage our large production operations and distribution network and in turn, to maximize efficiencies and optimize costs. Our IT systems enable us to coordinate our operations, from planning, production scheduling and raw material ordering, vehicle loading, customer delivery, invoicing, customer relationship management and decision support. If we do not allocate and effectively manage the resources necessary to build and sustain the proper IT infrastructure, we could be subject to transaction errors, processing inefficiencies, customer service disruptions and, in some instances, loss of customers. Our IT systems, and the systems of our third party IT service providers may also be vulnerable to a variety of interruptions due to events beyond our control, including, but not limited to, natural disasters, terrorist attacks, telecommunications failures, computer viruses, hackers and other security issues. IT interruptions and system failures could have a material and adverse effect on our ability to realise the anticipated improvements in productivity and efficiency.

33. If we are unable to raise additional capital, our business prospects could be adversely affected.

We intend to fund our development plans through our cash on hand, cash flow from operations and from the Net Proceeds. We will continue to incur significant expenditure in maintaining and growing our existing infrastructure. We cannot assure you that we will have sufficient capital resources for our current operations or any future expansion plans that we may have. While we expect our cash on hand and cash flow from operations to be adequate to fund our existing commitments, our ability to incur any future borrowings is dependent upon the success of our operations. Additionally, the inability to obtain sufficient financing could adversely affect our ability to complete expansion plans. Our ability to arrange financing and the costs of capital of such financing are dependent on numerous factors, including general economic and capital market conditions, credit availability from banks, investor confidence, the continued success of our operations and other laws that are conducive to our raising capital in this manner. If we decide to meet our capital requirements through debt financing, we may be subject to certain restrictive covenants. If we are unable to raise adequate capital in a timely manner and on acceptable terms, or at all, our business, results of operations, cash flows and financial condition could be adversely affected. For further information, see " – If we are unable to service our debt obligations in a timely manner or to comply with various financial and other covenants and other terms and conditions of our financing agreements, it may adversely affect our business, prospects, results of operations and financial condition" on page 26.

34. Concerns over obesity or nutritional value of our products may reduce demand for some of our products.

There is growing concern among consumers, public health professionals and government agencies about the health problems associated with obesity. In addition, some researchers, health advocates and dietary guidelines are suggesting that consumption of fried snacks is one of the primary causes of increased obesity rates and are encouraging consumers to reduce or eliminate consumption of such products. Increasing public concern about obesity; additional governmental regulations concerning the marketing, labelling, packaging or sale of our products; and negative publicity resulting from actual or threatened legal actions against us or other companies in our industry relating to the marketing, labelling or sale of our fried snacks may reduce demand for or increase the cost of our fried snacks, which could adversely affect our profitability.

35. Certain of our financing agreements involve variable interest rates and any increase in interest rates may adversely affect our results of operations and financial condition.

We are susceptible to changes in interest rates and the risks arising therefrom. Certain of our financing agreements provide for interest at variable rates with a provision for the periodic resetting of interest rates. Further, under certain of our financing agreements, the lenders are entitled to change the applicable rate of interest, which is a combination of a base rate that depends upon the policies of the RBI and a contractually agreed spread, and in the event of an adverse change in our Company's credit risk rating. See "Financial Indebtedness" beginning on page 364 for a description of interest payable under our financing agreements. Further, in recent years, the Government of India has taken measures to control inflation, which have included tightening the monetary policy by raising interest rates. As such, any increase in interest rates may have an adverse effect on our business, results of operations, cash flows and financial condition.

36. Our profit and EBITDA margins may be impacted by a variety of factors, including but not limited to, variations in raw materials pricing, retail consumer requirements and mix, sales velocities and required promotional support, and competition.

Our profit after tax but before minority interest for Fiscal 2015, Fiscal 2016 and Fiscal 2017 was ₹ 99.02 million, ₹ 273.73 million, and ₹ 98.93 million respectively. In Fiscal 2015 and Fiscal 2016, and Fiscal 2017, we recorded EBITDA of ₹ 356.29 million, ₹ 572.33 million and ₹ 424.09 million, respectively. Our profit as a percentage of net revenue from operations may fluctuate and may decrease as a result of the competitive and other factors described herein. Our profit is impacted by a number of factors, including product pricing, raw material, labour, packaging, and fuel costs. Should the competitive dynamic change in our industry (which could impact our margins through forces including but not limited to requiring us to alter our pricing strategy or requiring additional promotional activity), increase in raw materials prices, or material change in consumer preferences, we may not be able to continue to operate at our current margins. Additionally, should unforeseen events require our Company to make significant and unplanned investments in additional infrastructure or marketing activities, our profit before minority interest and EBITDA margins could be materially reduced.

37. We may not be able to adequately protect our intellectual property that is material to our business.

Our ability to compete effectively depends in part upon protection of our rights in trademarks, copyrights and other intellectual property rights we own. Further, other entities may pass off their products as ours by imitating our brand name or packaging material. Our use of contractual provisions, confidentiality procedures and agreements, and trademark, copyright, unfair competition, trade secret and other laws to protect our intellectual property may not be adequate. We have applied for, but not yet obtained registration with respect to certain trademarks including Blow Fun, Yellow Diamond Rings Masala, Yellow Diamond Rings Tomato, Trikon, Yellow Diamond Chulbule, Dildaar Hain Hum, Rich Feast, Richfeast Yummy Pie, Richfeast Yum Pie, Richfeast Choco Pie (Label), Richfeast Yummy Pie (Label), Yellow Diamond KRUNCHY STICKS (Composite label), Yellow Diamond 7 Wonders Logo, Yellow Diamond 7 Wonders (Label), Prandeo, Richfeast, Yellow Diamond Magic Masala and Yellow Diamond Rings Chilli Cheese, Yellow Diamond CREAMY STICK, CREAMY STICK, HONEY BONEY, YOODLES, CREAMY MELTS and Yellow Diamond Scoops. In 2011, we acquired certain trademarks including Yellow Diamond, Y&D Chulbule, Trikon, Y&D, Yellow Diamond Chulbule Mast Masala and Blow Fun from Prakash Snacks by way of Assignment Deed for Assignment of Trademarks dated September 28, 2011.

Pursuant to an Intellectual Property Assignment Agreement entered into between Prakash Snacks and our Company dated March 10, 2016 we acquired perpetual rights over certain trademarks including Chulbule and applications for certain trade-marks including Yellow Diamond Chulbule, Yellow Diamond Rings, Yellow Diamond Rings Chilli Cheese, Yellow Diamond Rings Masala and Yellow Diamond Rings Tomato. For details, see "Our Business – Intellectual Property" on page 187. Although we are not aware of other entities that are using trade names similar to "Yellow Diamond" and "Chulbule" in our industry, we have filed oppositions against applications made by third parties for registration of marks sounding similar to our trademarks. The use of "Yellow Diamond" or "Chulbule" or similar trade names by third parties may result in confusion among consumers and loss of business. In addition, any adverse experience of consumers of such third parties, or negative publicity attracted by such third parties could adversely affect our reputation, brand and business prospects.

Litigation may be necessary to enforce our intellectual property rights and protect our proprietary information, or to defend against claims by third parties that our products or our use of intellectual property infringe their intellectual property rights. Any litigation or claims brought by or against us could result in substantial costs and diversion of our resources. A successful claim of trademark, copyright or other intellectual property infringement against us could prevent us from providing our products, which could harm our business, financial condition or results of operations. In addition, a breakdown in our internal policies and procedures may lead to an unintentional disclosure of our proprietary, confidential or material non-public information, which could in turn harm our business, financial condition or results of operations.

38. The emergence of modern trade channels in the form of hypermarkets, supermarkets and online retailers may adversely affect our pricing ability, and result in temporary loss of retail shelf space and disrupt sales of food products, which may have an adverse effect on our results of operations and financial condition.

We sell our products to retail customers through modern trade channels, which include supermarkets and hypermarkets. India has recently witnessed the emergence of such chains and online retailers and the market penetration of large scaled organized retail in India is likely to increase further. While we believe this provides us with an opportunity to improve our supply chain efficiencies and increase the visibility of our brands, it also increases the negotiating position of such stores. We cannot assure you that we will be able to negotiate our distribution agreements, specially our pricing or credit provisions, on terms favourable to us, or at all. Any inability to enter into distribution agreements and on terms favourable to us, may have an adverse effect on our pricing and margins, and consequently adversely affect our results of operations and financial condition.

From time to time, retailers change distribution centers that supply products to some of their retail stores. If a new distribution center has not previously distributed our products in that region, it may take time to get a retailer's distribution center to begin distributing new products in its region. Even if a retailer approves the distribution of products in a new region, product sales may decline while the transition in distribution takes place. If we do not get approval to have our products offered in a new distribution region or if getting this approval takes longer than anticipated, our sales and operating results may suffer.

39. Any delay or default in payments from super stockists could result in the reduction of our profits.

All our sales are made through super stockists and credit extended to our super stockists is included in such sales. Consequently, we face the risk of the uncertainty regarding the receipt of these outstanding amounts. As a result of such industry conditions, we have and may continue to have high levels of outstanding receivables. For Fiscal 2017, our trade receivables were ₹ 196.93 million. If our super stockists default in making these payments our profits margins could be adversely affected.

40. Public companies in India, including our Company, will be required to prepare financial statements under Ind AS and compute Income Tax under the Income Computation and Disclosure Standards (the "ICDS"). The transition to Ind AS in India is very recent we may be negatively impacted by such transition.

The Ministry of Corporate Affairs ("**MCA**") has notified the Companies (Indian Accounting Standards) Rules, 2015 on February 16, 2015 providing a revised roadmap on implementation of Indian Accounting Standards ("**Ind AS**") which stipulates implementation of Ind AS in a phased manner beginning from accounting period 2016 – 2017 ("**MCA Roadmap**"). In accordance with the MCA Roadmap, we are covered in Phase II and will be required to prepare our financial statements in accordance with Ind AS in Fiscal 2018.

The Restated Financial Statements included in this Prospectus are prepared in accordance with the Companies Act, Indian GAAP and the SEBI ICDR Regulations. If we were to prepare our financial statements in accordance with Ind AS, our results of operations and financial condition may be materially different from those prepared in accordance with Indian GAAP. There may be significant differences between Indian GAAP and Ind AS that is expected to impact the preparation and presentation of our financial statements, which may be material to investors' assessment of our financial performance. For further details, see "Summary of Significant Differences between Indian GAAP and Ind AS" on page 366.

Certain matters related to our financial information that could result in differences between our financial statements prepared in accordance with Indian GAAP and those prepared in accordance with Ind AS include accounting policies related to the classification of financial assets and financial liabilities, presentation of revenue numbers (gross) in the financials, loan loss provisioning, recognition and measurement of upfront fee of borrowings, measurement of costs in a share based payment arrangement and recognition of actuarial gains and losses in employee benefit calculations. We however, have not undertaken a detailed assessment of the possible impact to our financial statements on the transition to Ind AS and we do not provide reconciliation of our Indian GAAP restated financial statements included in this Prospectus to Ind AS. The preparation of our unconsolidated and consolidated financial statements in accordance with Ind AS will require our management to make judgments, estimates and certain assumptions. The estimates and assumptions used in the preparation of such financial statements in accordance with Ind AS will be based upon management's evaluation of the relevant facts and circumstances as on the date of the relevant financial statements, and such estimates and underlying assumptions may be reviewed in the future on an on-going basis.

In addition, any financial information based on Ind AS may not be comparable to the Restated Unconsolidated Financial Information and Restated Consolidated Financial Information included herein.

In addition, the Ministry of Finance has issued a notification dated March 31, 2015 notifying ICDS which creates a new framework for the computation of taxable income. Subsequently, the Ministry of Finance, through a press release dated July 6, 2016, deferred the applicability of ICDS from April 1, 2015 to April 1, 2016 and is applicable from Fiscal 2017 onwards and will have impact on computation of taxable income for Fiscal 2016 onwards. ICDS deviates in several respects from concepts that are followed under general accounting standards, including Indian GAAP and Ind AS.

Any failure to successfully adopt Ind AS may have an adverse effect on the trading price of the Equity Shares and/or may lead to regulatory action and other legal consequences. In addition, our management may be required to divert its time and other resources for the successful and timely implementation of Ind AS. Moreover, our transition to Ind AS reporting may be hampered by increasing competition and increased costs for the relatively small number of Ind AS-experienced accounting personnel available as more Indian companies begin to prepare Ind AS financial statements. There is not yet a significant body of established practice from which to draw references/judgments regarding the implementation and application of Ind AS.

In addition, there are significant differences between Indian GAAP, US GAAP and IFRS. We have not attempted to quantify the impact of IFRS or US GAAP on the financial information included in this Prospectus, nor do we provide a reconciliation of our financial statements to those of IFRS or US GAAP. IFRS and US GAAP differ in significant respects from Indian GAAP. Accordingly, the degree to which the Indian GAAP restated financial statements, as restated in accordance with the SEBI ICDR Regulations included in this Prospectus will provide meaningful information is entirely dependent on the reader's level of familiarity with Indian accounting practices.

41. Our revenues are subject to a significant number of tax regimes and changes in legislation governing the rules implementing them could adversely affect our results of operations.

Taxes and other levies imposed by the Government of India or state governments in India that affect our industry include import duties on raw materials and finished goods, excise duty on the manufacture of our products, central and state sales tax and other levies, income tax, value added tax, octroi tax and entry tax, service tax and other new or special taxes and surcharges introduced on a permanent or temporary basis from time to time. Such higher taxes on the sale of the our products, in the form of excise or other taxes, could lead to increased prices, which in turn may reduce demand and consumption of our products and reduce our revenues and profitability. We are currently entitled to certain tax benefits and incentives.

We commissioned our Guwahati-II manufacturing facility on April 8, 2016. As per the Industrial and Investment Policy of Assam, 2014, the facility is entitled for exemption of tax payable under the Assam Value Added Tax Act, 2005 and the Central Sales Tax Act, 1956 for 15 years from the date of commencement of commercial production. The eligibility certificate for the Guwahati-II manufacturing facility is awaited. If we are unable to obtain the eligibility certificate, we may not be able to receive the sales tax benefit. If we are unable to avail these tax benefits in the future, it may result in increased tax liabilities and reduced liquidity and have an adverse effect on our results of operations. For further details see, "Statement of Tax Benefits" on page 130.

Further, certain states in India have imposed, or are in the process of imposing, taxes on the consumption of food products containing higher than usual fat content. While our products are not subject to such taxes at present, there can be no assurance that we will not be subject to taxes of such nature in the future. The imposition of any such taxes could lead to increased prices, which may reduce demand for our products and consequently reduce our revenues and profitability.

42. Our insurance coverage may not adequately protect us against all material hazards, which may adversely affect our business, results of operations, cash flows and financial condition.

Under our agreements with the super stockists, the title of our products vests with the super stockists upon delivery of our products in the godowns and warehouses of such super stockists. The super stockists are required to maintain the adequate insurance to cover any losses or damage to our products. There can be no assurance that the super stockists will be able to maintain adequate cover to protect loss of our products. In addition, we may not be able to recover compensation from such super stockists in the event damage is cause to our products while they are in custody of such super stockists. We could be held liable for accidents that occur at our manufacturing facilities or that otherwise arise out of our operations, wherein we would face claims of negligence or be subject to other liabilities.

While the gross block of our assets such as buildings including leasehold improvements, plant and machinery, and other equipment (which includes furniture and fixtures, office equipment, computers and vehicles) as of June 30, 2017 was ₹ 462.52 million, ₹ 1,962.07 million and ₹ 88.53 million, respectively, and the sum assured under our insurance policies as of June 30, 2017 for our abovementioned assets was ₹ 426.00 million, ₹ 2,269.50 million and ₹ 119.54 million, respectively. Further, notwithstanding the insurance coverage that we carry for our own operations, which includes standard fire and special perils policy for our manufacturing facilities, directors' and officers' liability policy, money policy, we may not be fully insured against some business risks and the occurrence of an event that causes losses in excess of limits specified under the relevant policy, or losses arising from events not covered by insurance policies, could adversely affect our business, results of operations and financial condition. If we are subject to litigation or claims or our operations are interrupted for a sustained period, we cannot assure you that our insurance policies will be adequate to cover the losses that may be incurred as a result of such interruption. If we suffer large uninsured losses or if any insured losses suffered by us significantly exceed our insurance coverage or our insurance claim is rejected, it may adversely affect our business, results of operations, cash flows and financial condition. See "Our Business – Insurance" on page 186.

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

As of July 31, 2017, we employed 807 full time personnel across our various facilities in India. Although we have not experienced any major work stoppages due to labour disputes or cessation of work in the recent past, we cannot assure you that we will not experience disruptions in work due to disputes or other problems with our work force, which may adversely affect our ability to continue our business operations. Any labour unrest directed against us, could directly or indirectly prevent or hinder our normal operating activities, and, if not resolved in a timely manner, could lead to disruptions in our operations. These actions are improbable for us to forecast or control and any such event could adversely affect our business, results of operations and financial condition.

44. We appoint contract labour for carrying out certain of our operations and we may be held responsible for paying the wages of such workers, if the independent contractors through whom such workers are hired default on their obligations, and such obligations could have an adverse effect on our results of operations, cash flows and financial condition.

In order to maintain operational efficiencies, we appoint independent contractors who in turn engage on-site contract labour for performance of certain of our operations. As on July 31, 2017, such contract labour constituted 65.02% of our total work force. We also have a large number of sales representatives who are managed by our distributors. Although we do not engage these labourers and sales representatives directly, we may be held responsible for any wage payments to be made to such labourers and sales representatives in the event of default by such independent contractor or distributor, as the case may be. Any requirement to fund their wage requirements may have an adverse impact on our results of operations and financial condition. In addition, under the Contract Labour (Regulation and Abolition) Act, 1970, as amended, we may be required to absorb a number of such contract labourers as permanent employees. Thus, any such order from a regulatory body or court may have an adverse effect on our business, results of operations, cash flows and financial condition.

45. Our funding requirements and proposed deployment of the Net Proceeds of the Issue have not been appraised by a bank or a financial institution and if there are any delays or cost overruns, our business, financial condition and results of operations may be adversely affected.

We intend to use the Net Proceeds of the Fresh Issue for the purposes described in "Objects of the Issue" on page 107. The objects of the Fresh Issue have not been appraised by any bank or financial institution. Whilst a monitoring agency will be appointed for monitoring utilisation of the Net Proceeds, the proposed utilisation of Net Proceeds is based on current conditions, internal management estimates, contracts and quotations received from vendors and third party agencies and are subject to changes in external circumstances or costs, or in other financial condition, business or strategy, as discussed further below. Based on the competitive nature of our industry, we may have to revise our business plan and/ or management estimates from time to time and consequently our funding requirements may also change. Our internal management estimates may exceed fair market value or the value that would have been determined by third party appraisals, which may require us to reschedule or reallocate our project and capital expenditure and may have an adverse impact on our business, financial condition, results of operations and cash flows.

Further, pending utilization of Net Proceeds towards the Objects of the Issue, our Company will have the flexibility to deploy the Net Proceeds and to deposit the Net Proceeds them temporarily in deposits with one or more scheduled commercial banks included in Second Schedule of Reserve Bank of India Act, 1939. Accordingly, prospective investors in the Issue will need to rely upon our management's judgment with respect to the use of Net Proceeds. If we are unable to enter into arrangements for utilization of the Net Proceeds as expected and assumed by us in a timely manner or at all, we may not be able to derive the expected benefits from the Net Proceeds of the Issue and our business and financial results may suffer.

46. Any variation in the utilisation of the Net Proceeds or in the terms of any contract as disclosed in this Prospectus would be subject to certain compliance requirements, including prior shareholders' approval.

We propose to utilise the Net Proceeds for repayment/ pre-payment, in full or part, of certain borrowings availed by our Company, funding capital expenditure requirements in relation to expansion and modernisation of our existing manufacturing facilities including our contract manufacturing facilities, investment in our Subsidiary for repayment/ pre-payment of certain borrowings availed by it, marketing and brand building activities and other general corporate purposes.

For further details of the proposed objects of the Issue, see "Objects of the Issue" beginning on page 107. At this stage, we cannot determine with any certainty if we would require the Net Proceeds to meet any other expenditure or fund any exigencies arising out of competitive environment, business conditions, economic conditions or other factors beyond our control. In accordance with Section 27 of the Companies Act, 2013, we cannot undertake any variation in the utilisation of the Net Proceeds or in the terms of any contract as disclosed in this Prospectus without obtaining the shareholders' approval through a special resolution. In the event of any such circumstances that require us to undertake variation in the disclosed utilisation of the Net Proceeds, we may not be able to obtain the shareholders' approval in a timely manner, or at all. Any delay or inability in obtaining such shareholders' approval may adversely affect our business or operations.

Further, our Promoters or controlling shareholders would be required to provide an exit opportunity to the shareholders who do not agree with our proposal to change the objects of the Issue or vary the terms of such contracts, at a price and manner as prescribed by SEBI. Additionally, the requirement on Promoters or controlling shareholders to provide an exit opportunity to such dissenting shareholders may deter the Promoters or controlling shareholders from agreeing to the variation of the proposed utilisation of the Net Proceeds, even if such variation is in the interest of our Company. Further, we cannot assure you that the Promoters or the controlling shareholders of our Company will have adequate resources at their disposal at all times to enable them to provide an exit opportunity at the price prescribed by SEBI.

In light of these factors, we may not be able to undertake variation of objects of the Issue to use any unutilized proceeds of the Fresh Issue, if any, or vary the terms of any contract referred to in this Prospectus, even if such variation is in the interest of our Company. This may restrict our Company's ability to respond to any change in our business or financial condition by re-deploying the unutilised portion of Net Proceeds, if any, or varying the terms of contract, which may adversely affect our business and results of operations.

47. We may not be able to derive the expected benefits of the deployment of the Net Proceeds, in a timely manner, or at all.

Our Company intends to use a certain portion of the Net Proceeds for the purposes of prepayment in full or in part, of certain of the borrowings availed by the Company. We also intend to use certain portion of the Net Proceeds for investing in our Subsidiary for the purpose of repayment of our Subsidiary's borrowings. We also propose to utilize a proportion of the Net Proceeds for our marketing and brand building activities. We cannot ascertain whether such initiatives will result in increased sales or have an equivalent monetary impact. Our estimates for the proposed expenditure are based on several variables, a significant variation in any one or a combination of which could have an adverse effect. There can be no assurance that we will be successful in our efforts and may not be able to undertake effective marketing initiatives to deepen the presence of our brand and differentiate it from competition. Further, our deployment of money for advertising expenses on different media is contingent on various factors, such as the nature of the advertising campaign, ratings of programs or segments, specific media, sports and entertainment events, expected viewership of our advertisements, expected growth of the Indian economy, and our business and marketing plans. Accordingly, we may choose to purchase more advertising time/space for certain specific desirable media, channels or segments and less advertising time in others. If our marketing and advertising programmes are unsuccessful, our results of operations and cash flows could be materially adversely affected.

Further, we also propose to utilize a proportion of the Issue Proceeds for funding our capital expenditure requirements in relation to expansion (including through setting up of new production lines) and modernization of our existing manufacturing facilities at Indore, Guwahati and Bengaluru. While we have received quotations from various vendors for the purchase of the machinery and equipment for the proposed expansion and modernization activities, we have not yet purchased any equipment nor placed any orders in relation to the same and the actual procurement of equipment, machineries and other items may entail significant outlay of cash in addition to the timeframe involved in procuring and implementing them. Moreover, some of the quotations and estimates may expire in due course and we may be required to obtain fresh quotations and estimates which we may be unable to obtain in a timely manner or at the same rates which may impact our estimates or assumptions for the proposed objects.

Any delays or failure in the purchase of the equipment and machinery and time and cost overruns may mean that we may not achieve the economic benefits expected from such investment which could impact our business, financial condition and results of operations. Further, we may have to revise our expenditure and funding requirements as a result of variations in costs, estimates, quotations or other external factors, which may not be within the control of our management. This may entail rescheduling, revising or cancelling planned expenditure and funding requirements at the discretion of our Board.

The details in this regard have been disclosed in the section entitled "Objects of the Issue" beginning on page 107. While the utilisation of Net Proceeds for prepayment of the borrowings would help us to reduce our cost of debt and enable the utilisation of our funds for further investment in business growth and expansion and prepayment of the said loans, and marketing and brand building activities will provide us with the means of creating awareness of our products among potential consumers, these objects will not result in the creation of any tangible assets for our Company.

48. Information relating to our production capacities and the historical capacity utilization of our manufacturing facilities included in this Prospectus is based on various assumptions and estimates and future production and capacity utilization may vary.

Information relating to our production capacities and the historical capacity utilization of our manufacturing facilities included in this Prospectus is based on various assumptions and estimates of our management, including proposed operations, assumptions relating to availability and quality of raw materials and assumptions relating to potential utilization levels and operational efficiencies. Actual production levels and utilization rates may differ significantly from the estimated production capacities or historical estimated capacity utilization information of our facilities. Undue reliance should therefore not be placed on our production capacity or historical estimated capacity utilization information for our existing facilities included in this Prospectus.

49. We have issued equity shares at prices that may be lower than the Issue Price in the last 12 months.

We have issued equity shares in the last 12 months at a price that may be lower than the Issue Price, as set out in the table below:

Name of the Allottee	Date of Allotment	Number of equity shares	Issue Price (₹)	Reason
Certain employees of our Company	June 21, 2016	4,810	485.81(1)	Allotment of equity shares under the erstwhile employee stock purchase plan of our Company(2)
Shareholders of our Company	September 28, 2016	15,878,800	-	Bonus issue(3)
The holders of CCPS of our Company	May 26, 2017	6,930,240	-	Conversion of CCPS(4)
Shareholders of our Company	June 16, 2017	15,590,880	-	Bonus issue(5)

(1) *On an adjusted basis giving effect to the split and consolidation of face value of the equity shares of the Company and bonus issue that took place after this date.*

(2) *4,810 equity shares were allotted to 47 employees of our Company i.e. Awadh Bihari Singh (724 equity shares), Sumit Sharma (1,231 equity shares), Raj Kumar Kalra (200 equity shares), Deepak Brahme (223 equity shares), Sushil Choksey (127 equity shares), Ankur Verma (215 equity shares), Abhijit Singh (205 equity shares), Sudhesh Singh Parihar (120 equity shares), Ankit Agrawal (86 equity shares), Rajesh Kumrawat (17 equity shares), Ajay Sharma (26 equity shares), Narendra Tiwari (26 equity shares), Sanjeev Kumar Dubey (26 equity shares), Banti Kausti (26 equity shares), Sanjay Sinha (344 equity shares), S. Kalyan Sundhra Murthy (120 equity shares), Parmesh R Oodonal (120 equity shares), Pradeep Sharma (26 equity shares), Subhash Bhatt (190 equity shares), Udal Singh (14 equity shares), Pankaj Shukla (17 equity shares), Sudesh Malviya (17 equity shares), Rabindra Das (20 equity shares), Sanjay Das (20 equity shares), Gyanchand Jain (10 equity shares), Dhruba Jyoti Das (20 equity shares), Amit Kumar Shrivastav (20 equity shares), Ashish Chauhan (15 equity shares), Amit Jain (15 equity shares), Rajkumar Devrai (15 equity shares), Sanjay Borade (15 equity shares), Rajesh Sharma (296 equity shares), Ramasamy Kannan (60 equity shares), Prateek Maheshwari (20 equity shares), Navneet Paliwal (15 equity shares), Sumit Ranka (10 equity shares), Shailendra Patidar (35 equity shares), Sumeer Dandona (20 equity shares), Kanchan Dandona (19 equity shares), Pooja Pandey (20 equity shares), Chanchal Chamoli (10 equity shares), Ranjit Kumar Singh (9 equity shares), Ajay Kumar Mehto (9 equity shares), Mohammad Zulfiqar Ali (9 equity shares), Dinesh Sharma (9 equity shares), Yagyadatta Sharma (9 equity shares) and Amrit Parasher (10 equity shares).*

(3) *Bonus issue in the ratio of 5:1 to the Shareholders as on the record date of September 23, 2016, as authorised by our Shareholders through a resolution passed on September 24, 2016 and undertaken through capitalisation of our capital reserves.*

(4) *5,792,700 equity shares were allotted to SCI, 268,800 equity shares were allotted to SCG, and 868,740 equity shares were allotted to SCI-GIH pursuant to conversion of 96,545 CCPS held by SCI, 4,480 CCPS held by SCG and 14,479 CCPS held by SCI-GIH, respectively, pursuant to a resolution dated May 26, 2017 passed by our Board.*

(5) *15,590,880 bonus Equity Shares issued in the ratio of 3:1 to the Shareholders as on the record date of June 2, 2017, as authorised by our Shareholders pursuant to a resolution passed on June 3, 2017 and undertaken through capitalisation of our capital reserves.*

The Issue Price is not indicative of the market price following the listing of the Equity Shares. For details, see "Capital Structure" on page 84.

50. *Industry information included in this Prospectus has been derived from an industry report commissioned by us for such purpose. There can be no assurance that such third-party statistical, financial and other industry information is either complete or accurate.*

We have availed the services of an independent third party research agency, Frost & Sullivan (India) Private Limited, to prepare an industry report titled "Strategic Analysis of the Savouries and Snacks Markets in India" dated June 15, 2017, for purposes of inclusion of such information in this Prospectus. This report is subject to various limitations and based upon certain assumptions that are subjective in nature. We have not independently verified data from this industry report. Although we believe that the data may be considered to be reliable, the accuracy, completeness and underlying assumptions are not guaranteed and dependability cannot be assured. While we have taken reasonable care in the reproduction of the information, the information has not been prepared or independently verified by us, any of the GCBRLMs and the BRLM or any of our or their respective affiliates or advisors and, therefore, we make no representation or warranty, express or implied, as to the accuracy or completeness of such facts and statistics. Due to possibly flawed or ineffective collection methods or discrepancies between published information and market practice and other problems, the statistics herein may be inaccurate or may not be comparable to statistics produced for other economies and should not be unduly relied upon. Further, there is no assurance that they are stated or compiled on the same basis or with the same degree of accuracy as may be the case elsewhere. Statements from third parties that involve estimates are subject to change, and actual amounts may differ materially from those included in this Prospectus.

51. The Annexure to our Statutory Auditors' report issued under the Companies (Auditor's Report) Order, 2016, 2015 and 2003, as applicable, on our consolidated and unconsolidated financial statements contain certain qualifications, which do not require any corrective adjustments in the financial information.

We have set out below a summary of auditors' adverse remarks appearing in the annexure to auditor's report under the Companies (Auditor's Report) Order, 2016, 2015 and 2003, as applicable, for the last five Fiscals:

Fiscals	**Statutory Auditors' Remarks**
Restated Unconsolidated Financial Statements	
2017	• There have been slight delays in cases of deposit of certain undisputed statutory dues including provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of custom, duty of excise, value added tax, and cess. • There are disputed outstanding income tax, sales tax and value added tax dues.
2016	• There are disputed outstanding central sales tax dues.
2015	• The internal control system of our Company for purchases of fixed assets and services is inadequate since there is no process of documentation of vendor selection. Further, the process of analysis of comparative quotations and issuance of purchase orders for purchase of inventory and fixed assets needs strengthening. • There have been slight delays in cases of deposit of certain undisputed statutory dues including provident fund, employees' state insurance, income-tax, sales-tax, wealth-tax, service tax, customs duty, excise duty, value added tax, cess and other material statutory dues applicable to the Company. • There are disputed outstanding value added tax dues.
2014	• The internal control system of our Company for purchases of inventory and in respect of fixed assets is inadequate since there is no process of documentation of vendor selection, analysis of quotation and issuance of purchase orders. In the opinion of the auditors, this is a continuing failure to correct a major weakness in the internal control system. • There have been serious delays in cases of deposit of professional tax.
2013	• The internal control system of our Company for purchases of inventory and in respect of fixed assets is inadequate since there is no process of documentation of vendor selection, analysis of quotation and issuance of purchase orders. In the opinion of the auditors, this is a continuing failure to correct a major weakness in the internal control system. • The scope and coverage of the internal audit system of our Company requires to be extended to be commensurate with the size and nature of our Company's business. • There have been slight delays in some cases of depositing undisputed statutory dues with the appropriate authorities.
Restated Consolidated Financial Statements	
2015	• Our internal control system for purchases of fixed assets and services is inadequate since there is no process of documentation of vendor selection. Further, the process of analysis of comparative quotations and issuance of purchase orders for purchase of inventory and fixed assets needs strengthening. • There have been slight delays in cases of deposit of certain undisputed statutory dues of the Company. • There have been disputed outstanding value added tax dues. • Our Subsidiary has incurred cash losses in Fiscal 2015 and Fiscal 2014.

There is no assurance that our CARO reports for any future fiscal periods will not contain such comments or any other qualifications for such future fiscal periods or otherwise affect our results of operations in such future fiscal periods. Investors should consider these remarks in evaluating our financial position, cash flows and results of operations. Any such qualifications in the auditors' report on our financial statements in the future may also adversely affect the trading price of the Equity Shares.

For details on these qualifications, emphasis of matter and steps taken by our Company, see "Management's Discussion and Analysis of Financial Condition and Results of Operations – Auditor Observations" on page 400.

52. Currency exchange rate fluctuations may have an adverse effect on our results of operations and value of the Equity Shares.

We have certain foreign currency denominated borrowings, comprising buyers' credit availed in Japanese Yen from HDFC Bank Limited and ICICI Bank Limited, and as such, we are exposed to fluctuations in exchange rates between Indian Rupees and the Japanese Yen. As on August 29, 2017, the total value of such foreign currency denominated borrowings was JPY 153 million. In addition, few of the quotations availed by us for certain items forming of the Objects of the Issue are denominated in USD, Japanese Yen, Euro and Australian Dollars. Although we closely follow our exposure to foreign currencies and selectively enter into hedging transactions in an attempt to reduce the risks of currency fluctuations, these activities are not always sufficient to protect us against incurring potential losses if currencies fluctuate significantly. Any such losses on account of foreign exchange fluctuations may adversely affect our results of operations.

The exchange rate between the Indian Rupee and the USD and other foreign currencies has changed considerably in recent years and may fluctuate substantially in the future. Fluctuations in the exchange rate between the Indian Rupee and other currencies may affect the value of a non-resident investor's investment in the Equity Shares.

A non-resident investor may not be able to convert Rupee proceeds into USD or any other currency or the rate at which any such conversion may occur could fluctuate. In addition, our market valuation could be seriously harmed by the devaluation of the Rupee, if United States or other non-resident investors analyze our value based on the USD equivalent of our financial condition and results of operations.

For historical exchange rate fluctuations, see "Certain Conventions, Presentation of Financial, Industry and Market Data" on page 13.

53. Certain individual Promoters, Directors and key management personnel hold Equity Shares in our Company and are therefore interested in the Company's performance in addition to their remuneration and reimbursement of expenses.

Certain of our individual Promoters, Directors and KMPs are interested in our Company, in addition to regular remuneration or benefits and reimbursement of expenses, to the extent of their shareholding in our Company. We cannot assure you that our Promoters will exercise their rights as shareholders to the benefit and best interest of our Company. Our individual Promoters will continue to exercise significant control over us, and may take or block actions with respect to our business which may conflict with the best interests of the Company or that of minority shareholders. For details on the interest of our individual Promoters and Directors of our Company, other than reimbursement of expenses incurred or normal remuneration or benefits, see "Management – Interest of Directors" and "Our Promoters and Promoter Group – Interests of Promoters and Common Pursuits" on pages 207 and 224, respectively.

54. Any negative cash flows in the future would adversely affect our cash flow requirements, which may adversely affect our ability to operate our business and implement our growth plans, thereby affecting our financial condition.

The following table sets forth certain information relating to our cash flows on a consolidated basis for the periods indicated. We may in the future experience negative operating cash flows.

(₹ million)

Particulars	Fiscal				
	2013	2014	2015	2016	2017
Net cash flow from operating activities	114.89	129.27	328.96	433.31	426.28

Net cash flow (used in) investing activities	(918.87)	(384.20)	(288.69)	(466.45)	(697.95)
Net cash flow from the financing activities	691.82	291.75	(93.63)	50.71	322.53
Net increase/(decrease) in cash and cash equivalents	(112.16)	36.82	(53.37)	17.57	50.86

Negative cash flows over extended periods, or significant negative cash flows in the short term, could materially impact our ability to operate our business and implement our growth plans. As a result, our cash flows, business, future financial performance and results of operations could be materially and adversely affected. For further details, see "Management's Discussion and Analysis of Financial Condition and Results of Operations" on page 373.

55. Our Subsidiary, Pure N Sure has negative net worth and incurred losses in the past and may incur losses in the future.

Our subsidiary, Pure N Sure, has negative net worth and has also incurred losses in the past. Any such losses that our subsidiary or we may incur in the future will adversely affect our results of operations and financial condition.

The following table sets forth information on losses incurred losses by our Subsidiary in the past:

	Profit / (Loss)			
	Fiscal 2014	**Fiscal 2015[(1)]**	**Fiscal 2016**	**Fiscal 2017**
	(₹ million)			
Pure N Sure	(0.04)	(0.14)	(30.27)	(0.83)

[(1)] Pure N Sure became our wholly-owned subsidiary with effect from January 8, 2015. Accordingly the results of operations of Pure N Sure Food Bites Private Limited are reflected in our Restated Consolidated Financial Statements only with effect from the date of consolidation and not for the entire Fiscal 2015.

There can be no assurance that our Subsidiary will not incur losses in the future, which may have an adverse effect on our reputation and business.

56. Certain of our Group Companies have incurred losses in the past, which may have an adverse effect on our reputation and business.

Certain of our Group Companies have incurred losses during financial years 2014, 2015 and 2016 as set out below:

Name of the Group Company*	**(Loss)**		
	2014	**2015**	**2016**
	(USD)		
SCG#	(1,480,946)**	5,637,020**	(188,314)**
SCI-GIH#	18,271,146**	(74,948,235) **	(30,547,619)**

**In terms of the SEBI ICDR Regulations, and in terms of the policy of materiality defined by our Board, pursuant to its resolution passed on May 26, 2017 our Group Companies include (i) companies included in the list of related parties prepared in accordance with Accounting Standard 18 in our Restated Consolidated Financial Statements except our Promoters and our Subsidiary; and (ii) other material companies, namely, the companies (a) in which our Company or our Promoters have a direct or indirect interest; and (b) with which our Company has entered into one or more transactions in Financial Year 2017, cumulatively exceeding 10% of our total consolidated revenue for Financial Year 2017, and other entities considered material by our Board. The financial information included for the Group Companies is based on the latest audited annual financial statements of each Group Company.*

*** Includes unrealised gain on investments and investee pick-up.*

 # The financial year for these companies commences on January 1 of each year and ends on December 31 of that particular year.

There can be no assurance that our Group Companies will not incur losses in the future which may have an adverse effect on our reputation and business.

57. Certain of our old corporate records submitted with the RoC in connection with the allotment of our Equity Shares are not traceable and certain others contain typographical errors.

Certain of our corporate records relating to appointment of directors and increase of the authorized share capital of our Company filed with the RoC in the years 2011 and 2012, respectively, contain inadvertent typographical errors. We have intimated the RoC of the same, and our Company has made the necessary rectification filings. However, we have been informed by the RoC that such rectification cannot be carried out with retrospective effect. Additionally, payment challans for certain form filings made by us in relation to past allotments of equity shares of our Company are untraceable.

58. We do not have documentary evidence for the educational qualification and certain other details of certain of our Directors, Key Management Personnel and certain of our Promoters included in the "Management" section.

Certain supporting documentation for details required to be stated under brief profiles of certain of our Directors, Key Management Personnel and certain of our Promoters, included in the section "Management – Brief Biographies of Directors", "Management – Key Management Personnel" and "Our Promoters and Promoter Group" on pages 204, 217 and 220, respectively, with respect to their educational qualifications and prior work experience are not available. The information included in these sections is based on the details provided by the respective Promoters, Directors and Key Management Personnel. Further, for such information provided by the respective Directors, Key Management Personnel and Promoters, we have relied on certificates and affidavits executed by them certifying the authenticity of the information provided. We cannot assure you that all such information included in relation to them is true and correct.

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

We have in the past entered into transactions with certain of our individual Promoters, relatives of our individual Promoters, Directors, and enterprises over which our Directors have a significant influence as well as advanced certain loans to the employee welfare trust instituted by our Company. While we believe that all such transactions have been conducted on an arm's length basis, we cannot assure you that we might have obtained more favourable terms had such transactions been entered into with unrelated parties. Further, it is likely that we may enter into related party transactions in the future. Such related party transactions may potentially involve conflicts of interest.

In Fiscals 2017, 2016 and 2015, the aggregate amount of such related party transactions was ₹ 167.53 million, ₹ 18.03 million, and ₹ 31.30 million respectively. The percentage of the aggregate value of such related party transactions to our revenue from operations (net) in Fiscals 2017, 2016 and 2015 was 1.85%, 0.24%, and 0.56%, respectively. For details on our related party transactions, see "Related Party Transactions" on page 234. We cannot assure you that such transactions, individually or in the aggregate, will always be in the best interests of our minority shareholders and will not have an adverse effect on our business, results of operations, cash flows and financial condition.

60. We have certain contingent liabilities that have not been provided for in our financial statements, which if they materialise, may adversely affect our financial condition.

As of March 31, 2017, our contingent liabilities as per Accounting Standard 29 – Provisions, Contingent Liabilities and Contingent Assets (Revised), that have not been provided for were as follows:

Particulars	Amount (₹ million)
Disputed Income Tax liability	1.27
Disputed Value Added Tax liability	0.45
Disputed Central Sales Tax liability	0.43
Total	**2.15**

For further information on our contingent liabilities, see Annexure XXVII of our Restated Consolidated Financial Statements on page 280.

If a significant portion of these liabilities materialize, it could have an adverse effect on our business, financial condition and results of operations.

61. We, our individual Promoters, and certain of our Group Companies have unsecured loans, which may be recalled at any time. Any recall of such loans may have an adverse effect on our business, prospects, financial condition and results of operations.

We, our individual Promoters and Group Companies have availed unsecured loans, some of which may be recalled at any time at the option of the lender. There can be no assurance that the lenders will not recall such borrowings or if we will be able to repay loans advanced to us in a timely manner or at all. In the event that any lender seeks a repayment of any such loan, We, our individual Promoters and the respective Group Companies would need to find alternative sources of financing, which may not be available on commercially reasonable terms, or at all. As a result, if such unsecured loans are recalled at any time, the financial condition of our Company may be adversely affected. For further information, see "Financial Indebtedness" on page 364.

62. Our corporate Promoter, SCI, may not have adequate experience in the business activities undertaken by our Company.

Our corporate Promoter, SCI is primarily engaged in the business of investments, but not limited to venture capital and private equity investments whether directly, indirectly through any special purpose vehicles or otherwise. For further details, see "Our Promoters and Promoter Group" on page 220. Our Company cannot assure you that the inadequate prior experience of SCI in our business would not have any adverse impact on the management and/ or operations of the Company.

63. Our ability to pay dividends in the future will depend on our earnings, financial condition, working capital requirements, capital expenditures and restrictive covenants of our financing arrangements.

Our ability to pay dividends in the future will depend on our earnings, financial condition, cash flow, working capital requirements, capital expenditure and restrictive covenants of our financing arrangements. The declaration and payment of dividends will be recommended by the Board of Directors and approved by the Shareholders, at their discretion, subject to the provisions of the Articles of Association and applicable law, including the Companies Act, 2013. As on date, our Company has not adopted any formal dividend policy. In the past, we have not made dividend payments to the Shareholders of our Company. We may retain all future earnings, if any, for use in the operations and expansion of the business. As a result, we may not declare dividends in the foreseeable future. Any future determination as to the declaration and payment of dividends will be at the discretion of our Board 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 assure you that 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. For details of dividend paid by our Company in the past, see "Dividend Policy" on page 235.

External Risk Factors

64. General economic conditions in India and globally could adversely affect our business and results of operation.

Our results of operations and financial condition depend significantly on worldwide economic conditions and the health of the Indian economy. Various factors may lead to a slowdown in the Indian or world economy which in turn may adversely impact our business, financial performance and operations.

We derive revenue from our operations in India and the performance and growth of our business is significantly dependent on the performance of the Indian economy. In the past, the Indian economy has been affected by global economic uncertainties, liquidity crisis, domestic policies, global political environment, volatility in interest rates, currency exchange rates, commodity and electricity prices, volatility in inflation rates and various other factors. Accordingly, high rates of inflation in India could increase our employee costs and raw material costs and decrease our operating margins, which could have an adverse effect on our results of operations. As per the advance estimates released by the Central Statistics Office (CSO), the Indian economy is estimated to have registered a growth rate of 7.1% in Fiscal 2017 (in terms of GDP at factor cost at constant prices). *(Source: Provisional Estimates of Annual National Income, 2016-17 and Quarterly Estimates of Gross Domestic Product, 2016-17 – May 31, 2017; Government of India. Available at http://pib.nic.in/newsite/PrintRelease.aspx?relid=163287)* The RBI, in its recent monetary policy reviews, has indicated that inflation continues to be a concern and further tightening measures may be required. Accordingly, high rates of inflation in India could increase our employee costs and decrease our operating margins, which could have an adverse effect on our results of operations.

Risk management initiatives undertaken by financial institutions in order to remedy the global economic slowdown could affect the availability of funds in the future or cause the withdrawal of our existing credit facilities. Further, the Indian economy is undergoing many changes and it is difficult to predict the impact of certain fundamental economic changes on our business. Conditions outside India, such as a slowdown or recession in the economic growth of other major countries, especially the United States, also have an impact on the growth of the Indian economy. Additionally, an increase in trade deficit, a downgrading in India’s sovereign debt rating or a decline in India’s foreign exchange reserves could negatively affect interest rates and liquidity, which could adversely affect the Indian economy and our business. Any downturn in the macroeconomic environment in India could also adversely affect our business, results of operations, financial condition and the trading price of the Equity Shares. Other geographical events such as the United Kingdom’s referendum on withdrawal from the European Union may affect the global economic conditions and stability of global financial markets, which could cause global market volatility, change in risk appetite, could depress economic activity globally, which could have an adverse effect on our business financial condition and results of operations.

India’s economy could be adversely affected by a general rise in interest rates, adverse weather conditions affecting agriculture, commodity and energy prices as well as various other factors. A slowdown in the Indian economy could adversely affect the policy of the GoI towards our industry, which may in turn adversely affect our financial performance and our ability to implement our business strategy.

The Indian economy is also influenced by economic and market conditions in other countries, particularly emerging market conditions in Asia. A decline in India’s foreign exchange reserves may also affect liquidity and interest rates in the Indian economy, which could adversely impact our financial condition. A loss of investor confidence in other emerging market economies or any worldwide financial instability may adversely affect the Indian economy, which could materially and adversely affect our business and results of operations and the market price of the Equity Shares.

65. Any adverse revision to India’s debt rating by a domestic or international rating agency could adversely affect our business.

India’s sovereign debt rating could be adversely affected due to various factors, including changes in tax or fiscal policy or a decline in India’s foreign exchange reserves, which are outside our control. Any adverse revisions to India’s credit ratings for domestic and international debt by domestic or international rating agencies may adversely impact our ability to raise additional financing, and the interest rates and other commercial terms at which such additional financing is available. This could have an adverse effect on our business and financial performance, ability to obtain financing for capital expenditures and the price of the Equity Shares.

66. 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. Our business is subject to a stringent tax regime and changes in legislations governing, implementing or the regulator enforcing tax could adversely affect our results of operations. The applicable tax rates may be amended from time to time. The final determination of our tax liabilities involves the interpretation of tax laws and related regulations in each jurisdiction as well as the significant use of estimates and assumptions regarding the scope of future operations and results achieved and the timing and nature of income earned and expenditures incurred. Changes in the operating environment, including changes in tax law, could impact the determination of our tax liabilities for any given tax year. Taxes and other levies imposed by the Government that affect our industry include income tax, GST and other taxes, duties or surcharges introduced from time to time and any adverse changes in any of the taxes levied by the Government could adversely affect our competitive position and profitability. 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.

- The comprehensive national GST regime has been implemented from July 1, 2017. This GST regime combines taxes and levies by the Central and State Governments into a unified rate structure. While the GoI and other state governments have announced that all committed incentives will be protected following the implementation of the GST, we are unable to provide any assurance as to this or any other aspect of the tax regime following implementation of the GST. With the implementation of GST, we are required to pay 12% tax across all our products and all regions in India where we sell our products. In addition, excise duty, central sales tax and service tax that was charged by our suppliers / service providers on goods / services provided was recognized as a 'cost' by our Company. With the implementation of GST, these taxes have been subsumed in GST and are now considered as an 'input tax credit' by our Company, and is accordingly not considered as cost. Any future increases or amendments may affect the overall tax efficiency of companies operating in India and may result in significant additional taxes becoming payable.

- Further, the General Anti Avoidance Rules ("**GAAR**") are proposed to be effective from April 1, 2017. The tax consequences of the GAAR provisions being applied to an arrangement could result in denial of tax benefit amongst other consequences. In the absence of any precedents on the subject, the application of these provisions is uncertain. If the GAAR provisions are made applicable to our Company, it may have an adverse tax impact on us.

- On November 8, 2016, the GoI withdrew the legal tender of the ₹ 500 and ₹ 1,000 denominations of bank notes. Pursuant to this currency demonetisation, these high denomination notes have no value and cannot be used for transactions or exchange purposes. These notes were replaced with a new series of bank notes of ₹ 500 and ₹ 2,000 denominations through banks. In an effort to monitor replacement of demonetized notes, the GoI had specified limits for exchange and withdrawal of currency all over India. The process of demonetization and replacement of these high denomination notes has significantly reduced the liquidity in the Indian economy being a cash-based economy. There was substantial impact on predominantly cash-based businesses and unorganised sectors in particular. From December, 2016 to March 2017, this measure has an overall impact on pan-India sale of all our products, especially the sale of Rings products in the East Zone.

We have not determined the impact of the abovementioned legislations on our business. Uncertainty in the applicability, interpretation or implementation of any amendment to, or change in, governing law, regulation or policy in the jurisdictions in which we operate, including by reason of an absence, or a limited body, of administrative or judicial precedent may be time consuming as well as costly for us to resolve and may impact the viability of our current business or restrict our ability to grow our business in the future.

67. Financial instability, economic developments and volatility in securities markets in other countries may also cause the price of the Equity Shares to decline.

The Indian market and the Indian economy are influenced by economic and market conditions in other countries, particularly emerging market countries in Asia. Financial turmoil in Europe and elsewhere in the world in recent years has affected the Indian economy. Although economic conditions are different in each country, investors' reactions to developments in one country can have adverse effects on the securities of companies in other countries, including India. Recently, the currencies of a few Asian countries including India suffered depreciation against the US Dollar owing to amongst other, the announcement by the US government that it may consider reducing its quantitative easing measures. A loss of investor confidence in the financial systems of other emerging markets may cause increased volatility in Indian financial markets and, indirectly, in the Indian economy in general. Any worldwide financial instability could also have a negative impact on the Indian economy. Financial disruptions may occur again and could harm our business, future financial performance and the prices of the Equity Shares.

The global credit and equity markets have experienced substantial dislocations, liquidity disruptions and market corrections in recent years. Since September 2008, liquidity and credit concerns and volatility in the global credit and financial markets increased significantly with the bankruptcy or acquisition of, and government assistance extended to, several major US and European financial institutions. These and other related events, such as the European sovereign debt crisis, have had a significant impact on the global credit and financial markets as a whole, including reduced liquidity, greater volatility, widening of credit spreads and a lack of price transparency in global credit and financial markets. In response to such developments, legislators and financial regulators in the United States and other jurisdictions, including India, have implemented a number of policy measures designed to add stability to the financial markets.

However, the overall impact of these and other legislative and regulatory efforts on the global financial markets is uncertain, and they may not have the intended stabilizing effects. In the event that the current difficult conditions in the global credit markets continue or if there is any significant financial disruption, such conditions could have an adverse effect on our business, future financial performance and the trading price of the Equity Shares.

68. We may be affected by competition law in India and any adverse application or interpretation of the Competition Act could adversely affect our business.

The Competition Act, 2002, as amended (the "**Competition Act**"), regulates practices having an appreciable adverse effect on competition in the relevant market in India. Under the Competition Act, any formal or informal arrangement, understanding or action in concert, which causes or is likely to cause an appreciable adverse effect on competition is considered void and may result in the imposition of substantial monetary penalties. Further, any agreement among competitors which directly or indirectly involves the determination of purchase or sale prices, limits or controls production, supply, markets, technical development, investment or provision of services in any manner, shares the market or source of production or provision of services by way of allocation of geographical area, type of goods or services or number of consumers in the relevant market or in any other similar way, or directly or indirectly results in bid-rigging or collusive bidding is presumed to have an appreciable adverse effect on competition. The Competition Act also prohibits abuse of a dominant position by any enterprise. If it is proved that the contravention committed by a company took place with the consent or connivance of or is attributable to any neglect on the part of, any director, manager, secretary or other officer of such company, that person shall be guilty of the contravention and may be liable to punishment.

On March 4, 2011, the Government issued and brought into force the Competition Commission of India (Procedure in regard to the transaction of business relating to combinations) Regulations, 2011 under the Competition Act with effect from June 1, 2011 which sets out the mechanism for implementation of the merger control regime in India. These provisions require acquisitions of shares, voting rights, assets or control or mergers or amalgamations that cross the prescribed asset and turnover based thresholds to be mandatorily notified to and pre-approved by the Competition Commission of India (the "**CCI**"). The Competition Act aims to, among others, prohibit all agreements and transactions which may have an appreciable adverse effect on competition in India. Further, the CCI has extra-territorial powers and can investigate any agreements, abusive conduct or combination occurring outside India if such agreement, conduct or combination has an appreciable adverse effect on competition in India. However, we cannot predict the impact of the provisions of the Competition Act on the agreements entered into by us at this stage. We are not currently party to any outstanding proceedings, nor have we received notice in relation to non-compliance with the Competition Act or the agreements entered into by us. However, if we are affected, directly or indirectly, by the application or interpretation of any provision of the Competition Act, or any enforcement proceedings initiated by the CCI, or any adverse publicity that may be generated due to scrutiny or prosecution by the CCI or if any prohibition or substantial penalties are levied under the Competition Act, it would adversely affect our business, results of operation and prospects.

The applicability or interpretation of the Competition Act to any merger, amalgamation or acquisition proposed or undertaken by us, or any enforcement proceedings initiated by CCI for alleged violation of provisions of the Competition Act may adversely affect our business, financial condition or results of operation.

69. Investors may not be able to enforce a judgment of a foreign court against us.

We are incorporated under the laws of India and all of our individual Promoters, Directors, Key Management Personnel and senior management personnel reside in India. Majority of our assets, and the assets of certain of our Promoter, Directors, key management personnel and other senior management, are also located in India. In addition, the regulatory regime of our various international territories may have similar restrictions on enforcement of foreign judgments. Where investors wish to enforce foreign judgments in India, they may face difficulties in enforcing such judgments. India is not a party to any international treaty in relation to the recognition or enforcement of foreign judgments. India exercises reciprocal recognition and enforcement of judgments in civil and commercial matters with a limited number of jurisdictions which includes the United Kingdom, Singapore and Hong Kong. In order to be enforceable, a judgment obtained in a jurisdiction which India recognises as a reciprocating territory must meet certain requirements of the Code of Civil Procedures, 1908 (the "**Civil Code**"). Further, the Civil Code only permits enforcement of monetary decrees not being in the nature of any amounts payable in respect of taxes or, other charges of a like nature or in respect of a fine or other penalty and does not provide for the enforcement of arbitration awards. Judgments or decrees from jurisdictions not recognised as a reciprocating territory by India cannot be enforced or executed in India. Even if a party were to obtain a judgment in such a jurisdiction, it would be required to institute a fresh suit upon the judgment and would not be able to enforce such judgment by proceedings in execution. Further, the party which has obtained such judgment must institute the new proceedings within three years of obtaining the judgment.

As a result, you may be unable to: (i) effect service of process outside of India upon us and such other persons or entities; or (ii) enforce in courts outside of India judgments obtained in such courts against us and such other persons or entities. It is unlikely that a court in India would award damages on the same basis as a foreign court if an action is brought in India. Furthermore, it is unlikely that an Indian court would enforce foreign judgments if it viewed the amount of damages awarded as excessive or inconsistent with Indian practice. A party seeking to enforce a foreign judgment in India is required to obtain prior approval from the RBI to repatriate any amount recovered pursuant to the execution of such foreign judgment, and any such amount may be subject to income tax in accordance with applicable laws.

70. Under Indian law, foreign investors are subject to investment restrictions that limit our ability to attract foreign investors, which may adversely affect the trading price of the Equity Shares.

Under foreign exchange regulations currently in force in India, transfer of shares between non-residents and residents are freely permitted (subject to certain restrictions), if they comply with the valuation and reporting requirements specified by the RBI. If a transfer of shares is not in compliance with such requirements and does not fall under any of the exceptions specified by the RBI, then the RBI's prior approval is required. Additionally, shareholders who seek to convert Rupee proceeds from a sale of shares in India into foreign currency and repatriate that foreign currency from India require a no-objection or a tax clearance certificate from the Indian income tax authorities. We cannot assure you that any required approval from the RBI or any other governmental agency can be obtained on any particular terms or at all. For further details, see "Restriction on Foreign Ownership of Indian Securities" on page 485.

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

Under current Indian tax laws, unless specifically exempted, capital gains arising from the sale of Equity Shares in an Indian company are generally taxable in India. Any gain realized on the sale of listed equity shares on a stock exchange held for more than 12 months will not be subject to capital gains tax in India if Securities Transaction Tax ("**STT**") has been paid on the transaction. STT will be levied on and collected by a domestic stock exchange on which the Equity Shares are sold. Any gain realized on the sale of equity shares held for more than 12 months, which are sold other than on a recognized stock exchange and on which no STT has been paid to an Indian resident, will be subject to long term capital gains tax in India.

Further, any gain realized on the sale of listed equity shares held for a period of 12 months or less will be subject to short term capital gains tax in India. Capital gains arising from the sale of the Equity Shares will be exempt from taxation in India in cases where the exemption from taxation in India is provided under a treaty between India and the country of which the seller is resident. Generally, Indian tax treaties do not limit India's ability to impose tax on capital gains. As a result, residents of other countries may be liable for tax in India as well as in their own jurisdiction on a gain upon the sale of the Equity Shares.

72. The occurrence of natural or man-made disasters could adversely affect our results of operations and financial condition.

The occurrence of natural disasters, including tsunami, cyclones, storms, floods, earthquakes, tornadoes, fires, explosions, pandemic disease and man-made disasters, including acts of terrorism and military actions, could adversely affect our results of operations or financial condition, including in the following respects:

- A natural or man-made disaster could result in damage to our assets or losses in our projects, or the failure of our counterparties to perform, or cause significant volatility in global financial markets.

- Pandemic disease, caused by a virus such as H5N1, the "avian flu" virus, the Ebola virus, or H1N1, the "swine flu" virus, could have a severe adverse effect on our business. Also as an agricultural based business, we could be adversely affected by a serious outbreak of disease in cows (for example, foot and mouth disease).

- Political tension, civil unrest, riots, acts of violence, situations of war or terrorist activities may result in disruption of services and may potentially lead to an economic recession and/or impact investor confidence.

73. The Equity Shares have never been publicly traded, and, after the Issue, the Equity Shares may experience price and volume fluctuations, and an active trading market for the Equity Shares may not develop. Further, the price of the Equity Shares may be volatile, and you may be unable to resell the Equity Shares at or above the Issue Price, or at all.

Prior to the Issue, there has been no public market for the Equity Shares, and an active trading market on the Stock Exchanges may not develop or be sustained after the Issue. Listing and quotation does not guarantee that a market for the Equity Shares will develop, or if developed, the liquidity of such market for the Equity Shares. The Issue Price of the Equity Shares is proposed to be determined through a book-building process and may not be indicative of the market price of the Equity Shares at the time of commencement of trading of the Equity Shares or at any time thereafter. The market price of the Equity Shares may be subject to significant fluctuations in response to, among other factors, variations in our operating results of our Company, market conditions specific to the industry we operate in, developments relating to India, volatility in the securities markets in India and other jurisdictions, variations in the growth rate of financial indicators, variations in revenue or earnings estimates by research publications, and changes in economic, legal and other regulatory factors.

74. The Issue Price of the Equity Shares may not be indicative of the market price of the Equity Shares after the Issue.

The Issue Price of the Equity Shares will be determined by our Company and the Selling Shareholders in consultation with the GCBRLMs and the BRLM through the Book Building Process. This price will be based on numerous factors, as described under "Basis for Issue Price" on page 125 and may not be indicative of the market price for the Equity Shares after the Issue. The market price of the Equity Shares could be subject to significant fluctuations after the Issue, and may decline below the Issue Price. We cannot assure you that the investor will be able to resell their Equity Shares at or above the Issue Price.

75. Any future issuance of Equity Shares, or convertible securities or other equity linked securities by us and any sale of Equity Shares by our Selling Shareholders or Promoters or significant shareholders may adversely affect the trading price of the Equity Shares.

After the completion of the Issue, our Promoters, Selling Shareholders and significant shareholders will own, directly and indirectly, approximately 71.44% of our outstanding Equity Shares. Any future issuance of the Equity Shares, convertible securities or securities linked to the Equity Shares by us may dilute your shareholding in the Company, adversely affect the trading price of the Equity Shares and our ability to raise capital through an issue of our securities. Further, our significant shareholders may dispose of, sell or otherwise transfer a part or whole of theier shareholding in our Company. In addition, any perception by investors that such issuances or sales might occur could also affect the trading price of the Equity Shares. No assurance may be given that we will not issue additional Equity Shares or that our shareholders will not dispose of, sell or otherwise transfer Equity Shares held by them. Additionally, the disposal of Equity Shares one of our significant shareholders, SCI-GIH, which, being a foreign venture capital investor, shall not be subject to a lock-in for one year, that is applicable to other shareholders of our Company, or the perception that such sales may occur may significantly affect the trading price of the Equity Shares.

Prominent Notes

1. Public Issue of 5,137,966 Equity Shares for cash at price of ₹938* (including a share premium of ₹933 per Equity Share) (less the Employee Discount, as applicable) aggregating up to ₹4,815.63^ million comprising Fresh Issue of up to 2,132,196^ Equity Shares aggregating up to ₹ 1,998.43^ million by our Company and the Offer for Sale of up to 3,005,770 Equity Shares aggregating up to ₹2,817.20^ million by the Selling Shareholders. The Issue will constitute 21.91% of the post-Issue paid-up Equity Share capital of our Company

^ Subject to finalisation of the Basis of Allotment.

* Employee Discount of 90 per Equity Share to the Issue Price was offered to the Eligible Employees Bidding in the Employee Reservation Portion.

2. Our Company has undertaken the Pre-IPO Placement post filing of the Draft Red Herring Prospectus, wherein on August 25, 2017, our Company allotted an aggregate of 533,000 Equity Shares to various investors pursuant to a private placement of Equity Shares. For information in relation to the allottees, see "Capital Structure – Notes to the Capital Structure" on page 85;

3. As of March 31, 2017, our Company's net worth was ₹ 2,383.43 million as per our Restated Consolidated Financial Statements and ₹ 2,418.22 million as per the Restated Unconsolidated Financial Statements.

4. As of March 31, 2017, the net asset value per Equity Share was ₹ 125.08 as per our Restated Consolidated Financial Statements and ₹ 126.91 as per the Restated Unconsolidated Financial Statements. As of March 31, 2017, the net asset value per Equity Share, post conversion of CCPS consolidation of equity shares and issue of bonus shares, was ₹ 114.66 as per our Restated Consolidated Financial Statements and ₹ 116.33 as per the Restated Unconsolidated Financial Statements.

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

Name of the Promoter	Average cost of acquisition of Equity Shares (₹ per Equity Share)
SCI	192.64
Rajesh Mehta	0.89
Naveen Mehta	0.89
Arvind Mehta	1.17
Arun Mehta	1.21
Rita Mehta	6.25
Kanta Mehta	6.25
Amit Kumat	6.25
Apoorva Kumat	6.25
Sandhya Kumat	6.25
Rakhi Kumat	6.25
Swati Bapna	6.25
Premlata Kumat	6.25

Further, the average cost of acquisition of Equity Shares by our Investor Selling Shareholder is:

Name of the Investor Selling Shareholder	Average cost of acquisition of Equity Shares (₹ per Equity Share)
SCG	193.01
SCI-GIH	359.72

For details, see “Capital Structure” on page 84. The average cost of acquisition per Equity Share by the Promoters has been calculated by taking the average of the amounts paid by each of our Promoters to acquire Equity Shares, and has not been adjusted for selling price of the Equity Shares sold by them.

6. Our Company was incorporated as Prataap Snacks Private Limited on March 23, 2009 at Gwalior as a private limited company under the Companies Act, 1956. Thereafter, pursuant to a special resolution passed by our Shareholders on September 9, 2016, our Company was converted into a public limited company and the name was changed to Prataap Snacks Limited. The RoC issued a fresh certificate of incorporation consequent to change of name on September 19, 2016. For more details, see “History and Certain Corporate Matters” on page 194.

7. For details of related party transactions entered into by our Company with our Promoters, Group Companies and Subsidiary in the last Fiscal, including nature and cumulative value of the transactions, see “Related Party Transactions” on page 234.

8. Except as disclosed in “Our Group Companies” and “Related Party Transactions” on pages 230 and 234, respectively, none of our Group Companies have business interest or other interests in our Company.

9. There have been no financing arrangements whereby any of the members of our Promoter Group, our Directors, director of Promoter or any of their relatives have financed the purchase by any other person of securities of our Company other than in normal course of the business of the financing entity during the period of six months immediately preceding the date of filing of the Draft Red Herring Prospectus.

For any complaints, information or clarifications pertaining to the Issue, investors may contact the GCBRLMs and BRLM who have submitted the due diligence certificate to the SEB**I.**

SECTION III: INTRODUCTION

SUMMARY OF INDUSTRY

*Unless noted otherwise, the information in this section is obtained or extracted from the report titled "Strategic Analysis of the Savouries and Snacks Markets in India" dated June 15, 2017 issued by Frost & Sullivan (the "**FS Report**"), and unless otherwise stated the base year is the calendar year of 2016. Neither we nor any other person connected with the Issue have independently verified this information. The data may have been re-classified by us for the purposes of presentation. Industry sources and publications generally state that the information contained therein has been obtained from sources generally believed to be reliable, but that their accuracy, completeness and underlying assumptions are not guaranteed and their reliability cannot be assured. Industry sources and publications are also prepared based on information as of specific dates and may no longer be current or reflect current trends. Industry sources and publications may also base their information on estimates, projections, forecasts and assumptions that may prove to be incorrect. Accordingly, investors must rely on their independent examination of, and should not place undue reliance on, or base their investment decision solely on this information. The recipient should not construe any of the contents in this report as advice relating to business, financial, legal, taxation or investment matters and are advised to consult their own business, financial, legal, taxation, and other advisors concerning the transaction.*

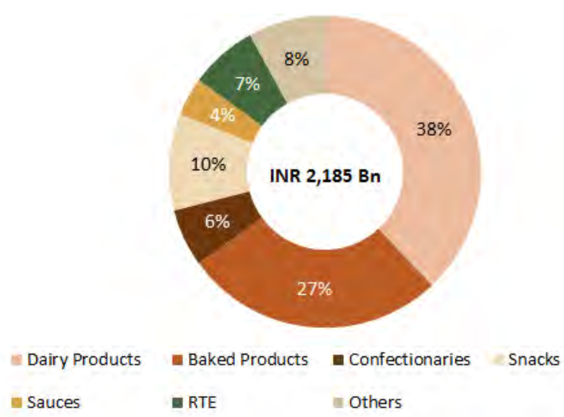
Indian Economy and Food Industry

India is one of the few countries that continues to see brisk growth in spite of the ongoing economic slow-down at a global level. A 7.6% growth in Fiscal 2017 has been forecast by the RBI. It is expected that with the revival of industrial activity, introduction of policies favourable to industries, "Make in India" promotions, and low energy costs the actual growth may be higher than predicted. The large population and the increasing number of youth in the country are fuelling the demand for various products, which is infusing liquidity in the market.

Overview of the Packaged Food Market in India

Packaged foods include ready-to-eat / cook foods that are packed and sold to consumers. They are primarily aimed at convenience and usually undergo a certain degree of processing to increase shelf life, taste, stability, etc. It includes food items like bakery products, canned / dried processed food, frozen processed food, meal replacement products, dairy products, snacks, confectionaries, beverages, etc.

India Organised Packaged Food Market: Split by Product Type, 2016

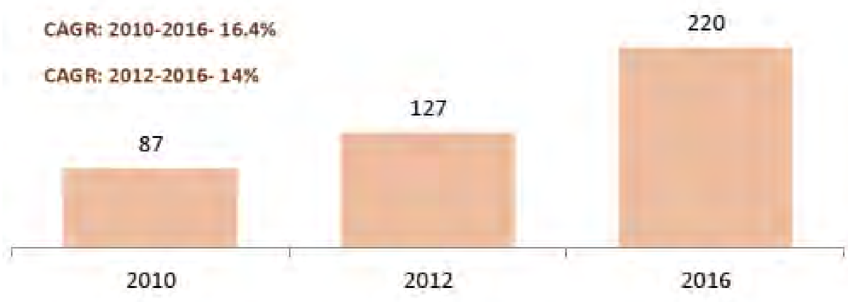


Others include packaged soups, canned foods, chilled and frozen foods, etc.
Source: Frost & Sullivan Analysis

Indian Packaged Snack and Savouries Market

The ₹ 550 billion Indian snacks market is characterised by a large number of unorganised players across all product segments. This is because traditionally snacks can and are very specific to each region, and hence, many small companies cater to that market. These players have a slim portfolio of products, usually of a single category and in many cases only provide traditional snack items. They also operate in a small geographic range confined to a single state or city. Apart from this, there is a large presence of players that supply fresh products in chips and traditional Indian snacks categories.

India Organised Snack Market: 2010- 2016, by Value (₹ billion)



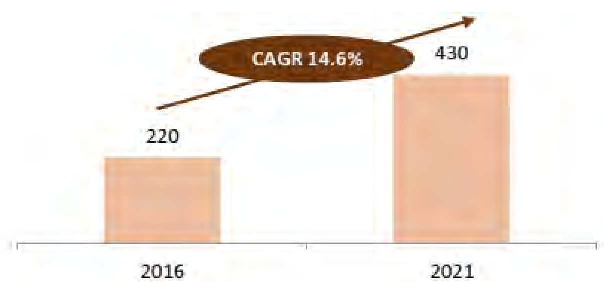
Source: Frost & Sullivan Analysis

The market for organised Indian snacks has grown by 11% between 2015 and 2016. Availability of a variety of snacks, easy accessibility and a variety of SKUs are some of the major factors that have influenced this growth in the market.

Demand Forecast

The market for organised snacks in India is estimated to grow at about 14.6% CAGR, between 2016 and 2021. Some of the segments such as chips, other savory and snacks (nuts and popcorn) are expected to witness only moderate growth of about 9-10% as they have already reached maturity with limited scope for new offerings. The market for namkeen is expected to witness the highest growth, at about 17.8% between 2016 and 2021. Shift from unorganised sector to the organised sector, and increasing penetration in Southern and Eastern markets will be the key driving factors for this market. Companies have responded to this growth by enhancing their production capacities across the country.

India Organised Snacks Market – Demand Forecast: 2016-2021, by Value (₹ billion)



Source: Frost & Sullivan Analysis

Competitive Landscape

In the organised snacks segment the market has been historically dominated by major FMCG companies such as PepsiCo, ITC, Parle Products, etc. PepsiCo, with its Lays' and Kurkure brand has dominated the chips and extruded snacks market with close to 50% market share in each of the segments. A large portfolio of products, innovative flavours, and regular new product launches, aggressive advertisements and promotions, celebrity endorsements, and large retailer margins have been instrumental in PepsiCo gaining dominance in these categories.

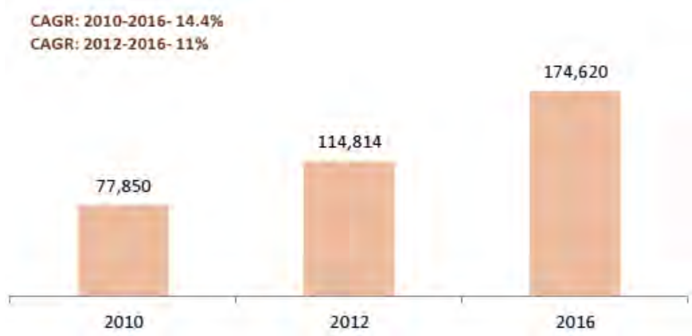
In addition to these larger players, the last four to five years have witnessed the aggressive growth of medium-sized companies such as Balaji Wafers and Prataap Snacks. Balaji Wafers was started in Western India and in spite of being no match to PepsiCo in spending, has been able to dominate the market for chips in the region, with more than 60% market share. Balaji Wafers has been expanding beyond the Western markets to the North Indian market as well.

In terms of revenues, Prataap Snacks is one of the top six companies of 2016. It has a strong presence in Northern and Western markets and is increasing penetration in the Southern markets as well. Prataap Snacks is the market leader in the rings segment (part of extruded snacks), and its share in the overall organised snacks market has grown from 1% to 4% from 2010 to 2016. Being a pan-India player, Prataap Snacks has seen high growth over the last few years and has successfully garnered market share from larger companies such as PepsiCo and ITC. With capacity expansion plans aimed at reaching newer geographies, the dominant position of leading snack companies will be challenged over the course of the next four to five years.

Analysis of Extruded Snacks Market in India

Extrusion technologies have an important role in the food industry as an efficient manufacturing process. The products developed by this process are known as extruded snacks and they differ in colour, shape, and aroma. Extruded food products are mainly corn flour and potato-based but a combination of flours can also be used. Fast-paced lifestyle, high disposable income, rising urbanisation, and transforming food culture have attributed to the growth and demand of the Indian snacks market, including extruded snacks.

India Overall Extruded Snacks Market – 2010-2016: by Value (₹ million)



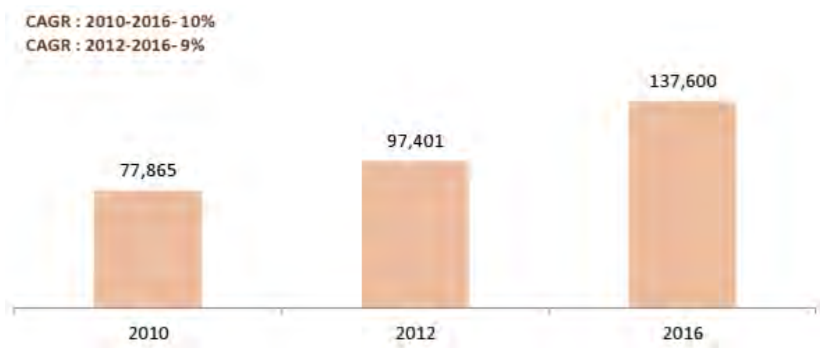
Source: Frost & Sullivan Analysis

The market for overall extruded snacks witnessed a growth of 11% CAGR between 2012 and 2016. The demand for extruded snacks in the organised market is expected to increase at a CAGR of 15% over the next five years. An increasing young population, the demand for multiple snacking items and flavours, increasing disposable income and the influence of social media, are some of the major factors that are driving this growth. PepsiCo is the market leader with a 44% value share in 2016 with their 15-year-old brand Kurkure. However, the dominance of PepsiCo has been challenged by companies such as Prataap Snacks, Balaji Wafers and DFM Foods. Prataap Snacks became the market leader in rings (extruded snacks) with its product Rings in 2015 and continue to remain so in 2016, followed by DFM Foods with its product Crax. Medium-sized companies, including Prataap Snacks and SM Foods, have been moving towards expanding across the entire country and challenging the large companies. Smaller companies are usually confined to a city or a few cities in a region.

Analysis of Chips Market in India

Chips are one of the largest segments in the Indian snacks market. There are a large number of players in the market operating at a national level as well as in the regional level. In addition to packaged chips, there is a notable market for fresh chips (not covered under this study). In addition to potato chips, tapioca chips and banana chips are the top varieties present in the market. Potato is the most popular variety and accounts for more than 90% of the total chips market.

India Overall Chips Market: 2010- 2016, by Value (₹ million)



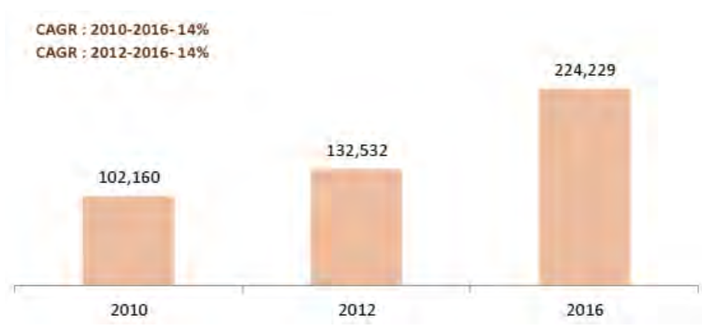
Source: Frost & Sullivan Analysis

The market for overall chips witnessed a growth of 9% CAGR between 2012 and 2016. Since chips in the organised market make a fairly mature market, the demand is expected to grow at 10.4% over the next five years. Growth in the organised segment is expected to be more than the growth in the unorganised segment. The growing young population, influence of social media, and the liking for salty Indian snacks will continue to drive growth. The market share of market leader PepisoCo's Lays' has eroded over the last few years with mid-sized companies such as Balaji Wafers and Prataap Snacks chipping away market share from PepsiCo. Aggressive pricing, more product for the same price and increasing availability across various types of outlets have aided these companies challenge to PepsiCo. Prataap Snacks is currently a major player in North, West and East India.

Analysis of Namkeen Market in India

Namkeen covers a broad range of products that are traditionally consumed in India. Most of these products were traditionally cooked at home and consumed. However, current lifestyles restrict the time available for such activities forcing consumers to purchase these products for consumption. This has resulted in the Indian market experiencing high growth over the last few years. The broad range of products, availability of raw materials and higher margins are some of the key factors that deem this segment attractive. In response, many companies are adding more namkeen in their product portfolio. Moong Dal and Aloo Bhujia are the most popular products in the segments. Due to the varied eating habits across India, the preference for traditional snacks differs across the country.

India Overall Namkeen Market: 2010-2016, Value (₹ million)



Source: Frost & Sullivan Analysis

The market for overall namkeen witnessed a growth of 14% CAGR between 2012 and 2016. While the overall snacks market is witnessing healthy growth, the namkeen market stands out. The growth in this segment is the highest across all segments, offering higher margins resulting in more competitors. As companies compete for share of throat, new tastes, new products and new variations of traditional products, attractive packaging and flexible price points are fuelling the high growth in the namkeen market. A high growth of nearly 20% over the next four to five years is forecasted. Haldirams is the undisputed market leader in namkeen, though they have lost market share they still remain largest shareholder with first mover advantage. With a long heritage it is expected to dominate the market over the next four to five years. Bikaji Food and Bikanervala Foods are other companies that have always been associated with the namkeen market. Prataap Snacks is also another upcoming player observing 40% growth with a strong presence in Eastern and Western markets. Since the traditional snacks in Southern India are quite different from the other regions, certain players such as MTR and Maiyas have a strong presence in the region.

Overview of the packaged sweets industry in India

The overall Indian traditional sweets market is estimated at over ₹ 3.8 billion in 2016 and is largely dominated by the unorganised players. Due to the integral role played by sweets in Indian culture and festivities, the market for traditional Indian sweets is expected to grow at about 10% over the next few years.

However, there is an increasing preference towards western sweets, especially chocolate-based confectionaries, due to changes in consumer preference, exposure to media and the internet, and increasing living standards. In addition, concerns related to hygiene and low quality due to lack of established processes to manufacture Indian sweets is also driving this shift. Most of the smaller sweet brands will struggle, while the larger brands have been able to capitalise on this by offering packed sweets that appeal to the consumers. The organised confectionary market in India is estimated at about ₹ 28 billion in 2016. The market for confectionaries is estimated to grow at about 15%-18% over the next four to five years driven primarily by chocolate confectionaries.

SUMMARY OF OUR BUSINESS

Some of the information in the following discussion, including information with respect to our plans and strategies, contains forward-looking statements that involve risks and uncertainties. You should read the section "Forward-Looking Statements" on page 16 for a discussion of the risks and uncertainties related to those statements and also the section "Risk Factors" beginning on page 18 for a discussion of certain factors that may affect our business, financial condition or results of operations. Our actual results may differ materially from those expressed in or implied by these forward-looking statements. Our fiscal year ends on March 31 of each year, and references to a particular Fiscal are to the twelve-month period ended March 31 of that year.

In this section, any reference to the "Company" refers to Prataap Snacks Limited on an unconsolidated basis, and any reference to "we", "us" or "our" refers to Prataap Snacks Limited on a consolidated basis. Unless the context otherwise requires, all financial information included herein is based on our Restated Consolidated Financial Statements included in "Financial Statements" beginning on page 236.

*Unless otherwise indicated, industry and market data used in this section has been derived from industry publications and other publicly available information, including, in particular, the report "Strategic Analysis of the Savouries and Snacks Markets in India" dated June 15, 2017 (the "**FS Report**") prepared and issued by Frost & Sullivan (India) Private Limited on our request. Unless otherwise indicated, all financial, operational, industry and other related information derived from the FS Report and included herein with respect to any particular year refers to such information for the relevant calendar year.*

Overview

According to the FS Report, we were one of the top six Indian snack food companies in terms of revenues in 2016, and among the fastest growing companies in the Indian organised snack market between 2010 and 2016. *(Source: FS Report)*. Based on the FS Report, the snacks market in India is estimated at approximately ₹ 550 billion, out of which organised snack market is estimated at ₹ 220 billion and grew at a CAGR of 14% between 2012 and 2016. With increasing competition and cost pressure, there has been a gradual shift from an unorganized to organized sector across the various product segments. *(Source: FS Report)* We are present in three major savoury snack food categories in India and all our products are sold under the Yellow Diamond brand.

In Fiscal 2012, the Company acquired the snack foods business of its Group Company, Prakash Snacks Private Limited, pursuant to a business transfer agreement dated September 28, 2011. Pursuant to such arrangement, we acquired the Yellow Diamond brand and the snack foods business under such brand. For further information, see "History and Certain Corporate Matters" on page 194. We have over the years leveraged our understanding of our target markets and consumer segments, product innovation capabilities, extensive distribution network, strategically located manufacturing facilities, and have focused our marketing and promotional activities to strengthen our product brands and establish the Yellow Diamond brand across India.

Our diversified product portfolio includes three categories:

- *Extruded Snacks*. Extruded snacks are processed, reconstituted and shaped potato or cereal based snacks. Extruded snacks may be flavoured or unflavoured. It includes puffed snacks. Our Extruded Snacks products are divided into two sub-categories: (i) Shaped Extruded Snacks, which includes our Puffs, Rings and Pellets products; and (ii) Random Extruded Snacks, which includes our Chulbule product. Chulbule was introduced by Prakash Snacks in Fiscal 2006, and this business was subsequently acquired by the Company in Fiscal 2012. Rings, one of our major products in the Extruded Snacks category, was launched by us in Fiscal 2012. Currently, we sell Extruded Snacks under the Yellow Diamond brand.

- *Chips*. Chips include fried, sliced chips or crisps made from potatoes, hummus, lentils etc. It includes flavoured and unflavoured chips, and may be standard chips, thick-cut and / or crinkle-cut. Potato Chips were introduced by our Company in Fiscal 2010. Our Group Company, Prakash Snacks, introduced potato chips in Fiscal 2005 and we acquired its potato chips manufacturing business in Fiscal 2012. Currently, we sell Potato Chips under the Yellow Diamond brand.

- *Namkeen*. Namkeen are a type of traditional savoury Indian snack which includes products such as moong dal, masala or fried nuts, sev and bhujia. Namkeen under the Yellow Diamond brand was launched by our Company in Fiscal 2012, pursuant to the business transfer agreement dated September 28, 2011.

In Fiscal 2017, revenue from Extruded Snacks, Potato Chips and Namkeen represented 62.99%, 23.85%, and 12.23%, respectively, of our total revenue from operations (net) in Fiscal 2017. For more details of our products, see "– Product Portfolio" on page 176.

We seek to differentiate ourselves from our competitors through introduction of new products, including launching innovative flavours targeted at addressing consumer taste, market trends and providing superior value to consumers. Our diversified product portfolio enables us to cater to a wide range of taste preferences and consumer segments, including adults and children. Our products in the Extruded Snacks category are primarily targeted at the youth and children while our Potato Chips and Namkeen category of snacks are for all consumer segments. Our diversified product portfolio is therefore, relatively less susceptible to shifts in consumer preferences, market trends and risks of operating in a particular product segment. Our brand philosophy emphasises delivery of maximum value to consumers, as reflected by the regular introduction of new flavours, relatively high per pack weight to volume ratio for our products, and inclusion of promotional items such as toys.

We have set up a pan-India distribution network supported by strategically located manufacturing facilities. Our wide network of super stockists and distributors is supported by our large team of sales representatives and arrangements with various modern retail outlets. As of June 30, 2017, our distribution network included 218 super stockists across 26 States and one Union Territory in India and over 3,500 distributors. As of the date of this Prospectus, we own and operate three manufacturing facilities, one located at Indore, Madhya Pradesh and the other two located at Guwahati, Assam. In addition, as of the date of this Prospectus, we have engaged two facilities on contract manufacturing basis, located at Bengaluru, Karnataka and at Kolkata, West Bengal. The Bengaluru facility was engaged by us on an informal, non-exclusive basis between October 1, 2011 and July 31, 2016. This facility has been engaged exclusively pursuant to the Bengaluru Contract Manufacturing Agreement with effect from August 1, 2016. These facilities have access to cost efficient transportation to our major markets and enable us to benefit from transportation cost efficiencies from reverse logistics arrangements.

In Fiscal 2015, Fiscal 2016, and Fiscal 2017, our revenues from operations (net) were ₹ 5,588.07 million, ₹ 7,571.90 million and ₹ 9,039.17 million, respectively. In the period Fiscal 2013 through Fiscal 2017, revenues from operations (net) increased at a CAGR of 27.34%. In Fiscal 2015 and Fiscal 2016, and Fiscal 2017, we recorded EBITDA of ₹ 356.29 million, ₹ 572.33 million and ₹ 424.09 million, respectively and in the period between Fiscal 2013 through Fiscal 2017 EBITDA increased at a CAGR of 10.68%. We recorded a profit after tax but before minority interest of ₹ 99.02 million, ₹ 273.73 million and ₹ 98.93 million in Fiscal 2015, Fiscal 2016, and Fiscal 2017.

Business Strengths

Innovation driven diversified product portfolio

Snack food consumers in India prefer a wide variety of snacks, including traditional and western snacks. *(Source: FS Report)* Our diversified product portfolio includes a wide range of snack foods, flavours and SKUs, thereby effectively addressing a large consumer base. We believe that our ability to identify market trends and develop new flavours catering to the palate of Indian consumers are significant factors that have contributed to the growth of our business. As of July 31, 2017, we had 40 flavours of Chips and Extruded Snacks and 23 varieties of Namkeen in the market. Our diversified product portfolio includes traditional Indian snacks as well as western snacks. Our capacity to develop innovative snacks products, effectively supported by our strategically located manufacturing and distribution network, enables us to launch and market new products aligned to evolving consumer preferences. This facilitates minimal time-to-scale, and has enabled us to generate revenues of ₹ 1 billion from each of our key products, i.e., Potato Chips, Chulbule, Rings, and Namkeen within a few years of their launch.

Potato Chips was launched by our Company in Fiscal 2010. We also widened our portfolio by acquiring the potato chips manufacturing business of our Group Company, Prakash Snacks in Fiscal 2012. In Fiscal 2013, Potato Chips crossed the ₹ 1 billion revenue mark and generated revenues of ₹ 1.47 billion. As of July 31, 2017, we had nine flavours of Potato Chips in the market. Our Chulbule product was introduced by our Group Company, Prakash Snacks in Fiscal 2006 and this business was subsequently acquired by us in Fiscal 2012. In Fiscal 2015, Chulbule crossed the ₹ 1 billion revenue mark and generated revenues of ₹ 1.07 billion. As of July

31, 2017, we had seven flavours of Chulbule in the market. We launched our Rings product in Fiscal 2012, In Fiscal 2013, Rings crossed the ₹ 1 billion revenue mark and generated revenues of ₹ 1.15 billion. As of July 31, 2017, we had four flavours of Rings. Namkeen under the Yellow Diamond brand was launched by our Company in Fiscal 2012 and in Fiscal 2017, Namkeen crossed the ₹ 1 billion revenue mark and generated revenues of ₹ 1.11 billion. Our Namkeen portfolio is varied with 23 varieties as of July 31, 2017. Due to our diverse product portfolio, we have limited dependence on a single raw material. We use a range of raw materials used in production of our products from potato for Chips to corn and rice for Extruded Snacks and gram, flour, peanuts and pulses for our Namkeen products. Owing to our wide range of raw materials, our business and results of operations are less susceptible to price fluctuation or disruptions in availability of major raw materials.

Value proposition for consumers

Our brand philosophy emphasises delivery of maximum value to consumers and is reflected in our marketing campaign "*Dildaar Hain Hum*". Our brand equity has increased over the years, driven by product innovation and cost efficiencies in our production and distribution operations, and offering superior value proposition for consumers, through a wide range of consumer driven flavours, and providing relatively high grammage, i.e., a relatively high weight to volume ratio, for our products. We believe that the relatively high grammage and consequent value proposition that we offer to the price conscious middle-class Indian consumers who form a large proportion of the consumer market in India for our snacks products, has been an important factor in the growth and acceptance of our brand and our market share, particularly in the urban, semi-urban and rural markets in India. This value proposition for the consumer, leading to increased brand loyalty enables us to redirect some of our advertisement and marketing expenses towards improving our product quality and increasing SKU weight to volume ratio as well as further streamlining distribution expenses. Our ₹ 5 SKUs offers up to 25% more grammage per pack compared to the market leader at an overall level across various snack segments *(Source: FS Report).* Revenues from ₹ 5 SKUs of our products across our various product categories contributed the significant majority of our total revenue from operations (net) in Fiscal 2017.

We believe that certain of our promotional activities, such as including a wide range of toys in our Rings products, primarily targeted at children, also provide a value proposition for parents and families. We have over the years developed an effective procurement system for such toys. The revenues generated by our Rings product grew at a CAGR of 105.98% since launch to Fiscal 2017 and Rings generated revenues of ₹ 3,987.19 million in Fiscal 2017. The higher growth in market share for our Rings products introduced in Fiscal 2012 compared to other products is in part attributable to such toys, and we believe that these thematic toy campaigns have contributed effectively to our brand building efforts associated with a value proposition for consumers.

Strategic supply chain for a pan-India distribution network

We are a pan-India snack food company. *(Source: FS Report)* Our wide spread and integrated sales and distribution network enables us to reach a wide range of consumers and ensure effective market penetration. Points of sale for snack food products include traditional retail points, such as grocery stores, as well as modern retail outlets including supermarkets, hypermarkets and convenience stores for sales in urban areas. *(Source: FS Report).* Our products are sold in urban, semi-urban and rural regions through our wide distribution network.

We distribute our products through super stockists who are appointed to operate and maintain outlets/warehouses for sale to distributors and dealers. We have entered into formal agreements with our super stockists and have committed commercial relationships with most of our super stockists for over approximately three years. As of June 30, 2017, we have appointed super stockists in 26 States and one Union Territory in India, with a distribution network comprising of 218 super stockists and over 3,500 distributors. Our super stockists maintain dealer and distributor relationships and our sales team monitors the entire distribution network. For more details, see "– Distribution Network and Infrastructure" and "– Sales and Marketing" on pages 184 and 185, respectively.

We have over the years effectively managed our large distribution network and developed strong supply and distribution chain relationships across the various regions in which we operate within India. Although according to the FS Report, the East Zone is generally considered to be one of the most difficult markets for generation of increased market share *(Source: FS Report),* our wide distribution network and product configuration has enabled us to achieve a CAGR of 45.82% in revenues from operations (net) from the East Zone in the period from Fiscal 2013 to Fiscal 2017.

Strategically located manufacturing facilities

As of the date of this Prospectus, we own and operate three manufacturing facilities across India. One of these manufacturing facilities is located at Indore in Madhya Pradesh while the other two are located at Guwahati in Assam. As of July 31, 2017, the aggregate estimated installed capacity for these owned and operated manufacturing facilities was 80,500 MTPA. In addition, as of the date of this Prospectus, we have engaged two facilities on a contract manufacturing basis, located at Bengaluru, Karnataka and at Kolkata, West Bengal. As of July 31, 2017, the estimated installed production capacity of the Bengaluru contract manufacturing facility was 4,260 MTPA. The Kolkata contract manufacturing facility undertakes production as per monthly targets agreed between the parties on a non-exclusive basis. In Fiscal 2017, revenue from traded goods constituted 2.83% of our revenue from operations (net) for Fiscal 2017. Revenue from traded goods sold in Fiscal 2017 includes products manufactured at Bengaluru facility only up to July 31, 2016. For further information, see "Management's Discussion and Analysis of Financial Condition and Results of Operations – Production capacities and operating efficiencies" on page 380.

Our manufacturing facilities are strategically located, near our key markets and raw material supplies, thereby ensuring cost-efficiencies in procurement of raw material as well as transportation of finished products through super stockists and distributors, and enabling us to leverage economies of scale. Indore in Madhya Pradesh is a key distribution hub for quality potatoes, the key raw material for Potato Chips. Indore is also well connected to Delhi as well Mumbai, key distribution hubs for our products in the North Zone and West Zone, respectively. In addition, the strategic location of Indore enables us to effectively leverage efficient supply chain logistics as Madhya Pradesh is a major consumer state and Indore is the final destination for a large number of transportation companies and distribution network of multinationals. Its location enables us to transport our products from Indore to Mumbai and Delhi at cost-effective rates, thereby ensuring lower transportation costs and resulting operating cost efficiencies. Similarly, Guwahati in Assam also serves as a strategic location for leveraging such efficient logistics operations and resulting lower transportation costs.

The Guwahati and Kolkata facilities also enable effective distribution across the East Zone. Based on the FS Report, we are one of the leading players in the East Zone *(Source: FS Report),* reflecting strong demand for our products in the region. Our contract manufacturing facilities also enable us to ensure that our supply is able to effectively meet the market demand for our products without significant capital expenditure. We have also leased a cold storage warehouse near our manufacturing facility in Indore that enables us to store potatoes during the harvest season for use in the off-season. In addition, our Guwahati – II manufacturing facility, which commenced production on April 8, 2016, is eligible for value added tax and sales tax exemption for 15 years from the date of commencement of commercial production.

Successful track record and professional management

In Fiscal 2012, we acquired certain manufacturing businesses from our Group Company, Prakash Snacks pursuant to a business transfer agreement dated September 28, 2011. As part of the business transfer, our Company also acquired the brand Yellow Diamond. We have since witnessed substantial growth. In India, the demand for organised snack foods grew at a CAGR of 14% from 2012 to 2016. *(Source: FS Report).* Our revenue from operations (net) has grown at a CAGR of 27.34% from Fiscal 2013 to 2017. We have also been gaining market share in the snack food market over the years. From 2010 to 2016, our market share increased from 1% to 4% *(Source: FS Report).* We became the market leader in rings segment in 2015. *(Source: FS Report).* The revenue from sale of our Rings product grew at a CAGR of 54.17% from Fiscal 2013 to Fiscal 2017. Our Potato Chips, Rings, Chulbule and Namkeen products currently generate revenues of over ₹ 1 billion. Although, we began our operations only in Fiscal 2009, we have established a strong presence geographically across different regions in India. We are one of the leading players in the East Zone with a strong presence in the North and West Zones and are increasing penetration in the South Zone as well. *(Source: FS Report)*

We have benefitted from the experience of our promoter and chief executive officer, Mr. Amit Kumat, who has been part of the snack food industry for over 21 years. His knowledge of the snack food industry is supplemented by our management team which includes Key Management Personnel such as Mr. Sumit Sharma Mr. Subhashis Basu, Mr. Subhash Bhatt, Mr. Deepak Brahme, Mr. Raj Kumar Kalra, Mr. Mahesh Purohit, and Mr. Awadh Bihari Singh, who have a collective experience of several decades in the snack food industry. Most of our management team were associated with the snack food business of our Group Company, Prakash Snacks prior to joining our Company, which helped us to better manage the manufacturing businesses that we acquired from Prakash Snacks. Our management team is guided by our other Promoters, viz. Mr. Apoorva Kumat and Mr. Arvind Mehta. We have established a robust internal compliance monitoring system and reputed internal auditors that help ensure effective corporate governance. Our management team's understanding of target markets and consumer demand and preferences have enabled us to grow our business and expand our operations.

Our Strategy

Deeper penetration in existing markets and explore select new territories

Our key focus is to increase our penetration in the markets where we currently operate by replicating the same proposition that has helped us grow our brand. We intend to deepen penetration in the North and West Zones, particularly in the states of Rajasthan, Punjab and Uttar Pradesh. We have a strong presence in regional pockets *(Source: FS Report)* and intend to proliferate our presence deeper into these to be able to serve all classes and customer segments. In the relatively newer South Zone market, we intend to use our Rings product to garner market share as we did in the East Zone to gain brand loyalty. As of June 30, 2017, we had appointed 16 super stockists in the South Zone. We intend to appoint more super stockists to strengthen our existing sales infrastructure and network and increase our advertising activities to build brand awareness in the South Zone. We are currently a leading player in the East Zone. *(Source: FS Report).* We intend to leverage on the familiarity of our popular products to increase penetration of our entire product portfolio in East Zone.

There is an increasing trend toward modern retail trade in the urban markets due to the availability of multiple brands and varieties, offers and discounts, and the option to purchase all products under one roof. *(Source: FS Report)* To increase visibility and build the Yellow Diamond brand in our existing markets we intend to focus on sale of our products to such premium outlets. Hypermarkets and supermarkets usually stock larger size SKUs. *(Source: FS Report)* Our focus on this category of retail outlets would allow us to increase the sale of larger size SKUs.

While continuously reinforcing our position in India, we plan to explore select markets abroad, such as South Asia, to expand our sales in these regions and enhance our brand recognition internationally. We intend to exploit macroeconomic factors and the trends in the snacks market, which are similar to those of the Indian snacks market, in these proposed new geographies.

Expand and modernize our production capabilities

We intend to expand our production capabilities to aid our efforts to deepen our pan-India presence. So as to cater to the increased demand, we intend to use a part of the Net Proceeds towards expansion and modernization of our manufacturing facilities, specifically at our Indore manufacturing facility. In order to cater to the increasing demand, we intend to add production lines for Chips and Namkeen along with a packaging line and purchase of related utilities at our Indore manufacturing facility. We also intend to modernise our exisiting facilities. We also intend to replace some of our existing Chulbule packaging machinery at Indore with newer and more advanced machinery and modernise our effluent treatment plant at Indore.

Currently, the production line for certain of our manufacturing facilities have certain unutilized additional capacity as compared to that of the packaging line. We intend to utilize this additional capacity by adding certain packaging machines to match the capacity of the packaging and production lines. To deepen our penetration in the South Zone, we intend to expand the packaging line and purchase related utilities for Chulbule at our contract manufacturing facility at Bengaluru. For further details, see "Objects of the Issue – Funding capital expenditure requirements in relation to expansion (including through setting up of new production line and construction of a building) and modernisation at certain of our existing manufacturing facilities" on page 111.

Increased advertising and marketing activities

We have spent ₹ 368.08 million on advertising and sales promotions of our products in Fiscal 2017 across kids' channels, general entertainment channels and other channels. We have, in the past, launched our multimedia campaign "*Dildaar Hain Hum*" that was intended to increase brand awareness and strengthen the recall of the Yellow Diamond brand. We have also appointed Salman Khan, a popular Hindi movie actor, as our brand ambassador. We have also had many successful campaigns to promote our products. These include tie-ups with popular children's television channels and programs to promote our products through select cartoons, programs and movie marketing.

To further increase our brand awareness and achieve brand recall, especially in urban, semi-urban and rural markets, we intend to increase our marketing and advertising activities, by increasing advertising activities on Hindi general entertainment channels, Hindi movie channels, Hindi music channels, news channels, sports channels, and further strengthening our campaigns on kids channels. We intend to leverage the Yellow Diamond brand, and advertise all products in our savoury snack portfolio under the Yellow Diamond brand. We intend to use some part of the Net Proceeds for advertising and marketing activities to increase brand awareness and recall of Yellow Diamond. We intend to achieve this by engaging in direct promotional initiatives and advertising our products through out-of-home advertising in our key geographies as well as through television, radio and print advertisements. In television advertising, we intend to use a cost-efficient mix of prime time and non-prime time programs on various channels. We also intend to increase our targeted marketing approach for our Rings product with monthly visibility campaigns on popular Hindi, English and vernacular kids' channels. In digital marketing, we intend to selectively create presence across social media platforms and directed marketing through search engines.

Expand our product portfolio into healthier snacks segment and confectionaries

We will continue to expand our product portfolio and distribution reach, focus on increasing sales volumes, and strive to provide differentiated offerings to our consumers. We will leverage our extensive experience to solidify our industry position, by creating new products, entering new product categories and building new brands to capitalize on emerging trends. There is an increasing awareness of health and wellness across the country and the demand for healthier snack options has increased. *(Source: FS Report).* To cater to this demand, we have launched a new variety of healthier savoury snacks under the "Better For You" segment. These are chips made from healthier ingredients including hummus and lentils. We intend to increase our research and development efforts on the product attributes that are most valued by our consumers, including taste, nutrition, food-safety and convenience. This would allow us to better serve increasing demand from consumers for healthier, tastier and higher quality food products and would enable us to further gain market share in the savoury snack segment.

We also intend to foray into the chocolate-based confectionary snack business. The market for confectionaries is estimated to grow at about 15-18% over the next four to five years driven primarily by chocolate confectionaries. *(Source: FS Report)* We perceive this to be a higher margin segment where there is significant demand and growth potential which is relatively untapped. We intend to use our currently established distribution network to cover the new products we plan to introduce.

SUMMARY OF FINANCIAL INFORMATION

The following tables set forth the summary financial information derived from:

a. *The Restated Consolidated Financial Statements as of and for the years ended March 31, 2013, 2014, 2015, 2016 and 2017; and*

b. *The Restated Unconsolidated Financial Statements as of and for the years ended March 31, 2013, 2014, 2015, 2016 and 2017.*

The financial statements referred to above are presented under "Financial Statements" beginning on page 236. The summary financial information presented below should be read in conjunction with these financial statements, the notes thereto and the sections "Financial Statements" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" beginning on pages 236 and 373, respectively.

RESTATED CONSOLIDATED FINANCIAL INFORMATION OF ASSETS AND LIABILITIES

(in ₹ million)

Sr. No.	Particulars	As at				
		March 31, 2017	**March 31, 2016**	**March 31, 2015**	**March 31, 2014**	**March 31, 2013**
	Equity and liabilities					
A	**Shareholders' funds**					
	Share capital	30.61	14.68	14.68	14.63	13.18
	Reserves and surplus	2,352.82	2,157.65	1,881.42	1,758.14	1,455.81
		2,383.43	**2,172.33**	**1,896.10**	**1,772.77**	**1,468.99**
B	**Minority Interest**	**-**	**-**	**-**	**0.02**	**0.02**
C	**Non-current liabilities**					
	Long-term borrowings	388.51	210.38	78.96	165.27	186.66
	Deferred tax liability (net)	85.92	55.33	60.40	29.39	33.34
	Long-term provisions	16.91	10.28	6.05	2.69	2.03
		491.34	**275.99**	**145.41**	**197.35**	**222.03**
D	**Current liabilities**					
	Short-term borrowings	267.54	264.22	241.91	218.39	109.68
	Trade payables:					
	• total outstanding dues of micro enterprises and small enterprises	-	-	-	-	-
	• total outstanding dues of creditors other than micro enterprises and small enterprises	772.78	552.14	496.99	398.75	238.57
	Other current liabilities	353.93	147.79	210.17	211.10	174.99
	Short-term provisions	2.73	1.54	0.73	0.41	6.37
		1,396.98	**965.69**	**949.80**	**828.65**	**529.61**
	TOTAL (A+B+C+D)	**4,271.75**	**3,414.01**	**2,991.31**	**2,798.79**	**2,220.65**
	Assets					
	-					
E	**Non-current assets**					
	Fixed assets					
	Property, plant and equipments	1,931.62	1,678.02	1,572.30	1,430.81	1,249.54
	Intangible assets	76.54	3.63	4.02	3.23	3.10
	Capital work-in-progress	518.04	303.13	244.82	148.95	29.96
	Intangible assets under	0.12	0.12	0.12	0.07	0.07

Sr. No.	Particulars	As at				
		March 31, 2017	March 31, 2016	March 31, 2015	March 31, 2014	March 31, 2013
	development					
	Deferred tax assets (net)	0.78	0.13	0.00	0.00	-
	Loans and advances	454.69	401.86	309.72	277.95	117.47
	Other non-current assets	12.71	2.41	2.68	3.29	3.10
		2,994.50	**2,389.30**	**2,133.66**	**1,864.30**	**1,403.24**
F	**Current assets**					
	Inventories	788.68	685.27	576.48	522.51	423.55
	Trade receivables	196.93	182.88	136.29	115.97	37.07
	Cash and bank balances	110.50	60.53	36.91	217.59	285.33
	Loans and advances	119.89	80.43	98.29	67.46	61.41
	Other current assets	61.25	15.60	9.68	10.96	10.07
		1,277.25	**1,024.71**	**857.65**	**934.49**	**817.42**
	TOTAL (E+F)	**4,271.75**	**3,414.01**	**2,991.31**	**2,798.79**	**2,220.65**

RESTATED CONSOLIDATED FINANCIAL INFORMATION OF PROFITS AND LOSSES

(in ₹ million)

Sr. No.	Particulars	For the years ended March 31, 2017	March 31, 2016	March 31, 2015	March 31, 2014	March 31, 2013
G	**Income**					
	Revenue from operations (gross)	9,080.54	7,604.19	5,621.04	4,488.33	3,470.39
	Less: excise duty	41.37	32.29	32.97	32.18	32.89
	Revenue from operations (net)	**9,039.17**	**7,571.90**	**5,588.07**	**4,456.15**	**3,437.50**
	Other income	15.40	7.11	17.64	12.30	7.34
	Total revenue	**9,054.57**	**7,579.01**	**5,605.71**	**4,468.45**	**3,444.84**
H	**Expenses**					
	Cost of raw material and components consumed	6,192.55	4,975.65	3,808.07	3,107.60	2,381.65
	Purchase of traded goods	212.92	263.68	247.86	162.01	60.52
	(Increase) / Decrease in inventories of finished and traded goods	(39.33)	(17.82)	(16.09)	14.68	(34.33)
	Employee benefits expense	252.68	187.44	137.32	89.41	54.86
	Other expenses	2,011.66	1,597.73	1,072.26	880.91	699.50
	Total Expenses	**8,630.48**	**7,006.68**	**5,249.42**	**4,254.61**	**3,162.20**
I	**Profit before interest, tax, depreciation and amortisation (G)-(H)**	**424.09**	**572.33**	**356.29**	**213.84**	**282.64**
	Depreciation and amortisation expenses	249.86	179.87	153.38	116.75	68.19
	Finance costs	44.84	58.84	63.26	47.25	36.08
	Restated profit before exceptional items and tax	**129.39**	**333.62**	**139.65**	**49.84**	**178.37**
	Exceptional items	-	58.02	9.62	-	-
J	**Restated profit before tax and after exceptional items**	**129.39**	**275.60**	**130.03**	**49.84**	**178.37**
	Tax expenses					
	Current tax (MAT Payable)	34.19	76.58	24.08	10.09	35.78
	Less :- MAT Credit Entitlement	(33.67)	(69.51)	(24.08)	(10.09)	(25.04)
	Deferred tax (net)	29.94	(5.20)	31.01	(3.95)	18.91
	Total tax expenses	**30.46**	**1.87**	**31.01**	**(3.95)**	**29.65**
K	**Restated profit after tax but before minority interest**	**98.93**	**273.73**	**99.02**	**53.79**	**148.72**
	Less: Minority interest - Share of Profit / (Loss) #	-	-	-	-	-
L	**Restated profit for the year**	**98.93**	**273.73**	**99.02**	**53.79**	**148.72**
	Profit for the year	**98.93**	**273.73**	**99.02**	**53.79**	**148.72**
	Attributable to:					
	Equity holders of the parent	98.93	273.73	99.02	53.79	148.72
	Non-controlling interests #	-	-	-	-	-

	# Amount in ₹ denotes	-	-	(2,184.00)	(899.00)	22,351.00

* *The item 'Amount in ₹ denotes*' above refers to certain minority interest amount in absolute figures (not in million) and has therefore been presented separately in the Restated Consolidated Financial Information of Profits and Losses.*

RESTATED CONSOLIDATED FINANCIAL INFORMATION OF CASH FLOWS

(in ₹ million)

Sr. No.	Particulars	For the years ended				
		March 31, 2017	**March 31, 2016**	**March 31, 2015**	**March 31, 2014**	**March 31, 2013**
A	**Cash flow from operating activities**					
	Profit before tax and after exceptional item (as restated)	**129.39**	**275.60**	**130.03**	**49.84**	**178.37**
	Adjustments to reconcile profit before tax to net cash flows:					
	Depreciation and amortisation expenses	249.86	179.87	153.38	116.75	68.19
	Loss on sale of property, plant and equipments	3.46	26.73	2.26	0.43	-
	Property, plant and equipments written off	0.05	-	0.02	4.64	-
	Provision for slow moving inventory	5.81	2.84	1.05	-	-
	Provision for impairment of property, plant and equipments	-	-	-	0.50	-
	Bad debts / Sundry debit balances written off	1.78	0.09	-	1.08	0.05
	Provision for doubtful receivables and advance (net)	5.87	2.22	3.99	2.83	2.46
	Unrealised exchange gain	(1.01)	4.37	(0.25)	(0.73)	(0.02)
	Loss by fire	-	-	9.62	-	-
	Provision for doubtful capital advances (net)	-	34.45	-	-	-
	Interest expenses	41.85	44.21	60.43	42.82	31.47
	Interest income	(14.40)	(4.98)	(15.28)	(9.18)	(7.33)
	Operating profit before Working Capital Changes	**422.66**	**565.40**	**345.25**	**208.98**	**273.19**
	Movement in working capital:					
	Increase/ (decrease) in trade payables	220.63	55.16	97.48	160.21	83.20
	Increase / (decrease) in long-term provisions	6.62	4.24	3.36	0.66	0.79
	Increase / (decrease) in short-term provisions	1.19	0.80	0.32	0.10	0.03
	Increase/ (decrease) in other current liabilities	38.41	0.47	(3.64)	34.31	1.48
	Decrease / (increase) in trade receivables	(19.99)	(48.83)	(24.25)	(82.06)	12.94
	Decrease / (increase) in inventories	(109.20)	(111.62)	(69.93)	(98.96)	(170.51)
	Decrease / (increase) in long-term loans and advances	(10.68)	25.34	3.63	(48.94)	(23.91)
	Decrease / (increase) in short-term loans and advances	(41.24)	17.78	(11.27)	(11.05)	(26.29)
	Decrease / (increase) in other current assets	(35.76)	(2.70)	(0.07)	(0.81)	(5.72)
	Decrease / (increase) in other non-current assets	-	(0.91)	0.91	(0.21)	0.31
	Cash generated from operating activities	472.60	505.13	341.79	162.23	145.52
	Direct taxes paid (net of refunds)	(46.32)	(71.82)	(12.83)	(32.96)	(30.63)
	Net cash flow from operating activities (A)	**426.28**	**433.31**	**328.96**	**129.27**	**114.89**
B	**Cash flows from investing activities**					
	Purchase of fixed assets, including CWIP and capital advances	(588.18)	(521.97)	(411.23)	(502.96)	(670.65)
	Proceeds from sale of property, plant and equipments	2.02	58.63	1.35	0.30	-

Sr. No.	Particulars	For the years ended				
		March 31, 2017	March 31, 2016	March 31, 2015	March 31, 2014	March 31, 2013
	Purchase of non-current investment	-	-	(0.02)	-	-
	Grant received from Government	-	-	-	5.00	-
	Loan to Employees Welfare Trust	(112.20)	-	(22.51)	-	-
	Repayment of loan by Employees Welfare Trust	5.40	-	-	-	-
	Investment in bank deposits (having original maturity of more than three months)	(38.73)	(139.14)	(2.69)	(87.65)	(254.60)
	Redemption / maturity of bank deposits (having original maturity of more than three months)	29.21	133.08	130.00	192.25	-
	Interest received	4.53	2.95	16.41	8.86	6.38
	Net cash flow used in investing activities (B)	**(697.95)**	**(466.45)**	**(288.69)**	**(384.20)**	**(918.87)**
C	**Cash flows from financing activities**					
	Proceeds from issuance of equity share capital	0.05	-	0.05	-	-
	Proceeds from premium on issuance of equity share capital	112.12	-	24.26	-	-
	Proceeds from issuance of preference share capital	-	-	-	1.45	2.05
	Proceeds from premium on issuance of preference share capital	-	-	-	248.55	297.96
	Proceeds from Government Grant	-	2.50	-	-	-
	Proceeds from long-term borrowings	350.72	330.85	38.82	98.60	310.00
	Proceeds from short-term borrowings	125.04	359.87	333.42	108.71	109.68
	Repayment of long-term borrowings	(94.57)	(256.02)	(118.92)	(123.33)	-
	Repayment of short-term borrowings	(120.63)	(341.91)	(308.96)	-	-
	Dividend distribution tax on preference dividend#	-	-	-	-	-
	Interest paid	(50.20)	(44.58)	(62.30)	(42.23)	(27.87)
	Net cash flow from financing activities (C)	**322.53**	**50.71**	**(93.63)**	**291.75**	**691.82**
	Net increase/(decrease) in cash and cash equivalents (A + B + C)	50.86	17.57	(53.37)	36.82	(112.16)
	Cash and cash equivalent at the beginning of the year	31.70	14.13	67.50	30.68	142.84
	Cash and cash equivalent at the end of the year	**82.56**	**31.70**	**14.13**	**67.50**	**30.68**
	Components of cash and cash equivalents					
	Cash on hand	0.75	1.16	1.58	0.25	0.15
	Balances with banks:					
	– On current accounts	61.81	30.54	12.55	7.25	30.53
	– Deposits with original maturity of less than three months	20.00	-	-	60.00	-
	Total cash and cash equivalents	**82.56**	**31.70**	**14.13**	**67.50**	**30.68**

	# Amount in ₹ denotes					
	Dividend distribution tax on preference dividend	24.00	24.00	20.00	18.00	13.00

RESTATED UNCONSOLIDATED FINANCIAL INFORMATION OF ASSETS AND LIABILITIES

(in ₹ million)

Sr. No.	Particulars	As at				
		March 31, 2017	**March 31, 2016**	**March 31, 2015**	**March 31, 2014**	**March 31, 2013**
	Equity and liabilities					
A	**Shareholders' funds**					
	Share capital	30.61	14.68	14.68	14.63	13.18
	Reserves and surplus	2,387.61	2,186.86	1,880.49	1,757.07	1,454.73
		2,418.22	**2,201.54**	**1,895.17**	**1,771.70**	**1,467.91**
B	**Non-current liabilities**					
	Long-term borrowings	128.93	210.38	78.96	165.27	186.66
	Deferred tax liability (net)	85.78	55.33	60.40	29.39	33.34
	Long-term provisions	16.84	10.28	6.05	2.69	2.03
		231.55	**275.99**	**145.41**	**197.35**	**222.03**
C	**Current liabilities**					
	Short-term borrowings	267.54	264.22	241.91	218.39	109.68
	Trade payables:					
	• total outstanding dues of micro enterprises and small enterprises	-	-	-	-	-
	• total outstanding dues of creditors other than micro enterprises and small enterprises	772.39	552.14	496.98	398.75	238.57
	Other current liabilities	308.46	146.63	210.17	211.10	174.99
	Short-term provisions	2.73	1.55	0.73	0.41	6.02
		1,351.12	**964.54**	**949.79**	**828.65**	**529.26**
	TOTAL (A+B+C)	**4,000.89**	**3,442.07**	**2,990.37**	**2,797.70**	**2,219.20**
	Assets					
D	**Non-current assets**					
	Fixed assets					
	Property, plant and equipments	1,883.33	1,678.02	1,572.30	1,430.81	1,249.54
	Intangible assets	76.54	3.63	4.02	3.23	3.10
	Capital work-in-progress	18.32	191.16	71.29	51.39	29.73
	Intangible assets under development	0.12	0.12	0.12	0.07	0.07
	Non-current investments	179.01	106.30	97.41	21.36	0.10
	Loans and advances	600.05	440.68	384.96	355.09	170.65
	Other non current assets	12.71	2.40	2.67	3.29	3.10
		2,770.08	**2,422.31**	**2,132.77**	**1,865.24**	**1,456.29**
E	**Current assets**					
	Inventories	788.68	685.27	576.48	522.51	423.55
	Trade receivables	196.92	182.88	136.29	115.97	37.07
	Cash and bank balances	93.50	60.41	36.86	215.56	230.81
	Loans and advances	85.49	80.43	98.29	67.46	61.41
	Other current assets	66.22	10.77	9.68	10.96	10.07
		1,230.81	**1,019.76**	**857.60**	**932.46**	**762.91**
	TOTAL (D+E)	**4,000.89**	**3,442.07**	**2,990.37**	**2,797.70**	**2,219.20**

RESTATED UNCONSOLIDATED FINANCIAL INFORMATION OF PROFITS AND LOSSES

(in ₹ million)

Sr. No.	Particulars	For the years ended				
		March 31, 2017	**March 31, 2016**	**March 31, 2015**	**March 31, 2014**	**March 31, 2013**
F	**Income**					
	Revenue from operations (gross)	9,080.54	7,604.19	5,621.04	4,488.33	3,470.39
	Less: excise duty	41.37	32.29	32.97	32.18	32.89
	Revenue from operations (net)	**9,039.17**	**7,571.90**	**5,588.07**	**4,456.15**	**3,437.50**
	Other income	20.82	7.47	17.70	12.29	5.70
	Total revenue	**9,059.99**	**7,579.37**	**5,605.77**	**4,468.44**	**3,443.20**
G	**Expenses**					
	Cost of raw material and components consumed	6,192.55	4,975.65	3,808.07	3,107.60	2,381.65
	Purchase of traded goods	212.92	263.68	247.86	162.01	60.52
	(Increase) / Decrease in inventories of finished and traded goods	(39.33)	(17.82)	(16.09)	14.68	(34.33)
	Employee benefits expense	252.68	187.44	137.32	89.41	54.86
	Other expenses	2,010.99	1,597.71	1,072.18	880.90	699.48
	Total expenses	**8,629.81**	**7,006.66**	**5,249.34**	**4,254.60**	**3,162.18**
H	**Profit before interest, tax, depreciation and amortisation (F) – (G)**	**430.18**	**572.71**	**356.43**	**213.84**	**281.02**
	Depreciation and amortisation expenses	249.86	179.87	153.38	116.75	68.19
	Finance costs	44.84	58.84	63.26	47.25	36.08
	Restated profit before exceptional items and tax	**135.48**	**334.00**	**139.79**	**49.84**	**176.75**
	Exceptional items	-	28.12	9.62	-	-
I	**Restated profit before tax and after exceptional items**	**135.48**	**305.88**	**130.17**	**49.84**	**176.75**
J	**Tax expenses**					
	Current tax (MAT Payable)	34.20	76.58	24.08	10.09	35.26
	Less :- MAT Credit Entitlement	(33.67)	(69.50)	(24.08)	(10.09)	(25.04)
	Deferred tax (net)	30.45	(5.07)	31.01	(3.95)	18.91
	Total tax expenses	**30.98**	**2.01**	**31.01**	**(3.95)**	**29.13**
K	**Restated profit for the year (I-J)**	**104.50**	**303.87**	**99.16**	**53.79**	**147.62**

RESTATED UNCONSOLIDATED FINANCIAL INFORMATION OF CASH FLOWS

(in ₹ million)

Sr. No.	Particulars	For the years ended March 31, 2017	March 31, 2016	March 31, 2015	March 31, 2014	March 31, 2013
A	**Cash flow from operating activities**					
	Profit before tax and after exceptional item (as restated)	**135.48**	**305.88**	**130.17**	**49.84**	**176.75**
	Adjustments to reconcile profit before tax to net cash flows:					
	Depreciation and amortisation expenses	249.86	179.87	153.38	116.75	68.19
	Loss on sale of property, plant & equipments	3.46	3.17	2.26	0.43	-
	Property, plant & equipments written off	0.05	-	0.02	4.64	-
	Provision for slow moving inventory	5.81	2.84	1.05	-	-
	Provision for impairment of property, plant and equipments	-	-	-	0.50	-
	Bad debts / Sundry debit balances written off	1.78	0.09	-	1.08	0.05
	Provision for doubtful receivables and advances	5.87	2.22	3.99	2.83	2.46
	Unrealised exchange gain	(1.01)	4.37	(0.25)	(0.73)	(0.02)
	Loss by fire	-	-	9.62	-	-
	Provision for doubtful capital advances	-	28.12	-	-	-
	Interest expenses	41.85	44.21	60.43	42.82	31.47
	Interest income	(19.02)	(5.34)	(15.35)	(9.18)	(5.70)
	Operating profit before working capital changes	**424.13**	**565.43**	**345.32**	**208.98**	**273.20**
	Movement in working capital:					
	Increase in trade payables	220.26	55.15	97.49	160.19	83.19
	Increase in long-term provisions	6.55	4.24	3.36	0.66	0.79
	Increase in short-term provisions	1.19	0.80	0.32	0.10	0.03
	Increase/ (decrease) in other current liabilities	39.48	(0.68)	(3.65)	34.31	1.48
	Decrease / (increase) in trade receivables	(19.99)	(48.83)	(24.25)	(82.07)	12.94
	Decrease / (increase) in inventories	(109.20)	(111.62)	(69.93)	(98.96)	(170.51)
	Decrease / (increase) in long-term loans and advances	9.34	25.31	3.65	(48.88)	(23.90)
	Decrease / (increase) in short-term loans and advances	(6.84)	17.76	(11.31)	(11.06)	(26.33)
	Decrease / (increase) in other current assets	(40.89)	2.51	(0.07)	(0.81)	(5.72)
	Decrease / (increase) in other non-current assets	-	(0.91)	0.91	-	0.31
	Cash generated from operating activities	524.03	509.16	341.84	162.46	145.48
	Direct taxes paid (net of refunds)	(46.31)	(71.82)	(12.83)	(32.61)	(30.44)
	Net cash flow from operating	**477.72**	**437.34**	**329.00**	**129.85**	**115.04**

Sr. No.	Particulars	For the years ended				
		March 31, 2017	March 31, 2016	March 31, 2015	March 31, 2014	March 31, 2013
	activities (A)					
B	**Cash flows from investing activities**					
	Purchase of fixed assets, including CWIP and capital advances	(281.21)	(435.50)	(410.21)	(435.77)	(664.81)
	Proceeds from sale of property, plant and equipments	2.02	7.65	1.35	0.30	-
	Purchase of non-current investment	(72.71)	-	(0.02)	-	-
	Grant received from Government	-	-	-	5.00	-
	Loan to Subsidiary	(44.21)	(39.60)	(1.00)	(16.37)	(57.70)
	Repayment of loan by Subsidiary	-	-	1.90	1.10	-
	Loan to Employees Welfare Trust	(112.20)	-	(22.51)	-	-
	Repayment of loan by Employees Welfare Trust	5.40	-	-	-	-
	Investment in bank deposits (having original maturity of more than three months)	(38.73)	(139.14)	(2.68)	(140.00)	(202.25)
	Redemption / maturity of bank deposits (having original maturity of more than three months)	29.21	133.08	130.00	192.25	-
	Interest received	4.53	2.95	16.41	8.86	4.75
	Net cash flow used in investing activities (B)	**(507.90)**	**(470.56)**	**(286.76)**	**(384.63)**	**(920.01)**
C	**Cash flows from financing activities**					
	Proceeds from issuance of equity share capital	0.05	-	0.05	-	-
	Proceeds from premium on issuance of equity share capital	112.12	-	24.26	-	-
	Proceeds from issuance of preference share capital	-	-	-	1.45	2.05
	Proceeds from premium on issuance of preference share capital	-	-	-	248.55	297.96
	Proceeds from Government Grant	-	2.50	-	-	-
	Proceeds from long-term borrowings	83.64	330.85	38.82	98.60	310.00
	Proceeds from short-term borrowings	125.04	359.87	333.42	108.71	109.68
	Repayment of long-term borrowings	(94.57)	(256.02)	(118.92)	(123.33)	-
	Repayment of short-term borrowings	(120.63)	(341.91)	(308.96)	-	-
	Interest paid	(41.48)	(44.58)	(62.30)	(42.23)	(27.87)
	Dividend distribution tax on preference dividend #	-	-	-	-	-

Sr. No.	Particulars	For the years ended				
		March 31, 2017	**March 31, 2016**	**March 31, 2015**	**March 31, 2014**	**March 31, 2013**
	Net cash flow from financing activities (C)	**64.17**	**50.71**	**(93.63)**	**291.75**	**691.82**
	Net increase/(decrease) in cash and cash equivalents (A + B + C)	33.99	17.49	(51.39)	36.97	(113.15)
	Cash and cash equivalent at the beginning of the year	31.57	14.08	65.47	28.50	141.65
	Cash and cash equivalent at the end of the year	**65.56**	**31.57**	**14.08**	**65.47**	**28.50**
	Components of cash and cash equivalents					
	Cash on hand	0.67	1.12	1.54	0.19	0.09
	Balances with banks:					
	– On current accounts	44.89	30.46	12.54	5.28	28.41
	– Deposits with original maturity of less than three months	20.00	-	-	60.00	-
	Total cash and cash equivalents	**65.56**	**31.57**	**14.08**	**65.47**	**28.50**

	# Amount in ₹ denotes					
	Dividend distribution tax on preference dividend	24.00	24.00	20.00	18.00	13.00

THE ISSUE

The following table summarizes the Issue details:

Issue(1)(2)*	5,137,966 Equity Shares aggregating up to ₹ 4,815.63 million## ##Issue size has been calculated at Issue Price of ₹ 938 per Equity Share, Employee Discount of ₹ 90 per Equity Share and the entire Employee Reservation Portion has been fully subscribed
of which:	
(i) Fresh Issue(1)	2,132,196 Equity Shares aggregating up to ₹ 1,998.43 million^
(ii) Offer for Sale(2)	3,005,770 Equity Shares aggregating up to ₹ 2,817.20 million
of which:	
Offer for Sale by SCI	1,317,093 Equity Shares
Offer for Sale by SCG	369,451 Equity Shares
Offer for Sale by SCI-GIH	94,266 Equity Shares
Offer for Sale by Arvind Mehta	183,740 Equity Shares
Offer for Sale by Naveen Mehta	139,200 Equity Shares
Offer for Sale by Arun Mehta	139,200 Equity Shares
Offer for Sale by Rajesh Mehta	361,920 Equity Shares
Offer for Sale by Kanta Mehta	66,820 Equity Shares
Offer for Sale by Premlata Kumat	77,950 Equity Shares
Offer for Sale by Swati Bapna	22,270 Equity Shares
Offer for Sale by Apoorva Kumat	116,930 Equity Shares
Offer for Sale by Amit Kumat	116,930 Equity Shares
of which:	
Employee Reservation Reservation Portion(3)(5)	Up to 42,000 Equity Shares aggregating to ₹ 35.62 million
Net Issue to the Public	5,095,966 Equity Shares
of which:	
A) QIB Portion(3)(4)	2,547,982 Equity Shares
of which	
Anchor Investor Portion	Up to 1,528,789 Equity Shares
Balance available for allocation to QIBs other than Anchor Investors (assuming Anchor Investor Portion is fully subscribed)	1,019,193 Equity Shares
of which:	
Available for allocation to Mutual Funds only (5% of the QIB Portion (excluding the Anchor Investor Portion))(3)	50,960 Equity Shares
Balance of QIB Portion for all QIBs including Mutual Funds	968,233 Equity Shares
B) Non-Institutional Portion(3)	Not less than 764,395 Equity Shares
C) Retail Portion(3)(5)	Not less than 1,783,589 Equity Shares
Pre and post Issue Equity Shares	
Equity Shares outstanding prior to the Issue	21,320,840 Equity Shares
Equity Shares outstanding after the Issue	23,453,036 Equity Shares
Utilisation of Net Proceeds	See "Objects of the Issue" on page 107 for information

	about the use of proceeds from the Fresh Issue. Our Company will not receive any proceeds from the Offer for Sale.

[*] Subject to finalisation of the Basis of Allotment

^ Our Company has undertaken a Pre-IPO Placement of 533,000 Equity Shares for cash consideration aggregating to ₹ 500 million. The size of the Fresh Issue as disclosed in the Draft Red Herring Prospectus being ₹ 2,500 million has been reduced accordingly.

(1) The Fresh Issue has been authorized by our Board and Shareholders pursuant to resolutions dated May 26, 2017 and June 3, 2017, respectively.

(2) The Selling Shareholders severally and not jointly, specifically confirm that the Equity Shares offered by each of the Selling Shareholders by way of an Offer for Sale in the Issue, are eligible for the Issue in accordance with the SEBI ICDR Regulations. For details on the authorisations of the Selling Shareholders in relation to the Offer for Sale, see "Capital Structure" on page 84.

(3) Subject to valid bids being received at or above the Issue Price, under-subscription, if any, in any category, except in the QIB Portion, would be allowed to be met with spill-over from any other category or combination of categories of Bidders at the discretion of our Company and the Selling Shareholders, in consultation with the GCBRLMs, the BRLM and the Designated Stock Exchange, subject to applicable laws. In the event of under-subscription in the Issue, Equity Shares offered pursuant to the Fresh Issue shall be allocated prior to Equity Shares offered pursuant to the Offer for Sale. However, after receipt of minimum subscription of 90% of the Fresh Issue, Equity Shares offered pursuant to the Offer for Sale shall be allocated prior to Equity Shares offered pursuant to the Fresh Issue. Under-subscription in the Employee Reservation Portion, if any, shall be added to the Net Issue.

(4) Our Company and the Selling Shareholders, in consultation with the GCBRLMs and the BRLM, have allocated up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations. One-third of the Anchor Investor Portion has been reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price. For details, see "Issue Procedure" on page 439.

(5) Retail Individual Bidders and Eligible Employees bidding at a price within the Price Band can make payment at the Bid Amount (which will be less the Employee Discount, as applicable), at the time of making a Bid. Retail Individual Bidders must ensure payment at the Cap Price, less the Employee Discount, as applicable at the time of making a Bid. Retail Individual Bidders and Eligible Employees bidding at the Cut-Off Price have to ensure payment at the Cap Price, less the Employee Discount, as applicable at the time of making a Bid. Retail Individual Buyers must ensure that the Bid Amount does not exceed ₹ 200,000. The maximum Bid Amount under the Employee Reservation Portion by an Eligible Employee shall not exceed ₹ 500,000 on a net basis. However, the intial Allotment to an Eligible Employee in the Employee Reservation Portion shall not exceed ₹ 200,000 (which will be less Employee Discount). Only in the event of an under-subscription in the Employee Reservation Portion post the initial allotment, such unsubscribed portion may be Allotted on a proportionate basis to Eligible Employees Bidding in the Employee Reservation Portion, for a value in excess of ₹ 200,000, subject to the total Allotment to an Eligible Employee not exceeding ₹ 200,000 (which will be less Employee Discount).

Allocation to Bidders in all categories (including the Employee Reservation portion) except the Retail Portion and Anchor Investor Portion shall be made on a proportionate basis subject to valid Bids received at or above the Issue Price, less Employee Discount, as applicable.

GENERAL INFORMATION

Our Company was incorporated as Prataap Snacks Private Limited on March 23, 2009 at Gwalior, Madhya Pradesh as a private limited company under the Companies Act, 1956. Pursuant to a special resolution passed by our Shareholders on September 9, 2016, our Company was converted into a public limited company and the name was changed to Prataap Snacks Limited and a fresh certificate of incorporation consequent upon change of name was issued on September 19, 2016 by the RoC. For details see "History and Certain Corporate Matters" on page 194.

For details of the business of our Company, see "Our Business" on page 171.

Registered and Corporate Office of our Company

Khasra No 378/2
Nemawar Road
Near Makrand House
Indore 452 020
Tel: (91 731) 243 7621
Fax: (91 731) 243 7605
Website: www.yellowdiamond.in
E-mail: complianceofficer@yellowdiamond.in

For further details in relation to change in the address of the registered office of our Company, see "History and Certain Corporate Matters" on page 194.

Corporate Identity Number and Registration Number

Corporate Identity Number: U15311MP2009PLC021746
Registration Number: 021746

Address of the RoC

Our Company is registered with the RoC, situated at the following address:

The Registrar of Companies, Madhya Pradesh at Gwalior
3rd Floor, 'A' Block
Sanjay Complex
Jayendra Ganj
Gwalior 474 009

Board of Directors

As on the date of this Prospectus, the Board of Directors of our Company consists of:

Name	Designation	DIN	Address
Arvind Mehta	Chairman and Executive Director	00215183	Shanti Niketan, Bicholi Hapsi, Bypass Road, Indore 452 001, Madhya Pradesh
Amit Kumat	Managing Director and Chief Executive Officer	02663687	14, Gulab Park, Mahesh Nagar, Indore 452 002, Madhya Pradesh
G.V. Ravishankar	Nominee Director	02604007	17A, ETA Binny Crescent apartments, Benson Cross Road, Benson Town, Bengaluru 560 046, Karnataka
V.T. Bharadwaj	Nominee Director	02918495	702, 7th Orchid Tower-A, 241/242, Bellasis Road, Mumbai Central, Mumbai 400 008, Maharashtra
Anisha Motwani	Independent Director	06943493	Block No. 8, House No. 24, South Patel Nagar, Delhi 110 008
Vineet Kumar Kapila	Independent Director	00056582	Flat No.201, Tower B/3, The World Spa (West), Unitech Towers, Sector – 30, Gurgaon 122 002, Haryana

Name	Designation	DIN	Address
Dr. Om Prakash Manchanda	Independent Director	02099404	Villa No. 6, Tatvam Villas, Sector 48, Sohna Road, Gurgaon 122 018, Haryana
Haresh Chawla	Independent Director	00029828	143, B-Wing, Nibbana, Pali Hill, Bandra (West), Mumbai 400 050

For further details of our Directors, see “Management” on page 202.

Company Secretary and Compliance Officer

Rishabh Kumar Jain is the Company Secretary and Compliance Officer of our Company. His contact details are as follows:

Rishabh Kumar Jain

Khasra No 378/2
Nemawar Road
Near Makrand House
Indore 452 020
Tel: (91 731) 243 7621
Fax: (91 731) 243 7605
E-mail: complianceofficer@yellowdiamond.in

Investors can contact the Company Secretary and Compliance Officer or the Registrar to the Issue in case of any pre-Issue or post-Issue related problems such as non-receipt of letter of Allotment, non-credit of Allotted Equity Shares in the respective beneficiary account, non-receipt of refund intimations and non-receipt of funds by electronic mode.

All grievances may be addressed to the Registrar to the Issue with a copy to the relevant Designated Intermediary with whom the Bid cum Application Form was submitted. The Bidder should give full details such as name of the sole or first Bidder, Bid cum Application Form number, Bidder’s DP ID, Client ID, PAN, date of submission of the Bid cum Application Form, address of the Bidder, number of the Equity Shares applied for and the name and address of the Designated Intermediary where the Bid cum Application Form was submitted by the Bidder. ASBA Account number in case of ASBA Bidders and unique transaction reference number and the name of the relevant bank in case of Anchor Investors.

Further, the Bidders shall also enclose a copy of the Acknowledgment Slip duly received from the Designated Intermediaries in addition to the documents/information mentioned hereinabove.

Chief Financial Officer

Sumit Sharma is the Chief Financial Officer of our Company. His contact details are as follows:

Sumit Sharma

Khasra No 378/2
Nemawar Road
Near Makrand House
Indore 452 020
Tel: (91 731) 243 7603
Fax: (91 731) 243 7605
E-mail: cfo@yellowdiamond.in

Global Coordinators and Book Running Lead Managers

Edelweiss Financial Services Limited

14th Floor, Edelweiss House
Off CST Road, Kalina
Mumbai 400 098
Tel: (91 22) 4086 4400
Fax: (91 22) 4086 3610

JM Financial Institutional Securities Limited

7th Floor, Cnergy
Appasaheb Marathe Marg
Prabhadevi
Mumbai 400 025
Tel: (91 22) 6630 3030

E-mail: prataap.ipo@edelweissfin.com
Investor Grievance e-mail:
customerservice.mb@edelweissfin.com
Website: www.edelweissfin.com
Contact Person: Siddharth Shah/Sudhanshu Bhasin
SEBI Registration No.: INM0000010650

Fax: (91 22) 6630 3330
E-mail: prataap.ipo@jmfl.com
Investor Grievance e-mail:
grievance.ibd@jmfl.com
Website: www.jmfl.com
Contact Person: Prachee Dhuri
SEBI Registration No.: INM000010361

Book Running Lead Manager

Spark Capital Advisors (India) Private Limited

No.2 'Reflections', Leith Castle Centre Street
Santhome High Road
Chennai 600 028
Tel: (91 44) 4344 0000
Fax: (91 44) 4344 0090
E-mail: prataap.ipo@sparkcapital.in
Investor Grievance e-mail:
investorgrievance@sparkcapital.in
Website: www.sparkcapital.in
Contact Person: Vishal Prasad
SEBI Registration No.: INM000011138

Syndicate Members

Edelweiss Securities Limited
2nd Floor, M.B. Towers
Plot No. 5, Road No. 2
Banjara Hills
Hyderabad 500 034
Tel: (022) 4063 5569
Fax: (022) 6747 1347
E-mail: prataap.ipo@edelweissfin.com
Investor Grievance E-mail:
customerservice.mb@edelweissfin.com
Website: www.edelweissfin.in
Contact Person: Prakash Boricha
SEBI Registration No.: INB011193332, INB231193310, INB261193396

JM Financial Services Limited
2, 3 & 4, Kamanwala Chambers, Gr Floor
Sir P M Road, Fort
Mumbai 400 001
Tel: (022) 6136 6400
Fax: (022) 2266 5902
E-mail:surajit.misra@jmfl.com/
deepak.vaidya@jmfl.com/tn.kumar@jmfl.com
Investor Grievance E-mail:
ig.distribution@jmfl.com
Website: www.jmfinancialservices.in
Contact Person: Surajit Misra/Deepak Vaidya/ TN Kumar
SEBI Registration No.: INB231054835, INB011054831

Spark Capital Advisors (India) Private Limited*

No.2 'Reflections', Leith Castle Centre Street
Santhome High Road
Chennai 600 028
Tel: (91 44) 4344 0000
Fax: (91 44) 4344 0090
E-mail: prataap.ipo@sparkcapital.in
Investor Grievance e-mail:
investorgrievance@sparkcapital.in
Website: www.sparkcapital.in
Contact Person: Vishal Prasad
SEBI Registration No.: INM000011138

**Spark Capital Advisors (India) Private Limited will also act as a Syndicate Member in the Issue.*

Legal Advisors to the Issue

Indian Legal Counsel to our Company

Cyril Amarchand Mangaldas

5th Floor, Peninsula Chambers
Peninsula Corporate Park
Ganpatrao Kadam Marg
Lower Parel, Mumbai 400 013
Tel: (91 22) 2496 4455
Fax: (91 22) 2496 3666

Indian Legal Counsel to the GCBRLMs and the BRLM

AZB & Partners

Plot No. A-8
Sector 4
Noida 201 301
National Capital Territory
Tel: (91 120) 417 9999
Fax: (91 120) 417 9900

Indian Legal Counsel to the Investor Selling Shareholders and Promoter Selling Shareholders

Cyril Amarchand Mangaldas

201, Midford House
Midford Garden
Off MG Road
Bengaluru 560 001
Karnataka, India
Tel: (91 80) 2558 4870
Fax: (91 80) 2558 4266

International Legal Counsel to the GCBRLMs and the BRLM

Squire Patton Boggs Singapore LLP

10 Collyer Quay
#03-01/02 Ocean Financial Centre
Singapore 049 315
Tel: (65) 6922 8668
Fax: (65) 6922 8650

Statutory Auditors to our Company

S R B C & CO LLP, Chartered Accountants

14th Floor, The Ruby
29 Senapati Bapat Marg, Dadar (West)
Mumbai 400 028
Tel: (91 22) 6192 0000
Fax: (91 22) 6192 1000
E-mail: srbc.co@in.ey.com
Firm Registration No.: 324982E/E300003

Registrar to the Issue

Karvy Computershare Private Limited

Karvy Selenium Tower B, Plot 31-32
Gachibowli, Financial District
Nanakramguda
Hyderabad 500 032
Tel: (91 40) 6716 2222
Fax: (91 40) 2343 1551
E-mail: einward.ris@karvy.com
Investor Grievance E-mail: prataap.ipo@karvy.com
Website: https://karisma.karvy.com

Contact Person: M. Murali Krishna
SEBI Registration No.: INR000000221

Banker to the Issue, Escrow Collection Bank and Refund Bank

ICICI Bank Limited

Capital Market Division, 1st Floor
122, Mistry Bhawan, Dinshaw Vachha Road
Backbay Reclamation, Churchgate
Mumbai 400 020
Tel.: (91 22) 6681 8932
Fax: (91 22) 2261 1138
E-mail: shraddha.salaria@icicibank.com
Website: www.icicibank.com
SEBI Registration No.: INBI00000004

Bankers and Lenders to our Company

ICICI Bank Limited

4, Chotti Kajarani
Malav Parisar
AB Road
Indore 452 008
Tel: (91 731) 4241268
Fax: (91 731) 4241268
E-mail: satyendra.sh@icicibank.com
Website: www.icicibank.com
Contact Person: Satyendra Sharma

HDFC Bank Limited

Bank house – Indore
Brilliant Avenue, 4th floor
Sector B, Scheme no 94
Behind Bombay Hospital
Indore 452 010
Tel: (91 731) 3912812
Fax: (91 731) 3912808
E-mail: ronnie.singh@hdfcbank.com
Website: www.hdfcbank.com
Contact Person: Ronnie Singh

Kotak Mahindra Bank Limited

1st Floor
580 MG Road
Indore 452 001
Tel: (91 731) 4393157
Fax: (91 731) 4297510
E-mail: pulkit.somani@kotak.com
Website: www.kotak.com
Contact Person: Pulkit Somani

Yes Bank Limited

9/1/1, Mahatma Gandhi Rd
Near Treasure Island, Old Palasia
Indore 452 001
Tel: (91 731) 4275000
Fax: (91 731) 4257200
E-mail: rahul.kumar4@yesbank.in
Website: www.yesbank.in
Contact Person: Rahul Kumar

Designated Intermediaries

Self Certified Syndicate Banks

The list of banks that have been notified by SEBI to act as the SCSBs for the ASBA process is provided on the website of SEBI at http://www.sebi.gov.in/sebiweb/home/list/5/33/0/0/Recognised-Intermediaries as updated from time to time. For a list of branches of the SCSBs named by the respective SCSBs to receive the ASBA Forms from the Designated Intermediaries and updated from time to time, please refer to the above-mentioned link.

Registered Brokers

The list of the Registered Brokers, including details such as postal address, telephone number and e-mail address, is provided on the websites of the Stock Exchanges at http://www.bseindia.com/Markets/PublicIssues/brokercentres_new.aspx?expandable=3 and http://www.nseindia.com/products/content/equities/ipos/ipo_mem_terminal.htm, respectively, as updated from time to time.

Registrar and Share Transfer Agents

The list of the RTAs eligible to accept ASBA Forms at the Designated RTA Locations, including details such as address, telephone number and e-mail address, is provided on the websites of the Stock Exchanges at http://www.bseindia.com/Static/Markets/PublicIssues/RtaDp.aspx?expandable=6 and http://www.nseindia.com/products/content/equities/ipos/asba_procedures.htm, respectively, as updated from time to time.

Collecting Depository Participants

The list of the CDPs eligible to accept ASBA Forms at the Designated CDP Locations, including details such as name and contact details, is provided on the websites of the Stock Exchanges at http://www.bseindia.com/Static/Markets/PublicIssues/RtaDp.aspx?expandable=6 and http://www.nseindia.com/products/content/equities/ipos/asba_procedures.htm, respectively, as updated from time to time.

Experts

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

Our Company has received written consent from the Statutory Auditor namely, S R B C & CO. LLP, Chartered Accountants to include its name as required under Section 26(1)(a)(v) of the Companies Act, 2013 in this Prospectus and as an "expert" as defined under Section 2(38) of the Companies Act, 2013 in respect of the reports of the Statutory Auditor on Restated Unconsolidated Financial Statements and Restated Consolidated Financial Statements, each dated August 29, 2017, and the statement of tax benefits dated June 20, 2017 included in this Prospectus and such consent has not been withdrawn as on the date of this Prospectus. However, the term "expert" shall not be construed to mean an expert as defined under the U.S. Securities Act.

Our Company has received written consents from Inspectta, Chartered Engineers and Manoj Joshi, Civil Engineers to include their names as required under Section 26(1)(a)(v) of the Companies Act in this Prospectus and as "expert" as defined under section 2(38) of the Companies Act in respect of their certificates dated August 30, 2017 and August 30, 2017, respectively, and such consents have not been withdrawn as on the date of this Prospectus.

Monitoring Agency

Our Company has appointed HDFC Bank Limited as the monitoring agency in accordance with Regulation 16 of the SEBI ICDR regulations. The details of the Monitoring Agency are as follows:

HDFC Bank Limited

FIG-OPS Department – Lodha
I Think Techno Campus O-3 Level
"Alpha, Office Floor 8, Opp. Crompton Greaves
Next to Kanjurmarg Railway Station, Kanjurmarg (East)
Mumbai 400 042
Tel: (91 22) 3075 2927/28/2914
Facsimile: (91 22) 2579 9801
E-mail: Vincent.Dsouza@hdfcbank.com; Siddharth.Jadhav@hdfcbank.com; prasanna.uchil@hdfcbank.com
Website: www.hdfcbank.com
Contact Person: Vincent Dsouza, Siddharth Jadhav and Prasanna Uchil
SEBI Registration No.: INBI00000063

Appraising Entity

None of the objects for which the Net Proceeds will be utilised have been appraised by any agency.

Credit Rating

As this is an issue of the Equity Shares, there is no credit rating required for the Issue.

IPO Grading

No credit rating agency registered with SEBI has been appointed for grading the Issue.

Trustees

As this is an issue of equity shares, the appointment of trustees is not required.

Inter-se allocation of responsibilities

The following table sets forth the inter-se allocation of responsibilities for various activities among the GCBRLMs and the BRLM:

Sr. No.	Activity	Responsibility	Coordinator
1.	Capital structuring with the relative components and formalities such as composition of debt and equity, type of instruments, and positioning strategy	Edelweiss, JM, Spark	Edelweiss
2.	Pre-Issue due diligence of our Company including its operations/management/business plans/legal etc., Drafting and design of DRHP, RHP and Prospectus. Ensure compliance and completion of prescribed formalities with the Stock Exchanges, SEBI and RoC including finalisation of RHP, Prospectus and RoC filing	Edelweiss, JM, Spark	Edelweiss
3.	Drafting and approval of all statutory advertisements	Edelweiss, JM, Spark	Edelweiss
4.	Drafting and approval of all publicity material other than statutory advertisements as mentioned in 3 above, including corporate advertising, brochures, media monitoring, etc.	Edelweiss, JM, Spark	Spark
5.	Appointment of Registrar to the Issue, Printers, Banker(s) to the Issue, Advertising agency (including coordinating all agreements to be entered with such parties)	Edelweiss, JM, Spark	Spark
6.	Preparation of road show presentation and FAQs for the road show team	Edelweiss, JM, Spark	Spark
7.	International institutional marketing of the Issue, which will cover, *inter alia*: • Institutional marketing strategy • Finalizing the list and division of international investors for one-to-one meetings • Finalizing international road show and investor meeting schedules	Edelweiss, JM, Spark	JM
8.	Domestic institutional marketing of the Issue, which will cover, *inter alia*: • Finalizing the list and division of domestic investors for one-to-one meetings • Finalizing domestic road show and investor meeting schedules	Edelweiss, JM, Spark	Edelweiss
9.	Conduct non-institutional marketing of the Issue	Edelweiss, JM, Spark	Edelweiss
10.	Conduct retail marketing of the Issue, which will cover, *inter-alia*: • Finalising media, marketing, public relations strategy and publicity budget • Finalising collection centres • Finalising centres for holding conferences for brokers etc. • Follow-up on distribution of publicity and Issue material including form, RHP/Prospectus and deciding on the quantum of the Issue material	Edelweiss, JM, Spark	Edelweiss
11.	Coordination with Stock Exchanges for book building software, bidding terminals and mock trading	Edelweiss, JM, Spark	JM
12.	Coordination with Stock Exchanges for deposit of 1% security	Edelweiss,	JM

Sr. No.	Activity	Responsibility	Coordinator
	deposit	JM, Spark	
13.	Managing the book and finalization of pricing in consultation with the Company	Edelweiss, JM, Spark	Edelweiss
14.	Post-Bidding activities – managing Anchor book related activities and submission of letters to regulators post completion of Anchor issue, management of escrow accounts, coordinating underwriting, coordination of non-institutional allocation, finalization of the basis of allotment based on technical rejections, listing of instruments, demat credit and refunds/unblocking of funds announcement of allocation and dispatch of refunds to Bidders, etc, payment of the applicable STT, coordination with SEBI and Stock Exchanges for refund of 1% security deposit and media compliance report	Edelweiss, JM, Spark	JM

Book Building Process

The book building, in the context of the Issue, refers to the process of collection of Bids from investors on the basis of the Red Herring Prospectus within the Price Band, which has been decided by our Company and the Selling Shareholders in consultation with the GCBRLMs and the BRLM, and which has been notified in all editions of the English national newspaper Financial Express, all editions of the Hindi national newspaper Jansatta and the Indore edition of the Hindi newspaper, Raj Express (Hindi also being the regional language of Madhya Pradesh, where our Registered Office is located), each with wide circulation, at least five Working Days prior to the Bid/Issue Opening Date and has been made available to the Stock Exchanges for the purpose of uploading on their respective websites. The Issue Price has been determined by our Company and the Selling Shareholders in consultation with the GCBRLMs and the BRLM after the Bid/Issue Closing Date.

All Bidders, except Anchor Investors, could participate in the Issue only through the ASBA process.

In accordance with the SEBI ICDR Regulations, QIBs and Non-Institutional Bidders are not allowed to withdraw or lower the size of their Bids (in terms of the quantity of the Equity Shares or the Bid Amount) at any stage. Retail Individual Investors could revise their Bids during the Bid/Issue Period and withdraw their Bids on or before the Bid/Issue Closing Date. Further, Anchor Investors cannot withdraw their Bids after the Anchor Investor Bid/Issue Period. Allocation to the Anchor Investors was on a discretionary basis.

For further details, see "Issue Structure" and "Issue Procedure" on pages 434 and 439, respectively.

Illustration of Book Building and Price Discovery Process

For an illustration of the Book Building Process and the price discovery process, see "Issue Procedure – Part B – Basis of Allocation - Illustration of the Book Building Process and Price Discovery Process" on page 471.

Underwriting Agreement

Our Company and the Selling Shareholders have entered into an Underwriting Agreement with the Underwriters for the Equity Shares offered in the Issue. The Underwriting Agreement is dated September 27, 2017. Pursuant to the terms of the Underwriting Agreement, the obligations of each of the Underwriters are several and subject to certain conditions specified therein.

The Underwriters have indicated their intention to underwrite the following number of Equity Shares:

Name, Address and Contact Details of the Underwriters	Indicative Number of Equity Shares to be Underwritten	Amount Underwritten (in ₹ million)
Edelweiss Financial Services Limited 14th Floor, Edelweiss House Off. C.S.T Road Kalina, Mumbai 400098 Maharashtra, India Telephone: +91 (22) 40094400 Fax: +91 (22) 40863610	1,712,556	1,605.12

Name, Address and Contact Details of the Underwriters	Indicative Number of Equity Shares to be Underwritten	Amount Underwritten (in ₹ million)
E-mail: prataap.ipo@edelweissfin.com		
Edelweiss Securities Limited 2nd Floor, MB Towers Plot no 5, Road No 2 Banjara Hills Hyderabad 500 034 Telangana, India Tel: +91 (22) 4063 5569 Fax: +91 (22) 6747 1347 E-mail: prataap.ipo@edelweissfin.com	100	0.09
JM Financial Institutional Securities Limited 7th Floor, Cnergy Appasaheb Marathe Marg Prabhadevi Mumbai 400 025 Tel: (91 22) 6630 3030 Fax: (91 22) 6630 3330 E-mail: prataap.ipo@jmfl.com	1,712,555	1,605.12
JM Financial Services Limited 2, 3 & 4, Kamanwala Chambers, Gr Floor Sir P M Road, Fort Mumbai 400 001 Tel: (022) 6136 6400 Fax: (022) 2266 5902 E-mail:surajit.misra@jmfl.com/ deepak.vaidya@jmfl.com/tn.kumar@jmfl.com	100	0.09
Spark Capital Advisors (India) Private Limited No.2 'Reflections', Leith Castle Centre Street Santhome High Road Chennai 600 028 Tel: (91 44) 4344 0000 Fax: (91 44) 4344 0090 E-mail: prataap.ipo@sparkcapital.in	1,712,655	1,605.21

The above-mentioned underwriting commitments are indicative and will be finalised after actual allocation of Equity Shares in accordance with provisions of the SEBI ICDR Regulations.

In the opinion of our Board (based on confirmations provided by the Underwriters), the resources of the above mentioned Underwriters are sufficient to enable them to discharge their respective underwriting obligations in full. The abovementioned Underwriters are registered with the SEBI under Section 12(1) of the SEBI Act or registered as brokers with the Stock Exchanges. Our Board/IPO Committee, at its meeting held on September 27, 2017, has accepted and entered into the Underwriting Agreement mentioned above on behalf of our Company.

Allocation among the Underwriters may not necessarily be in proportion to their underwriting commitment set forth in the table above.

Notwithstanding the above table, the Underwriters shall be severally responsible for ensuring payment with respect to the Equity Shares allocated to investors respectively procured by them in accordance with the Underwriting Agreement. In the event of any default in payment, the respective Underwriter, in addition to other obligations defined in the Underwriting Agreement, will also be required to procure subscribers for or subscribe to the Equity Shares to the extent of the defaulted amount in accordance with the Underwriting Agreement.

The extent of underwriting obligations and the Bids to be underwritten in the Issue shall be as per the Underwriting Agreement.

In addition to Issue related updates, this Prospectus includes certain updates in relation to our Company, which have occurred after filing the Red Herring Prospectus with the RoC. Such updates have occurred in the normal course of our Company's business and day to day operations, including in respect of certain litigation proceedings and regulatory actions involving our Company and Promoters. For further details see, "Outstanding Litigation and Material Developments" beginning on page 406.

CAPITAL STRUCTURE

The Equity Share capital of our Company as at the date of this Prospectus is set forth below:

(*in ₹, except share data*)

		Aggregate Value at Face Value	Aggregate Value at Issue Price
A	**AUTHORISED SHARE CAPITAL**		
	30,000,000 Equity Shares	150,000,000	
B	**ISSUED, SUBSCRIBED AND PAID-UP CAPITAL BEFORE THE ISSUE**		
	21,320,840 Equity Shares	106,604,200	
C	**PRESENT ISSUE IN TERMS OF THIS PROSPECTUS**		
	5,137,966 Equity Shares* aggregating up to ₹ 4,815.63 million*##		
	of which:		
	Fresh Issue of 2,132,196 Equity Shares* aggregating to ₹ 1,998.43 million(1)(2) *	10,660,980	1,998,431,192
	Offer for Sale of 3,005,770 Equity Shares(3) *	15,028,850	2,817,200,916
	of which:		
	Employee Reservation Portion of 42,000 Equity Shares*	210,000	35,616,000
D	**NET ISSUE TO THE PUBLIC**		
	5,095,966 Equity Shares	25,479,830	4,780,016,108
E	**ISSUED, SUBSCRIBED AND PAID-UP CAPITAL AFTER THE ISSUE**		
	23,453,036 Equity Shares	117,265,180	
E	**SECURITIES PREMIUM ACCOUNT**		
	Before the Issue		1,965,103,716
	After the Issue		3,952,873,884

* *The amount disclosed is prior to deduction of Issue expenses.*

Subject to finalisation of the Basis of Allotment assuming the Isue size has been calculated at Issue Price of ₹ 938 per Equity Share, Employee Discount of ₹ 90 per Equity Share and assuming that the entire Employee Reservation Portion is fully subscribed

(1) *The Fresh Issue has been authorised by our Board and Shareholders pursuant to resolutions dated May 26, 2017 and June 3, 2017, respectively.*

(2) *Our Company has undertaken a Pre-IPO Placement of 533,000 Equity Shares for cash consideration amounting to ₹ 500 million. The size of the Fresh Issue as disclosed in the Draft Red Herring Prospectus being ₹ 2,500 million has been reduced accordingly.*

(3) *The Equity Shares offered by the Selling Shareholders in the Issue have been held by the Selling Shareholders for a period of at least one year prior to filing of the Draft Red Herring Prospectus in accordance with Regulation 26(6) of the SEBI ICDR Regulations and, to the extent that the Equity Shares being offered by the Selling Shareholders in the Issue have resulted from a bonus issue, the bonus issue has been on Equity Shares held for a period of at least one year prior to filing of the Draft Red Herring Prospectus, and such bonus issue is in accordance with the conditions specified in Regulation 26(6) of the SEBI ICDR Regulations. The Offer for Sale has been authorised by the Selling Shareholders as follows:*

Sr. No.	***Name of Selling Shareholder***	***Maximum number of Equity Shares being offered in the Offer for Sale***	***Authorization***
1.	*SCG*	*369,451*	*Board resolution dated June 14, 2017*
2.	*SCI-GIH*	*94,266*	*Board resolution dated June 20, 2017*
3.	*SCI*	*1,317,093*	*Board resolution dated June 14, 2017*
4.	*Arvind Mehta*	*183,740*	*Letter dated June 20, 2017*
5.	*Naveen Mehta*	*139,200*	*Letter dated June 20, 2017*
6.	*Arun Mehta*	*139,200*	*Letter dated June 20, 2017*
7.	*Rajesh Mehta*	*361,920*	*Letter dated June 20, 2017*

Sr. No.	Name of Selling Shareholder	Maximum number of Equity Shares being offered in the Offer for Sale	Authorization
8.	*Kanta Mehta*	*66,820*	*Letter dated June 20, 2017*
9.	*Premlata Kumat*	*77,950*	*Letter dated June 20, 2017*
10.	*Swati Bapna*	*22,270*	*Letter dated June 20, 2017*
11.	*Apoorva Kumat*	*116,930*	*Letter dated June 20, 2017*
12.	*Amit Kumat*	*116,930*	*Letter dated June 20, 2017*

Changes in the Authorised Capital

For details of changes in the authorised capital of our Company, see "History and Certain Corporate Matters – Amendments to our MoA" on page 195.

Notes to the Capital Structure

(a) **Share Capital History of our Company**

The history of the equity share capital and the securities premium account of our Company is provided in the following table:

Date of allotment	No. of equity shares	Face value (₹)	Issue Price per equity share (₹)	Nature of Consideration	Mode of acquisition	Cumulative number of equity shares	Cumulative paid-up equity share capital (₹)	Cumulative equity share premium (₹)
March 23, 2009	10,000	10	10	Cash	Subscription to the MoA(1)	10,000	100,000	-
August 17, 2009	53,500	10	200	Cash	Preferential allotment(2)	63,500	635,000	10,165,000
August 17, 2009	100,000	10	10	Cash	Preferential allotment(3)	163,500	1,635,000	10,165,000
March 4, 2010	37,500	10	200	Cash	Preferential allotment(4)	201,000	2,010,000	17,290,000
August 23, 2010	107,000	10	300	Cash	Preferential allotment(5)	308,000	3,080,000	48,320,000
July 15, 2014	4,766	10	5,100	Cash	Allotted under the erstwhile employee stock purchase plan of our Company (6)	312,766	3,127,660	72,578,940
June 21, 2016	4,810	10	23,319	Cash	Allotted under the erstwhile employee stock purchase plan of our Company (7)	317,576	3,175,760	184,695,230
Pursuant to a resolution passed by our Shareholders on September 24, 2016, our Company sub-divided its equity shares from face value of ₹ 10 each to face value of ₹ 1 each. Therefore, the cumulative number of equity shares pursuant to sub-division was 3,175,760 of face value of ₹ 1 each.								
September 28, 2016	15,878,800	1	-	-	Bonus issue(8)	19,054,560	19,054,560	184,695,230
May 26, 2017	6,930,240	1	-	Cash	Conversion of CCPS(9)	25,984,800	25,984,800	189,315,390
Pursuant to a resolution passed by our Shareholders on June 3, 2017, our Company consolidated five equity shares of face value of ₹ 1 each into one equity share of face value of ₹ 5 each. Therefore, the cumulative number of equity shares pursuant to consolidation was 5,196,960 of face value of ₹ 5 each.								
June 16, 2017	15,590,880	5	-	-	Bonus issue(10)	20,787,840	103,939,200	189,315,390
August 25, 2017	533,000	5	938.09	Cash	Preferential allotment (Pre-IPO Placement) (11)	21,320,840	106,604,200	686,650,390

(1) Subscription to the MoA and AoA by Rajesh Mehta (5,000 equity shares) and Naveen Mehta (5,000 equity shares).

(2) Preferential allotment to BCM Realty Private Limited (5,000 equity shares), BCM Construction Private Limited (5,000 equity shares), BCM Investment Private Limited (5,000 equity shares), Shanti Realty Private Limited (22,500 equity shares), Rajesh Mehta (2,500 equity shares), Arvind Mehta (2,500 equity shares), Arun Mehta (2,500 equity shares), Naveen Mehta (2,500 equity shares), Sandhya Kumat (3,000 equity shares) and Rakhi Kumat (3,000 equity shares).

(3) Preferential allotment to Rajesh Mehta (30,000 equity shares), Arvind Mehta (20,000 equity shares), Arun Mehta (20,000 equity shares) and Naveen Mehta (30,000 equity shares).

(4) Preferential allotment to Arun Mehta (3,750 equity shares), Arvind Mehta (3,750 equity shares), Rajesh Mehta (3,750 equity shares), Naveen Mehta (3,750 equity shares), Palak Vincom Private Limited (20,000 equity shares) and Shanti Realty Private Limited (2,500 equity shares).

(5) Preferential allotment to BCM Realty Private Limited (10,000 equity shares), BCM Construction Private Limited (22,000 equity shares), BCM Investment Private Limited (30,000 equity shares), Sarita, Nirman Private Limited (10,000 equity shares) and Palak Nirman Private Limited (35,000 equity shares).

(6) 4,766 equity shares were allotted to 16 employees of our Company and four super stockists, i.e. Deepak Brahme (245 equity shares), Rajesh Sharma (141 equity shares), Yogesh Soni (176 equity shares), Raj Kumar Kalra (735 equity shares), Anand Awasthi (116 equity shares), Awadh Bihari Singh (527 equity shares), Bhuneshwar Kumar (176 equity shares), Sumit Sharma (702 equity shares), Kailash Choudhary (70 equity shares), Om Prakash Gupta (35 equity shares), Vinod Navlakha (35 equity shares), Lal Yadav (35 equity shares), Subhash Bhatt (370 equity shares), Hardeep Singh Vaid (176 equity shares), Ashok Sainik (176 equity shares), Mahesh Purohit (527 equity shares), Sanjay Sinha (176 equity shares), Gajanan Kotwar (116 equity shares), Vipul Doshi (116 equity shares) and Pradeep Gupta (116 equity shares).

(7) 4,810 equity shares were allotted to 47 employees of our Company, i.e. Awadh Bihari Singh (724 equity shares), Sumit Sharma (1,231 equity shares), Raj Kumar Kalra (200 equity shares), Deepak Brahme (223 equity shares), Sushil Choksey (127 equity shares), Ankur Verma (215 equity shares), Abhijit Singh (205 equity shares), Sudhesh Singh Parihar (120 equity shares), Ankit Agrawal (86 equity shares), Rajesh Kumrawat (17 equity shares), Ajay Sharma (26 equity shares), Narendra Tiwari (26 equity shares), Sanjeev Kumar Dubey (26 equity shares), Banti Kausti (26 equity shares), Sanjay Sinha (344 equity shares), S. Kalyan Sundhra Murthy (120 equity shares), Parmesh R Oodonal (120 equity shares), Pradeep Sharma (26 equity shares), Subhash Bhatt (190 equity shares), Udal Singh (14 equity shares), Pankaj Shukla (17 equity shares), Sudesh Malviya (17 equity shares), Rabindra Das (20 equity shares), Sanjay Das (20 equity shares), Gyanchand Jain (10 equity shares), Dhruba Jyoti Das (20 equity shares), Amit Kumar Shrivastav (20 equity shares), Ashish Chauhan (15 equity shares), Amit Jain (15 equity shares), Rajkumar Devrai (15 equity shares), Sanjay Borade (15 equity shares), Rajesh Sharma (296 equity shares), Ramasamy Kannan (60 equity shares), Prateek Maheshwari (20 equity shares), Navneet Paliwal (15 equity shares), Sumit Ranka (10 equity shares), Shailendra Patidar (35 equity shares), Sumeer Dandona (20 equity shares), Kanchan Dandona (19 equity shares), Pooja Pandey (20 equity shares), Chanchal Chamoli (10 equity shares), Ranjit Kumar Singh (9 equity shares), Ajay Kumar Mehto (9 equity shares), Mohammad Zulfiqar Ali (9 equity shares), Dinesh Sharma (9 equity shares), Yagyadatta Sharma (9 equity shares) and Amrit Parasher (10 equity shares).

(8) 15,878,800 bonus equity shares issued in the ratio of 5:1 to the Shareholders as on the record date of September 23, 2016, as authorised by our Shareholders through a resolution passed on September 24, 2016 and undertaken through capitalisation of our capital reserves.

(9) 5,792,700 equity shares were allotted to SCI, 268,800 equity shares were allotted to SCG, and 868,740 equity shares were allotted to SCI-GIH pursuant to conversion of 96,545 CCPS held by SCI, 4,480 CCPS held by SCG and 14,479 CCPS held by SCI-GIH, respectively, pursuant to a resolution dated May 26, 2017 passed by our Board.

(10) 15,590,880 bonus Equity Shares issued in the ratio of 3:1 to the Shareholders as on the record date of June 2, 2017, as authorised by our Shareholders pursuant to a resolution passed on June 3, 2017 and undertaken through capitalisation of our capital reserves.

(11) 533,000 Equity Shares were allotted to Malabar India Fund Limited and to Malabar Value Fund on a preferential allotment basis pursuant to the Pre-IPO Placement.

(b) The history of the preference share capital of our Company is provided in the following table:

Date of allotment	No. of preference shares allotted	Face value (₹)	Issue price per preference share (₹)	Consideration	Reason for allotment	Cumulative number of preference shares	Cumulative preference share premium (₹)
May 13,	30,800	100	9,740.26	Cash	Preferential	30,800	296,920,000

Date of allotment	No. of preference shares allotted	Face value (₹)	Issue price per preference share (₹)	Consideration	Reason for allotment	Cumulative number of preference shares	Cumulative preference share premium (₹)
2011					allotment[(1)]		
October 21, 2011	36,139	100	8,854.78	Cash	Preferential allotment[(2)]	66,939	613,308,994
March 16, 2012	13,635	100	8,800.88	Cash	Preferential allotment[(3)]	80,574	731,945,494
February 13, 2013	20,451	100	14,669.25	Cash	Preferential allotment[(4)]	101,025	1,029,901,226
February 18, 2014	14,479	100	17,266.39	Cash	Preferential allotment[(5)]	115,504	1,278,453,326

(1) *30,800 Series A CCPS were allotted to SCI in accordance with the Series A CCPS SSA.*

(2) *36,139 Series A CCPS were allotted to SCI in accordance with the Series A CCPS SSA.*

(3) *13,635 Series A CCPS were allotted to SCI in accordance with the Series A CCPS SSA and letter agreement dated February 17, 2012.*

(4) *4,480 Series A1 CCPS were allotted to SCG and 15,971 Series A1 CCPS were allotted to SCI in accordance with the Series A1 CCPS SSA and Series A1 CCPS SHA.*

(5) *14,479 Series A2 CCPS were allotted to SCI-GIH in accordance with the Series A2 CCPS SSA.*

5,792,700 equity shares were allotted to SCI, 268,800 equity shares were allotted to SCG, and 868,740 equity shares were allotted to SCI-GIH pursuant to conversion of 96,545 CCPS held by SCI, 4,480 CCPS held by SCG and 14,479 CCPS held by SCI-GIH, respectively, pursuant to a resolution dated May 26, 2017 passed by our Board. Our Company does not have any outstanding preference shares as on the date of this Prospectus.

(c) **Issue of Equity Shares for consideration other than cash**

Except as disclosed below, our Company has not issued any equity shares for consideration other than cash:

Date of allotment	Names of the allottees	Number of equity shares allotted	Face value (₹)	Issue price per equity share (₹)	Reasons for allotment	Benefits accrued to our company
September 28, 2016	Shareholders of our Company	15,878,800	1	-	Bonus issue in the ratio of 5:1 to our Shareholders as on record date of September 23, 2016, as authorised by our Board and Shareholders, pursuant to resolutions dated September 23, 2016 and September 24, 2016, respectively.	-
June 16, 2017	Shareholders of our Company	15,590,880	5	-	Bonus issue in the ratio of 3:1 to our Shareholders as on record date of June 2, 2017, as authorised by our Board and Shareholders, pursuant to resolutions dated May 26, 2017 and June 3, 2017, respectively.	-

1. **History of the Equity Share capital held by our Promoters**

As on the date of this Prospectus, our Promoters hold 16,339,536 Equity Shares, constituting 76.63% of the issued, subscribed and paid-up Equity Share capital of our Company.

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

Name of the Promoter	Date of allotment/transfer	Mode of acquisition	No. of Equity Shares	Nature of consideration	Face value per equity share (₹)	Issue/transfer price per equity share (₹)	Percentage of the pre-Issue Equity Share capital (%)	Percentage of the post-Issue Equity Share capital (%)@
Rajesh Mehta	Upon Incorporation	Subscription to MoA	5,000	Cash	10	10	0.05	0.04
	August 17, 2009	Allotment	2,500	Cash	10	200	0.02	0.02
	August 17, 2009	Allotment	30,000	Cash	10	10	0.28	0.26
	March 4, 2010	Allotment	3,750	Cash	10	200	0.04	0.03
	December 26, 2011	Transfer(2)	(5,041)	Cash	10	8,113.66	(0.05)	(0.04)
	December 26, 2011	Transfer(5)	(6,709)	Cash	10	8,801.44	(0.06)	(0.06)
	December 6, 2012	Transfer(4)	(5,500)	Cash	10	8,233.89	(0.05)	(0.05)
	June 29, 2016	Transfer(14)	(2,263)	Cash	10	35,454	(0.02)	(0.02)
	September 24, 2016#	Sub-division of every equity share of face value of ₹ 10 each into 10 equity shares of face value of ₹ 1 each	217,370*	-	1	-	0.20**	0.19
	September 28, 2016	Bonus issue(15)	1,086,850	-	1	-	1.02	0.93
	June 3, 2017##	Consolidation of every five equity shares of face value of ₹ 1 each into one Equity Share of face value of ₹ 5 each	260,844	-	5	-	1.22	1.11
	June 16, 2017	Bonus issue(16)	782,532***	-	5	-	3.67****	3.34
Sub Total (A)			**1,043,376**				**4.89**	**4.45**
Naveen Mehta	Upon Incorporation	Subscription to MoA	5,000	Cash	10	10	0.05	0.04
	August 17, 2009	Allotment	2,500	Cash	10	200	0.02	0.02
	August 17, 2009	Allotment	30,000	Cash	10	10	0.28	0.26
	March 4, 2010	Allotment	3,750	Cash	10	200	0.04	0.03
	December 26, 2011	Transfer(2)	(5,041)	Cash	10	8,113.66	(0.05)	(0.04)
	December 26, 2011	Transfer(5)	(6,709)	Cash	10	8,801.44	(0.06)	(0.06)
	December 6, 2012	Transfer(4)	(5,500)	Cash	10	8,233.89	(0.05)	(0.05)
	June 29, 2016	Transfer(14)	(2,263)	Cash	10	35,454	(0.02)	(0.02)
	September 24, 2016#	Sub-division of every equity share of face value of ₹ 10 each into 10 equity shares of face value of ₹ 1 each	217,370*	-	1	-	0.20**	0.19
	September 28, 2016	Bonus issue(15)	1,086,850	-	1	-	1.02	0.93
	June 3, 2017##	Consolidation of	260,844***	-	5	-	1.22****	1.11

Name of the Promoter	Date of allotment/transfer	Mode of acquisition	No. of Equity Shares	Nature of consideration	Face value per equity share (₹)	Issue/transfer price per equity share (₹)	Percentage of the pre-Issue Equity Share capital (%)	Percentage of the post-Issue Equity Share capital (%)@
		every five equity shares of face value of ₹ 1 each into one Equity Share of face value of ₹ 5 each						
	June 16, 2017	Bonus issue(16)	782,532***	-	5	-	3.67****	3.34
Sub Total (B)			**1,043,376**				**4.89**	**4.45**
Arvind Mehta	August 17, 2009	Allotment	2,500	Cash	10	200	0.02	0.02
	August 17, 2009	Allotment	20,000	Cash	10	10	0.19	0.17
	March 4, 2010	Allotment	3,750	Cash	10	200	0.04	0.03
	December 26, 2011	Transfer(2)	(2,660)	Cash	10	8,113.66	(0.02)	(0.02)
	December 26, 2011	Transfer(5)	(3,540)	Cash	10	8,801.44	(0.03)	(0.03)
	December 6, 2012	Transfer(4)	(2,300)	Cash	10	8,233.89	(0.02)	(0.02)
	June 29, 2016	Transfer(14)	(2,262)	Cash	10	35,454	(0.02)	(0.02)
	September 24, 2016#	Sub-division of every equity share of face value of ₹ 10 each into 10 equity shares of face value of ₹ 1 each	154,880*	-	1	-	0.15**	0.13
	September 28, 2016	Bonus issue(15)	774,400	-	1	-	0.73	0.66
	June 3, 2017##	Consolidation of every five equity shares of face value of ₹ 1 each into one Equity Share of face value of ₹ 5 each	185,856***	-	5	-	0.87****	0.79
	June 16, 2017	Bonus issue(16)	557,568	-	5	-	2.62	2.38
Sub Total (C)			**743,424**				**3.49**	**3.17**
Arun Mehta	August 17, 2009	Allotment	2,500	Cash	10	200	0.02	0.02
	August 17, 2009	Allotment	20,000	Cash	10	10	0.19	0.17
	March 4, 2010	Allotment	3,750	Cash	10	200	0.04	0.03
	December 26, 2011	Transfer(2)	(2,917)	Cash	10	8,113.66	(0.03)	(0.02)
	December 26, 2011	Transfer(5)	(3,883)	Cash	10	8,801.44	(0.04)	(0.03)
	December 6, 2012	Transfer(4)	(2,375)	Cash	10	8,233.89	(0.02)	(0.02)
	June 29, 2016	Transfer(14)	(2,263)	Cash	10	35,454	(0.02)	(0.02)
	September 24, 2016#	Sub-division of every equity share of face value of ₹ 10 each into 10 equity shares of face value of ₹ 1 each	148,120*	-	1	-	0.14**	0.13

Name of the Promoter	Date of allotment/transfer	Mode of acquisition	No. of Equity Shares	Nature of consideration	Face value per equity share (₹)	Issue/transfer price per equity share (₹)	Percentage of the pre-Issue Equity Share capital (%)	Percentage of the post-Issue Equity Share capital (%)@
	September 28, 2016	Bonus issue(15)	740,600	-	1	-	0.69	0.63
	June 3, 2017##	Consolidation of every five equity shares of face value of ₹ 1 each into one Equity Share of face value of ₹ 5 each	177,744***	-	5	-	0.83****	0.76
	June 16, 2017	Bonus issue(16)	533,232	-	5	-	2.50	2.27
Sub Total (D)			**710,976**				**3.33**	**3.03**
Kanta Mehta	October 15, 2010	Transfer(6)	22,150	Cash	10	300	0.21	0.19
	October 3, 2011	Transfer(1)	(7,250)	Cash	10	8,545.54	(0.07)	(0.06)
	December 26, 2011	Transfer(2)	(2,424)	Cash	10	8,113.66	(0.02)	(0.02)
	December 26, 2011	Transfer(5)	(3,226)	Cash	10	8,801.44	(0.03)	(0.03)
	December 6, 2012	Transfer(4)	(3000)	Cash	10	8,233.89	(0.03)	(0.03)
	September 24, 2016#	Sub-division of every equity share of face value of ₹ 10 each into 10 equity shares of face value of ₹ 1 each	62,500*	-	1	-	0.06**	0.05
	September 28, 2016	Bonus issue(15)	312,500	-	1	-	0.29	0.27
	June 3, 2017##	Consolidation of every five equity shares of face value of ₹ 1 each into one Equity Share of face value of ₹ 5 each	75,000***	-	5	-	0.35****	0.32
	June 16, 2017	Bonus issue(16)	225,000	-	5	-	1.06	0.96
Sub Total (E)			**300,000**				**1.41**	**1.28**
Rita Mehta	October 15, 2010	Transfer(7)	22,050	Cash	10	300	0.21	0.19
	October 3, 2011	Transfer(1)	(7,250)	Cash	10	8,545.54	(0.07)	(0.06)
	December 26, 2011	Transfer(2)	(2,145)	Cash	10	8,113.66	(0.02)	(0.02)
	December 26, 2011	Transfer(5)	(2,855)	Cash	10	8,801.44	(0.03)	(0.02)
	December 6, 2012	Transfer(4)	(3000)	Cash	10	8,233.89	(0.03)	(0.03)
	September 24, 2016#	Sub-division of every equity shares of face value of ₹ 10 each into 10 equity shares of face value of ₹ 1 each	68,000*	-	1	-	0.06**	0.06
	September 28, 2016	Bonus issue(15)	340,000	-	1	-	0.32	0.29
	June 3, 2017##	Consolidation of every five equity shares of face	81,600***	-	5	-	0.38****	0.35

Name of the Promoter	Date of allotment/transfer	Mode of acquisition	No. of Equity Shares	Nature of consideration	Face value per equity share (₹)	Issue/transfer price per equity share (₹)	Percentage of the pre-Issue Equity Share capital (%)	Percentage of the post-Issue Equity Share capital (%)@
		value of ₹ 1 each into one Equity Share of face value of ₹ 5 each						
	June 16, 2017	Bonus issue(16)	244,800	-	5	-	1.15	1.04
Sub Total (F)			**326,400**				**1.53**	**1.39**
Premlata Kumat	October 15, 2010	Transfer(8)	8,150	Cash	10	200	0.08	0.07
	December 26, 2011	Transfer(2)	(386)	Cash	10	8,113.66	(0.00)	(0.00)
	December 26, 2011	Transfer(5)	(514)	Cash	10	8,801.44	(0.00)	(0.00)
	June 29, 2016	Transfer(14)	(564)	Cash	10	35,454	(0.01)	(0.00)
	September 24, 2016#	Sub-division of every equity share of face value of ₹ 10 each into 10 equity shares of face value of ₹ 1 each	66,860*	-	1	-	0.06**	0.06
	September 28, 2016	Bonus issue(15)	334,300	-	1	-	0.31	0.29
	May 5, 2017	Transmission(17)	395,160	-	1	-	0.37	0.34
	June 3, 2017##	Consolidation of every five equity shares of face value of ₹ 1 each into one Equity Share of face value of ₹ 5 each	159,264***	-	5	-	0.75****	0.68
	June 16, 2017	Bonus issue(16)	477,792	-	5	-	2.24	2.04
Sub Total (G)			**637,056**				**2.99**	**2.72**
Swati Bapna	October 15, 2010	Transfer(9)	6,200	Cash	10	200	0.06	0.05
	December 26, 2011	Transfer(2)	(515)	Cash	10	8,113.66	(0.00)	(0.00)
	December 26, 2011	Transfer(5)	(685)	Cash	10	8,801.44	(0.01)	(0.01)
	June 29, 2016	Transfer(14)	(282)	Cash	10	35,454	(0.00)	(0.00)
	September 24, 2016#	Sub-division of every equity share of face value of ₹ 10 each into 10 equity shares of face value of ₹ 1 each	47,180*	-	1	-	0.04**	0.04
	September 28, 2016	Bonus issue(15)	235,900	-	1	-	0.22	0.20
	June 3, 2017##	Consolidation of every five equity shares of face value of ₹ 1 each into one Equity Share of face value of ₹ 5 each	56,616***	-	5	-	0.26****	0.24
	June 16, 2017	Bonus issue(16)	169,848	-	5	-	0.80	0.73

Name of the Promoter	Date of allotment/transfer	Mode of acquisition	No. of Equity Shares	Nature of consideration	Face value per equity share (₹)	Issue/transfer price per equity share (₹)	Percentage of the pre-Issue Equity Share capital (%)	Percentage of the post-Issue Equity Share capital (%)@
Sub Total (H)			**226,464**				**1.06**	**0.97**
Apoorva Kumat	October 15, 2010	Transfer(10)	16,050	Cash	10	300	0.15	0.14
	December 26, 2011	Transfer(2)	(450)	Cash	10	8,113.66	(0.00)	(0.00)
	December 26, 2011	Transfer(5)	(600)	Cash	10	8,801.44	(0.01)	(0.01)
	December 6, 2012	Transfer(3)	(300)	Cash	10	12,000	(0.00)	(0.00)
	June 29, 2016	Transfer(14)	(846)	Cash	10	35,454	(0.01)	(0.01)
	September 24, 2016#	Sub-division of every equity share of face value of ₹ 10 each into 10 equity shares of face value of ₹ 1 each	138,540*	-	1	-	0.13**	0.12
	September 28, 2016	Bonus issue(15)	692,700	-	1	-	0.65	0.59
	June 3, 2017##	Consolidation of every five equity shares of face value of ₹ 1 each into one Equity Share of face value of ₹ 5 each	166,248***	-	5	-	0.78****	0.71
	June 16, 2017	Bonus issue(16)	498,744	-	5	-	2.34	2.13
Sub Total (I)			**664,992**				**3.12**	**2.84**
Amit Kumat	October 15, 2010	Transfer(11)	16,650	Cash	10	300	0.16	0.14
	December 26, 2011	Transfer(2)	(622)	Cash	10	8,113.66	(0.01)	(0.01)
	December 26, 2011	Transfer(5)	(828)	Cash	10	8,801.44	(0.01)	(0.01)
	December 6, 2012	Transfer(3)	(200)	Cash	10	12,000	(0.00)	(0.00)
	June 29, 2016	Transfer(14)	(564)	Cash	10	35,454	(0.01)	(0.00)
	September 24, 2016#	Sub-division of every equity share of face value of ₹ 10 each into 10 equity shares of face value of ₹ 1 each	144,360*	-	1	-	0.14**	0.12
	September 28, 2016	Bonus issue(15)	721,800	-	1	-	0.68	0.62
	June 3, 2017##	Consolidation of every five equity shares of face value of ₹ 1 each into one Equity Share of face value of ₹ 5 each	173,232***	-	5	-	0.81****	0.74
	June 16, 2017	Bonus issue(16)	519,696	-	5	-	2.44	2.21
Sub Total (J)			**692,928**				**3.25**	**2.95**
Sandhya Kumat	August 17, 2009	Allotment	3,000	Cash	10	200	0.03	0.03
	October 15, 2010	Transfer(12)	3,600	Cash	10	300	0.03	0.03

Name of the Promoter	Date of allotment/transfer	Mode of acquisition	No. of Equity Shares	Nature of consideration	Face value per equity share (₹)	Issue/transfer price per equity share (₹)	Percentage of the pre-Issue Equity Share capital (%)	Percentage of the post-Issue Equity Share capital (%)@
	December 26, 2011	Transfer(2)	(1,673)	Cash	10	8,113.66	(0.02)	(0.01)
	December 26, 2011	Transfer(5)	(2,227)	Cash	10	8,801.44	(0.02)	(0.02)
	September 24, 2016#	Sub-division of every equity share of face value of ₹ 10 each into 10 equity shares of face value of ₹ 1 each	27,000*	-	1	-	0.03**	0.02
	September 28, 2016	Bonus issue(15)	135,000	-	1	-	0.13	0.12
	June 3, 2017##	Consolidation of every five equity shares of face value of ₹ 1 each into one Equity Share of face value of ₹ 5 each	32,400***	-	5	-	0.15****	0.14
	June 16, 2017	Bonus issue(16)	97,200	-	5	-	0.46	0.41
Sub Total (K)			**129,600**				**0.61**	**0.55**
Rakhi Kumat	August 17, 2009	Allotment	3,000	Cash	10	200	0.03	0.03
	October 15, 2010	Transfer(13)	3,000	Cash	10	300	0.03	0.03
	December 26, 2011	Transfer(2)	(1,587)	Cash	10	8,113.66	(0.01)	(0.01)
	December 26, 2011	Transfer(5)	(2,113)	Cash	10	8,801.44	(0.02)	(0.02)
	September 24, 2016#	Sub-division of every equity share of face value of ₹ 10 each into 10 equity shares of face value of ₹ 1 each	23,000*	-	1	-	0.02**	0.02
	September 28, 2016	Bonus issue(15)	115,000	-	1	-	0.11	0.10
	June 3, 2017##	Consolidation of every five equity shares of face value of ₹ 1 each into one Equity Share of face value of ₹ 5 each	27,600***	-	5	-	0.13****	0.12
	June 16, 2017	Bonus issue(16)	82,800	-	5	-	0.39	0.35
Sub Total (L)			**110,400**				**0.52**	**0.47**
SCI	October 3, 2011	Transfer(1)	29,000	Cash	10	8,545.54	0.27	0.25
	December 26, 2011	Transfer(2)	39,264	Cash	10	8,113.66	0.37	0.33
	December 6, 2012	Transfer(18)	15,319	Cash	10	9,500	0.14	0.13
	December 6, 2012	Transfer(3)	500	Cash	10	12,000	0.00	0.00
	December 6, 2012	Transfer(4)	21,675	Cash	10	8,233.89	0.20	0.18
	September 24, 2016#	Sub-division of every equity share of face	1,057,580*	-	1	-	0.99**	0.90

Name of the Promoter	Date of allotment/transfer	Mode of acquisition	No. of Equity Shares	Nature of consideration	Face value per equity share (₹)	Issue/transfer price per equity share (₹)	Percentage of the pre-Issue Equity Share capital (%)	Percentage of the post-Issue Equity Share capital (%)@
		value of ₹ 10 each into 10 equity shares of face value of ₹ 1 each						
	September 28, 2016	Bonus issue(15)	5,287,900	-	1	-	4.96	4.51
	May 26, 2017	Conversion of CCPS(19)	5,792,700	Cash	1	-	5.43	4.94
	June 3, 2017##	Consolidation of every five equity shares of face value of ₹ 1 each into one Equity Share of face value of ₹ 5 each	2,427,636***	-	5	-	11.38****	10.34
	June 16, 2017	Bonus issue(16)	7,282,908	-	5	-	34.16	31.06
Sub Total (M)			**9,710,544**				**45.54**	**41.40**
TOTAL (A+B+C+D+E+F+G+H+I+J+K+L+M)			**16,339,536**				**76.63**	**69.67**

@ *Assuming full subscription and allotment in the Fresh Issue*

* *aggregate number of Equity Shares held post sub-division of every equity share of face value of ₹ 10 each into 10 equity shares of face value of ₹ 1 each.*

** *aggregate percentage of equity shares held post sub-division of every equity share of face value of ₹ 10 each into 10 equity shares of face value of ₹ 1 each.*

*** *aggregate number of equity shares held post consolidation of shares of face value of ₹ 1 each into Equity Shares of face value of ₹ 5 each.*

**** *aggregate percentage of Equity Shares held post consolidation of shares of face value of ₹ 1 each into Equity Shares of face value of ₹ 5 each.*

Pursuant to a resolution passed by our Shareholders on September 24, 2016, our Company sub-divided its equity shares of face value of ₹ 10 each into one equity share of face value of ₹ 1 each, and accordingly, the cumulative number of equity shares pursuant to sub-division was 3,175,760 of face value of ₹ 1 each.

Pursuant to a resolution passed by our Shareholders on June 3, 2017, our Company consolidated five equity shares of face value of ₹ 1 each into one equity share of face value of ₹ 5 each, and accordingly, cumulative number of equity shares of our Company pursuant to consolidation was 5,196,960 of face value of ₹ 5 each.

(1) *Transferred from Kanta Mehta (7,250 equity shares), Usha Mehta (7,250 equity shares), Rekha Mehta (7,250 equity shares) and Rita Mehta (7,250 equity shares) to SCI.*

(2) *Transferred from Swati Bapna (515 equity shares), Premchand Chordia (643 equity shares), Rakesh Kumar Chordia (1,072 equity shares), Sushila Kavur (858 equity shares), Vasanthi Kavur (858 equity shares), Abhishek Ostwal (1,630 equity shares), Ajay Kumar Ostwal (1,630 equity shares), Akshay Kumar Jain (1,630 equity shares), Arun Mehta (2,917 equity shares), Arvind Mehta (2,660 equity shares), Naveen Mehta (5,041 equity shares), Kanta Mehta (2,424 equity shares), Mangilal Ostwal (807 equity shares), Rajesh Mehta (5,041 equity shares), Rita Mehta (2,145 equity shares), Sudhalata Ostwal (1,201 equity shares), Amit Kumat (622 equity shares), Apoorva Kumat (450 equity shares), Premlata Kumat (386 equity shares), Rakhi Kumat (1,587 equity shares), Sandhya Kumat (1,673 equity shares), Sudhir Kumat (429 equity shares), Lata Kavur (429 equity shares), Pankaj Jain (1,501 equity shares) and Pavan Chordia (1,115 equity shares) to SCI.*

(3) *Transferred from Amit Kumat (200 equity shares) and Apoorva Kumat (300 equity shares) to SCI.*

(4) *Transferred from Arun Mehta (2,375 equity shares), Arvind Mehta (2,300 equity shares), Naveen Mehta (5,500 equity shares), Kanta Mehta (3,000 equity shares), Rajesh Mehta (5,500 equity shares) and Rita Mehta (3,000 equity shares) to SCI.*

(5) *Transferred from Swati Bapna (685 equity shares), Abhishek Ostwal (2,170 equity shares), Ajay Kumar Ostwal (2,170 equity shares), Akshay Kumar Jain (2,170 equity shares), Arun Mehta (3,883 equity shares), Arvind Mehta (3,540 equity shares), Naveen Mehta (6,709 equity shares), Kanta Mehta (3,226 equity shares), Mangilal Ostwal (1,074 equity shares), Rajesh Mehta (6,709 equity shares), Rita Mehta (2,855 equity shares), Sudhalata Ostwal (1,599 equity shares), Amit Kumat (828 equity shares), Apoorva Kumat (600 equity shares), Premlata Kumat (514 equity shares), Rakhi Kumat (2,113 equity shares), Sandhya Kumat (2,227 equity shares), Sudhir Kumat (571 equity shares), Lata Kavur (571 equity shares), Pankaj Jain (1,999 equity shares) and Pavan Chordia (1,485 equity shares) to SCG.*

(6) *Transferred from BCM Realty Private Limited (1,250 equity shares), Palak Nirman Private Limited (19,650 equity shares) and Sarita Nirman Private Limited (1,250 equity shares).*

(7) *Transferred from BCM Construction Private Limited (20,400 equity shares) and Palak Nirman Private Limited (1,650 equity shares).*

(8) *Transferred from Shanti Realty Private Limited (8,150 equity shares).*

(9) *Transferred from Shanti Realty Private Limited (6,200 equity shares).*

(10) *Transferred from BCM Construction Private Limited (1,600 equity shares), BCM Investment Private Limited (12,950 equity shares) and BCM Realty Private Limited (1,500 equity shares).*

(11) *Transferred from BCM Investment Private Limited (13,550 equity shares), Palak Nirman Private Limited (1,600 equity shares) and Sarita Nirman Private Limited (1,500 equity shares).*

(12) *Transferred from Palak Nirman Private Limited (3,600 equity shares).*

(13) *Transferred from Palak Nirman Private Limited (3,000 equity shares).*

(14) *Transferred from Rajesh Mehta (2,263 equity shares), Naveen Mehta (2,263 equity shares), Arvind Mehta (2,262 equity shares), Arun Mehta (2,263 equity shares), Premlata Kumat (564 equity shares), Sudhir Kumat (564 equity shares), Swati Bapna (282 equity shares), Apoorva Kumat (846 equity shares) and Amit Kumat (564 equity shares) to Faering Capital.*

(15) *15,878,800 bonus Equity Shares issued in the ratio of 5:1 to the Shareholders as on the record date of September 23, 2016, as authorised by our Shareholders through a resolution passed on September 24, 2016 and undertaken through capitalisation of our capital reserves.*

(16) *15,590,880 bonus Equity Shares issued in the ratio of 3:1 to the Shareholders as on the record date of June 2, 2017 as authorised by our Shareholders pursuant to a resolution passed on June 3, 2017 and undertaken through capitalisation of our capital reserves.*

(17) *Transmission of 395,160 equity shares held by Sudhir Kumat (deceased) to Premalata Kumat as his legal heir, pursuant to transmission form dated April 10, 2017, and duly acknowledged on April 20, 2017.*

(18) *Transferred from Lata Kavur (3,250 equity shares), Pavan Chordia (900 equity shares), Gyanchand P. Chordia (2,750 equity shares), Premchand Chordia (500 equity shares), Abhishek Ostwal (1,200 equity shares), Ajay Kumar Ostwal (1,200 equity shares), Akshay Kumar Jain (1,200 equity shares) and Sudhalata Ostwal (4,319 equity shares) to SCI.*

(19) *5,792,700 equity shares were allotted to SCI pursuant to conversion of 96,545 CCPS held by SCI pursuant to a resolution dated May 26, 2017 passed by our Board.*

All the Equity Shares held by the Promoters were fully paid-up on their respective dates of allotment. None of the Equity Shares held by the Promoters of our Company are subject to any pledge.

b) *Shareholding of our Promoters and Promoter Group*

S. No.	Name of the Shareholder	No. of Equity Shares	Percentage of the Pre–Issue Equity Share Capital	Post-Issue Number of Equity Shares	Percentage of the Post-Issue Equity Share Capital@
1.	SCI	9,710,544	45.54	8,393,451	35.79
2.	Rajesh Mehta	1,043,376	4.89	681,456	2.91
3.	Naveen Mehta	1,043,376	4.89	904,176	3.86
4.	Arvind Mehta	743,424	3.49	559,684	2.39
5.	Arun Mehta	710,976	3.33	571,776	2.44

S. No.	Name of the Shareholder	No. of Equity Shares	Percentage of the Pre–Issue Equity Share Capital	Post-Issue Number of Equity Shares	Percentage of the Post-Issue Equity Share Capital@
6.	Kanta Mehta	300,000	1.41	233,180	0.99
7.	Rita Mehta	326,400	1.53	326,400	1.39
8.	Premlata Kumat	637,056	2.99	559,106	2.38
9.	Swati Bapna	226,464	1.06	204,194	0.87
10.	Apoorva Kumat	664,992	3.12	548,062	2.34
11.	Amit Kumat	692,928	3.25	575,998	2.46
12.	Sandhya Kumat	129,600	0.61	129,600	0.55
13.	Rakhi Kumat	110,400	0.52	110,400	0.47
14.	SCG	2,723,856	12.78	2,354,405	10.04
15.	SCI-GIH	694,992	3.26	600,726	2.56
Total		**19,758,384**	**92.67**	16,752,614	71.44

@ *Assuming full subscription and allotment in the Fresh Issue*

As on the date of this Prospectus, none of the directors of our corporate Promoter, SCI, hold any Equity Shares of our Company.

c) *Details of Promoters' contribution and lock-in*

Pursuant to the Regulations 32 and 36(a) of the SEBI ICDR Regulations, an aggregate of 20% of the fully diluted post-Issue Equity Share capital of our Company held by our individual Promoters shall be considered as the minimum promoters' contribution and locked-in for a period of three years from the date of Allotment and our Promoters' shareholding in excess of 20% shall be locked in for a period of one year from the date of Allotment.

Details of the Equity Shares held by some of our Promoters, which are eligible to be locked-in for three years from the date of Allotment are as follows:

Name of Promoter	Date of Allotment/ Transfer and When Made Fully Paid-up	Nature of Transaction	Face Value (₹)	Issue/Acquisition Price per Equity Share (₹)	No. of Equity Shares	No. of Equity Shares Locked-in	Percentage of Paid-up Capital (%)	Percentage of Share Capital (%)	Nature of Consideration
							Post-Issue	Pre-Issue	
Rajesh Mehta	June 16, 2017	Bonus issue(16)	5	-	782,532	564,191	2.41	2.65	-
Sub Total (A)					**782,532**	**564,191**	**2.41**	**2.65**	
Naveen Mehta	June 3, 2017##	Consolidation of every five equity shares of face value of ₹ 1 each into one Equity Share of face value of ₹ 5 each	5	-	260,844	4,379	0.02	0.02	-
	June 16, 2017	Bonus issue(16)	5	-	782,532	782,532	3.34	3.67	-
Sub Total (B)					**1,043,376**	**786,911**	**3.36**	**3.69**	
Arvind Mehta	June 3, 2017##	Consolidation of every five equity shares of face value of ₹ 1 each into one Equity Share of face value of ₹ 5 each	5	-	185,856	2,116	0.01	0.01	-
	June 16, 2017	Bonus issue(16)	5	-	557,568	557,568	2.38	2.62	-
Sub Total (C)					**743,424**	**559,684**	**2.39**	**2.63**	

Arun Mehta	June 16, 2017	Bonus issue(16)	5	-	533,232	449,820	1.92	2.11	-
Sub Total (D)					**533,232**	**449,820**	**1.92**	**2.11**	
Kanta Mehta	June 3, 2017##	Consolidation of every five equity shares of face value of ₹ 1 each into one Equity Share of face value of ₹ 5 each	5	-	75,000	8,180	0.03	0.04	-
	June 16, 2017	Bonus issue(16)	5	-	225,000	225,000	0.96	1.06	-
Sub Total (E)					**300,000**	**233,180**	**0.99**	**1.09**	
Rita Mehta	June 3, 2017##	Consolidation of every five equity shares of face value of ₹ 1 each into one Equity Share of face value of ₹ 5 each	5	-	81,600	81,600	0.35	0.38	-
	June 16, 2017	Bonus issue(16)	5	-	244,800	244,800	1.04	1.15	-
Sub Total (F)					**326,400**	**326,400**	**1.39**	**1.53**	
Premlata Kumat	June 16, 2017	Bonus issue(16)	5	-	477,792	207,310	0.88	0.97	-
Sub Total (G)					**477,792**	**207,310**	**0.88**	**0.97**	
Swati Bapna	June 3, 2017##	Consolidation of every five equity shares of face value of ₹ 1 each into one Equity Share of face value of ₹ 5 each	5	-	56,616	29,655	0.13	0.14	-
	June 16, 2017	Bonus issue(16)	5	-	169,848	169,848	0.72	0.80	-
Sub Total (H)					**226,464**	**199,503**	**0.85**	**0.94**	
Apoorva Kumat	June 3, 2017##	Consolidation of every five equity shares of face value of ₹ 1 each into one Equity Share of face value of ₹ 5 each	5	-	166,248	49,318	0.21	0.23	-
	June 16, 2017	Bonus issue(16)	5	-	498,744	498,744	2.13	2.34	-
Sub Total (I)					**664,992**	**548,062**	**2.34**	**2.57**	
Amit Kumat	June 3, 2017##	Consolidation of every five equity shares of face value of ₹ 1 each into one Equity Share of face value of ₹ 5 each	5	-	173,232	56,302	0.24	0.26	-
	June 16, 2017	Bonus issue(16)	5	-	519,696	519,696	2.22	2.44	-
Sub Total (J)					**692,928**	**575,998**	**2.46**	**2.70**	
Sandhya Kumat	June 3, 2017##	Consolidation of every five equity shares of face value of ₹ 1 each into one Equity Share of face value of ₹ 5 each	5	-	32,400	32,400	0.14	0.15	-
	June 16, 2017	Bonus issue(16)	5	-	97,200	97,200	0.41	0.46	-
Sub Total (K)					**129,600**	**129,600**	**0.55**	**0.61**	
Rakhi Kumat	June 3, 2017##	Consolidation of every five equity shares of face value of ₹ 1 each into one Equity Share of face value of ₹ 5 each	5	-	27,600	27,600	0.12	0.13	-
	June 16, 2017	Bonus issue(16)	5	-	82,800	82,800	0.35	0.39	-
Sub Total (L)					**110,400**	**110,400**	**0.47**	**0.52**	

TOTAL (A+B+C+D+E+F+G+H+I+J+K+L)			**6,031,140**	**4,691,059**	**20.00**	**22.00**	

Certain of our Promoters, as identified in the table hereinabove, have confirmed to our Company, the GCBRLMs and the BRLM that acquisition of the Equity Shares held by them and which will be locked in as promoters' contribution have been financed from their individual accounts and no loans or financial assistance from any bank or financial institution has been availed for such purpose.

The minimum Promoters' contribution has been brought in to the extent of not less than the specified minimum lot and from the persons defined as 'promoter' under the SEBI ICDR Regulations. Our Company undertakes that the Equity Shares that are being locked-in are not ineligible for computation of Promoters' contribution in terms of Regulation 33 of the SEBI ICDR Regulations. In this connection, we confirm the following:

i) The Equity Shares offered for Promoters' contribution (a) have not been acquired in the last three years for consideration other than cash and revaluation of assets or capitalisation of intangible assets; or (b) bonus shares out of revaluation reserves or unrealised profits of our Company or bonus shares issued against Equity Shares which are otherwise ineligible for computation of Promoters' contribution;

ii) The Promoters' contribution does not include any Equity Shares acquired during the preceding one year and at a price lower than the price at which the Equity Shares are being offered to the public in the Issue;

iii) Our Company has not been formed by the conversion of a partnership firm into a Company;

iv) The Equity Shares held by the Promoters and offered for Promoters' contribution are not subject to any pledge; and

v) All the Equity Shares held by the Promoters are held in dematerialised form.

These Equity Shares may be pledged with scheduled commercial banks or public financial institutions, provided that such pledge is for the purpose of objects of the Issue and pledge is one of the terms of the sanction of such loan.

d) *Details of share capital locked in for a year*

In addition to 20% of the fully diluted post-Issue shareholding of our Company held by our Promoters and locked-in for three years as specified above, the entire pre-Issue Equity Share capital of our Company, except the Equity Shares Allotted pursuant to the Offer for Sale, will be locked-in for a period of one year from the date of Allotment. Equity Shares held by SCI-GIH as on the date of this Prospectus, shall not be subject to lock-in for one year as is applicable to other shareholders of our Company, since SCI-GIH is an FVCI. Faering Capital and Faering Capital India Evolving Fund III shall not be subject to lock-in for one year as is applicable to other shareholders of our Company, since they are Category II AIFs.

e) *Lock in of Equity Shares to be Allotted, if any, to Anchor Investors*

Any Equity Shares allotted to Anchor Investors in the Anchor Investor Portion shall be locked-in for a period of 30 days from the date of Allotment.

f) *Other Requirements in respect of lock-in*

The Equity Shares held by our Promoters prior to the Issue, and which are locked-in for a period of one year from the date of Allotment in the Issue may be transferred to and among the Promoter Group or to any new promoter or persons in control of our Company, subject to the continuation of the lock-in in the hands of transferees for the remaining period and compliance with the Takeover Regulations, as applicable.

The Equity Shares held by the Shareholders other than our Promoters prior to the Issue, and which are locked-in for a period of one year from the date of Allotment in the Issue may be transferred to any other person holding the Equity Shares which are locked-in, subject to the continuation of the lock-in in the hands of transferees for the remaining period and compliance with the Takeover Regulations, as applicable.

With respect to Equity Shares held by Promoters which will be locked in for a period of one year, such Equity Shares may be pledged only with scheduled commercial banks or public financial institution as collateral security, provided that such pledge is one of the terms of sanction of such loan.

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

For details of issue of Equity Shares by our Company in the two preceding years, see "– Share Capital History of our Company" from page 85.

3. **Details of the build-up of Equity Share capital held by the Selling Shareholders in our Company**

As on the date of this Prospectus, the Investor Selling Shareholders hold 3,418,848 Equity Shares, constituting 16.04% of the issued, subscribed and paid-up Equity Share capital of our Company.

The table below represents the build-up of equity shareholding of SCG and SCI-GIH as Investor Selling Shareholders:

Name of the Selling Shareholder	Date of Allotment/ Transfer	Nature of Allotment	No. of equity shares	Nature of Consideration	Face Value per equity share (₹)	Issue Price per equity share (₹)	Percentage of the pre-Issue Capital (%)	Percentage of the Post-Issue Capital@ (%)
SCG	December 26, 2011	Transfer(1)	47,698	Cash	10	8,801.44	0.45	0.41
	December 27, 2011	Transfer(2)	4,569	Cash	10	8801.44	0.04	0.04
	September 24, 2016#	Sub-division of every equity share of face value of ₹ 10 each into 10 equity shares of face value of ₹ 1 each	522,670*	-	1	-	0.49**	0.45
	September 28, 2016	Bonus issue(3)	2,613,350	-	1	-	2.45	2.23
	May 26, 2017	Conversion of CCPS(4)	268,800	Cash	1	-	0.25	0.23
	June 3, 2017##	Consolidation of equity shares of face value of ₹ 1 each into Equity Shares of face value ₹ 5 each	680,964***	-	5	-	3.20****	2.91
	June 16, 2017	Bonus issue(5)	2,042,892	-	5	-	9.58	8.70
Sub Total (A)			**2,723,856**				**12.78**	**11.61**
SCI-GIH	May 26, 2017	Conversion of CCPS(4)	868,740	Cash	1	-	0.81	0.74
	June 3, 2017##	Consolidation of every five equity shares of face value of ₹ 1 each	173,748***	-	5	-	0.82****	0.75

Name of the Selling Shareholder	Date of Allotment/ Transfer	Nature of Allotment	No. of equity shares	Nature of Consideration	Face Value per equity share (₹)	Issue Price per equity share (₹)	Percentage of the pre-Issue Capital (%)	Percentage of the Post-Issue Capital@ (%)
		into one Equity Share of face value of ₹ 5 each						
	June 16, 2017	Bonus issue(5)	521,244	-	5	-	2.44	2.21
Sub Total (B)			**694,992**				**3.26**	**2.96**
Total (A+B)			**3,418,848**				**16.04**	**14.57**

@ *Assuming full subscription and allotment in the Fresh Issue*

* *aggregate number of Equity Shares held post sub-division of every equity share of face value of ₹ 10 each into 10 equity shares of face value of ₹ 1 each.*

** *aggregate percentage of Equity Shares held post sub-division of every equity share of face value of ₹ 10 each into 10 Equity Shares of face value of ₹ 1 each.*

*** *aggregate number of Equity Shares held post consolidation of shares of face value of ₹ 1 each into Equity Shares of face value of ₹ 5 each.*

**** *aggregate percentage of Equity Shares held post consolidation of shares of face value of ₹ 1 each into Equity Shares of face value of ₹ 5 each.*

Pursuant to a resolution passed by our Shareholders on September 24, 2016, our Company sub-divided its equity shares of face value of ₹10 each into one equity share of face value of ₹ 1 each, and accordingly, the cumulative number of equity shares pursuant to sub-division was 3,175,760 of face value of ₹ 1 each.

Pursuant to a resolution passed by our Shareholders on June 3, 2017, our Company consolidated five equity shares of face value of ₹ 1 each into one equity share of face value of ₹ 5 each, and accordingly, cumulative number of equity shares of our Company pursuant to consolidation was 5,196,960 of face value of ₹ 5 each.

(1) *Transferred from Swati Bapna (685 equity shares), Abhishek Ostwal (2,170 equity shares), Ajay Kumar Ostwal (2,170 equity shares), Akshay Kumar Jain (2,170 equity shares), Arun Mehta (3,883 equity shares), Arvind Mehta (3,540 equity shares), Naveen Mehta (6,709 equity shares), Kanta Mehta (3,226 equity shares), Mangilal Ostwal (1,074 equity shares), Rajesh Mehta (6,709 equity shares), Rita Mehta (2,855 equity shares), Sudhalata Ostwal (1,599 equity shares), Amit Kumat (828 equity shares), Apoorva Kumat (600 equity shares), Premlata Kumat (514 equity shares), Rakhi Kumat (2,113 equity shares), Sandhya Kumat (2,227 equity shares), Sudhir Kumat (571 equity shares), Lata Kavur (571 equity shares), Pankaj Jain (1,999 equity shares) and Pavan Chordia (1,485 equity shares) to SCG.*

(2) *Transferred from Rakesh Chordia (1,428 equity shares), Premchand Chordia (857 equity shares), Sushila Kavur (1,142 equity shares) and Vasanthi Kanwar (1,142 equity shares) to SCG.*

(3) *15,878,800 bonus Equity Shares issued in the ratio of 5:1 to the Shareholders as on the record date of September 23, 2016, as authorised by our Shareholders through a resolution passed on September 24, 2016 and undertaken through capitalisation of our capital reserves. .*

(4) *268,800 equity shares were allotted to SCG and 868,740 equity shares were allotted to SCI-GIH pursuant to conversion of 4,480 CCPS held by SCG and 14,479 CCPS held by SCI-GIH, respectively, pursuant to a resolution dated May 26, 2017 passed by our Board.*

(5) *15,590,880 bonus Equity Shares issued in the ratio of 3:1 to the Shareholders as on the record date of June 2, 2017, as authorised by our Shareholders pursuant to a resolution passed on June 3, 2017 and undertaken through capitalisation of our capital reserves.*

As on the date of this Prospectus, the Promoter Selling Shareholders hold 15,773,136 Equity Shares, constituting 73.98% of the issued, subscribed and paid-up Equity Share capital of our Company. For details of the build-up of equity shareholding of the Promoter Selling Shareholders, see "– History of the Equity Share Capital held by our Promoters" on page 87.

4. **Shareholding pattern of our Company**

The table below presents the shareholding pattern of our Company as on the date of filing of this Prospectus:

Category (I)	Category of shareholder (II)	Nos. of shareholders (III)	No. of fully paid up equity shares held (IV)	No. of Partly paid-up equity shares held (V)	No. of shares underlying Depository Receipts (VI)	Total nos. shares held (VII) =(IV)+(V)+ (VI)	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) (VIII) As a % of (A+B+C2)	Number of Voting Rights held in each class of securities (IX)				No. of Shares Underlying Outstanding convertible securities (including Warrants) (X)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI)= (VII)+(X) As a % of (A+B+C2)	Number of Locked in shares (XII)		Number of Shares pledged or otherwise encumbered (XIII)		Number of equity shares held in dematerialized form (XIV)
								No of Voting Rights			Total as a % of (A+B+ C)			No. (a)	As a % of total Shares held (b)	No. (a)	As a % of total Shares held (b)	
								Class eg: X	Class eg: y	Total								
(A)	**Promoter & Promoter Group**	15	19,758,384	-	-	19,758,384	92.67%	19,758,384	-	19,758,384	92.67%	-	92.67%		-		-	19,758,384
(B)	**Public**	64	1,562,456	-	-	1,562,456	7.33%	1,562,456	-	1,562,456	7.33%	-	7.33%		-		-	1,520,264
(C)	**Non Promoter-Non Public**	-	-	-	-	-	0.00%	-	-	-	0.00%	-	0.00%		-		-	-
(C1)	**Shares underlying DRs**	-	-	-	-	-	0.00%	-	-	-	0.00%	-	0.00%		-		-	-
(C2)	**Shares held by Employee Trusts**	-	-	-	-	-	0.00%	-	-	-	0.00%	-	0.00%		-		-	-
	Total	79	21,320,840	-	-	21,320,840	100.00%	21,320,840	-	21,320,840	100.00%	-	100.00%		-		-	21,278,648

5. The list of top 10 shareholders of our Company and the number of Equity Shares held by them as on the date of filing, 10 days before the date of filing and two years prior the date of filing of this Prospectus are set forth below:

(a) The top 10 shareholders of our Company as on the date of filing of this Prospectus are as follows:

S. No.	Name of the Shareholder	No. of Equity Shares	Percentage of Pre-Issue Equity Share Capital (%)
1.	SCI	9,710,544	45.54
2.	SCG	2,723,856	12.78
3.	Rajesh Mehta	1,043,376	4.89
4.	Naveen Mehta	1,043,376	4.89
5.	Arvind Mehta	743,424	3.49
6.	Arun Mehta	710,976	3.33
7.	SCI-GIH	694,992	3.26
8.	Amit Kumat	692,928	3.25
9.	Apoorva Kumat	664,992	3.12
10.	Premlata Kumat	637,056	2.99
	Total	**18,665,520**	**87.54**

(b) The top 10 shareholders of our Company 10 days prior to the date of filing of this Prospectus are as follows:

S. No.	Name of the Shareholder	No. of Equity Shares	Percentage of Pre-Issue Equity Share Capital (%)
1.	SCI	9,710,544	45.54
2.	SCG	2,723,856	12.78
3.	Rajesh Mehta	1,043,376	4.89
4.	Naveen Mehta	1,043,376	4.89
5.	Arvind Mehta	743,424	3.49
6.	Arun Mehta	710,976	3.33
7.	SCI-GIH	694,992	3.26
8.	Amit Kumat	692,928	3.25
9.	Apoorva Kumat	664,992	3.12
10.	Premlata Kumat	637,056	2.99
	Total	**18,665,520**	**87.54**

(c) The top 10 shareholders of our Company two years prior to the date of filing of this Prospectus (on a fully diluted basis) are as follows:

S.No.	Name of the Shareholder	No. of Equity Shares*	Percentage of pre-issue equity share capital (%)
1	SCI	202,303	47.24
2	SCG	56,747	13.25
3	Rajesh Mehta	24,000	5.60
4	Naveen Mehta	24,000	5.60
5	Arvind Mehta	17,750	4.14
6	Arun Mehta	17,075	3.99
7	Amit Kumat	15,000	3.50
8	Apoorva Kumat	14,700	3.43
9	SCI-GIH	14,479	3.38
10	Premlata Kumat	7,250	1.69
	Total	**393,304**	**91.84**

**Face value of each equity share is ₹10.*

6. As on the date of this Prospectus, our Company does not have any employee stock option plan.

7. As on the date of this Prospectus, the GCBRLMs, the BRLM and their respective associates (as defined under the Companies Act) do not hold any Equity Shares or preference shares in our Company.

8. Neither our Promoters, nor any directors of any Promoters, any member of our Promoter Group, any of the Directors of our Company or any of their immediate relatives have purchased or sold any securities of our Company or its Subsidiary during the period of six months immediately preceding the date of the Draft Red Herring Prospectus and until the date of this Prospectus.

9. As on the date of this Prospectus, our Company has not allotted any Equity Shares pursuant to any scheme approved under Sections 391 to 394 of the Companies Act, 1956.

10. As of the date of this Prospectus, other than the allotments made as indicated below, no equity shares have been issued by our Company at a price that may be lower than the Issue Price during the last one year :

Name of the Allottee	Date of Allotment	Number of equity shares	Issue Price (₹)	Reason
Certain employees of our Company	June 21, 2016	4,810	485.81[1]	Allotment of equity shares under the erstwhile employee stock purchase plan of our Company[2]
Shareholders of our Company	September 28, 2016	15,878,800	-	Bonus issue[3]
The holders of CCPS of our Company	May 26, 2017	6,930,240	-	Conversion of CCPS[4]
Shareholders of our Company	June 16, 2017	15,590,880	-	Bonus issue[5]

(1) On an adjusted basis giving effect to the split and consolidation of face value of the equity shares of the Company and bonus issue that took place after this date.

(2) 4,810 equity shares were allotted to 47 employees of our Company i.e. Awadh Bihari Singh (724 equity shares), Sumit Sharma (1,231 equity shares), Raj Kumar Kalra (200 equity shares), Deepak Brahme (223 equity shares), Sushil Choksey (127 equity shares), Ankur Verma (215 equity shares), Abhijit Singh (205 equity shares), Sudhesh Singh Parihar (120 equity shares), Ankit Agrawal (86 equity shares), Rajesh Kumrawat (17 equity shares), Ajay Sharma (26 equity shares), Narendra Tiwari (26 equity shares), Sanjeev Kumar Dubey (26 equity shares), Banti Kausti (26 equity shares), Sanjay Sinha (344 equity shares), S. Kalyan Sundhra Murthy (120 equity shares), Parmesh R Oodonal (120 equity shares), Pradeep Sharma (26 equity shares), Subhash Bhatt (190 equity shares), Udal Singh (14 equity shares), Pankaj Shukla (17 equity shares), Sudesh Malviya (17 equity shares), Rabindra Das (20 equity shares), Sanjay Das (20 equity shares), Gyanchand Jain (10 equity shares), Dhruba Jyoti Das (20 equity shares), Amit Kumar Shrivastav (20 equity shares), Ashish Chauhan (15 equity shares), Amit Jain (15 equity shares), Rajkumar Devrai (15 equity shares), Sanjay Borade (15 equity shares), Rajesh Sharma (296 equity shares), Ramasamy Kannan (60 equity shares), Prateek Maheshwari (20 equity shares), Navneet Paliwal (15 equity shares), Sumit Ranka (10 equity shares), Shailendra Patidar (35 equity shares), Sumeer Dandona (20 equity shares), Kanchan Dandona (19 equity shares), Pooja Pandey (20 equity shares), Chanchal Chamoli (10 equity shares), Ranjit Kumar Singh (9 equity shares), Ajay Kumar Mehto (9 equity shares), Mohammad Zulfiqar Ali (9 equity shares), Dinesh Sharma (9 equity shares), Yagyadatta Sharma (9 equity shares) and Amrit Parasher (10 equity shares).

(3) Bonus issue in the ratio of 5:1 to the Shareholders as on the record date of September 23, 2016, as authorised by our Shareholders through a resolution passed on September 24, 2016 and undertaken through capitalisation of our capital reserves.

(4) 5,792,700 equity shares were allotted to SCI, 268,800 equity shares were allotted to SCG, and 868,740 equity shares were allotted to SCI-GIH pursuant to conversion of 96,545 CCPS held by SCI, 4,480 CCPS held by SCG and 14,479 CCPS held by SCI-GIH, respectively, pursuant to a resolution dated May 26, 2017 passed by our Board.

(5) *15,590,880 bonus Equity Shares issued in the ratio of 3:1 to the Shareholders as on the record date of June 2, 2017, as authorised by our Shareholders pursuant to a resolution passed on June 3, 2017 and undertaken through capitalisation of our capital reserves.*

11. As on the date of filing of this Prospectus, the total number of Shareholders of our Company is 79.

12. Neither our Company nor any of our Directors have entered into any buy-back and/or standby arrangements or any safety net facility for purchase of Equity Shares from any person. Further, the GCBRLMs and the BRLM have not made any buy-back and/or standby arrangements or any safety net facility for purchase of Equity Shares from any person.

13. Our Company has not made any public issue or rights issue of any kind or class of securities since its incorporation.

14. There are no outstanding warrants, options or rights to convert debentures, loans or other instruments into the Equity Shares as on the date of this Prospectus.

15. The Issue was made through the Book Building Process, in terms of Rule 19(2)(b) of the SCRR and in compliance with Regulation 26(1) of SEBI ICDR Regulations, wherein 50% of the Net Issue was allocated on a proportionate basis to QIBs, provided that our Company in consultation with the GCBRLMs and the BRLM allocated up to 60% of the QIB Portion to Anchor Investors on a discretionary basis. One-third of the Anchor Investor Portion was reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price. 5% of the QIB Portion (excluding the Anchor Investor Portion) was available for allocation on a proportionate basis to Mutual Funds only, and the remainder of the QIB Portion was available for allocation on a proportionate basis to all QIB Bidders (other than Anchor Investors), including Mutual Funds, subject to valid Bids being received at or above the Issue Price. Further, not less than 15% of the Net Issue was available for allocation on a proportionate basis to Non-Institutional Bidders and not less than 35% of the Net Issue was available for allocation to Retail Individual Bidders in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Issue Price.

16. Subject to valid Bids being received at or above the Issue Price, under-subscription, if any, in any category, except in the QIB Portion, is allowed to be met with spill-over from the other categories or a combination of categories at the discretion of our Company and the Selling Shareholders in consultation with the GCBRLMs and the BRLM and the Designated Stock Exchange.

17. 42,000 Equity Shares were reserved for allocation to Eligible Employees on a proportionate basis, subject to valid Bids being received at the Issue Price and subject to the maximum Bid Amount by each Eligible Employee not exceeding ₹ 500,000 on a net basis. However, the initial Allotment to an Eligible Employee in the Employee Reservation Portion shall not exceed ₹ 200,000 (which will be less Employee Discount). Only in the event of an under-subscription in the Employee Reservation Portion post the initial allotment, such unsubscribed portion may be Allotted on a proportionate basis to Eligible Employees Bidding in the Employee Reservation Portion, for a value in excess of ₹ 200,000, subject to the total Allotment to an Eligible Employee not exceeding ₹ 500,000 (which will be less Employee Discount). Only Eligible Employees were eligible to apply in this Issue under the Employee Reservation Portion. Bids by Eligible Employees bidding under the Employee Reservation Portion were also made in the Net Issue and such Bids were not treated as multiple Bids. If the aggregate demand in the Employee Reservation Portion is greater than 42,000 Equity Shares at the Issue Price, allocation will be made on a proportionate basis.

18. Any unsubscribed portion in Employee Reservation category shall be added to the Net Issue. Under subscription, if any, in Non-Institutional Bidders and Retail Individual Investors, would be met with spill over from any other categories or combination of categories at the discretion of our Company and the Selling Shareholders in consultation with the GCBRLMs and the BRLM and the Designated Stock Exchange. However, under-subscription, if any, in the QIB Portion will not be allowed to be met with spill-over from other categories or a combination of categories. Any inter-se spill over, if any, would be effected in accordance with applicable laws, rules, regulations and guidelines. In the event of under-subscription in the Net Issue (except the QIB Portion), spill-over to the extent of under-subscription shall be permitted from the Employee Reservation Portion to the Net Issue.

19. Our Company has not issued any Equity Shares out of revaluation reserves.

20. All Equity Shares issued pursuant to the Issue will be fully paid up at the time of Allotment and there are no partly paid up Equity Shares as on the date of this Prospectus.

21. Any oversubscription to the extent of 10% of the Issue can be retained for the purposes of rounding off to the nearer multiple of minimum allotment lot while finalising the Basis of Allotment.

22. Our Promoters, Promoter Group, Subsidiary and Group Companies are not allowed to participate in the Issue.

23. There have been no financing arrangements whereby members of our Promoter Group, the directors of any of our Promoters, our Directors and their relatives have financed the purchase by any other person of securities of our Company (other than in the normal course of the business of the financing entity) during a period of six months preceding the date of filing of the Draft Red Herring Prospectus.

24. Our Company presently does not intend or propose to alter its capital structure for a period of six months from the Bid/Issue Opening Date, by way of split or consolidation of the denomination of Equity Shares or further issue of Equity Shares (including issue of securities convertible into or exchangeable, directly or indirectly for Equity Shares) whether on a preferential basis or by way of issue of bonus shares or on a rights basis or by way of further public issue of Equity Shares or qualified institutions placements or otherwise.

25. There will be no further issue of Equity Shares whether by way of issue of bonus shares, preferential allotment, rights issue or in any other manner during the period commencing from filing of the Draft Red Herring Prospectus with SEBI until the Equity Shares have been listed on the Stock Exchanges or until all the application moneys have been refunded, as the case may be.

26. There shall be only one denomination of the Equity Shares, unless otherwise permitted by law. Our Company shall comply with such disclosure and accounting norms as may be specified by SEBI from time to time.

27. No person connected with the Issue, including, but not limited to, the members of the Syndicate, our Company, the Directors and the Promoters, shall offer or make payment of any incentive, direct or indirect, in the nature of discount, commission and allowance, in any manner, whether in cash or kind or services or otherwise, to any Bidder for making a Bid.

OBJECTS OF THE ISSUE

The Issue comprises the Fresh Issue and the Offer for Sale.

Offer for Sale

Each of the Selling Shareholders will be entitled to their respective portion of the proceeds from the Offer for Sale. Our Company will not receive any proceeds from the Offer for Sale. All expenses in relation to the Issue other than listing fees (which shall be borne by our Company) shall be shared between our Company and the Selling Shareholders in accordance with applicable laws. Each Selling Shareholder shall reimburse our Company for all expenses incurred by our Company in relation to the Offer for Sale on behalf of such Selling Shareholder.

Fresh Issue

Our Company proposes to utilise the Net Proceeds from the Fresh Issue towards funding the following objects:

1. Repayment/pre-payment, in full or part, of certain borrowings availed by our Company;
2. Funding capital expenditure requirements in relation to expansion (including through setting up of a new production line and construction of a building) and modernisation at certain of our existing manufacturing facilities;
3. Investment in our Subsidiary, Pure N Sure, towards enabling the repayment/pre-payment of certain borrowings availed of by our Subsidiary;
4. Marketing and brand-building activities; and
5. General corporate purposes.

The main objects and objects incidental and ancillary to the main objects set out in the Memorandum of Association enable us to undertake the activities proposed to be funded from the Net Proceeds, as well as the activities towards which the loans proposed to be repaid from the Net Proceeds were utilised. Further, we confirm that the activities carried out by our Company until date are in accordance with the objects set out in the Memorandum of Association.

Net Proceeds

The details of the proceeds from the Fresh Issue are summarized in the following table:

Particulars	Estimated amount (in ₹ million)
Gross proceeds of the Fresh Issue[(1)]	1,998.43
(Less) Fresh Issue expenses[(1)(2)]	136.76
Net Proceeds of the Fresh Issue	**1,861.67**

[(1)] *Our Company has, undertaken a Pre-IPO Placement of 533,000 Equity Shares for cash consideration aggregating to ₹500 million. The size of the Fresh Issue as disclosed in the Draft Red Herring Prospectus, being ₹ 2,500 million has has been reduced accordingly.*

[(2)] *To be finalised upon determination of the Issue Price and updated in the Prospectus prior to filing with the RoC.*

Pre-IPO Placement

The Company has undertaken a Pre-IPO Placement of 533,000 Equity Shares for cash consideration of ₹ 938.09 per Equity Share, aggregating to ₹ 500 million, subsequent to filing of the Draft Red Herring Prospectus. In this respect, the Company has entered into a share subscription agreement dated August 18, 2017 ("**Pre-IPO Agreement**") with Malabar India Fund Limited and Malabar Value Fund (the "**Pre-IPO Investors**") for the issuance of 533,000 Equity Shares to the Pre-IPO Investors. As a result of the Pre-IPO Placement, the size of the Fresh Issue has been reduced from ₹ 2,500 million, as disclosed in the Draft Red Herring Prospectus, to ₹ 1,998.43 million.

Pursuant to the Pre-IPO Placement, the Company has received cash consideration aggregating to ₹ 500 million, of which, the Company has utilized an amount of ₹ 370 million towards repayment/prepayment of certain loans availed by the Company, which were identified as part of the Objects of the Issue in the Draft Red Herring Prospectus. The amount proposed to be repaid out of the Net Proceeds towards repayment/pre-payment of borrowings availed by our Company has been adjusted to account for such repayment, and for the various facilities from the lenders.

Further, the Company amongst other has allocated an amount of ₹ 10 million towards repayment/pre-payment, in full or part, of certain borrowings availed by our Company and ₹ 120 million towards various purposes including but not limited to strategic initiatives, partnerships and joint ventures, meeting fund requirements, which our Company may face in the ordinary course of business, meeting expenses incurred in the ordinary course of business and any other purpose as may be approved by the Board or a duly appointed committee from time to time, subject to compliance with the necessary provisions of the Companies Act, 2013, as amended. Our Company will, pending utilization, earmark such funds in a fixed deposit with one or more scheduled commercial banks disclosed in this Prospectus. The details in relation to the Pre-IPO Placement have been appropriately disclosed, and corresponding updates to the relevant information have been made in the sections titled "Capital Structure", "The Issue", "Objects of the Issue", "History and Certain Corporate Matters" at pages 84, 73, 107 and 194, as well as in other relevant sections of the Red Herring Prospectus.

Requirement of Funds and Utilisation of Net Proceeds

The Net Proceeds are proposed to be used in accordance with the details provided in the following table:

Particulars	Amount (in ₹ million)
Repayment/pre-payment, in full or part, of certain borrowings availed by our Company	129.82
Funding capital expenditure requirements in relation to expansion (including through setting up of a new production line and construction of a building) and modernisation at certain of our existing manufacturing facilities	669.98
Investment in our Subsidiary, Pure N Sure, for repayment/pre-payment of certain borrowings availed by our Subsidiary	293.70
Marketing and brand building activities	400.00
General corporate purposes(1)	368.17
Total	**1,861.67**

(1) *To be finalised upon determination of the Issue Price and updated in the Prospectus prior to filing with the RoC.*

The fund requirements mentioned above are based on our internal management estimates, contracts and quotations received from vendors and third party agencies, which are subject to change in the future, and have not been appraised by any bank, financial institution or any other external agency.

Utilisation of Net Proceeds

We propose to deploy the Net Proceeds for the aforesaid purposes in accordance with the estimated schedule of implementation and deployment of funds set forth in the table below:

(in ₹ million)

Particulars	Total estimated amount/expenditure	Estimated Utilization from Net Proceeds	Estimated Utilization from internal accruals	Estimated schedule of deployment of Net Proceeds in		
				Fiscal 2018	Fiscal 2019	Fiscal 2020
Repayment/pre-payment, in full or part, of certain borrowings availed by our Company	129.82	129.82	-	129.82	-	-
Funding capital expenditure requirements in relation to expansion (including through setting up of a new production line	669.98	669.98	-	335.00	334.98	-

Particulars	Total estimated amount/expenditure	Estimated Utilization from Net Proceeds	Estimated Utilization from internal accruals	Estimated schedule of deployment of Net Proceeds in		
				Fiscal 2018	Fiscal 2019	Fiscal 2020
and construction of a building) and modernisation at certain of our existing manufacturing facilities						
Investment in our Subsidiary, Pure N Sure, for repayment/pre-payment of certain borrowings availed by our Subsidiary	293.70	293.70	-	293.70	-	-
Marketing and brand building activities	1,052.00(2)	400.00	652.00	-	200.00	200.00
General corporate purposes	368.17	368.17	-	368.17	-	-
Total	**2,513.67**	**1,861.67**	**652.00**	**1,126.69**	**534.98**	**200.00**

(1) *Based on the report dated June 19, 2017 prepared by P.P. Marketing.*

As indicated above, our Company proposes to deploy the entire Net Proceeds towards the objects as described herein during Fiscals 2018, 2019 and 2020, as applicable. In the event of the estimated utilization of the Net Proceeds in a scheduled Fiscal is not undertaken in its entirety, the remaining Net Proceeds shall be utilized in subsequent Fiscals, as may be decided by our Company, in accordance with applicable laws. Further, if the Net Proceeds are not completely utilised for the objects during the respective periods stated above due to factors such as (i) economic and business conditions; (ii) increased competition; (iii) delay in procuring and operationalizing assets; (iv) timely completion of the Issue; (v) market conditions outside the control of our Company; and (vi) any other commercial considerations, the remaining Net Proceeds shall be utilised (in part or full) in subsequent periods as may be determined by our Company in accordance with applicable laws.

The deployment of funds indicated above is based on management estimates, current circumstances of our business and prevailing market conditions. The deployment of funds described herein has not been appraised by any bank or financial institution. We may have to revise our funding requirements and deployment from time to time on account of various factors, such as financial and market conditions, competition, business and strategy and interest/exchange rate fluctuations and other external factors, which may not be within the control of our management. This may entail rescheduling the proposed utilisation of the Net Proceeds and changing the allocation of funds from its planned allocation at the discretion of our management, subject to compliance with applicable law. For further details, see "Risk Factors – Our funding requirements and proposed deployment of the Net Proceeds of the Issue have not been appraised by a bank or a financial institution and if there are any delays or cost overruns, our business, financial condition and results of operations may be adversely affected." on page 37.

Subject to applicable laws, in the event of any increase in the actual utilisation of funds earmarked for the purposes set forth above, such additional funds for a particular activity will be met by way of means available to us, including from internal accruals and any additional equity and/or debt arrangements. Further, if the actual utilisation towards any of the stated objects is lower than the proposed deployment, the balance remaining may be utilized towards future growth opportunities, and/or towards funding any of the other existing objects (if required), and/or general corporate purposes, subject to applicable laws.

Details of the Objects of the Issue

The details in relation to objects of the Fresh Issue are set forth herein below.

1. **Repayment/pre-payment of certain borrowings, in full or part, availed by our Company**

   Our Company proposes to utilize an estimated amount of ₹ 129.82 million from the Net Proceeds towards full or partial repayment or pre-payment of certain borrowings availed by our Company.

   We believe that such repayment/pre-payment will help reduce our outstanding indebtedness and enable utilization of our accruals for further investment in our business growth and expansion. In addition, we believe that the leverage capacity of our Company will improve our ability to raise further resources in the future to fund our potential business development opportunities and plans to grow and expand our business.

The following table provides details of the borrowings availed by our Company, which are currently proposed to be fully or partially repaid or pre-paid from the Net Proceeds:

Sr. No.	Name of the Lender	Nature of Borrowing and date of the Sanction Letter/Document	Purpose(1)	Amount Sanctioned(1) (in ₹ million)	Amount Outstanding as at August 29, 2017(1) (in ₹ million)	Repayment Date / Schedule	Pre-payment penalty
1.	ICICI Bank Limited	Buyers' credit facility availed pursuant to a facility agreement dated July 31, 2015 and sanction letters dated July 20, 2015, July 22, 2015 and November 2, 2015	Our Company availed this buyers' credit facility for purchase of capital equipment and for retiring the capital expenditure letter of credit, as a sub-limit of the term loan for funding the setting up of a Rings manufacturing unit in Guwahati, procurement of machineries or equipments or adjustment of any outstanding capital expenditure letters of credit or buyers' credit facility	150.00	44.89	Quarterly payments until the end of 60 months, i.e. March 2020	Our Company may prepay the amount of the facility availed subject to payment of applicable premium as stipulated by ICICI Bank
2.	HDFC Bank	Buyers' credit facility availed pursuant to a sanction letter dated September 21, 2015	Our Company availed this buyers' credit facility for the import of machinery as a sub-limit of the term loan for the expansion of its rings and Chulbule manufacturing facilities in Indore	100.00	44.93	Quarterly payments until the end of 80 months i.e. September 2020	Nil
3.	Kotak Mahindra Bank	Working capital facility availed of pursuant to a	Our Company availed of this facility for its working capital	100.00	50.00	Maximum tenor of 180 days on a	Nil

Sr. No.	Name of the Lender	Nature of Borrowing and date of the Sanction Letter/Document	Purpose[(1)]	Amount Sanctioned[(1)] (in ₹ million)	Amount Outstanding as at August 29, 2017[(1)] (in ₹ million)	Repayment Date / Schedule	Pre-payment penalty
	Limited	facility agreement dated February 21, 2015 as supplemented by supplemental facility agreement dated December 15, 2016 sanction letter dated January 20, 2016 as renewed and revised pursuant to sanction letters dated October 5, 2016 and May 24, 2017	requirements			revolving basis. Bullet repayment on the respective due dates.	
Total Amount Outstanding as on August 29, 2017					**139.82** [(2)]		

(1) *As certified by Ramesh K Jain & Associates, Chartered Accountants (Firm Registration Number: 009394C) vide its certificate dated September 1, 2017. Further, Ramesh K Jain & Associates, Chartered Accountants, have confirmed that these borrowings have been utilized for the purposes for which they were availed, as provided in the relevant borrowing documents. Ramesh K Jain & Associates, Chartered Accountants, have further confirmed that none of the borrowings that are intended to be repaid out of the net proceeds of the Fresh Issue have been utilized for any payments to or repayment/refinancing of any loans availed from the Promoter Group or Group Companies.*

(2) *As adjusted for various facilities from the lenders.*

Our Company may consider the following factors for identifying the loans that will be repaid out of the Net Proceeds:

1. Costs, expenses and charges relating to the facility including interest rates involved;

2. Presence of onerous terms and conditions under the facility;

3. Ease of operation of the facility;

4. Levy of any prepayment penalties and the quantum thereof;

5. Provisions of any law, rules, regulations governing such borrowings;

6. Terms of pre-payment to lenders, if any;

7. Mix of credit facilities provided by lenders; and

8. Other commercial considerations including, among others, the interest rate on the loan facility, the amount of the loan outstanding and the remaining tenor of the loan.

In due course of business, due to various operational benefits, our Company may explore possibilities of other banks participating in existing loans either in full or in part, including the loans mentioned above. Some of our financing agreements provide for the levy of prepayment penalties. Given the nature of these borrowings and the terms of prepayment, the aggregate outstanding loan amounts may vary from time to time. In the event that there are any prepayment penalties required to be paid under the terms of the relevant financing agreements, such prepayment penalties shall be paid by our Company out of our internal accruals.

2. Funding capital expenditure requirements in relation to expansion (including through setting up of a new production line and construction of a building) and modernisation at certain of our existing manufacturing facilities

Our Company proposes to utilise ₹ 669.98 million in Fiscals 2018 and 2019 towards meeting its capital expenditure requirements in respect of the following:

(i) **Manufacture of Extruded Snacks**: expansion of the packaging line at our manufacturing facility at Guwahati-II and modernization of the packaging line and purchase of related utilities at our manufacturing facility at Indore, and expansion of the packaging line and purchase of related utilities at our contract manufacturing facility at Bengaluru;

(ii) **Manufacture of Chips:** expansion through setting up of a new production line, packaging line and purchase of related utilities and ancillary equipment/machinery at our manufacturing facility at Indore;

(iii) **Manufacture of Namkeen**: expansion through setting up new production line, packaging line, utilities and ancillary equipment/machinery at our manufacturing facility at Indore;

(iv) **ETP:** Modernization and upgradation of the ETP at our manufacturing facility at Indore; and

(v) **Building:** Construction of building for storage of raw materials, packaging materials and finished goods at our manufacturing facility at Indore.

The following table sets out the product-wise details regarding our proposed expansion (including through setting up of a new production line and construction of a building) and modernization activities along with the portion of Issue Proceeds that are proposed to be utilized for each activity:

Sr. No.	Particulars	Amount (in ₹ million)
A.	**Extruded Snacks**	
A.1	***Rings***	
1.	Expansion of the packaging line at our manufacturing facility for Rings at Guwahati-II	16.50
A.2	***Chulbule***	
1.	Modernisation of the packaging line and purchase of related utilities at our manufacturing facility at Indore	50.74
2.	Expansion of the packaging line and purchase of related utilities at our contract manufacturing facility at Bengaluru	21.57
	Sub-Total (Extruded Snacks) (A)	**88.91**
B.	**Chips**	
1.	Expansion through setting up of new production line, packaging line and purchase of related utilities and ancillary equipment/machinery at our manufacturing facility at Indore	345.10
	Sub-Total (Chips) (B)	**345.10**
C.	**Namkeen**	
1.	Expansion through setting up of new production line, packaging line, utilities and ancillary equipment/machinery at our manufacturing facility at Indore	115.02
	Sub-Total (Namkeen) (C)	**115.02**
D.	**ETP**	
1.	Modernization and upgradation of the ETP for our manufacturing facility at Indore	70.85
	Sub-Total (ETP) (D)	**70.85**
E.	**Building**	
2.	Construction of building for storage of raw materials, packaging materials and finished goods at our manufacturing facility at Indore	50.10
	Sub-Total (Building) (E)	**50.10**
	Total (A+B+C+D+E)	**669.98**

Notes:

1. *Figures in the above table have been arrived at based on quotations received in ₹ as well as certain foreign currencies, key assumptions for calculation of which are:*

100 JPY = ₹60
1 USD = ₹65
1 EUR = ₹73

2. *Customs duty rate of 27% has been applied for calculation of taxes applicable to cost of certain imported machinery.*

We intend to invest in these expansion and modernization plans in order to expand our manufacturing capacity and to maximize capacity utilization of our manufacturing facilities for capitalizing on increased demand for our products. The market for organised snacks in India is estimated to grow at about 14.6% CAGR between 2016 and 2021. Shift from unorganised sector to the organised sector, and increasing penetration in South and Eastern markets will be the key driving factors for this market. Further, the demand for extruded snacks in the organised market is expected to increase at a CAGR of 15% over the next five years. The market for namkeen is also expected to witness the high growth of nearly 20% over next four to five years. The organised market for chips is also expected to grow at 10.4% over next five years (*Source: FS Report*).

A. Extruded snacks

In line with our strategy to deepen our pan-India presence and market coverage capabilities and to cater to the expected demand, we intend to invest in our manufacturing facilities for extruded snacks (Rings and Chulbule) by undertaking expansion and modernisation of the packaging line and purchase of related utilities at our manufacturing facilities at Indore and Guwahati-II and our contract manufacturing facility at Bengaluru.

A.1 Rings

1. Expansion of the packaging line at our manufacturing facility at Guwahati-II

The production line capacity of our manufacturing facility at Guwahati-II presently exceeds the packaging line capacity thereof resulting in under-utilization of our production line capacity. In order to ensure optimum utilization of our production line capacity, we propose to expand our packaging line for Rings at our manufacturing facility for Guwahati-II by purchasing additional equipment/machinery. The break-up of the estimated costs for the proposed expansion of the packaging line at our manufacturing facility at Guwahati-II is as follows:

Sr. No.	Particulars	Basic cost	Taxes*	Charges**	Total
		(in ₹ million)			
a.	Packaging line	14.75	1.45	0.30	16.50

***** *Calculated based on applicable tax rates as indicated in the quotations received by our Company. The tax rates may vary depending on the time of purchase of equipments. The calculation includes excise, customs duty, sales tax and value added tax, as applicable.*
****** *Calculated based on internal estimates of the Company based on past experience of our Company and takes into account installation, packing, forwarding and transport charges, as applicable.*

The estimates for the packaging line, for which we intend to purchase equipments including packing machine with platform, weigher and printer, are based on quotations received from Pace Packaging Machines Private Limited, Hargopal Machines Private Limited and Shree Vasant Engineers. These quotations are valid up to February/March 2018.

A.2 Chulbule

1. Modernisation of the packaging line and purchase of related utilities at our manufacturing facility at Indore

In order to enhance efficiency, we propose to replace certain machinery/equipment forming part of our packaging line and purchase related utilities at our manufacturing facility at Indore with new machinery/equipment that utilize better technology or have better specifications. The break-up of the estimated costs for the proposed modernisation is as follows:

Sr. No.	Particulars	Basic cost	Taxes*	Charges**	Total
		(in ₹ million)			

Sr. No.	Particulars	Basic cost	Taxes*	Charges**	Total
		(in ₹ million)			
1.	Packaging line	43.89	4.34	1.00	49.23
2.	Utilities	1.48	0.03	-	1.51
Total		**45.37**	**4.37**	**1.00**	**50.74**

***** *Calculated based on past experience of our Company and applicable tax rates as indicated in the quotations received by our Company. The tax rates may vary depending on the time of purchase of equipments. The calculation includes excise, customs duty, sales tax and value added tax, as applicable.*
****** *Calculated based on internal estimates of the Company based on past experience of our Company and takes into account installation, packing, forwarding and transport charges, as applicable.*

The aforementioned estimates for the packaging line, for which we intend to purchase equipments/machinery including packing machine with platform, weigher and printer are based on quotations received from Pace Packaging Machines Private Limited, Hargopal Machines Private Limited and Shree Vasant Engineers. These quotations are valid up to February/March 2018.

Further, the aforementioned estimate for purchase of utilities includes purchase of a UPS machine which is based on a quotation received from Transline Engineers Private Limited. This quotation is valid up to February/March 2018.

2. Expansion of the packaging line and purchase of related utilities at our contract manufacturing facility at Bengaluru

The production line capacity of our contract manufacturing facility at Bengaluru presently exceeds the packaging line capacity thereof resulting in under-utilization of our production line capacity. In order to ensure optimum utilization of our production line capacity, we propose to expand our packaging line and purchase related utilities for Chulbule at our contract manufacturing facility at Bengaluru. The break-up of the estimated costs for the proposed expansion is as follows:

Sr. No.	Particulars	Basic cost	Taxes*	Charges**	Total
		(in ₹ million)			
1.	Packaging line	18.35	1.82	0.40	20.57
2.	Utilities	0.98	0.02	-	1.00
	Total	**19.33**	**1.84**	**0.40**	**21.57**

***** *Calculated based on past experience of our Company and applicable tax rates as indicated in the quotations received by our Company. The tax rates may vary depending on the time of purchase of equipments. The calculation includes excise, customs duty, sales tax and value added tax, as applicable.*
****** *Calculated based on internal estimates of the Company based on past experience of our Company and takes into account installation, packing, forwarding and transport charges, as applicable.*

The aforementioned estimates for the packaging line, for which we intend to purchase equipments/machinery (including packing machine with platform, weigher and printer), are based on quotations received from Pace Packaging Machines Private Limited, Hargopal Machines Private Limited and Shree Vasant Engineers. These quotations are valid up to February/March 2018.

Further, the aforementioned estimate for purchase of utilities includes purchase of a UPS machine which is based on a quotation received from Transline Engineers Private Limited. This quotation is valid up to February/March 2018.

B. Chips

1. Expansion through setting up of new production line, packaging line and utilities and ancillary equipment/machinery at our manufacturing facility for Chips at Indore

As of Fiscal 2017, the capacity utilisation of our manufacturing facility for Chips at Indore was at 72.99% which was significantly lower than total capacity and accordingly, we propose to expand the production capacity by setting up a new production line, packaging line and purchase of related utilites at our manufacturing facility at Indore for capitalizing on increased demand for our product. The break-up of the estimated costs for the proposed expansion is as follows:

Sr. No.	Particulars	Basic cost	Taxes*	Charges**	Total
		(in ₹ million)			
1.	Production line	142.50	11.20	3.10	156.80
2.	Packaging line	83.64	21.70	2.10	107.44
3.	Utilities	69.46	9.80	1.60	80.86
	Total	**295.60**	**42.70**	**6.80**	**345.10**

** Calculated based on past experience of our Company and applicable tax rates as indicated in the quotations received by our Company. The tax rates may vary depending on the time of purchase of equipments. The calculation includes excise, customs duty, sales tax and value added tax, as applicable.*
*** Calculated based on internal estimates of the Company based on past experience of our Company and takes into account installation, packing, forwarding and transport charges, as applicable.*

The aforementioned estimates for the new production line for Chips, for which we propose to purchase imported and indigenous machinery, including potato feeding system, potato Chips line, potato sorter, color sorter and slicer, are based on quotations received from SV Agri Private Limited, Heat and Control South Asia Private Limited, Tomra Sorting India Private Limited and Urschel (India) Private Limited. These quotations are valid up to February/March 2018.

Further, the aforementioned estimates for the new packaging line for Chips, for which we intend to purchase machinery including packing machine and packing platform, bucket elevator and printer are based on quotations received from Heat and Control (South Asia) Private Limited, Shree Vasant Engineers and Pace Packaging Private Limited. These quotations are valid up to February/March 2018.

Furthermore, the aforementioned estimates for purchase of related utilites including main pump, UPS, diesel generator, laboratory equipment, electric panels, air and water pipelines, stem pipes, cables and steam boiler are based on quotations received from Heat and Control (South Asia) Private Limited, Geetasha Enterprises, Jain Electricals, G.D. Anklesaria & Co., Prashant Scientific, Emtex Technovision, Shriram Engineering & Fabrication Works, Vikas Metals, Power Control and Equipments, Forbesvyncke Private Limited and Rohit Sanitary and Hardware. These quotations are valid up to February/March 2018.

C. Namkeen

1. Expansion by way of setting up new production line, packaging line and purchase of related utilities at our manufacturing facility for Namkeen at Indore

As of Fiscal 2017, the capacity utilisation of our manufacturing facility for Namkeen at Indore was at 85.05% which was lower than total capacity and accordingly, we propose to expand the production capacity by setting up a new production line, packaging line and purchase of related utilites at our manufacturing facility at Indore for capitalizing on increased demand for our product. The break-up of the estimated costs for the proposed expansion by way of setting up a new production line, packaging line and purchase of related utilities at our manufacturing facility at Indore is as follows:

Sr. No.	Particulars	Basic cost	Taxes*	Charges**	Total
		(in ₹ million)			
1.	Production line	29.86	7.29	0.70	37.85
2.	Packaging line	52.75	4.49	1.10	58.34
3.	Utilities	16.19	2.24	0.40	18.83
	Total	**98.80**	**14.02**	**2.20**	**115.02**

** Calculated based on past experience of our Company and applicable tax rates as indicated in the quotations received by our Company. The tax rates may vary depending on the time of purchase of equipments. The calculation includes excise, customs duty, sales tax and value added tax, as applicable.*
*** Calculated based on internal estimates of the Company based on past experience of our Company and takes into account installation, packing, forwarding and transport charges, as applicable.*

The aforementioned estimates for the new production line for Namkeen, for which we intend to purchase machinery, including Aloo Bhujia production line, bhujia fryers, moong dal washing system, potato pest machine, dal grading machine, multi-grain colour sorter and collection tray are based on quotations received from D.M. Engineers, Royal Engineering Works, Orange Sorting Machines (India) Private Limited and G.R. Engineering Co. These quotations are valid up to February/March 2018.

Further, the aforementioned estimates for the new packaging line for Namkeen, for which we intend to purchase machinery including packing machines, packing platform, elevator, weigher and printer are based on quotations received from Uflex Limited, Heat and Control (South Asia) Private Limited, Pace Packaging Machines Private Limited, Shree Vasant Engineers and VS International. These quotations are valid up to February/March 2018.

Furthermore, the aforementioned estimates for purchase of related utilites includes UPS, electric main panel, compressor, air pipeline fabrication, electric main panel, dryer for compressor, metal detector, electrical cables, stem pipes, pipelines for oil and water are based on quotations received from Geetasha Enterprises, Shriram Engineering and Fabrication Works, Emtex Technovision, Vikas Metals, Rohit Sanitary and Hardware, Jain Electricals, Unique Equipments, Resource Combine Solutions Private Limited, Advanced Quality Products and Power Control and Equipments. These quotations are valid up to February/March 2018 other than the quotation for multi-grain colour sorter which is valid till July/August 2017.

D. <u>ETP</u>

a. <u>Modernization and upgradation of the ETP for our manufacturing facility at Indore</u>

Considering the increased production capacity of our facilities for Chips and Namkeen at Indore, we propose to modernize and upgrade our ETP plant for processing waste-water to a new plant by utilizing better technology and higher capacity.

Our fund requirements and deployment of the Net Proceeds for modernization and upgradation of the ETP plant are based on the proposal dated June 7, 2017, issued by Siddhivinayak Agri Processing Private Limited, a technical consulting and services firm (the "**ETP Proposal**"). The ETP Proposal is valid for a period of nine months from the date of the ETP Proposal.

In terms of the ETP Proposal, the break-up of the estimated costs for setting up the ETP plant is as follows:

Sr. No.	Particulars	Basic cost	Taxes*	Charges**	Total
		(in ₹ million)			
1.	Plant	52.38	7.73	1.20	61.31
2.	Installation and commissioning	1.85	0.27	0.04	2.16
3.	Effluent collection and screening system	2.49	0.37	0.06	2.92
4.	Sludge handling system	3.81	0.56	0.09	4.46
	Total	**60.53**	**8.93**	**1.39**	**70.85**

** Calculated based on past experience of our Company and applicable tax rates as indicated in the ETP Proposal received by our Company. The tax rates may vary depending on the time of purchase of equipments. The calculation includes excise, service tax, customs duty, sales tax and value added tax, as applicable.*
*** Calculated based on internal estimates of the Company based on past experience of our Company and takes into account installation, packing, forwarding and transport charges, as applicable.*

E. <u>Building</u>

1. <u>Construction of building for storage of raw materials, packaging materials and finished goods at our manufacturing facility at Indore</u>

Considering the increased manufacturing capacity of our facilities for Chips and Namkeen at Indore, we propose to construct a building on unutilised land forming part of our premises at

Indore for the purpose of storage of raw materials, packaging materials and finished goods. The building is proposed to be constructed upon land forming part of the premises of our manufacturing facilities at Indore, with an aggregate built up area of 34,987 sq. ft. Our Company already holds part of such land on leasehold and part of such land on freehold basis, and the Company does not propose to utilise any portion of the Issue Proceeds towards acquisition of cost of land for construction of the building.

The total cost towards Civil Construction Work and Site Development Work has been estimated based on the certificate dated August 30, 2017 from Manoj Joshi, Civil Engineers. The breakdown of the estimated expenses related to construction of building is as follows:

S. No.	Particulars	Amount (in ₹ million)
A.	***Civil Construction Work***	
1.	Construction of Building, including Structure and Brick Work	
	- Ground Floor	10.09
	- Mezzanine Floor	3.73
	- First Floor	8.74
	- Second Floor (Including Tower and Machine Room)	0.59
2.	Electrification	2.31
3.	Sanitation	1.39
4.	Painting	1.39
5.	Flooring	2.68
6.	Glaze tile-laying	0.39
7.	Interior work, including glass work, aluminum work and shutter's work	6.99
Total Estimated Cost of Civil Construction Work (A)		**38.30**
B.	***Site Development Work***	
1.	Water drain	0.81
2.	Chamber for water drain	0.27
3.	Foot-path	0.74
4.	Road-side kerb	0.25
5.	Pipe-laying	
	- 900 millimeter diameter	0.07
	- 600 millimeter diameter	0.06
	- 450 millimeter diameter	0.18
6.	Boundary wall	0.29
7.	Roller compacted concrete road	2.48
8.	Fabrication work	1.56
Total Estimated Cost of Site Development Work (B)		**6.71**
C.	***Contingencies***	
1.	Contingencies(1)	2.25
Total Estimated Contingencies (C)		**2.25**
D.	***Taxes***	
1.	Service tax at the rate of 6% on total estimated cost of civil construction work, site development work and contingencies (A+B+C)	2.84
Total Estimated Taxes (D)		**2.84**
GRAND TOTAL (A+B+C+D)		**50.10**

(1) *Calculated based on internal estimates of our Company based on past experience and market trends.*

Civil Construction Work

Civil construction work includes brick, structure work and plaster by way of construction of floors, together with ancillary work such as electrification, sanitation, painting, tiling and flooring of toilets, urinals, bathrooms, walls, glass, shutter and aluminium work.

Site Development Work

Site development work entails incidental work undertaken in respect of the site of construction of the proposed building and includes pipe-laying, construction of road with foot-path and road-side kerb, laying down water-drain, putting up boundary wall and fabrication work.

3. Investment in our Subsidiary Pure N Sure, for pre-payment of certain borrowings availed by our Subsidiary

We intend to utilise a part of the Net Proceeds amounting to ₹ 293.70 million to make an investment in our Subsidiary, Pure N Sure. Our Company will invest such amount in the equity share capital of Pure N Sure in accordance with the schedule provided at "- Utilization of Net Proceeds" at page 108. No dividend is assured in favor of the Company on account of such investment. Pure N Sure intends to utilise this investment for pre-payment of the borrowings (as indicated below) availed of by it. As a result of the proposed investment and the subsequent repayment of loan by Pure N Sure, our outstanding indebtedness on a consolidated basis will be reduced.

The following table sets forth provides details of the borrowings availed by Pure N Sure which are currently proposed to be pre-paid from the investment proposed to be made by our Company in Pure N Sure by utilising the Net Proceeds:

Sr. No.	Name of the Lender	Nature of Borrowing and date of the Sanction Letter/Document	Purpose(1)	Amount Sanctioned(1) (in ₹ million)	Amount Outstanding as at August 29, 2017(1) (in ₹ million)	Repayment Date/Schedule	Prepayment penalties
1.	ICICI Bank Limited	Rupee term loan facility and other facilities (together with sub-limits for facilities including capital expenditure buyers' credit, buyers' credit, capital expenditure letter of credit and letter of credit) availed pursuant to a sanction letter dated June 10, 2016 and a facility agreement dated June 23, 2016	Our Company availed of this term loan facility and other facilities for setting up a manufacturing unit in Indore, procurement of machineries or equipments, other construction expenses or adjustment of any outstanding capital expenditure letters of credit or buyers' credit facility. In terms of the sanction letter dated June 10, 2016, the facilities may not be used, in part or full, for investment in capital markets, acquisition of land, acquisition or	300.00	299.90 (2)	Repayment in 23 instalments over a period of 84 months from first date of disbursement.	Prepayment premium shall be as stipulated by ICICI Bank

Sr. No.	Name of the Lender	Nature of Borrowing and date of the Sanction Letter/Document	Purpose[(1)]	Amount Sanctioned[(1)]	Amount Outstanding as at August 29, 2017[(1)]	Repayment Date/Schedule	Prepayment penalties
				(in ₹ million)			
			buyback of equity shares of Indian companies, funding of promoters' contribution towards the proposed project, or any other illegal or prohibited purpose.				

(1) *As certified by Ramesh K Jain & Associates, Chartered Accountants (Firm Registration Number: 009394C) vide its certificate dated June 20, 2017. Further, Ramesh K Jain & Associates, Chartered Accountants, Chartered Accountants, have confirmed that these borrowings have been utilized for the purposes for which they were availed, as provided in the relevant borrowing documents. Ramesh K Jain & Associates, Chartered Accountants, Chartered Accountants, have further confirmed that none of the borrowings that are intended to be repaid out of the net Issue proceeds have been utilized for any payments to or repayment/refinancing of any loans availed from the Promoter Group or Group Companies.*

(2) *Comprising outstanding amount of ₹ 267.10 million under rupee term loan, and ₹ 26.60 million under the capital expenditure letter of credit facility.*

4. Marketing and brand building activities

We are involved in the business of manufacture and sale of snacks in India and our products are sold under the brand Yellow Diamond. The brand 'Yellow Diamond' and the then existing products under such brand were acquired by our Company pursuant to the acquisition of certain manufacturing businesses of Prakash Snacks, our Group Company, through the business transfer agreement dated September 28, 2011. For further details, see "History and Certain Corporate Matters – Summary of Key Agreements" and "Our Business" on pages 197 and 171, respectively.

In the industry in which we operate, awareness of consumers regarding products is a significant factor contributing to market share. Marketing and advertising activities provide a means of creating such product awareness and educating a potential consumer to make a purchase decision. FMCG companies and other food and beverages companies in India undertake extensive advertising and promotion activities through various instruments across television, print and other media. We believe that to maximise the efficiency of such marketing activities, it is imperative to set appropriate budgeting in advance.

We have over the years focused our marketing and promotional activities on strengthening our product brands and in particular, establishing, building and promoting the 'Yellow Diamond' brand across India. We have invested in brand building through our marketing and sales promotional activities, including the multimedia campaign "Dildar Hain Hum", tie-ups with children's television channels and programs to promote our products through select cartoons, programs and film marketing. We have also engaged Salman Khan, an actor in the Hindi film industry, to be our brand ambassador. We invest in marketing and sales promotion activities across various media, depending on the markets we intend to tap, to increase our brand recognition among our existing and potential users vis-a-vis our competitors. We believe that recognition and reputation of our brand among consumers has contributed to the growth of our business and hence maintaining and enhancing our brand is critical to our business. Accordingly, we intend to spend significant financial resources in the future towards marketing and brand building activities to further enhance our brand presence and to expand our customer base. For details on our sales and marketing initiatives, see "Our Business- Sales and Marketing" on page 185.

In Fiscals 2017, 2016 and 2015, we had incurred ₹ 287.57 million, ₹ 241.92 million and ₹ 97.53 million, respectively, on advertisement activities, which constituted 3.18%, 3.19% and 1.74% of our total revenue for these fiscal years respectively.

We have entered into an Agency Agreement dated January 28, 2016 with P.P. Marketing, whereby P.P. Marketing provides various media services to our Company in relation to our products (the "**Media Agreement**"). P.P. Marketing is not related to the Promoters or Promoter Group in any manner. In terms of the Media Agreement, media services include advising on formulating a media plan, arranging and providing commercial slots for advertisement of our product on various television and radio channels and providing other services for promotion and marketing of the brands and the products manufactured by us. The Media Agreement is valid till September 30, 2018. Pursuant to the Media Agreement, we have received a detailed media planning report dated June 19, 2017 from P.P. Marketing in relation to the marketing budget for our Company for Fiscals 2018, 2019 and 2020 ("**Marketing Plan**"). The Marketing Plan, through an analysis of various parameters including media trends, our competitive landscape and our target audience, identifies the most optimum medium in order for us to achieve our marketing objective, identifies key genres for the lead medium and sets out a defined budgeting and investment plan specific to our Company.

Our objective is to build strong brand equity for our 'Yellow Diamond' brand over the Fiscals 2018, 2019 and 2020, and to improve mind measure scores and top of mind recall among our targetted customer base. We propose to spend approximately 5-7% of our total revenue on advertising across our product range by using multiple media like television, print / radio, out-of-home and digital media over the subsequent three years. The television channels, radio or newspapers in which we propose to advertise will largely depend on our intended target audience.

Our target audience under the Marketing Plan includes both male and female audience, belonging to diverse socio-economic classes ranging with our primary target audience belonging to the age group of 18 to 40 years and our secondary target audience belonging to the age group of 4 to 18 years. Further, our priority target markets are selected on certain parameters including potential for growth, category penetration and size of the market and current market share.

Based on the target audiences and markets, over the subsequent three years, we intend to use television as the lead medium for our marketing and brand building activities. The Marketing Plan identifies such key genres as Hindi general entertainment channels, Hindi movie channels, Hindi music channels, news channels, sports channels and kids' channels. In terms of the Marketing Plan, our product-wise advertising strategy for television is segregated between Rings and non-Rings, taking into account the significant contribution of Rings to our total revenue from operations (net) (44.11% for Fiscals 2017, 46.32% for Fiscals 2016 and 31.81% for Fiscal 2015), as well as the target audience for Rings, which is primarily children in the age group of four to 14 years, across India. We also intend to strategically use other media, such as print/radio, cinema, out of home and digital media as part of our marketing activities.

In terms of the Marketing Plan, the recommended expenditure for marketing spends, across television, print/radio, cinema, out of home and digital media, is estimated at ₹ 277 million, ₹ 359 million and ₹ 416 million for Fiscals 2018, 2019 and 2020, respectively. The break-up of the recommended expenditure as provided in the Marketing Plan, is as set forth in the table below:

(in ₹ million)

Particulars of medium	**Recommended expenditure for**								
	Fiscal 2018			**Fiscal 2019**			**Fiscal 2020**		
	Amount proposed to be funded through internal accruals	**Amount proposed to be funded through the Net Proceeds**	**Total amount[(1)]**	**Amount proposed to be funded through internal accruals**	**Amount proposed to be funded through the Net Proceeds**	**Total amount**	**Amount proposed to be funded through internal accruals**	**Amount proposed to be funded through the Net Proceeds**	**Total amount**
Television – Non-Rings	120.00	Nil	**120.00**	62.00	100.00	**162.00**	95.00	100.00	**195.00**
Television – Rings	123.00	Nil	**123.00**	49.00	100.00	**149.00**	81.00	100.00	**181.00**
Radio/Print	13.00	Nil	**13.00**	20.00	Nil	**20.00**	20.00	Nil	**20.00**
Cinema/Out of home	7.00	Nil	**7.00**	Nil	Nil	**Nil**	Nil	Nil	**Nil**
Digital	14.00	Nil	**14.00**	28.00	Nil	**28.00**	20.00	Nil	**20.00**
Grand Total	**277.00**	**Nil**	**277.00**	**159.00**	**200.00**	**359.00**	**216.00**	**200.00**	**416.00**

(1) *Based on the report dated June 19, 2017 prepared by P.P. Marketing.*

Television Marketing

In television, from the channels identified in the Marketing Plan, we intend to select multiple channels with a healthy mix of programs across ’prime time and ‘non-prime time’ time slots. ‘Prime time’ programs are usually priced higher as compared to ‘non-prime time’ programs. In terms of the Marketing Plan, for the first year, we intend to undertake brand building activities using traditional high reach channels and driving maximum visibility. For the second and the third years, we intend to continue the same approach, but with smaller bursts and extended weeks on air. We believe that this approach will help us to maintain minimum level of advertising spends and will improve overall efficiencies and effectiveness for our ‘Yellow Diamond’ brand.

Television – Rings

Our Rings products are primarily targeted at children and we have, in the past, undertaken advertisement and sales promotion campaigns targeted at children in the age group of four to 14 years for our Rings products. For details see “Our Business- Sales and Marketing” on page 185. In terms of the Marketing Plan, our approach to television advertising for our products is to focus on the top kids’ channels, and have a high-visibility campaign every month with a fixed number of spots across the year. The break-up of the channel-wise budgeted expenditure towards Rings through television, as provided in the Marketing Plan, is as set forth in the table below:

(in ₹ million)

Particulars	Fiscal 2018	Fiscal 2019	Fiscal 2020
Top six English/Hindi kids’ channels	110.00	133.00	156.00
Top three vernacular kids channels	13.00	16.00	25.00
Total	**123.00**	**149.00**	**181.00**

Others

Radio and Cinema

Other media recommended in the Marketing Plan on the basis of higher affinity of our intended target audience are radio and cinema. We propose to use Radio and Cinema advertising to supplement our television campaigns as well as increase the brand visibility. Similar parameters comprising media trends, our competitive landscape and our target audience will be followed for identifying the key radio stations and theatres, which have the maximum listenership and footfalls, respectively, in our priority markets. The Marketing Plan recommends spend of ₹ 60 million over Fiscal 2018 to Fiscal 2020 towards radio and cinema advertising.

Digital

The Marketing Plan proposes selective participation in digital media, by creating a presence across social media platforms, search platforms and our own digital assets. The Marketing Plan recommends a spend of ₹ 60 million over Fiscal 2018 to Fiscal 2020 towards digital advertising

Our deployment of money for advertising expenses on different media is contingent on various factors, such as the nature of the advertising campaign, ratings of programs or segments, penetration levels, specific media, sports and entertainment events, expected viewership of our advertisements, expected growth of the Indian economy, and our business and marketing plans. Accordingly, we may choose to purchase more advertising time/space for certain specific desirable media, channels or segments and less advertising time in others, in variance to that mentioned in the Media Budgeting Proposal, subject to the overall deployment of ₹ 400.00 million from the Net Proceeds for this purpose.

Means of finance

The fund requirements set out for the aforesaid objects of the Issue are proposed to be met entirely from the Net Proceeds and our internal accruals. Accordingly, our Company confirms that there is no requirement to make firm arrangements of finance through verifiable means towards at least 75% of the stated means of finance, excluding the amount to be raised from the Fresh Issue.

General corporate purposes

Our Company proposes to deploy the balance Net Proceeds aggregating ₹ 368.17 million towards general corporate purposes, subject to such utilization not exceeding 25% of the Net Proceeds, in compliance with the SEBI ICDR Regulations, including but not limited to strategic initiatives, partnerships and joint ventures, meeting fund requirements which our Company may face in the ordinary course of business, meeting expenses incurred in the ordinary course of business and any other purpose as may be approved by the Board or a duly appointed committee from time to time, subject to compliance with the necessary provisions of the Companies Act. Our Company's management, in accordance with the policies of the Board, will have flexibility in utilising any surplus amounts.

Issue Expenses

The total expenses of the Issue are estimated to be approximately ₹ 329.55 million. The break up of the Issue expenses is as follows:

Activity	Estimated expenses (in ₹ million)	As a % of the total estimated Issue expenses	As a % of the total Issue size
GCBRLMs and BRLM fees and commissions (including underwriting commission, brokerage and selling commission)	142.43	43.22	2.96
Commission/processing fee for SCSBs(2) and Bankers to the Issue	10.22	3.10	0.21
Brokerage and selling commission for members of Syndicate, and Registered Brokers, RTAs and CDPs(3)	15.48	4.70	0.32
Registrar to the Issue	21.77	6.61	0.45
Other advisors to the Issue	49.38	14.98	1.02
Others			
- Listing fees, SEBI filing fees, BSE & NSE processing fees, bookbuilding software fees	21.82	6.62	0.45
- Printing and stationery	15.00	4.55	0.31
- Advertising and marketing expenses	48.47	14.71	1.01
- Miscellaneous	4.98	1.51	0.10
Total estimated Issue expenses	329.55	100.00	6.83

1. *Selling commission payable to the SCSBs on the portion for Retail Individual Bidders, Non-Institutional Bidders and Eligible Employees, which are directly procured by the SCSBs:*

Portion	*Selling Commission (% of Amount Allotted*, Exclusive of Applicable Taxes)*
Retail Individual Bidders	*0.35*
Non-Institutional Bidders	*0.20*
Eligible Employees	*0.25*

**Amount Allotted is the product of the number of Equity Shares Allotted and the Issue Price.*

Processing fees payable to the SCSBs on the portion for Retail Individual Bidders, Non-Institutional Bidders and Eligible Employees which are procured by the members of the Syndicate/sub-Syndicate/Registered Brokers/RTAs/CDPs and submitted to SCSB for blocking would be as follows:

Portion	*Processing Fees (₹ per Application*, Exclusive of Applicable Taxes)*
Retail Individual Bidders	*10*
Non-Institutional Bidders	*10*
Eligible Employees	*10*

** Based on valid applications.*

Selling Commission payable to the SCSBs will be determined on the basis of the bidding terminal identity as captured in the Bid Book of BSE or NSE. No processing fees shall be payable by the Company and the Selling Shareholders to the SCSBs on the applications directly procured by them.

2. *Selling commission payable to the members of the Syndicate (including their sub-syndicate members), Registered Brokers, RTAs and CDPs on the portion for Retail Individual Bidders, Non-Institutional Bidders and Eligible Employees which are procured by them would be as follows:*

Portion	***Selling Commission (% of Amount Allotted*, Exclusive of Applicable Taxes)***
Retail Individual Bidders:	*0.35*
Non-Institutional Bidders:	*0.20*
Eligible Employees	*0.25*

** Amount Allotted is the product of the number of Equity Shares Allotted and the Issue Price.*

The Selling Commission payable to the Syndicate / Sub-Syndicate Members will be determined on the basis of the application form number / series, provided that the application is also bid by the respective Syndicate / Sub-Syndicate Member. For clarification, if a Syndicate ASBA application on the application form number / series of a Syndicate / Sub-Syndicate Member, is bid by an SCSB, the Selling Commission will be payable to the SCSB and not the Syndicate / Sub-Syndicate Member.

Bidding/uploading Charges payable to members of the Syndicate (including their sub-Syndicate Members), Registered Brokers, RTAs and CDPs on the portion for Retail Individual Bidders, Non-Institutional Bidders and Eligible Employees which are procured by them and submitted to SCSB for blocking, would be ₹ 10 per valid application. The selling commission and Bidding Charges payable to the Registered Brokers, RTAs and CDPs will be determined on the basis of the bidding terminal id as captured in the Bid Book of BSE or NSE.

Interim use of Net Proceeds

Our Company, in accordance with the policies established by the Board from time to time, will have flexibility to deploy the Net Proceeds. Pending utilization for the purposes described above, our Company will deposit the Net Proceeds only with one or more scheduled commercial banks included in Second Schedule of Reserve Bank of India Act, 1934. In accordance with Section 27 of the Companies Act, 2013, our Company confirms that it shall not use the Net Proceeds for buying, trading or otherwise dealing in the shares of any other listed company or for any investment in the equity markets or providing inter-corporate deposits to any related parties.

Bridge Financing Facilities

Our Company has not raised any bridge loans from any bank or financial institution as on the date of this Prospectus, which are proposed to be repaid from the Net Proceeds.

Monitoring of Utilisation of Funds

Our Company has appointed HDFC Bank Limited as the monitoring agency in accordance with Regulation 16 of the SEBI ICDR regulations. Our Board and the monitoring agency will monitor the utilization of the Net Proceeds, and submit the report required under Regulation 16(2) of the SEBI Regulations.

Our Company will disclose the utilization of the Net Proceeds under a separate head in our balance sheet along with the relevant details, for all such amounts that have not been utilized. Our Company will indicate investments, if any, of unutilized Net Proceeds in the balance sheet of our Company for the relevant Fiscals subsequent to receipt of listing and trading approvals from the Stock Exchanges.

Pursuant to Regulation 32(3) of the SEBI Listing Regulations, our Company shall, on a quarterly basis, disclose to the Audit Committee the uses and applications of the Net Proceeds. On an annual basis, our Company shall prepare a statement of funds utilised for purposes other than those stated in this Prospectus and place it before the Audit Committee and make other disclosures as may be required until such time as the Net Proceeds remain unutilised. Such disclosure shall be made only until such time that all the Net Proceeds have been utilised in full. The statement shall be certified by the statutory auditor of our Company. Furthermore, in accordance with Regulation 32(1) of the SEBI Listing Regulations, our Company shall furnish to the Stock Exchanges on a quarterly basis, a statement indicating (i) deviations, if any, in the actual utilisation of the proceeds of the Fresh Issue from the objects of the Fresh Issue as stated above; and (ii) details of category wise variations in the actual utilisation of the proceeds of the Fresh Issue from the objects of the Fresh Issue as stated above. This information will also be published in newspapers simultaneously with the interim or annual financial results and explanation for such variation (if any) will be included in our Director’s report, after placing the same before the Audit Committee.

Variation in Objects

In accordance with Sections 13(8) and 27 of the Companies Act, 2013 and applicable rules, our Company shall not vary the objects of the Issue without our Company being authorised to do so by the Shareholders by way of a special resolution through postal ballot. In addition, the notice issued to the Shareholders in relation to the passing of such special resolution (the "**Postal Ballot Notice**") shall specify the prescribed details as required under the Companies Act and applicable rules. The Postal Ballot Notice shall simultaneously be published in the newspapers, one in English and one in Hindi, being the local language of the jurisdiction where the Registered Office is situated in accordance with the Companies Act and applicable rules. Our Promoters or controlling shareholders will be required to provide an exit opportunity to such Shareholders who do not agree to the proposal to vary the objects, at such price, and in such manner, as prescribed under the SEBI ICDR Regulations.

Appraising Entity

None of the objects of the Issue for which the Net Proceeds will be utilized have been appraised by any bank/financial institution.

Other Confirmations

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

Our Company has not entered into and is not planning to enter into any arrangement/agreements with Promoters, Promoter Group, Group Companies, Directors and Key Management Personnel in relation to the utilization of the Net Proceeds. Further, except in the ordinary course of business, there is not existing or anticipated interest of such individuals and entities in the objects of the Fresh Issue as set out above. The Issue comprises the Fresh Issue and the Offer for Sale.

BASIS FOR ISSUE PRICE

The Issue Price has been determined by our Company and the Selling Shareholders in consultation with the GCBRLMs and the BRLM on the basis of assessment of market demand for the Equity Shares offered through the Book Building Process and on the basis of quantitative and qualitative factors as described below. The face value of the Equity Shares is ₹ 5 each and the Issue Price is 186 times the face value at the lower end of the Price Band and 187.60 times the face value at the higher end of the Price Band.

Investors should see "Our Business", "Risk Factors" and "Financial Statements" beginning on pages 171, 18 and 236, respectively, to have an informed view before making an investment decision.

Qualitative Factors

We believe the following business strengths allow us to successfully compete in the industry

- Innovation driven diversified product portfolio
- Value proposition for consumers
- Strategic supply chain for a pan-India distribution network
- Strategically located manufacturing facilities
- Successful track record and professional management

For further details, see "Our Business", "Risk Factors" and "Financial Statements" beginning on pages 171, 18 and 236, respectively.

Quantitative Factors

Certain information presented below relating to our Company is based on the Restated Consolidated Financial Statements and Restated Unconsolidated Financial Statements prepared in accordance with Indian GAAP, the Companies Act, 2013 and restated in accordance with SEBI ICDR Regulations. For details, see "Financial Statements" beginning on page 236.

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

1. Basic and Diluted Earnings Per Share ("EPS"), as adjusted for changes in capital:

As per Restated Consolidated Financial Statements:

Financial Period	Basic / Diluted EPS (in ₹)	Weight
March 31, 2017	4.77	3
March 31, 2016	13.32	2
March 31, 2015	4.83	1
Weighted Average	**7.63**	

As per Restated Unconsolidated Financial Statements:

Financial Period	Basic / Diluted EPS (in ₹)	Weight
March 31, 2017	5.04	3
March 31, 2016	14.78	2
March 31, 2015	4.84	1
Weighted Average	**8.25**	

The above figures have been computed after considering the impact of (i) the sub-division of every equity share of face value of ₹ 10 each into 10 equity shares of face value of ₹ 1 each and the subsequent consolidation of every five equity shares of face value of ₹ 1 each into one Equity Share of face value of ₹ 5 each, (ii) the allotment of bonus equity shares in the ratio of 5 equity shares for every equity share held, to the then equity shareholders as approved by the Shareholders at their extra-ordinary general meeting held on September 24, 2016, (iii) the allotment of three Equity Shares for every Equity Share held, to the existing Shareholders as approved by the Shareholders at their extra-

ordinary general meeting held on June 3, 2017 and (iv) 5,792,700 equity shares were allotted to SCI, 268,800 equity shares were allotted to SCG, and 868,740 equity shares were allotted to SCI-GIH pursuant to conversion of 96,545 CCPS held by SCI, 4,480 CCPS held by SCG and 14,479 CCPS held by SCI-GIH, respectively, pursuant to a resolution dated May 26, 2017 passed by our Board.

Notes:

(1) *Weighted average = Aggregate of year-wise weighted EPS divided by the aggregate of weights i.e. (EPS x Weight) for each year/Total of weights*

(2) *The figures disclosed above are based on the restated summary statements of our Company.*

(3) *The face value of each Equity Share is ₹ 5.*

(4) *Earnings per Share (₹) = Profit after tax attributable to equity shareholders for the year/Weighted Average No. of equity shares*

(5) *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.*

(6) *The above statement should be read with Significant Accounting Policies and the Notes to the Restated Financial Statements as appearing in Annexure IV beginning on page 236.*

2. Price/Earning ("P/E") ratio in relation to Price Band of ₹ 930 to ₹ 938 per Equity Share:

Particulars	P/E at the lower end of Price band (no. of times)	P/E at the higher end of Price band (no. of times)
Based on basic EPS for the year ended March 31, 2017 on a unconsolidated basis	184.52	186.11
Based on basic EPS for the year ended March 31, 2017 on a consolidated basis	194.97	196.65
Based on diluted EPS for the year ended March 31, 2017 on a unconsolidated basis	184.52	186.11
Based on diluted EPS for the year ended March 31, 2017 on a consolidated basis	194.97	196.65

Industry P/E ratio

	P/E Ratio	Name of the company	Face value of equity shares (₹)
Highest	87.81	DFM Foods	10.0
Lowest	56.62	Britannia Industries	2.0
Average	72.21		

Notes:

1. *The industry high and low has been considered from the industry peer set provided later in this chapter. The industry composite has been calculated as the arithmetic average P/E of the industry peer set disclosed in this section. For further details, see "– Comparison of Accounting Ratios with Listed Industry Companies" on page 128.*

2. *P/E figures for the peers are computed based on closing market price as on August 29, 2017 at BSE, divided by Diluted EPS (on consolidated basis) based on the Annual Reports of such companies for the Fiscal Year 2017.*

3. Return on Net Worth ("RoNW")

As per Restated Unconsolidated Financial Statements of our Company:

Particulars	RoNW %	Weight
Year ended March 31, 2017	4.32	3

Particulars	RoNW %	Weight
Year ended March 31, 2016	13.80	2
Year ended March 31, 2015	5.23	1
Weighted Average	7.63	

As per Restated Consolidated Financial Statements of our Company:

Particulars	RoNW %	Weight
Year ended March 31, 2017	4.15	3
Year ended March 31, 2016	12.60	2
Year ended March 31, 2015	5.22	1
Weighted Average	7.15	

Notes:

(1) *Weighted average = Aggregate of year-wise weighted RoNW divided by the aggregate of weights i.e. (RoNW x Weight) for each year/Total of weights*

(2) *Return on Net Worth (%) = Net Profit after Tax (as restated) divided by Net worth at the end of the year/period (excluding revaluation reserve).*

(3) *Net worth for ratios mentioned represents sum of paid-up share capital, reserves and surplus (securities premium, capital reserve and surplus in the Statement of Profits and Losses as per the Restated Financial Information.*

4. Minimum Return on Increased Net Worth after the Issue needed to maintain Pre-Issue EPS for the year ended March 31, 2017:

Particulars	At Floor Price	At Cap Price
To maintain pre-Issue basic EPS (after adjusting bonus shares)		
On unconsolidated basis	2.41%	2.40%
On consolidated basis	2.29%	2.29%
To maintain pre-Issue diluted EPS (after adjusting bonus shares)		
On unconsolidated basis	2.41%	2.40%
On consolidated basis	2.29%	2.29%

5. Net Asset Value per Equity Share of face value of ₹ 5 each (as adjusted for changes in capital)

(i) Net asset value per Equity Share as on March 31, 2017 on an unconsolidated basis is ₹ 116.33.

(ii) Net asset value per Equity Share as on March 31, 2017 on a consolidated basis is ₹ 114.66.

(iii) After the Issue on an unconsolidated basis:

(a) At the Floor Price: ₹ 209.54

(b) At the Cap Price: ₹ 209.71

(iv) After the Issue on a consolidated basis:

(a) At the Floor Price: ₹ 208.06

(b) At the Cap Price: ₹ 208.22

(v) Issue Price: ₹ 938

Notes:

(1) *Issue Price per Equity Share will be determined on conclusion of the Book Building Process.*

(2) *Net Asset Value Per Equity Share =* $\dfrac{\textit{Net worth as per the restated financial information}}{\textit{Total number of equity shares outstanding as at the end of year/period}}$

(3) *Net worth has been computed by aggregating paid up share capital and reserves and surplus (securities premium, general reserve and surplus in the Statement of Profits and Losses) as per the restated financial information. There is no revaluation reserve or miscellaneous expenditure (to the extent not written off).*

(4) *Net worth for ratios mentioned represents sum of paid-up share capital, reserves and surplus (securities premium, capital reserve and surplus in the Statement of Profits and Losses as per the Restated Financial Information.*

(5) *The above figures have been computed after considering the impact of (i) the sub-division of every equity share of face value of ₹ 10 each into 10 equity shares of face value of ₹ 1 each and the subsequent consolidation of every five equity shares of face value of ₹ 1 each into one Equity Share of face value of ₹ 5 each, (ii) the allotment of bonus equity shares in the ratio of 5 equity shares for every equity share held, to the then equity shareholders as approved by the Shareholders at their extra-ordinary general meeting held on September 24, 2016, (iii) the allotment of three Equity Shares for every Equity Share held, to the existing Shareholders as approved by the Shareholders at their extra-ordinary general meeting held on June 3, 2017 and (iv) 5,792,700 equity shares were allotted to SCI, 268,800 equity shares were allotted to SCG, and 868,740 equity shares were allotted to SCI-GIH pursuant to conversion of 96,545 CCPS held by SCI, 4,480 CCPS held by SCG and 14,479 CCPS held by SCI-GIH, respectively, pursuant to a resolution dated May 26, 2017 passed by our Board.*

6. Comparison of Accounting Ratios with Listed Industry Peers

Name of Company	**Face Value (₹ Per Share)**	**Closing price on August 29, 2017 (₹)**	**Revenue, for the Fiscal 2017 (in ₹ million)**	**EPS (₹)**		**NAV[4] (₹ per share)**	**P/E[2]**	**RONW[3] (%)**
				Basic	**Diluted[1]**			
Prataap Snacks Limited	5.0	-	9,039.17	4.77	4.77	114.66	-	4.15
Peer Group								
Britannia Industries	2.0	4,173.1	93,241.1	73.72	73.71	224.92	56.62	32.78
DFM Foods	10.0	1,392.6	3,448.9	15.87	15.86	80.75	87.81	19.65

Source: All the financial information for listed industry peers mentioned above is on a consolidated basis and is sourced from the Annual Reports of the respective company for the year ended March 31, 2017

Source for Prataap Snacks Limited: Based on the Restated Consolidated Financial Statements for the year ended March 31, 2017.

Notes:

(1) *Diluted EPS refers to the Diluted EPS sourced from the audited financial results of the respective company for the year ended March 31,2017*

(2) *P/E Ratio has been computed based on the closing market price of equity shares on the BSE on August 29, 2017, divided by the Diluted EPS provided under Note 1.*

(3) *RoNW is computed as net profit after tax divided by closing net worth. Net worth has been computed as sum of share capital and reserves and surplus (including capital reserve and excluding debenture redemption reserve, if any)*

(4) *NAV is computed as the closing net worth divided by the closing outstanding number of equity shares*

The Issue Price of ₹ 938 has been determined by our Company and the Selling Shareholders in consultation with the GCBRLMs and the BRLM, on the basis of assessment of market demand from investors for Equity Shares through the Book Building Process and, is justified in view of the above qualitative and quantitative parameters. Investors should read the above mentioned information along with "Risk Factors", "Our Business", "Management's Discussion and Analysis of Financial Condition and Results of Operations" and "Financial Statements" beginning on pages 18, 171, 373 and 236, respectively, to have a more informed view. The trading price of Equity Shares could decline due to factors mentioned in "Risk Factors" beginning on page 18 and you may lose all or part of your investments.

STATEMENT OF TAX BENEFITS

STATEMENT OF POSSIBLE TAX BENEFITS AVAILABLE TO THE COMPANY AND ITS SHAREHOLDERS UNDER THE APPLICABLE LAWS IN INDIA

To,

The Board of Directors
Prataap Snacks Limited (formerly known as Prataap Snacks Private Limited)
Khasra No. 378/2, Nemawar Road,
Near Makrand House,
Indore – 452 020

Dear Sirs / Madam,

Sub: Statement of possible tax benefits available to Prataap Snacks Limited ('PSL' or 'Company') and its shareholders under the Indian tax laws.

We hereby confirm that the enclosed annexure, prepared by PSL states the possible tax benefits available to the Company and the shareholders of the Company under the Income-tax Act, 1961 ('Act') as amended by the Finance Act 2017, i.e. applicable for the Financial Year ('FY') 2017-18 relevant to the assessment year 2018-19 presently in force in India. Several of these benefits are dependent on the Company and/or its shareholders fulfilling the conditions prescribed under the relevant provisions of the Act. Hence, the ability of the Company or its shareholders to derive the tax benefits is dependent upon fulfilling such conditions, which based on the business imperatives, the Company or its shareholders may or may not choose to fulfil.

The benefits discussed in the enclosed Annexure are not exhaustive and the preparation of the contents stated is the responsibility of the Company's management. We are informed that this statement is only intended to provide general information to the investors and hence is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of the tax consequences 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 issue.

Our confirmation is based on the information, explanations and representations obtained from the Company and on the basis of our understanding of the business activities and operations of the Company.

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

- The Company or its shareholders will continue to obtain the benefits as per the Statement in future;
- The conditions prescribed for availing the benefits, wherever applicable have been/ would be met with; and
- The revenue authorities/courts will concur with the views expressed herein.

For S R B C & CO LLP
Chartered Accountants
ICAI Firm Registration No.: 324982E/E300003

per Sudhir Soni
Partner
Membership No.: 41870
Place: Mumbai, India
Date: June 20, 2017

STATEMENT OF TAX BENEFITS

The information provided below sets out the possible tax benefits available to Prataap Snacks Limited ('PSL' or 'the Company') and its equity shareholders in a summary manner only and is not a complete analysis or listing of all potential tax consequences of the purchase, ownership and disposal of equity shares, under the tax laws currently 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 AS WELL AS IN RESPECT OF THE POSSIBLE BENEFITS AVAILABLE TO THE COMPANY.

Levy of Income Tax

As per the provisions of the Act, taxation of a person is dependent on their tax residential status. The Indian tax year runs from April 1 to March 31. We summarize herein below the provisions relevant for determination of residential status of a tax payer.

As per the provisions of the Act, an **individual** is considered to be a **resident in India** during any financial year ('FY') if he or she is present in India for:

(i) a period or periods aggregating to 182 days or more in that FY; or

(ii) for a period or periods aggregating to 365 days or more within the four preceding FY's and a period or periods aggregating to 60 days or more in that FY and.

In case of an Indian citizen or a person of Indian origin living abroad who visits India and in the case of a citizen of India who leaves India for the purposes of employment outside India in any FY, the limit of 60 days under point (ii) above, shall be read as 182 days.

A **Company** is resident in India if it is an Indian Company or its place of effective management, in that year, is in India.

A **Hindu Undivided Family ('HUF')**, **firm (including Limited Liability Partnership) or other association of persons** is resident in India, except when the control and management of its affairs is situated wholly outside India during the relevant FY.

A person who is not a resident in India would be regarded as **'Non-Resident'**. Subject to qualifying with certain prescribed conditions, individuals may be regarded as 'Resident but not ordinarily resident'.

In general, a person who is 'resident' in India in a tax year, is subject to tax in India on their global income. In case of a person who is 'non-resident' in India, only the income that is received or deemed to be received or accrues or is deemed to accrue or arise to such person in India is subject to tax in India. In the instant case, the income from transfer/sale of equity shares of the Company would be considered to accrue or arise in India, and would be taxable in the hands of all persons irrespective of residential status. Income from dividend would be subject to tax under Section 115-O of the Act in the hands of the company distributing the dividend. However, relief may be available under applicable Double Taxation Avoidance Agreement ('DTAA') to certain non-residents, subject to satisfaction of conditions as prescribed under the Act and the relevant DTAA.

Tax Considerations

As per the taxation laws in force, the tax benefits / consequences, as applicable, to the Company and its equity shareholders investing in the equity shares are summarized below. Several of these benefits are dependent on the Company or its equity shareholders fulfilling the conditions prescribed under the relevant tax laws. Hence, the ability of the Company or its shareholders to derive the tax benefits is dependent upon fulfilling such conditions.

A. BENEFITS AVAILABLE TO THE COMPANY - UNDER THE ACT

1. Special Tax Benefits available to the Company

The following special tax benefits are available to the Company after fulfilling conditions as per the respective provisions of the Act.

1.1. Section 80-IB of the Act- Deduction in relation to profits and gains from certain industrial undertakings other than infrastructure development undertakings

An undertaking or an enterprise which has begun manufacturing any article or thing (other than those specified in the Eleventh Schedule to the Act), or operates one or more cold storage plant or plants, in any part of India or deriving profit from the business of processing, preservation and packaging of fruits or vegetables or meat and meat products or poultry or marine or dairy products or from the integrated business of handling, storage and transportation of foodgrains, is entitled for a 100% deduction for first five years beginning with the initial year and thereafter, 30% of the profits and gains derived from the operation of such business for another 5 years under Section 80-IB of the Act, subject to satisfaction of the prescribed conditions. The Company has a unit set up in 2012 in Indore, Madhya Pradesh which, as informed to us, is eligible for deduction under Section 80-IB of the Act. However, as per Section 115JB of the Act, the Company shall be required to pay Minimum Alternate Tax (‘MAT’) at the rate of 18.5% (plus applicable surcharge and cess) on book profits as computed under the said section, irrespective of the tax benefits available under Section 80-IB of the Act

1.2. Section 80-IE of the Act– Deduction relating to certain undertakings in North – Eastern States

In accordance with and subject to the conditions specified under Section 80-IE of the Act, an enterprise or undertaking which has begun or begins to manufacture or produce any article or thing (being an eligible article or thing specified in this respect), on or after 1 April 2007 but before 1 April 2017 in any of the North Eastern States including Assam, is entitled to a deduction of 100% of profits and gains of the said business for ten consecutive Assessment Years (‘AY’) commencing from the AY relevant to the previous year in which the undertaking or enterprise begins to manufacture or produce articles or things. The Company has two units set up in Guwahati/Assam which became operational in 17 July 2014 and 1 April 2016 respectively which, as informed to us, are eligible for deduction under Section 80-IE of the Act. However, as per Section 115JB of the Act, the Company shall be required to pay MAT at the rate of 18.5% (plus applicable surcharge and cess) on book profits as computed under the said section, irrespective of the tax benefits available under Section 80-IE of the Act.

2. General Tax Benefits available to the company

2.1. Business Income

- Under Section 32(1) of the Act, the Company can claim depreciation allowance at the prescribed rates on tangible assets such as building, plant and machinery, furniture and fixtures, etc. and intangible assets defined to include patent, trademark, copyright, know-how, licenses, franchises or any other business or commercial rights of similar nature, if such intangible assets are acquired on or after April 01, 1998.

- Further, under Section 32(1)(iia) of the Act, the Company can claim additional depreciation of 20% on actual cost of new plant and machinery acquired and installed during the year subject to satisfaction of the prescribed conditions.

- The proviso to this section provides that if an assessee sets up an undertaking or enterprise for manufacture or production of any article or thing, on or after the 1st day of April, 2015 in any backward area notified by the Central Government in this behalf, in the State of Andhra Pradesh or in the State of Bihar or in the State of Telangana or in the State of West Bengal, and acquires and installs any new machinery or plant (other than ships and aircraft) for the purposes of the said undertaking or enterprise during the period beginning on the 1st day of April, 2015 and ending before the 1st day of April, 2020 in the said backward area, then, the assese can claim additional depreciation of 35% on actual cost under this clause

- In terms of provision of Section 72 of the Act, Business losses, if any for an assessment year can be carried forward and set off against business profits for eight subsequent assessment years. Further, as per the provisions of Section 32(2) of the Act, unabsorbed depreciation may be carried forward for indefinite period and can be set off against any source of income in the subsequent years, subject to provisions of Section 72(2) and 73(3) of the Act.

- As per the provisions of Section 72A of the Act, pursuant to business re-organisation (such as amalgamation/demerger) the successor company shall be allowed to carry forward any accumulated tax losses, unabsorbed depreciation of the predecessor company subject to fulfilment of prescribed conditions.

- As per the provisions of Section 80JJAA of the Act, if the gross total income of the Company includes any profits or gains derived from business to whom Section 44AB of the Act applies, then a deduction of 30% of additional wages paid to the new regular workmen employed by the Company can be claimed for three assessment years starting with the year in which the employment is provided subject to the following conditions:

    - The business should not be formed by splitting up, or the reconstruction, of an existing business.

    - However, business can be formed as a result of re-establishment, reconstruction or revival by the assessee of the business in the circumstances and within the period specified in Section 33B of the Act.

    - The business should not be acquired by the assessee by way of transfer from any other person or as a result of any business reorganization

    - The assessee furnishes along with the return of income the report of the accountant, as defined in the Explanation below sub-section (2) of Section 288 of the Act giving such particulars in the report as may be prescribed.

    - Company fulfils criteria of additional employee cost, additional employees, emoluments as defined in Section 80JJAA of the Act

2.2. Expenditure on scientific research

- As per the provisions of Section 35(1)(i) of the Act, any revenue expenditure laid out or expended on scientific research related to the business is eligible for 100% deduction.

- Further, as per the provisions of Section 35(1)(ii) of the Act, any sum paid by a company to an approved research association which has as its object to undertake scientific research or to an approved university, college or other institution to be used for scientific research, would be eligible for weighted deduction to the extent of 150% of the sum so paid while computing the taxable income. Such deduction is restricted to 100% from FY 2020-21. Also any sum paid by a company to an approved research association or university or college or other university or college or other institution to be used for research in social science or statistical research shall be eligible for weighted deduction under Section 35(1)(iii) of the Act at 100% of the sum paid.

- Further, as per the provisions of Section 35(1)(iia) of the Act, any sum paid by a company to a notified company having its main object to conduct scientific research and development and fulfils conditions as may be prescribed, shall be eligible for deduction at 100% of such sum paid.

- Section 35(1)(iv) read with Section 35(2) of the Act provides for deduction of 100% of capital expenditure expended on scientific research related to business, except for the cost incurred for acquisition of any land.

  - As per the provisions of Section 35(2AB) of the Act, a company engaged in the business of manufacture or production of any article incurring any expenditure on scientific nature (excluding the cost of land and building) on approved in house research and development facility, would be allowed a weighted deduction of 150% of the expenditure so incurred. Deduction under this provision will get restricted to 100% of expenditure incurred from FY 2020-21 onwards. As per the provision of Section 35(2AB) of the Act, once a deduction is allowed under this provision, the same expenditure is not allowed for deduction under any other section of the Act

  - The deduction under Section 35(2AB) of the Act is subject to requisite approvals from the Department of Scientific and Industrial Research and on fulfilment of other conditions, including but not restricted to maintenance of books of accounts, etc.

2.3. <u>Investment in any backward area</u>

- Under Section 32AD of the Act, if the Company sets up an undertaking or enterprise for manufacture or production of any article or thing, on or after the 1st day of April, 2015 in any backward area notified by the Central Government in this behalf, in the State of Andhra Pradesh or in the State of Bihar or in the State of Telangana or in the State of West Bengal, and acquires and installs any new machinery or plant(other than ships and aircraft) for the purposes of the said undertaking or enterprise during the period beginning on the 1st day of April, 2015 and ending before the 1st day of April, 2020 in the said backward area, then the Company can claim a deduction of 15% of the actual cost of the new asset in the year in which it is installed. Further, purchase of following items is not allowed for deduction under Section 32AD of the Act:

  - any plant or machinery, which before its installation by the assessee, was used either within or outside India by any other person;

  - any plant or machinery installed in any office premises or any residential accommodation, including accommodation in the nature of a guest house;

  - any office appliances including computers or computer software;

  - any vehicle; or

  - any plant or machinery, the whole of the actual cost of which is allowed as deduction (whether by way of depreciation or otherwise) in computing the income chargeable under the head "Profits and gains of business or profession" of any previous year.

2.4. <u>Section 115BBF of the Act - Concessional rate of tax on royalty income</u>

- Section 115BBF of the Act has been introduced vide Finance Act 2016, wherein royalty income from patents developed and registered in India are to be taxed at a concessional rate of 10% with effect from 1 April 2017.

- As per the provisions of Section 115BBF of the Act, where the total income of the eligible assessee includes any income by way of royalty in respect of a patent developed and registered in India, then such royalty shall be taxable at the rate of 10% (plus applicable surcharge and cess) on the gross amount of royalty. No expenditure or allowance in respect of such royalty income shall be allowed under the Act.

- As per the provisions of Section 115BBF of the Act, once the taxpayer opts for the concessional tax regime, it may not be able to opt out even if the net taxation appears favourable.

2.5. Section 35CCC of the Act – Expenditure on agricultural extension project

- Section 35CCC of the Act provides that any expenditure incurred by a company on agricultural extension project notified by Board shall be eligible for a weighted deduction to the extent of 150% of such expenditure while computing taxable income in accordance with the guidelines as may be prescribed. Further vide Finance Act 2016, the deduction for the same has been restricted to 100% from FY 2020-21 onwards.

2.6. Section 35CCD of the Act – Expenditure on skill development project

- Section 35CCD of the Act provides any expenditure (other than cost of land or building) incurred by a company on any skill development project notified by the Board shall be eligible for a weighted deduction to the extent of 150% of such expenditure while computing taxable income in accordance with the guidelines as may be prescribed. Further vide Finance Act 2016, the deduction under Section 35CCD of the Act has been restricted to 100% from FY 2020-21 onwards.

2.7. Capital Gains

- Capital assets are to be categorised into short-term capital assets and long-term capital assets, based on the period of holding. As per the provisions of Section 2(42A) of the Act a capital asset will be considered as short term asset, if the period of holding is not more than thirty six months. As per the provisions of Section 2(29A) of the Act long term capital asset means a capital asset which is not a short term capital asset. However capital assets being shares of unlisted companies or immovable property being land or building will be considered as long term capital asset if the period of holding exceeds twenty four months. Further, in case of capital assets being listed securities or units of the Unit Trust of India or units of an equity oriented fund or zero coupon bonds, held by a taxpayer for a period of less than or equal to twelve (‘12’) months are considered to be short term capital assets and if the period of holding exceeds 12 months, they will be considered as long term capital assets.

- The gains arising on transfer of short term capital assets is termed as Short Term Capital Gain (‘STCG’) and gains arising on transfer of long term capital assets is termed as Long Term Capital Gain (‘LTCG’).

- As per the provisions of Section 10(38) of the Act, LTCG arising on transfer of listed shares of a company or units of an equity oriented fund are exempt from tax, subject to the condition that the transaction is chargeable to Securities Transaction Tax (‘STT’). However such LTCG will not be exempt if the transaction of acquisition, of such equity share is entered on or after 1st day of October 2004 and such transaction is not chargeable to STT unless covered by the notification issued by the Central Government.

- However the LTCG arising on transfer of listed securities shall be taken into account in computing book profit under Section 115JB of the Act.

- As per the provisions of Section 48 of the Act, LTCG arising on transfer of capital assets other than bonds and debentures (excluding capital indexed bonds issued by the Government) and depreciable assets, is computed by deducting the indexed cost of acquisition and indexed cost of improvement from the full value of consideration. As per amendment made by Finance Act 2017, the base year for indexation has shifted from 1 April 1981 to 1 April 2001.

- Under Section 112 of the Act, long-term capital gains to the extent not exempt under Section 10(38) of the Act would be subject to tax at a rate of 20%. However, as per the proviso to Section 112(1) of the Act, if the tax on long-term capital gains resulting from transfer of listed securities or units to the extent not exempt under Section 10(38) of the Act or zero coupon bonds calculated at the rate of 20% (with indexation benefit) exceeds the tax on long-term gains computed at the rate of 10% (without indexation benefit), then such gains are chargeable to tax at a concessional rate of 10% without allowance of indexation benefit.

- As per the provisions of Section 111A of the Act, STCG arising on transfer of listed equity share of the company or listed units of equity oriented mutual funds, would be taxable at 15%, subject to the condition that the transaction of sale is entered into on a recognized stock exchange in India and STT has been paid on the same. The concessional rate of 15% would also be available to such transaction not being subject to STT if such transaction is undertaken on a recognized stock exchange located in any International Financial Services Centre and the consideration is paid or payable in foreign currency.

- STCG arising from transfer of shares in the Company or units of mutual funds, other than those covered by Section 111A of the Act, would be subject to tax under the normal provisions of the Act.

- Section 47 has been amended by the Finance Act 2017 to provide that conversion of preference to equity shares is not a taxable transfer.

- The tax rates mentioned above stand increased by surcharge payable @ 7% in case the total income of a domestic company exceeds Rs. 1 Crore but is less than or equal to Rs. 10 Crores and @ 12% in case the total income of the domestic company exceeds Rs. 10 Crores. Further education cess and secondary and higher education cess of 2% and 1% respectively shall also be levied on all categories of taxpayers.

- As per Section 50 of the Act, where a capital asset is forming part of block of assets in respect of which depreciation has been allowed under the Act, capital gains shall be computed in the following manner:

    - Where the full value of consideration on account of transfer of any asset forming part of block of asset, as reduced by expenditure incurred wholly or exclusively in connection with transfer, exceeds the written down value ('WDV') of block of assets and actual cost of the assets acquired during the year, such excess shall be deemed to be 'short term capital gains' and taxed accordingly.

    - Where the block of assets ceases to exist, for the reason that all the assets in that block are transferred, the difference between the consideration arising as a result of transfer and the WDV of block of assets and the actual cost of the assets acquired during the year, shall be deemed to be short term capital gains and taxed accordingly.

- Further, the CBDT has also clarified that surplus on sale of listed shares will be taxed as under:

    - Where an assessee treats the listed shares as stock in trade, irrespective of holding period, the surplus arising on sale will be considered as business income;

    - Where shares are held for a period more than 12 months immediately preceding date of transfer, and assessee treats the surplus arising on sale as Capital Gains, then Income tax department will also consider the gains as Capital Gains. However, once this stand taken in a particular year, it will be applicable for subsequent years as well;

    - In other cases, taxability will be determined based on past CBDT circulars

- As per the provisions of Section 70 read with Section 74 of the Act, short term capital loss arising during the year is allowed to be set off against short term or long term capital gains of the current year and the balance loss, if any, shall be carried forward and set off against any capital gains arising during the subsequent 8 assessment years.

- Further, as per the provisions of Section 70 read with Section 74 of the Act, any long term capital loss arising during the year is allowed to be set off only against the long term capital gains of the current year and the balance loss, if any, is allowed to be carried forward for 8 subsequent assessment years and set off only against long term capital gains.

Exemption of capital gains

- Under Section 54D of the Act and subject to the conditions specified therein, capital gains arising on the compulsory acquisition of land and building forming part of an industrial undertaking, would be exempt from tax if such capital gains is invested within a period of three years for purchase or construction of any other land or building for use in the existing or newly set up industrial undertaking.

- Under Section 54EC of the Act and subject to the conditions specified therein, long-term capital gains arising on the transfer of long term capital assets (other than those exempt under Section 10(38) of the Act) would be exempt from tax if such capital gain is invested within six months from the date of such transfer in specified assets, being bonds issued by

  - National Highway Authority of India ('NHAI') constituted under Section 3 of The National Highway Authority of India Act, 1988;

  - Rural Electrification Corporation Limited ('REC'), the company formed and registered under the Companies Act, 1956.

  - Any other bond which is redeemable after three years and that maybe notified by the Central Government

- The maximum investment in the specified bonds cannot exceed in aggregate of Rs. 50 lakhs per taxpayer in the year of transfer and in the subsequent financial year.

- Where only a part of the capital gain is so reinvested, the exemption available shall be in the same proportion as the cost of long term specified assets bears to the whole of the capital gain. However, in case the long term specified asset is transferred or converted into money within three years from the date of its acquisition, the amount so exempted shall be chargeable to tax during the year of such transfer or conversion.

- Under Section 54EE of the Act and subject to the conditions specified therein, long-term capital gains arising on the transfer of long term capital assets would be exempt from tax if such capital gain is invested within six months from the date of such transfer in specified assets in units of a specified fund. The maximum investment in the units of the specified fund cannot exceed Rs 50 lakhs in the year of transfer and in the subsequent financial year. Where only a part of the capital gain is so reinvested, the exemption available shall be in the same proportion as the cost of long term specified assets bears to the whole of the capital gain. Long term specified asset means a unit or units, issued before the 1st day of April 2019 of such fund as maybe notified by the Central Government in this behalf.

- In case the units of the investment funds are transferred or converted into money within three years from the date of its acquisition, the amount so exempted shall be chargeable to tax during the year of such transfer or conversion.

2.8. <u>MAT credit</u>

- As per Section 115JAA(1A) of the Act, credit is allowed in respect of tax paid under Section 115JB of the Act for any assessment year commencing on or after April 1, 2006.

- Amount of MAT credit eligible to be carried forward will be the difference between the MAT paid and the tax computed as per the normal provisions of the Act.

- Such MAT credit is allowed to be carried forward and set off against the tax liability under normal provisions of the Act, up to a period of fifteen assessment years immediately succeeding the assessment year in which MAT credit becomes allowable.

- MAT credit can be set off in a year when the tax payable as per the normal provisions of the Act is more than the tax computed under Section 115JB of the Act. However, the set off amount is restricted to the difference between MAT payable and tax computed as per the normal provisions of the Act for the subject year.

2.9. <u>Dividends</u>

- Under Section 10(34) of the Act, any income by way of dividends (both interim and final) received from a domestic company is exempt in the hands of the shareholders, if such dividends are subjected to Dividend Distribution Tax ('DDT') under Section 115-O of the Act.

- No deduction is allowed in respect of expenditure incurred in relation to earning of income which is not chargeable to tax e.g. dividends exempt under Section 10(34) of the Act. The expenditure relatable to 'exempt income' needs to be determined in accordance with the provisions specified in Section 14A of the Act read with Rule 8D of the Income Tax Rules, 1962 ('Rules'), if Assessing Officer ('AO') is not satisfied with the correctness of the claim made by the taxpayer.

  However, the Company distributing the dividend will be liable to pay DDT at 15% on the grossed up amount of dividend (plus applicable surcharge and cess) on the total amount declared, distributed or paid as dividends i.e. effective rate of 17.65% (plus applicable surcharge and cess) on distributed grossed up amount of dividend.

- For removing the cascading effect of DDT, provisions of sub-section (1A) to Section 115-O of the Act, provides that the domestic company will be allowed to set off the dividend received from its subsidiary company during the financial year, while computing the DDT if :

  - The dividend is received from its domestic subsidiary and the subsidiary has paid the DDT on such dividend ; or

  - The dividend is received from a foreign subsidiary and the domestic company has paid tax under Section 115BBD of the Act.

- For this purpose a company shall be subsidiary of another company, if such other company, holds more than 50% in nominal value of the equity share of the company.

- However, the same amount of dividend shall not be taken into account for reduction more than once.

- As per the provisions of 115BBD of the Act, dividend received by an Indian company from a specified foreign company (i.e. in which the nominal value of equity shareholding of Indian company is 26% or more) would be taxable at a concessional rate of 15% on gross basis (plus applicable surcharge and cess)

2.10. <u>Buy Back of shares</u>

- As per the provisions of Section 115QA of the Act, on buy back of shares (not being shares listed on a recognised stock exchange) the Company is liable to pay buy back tax @ 20% (plus applicable surcharge and cess).

- The above income received by the shareholders is exempt in the hands of the shareholders as per provisions of Section 10(34A) of the Act. The same is exempt even for MAT purposes.

- In case of buy back of listed shares undertaken through stock exchange, STT shall be levied and accordingly gains arising shall be exempted under Section 10(38) of the Act if the capital asset qualifies as long term capital asset or taxable at the rate of15% (plus applicable surcharge and cess) if it is a short term capital asset in addition to non- levy of BBT under Section 115QA of the Act.

- However, since the provisions of Section 115QA of the Act do not apply in the case of listed securities, the shareholders are required to pay capital gain tax on gain arising on account of buy back. Further such income will also be liable to tax under the MAT provisions .

2.11. Deductions under Chapter VI-A of the Act

- As per the provisions of Section 80G of the Act, the Company is entitled to claim a deduction of a specified amount in respect of eligible donations, subject to fulfilment of conditions specified in that section.

- Further, under Section 80G of the Act, the Company is also entitled to deduction for contributions made to the Clean Ganga Fund and the Swachh Bharat Kosh set up by the Central Government. However, said deduction is not available in case it represents sum spent by the Company in pursuance of its Corporate Social Responsibility activities. Further, as per the provisions of Section 37(1) of the Act, the Company is not entitled to claim deduction of Corporate Social Responsibility expenses paid during the year.

B. BENEFITS AVAILABLE TO RESIDENT SHAREHOLDERS UNDER THE ACT

1. Dividends

- Under Section 10(34) of the Act, any income by way of dividends (both interim and final) received from a domestic company is exempt in the hands of the shareholders (except for certain categories of shareholders explained below), if such dividends are subjected to DDT under Section 115-O of the Act.

- Section 115BBDA of the Act provides that, any income by way of dividend in excess of Rs. 10 lakh received from one or more domestic companies during the year shall be chargeable to tax at the rate of 10 percent in the case of all resident persons except domestic company, fund or institution exempt u/s 10(23C)(iv), trust exempt u/s 10(23C)(v), university or other educational institution exempt u/s 10(23C)(vi), hospital or other medical institution exempt u/s 10(23C)(via) and trust or institution registered under section 12A or section 12AA. The taxation of dividend income in excess of Rs 10 lakh shall be on gross basis i.e no deduction in respect of any expenditure or allowance or set off of loss shall be allowed to the assessee under any provision while computing the dividend.

- No deduction is allowed in respect of expenditure incurred in relation to earning of income which is not chargeable to tax e.g. dividends exempt under Section 10(34) of the Act. The expenditure relatable to 'exempt income' needs to be determined in accordance with the provisions specified in Section 14A of the Act read with Rule 8D of the Income Tax Rules, 1962 ('Rules') if AO is not satisfied with the correctness of the claim made by the taxpayer.

2. Capital gains

- Capital assets are to be categorised into short-term capital assets and long-term capital assets, based on the period of holding. As per the provisions of Section 2(42A) of the Act the capital asset will be considered as short term asset, if period of holding is not more than thirty six months. As per the provisions of Section 2(29A) of the Act long term capital asset means a capital asset which is not a short term capital asset. However capital assets being shares of unlisted companies or immovable property being land or building will be considered as long term capital asset if the period of holding exceeds twenty four months. Further, in case of capital assets being listed securities or units of the Unit Trust of India or units of an equity oriented fund or zero coupon bond, held by a taxpayer for a period less than or equal to twelve ('12') months are considered to be short term capital assets and if the period of holding exceeds 12 months, they will be considered as long term capital assets.

- The gains arising on transfer of short term capital assets is termed as STCG and gains arising on transfer of long term capital assets is termed as LTCG.

- As per the provisions of Section 10(38) of the Act, LTCG arising on transfer of listed shares of a company or units of an equity oriented fund are exempt from tax, subject to the condition that the transaction is chargeable to STT. However such LTCG will not be exempt if the transaction of acquisition, of such equity share is entered on or after 1st day of October 2004 and such transaction is not chargeable to STT unless covered by the notification issued by the Central Government. However the LTCG arising on transfer of listed securities shall be taken into account in computing book profit under Section 115JB of the Act.

- As per the provisions of Section 48 of the Act, LTCG arising on transfer of capital assets other than bonds and debentures (excluding capital indexed bonds issued by the Government) and depreciable assets, is computed by deducting the indexed cost of acquisition and indexed cost of improvement from the full value of consideration. As per amendment made by Finance Act 2017, the base year for indexation has shifted from 1 April 1981 to 1 April 2001.

- Under Section 112 of the Act, long-term capital gains to the extent not exempt under Section 10(38) of the Act would be subject to tax at a rate of 20%. However, as per the proviso to Section 112(1) of the Act, if the tax on long-term capital gains resulting from transfer of listed securities or units [to the extent not exempt under Section 10(38) of the Act] or zero coupon bonds calculated at the rate of 20% (with indexation benefit) exceeds the tax on long-term gains computed at the rate of 10% (without indexation benefit), then such gains are chargeable to tax at a concessional rate of 10% without allowance of indexation benefit.

- As per the provisions of Section 111A of the Act, STCG arising on transfer of listed equity share of the company or listed units of equity oriented mutual funds, would be taxable at 15%, subject to the condition that the transaction of sale is entered into on a recognized stock exchange in India and STT has been paid on the same. The concessional rate of 15% would also be available to such transaction not being subject to STT if such transaction is undertaken on a recognized stock exchange located in any International Financial Services Centre and the consideration is paid or payable in foreign currency.

- Section 47 has been amended by the Finance Act 2017 to provide that conversion of preference to equity shares is not a taxable transfer.

- SCTG arising from transfer of shares in the Company or units of mutual funds, other than those covered by Section 111A of the Act, would be subject to tax at the rate of 30% subject to availability of slab rate benefit for individuals and HUF.

- Further, the CBDT has clarified that surplus on sale of listed shares will be taxed as under:

  - Where an assessee treats the listed shares as stock in trade, irrespective of holding period, the surplus arising on sale will be considered as business income;

  - Where shares are held for a period more than 12 months immediately preceding date of transfer, and assessee treats the surplus arising on sale as Capital Gains, then Income tax department will also consider the gains as Capital Gains. However, once this stand taken in a particular year, it will be applicable for subsequent years as well;

  - In other cases, taxability will be determined based on past CBDT circulars

- The tax rates mentioned above stand increased by surcharge payable @ 7% in case total income of the domestic company exceeds Rs. 1 Crore but is less than or equal to Rs. 10 Crores and @ 12% in case the total income of the domestic company exceeds Rs. 10 Crores. In case of taxpayer being individuals/AOP/HUF, the surcharge at the rate of @ 10% in case income exceeds Rs. 50 lakhs but is less than or equal to Rs. 1 Crore and @ 15% in case the total income exceeds Rs. 1 Crore is applicable . In case of firm, surcharge @12% will be levied in case the total income exceeds Rs. 1 Crore. Further education cess and secondary and higher education cess of 2% and 1% respectively shall also be levied on all categories of taxpayers.

- As per the provisions of Section 70 read with Section 74 of the Act, short term capital loss arising during the year is allowed to be set off against short term or long term capital gains and the balance loss, if any, shall be carried forward and set off against the any capital gains arising during the subsequent 8 assessment years.

- Further, as per the provisions of Section 70 read with Section 74 of the Act, any long term capital loss arising during the year is allowed to be set off only against the long term capital gains and the balance loss, if any, is allowed to be carried forward for 8 subsequent assessment years and set off only against long term capital gains. It is important to note that the long term capital loss arising on sale of listed shares and listed equity oriented mutual fund units, which are subjected to STT, is not be allowed to be set off and carried forward.

Exemption of capital gains

- Under Section 54EC of the Act and subject to the conditions specified therein, long-term capital gains arising on the transfer of long term capital assets (other than those exempt under Section 10(38) of the Act) would be exempt from tax if such capital gain is invested within six months from the date of such transfer in specified assets, being bonds issued by NHAI or REC or any other bonds that is redeemable after three years that may be notified by the Government.

- The maximum investment in the specified bonds cannot exceed aggregate of Rs. 50 lakhs per taxpayer in the year of transfer and in the subsequent financial year.

- Where only a part of the capital gain is so reinvested, the exemption available shall be in the same proportion as the cost of long term specified assets bears to the whole of the capital gain. However, in case the long term specified asset is transferred or converted into money within three years from the date of its acquisition, the amount so exempted shall be chargeable to tax during the year of such transfer or conversion.

- As per the provisions of Section 54F of the Act, in case of individuals or Hindu undivided families, LTCG arising from transfer of long term assets other than a residential house is exempt from tax if the net consideration from such transfer is utilized within a period of one year before or two year after the date of transfer, for purchase of a new residential house property in India or for construction of residential house in India within three years from the date of transfer and subject to conditions and to the extent specified therein.

- Under Section 54EE of the Act and subject to the conditions specified therein, long-term capital gains arising on the transfer of long term capital assets would be exempt from tax if such capital gain is invested within six months from the date of such transfer in specified assets in units of a specified fund. The maximum investment in the units of the specified fund cannot exceed Rs 50 lakhs in the year of transfer and in the subsequent financial year. Where only a part of the capital gain is so reinvested, the exemption available shall be in the same proportion as the cost of long term specified assets bears to the whole of the capital gain. Long term specified asset means a unit or units, issued before the 1st day of April 2019 of such fund as may be notified by the Central Government in this behalf.

- In case the units of the investment funds are transferred or converted into money within three years from the date of its acquisition, the amount so exempted shall be chargeable to tax during the year of such transfer or conversion.

3. **Business Income**

- Where the equity shares form part of stock-in-trade, any income realized from disposition of the equity shares will be chargeable under the head 'Profits and gains of business or profession' as per the provisions of the Act.

- The nature of the equity shares (i.e. whether held as 'stock-in-trade' or as 'investment') is usually determined inter-alia on the basis of the substantial nature of the transactions, the manner of maintaining books of account, the magnitude of purchases and sales and the ratio between purchases and sales and the holding. However, this is fact sensitive exercise.

- As per Section 36(1)(xv) of the Act, an amount equal to the STT paid by the assessee in respect of the taxable securities transactions entered into in the course of his business during the previous year will be allowable as deduction, if the income arising from such taxable securities transactions is included under the head 'Profits and gains of business or profession'.

4. **Income from other sources**

- As per the provisions of Section 56(2)(x) of the Act, where any person receives any property including shares and securities without consideration and its fair market value exceeds Rs. 50,000 or for a consideration which is less than the aggregate fair market value (FMV) of such property by at least Rs. 50,000, then the difference between fair market value and consideration paid will be taxable as income from other sources. The FMV will have to be determined based on Rule 11UA of Income Tax Rules.

- This provision is not applicable where shares are received in any of the following modes, namely –

    - From any specified relatives (the term relative has been defined for this purpose of the Act);

    - On the occasion of marriage of the individual;

    - Under a will or by way of inheritance;

    - In contemplation of death of the payer or donor;

    - From any local authority as defined in Explanation to Section 10(20) of the Act;

    - From any fund or foundation or university or other educational institution or hospital or other medical institution or any trust or institution referred to in Section 10(23C) of the Act;

    - From any trust or institution registered under Section 12A or section 12AA of the Act;

    - By way of transaction not regarded as transfer under Section 47 of the Act viz whether scheme of reorganization or in scheme of demerger or scheme of amalgamation

    - From an individual by a trust created or established solely for the benefit of relative of the individual

C. BENEFITS AVAILABLE TO NON-RESIDENTS (OTHER THAN FOREIGN INSTITUTIONAL INVESTORS) UNDER THE ACT

1. Dividends

- Under Section 10(34) of the Act, any income by way of dividends (both interim and final) received from a domestic company is exempt in the hands of the shareholders, if such dividends are subjected to DDT under Section 115-O of the Act.

- No deduction is permitted in respect of expenditure incurred in relation to earning of income which is not chargeable to tax e.g. dividends exempt under Section 10(34) of the Act. The expenditure relatable to 'exempt income' needs to be determined in accordance with the provisions specified in Section 14A of the Act read with Rule 8D of the Rules.

2. Capital gains

- Capital assets are to be categorised into short-term capital assets and long-term capital assets, based on the period of holding. As per the provisions of Section 2(42A) of the Act the capital asset will be considered as short term asset, if period of holding is not more than thirty six months. As per the provisions of Section 2(29A) of the Act long term capital asset means a capital asset which is not a short term capital asset. However capital assets being shares of unlisted companies or immovable property being land or building will be considered as long term capital asset if the period of holding exceeds twenty four months. Further, in case of capital assets being listed securities or units of the Unit Trust of India or units of an equity oriented fund or zero coupon bond, held by a taxpayer for a period less than or equal to twelve ('12') months are considered to be short term capital assets and if the period of holding exceeds 12 months, they will be considered as long term capital assets.

- The gains arising on transfer of short term capital assets is termed as STCG and gains arising on transfer of long term capital assets is termed as LTCG.

- As per the provisions of Section 10(38) of the Act, LTCG arising on transfer of listed shares of a company or units of an equity oriented fund are exempt from tax, subject to the condition that the transaction is chargeable to STT. However such LTCG will not be exempt if the transaction of acquisition, of such equity share is entered on or after 1st day of October 2004 and such transaction is not chargeable to STT unless covered by the notification issued by the Central Government.

- However the LTCG arising on transfer of listed securities shall be taken into account in computing book profit under Section 115JB of the Act.

- Under Section 112 of the Act, long-term capital gains to the extent not exempt under Section 10(38) of the Act would be subject to tax at a rate of 20% with indexation benefits. The indexation benefits are however not available in case the shares or debentures of an Indian company are acquired in foreign currency. In such a case, the capital gains shall be computed in the manner specified in first proviso to Section 48 of the Act. As per the first proviso of Section 48 of the Act, where the shares are acquired in foreign currency by a non-resident, the capital gains arising on transfer need to be computed by converting the cost of acquisition, expenditure incurred in connection with such transfer and full value of consideration received or accruing as a result of transfer, into the same foreign currency in which the shares were originally purchased. The resultant gains thereafter need to be reconverted into Indian currency. The conversion needs to be at the prescribed rates prevailing on the dates stipulated. If the tax payable on transfer of listed securities or units exceeds 10% of the LTCG before giving effect to first proviso of Section 48 of the Act, the excess tax shall be ignored for the purpose of computing the tax payable by the non-resident.

- Further as per Section 112 of the Act, LTCG arising from transfer of unlisted securities is chargeable to tax at 10% without indexation and foreign exchange fluctuation benefit.

- As per the provisions of Section 111A of the Act, STCG arising on transfer of listed equity share in the company or units of equity oriented mutual funds, would be taxable at 15%, subject to the condition that the transaction of sale is entered into on a recognized stock exchange in India and STT has been paid on the same. The concessional rate of 15% would also be available to such transaction not being subject to STT if such transaction is undertaken on a recognized stock exchange located in any International Financial Services Centre and the consideration is paid or payable in foreign currency.

- STCG arising from transfer of shares in the Company or units of mutual funds, other than those covered by Section 111A of the Act, would be subject to tax under the normal provisions of the Act.

- Section 47 amended by Finance Act 2017 to provide that conversion of preference to equity shares is not a taxable transfer.

- Further, the CBDT has clarified that gains on sale of listed shares will be taxed as under:

    - Where assessee treats the listed shares as stock in trade, irrespective of holding period, the gains on sale will be considered as business income;
    - Where shares held for a period more than 12 months immediately preceding date of transfer, and assessee treats the gains on sale as Capital Gains, then Income tax department will also consider same as Capital Gains. However, once this stand taken in a particular year, it will be applicable for subsequent years as well; and

    - In other cases, taxability will be determined based on past CBDT circulars.

- Further, capital gains arising to foreign companies on transactions in securities is excluded from the applicability of MAT, subject to following conditions:

    - The foreign company is a resident of a country with which India has a DTAA and it does not have a Permanent Establishment ('PE') in India; or

    - The foreign company is resident of a country with which India has not entered into a DTAA and such foreign company is not required to seek registration under any law for the time being in force relating to companies

- The tax rates mentioned above stand increased by surcharge payable @ 2% in case of total income of the foreign company exceeds Rs. 1 Crore but is less than or equal to Rs. 10 Crores and @ 5% in case the total income of the foreign company exceeds Rs. 10 Crores. In case of other non-residents being individuals, the tax rates are increased by surcharge of 15% in case total income exceeds Rs. 1 Crore. Further education cess and secondary and higher education cess of 2% and 1% respectively shall be levied on all categories of tax payers.

- As per the provisions of Section 70 read with Section 74 of the Act, short term capital loss arising during the year is allowed to be set off against short term or long term capital gains and the balance loss, if any, shall be carried forward and set off against the any capital gains arising during the subsequent 8 assessment years.

- Further, as per the provisions of Section 70 read with Section 74 of the Act, any long term capital loss arising during the year is allowed to be set off only against the long term capital gains and the balance loss, if any, is allowed to be carried forward for 8 subsequent assessment years and set off only against long term capital gains. It is important to note that the long term capital loss arising on sale of listed shares and listed equity oriented mutual fund units, which are subjected to STT, may not be allowed to be set off and carried forward.

Exemption of capital gains

- Under Section 54EC of the Act and subject to the conditions specified therein, long-term capital gains arising on the transfer of long term capital assets would be exempt from tax if such capital gain is invested within six months from the date of such transfer in specified assets, being bonds issued by NHAI or REC or other bond which is redeemable after three years and that maybe notified by the Central Government.

- The maximum investment in the specified bonds cannot exceed in aggregate Rs. 50 lakhs per taxpayer in the year of transfer and in the subsequent financial year.

- Where only a part of the capital gain is so reinvested, the exemption available shall be in the same proportion as the cost of long term specified assets bears to the whole of the capital gain. However, in case the long term specified asset is transferred or converted into money within three years from the date of its acquisition, the amount so exempted shall be chargeable to tax during the year of such transfer or conversion.

- As per the provisions of Section 54F of the Act, in case of individuals or Hindu undivided families, LTCG arising from transfer of long term assets (other than residential house) is exempt from tax if the net consideration from such transfer is utilized within a period of one year before or two year after the date of transfer, for purchase of a new residential house property in India or for construction of residential house in India within three years from the date of transfer and subject to conditions and to the extent specified therein.

- Under Section 54EE of the Act and subject to the conditions specified therein, long-term capital gains arising on the transfer of long term capital assets would be exempt from tax if such capital gain is invested within six months from the date of such transfer in specified assets in units of a specified fund. The maximum investment in the units of the specified fund cannot exceed Rs 50 lakhs in the year of transfer and in the subsequent financial year. Where only a part of the capital gain is so reinvested, the exemption available shall be in the same proportion as the cost of long term specified assets bears to the whole of the capital gain. Long term specified asset means a unit or units, issued before the 1st day of April 2019 of such fund as maybe notified by the Central Government in this behalf.

- In case the units of the investment funds are transferred or converted into money within three years from the date of its acquisition, the amount so exempted shall be chargeable to tax during the year of such transfer or conversion.

3. <u>Income from other sources</u>

- As per the provisions of Section 56(2)(x) of the Act, applicable from 1st April 2017 where any person including shares and securities without consideration and its fair market value exceeds Rs. 50,000 or for a consideration which is less than the aggregate fair market value of such property by at least Rs. 50,000, then the difference between fair market value and consideration paid will be taxable as income from other sources.

- This provision is not applicable where shares are received in any of the following modes, namely:

  - From any specified relatives (the term relative has been defined for this purpose of the Act);

  - On the occasion of marriage of the individual;

  - Under a will or by way of inheritance;

  - In contemplation of death of the payer or donor;

  - From any local authority as defined in Explanation to Section 10(20) of the Act;

- From any fund or foundation or university or other educational institution or hospital or other medical institution or any trust or institution referred to in Section 10(23C) of the Act;
- From any trust or institution registered under Section 12A or section 12AA of the Act; or
- By way of transaction not regarded as transfer under Section 47 of the Act viz whether scheme of reorganization or in scheme of demerger or scheme of amalgamation
- From an individual by a trust created or established solely for the benefit of relative of the individual

4. <u>Taxability as per DTAA</u>

- The tax rates and consequent taxation mentioned above will be subjected to benefits available under the Double Taxation Avoidance Agreement ('DTAA'), if any, between India and the country in which the non-resident has fiscal domicile. As per the provisions of Section 90(2) of the Act, non-resident shareholders can opt to be taxed in India as per the provisions of the Act or DTAA, whichever is more beneficial.

- Section 90(4) of the Act, provides that where a non-resident seeks to claim benefit under a DTAA, a certificate from the Government of that country of his being a resident in that country is required to be furnished i.e. Tax Residency Certificate ('TRC').

- Further, the CBDT vide Notification no.57/2013 [F.NO.142/16/2013-TPL]/SO 2331(E), dated 1 August 2013, has prescribed certain information to be filed by way of a declaration in Form 10F along with the TRC in cases where the TRC obtained from the foreign country does not contain all the prescribed particulars.

- Further, CBDT has prescribed rules specifying categories of payments and alternate documents to be furnished by non-resident deductees for being eligible for relaxation from withholding of tax at higher rates in case PAN is not available

    - Said rule shall apply only for Interest, Royalty, Fees for Technical Services, payments on transfer of any capital asset made by a non-resident

    - Alternative documents to be furnished by non-resident are:
        - Name, e-mail id, contact number, Tax Identification Number of the deductee;
        - Address in country or specified territory outside India of which the deductee is a resident;
        - A certificate of his being resident in any country or specified territory outside India.

5. <u>Special provisions relating to certain income of Non-resident Indians ('NRI')</u>

- NRI means a citizen of India or a person of Indian origin who is not a resident. A person is deemed to be of Indian origin if he, or either of his parents or any of his grandparents, were born in undivided India.

- In addition to some of the general benefits available to non-resident shareholders, where equity shares of the Company have been subscribed by NRI in convertible foreign exchange, they have the option of being governed by the provisions of Chapter XIIA of the Act, which inter alia entitles them to certain benefits as detailed below:

- In accordance with Section 115E of the Act, income from investment (other than dividend income exempt under Section 10(34)) of the Act or income from long- term capital gains arising on transfer of specified asset i.e shares of an Indian company which are acquired/purchased/subscribed in convertible foreign exchange shall be taxable at the rate of 10% in the hands of a Non-Resident Indian. However, income from other than specified assets and long term capital gain arising on transfer of other than specified asset shall be taxable at the rate of 20%.

- Under provisions of Section 115F of the Act, any long term capital gains arising from the transfer of a foreign exchange asset arising to a NRI shall be exempt from tax if the whole or any part of the net consideration is reinvested in any specified assets within six months of the date of the transfer. If only a part of the net consideration is reinvested, the exemption shall be proportionately reduced. The amount so exempted shall be chargeable to tax as 'capital gains' subsequently, if the specified assets are transferred or converted into money within three years from the date of their acquisition. The taxability shall arise in the year in which the transfer or conversion, as the case may be, takes place.

- As per the provisions of Section 115G of the Act, NRIs are not required to file a return of income under Section 139(1) of the Act, if the income chargeable under the Act consists of only investment income or capital gains arising from the transfer of specified long term capital asset or both; arising out of assets acquired, purchased or subscribed in convertible foreign exchange and provided tax deductible at source has been deducted there from as per the provisions of Chapter XVII-B of the Act.

- As per the provision of Section 115H of the Act, where a person who is NRI in any previous year, becomes assessable as resident in India in respect of total income of any subsequent year, the provisions of Chapter XII-A shall continue to apply to him in relation to the investment income derived from any foreign exchange asset being an assets specified under sub clause (ii), (iii), (iv) or (v) of Section 115(C)(f) of the Act for that assessment year and for every subsequent assessment year until there is transfer or conversion of such asset into money. For this provision to apply, NRI is required to file a declaration along with his return of income for the assessment year in which he becomes assessable as resident in India.

- In accordance with Section 115-I of the Act, where a Non-Resident Indian opts not to be governed by the provisions of Chapter XII-A for any assessment year, his total income for that assessment year (including income arising from investment in the company) will be computed and tax will be charged according to the other provisions of the Act.

D. BENEFITS AVAILABLE TO A FOREIGN INSTITUTIONAL INVESTOR ("FII") UNDER THE ACT

1. Dividends exempt under Section 10(34) of the Act

- Under Section 10(34) of the Act, any income by way of dividends received from a domestic company is exempt in the hands of the shareholders, if such dividends are subject to DDT under Section 115-O of the Act.

- No deduction is permitted in respect of expenditure incurred in relation to earning of income which is not chargeable to tax e.g. dividends exempt under Section 10(34) of the Act. The expenditure relatable to 'exempt income' needs to be determined in accordance with the provisions specified in Section 14A of the Act read with Rule 8D of the Rules.

2. Long term capital gains exempt under Section 10(38) of the Act

- Under Section 10(38) of the Act, long term capital gains arising to a shareholder on transfer of equity shares in the Company are exempt from tax, where the sale transaction has been entered into on a recognized stock exchange of India and STT has been paid on the same. However such LTCG will not be exempt if the transaction of acquisition, of such equity share is entered on or after 1st day of October 2004 and such transaction is not chargeable to STT unless covered by the notification issued by the Central Government.

3. Capital Gains

- As per the provisions of Section 2(14) of the Act, any securities held by FII which have invested in such securities in accordance with the Securities Exchange Board of India ('SEBI') regulations, will be treated as capital asset and accordingly any income from transfer of such capital asset will be chargeable under the head "Capital Gains"

- Under Section 115AD(1)(ii) of the Act, short term capital gains on transfer of equity shares shall be chargeable at 30%. In case where such transaction of sale is entered on a recognized stock exchange in India and STT has been paid on the same, tax is levied at 15%.

- Under Section 115AD(1)(iii) of the Act, long term capital gains arising from the transfer of Equity Shares (in cases not covered under Section 10(38) of the Act) of a Company shall be taxable at 10%. It is to be noted that the benefit of indexation and foreign currency fluctuation are not available to FIIs.

- The tax rates mentioned above stands increased by surcharge payable @ 2% in case of total income of the corporate FII exceeds Rs. 1 Crore but is less than or equal to Rs. 10 Crores and @ 5% in case the total income of the corporate FII exceeds Rs. 10 Crores. In case of non-corporate FIIs the surcharge is levied @ 10% in case income exceeds Rs. 50 lakhs but is less than or equal to Rs. 1 Crore and @ 15% in case the total income exceeds Rs. 1 Crore.

- Further education cess and secondary and higher education cess of 2% and 1% respectively shall also be levied on all categories of taxpayers.

- Further, capital gains arising to foreign companies (including FIIs who are registered as Companies) have been specifically excluded from the applicability of MAT, subject to conditions.

- Generally, in case of non-residents, tax, (including surcharge and cess) on the capital gains, if any, is withheld at source by the buyer in accordance with the relevant provisions of the Act. However, as per the provisions of Section 196D(2) of the Act, no deduction of tax is required to be made from any income by way of capital gains arising from the transfer of securities (referred to in Section 115AD of the Act) payable to FIIs.

- The benefit of exemption under Section 54EC of the Act mentioned above in case of Company is also available to FIIs.

4. Taxability as per DTAA

- The tax rates and consequent taxation mentioned above will be subjected to any benefits available under DTAA, if any, between India and the country in which the FII has fiscal domicile. As per the provisions of Section 90(2) of the Act, FIIs can opt to be taxed in India as per the provisions of the Act or DTAA, whichever is more beneficial to them.

- Section 90(4) of the Act, inserted by Finance Act, 2012, provides that where the benefit under a DTAA is availed, a certificate from the Government of that country of his being a resident in that country is required to be furnished i.e. TRC.

- Further, the CBDT vide Notification no.57/2013 [F.NO.142/16/2013-TPL]/SO 2331(E), dated 1 August 2013, has prescribed certain information to be filed by way of a declaration in Form 10F along with the TRC in cases where the TRC obtained from the foreign country does not contain all the prescribed particulars.

- Further, CBDT has prescribed rules specifying categories of payments and alternate documents to be furnished by non-resident deductees for being eligible for relaxation from withholding of tax at higher rates in case PAN is not available

    - Said rule shall apply only for Interest, Royalty, Fees for Technical Services, payments on transfer of any capital asset made by a non-resident

    - Alternative documents to be furnished by non-resident are:

    - Name, e-mail id, contact number, Tax Identification Number of the deductee;

    - Address in country or specified territory outside India of which the deductee is a resident;

    - A certificate of his being resident in any country or specified territory outside India.

E. BENEFITS AVAILABLE TO MUTUAL FUNDS UNDER THE ACT

- As per the provisions of Section 10(23D) of the Act, any income of Mutual Fund registered under the Securities and Exchange Board of India Act, 1992 or regulations made there under, Mutual Fund set up by public sector banks or public financial institutions and Mutual Fund authorised by the Reserve Bank of India is exempt from income-tax, subject to the conditions as the Central Government may by notification in the Official Gazette specify in this behalf. However, the Mutual Funds shall be liable to pay tax on distributed income to unit holders under Section 115R of the Act.

F. BENEFITS AVAILABLE TO VENTURE CAPITAL COMPANIES/ FUNDS

- Under Section 10(23FB) of the Act, any income of Venture Capital Companies/Funds (set up to raise funds for investment in 'venture capital undertaking') registered with the Securities and Exchange Board of India is exempt from income tax, subject to conditions specified therein.

G. BENEFITS AVAILABLE TO INVESTMENT FUNDS

- The Finance Act, 2015 has inserted Chapter XII in the Act which provides that Income of unit holder out of investments in the investment fund shall be chargeable to tax in the same manner as if it were the income of person, had the investments made by the fund made directly by the unit holder.

- The said Chapter provides for special taxation regime for Category I and Category II Alternative Investment Funds approved by SEBI referred to as "investment fund" as per clause (a) of Explanation 1 to Section 115UB of the Act. Further, the said Act has also inserted Section 10(23FBA) in terms of which income of any investment fund other than income chargeable under the head "Profits and gains of business or profession" shall be exempt from income tax.

H. TAX DEDUCTION AT SOURCE

- No income-tax is deductible at source from income by way of capital gains (derived from transfer of shares of a company) under the present provisions of the Act, in case of residents.

- However, as per the provisions of Section 195 of the Act, any income by way of capital gains, payable to non-residents (other than long-term capital gains exempt under Section 10(38) of the Act), may be subject to the provisions of withholding tax, subject to the provisions of the relevant DTAA.

- Accordingly income-tax may have to be deducted at source in the case of a non-resident at the rate under the domestic tax laws or under the tax treaty, whichever is beneficial to the taxpayer, unless a lower withholding tax certificate is obtained from the tax authorities. However, as mentioned earlier, as per provisions of Section 196D(2) of the Act, no tax is to be deducted from any income, by way of capital gains arising from the transfer of securities referred to in Section 115AD of the Act, payable to Foreign Institutional Investor.

Notes:

- *The above Statement of Tax Benefits sets out the provisions of law (i.e. the Act as amended by the* Finance *Act 2017) presently in force in India i.e as at June 20, 2017, in a summary manner only and is not a complete analysis or listing of all potential tax consequences of the purchase, ownership and disposal of equity shares;*

- *The above Statement of Tax Benefits sets out the possible tax benefits available to the Company and its shareholders under the current tax laws (i.e. the Act as amended by the Finance Act 2017) presently in force in India i.e as at June 20, 2017. Several of these benefits are dependent on the Company or its shareholders fulfilling the conditions prescribed under the relevant tax laws;*

- *This statement does not cover our opinion on applicability of provisions of Section 93 of the Act dealing with avoidance of income-tax by transactions resulting in transfer of income to non-residents and Chapter X-A of the Act dealing with General Anti-Avoidance Rules*

- *The above statement covers only certain relevant direct tax law benefits and does not cover any indirect tax law benefits or benefits under any other law;*

- *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/ its own tax consultant with respect to the specific tax implications arising out of their participation in the issue;*

- *In respect of non-residents, the tax rates and the consequent taxation mentioned above shall be further subject to any benefits available under the DTAA, if any, between India and the country in which the non-resident has fiscal domicile;*

- *The stated benefits will be available only to the sole/first named holder in case the shares are held by joint shareholders;*

- *The tax rates (including rates for tax deduction at source) mentioned in this Statement are as applicable for AY 2018-19.*

SECTION IV: ABOUT OUR COMPANY

INDUSTRY OVERVIEW

*Unless noted otherwise, the information in this section is obtained or extracted from the report titled "Strategic Analysis of the Savouries and Snacks Markets in India" dated June 15, 2017 issued by Frost & Sullivan (the "**FS Report**"), and unless otherwise stated the base year is the calendar year of 2016. Neither we nor any other person connected with the Issue have independently verified this information. The data may have been re-classified by us for the purposes of presentation. Industry sources and publications generally state that the information contained therein has been obtained from sources generally believed to be reliable, but that their accuracy, completeness and underlying assumptions are not guaranteed and their reliability cannot be assured. Industry sources and publications are also prepared based on information as of specific dates and may no longer be current or reflect current trends. Industry sources and publications may also base their information on estimates, projections, forecasts and assumptions that may prove to be incorrect. Accordingly, investors must rely on their independent examination of, and should not place undue reliance on, or base their investment decision solely on this information. The recipient should not construe any of the contents in this report as advice relating to business, financial, legal, taxation or investment matters and are advised to consult their own business, financial, legal, taxation, and other advisors concerning the transaction.*

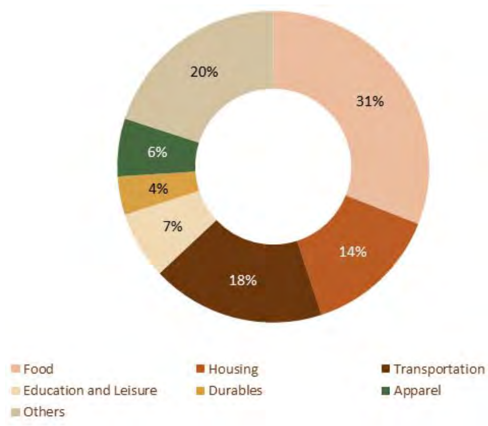
Indian Economy and Food Industry

India is one of the few countries that continues to see brisk growth in spite of the ongoing economic slow-down at a global level. A 7.6% growth in Fiscal 2017 has been forecast by the RBI. It is expected that with the revival of industrial activity, introduction of policies favourable to industries, "Make in India" promotions, and low energy costs the actual growth may be higher than predicted. The large population and the increasing number of youth in the country are fuelling the demand for various products, which is infusing liquidity in the market.

With a large population, the food market in India is seeing large investments. The current Indian foods market is estimated at ₹ 2,700 billion and is expected to grow at a CAGR of 11%. The food industry has received FDI of about USD 6.7 billion in the last 15 years with a further potential to receive over USD 33 billion in the next ten years. Additionally, the food processing industry in India contributes about 14% to the GDP, while accounting for 6% of all industrial investments. The per capita food consumption in India is three to four times lesser than that of developed economies. The low per capita consumption and the shortage of food in certain pockets offer tremendous opportunities for food companies. This has been recognised by many companies, including the global ones, which are increasingly investing in India.

India is the second most populous country in the world and the population is expected to grow at the rate of 1.1% over the next five years. The share of young people in the total population was 64% in 2015, which is of key importance as they will be the demand drivers for various products, including foods in general, and packed foods. This share is expected to continue and highlights a large potential for growth in India. Unlike its predecessors, the current generation spends money more easily, especially on food, apparel, and traveling, as a result of more disposable income. With higher employment opportunities in cities, young people prefer to migrate to urban areas; with limited time and resources to cook, the young working population depends on processed foods. This is clearly reflected by the increasing sales of processed food products in Tier-1 and Tier-2 cities. Processed foods offer convenience, are quick to consume and offer variety while being wholesome at the same time. It is estimated that by 2020, 35% of India's population will be living in urban areas against the current 32%.

Indian Middle Class Consumer Expenditure: Split by Type, 2015



Source: Frost & Sullivan Analysis

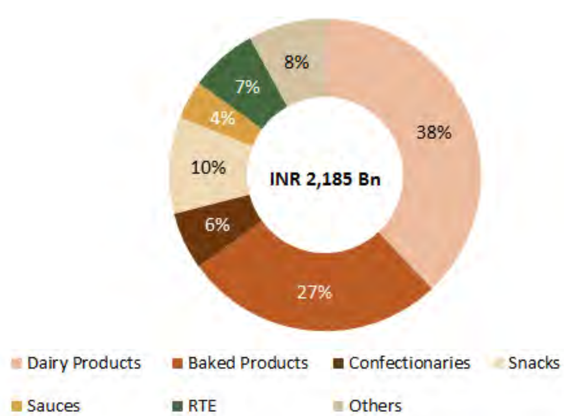
The middle and upper middle class in India have been playing an important role in the growth of the country. Increasing from 44% of the total population in 2010 to 62% by 2020, they are expected to be the major growth engines by fuelling demand across all sectors including food, consumer products, realty, etc. The economic liberalization of the early 1990s kick started growth in the Indian market; attracted by this growth, large talent pool and cheaper labour costs, global companies entered India. This opened up multiple avenues for employment, in the process creating a more robust middle class.

It is this middle class that is the target of majority of the companies, because of the sheer number of people contained in this bracket. With incomes to spend, being upwardly mobile, and influenced by global trends, the middle class is consuming more food, especially packaged foods, while experimenting with tastes, cuisines, flavours, and products. Companies have based their strategy on these behavioural traits of the middle class. With the predicted GDP growth and urbanization trends, the proportion of middle class people is expected to increase to 62% of the population by 2020. This underlines the potential for companies.

Overview of the Packaged Food Market in India

Packaged foods include ready-to-eat / cook foods that are packed and sold to consumers. They are primarily aimed at convenience and usually undergo a certain degree of processing to increase shelf life, taste, stability, etc. It includes food items like bakery products, canned / dried processed food, frozen processed food, meal replacement products, dairy products, snacks, confectionaries, beverages, etc.

India Organised Packaged Food Market: Split by Product Type, 2016



Others include packaged soups, canned foods, chilled and frozen foods, etc.
Source: Frost & Sullivan Analysis

Demand Drivers

- Lifestyle changes, increasing affordability, urbanisation, and fast-paced lifestyle are some of the key factors that have boosted demand for packaged foods. Over the last four to five years, the market for organised packaged foods has grown at about 20-25%.

- Increasing product and packaging innovation, emphasis on healthy foods and increasing demand for convenience foods will continue to drive the demand for packaged foods at over 30% over the next few years as well.

Packaged Foods - Key Trends

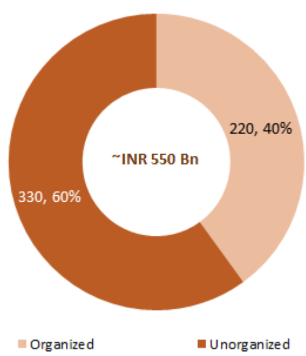
Trend	Impact on Packaged Foods
Changing Demographics	• India is the second-most populous country in the world. Currently, 35% of the population comprises people in the age group of 14-35 years, the largest consumers of convenience foods. This has been a major driver in the demand for packaged foods impacting the type of food, flavours, formats, packaging, etc. With the trend expected to continue over the next four to five years, the demand for packaged foods will continue to boom.
Changing Lifestyle	• Exposure to global cultures and cuisines, fast-paced lifestyle, working in shifts, etc. are some of the major lifestyle changes that have evolved over the last few years in India. All these have dictated the need for convenience foods that are wholesome as well as quick to prepare and eat. • With the working population increasing, especially women in the workforce, the time available for preparing food has reduced. Packaged food is seen as a solution to this. • Increasing trend towards nuclear families (76%) and more unmarried people (79%) staying away from home are other major drivers.
Rapid Urbanization	• Due to increasing educational and job opportunities in major cities, migration from rural to urban areas is high. This trend is expected to grow until 2020: one-third of the Indians will migrate to urban areas. This will have a large impact on the market as consumption of urban population accounts for 78% share of the Indian snacks market.
Economic Growth	• India is one of the fastest growing economies currently. With a projected GDP growth of more than 7.5% over the next few years, consumers' affordability is increasing. Coupled with fast-paced lifestyles, this will be a major driver for consumption of packaged foods. • This growth also attracts global companies to introduce their products in India, offering consumers a wider choice and variety, boosting overall growth of the packaged foods industry.
Health and Wellness	• Due to increasing access to the internet and media, there is an increasing awareness of health and wellness across the country. • This has led to consumers limiting the purchase of unhealthy options and looking for fresher and healthier options. • While this can have a negative impact on the packaged foods market, companies have responded by creating healthier options of favourite consumer foods. Baked products instead of fried ones, whole grain products, organic and allergen-free products, fat and sugar-free products are some key product innovations.
Improved Product and Packaging Quality	• With entry of global companies and strict regulations by the government through FSSAI, there is a trend toward hygienic packaging and production processes. Longer shelf life, credibility, and product quality are some of the key characteristics that will drive consumers to prefer packaged foods. • Innovative and appealing packages provide options; youngsters, the largest consumer segment gravitates toward packaged foods.

E-retailing	• With the success of e-retailing, online sale of packaged foods is also picking up. Amazon is one of the larger companies that have introduced online sales of packaged foods. • Additionally, online grocers such as Big Basket, ZopNow, Grofers, etc. specifically cater to the delivery of grocery and food products. This market is likely to grow aggressively with Big Basket expecting to grow to INR 18-20 billion in the coming years from a current market of INR 2.50 billion. Optimization of labour and logistic costs is driving the growth of e-grocers. • Additionally, supermarkets and hypermarkets also allow home delivery through telephonic orders. • This is still a small segment in its nascent stages of growth.
Supply Chain Challenges	While there is an increasing demand for packaged foods, penetration in rural markets has been a key challenge. Logistics to cater to rural regions are still undeveloped. Also, the need for cold-chain facilities for chilled and frozen foods will restrict the growth of these specific products in India.

Indian Packaged Snack and Savouries Market

The ₹ 550 billion Indian snacks market is characterised by a large number of unorganised players across all product segments. This is because traditionally snacks can and are very specific to each region, and hence, many small companies cater to that market. These players have a slim portfolio of products, usually of a single category and in many cases only provide traditional snack items. They also operate in a small geographic range confined to a single state or city. Apart from this, there is a large presence of players that supply fresh products in chips and traditional Indian snacks categories.

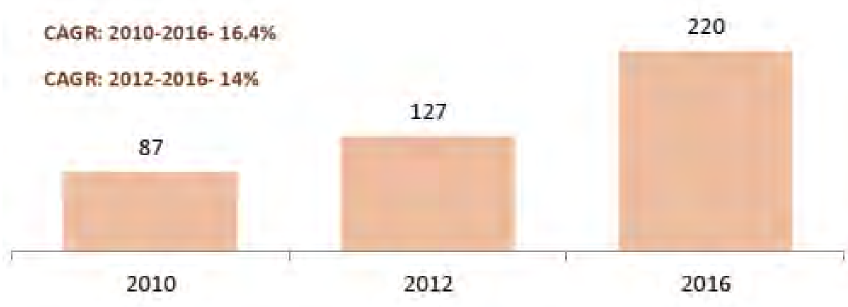
India Overall Snacks Market: Market Share by Type, 2016



Source: Frost & Sullivan Analysis

Over time, large FMCG companies understood the potential of the snacks market, and entered it in a big way, using their existing supply chains to their advantage. These companies are typically characterised by a large product portfolio across multiple product categories, aggressive advertisements and promotions, active R&D, etc. In spite of these players being the leaders in several product categories, majority of the market continues to be catered by the unorganised segment. With increasing competition and cost pressure, there is a gradual shift towards increase in organised players across all product segments. It is estimated that market share between organised and unorganised players will almost be equal in the next five to seven years.

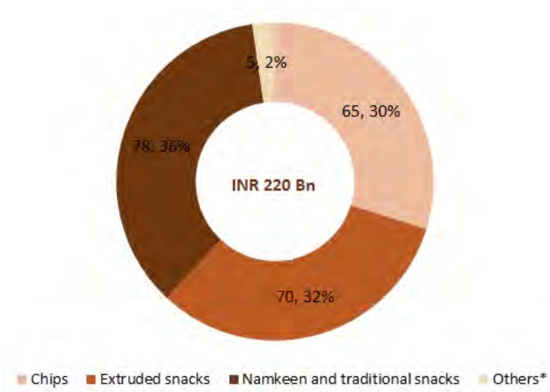
India Organised Snack Market: 2010- 2016, by Value (₹ billion)



Source: Frost & Sullivan Analysis

In India, the demand for organized snack foods grew at a CAGR of 14% from 2012 to 2016. The organised snacks market has been witnessing huge growth over the last few years. This is because of the overall growth in the processed foods segment, followed by the moving trend towards consolidation of markets. Some of the traditional Indian snacks have fared better than western snacks. With better infrastructure and technology to create better tastes, organised players have been able to re-create traditional Indian snacks and products that are helping them increase their market share. The role of the internet and media has also been a factor in pushing this trend. This growth trend is expected to continue with the organised sector consolidating more market share over the next five years.

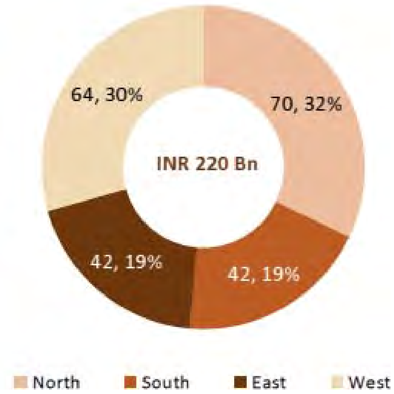
India Organised Savouries and Snacks Market: Split by Type, 2016



**Others include nuts, pop-corn, and tortilla chips*
Source: Frost & Sullivan Analysis

The market for organised Indian snacks has grown by 11% between 2015 and 2016. Availability of a variety of snacks, easy accessibility and a variety of SKUs are some of the major factors that have influenced this growth in the market. PepsiCo India, with Lays' Chips and Kurkure in its portfolio, is the market leader with about 30% market share. There are multiple medium-sized companies, as well, such as Balaji Wafers and Prataap Snacks, which are gaining popularity across India. A variety of branded and unbranded snack products are also available in the market, usually restricted to a city or even a locality within a city. Bulk of the sales of snacks is through independent grocery stores as they are more accessible, though options are limited as almost 95% of the products they stock are the most popular products.

India Organised Snacks Market: Split by Region, 2016



Source: Frost & Sullivan Analysis

In terms of regional demand, the demand for snacks is high in Northern and Western India. This trend is spread across all product segments with East and South showing moderate consumption. No major change is expected in this trend, though an increase in the South Indian market can be expected as many companies are looking to increase their penetration in that market.

Sales Channels

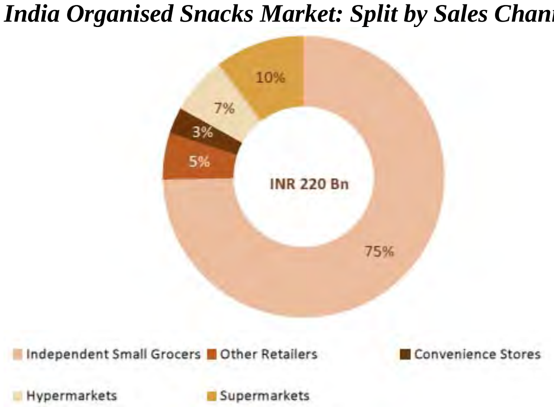
Independent Small Grocers: These are stores of the traditional format, and are the "mom and pop" stores that sell a wide range of products, predominantly grocery products. They are wide spread across the country and are not usually a brand that is recognised beyond the city or area in which they are located. They are owned by entrepreneurs owning and operating one or two retail outlets. These are typically family concerns.

Convenience Stores: These are usually present around petrol pumps and are open late in the night. A mixture of grocery and other essential FMCG items are stocked at such stores.

Other Retailers: These are retail outlets that sell predominantly food, beverages and tobacco or a combination of these. This also includes health food stores, kiosks and markets selling groceries predominantly.

Supermarkets/ Hypermarkets: Hypermarkets are chains or independent retail outlets with a selling space of over 2,500 square meters and with a primary focus on selling food/beverages/tobacco and other groceries. They also stock non-grocery merchandise and essential home care products. Supermarkets are typically smaller versions of hypermarkets.

India Organised Snacks Market: Split by Sales Channels, 2016



Source: Frost & Sullivan Analysis

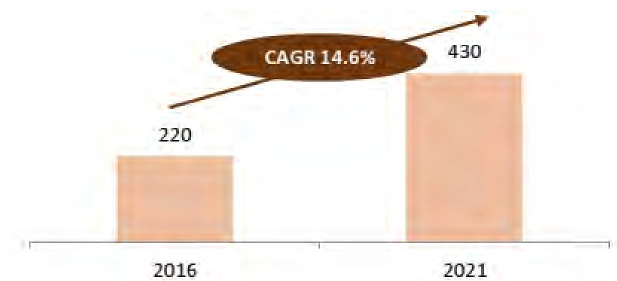
Due to the structure of the Indian retail market, there is a large presence of unorganised small grocery stores and petty shops that cater to the day-to-day demands of consumers. These shops are present in residential areas and stock essential products such as food, personal care etc. Hence, companies target these shops to ensure maximum consumer reach. Sales of snacks in these independent grocery stores account for about 75% of the total snacks sales. These shops typically stock the most popular products of each category of the most popular SKU size. Petty shops usually stock the smallest SKU size product, and this is popular usually in the rural markets.

There is an increasing trend towards modern retail trade in the urban markets. Many retail chains, including international ones, have shown interest in the Indian organised retail segment. Consumers are attracted by the factors such as size of the outlets, multiple options and varieties, presence of imported products, offers and discounts and the option to purchase all products under one roof. Hence, snack companies are also increasingly offloading their products through hypermarkets and supermarkets. This allows them to display larger varieties, more SKU options, launch new products and flavours, and sell multi-packs through offers, etc. Since many consumers prefer to shop for the entire month's needs from supermarkets, snack companies stock medium-sized and large sized packets to cater to this segment of consumers. Trends indicate that going forward the role of modern retail will increase. However, the domination of small grocery stores is expected to continue for the next five to ten years. E-tailing of snacks is still in a nascent stage and snack companies may not look at this in a big way since snacks are typically impulse purchases.

Demand Forecast

The market for organised snacks in India is estimated to grow at about 14.6% CAGR, between 2016 and 2021. Some of the segments such as chips, other savory and snacks (nuts and popcorn) are expected to witness only moderate growth of about 9-10% as they have already reached maturity with limited scope for new offerings. The market for namkeen is expected to witness the highest growth, at about 17.8% between 2016 and 2021. Shift from unorganised sector to the organised sector, and increasing penetration in Southern and Eastern markets will be the key driving factors for this market. Companies have responded to this growth by enhancing their production capacities across the country.

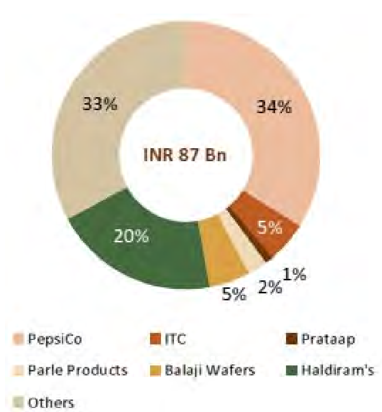
India Organised Snacks Market – Demand Forecast: 2016-2021, by Value (₹ billion)



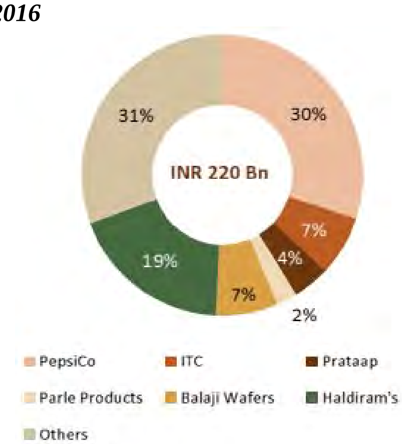
Source: Frost & Sullivan Analysis

Competitive Landscape

India Organised Snacks Market: Market Share 2010



India Organised Snacks Market: Market Share 2016



** Haldirams considered as a brand and the share is for all the three operating companies of Haldirams*
Source: Frost & Sullivan Analysis

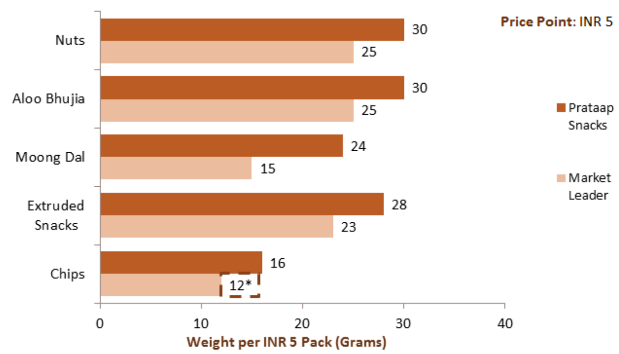
In the organised snacks segment the market has been historically dominated by major FMCG companies such as PepsiCo, ITC, Parle Products, etc. PepsiCo, with its Lays' and Kurkure brand has dominated the chips and extruded snacks market with close to 50% market share in each of the segments. A large portfolio of products, innovative flavours, and regular new product launches, aggressive advertisements and promotions, celebrity endorsements, and large retailer margins have been instrumental in PepsiCo gaining dominance in these categories.

In addition to these larger players, the last four to five years have witnessed the aggressive growth of medium-sized companies such as Balaji Wafers and Prataap Snacks. Balaji Wafers was started in Western India and in spite of being no match to PepsiCo in spending, has been able to dominate the market for chips in the region, with more than 60% market share. Balaji Wafers has been expanding beyond the Western markets to the North Indian market as well.

In terms of revenues, Prataap Snacks is one of the top six companies of 2016. It has a strong presence in Northern and Western markets and is increasing penetration in the Southern markets as well. Prataap Snacks is the market leader in the rings segment (part of extruded snacks), and its share in the overall organised snacks market has grown from 1% to 4% from 2010 to 2016. Being a pan-India player, Prataap Snacks has seen high growth over the last few years and has successfully garnered market share from larger companies such as PepsiCo and ITC. With capacity expansion plans aimed at reaching newer geographies, the dominant position of leading snack companies will be challenged over the course of the next four to five years.

India Organised Snacks Market: 2016

Grammage Analysis of Leading Products versus Prataap Snacks: Mumbai, 2016



Category	Market Leader
Chips	Lay's
Extruded Snacks	Kurkure
Moong Dal	Haldiram's
Aloo Bhujia	Haldiram's
Nuts	Haldiram's

Source: Frost & Sullivan Analysis

At an overall level, the products of Prataap Snacks at the ₹ 5 price point contained 25% more snacks than that of the market leader. This is critical for the price conscious middle-class Indian consumer and has been one of the key factors that has attributed to the growth of medium-sized companies, especially in the semi-urban and rural markets.

Analysis of Extruded Snacks Market in India

Extrusion technologies have an important role in the food industry as an efficient manufacturing process. The products developed by this process are known as extruded snacks and they differ in colour, shape, and aroma. Extruded food products are mainly corn flour and potato-based but a combination of flours can also be used. Fast-paced lifestyle, high disposable income, rising urbanisation, and transforming food culture have attributed to the growth and demand of the Indian snacks market, including extruded snacks.

India Overall Extruded Snacks Market – 2010-2016: by Value (₹ million)

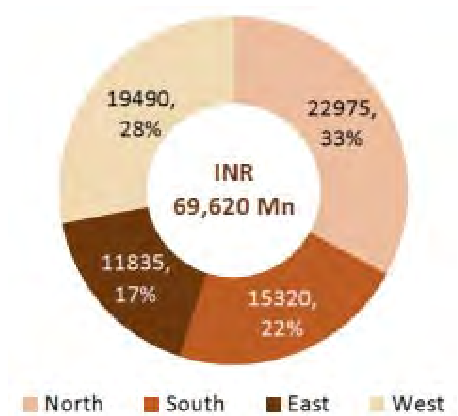
Source: Frost & Sullivan Analysis

The market for overall extruded snacks witnessed a growth of 11% CAGR between 2012 and 2016.

With the advancement in the field of technology, more and more innovative products in different shapes and sizes are being offered to consumers and, thus, the extruded snacks market is flourishing with each passing day. All these factors have been instrumental in driving the demand growth for organised extruded snacks at 18% over the last five years in India. Similar growth rates can also be expected over the next few years in this segment.

India Overall Extruded Snacks Market: Market Share by Type, 2016

India Organised Extruded Snacks Market: Split by Region, 2016

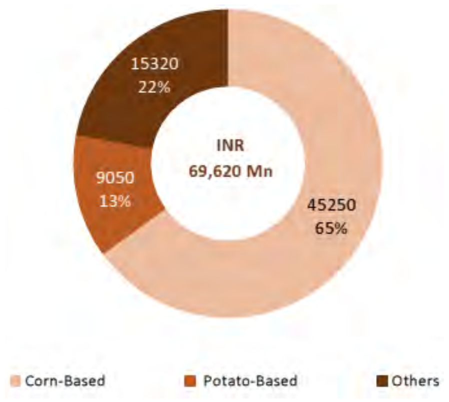


Source: Frost & Sullivan Analysis

Northern and Western India are the largest markets for extruded snacks. Both these regions also witness the largest competition in both the organised and unorganised segments. Small pack size is imperative to push sales volumes, especially in the rural markets, where penetration is minimal. Even in extruded snacks, the products that are sold across the various regions vary depending on what is native to the region and the typical flavours enjoyed.

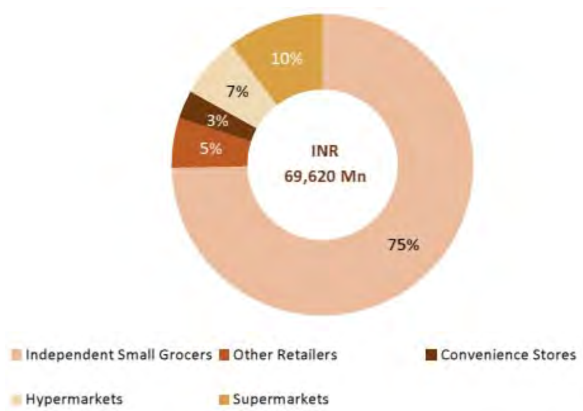
One of the key varieties of extruded snacks is rings. This includes corn rings and accounts for about 8%-10% of the total extruded snacks market. This segment is totally targeted at children and the corn rings packs are usually packed with toys. Corn-based extruded snacks are of various types. But the most common one would be the puffed variety. Variants such as cheese balls, cheese puffs, and spicy corn puffs are popular. Fryums are also a popular category in the market, with a large presence of unorganised players.

India Organised Extruded Snacks Market: Split by Type, 2016



Source: Frost & Sullivan Analysis

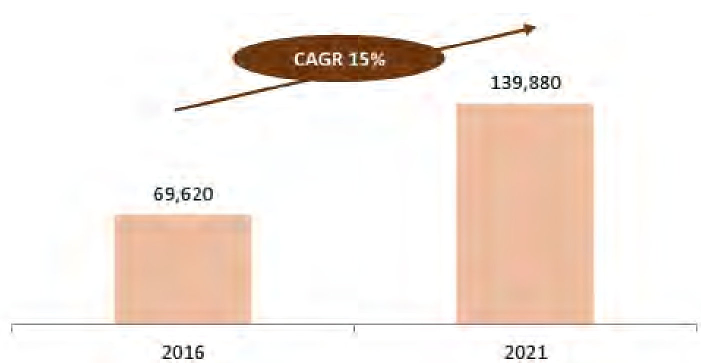
India Organised Extruded Snacks Market: Split by Sales Channel, 2016



Source: Frost & Sullivan Analysis

Majority of the sales of extruded snacks is through the traditional small grocers' outlets. They are found commonly across all residential regions supplying essential food and daily personal care items. Typically, the most popular product in the category is stocked in large volumes and varieties are limited. Depending on the locality, the variety and flavour can differ. Hypermarkets and supermarkets usually offer a larger variety and stock larger packs and offer multi-pack offers and promotions.

India Organised Extruded Snacks Market – Demand Forecast: 2016-2021, Value (₹ million)



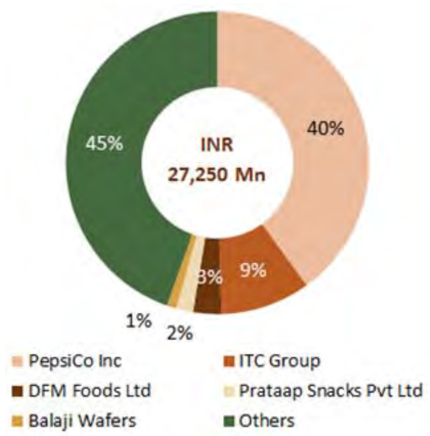
Source: Frost & Sullivan Analysis

The demand for extruded snacks in the organised market is expected to increase at a CAGR of 15% over the next five years. An increasing young population, the demand for multiple snacking items and flavours, increasing disposable income and the influence of social media, are some of the major factors that are driving this growth.

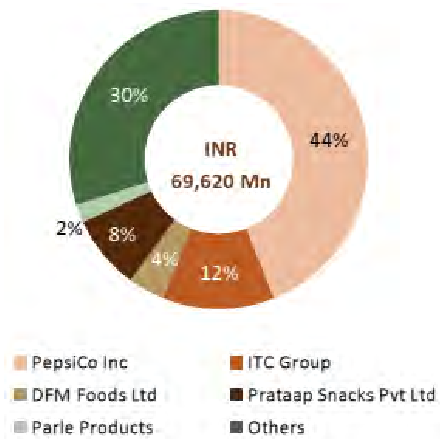
With the trend pointing towards increasing organised retail, a similar effect can also be witnessed in extruded snacks. Similarly, medium-sized players will compete aggressively with global players to gain market share. Large players such as PepsiCo and ITC are likely to build on their R&D and supply chain strengths to retain their dominant position.

Competitive Landscape

India Organised Extruded Snacks Market: Market Share by Companies, 2010



India Organised Extruded Snacks Market: Market Share by Companies, 2016



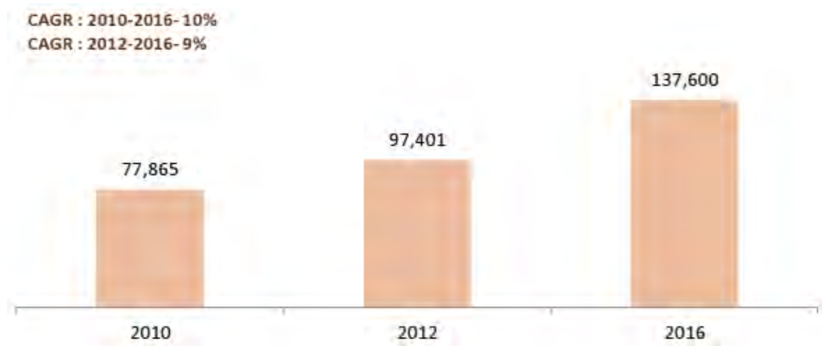
Others include SM Food, Haldirams, and Bikanervala etc.
Source: Frost & Sullivan Analysis

PepsiCo is the market leader with a 44% value share in 2016 with their 15-year-old brand Kurkure. However, the dominance of PepsiCo has been challenged by companies such as Prataap Snacks, Balaji Wafers and DFM Foods. These companies are strong in certain regional pockets though having a wider presence, and offer better prices than the major companies to increase penetration across the country. The presence of such players is high in Western India indicating the level of competition in the region. By expanding their product portfolio and penetrating newer markets, these companies have been garnering market shares from major players over the last two to three years and witnessing high growth over the last few years. Prataap Snacks became the market leader in rings (extruded snacks) with its product Rings in 2015 and continue to remain so in 2016, followed by DFM Foods with its product Crax. Medium-sized companies, including Prataap Snacks and SM Foods, have been moving towards expanding across the entire country and challenging the large companies. Smaller companies are usually confined to a city or a few cities in a region.

Analysis of Chips Market in India

Chips are one of the largest segments in the Indian snacks market. There are a large number of players in the market operating at a national level as well as in the regional level. In addition to packaged chips, there is a notable market for fresh chips (not covered under this study). In addition to potato chips, tapioca chips and banana chips are the top varieties present in the market. Potato is the most popular variety and accounts for more than 90% of the total chips market.

India Overall Chips Market: 2010- 2016, by Value (₹ million)

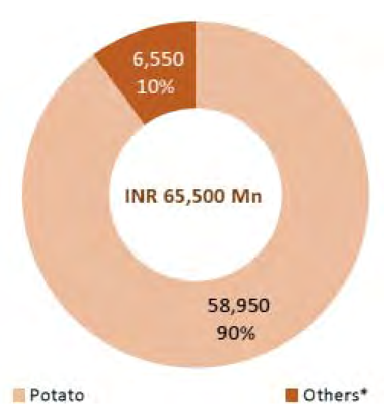


Source: Frost & Sullivan Analysis

The market for overall chips witnessed a growth of 9% CAGR between 2012 and 2016.

A large variety of SKUs, new and innovative tastes targeting traditional as well as global flavours, ease of availability across all shops, multi-pack sales, aggressive promotions through celebrities, and sponsoring sporting events are some of the prime reasons for the success of the chips segment in the Indian market.

India Organised Chips Market: Split by type, 2016

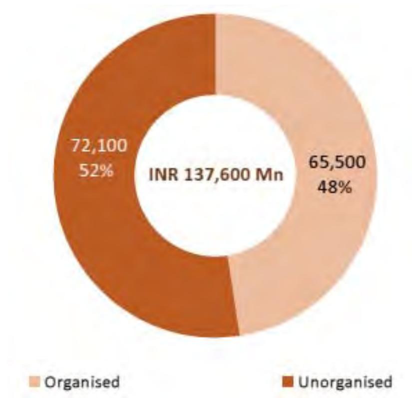


Others include tapioca, banana etc.
Source: Frost & Sullivan Analysis

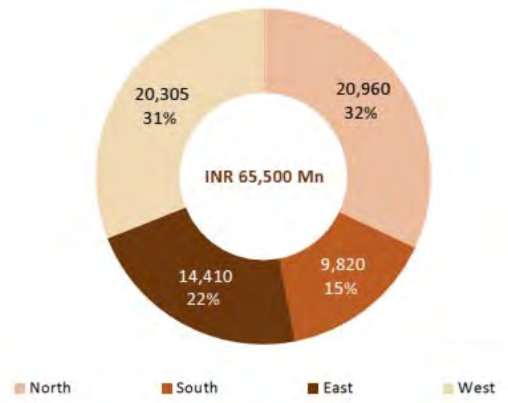
Potato chips are the most common type of chips in the market being the core product of all chips manufacturers. Some companies such as Balaji Wafers, MTR, etc. have options such as banana chips. Other varieties such as tapioca, carrot, etc. are produced majorly by smaller companies that have regional presence. The unbranded market for chips boasts of a larger variety of chips and is mostly manufactured freshly and sold.

While the chips market in India has been growing at about 17-19% over the last five years in the organised segment, it has been losing share to traditional Indian snacks over the last two to three years. The effort associated with procuring and processing potatoes offers slim margin to manufacturers, who are increasingly looking at namkeen and extruded snacks to optimize margins.

India Overall Chips Market: Split by Organised and Unorganised, 2016



India Organised Chips Market: Split by Region, 2016



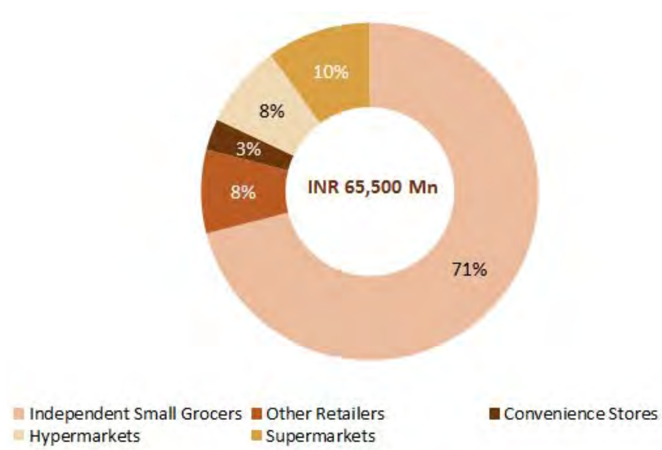
Source: Frost & Sullivan Analysis

Similar to the other snack segments, the market for chips is also highly unorganised and fragmented; the main difference being chips is already a mature market in India. Even in the organised market, many players are restricted to certain regions or cities, while big players have a larger reach. While the unorganised segment dominates the market, a move toward a more organised industry structure is expected in the future. With increasing urbanisation, exposure to various cultures and tastes, the consumer is becoming increasingly demanding and only companies that play in the organised segment will possess the capabilities to continuously innovate to satisfy consumer demands. Furthermore, companies that play in the organised segment are perceived as healthier and hygienic in comparison to the unorganised ones. Additionally, the colourful and multi-layer packaging seen in branded products is both attractive and retains freshness when compared to products sold by the unorganised players. Hence, a move toward a more organised market is inevitable.

Majority of the consumption of chips is from Northern and Western India, which together account for over 60% of the market; with multiple small and medium-sized companies operating in these markets, as well. A large number of chips manufacturers are based in Madhya Pradesh, from where they serve Northern and Western markets, while some companies cater to the Eastern market as well.

Potato chips are very popular in Northern and Western India, while South India sees a mixed demand for potato chips, tapioca chips and banana chips, with banana chips being particularly popular in Kerala. As taste is the major factor that decides the success of a product, companies prefer to experiment with local tastes in addition to standard flavours. Apart from packed chips, freshly made chips are also very popular in the South India.

India Organised Chips Market: Sales by Sales Channels, 2016



Source: Frost & Sullivan Analysis

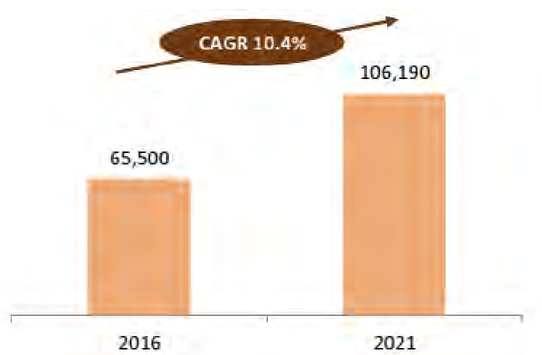
Traditional grocery shops are most commonly found in India, offering ease of access and quick shopping options. Usually, consumers visit these shops to buy daily essential food/ personal care products and tend to pick up chips. To support this impulse purchase, these shops stock the most popular products in the segment and usually the medium pack size. Traditional grocery stores dominate the market and will continue to do so.

Shopping in hypermarkets and supermarkets has become common where consumers usually visit for bulk purchase of products for the entire month. Hence, there is tendency to buy larger packs or a multi-pack product from there. Similarly, companies also sell niche flavours and new varieties more in supermarkets than in the traditional outlets as the consumers who frequent supermarkets are more likely to try new flavours or products. While sales in malls will increase, it is not expected to be a major channel over the next five years.

Demand Forecast

Since chips in the organised market make a fairly mature market, the demand is expected to grow at 10.4% over the next five years. Growth in the organised segment is expected to be more than the growth in the unorganised segment. The growing young population, influence of social media, and the liking for salty Indian snacks will continue to drive growth. Furthermore, companies offer new flavours and tastes so that consumers always have options; this will ensure sustainability. While the issue of health and wellness can dampen sales, suppliers do not think it will be a matter of concern and the effects of this could be low in the short to medium term. It will also pave way for healthier snacking options such as baked and multi-grain products. However, retention of taste while making the snacks healthier is a challenge currently, even for bigger companies.

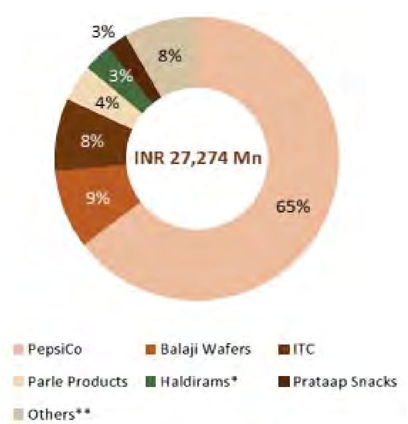
India Organised Chips Market – Demand Forecast: 2016-2021, Value (₹ million)



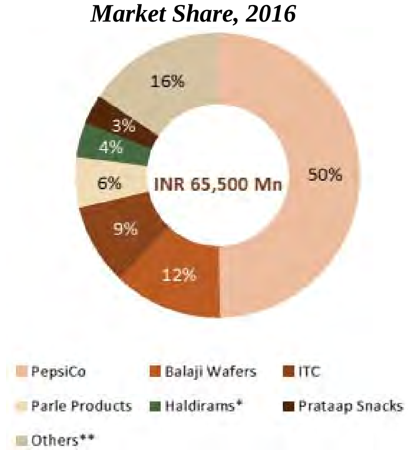
Source: Frost & Sullivan Analysis

Competitive Landscape

India Organised Chips Market: Market Share, 2010



India Organised Chips Market: Market Share, 2016



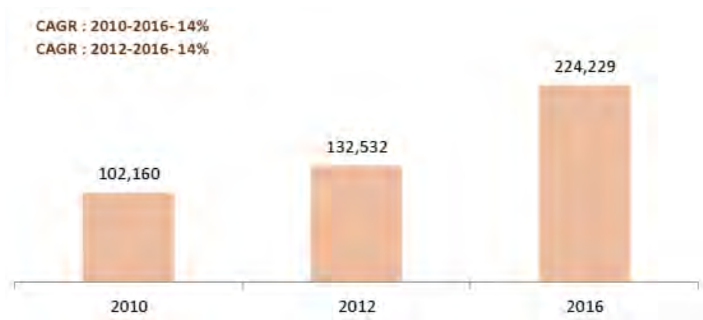
** Haldirams considered as a brand and the share is for all the three operating companies of Haldirams*
*** Others include MTR, Bikano, Fryo Foods, Aakash Foods, etc.*
Source: Frost & Sullivan Analysis

The market share of market leader PepisoCo's Lays' has eroded over the last few years with mid-sized companies such as Balaji Wafers and Prataap Snacks chipping away market share from PepsiCo. Aggressive pricing, more product for the same price and increasing availability across various types of outlets have aided these companies challenge to PepsiCo. Prataap Snacks is currently a major player in North, West and East India.

Analysis of Namkeen Market in India

Namkeen covers a broad range of products that are traditionally consumed in India. Most of these products were traditionally cooked at home and consumed. However, current lifestyles restrict the time available for such activities forcing consumers to purchase these products for consumption. This has resulted in the Indian market experiencing high growth over the last few years. The broad range of products, availability of raw materials and higher margins are some of the key factors that deem this segment attractive. In response, many companies are adding more namkeen in their product portfolio. Moong Dal and Aloo Bhujia are the most popular products in the segments. Due to the varied eating habits across India, the preference for traditional snacks differs across the country.

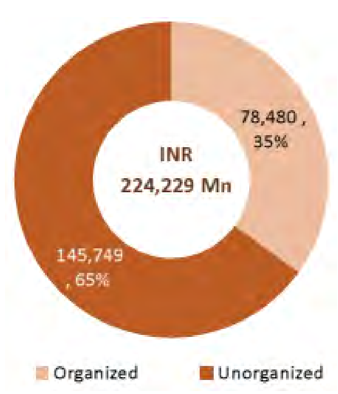
India Overall Namkeen Market: 2010-2016, Value (₹ million)



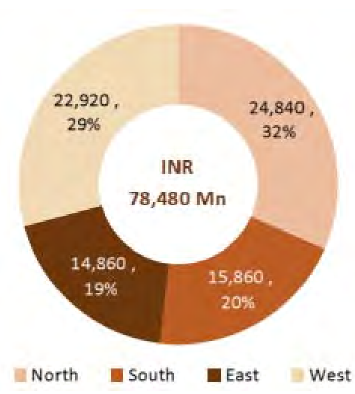
Source: Frost & Sullivan Analysis

The market for overall namkeen witnessed a growth of 14% CAGR between 2012 and 2016.

India Overall Namkeen Market: Market Share by Type, 2016



India Organised Namkeen Market: Split by Region, 2016

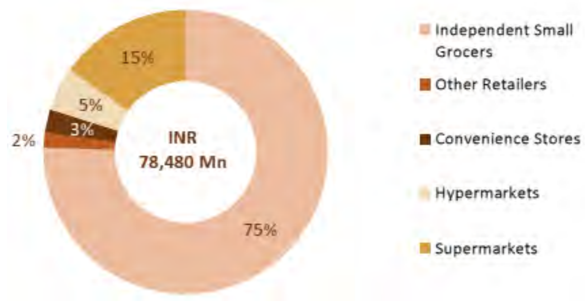


Source: Frost & Sullivan Analysis

Since most of the namkeen can be prepared at home as well as by local condiment shops, there is a presence of a large unorganised segment in this market. With bigger players entering the fray, market consolidation and lower number of companies can be expected going forward. This trend can be noticed across the snacks market in India.

North and West India are the major consumers of namkeen, especially Rajasthan and Gujarat where namkeen forms an integral part of their food habits. Hence, majority of the namkeen varieties originate from these regions. Namkeen in South India and Eastern India are markedly different in comparison.

India Organised Namkeen Market: Split by Sales Channel, 2016



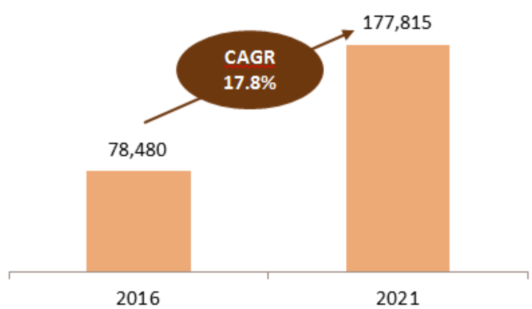
Source: Frost & Sullivan Analysis

Due to the large presence and location in residential areas, sale of namkeen products has resultantly been predominant in small grocery shops. Petty shops that sell beverages and chocolates also stock namkeen products to a large extent and form a major avenue of sales for namkeen. With the advent of supermarkets and hypermarkets, larger SKU products are sold through these channels. As namkeen is enjoyed by the entire family, family-sized packs are also seeing more movement, especially in supermarkets and hypermarkets. Re-sealable packaging has also been instrumental in the sale of larger SKU packs in hypermarkets and supermarkets.

Demand Forecast

While the overall snacks market is witnessing healthy growth, the namkeen market stands out. The growth in this segment is the highest across all segments, offering higher margins resulting in more competitors. As companies compete for share of throat, new tastes, new products and new variations of traditional products, attractive packaging and flexible price points are fuelling the high growth in the namkeen market. A high growth of nearly 20% over the next four to five years is forecasted. The growth is also supported by the large presence of the unorganised segment, catering to unique taste-requirements in each region and ensuring reach to even the most rural markets. In the long run consolidation of the unorganised sector is expected.

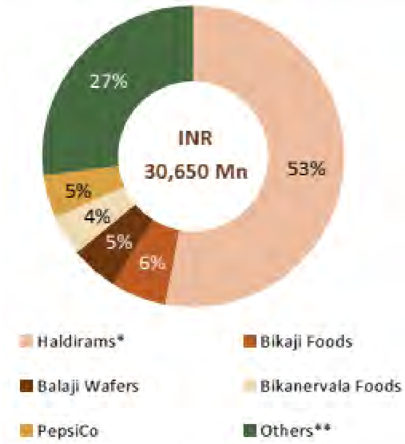
India Organised Namkeen Market - Demand Forecast: 2016- 2021, by Value (₹ million)



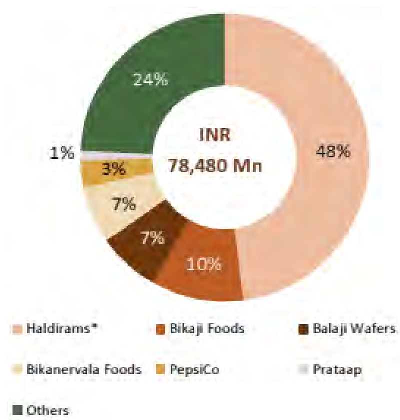
Source: Frost & Sullivan Analysis

Competitive Landscape

India Organised Namkeen Market: Market Share, 2010



India Organised Namkeen Market: Market Share, 2016



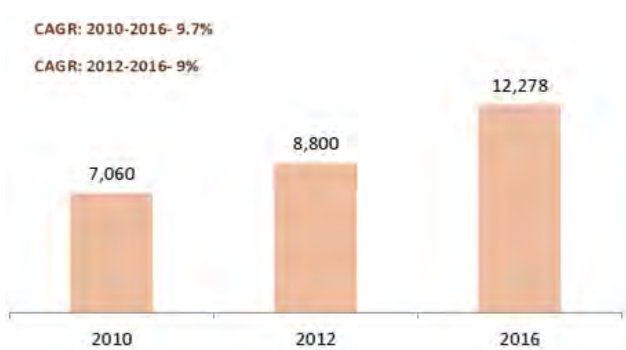
** Haldirams considered as a brand and the share is for all the three operating companies of Haldirams*
*** Others include CavinKare, Maiyas, MTR, Laxmi Group, DFM Foods, etc.*
Source: Frost & Sullivan Analysis

Haldirams is the undisputed market leader in namkeen, though they have lost market share they still remain largest shareholder with first mover advantage. With a long heritage it is expected to dominate the market over the next four to five years. Bikaji Food and Bikanervala Foods are other companies that have always been associated with the namkeen market. Balaji Wafers is a relatively new entrant in the market, though it has been aggressively competing for the leading position. With increasing challenges in their wafers business, they forayed into the namkeen market and were able to compete successfully, taking advantage of their existing supply chain, supporting dealers and understanding consumer tastes. Prataap Snacks is also another upcoming player observing 40% growth with a strong presence in Eastern and Western markets. Since the traditional snacks in Southern India are quite different from the other regions, certain players such as MTR and Maiyas have a strong presence in the region.

Analysis of the market for 'Other Snacks' in India

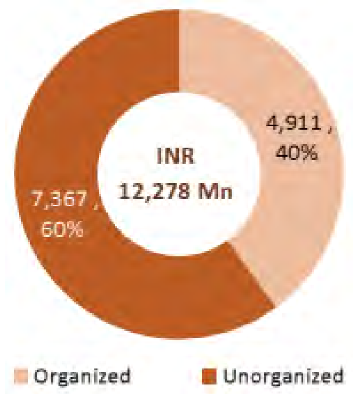
Apart from the popular variety of snacks such as chips, extruded snacks and namkeen, other formats such as nuts, popcorns, and tortilla chips are also present in the market. Of these, nuts and popcorn have already been in consumption in India, while tortilla chips are a new product. Increasing exposure to media and a multi-cultural environment have been the key factors for entry of the product. The market for this category of snacks has increased by 9% between 2012 and 2016.

India Overall 'Other Snacks' Market: 2010-2016, Value (₹ million)

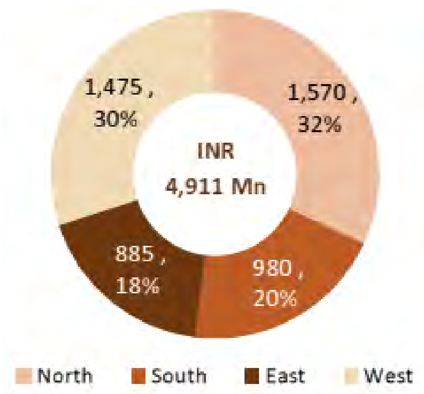


Source: Frost & Sullivan Analysis

India Overall Market for Other Snacks: Market Share by Type, 2016



India Organised Market for Other Snacks: Split by Region, 2016

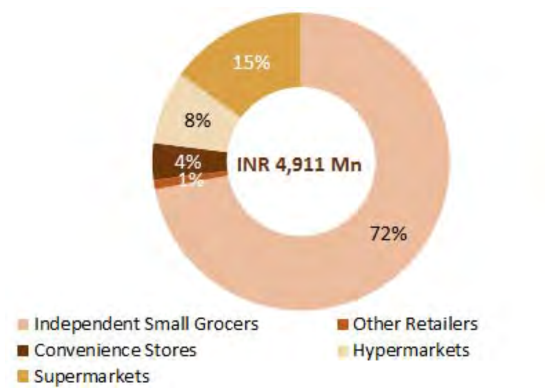


Source: Frost & Sullivan Analysis

The market for other snacks is characterised by a high presence of players in the unorganised sector. This is more so in the case of nuts and popcorn. The market for ready-to-cook popcorn has low presence of unorganised players. The market for tortilla chips is fairly consolidated now and there is no unorganised player in that segment due to its non-Indian origin.

In terms of regional sales, similar to other snacks, Northern and Western India are the largest consumers. Southern and Eastern India show moderate levels of consumption. However, South India consumes a substantially larger amount of popcorn when compared to nut-based snacks. Demand for tortilla chips is highest in North India followed by South India with the demand concentrated in urban markets.

India Organised Market for Other Snacks: Split by Sales Channels, 2016



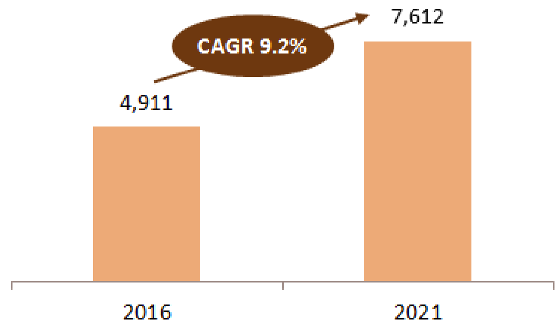
Source: Frost & Sullivan Analysis

Due to large-scale consumption by a large section of the population, nuts and popcorn are available largely across all independent grocery stores. Additionally, medium and large packs are sold through supermarkets and hypermarkets targeting consumption as a family, similar to namkeen. However, tortilla chips are predominantly available only in hypermarkets and supermarkets, as they are still considered as a premium product and are more likely to be consumed by consumers frequenting supermarkets and hypermarkets.

Demand Forecast

The overall market is expected to witness average growth rates over the next few years, with limited scope of innovation and new product development in the nuts and popcorn category. Coupled with the pressure from namkeen and the extruded snacks market, a growth of around 9.2% is forecast between 2016 and 2021 in the organised segment. However, the demand for tortilla chips is expected to grow at about 38% over the next few years, as it is still in the nascent phase with increasing penetration into non-urban and rural markets. Attractive price points will be critical for penetrating rural markets and to increase sales overall.

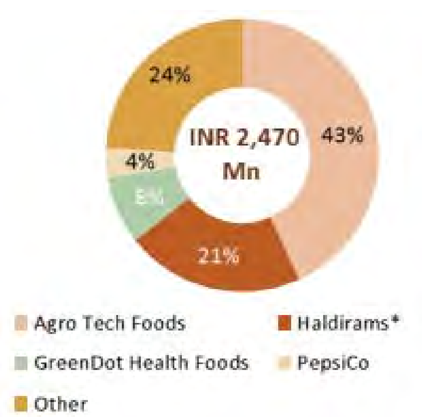
India Organised Market for Other Snacks — Demand Forecast: 2016-2021, by Value (₹ million)



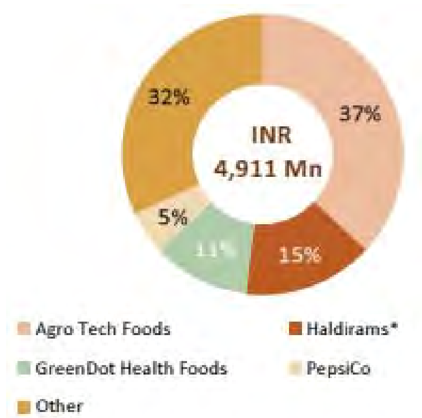
Source: Frost & Sullivan Analysis

Competitive Landscape

India Organised Market for Other Snacks: Market Share, 2010



India Organised Market for Other Snacks: Market Share, 2016



** Haldirams considered as a brand and the share is for all the three operating companies of Haldirams*
Source: Frost & Sullivan Analysis

Agrotech dominates the popcorn market with more than 80% market share with its ACT II brand of ready-to-eat and ready-to-cook popcorn. Haldirams is the second largest player in the market, leading the nuts market with close to 50% market share. Green Dot Health Foods are the third-largest player in the market and are the dominant player in the tortilla chips category, accounting over 90% of the market with its Cornitos brand. The market share trend is expected to stay similar over the years, though the dominance of Green Dot Health Foods in the tortilla chips market will be challenged by large snack companies.

Overview of the packaged sweets industry in India

The overall Indian traditional sweets market is estimated at over ₹ 3.8 billion in 2016 and is largely dominated by the unorganised players. Due to the integral role played by sweets in Indian culture and festivities, the market for traditional Indian sweets is expected to grow at about 10% over the next few years.

However, there is an increasing preference towards western sweets, especially chocolate-based confectionaries, due to changes in consumer preference, exposure to media and the internet, and increasing living standards. In addition, concerns related to hygiene and low quality due to lack of established processes to manufacture Indian sweets is also driving this shift. Most of the smaller sweet brands will struggle, while the larger brands have been able to capitalise on this by offering packed sweets that appeal to the consumers. The organised confectionary market in India is estimated at about ₹ 28 billion in 2016. The market for confectionaries is estimated to grow at about 15%-18% over the next four to five years driven primarily by chocolate confectionaries.

With increase in demand of high-end confectionary, many global as well as domestic players are investing in the market. Primarily driven by the young age group, offering new taste/ flavours, promotional activities, attractive packaging, and free toys are some of the crucial factors that can ensure growth in the Indian market.

OUR BUSINESS

Some of the information in the following discussion, including information with respect to our plans and strategies, contains forward-looking statements that involve risks and uncertainties. You should read the section "Forward-Looking Statements" on page 16 for a discussion of the risks and uncertainties related to those statements and also the section "Risk Factors" beginning on page 18 for a discussion of certain factors that may affect our business, financial condition or results of operations. Our actual results may differ materially from those expressed in or implied by these forward-looking statements. Our fiscal year ends on March 31 of each year, and references to a particular Fiscal are to the twelve-month period ended March 31 of that year.

In this section, any reference to the "Company" refers to Prataap Snacks Limited on an unconsolidated basis, and any reference to "we", "us" or "our" refers to Prataap Snacks Limited on a consolidated basis. Unless the context otherwise requires, all financial information included herein is based on our Restated Consolidated Financial Statements included in "Financial Statements" beginning on page 236.

*Unless otherwise indicated, industry and market data used in this section has been derived from industry publications and other publicly available information, including, in particular, the report "Strategic Analysis of the Savouries and Snacks Markets in India" dated June 15, 2017 (the "**FS Report**") prepared and issued by Frost & Sullivan (India) Private Limited on our request. Unless otherwise indicated, all financial, operational, industry and other related information derived from the FS Report and included herein with respect to any particular year refers to such information for the relevant calendar year.*

Overview

According to the FS Report, we were one of the top six Indian snack food companies in terms of revenues in 2016, and among the fastest growing companies in the Indian organised snack market between 2010 and 2016. *(Source: FS Report)*. Based on the FS Report, the snacks market in India is estimated at approximately ₹ 550 billion, out of which organised snack market is estimated at ₹ 220 billion and grew at a CAGR of 14% between 2012 and 2016. With increasing competition and cost pressure, there has been a gradual shift from an unorganized to organized sector across the various product segments. *(Source: FS Report)* We are present in three major savoury snack food categories in India and all our products are sold under the Yellow Diamond brand.

In Fiscal 2012, the Company acquired the snack foods business of its Group Company, Prakash Snacks Private Limited, pursuant to a business transfer agreement dated September 28, 2011. Pursuant to such arrangement, we acquired the Yellow Diamond brand and the snack foods business under such brand. For further information, see "History and Certain Corporate Matters" on page 194. We have over the years leveraged our understanding of our target markets and consumer segments, product innovation capabilities, extensive distribution network, strategically located manufacturing facilities, and have focused our marketing and promotional activities to strengthen our product brands and establish the Yellow Diamond brand across India.

Our diversified product portfolio includes three categories:

- *Extruded Snacks*. Extruded snacks are processed, reconstituted and shaped potato or cereal based snacks. Extruded snacks may be flavoured or unflavoured. It includes puffed snacks. Our Extruded Snacks products are divided into two sub-categories: (i) Shaped Extruded Snacks, which includes our Puffs, Rings and Pellets products; and (ii) Random Extruded Snacks, which includes our Chulbule product. Chulbule was introduced by Prakash Snacks in Fiscal 2006, and this business was subsequently acquired by the Company in Fiscal 2012. Rings, one of our major products in the Extruded Snacks category, was launched by us in Fiscal 2012. Currently, we sell Extruded Snacks under the Yellow Diamond brand.

- *Chips*. Chips include fried, sliced chips or crisps made from potatoes, hummus, lentils etc. It includes flavoured and unflavoured chips, and may be standard chips, thick-cut and / or crinkle-cut. Potato Chips were introduced by our Company in Fiscal 2010. Our Group Company, Prakash Snacks, introduced potato chips in Fiscal 2005 and we acquired its potato chips manufacturing business in Fiscal 2012. Currently, we sell Potato Chips under the Yellow Diamond brand.

- *Namkeen*. Namkeen are a type of traditional savoury Indian snack which includes products such as moong dal, masala or fried nuts, sev and bhujia. Namkeen under the Yellow Diamond brand was launched by our Company in Fiscal 2012, pursuant to the business transfer agreement dated September 28, 2011.

In Fiscal 2017, revenue from Extruded Snacks, Potato Chips and Namkeen represented 62.99%, 23.85%, and 12.23%, respectively, of our total revenue from operations (net) in Fiscal 2017. For more details of our products, see "– Product Portfolio" on page 176.

We seek to differentiate ourselves from our competitors through introduction of new products, including launching innovative flavours targeted at addressing consumer taste, market trends and providing superior value to consumers. Our diversified product portfolio enables us to cater to a wide range of taste preferences and consumer segments, including adults and children. Our products in the Extruded Snacks category are primarily targeted at the youth and children while our Potato Chips and Namkeen category of snacks are for all consumer segments. Our diversified product portfolio is therefore, relatively less susceptible to shifts in consumer preferences, market trends and risks of operating in a particular product segment. Our brand philosophy emphasises delivery of maximum value to consumers, as reflected by the regular introduction of new flavours, relatively high per pack weight to volume ratio for our products, and inclusion of promotional items such as toys.

We have set up a pan-India distribution network supported by strategically located manufacturing facilities. Our wide network of super stockists and distributors is supported by our large team of sales representatives and arrangements with various modern retail outlets. As of June 30, 2017, our distribution network included 218 super stockists across 26 States and one Union Territory in India and over 3,500 distributors. As of the date of this Prospectus, we own and operate three manufacturing facilities, one located at Indore, Madhya Pradesh and the other two located at Guwahati, Assam. In addition, as of the date of this Prospectus, we have engaged two facilities on contract manufacturing basis, located at Bengaluru, Karnataka and at Kolkata, West Bengal. The Bengaluru facility was engaged by us on an informal, non-exclusive basis between October 1, 2011 and July 31, 2016. This facility has been engaged exclusively pursuant to the Bengaluru Contract Manufacturing Agreement with effect from August 1, 2016. These facilities have access to cost efficient transportation to our major markets and enable us to benefit from transportation cost efficiencies from reverse logistics arrangements.

In Fiscal 2015, Fiscal 2016, and Fiscal 2017, our revenues from operations (net) were ₹ 5,588.07 million, ₹ 7,571.90 million and ₹ 9,039.17 million, respectively. In the period Fiscal 2013 through Fiscal 2017, revenues from operations (net) increased at a CAGR of 27.34%. In Fiscal 2015 and Fiscal 2016, and Fiscal 2017, we recorded EBITDA of ₹ 356.29 million, ₹ 572.33 million and ₹ 424.09 million, respectively and in the period between Fiscal 2013 through Fiscal 2017 EBITDA increased at a CAGR of 10.68%. We recorded a profit after tax but before minority interest of ₹ 99.02 million, ₹ 273.73 million and ₹ 98.93 million in Fiscal 2015, Fiscal 2016, and Fiscal 2017.

Business Strengths

Innovation driven diversified product portfolio

Snack food consumers in India prefer a wide variety of snacks, including traditional and western snacks. *(Source: FS Report)* Our diversified product portfolio includes a wide range of snack foods, flavours and SKUs, thereby effectively addressing a large consumer base. We believe that our ability to identify market trends and develop new flavours catering to the palate of Indian consumers are significant factors that have contributed to the growth of our business. As of July 31, 2017, we had 40 flavours of Chips and Extruded Snacks and 23 varieties of Namkeen in the market. Our diversified product portfolio includes traditional Indian snacks as well as western snacks. Our capacity to develop innovative snacks products, effectively supported by our strategically located manufacturing and distribution network, enables us to launch and market new products aligned to evolving consumer preferences. This facilitates minimal time-to-scale, and has enabled us to generate revenues of ₹ 1 billion from each of our key products, i.e., Potato Chips, Chulbule, Rings, and Namkeen within a few years of their launch.

Potato Chips was launched by our Company in Fiscal 2010. We also widened our portfolio by acquiring the potato chips manufacturing business of our Group Company, Prakash Snacks in Fiscal 2012. In Fiscal 2013, Potato Chips crossed the ₹ 1 billion revenue mark and generated revenues of ₹ 1.47 billion. As of July 31, 2017, we had nine flavours of Potato Chips in the market. Our Chulbule product was introduced by our Group Company, Prakash Snacks in Fiscal 2006 and this business was subsequently acquired by us in Fiscal 2012. In Fiscal 2015, Chulbule crossed the ₹ 1 billion revenue mark and generated revenues of ₹ 1.07 billion. As of July

31, 2017, we had seven flavours of Chulbule in the market. We launched our Rings product in Fiscal 2012, In Fiscal 2013, Rings crossed the ₹ 1 billion revenue mark and generated revenues of ₹ 1.15 billion. As of July 31, 2017, we had four flavours of Rings. Namkeen under the Yellow Diamond brand was launched by our Company in Fiscal 2012 and in Fiscal 2017, Namkeen crossed the ₹ 1 billion revenue mark and generated revenues of ₹ 1.11 billion. Our Namkeen portfolio is varied with 23 varieties as of July 31, 2017. Due to our diverse product portfolio, we have limited dependence on a single raw material. We use a range of raw materials used in production of our products from potato for Chips to corn and rice for Extruded Snacks and gram, flour, peanuts and pulses for our Namkeen products. Owing to our wide range of raw materials, our business and results of operations are less susceptible to price fluctuation or disruptions in availability of major raw materials.

Value proposition for consumers

Our brand philosophy emphasises delivery of maximum value to consumers and is reflected in our marketing campaign "*Dildaar Hain Hum*". Our brand equity has increased over the years, driven by product innovation and cost efficiencies in our production and distribution operations, and offering superior value proposition for consumers, through a wide range of consumer driven flavours, and providing relatively high grammage, i.e., a relatively high weight to volume ratio, for our products. We believe that the relatively high grammage and consequent value proposition that we offer to the price conscious middle-class Indian consumers who form a large proportion of the consumer market in India for our snacks products, has been an important factor in the growth and acceptance of our brand and our market share, particularly in the urban, semi-urban and rural markets in India. This value proposition for the consumer, leading to increased brand loyalty enables us to redirect some of our advertisement and marketing expenses towards improving our product quality and increasing SKU weight to volume ratio as well as further streamlining distribution expenses. Our ₹ 5 SKUs offers up to 25% more grammage per pack compared to the market leader at an overall level across various snack segments *(Source: FS Report).* Revenues from ₹ 5 SKUs of our products across our various product categories contributed the significant majority of our total revenue from operations (net) in Fiscal 2017.

We believe that certain of our promotional activities, such as including a wide range of toys in our Rings products, primarily targeted at children, also provide a value proposition for parents and families. We have over the years developed an effective procurement system for such toys. The revenues generated by our Rings product grew at a CAGR of 105.98% since launch to Fiscal 2017 and Rings generated revenues of ₹ 3,987.19 million in Fiscal 2017. The higher growth in market share for our Rings products introduced in Fiscal 2012 compared to other products is in part attributable to such toys, and we believe that these thematic toy campaigns have contributed effectively to our brand building efforts associated with a value proposition for consumers.

Strategic supply chain for a pan-India distribution network

We are a pan-India snack food company. *(Source: FS Report)* Our wide spread and integrated sales and distribution network enables us to reach a wide range of consumers and ensure effective market penetration. Points of sale for snack food products include traditional retail points, such as grocery stores, as well as modern retail outlets including supermarkets, hypermarkets and convenience stores for sales in urban areas. *(Source: FS Report).* Our products are sold in urban, semi-urban and rural regions through our wide distribution network.

We distribute our products through super stockists who are appointed to operate and maintain outlets/warehouses for sale to distributors and dealers. We have entered into formal agreements with our super stockists and have committed commercial relationships with most of our super stockists for over approximately three years. As of June 30, 2017, we have appointed super stockists in 26 States and one Union Territory in India, with a distribution network comprising of 218 super stockists and over 3,500 distributors. Our super stockists maintain dealer and distributor relationships and our sales team monitors the entire distribution network. For more details, see "– Distribution Network and Infrastructure" and "– Sales and Marketing" on pages 184 and 185, respectively.

We have over the years effectively managed our large distribution network and developed strong supply and distribution chain relationships across the various regions in which we operate within India. Although according to the FS Report, the East Zone is generally considered to be one of the most difficult markets for generation of increased market share *(Source: FS Report),* our wide distribution network and product configuration has enabled us to achieve a CAGR of 45.82% in revenues from operations (net) from the East Zone in the period from Fiscal 2013 to Fiscal 2017.

Strategically located manufacturing facilities

As of the date of this Prospectus, we own and operate three manufacturing facilities across India. One of these manufacturing facilities is located at Indore in Madhya Pradesh while the other two are located at Guwahati in Assam. As of July 31, 2017, the aggregate estimated installed capacity for these owned and operated manufacturing facilities was 80,500 MTPA. In addition, as of the date of this Prospectus, we have engaged two facilities on a contract manufacturing basis, located at Bengaluru, Karnataka and at Kolkata, West Bengal. As of July 31, 2017, the estimated installed production capacity of the Bengaluru contract manufacturing facility was 4,260 MTPA. The Kolkata contract manufacturing facility undertakes production as per monthly targets agreed between the parties on a non-exclusive basis. In Fiscal 2017, revenue from traded goods constituted 2.83% of our revenue from operations (net) for Fiscal 2017. Revenue from traded goods sold in Fiscal 2017 includes products manufactured at Bengaluru facility only up to July 31, 2016. For further information, see "Management's Discussion and Analysis of Financial Condition and Results of Operations – Production capacities and operating efficiencies" on page 380.

Our manufacturing facilities are strategically located, near our key markets and raw material supplies, thereby ensuring cost-efficiencies in procurement of raw material as well as transportation of finished products through super stockists and distributors, and enabling us to leverage economies of scale. Indore in Madhya Pradesh is a key distribution hub for quality potatoes, the key raw material for Potato Chips. Indore is also well connected to Delhi as well Mumbai, key distribution hubs for our products in the North Zone and West Zone, respectively. In addition, the strategic location of Indore enables us to effectively leverage efficient supply chain logistics as Madhya Pradesh is a major consumer state and Indore is the final destination for a large number of transportation companies and distribution network of multinationals. Its location enables us to transport our products from Indore to Mumbai and Delhi at cost-effective rates, thereby ensuring lower transportation costs and resulting operating cost efficiencies. Similarly, Guwahati in Assam also serves as a strategic location for leveraging such efficient logistics operations and resulting lower transportation costs.

The Guwahati and Kolkata facilities also enable effective distribution across the East Zone. Based on the FS Report, we are one of the leading players in the East Zone *(Source: FS Report),* reflecting strong demand for our products in the region. Our contract manufacturing facilities also enable us to ensure that our supply is able to effectively meet the market demand for our products without significant capital expenditure. We have also leased a cold storage warehouse near our manufacturing facility in Indore that enables us to store potatoes during the harvest season for use in the off-season. In addition, our Guwahati – II manufacturing facility, which commenced production on April 8, 2016, is eligible for value added tax and sales tax exemption for 15 years from the date of commencement of commercial production.

Successful track record and professional management

In Fiscal 2012, we acquired certain manufacturing businesses from our Group Company, Prakash Snacks pursuant to a business transfer agreement dated September 28, 2011. As part of the business transfer, our Company also acquired the brand Yellow Diamond. We have since witnessed substantial growth. In India, the demand for organised snack foods grew at a CAGR of 14% from 2012 to 2016. *(Source: FS Report).* Our revenue from operations (net) has grown at a CAGR of 27.34% from Fiscal 2013 to 2017. We have also been gaining market share in the snack food market over the years. From 2010 to 2016, our market share increased from 1% to 4% *(Source: FS Report).* We became the market leader in rings segment in 2015. *(Source: FS Report).* The revenue from sale of our Rings product grew at a CAGR of 54.17% from Fiscal 2013 to Fiscal 2017. Our Potato Chips, Rings, Chulbule and Namkeen products currently generate revenues of over ₹ 1 billion. Although, we began our operations only in Fiscal 2009, we have established a strong presence geographically across different regions in India. We are one of the leading players in the East Zone with a strong presence in the North and West Zones and are increasing penetration in the South Zone as well. *(Source: FS Report)*

We have benefitted from the experience of our promoter and chief executive officer, Mr. Amit Kumat, who has been part of the snack food industry for over 21 years. His knowledge of the snack food industry is supplemented by our management team which includes Key Management Personnel such as Mr. Sumit Sharma Mr. Subhashis Basu, Mr. Subhash Bhatt, Mr. Deepak Brahme, Mr. Raj Kumar Kalra, Mr. Mahesh Purohit, and Mr. Awadh Bihari Singh, who have a collective experience of several decades in the snack food industry. Most of our management team were associated with the snack food business of our Group Company, Prakash Snacks prior to joining our Company, which helped us to better manage the manufacturing businesses that we acquired from Prakash Snacks. Our management team is guided by our other Promoters, viz. Mr. Apoorva Kumat and Mr. Arvind Mehta. We have established a robust internal compliance monitoring system and reputed internal auditors that help ensure effective corporate governance. Our management team's understanding of target markets and consumer demand and preferences have enabled us to grow our business and expand our operations.

Our Strategy

Deeper penetration in existing markets and explore select new territories

Our key focus is to increase our penetration in the markets where we currently operate by replicating the same proposition that has helped us grow our brand. We intend to deepen penetration in the North and West Zones, particularly in the states of Rajasthan, Punjab and Uttar Pradesh. We have a strong presence in regional pockets *(Source: FS Report)* and intend to proliferate our presence deeper into these to be able to serve all classes and customer segments. In the relatively newer South Zone market, we intend to use our Rings product to garner market share as we did in the East Zone to gain brand loyalty. As of June 30, 2017, we had appointed 16 super stockists in the South Zone. We intend to appoint more super stockists to strengthen our existing sales infrastructure and network and increase our advertising activities to build brand awareness in the South Zone. We are currently a leading player in the East Zone. *(Source: FS Report).* We intend to leverage on the familiarity of our popular products to increase penetration of our entire product portfolio in East Zone.

There is an increasing trend toward modern retail trade in the urban markets due to the availability of multiple brands and varieties, offers and discounts, and the option to purchase all products under one roof. *(Source: FS Report)* To increase visibility and build the Yellow Diamond brand in our existing markets we intend to focus on sale of our products to such premium outlets. Hypermarkets and supermarkets usually stock larger size SKUs. *(Source: FS Report)* Our focus on this category of retail outlets would allow us to increase the sale of larger size SKUs.

While continuously reinforcing our position in India, we plan to explore select markets abroad, such as South Asia, to expand our sales in these regions and enhance our brand recognition internationally. We intend to exploit macroeconomic factors and the trends in the snacks market, which are similar to those of the Indian snacks market, in these proposed new geographies.

Expand and modernize our production capabilities

We intend to expand our production capabilities to aid our efforts to deepen our pan-India presence. So as to cater to the increased demand, we intend to use a part of the Net Proceeds towards expansion and modernization of our manufacturing facilities, specifically at our Indore manufacturing facility. In order to cater to the increasing demand, we intend to add production lines for Chips and Namkeen along with a packaging line and purchase of related utilities at our Indore manufacturing facility. We also intend to modernise our exisiting facilities. We also intend to replace some of our existing Chulbule packaging machinery at Indore with newer and more advanced machinery and modernise our effluent treatment plant at Indore.

Currently, the production line for certain of our manufacturing facilities have certain unutilized additional capacity as compared to that of the packaging line. We intend to utilize this additional capacity by adding certain packaging machines to match the capacity of the packaging and production lines. To deepen our penetration in the South Zone, we intend to expand the packaging line and purchase related utilities for Chulbule at our contract manufacturing facility at Bengaluru. For further details, see "Objects of the Issue – Funding capital expenditure requirements in relation to expansion (including through setting up of new production line and construction of a building) and modernisation at certain of our existing manufacturing facilities" on page 111.

Increased advertising and marketing activities

We have spent ₹ 368.08 million on advertising and sales promotions of our products in Fiscal 2017 across kids' channels, general entertainment channels and other channels. We have, in the past, launched our multimedia campaign "*Dildaar Hain Hum*" that was intended to increase brand awareness and strengthen the recall of the Yellow Diamond brand. We have also appointed Salman Khan, a popular Hindi movie actor, as our brand ambassador. We have also had many successful campaigns to promote our products. These include tie-ups with popular children's television channels and programs to promote our products through select cartoons, programs and movie marketing.

To further increase our brand awareness and achieve brand recall, especially in urban, semi-urban and rural markets, we intend to increase our marketing and advertising activities, by increasing advertising activities on Hindi general entertainment channels, Hindi movie channels, Hindi music channels, news channels, sports channels, and further strengthening our campaigns on kids channels. We intend to leverage the Yellow Diamond brand, and advertise all products in our savoury snack portfolio under the Yellow Diamond brand. We intend to use some part of the Net Proceeds for advertising and marketing activities to increase brand awareness and recall of Yellow Diamond. We intend to achieve this by engaging in direct promotional initiatives and advertising our products through out-of-home advertising in our key geographies as well as through television, radio and print advertisements. In television advertising, we intend to use a cost-efficient mix of prime time and non-prime time programs on various channels. We also intend to increase our targeted marketing approach for our Rings product with monthly visibility campaigns on popular Hindi, English and vernacular kids' channels. In digital marketing, we intend to selectively create presence across social media platforms and directed marketing through search engines.

Expand our product portfolio into healthier snacks segment and confectionaries

We will continue to expand our product portfolio and distribution reach, focus on increasing sales volumes, and strive to provide differentiated offerings to our consumers. We will leverage our extensive experience to solidify our industry position, by creating new products, entering new product categories and building new brands to capitalize on emerging trends. There is an increasing awareness of health and wellness across the country and the demand for healthier snack options has increased. *(Source: FS Report).* To cater to this demand, we have launched a new variety of healthier savoury snacks under the "Better For You" segment. These are chips made from healthier ingredients including hummus and lentils. We intend to increase our research and development efforts on the product attributes that are most valued by our consumers, including taste, nutrition, food-safety and convenience. This would allow us to better serve increasing demand from consumers for healthier, tastier and higher quality food products and would enable us to further gain market share in the savoury snack segment.

We also intend to foray into the chocolate-based confectionary snack business. The market for confectionaries is estimated to grow at about 15-18% over the next four to five years driven primarily by chocolate confectionaries. *(Source: FS Report)* We perceive this to be a higher margin segment where there is significant demand and growth potential which is relatively untapped. We intend to use our currently established distribution network to cover the new products we plan to introduce.

Product Portfolio

We have a diversified product portfolio and offer products in three main categories, comprising of Extruded Snacks, Potato Chips and Namkeen.

Extruded Snacks

Extruded Snacks includes processed, reconstituted, shaped, potato or cereal based snacks, which may be flavoured or unflavoured. It also includes puffed snacks. These products are mainly based on corn flour and potato or a combination of them. Our current portfolio of Extruded Snacks can be divided into Shaped Extruded Snacks, which comprises of Rings, Puffs and Pellets (Scoops, Wheels, Krunchy Sticks, Fungroo and Seven Wonders) and Random Extruded Snacks which includes Chulbule (savoury sticks).

In 2016, the organised Extruded Snacks market in India is estimated at ₹ 69,620 million. The market for overall extruded snacks witnessed a CAGR of 11% between 2012 and 2016. *(Source: FS report).* From Fiscal 2013 to Fiscal 2017, revenues generated by Extruded Snacks increased at a CAGR of 37.02% from ₹ 1,615.09 million to ₹ 5,693.51 million. The organised extruded snacks market in India is expected to increase at a CAGR of 15% from 2016-2021. *(Source: FS report).* The sale of our Extruded Snacks products has grown significantly over the years. In Fiscal 2015, Fiscal 2016, and Fiscal 2017, Extruded Snacks represented 57.21%, 65.85% and 62.99%, respectively, of our revenue from operations (net) for the respective periods. In Fiscal 2015, Fiscal 2016 and Fiscal 2017, Chulbule represented 19.07%, 14.89%, and 12.91%, respectively, of our revenue from operations (net) for the respective periods. From Fiscal 2013 to Fiscal 2017, revenues generated by Chulbule increased at a CAGR of 12.37% from ₹ 732.11 million to ₹ 1,167.20 million. In Fiscal 2015, Fiscal 2016 and Fiscal 2017, Rings represented 31.81%, 46.32% and 44.11%, respectively, of our revenue from operations (net) for the respective periods. In the period Fiscal 2013 to Fiscal 2017, revenues generated by Rings increased at a CAGR of 54.17% from ₹ 705.77 million to ₹ 3,987.19 million. The following table sets out certain details about our key Extruded Snacks products:

Product Category	Launched in year	Flavours	SKUs[4]
Extruded Snacks			
Chulbule 	Fiscal 2006[1]	Tangy Tomato, Teekha Tadka, Noodle Masala, Taza Tomato, Achari Chatka, Tango Mango and Cream 'N' Onion	₹ 5, ₹ 10, ₹ 20 and ₹ 50
Rings 	Fiscal 2012	Masala, Tomato, Mango Chutney, and Chilli Cheese	₹ 5, ₹ 10 and ₹ 15
Puffs 	Fiscal 2011[2]	Cocktail, Tomato, Pudina and Punjabi Tadka	₹ 5
Wheels 	Fiscal 2010[2][3]	Chatpata Masala and Tomato Ketchup	₹ 5
Scoops 	Fiscal 2010[2][3]	Masala and Tomato	₹ 5
Seven Wonders 	Fiscal 2018	Lentil Crackers – Cumin & Black pepper Lentil Crackers – Cream & Onion Lentil Crackers – Sweet Mango Chutney Veggie Straws - Masala Tikka Veggie Straws – Peri Peri Quinoa Chips - Cheese Garlic	₹ 30

(1) Chulbule was introduced by Prakash Snacks in Fiscal 2006, and the manufacturing business was subsequently acquired by the Company in Fiscal 2012.

(2) Puffs was launched by Prakash Snacks in Fiscal 2011 and the manufacturing business was subsequently acquired by the Company in Fiscal 2012.

(3) Wheels and Scoops were launched by Prakash Snacks in Fiscal 2010, and the manufacturing business was subsequently acquired by our Company in Fiscal 2012.

(4) SKUs may vary for different product variants/ flavours.

Chips

In 2016, the organised chips market in India is estimated at ₹ 65,500 million. The organised chips market in India is expected to grow at a CAGR of 10.4% from 2016-2021. *(Source: FS report).* Potato chips are the most common type of chips in the market. *(Source: FS report).* Potato Chips includes flavoured and unflavoured chips which may be standard chips, thick-cut and crinkle-cut. Potato Chips are cooked with three core ingredients: potatoes, oil and salt. In Fiscal 2015, Fiscal 2016, and Fiscal 2017, Potato Chips represented 30.41%, 22.33%, and 23.85%, of our revenue from operations (net), respectively. The overall market for chips in India increased at a CAGR of 9% between 2012 and 2016. *(Source: FS report).* Our Potato Chips segment has grown at a CAGR of 10.09% from Fiscal 2013 to 2017. The following table sets out certain details about our Potato Chips products:

Product Category	Launched in year	Flavours	SKUs(2)
Potato Chips 	Fiscal 2005(1)	Plain Salted, Cream 'n' Onion, Tom-Chi, Nimbu Masala, Yummy Masala, Tangy Tomato, Plain Upvas, Black Pepper and Magic Masala	₹ 5, ₹ 10, ₹ 20 and ₹ 50

(1) Potato Chips was introduced by our Company in Fiscal 2010. Our Group Company, Prakash Snacks, introduced potato chips in Fiscal 2005 and we acquired the potato chips manufacturing business from Prakash Snacks in Fiscal 2012. Currently, we sell Potato Chips under the Yellow Diamond brand.

(2) SKUs may vary for different product variants/ flavours.

Namkeen

In 2016, the organised Namkeen market in India was estimated at ₹ 78,480 million. The organised Namkeen market in India is expected to grow at a CAGR of 17.8% from 2016-2021. *(Source: FS report).* We provide Namkeen in a variety of forms and flavours, including mixtures, cornflakes based Namkeen and rice based Namkeen. We require a variety of ingredients for the manufacture of Namkeen, like gram, potato, pulses, lentils and peanuts. Namkeen represented 10.82%, 10.31% and 12.23% of our revenue from operations (net) in Fiscal 2015, Fiscal 2016 and Fiscal 2017, respectively. The overall Namkeen market in India experienced a 14% growth between 2012 and 2016. *(Source: FS report).* In the period Fiscal 2013 to Fiscal 2017, revenues generated by Namkeen increased at a CAGR of 41.55% from ₹ 275.43 million to ₹ 1,105.66 million. The following table sets out certain details about our Namkeen products:

Product Category	Launched in year	Products	SKUs(2)
Namkeen 	Fiscal 2012(1)	Moong Dal, Chhana Dal, Chana Masala – Heeng Jeera flavour, All- in-One, Aloo Bhujiya, Bhujia Sev, Punjabi Tadka, Ratlami Sev, Tasty Shing Bhujia, Mixture, Falahari Chivda – Meetha and sweet and salty flavours, Khatta Meetha, Banana Wafers –Black Pepper and Salted flavours, Cornflake Mixture, Bhel, Plain Sev Mamra, Garlic Sev Mamra, Masala Matar, Chana Choor and Peanuts – Classic and Black Pepper flavours.	₹ 5, ₹ 10, ₹ 30 and ₹ 70

(1) Namkeen under the Yellow Diamond brand was launched by our Company in Fiscal 2012, pursuant to the business transfer agreement dated September 28, 2011.

(2) SKUs may vary for different product variants/ flavours.

In addition, we also sell various seasonal items manufactured and sold by us including festive gift boxes, and traditional sweet snacks like soan papdi which we offer in the 250 gram, 500 gram and 1 kilogram SKUs. The following tables show the revenues earned from sale of our various products in the periods indicated:

Revenue	Fiscal 2015		Fiscal 2016		Fiscal 2017	
	₹	Percentage of total revenue from operations (net)	₹	Percentage of total revenue from operations (net)	₹	Percentage of total revenue from operations (net)

	(in million)	(%)	(in million)	(%)	(in million)	(%)
	(consolidated)					
Finished goods sold						
Potato Chips	1,593.74	28.52	1,577.25	20.83	1,988.56	22.00
Extruded Snacks						
-Chulbule	1,065.59	19.07	1,127.77	14.89	1,167.20	12.91
-Puff and Rings	1,709.65	30.59	3,395.29	44.84	4,154.32	45.96
-Pellets	303.31	5.43	259.08	3.42	287.19	3.18
Namkeen	604.77	10.82	780.75	10.31	1,105.66	12.23
Others(1)	15.88	0.28	13.75	0.18	9.17	0.10
Revenue from finished goods sold	**5,292.94**	**94.72**	**7,153.89**	**94.48**	**8,712.09**	**96.38**
Traded goods sold						
Potato Chips	105.38	1.89	113.71	1.50	167.05	1.85
Extruded Snacks						
-Chulbule	0.00	0.00	0.00	0.00	-	-
-Puff and Rings	114.31	2.05	204.18	2.70	84.80	0.94
-Pellets	4.16	0.07	0.00	0.00	-	-
Others(1)	62.24	1.11	17.13	0.23	4.23	0.04
Revenue from traded goods sold	286.09	5.12	335.02	4.42	256.08	2.83
Total revenue from sale of goods	5,579.03	99.84	7,488.91	98.90	8,968.17	99.21

(1) Others comprise of revenue from popcorn, Creamy Sticks and various seasonal items manufactured and sold by us including festive gift boxes, and traditional sweet snacks like soan papdi.

(2) Revenue from traded goods sold in Fiscal 2017 includes products manufactured at Bengaluru facility only up to July 31, 2016.

The following tables show the revenues earned from sale of our Rings product in the periods indicated:

Revenue	**Fiscal 2015**		**Fiscal 2016**		**Fiscal 2017**	
	₹	**Percentage of total revenue from operations (net)**	**₹**	**Percentage of total revenue from operations (net)**	**₹**	**Percentage of total revenue from operations (net)**
	(in million)	**(%)**	**(in million)**	**(%)**	**(in million)**	**(%)**
	(consolidated)					
Rings						
Finished goods sold	1,706.04	30.53	3,330.01	43.98	3,910.40	43.26
Traded goods sold	71.31	1.28	177.29	2.34	76.79	0.85
Total revenue from sale of Rings	**1,777.35**	**31.81**	**3,507.30**	**46.32**	**3,987.19**	**44.11**

Production Process

Extruded Snacks

A mix of the raw materials as per the desired recipe is added to the meal mixer. The mixed material is fitted on the top of the extruder in a homogenizer from where it is continuously discharged into the extruder. Extrusion is done by mechanical fraction inside a stainless steel silo. The extruded material is then passed through a stainless steel sieve to remove the undesired small particles. The desired extruded material is fitted in to the fryer through a vibratory feeder. The fryer consists of a batch type filter with hot oil circulation pump to maintain oil quality. For our Rings and Puffs products, an oven is used instead of a fryer. The product is fried/baked on a submerging conveyor and taken out by the same belt on an inclined plane. This conveyor receives the fried/baked extruded product from the fryer/oven and transfers it to the flavouring drum while cooling it down and thus removing the excess surface oil. The desired flavour is applied on the extruded product by pouring or spraying slurry from overhead pipe equipped with a spraying head. The tumbling action of the drum ensures thorough and even application of flavour to the entire product. The finished product is then packed into film packs using packaging machines that are fitted with sensitive weighing heads and operate at optimum speed so as to get variable quantity packs as and when required.

Potato Chips

POTATO INPUT IN ELEVATOR → DESTONING → PEELING → SLICING & WASHING → BLANCHING → FRYING → FLAVOUR APPLICATION → PACKING

The potatoes go through de-stoning to remove foreign particles like stones and clay etc. and the outer skin of the potato is removed to give it a smooth spherical shape. Then it is sliced using slicers with standardised settings so as to get consistent thickness which is important to the crispiness of the chips. The slices are then gently washed to remove the starch to avoid stickiness during cooking and to prevent starch from entering the cooker and becoming carbonised. The resultant potato slices are gelatinised and fried. The temperature and time controls of cooking are set so as to get the desired crispiness. After cooking, flavouring powder and salt are applied to the potato chips. This takes place when the product is hot in order to assist the flavour to adhere to the chips. The finished product is then packed into film packs using packaging machines that are fitted with sensitive weighing heads and operate at optimum speed so as to get variable quantity packs as and when required.

Namkeen

RAW MATERIALS → FLAVOUR APPLICATION → FRYING → PACKING

The raw materials are uniformly mixed with flavour as per the desired recipe. The resultant mixture is then fried. The finished product is then packed into film packs using packaging machines that are fitted with sensitive weighing heads and operate at optimum speed so as to get variable quantity packs as and when required.

Procurement and Raw Materials

Our raw material requirements include ingredients required for production of snack foods, as well as packaging and labelling materials. The key ingredients and raw materials required for the production of our products include oil, potatoes, corn, rice and gram. Packaging materials include film and boxes. We also procure various toys (that are included as part of our Rings packaging) from various suppliers.

Our principal raw materials include the following:

- **Packaging Material**

  Film accounts for the largest cost of our raw material and are used as packaging material. Film represented 18.83%, 16.97% and 15.81% of our revenue from operations (net) for Fiscal 2015, Fiscal 2016 and Fiscal 2017, respectively. We sell all of our products in film packaging. We also use cardboard boxes for bulk shipments of our products. We source such boxes from local suppliers.

- **Potato**

  Cost of potatoes consumed represented 7.75%, 4.69% and 5.33% respectively of our revenue from operations (net), for Fiscal 2015, Fiscal 2016 and Fiscal 2017, respectively. We procure potatoes locally on short term or spot purchase arrangements at variable prices from Indore and nearby areas which is known for its quality potatoes. We procure potatoes from Indore and nearby areas in Madhya Pradesh and Gujarat in bulk from January to March in a year and store them in a cold storage facility leased by us. This enables us to control the prices of our raw materials to an extent and protect our margins from any increase in potato prices. We also procure potatoes from Maharashtra, however, we typically use such potatoes for immediate consumption in the months of November and December.

- **Oil**

  Cost of oil consumed represented 11.70%, 9.93% and 11.40% of our revenue from operations (net), for

Fiscal 2015, Fiscal 2016 and Fiscal 2017, respectively. We purchase oil from local suppliers, who in turn import it in the form of crude oil.

- **Corn**

  Cost of corn consumed represented 2.58%, 3.67% and 3.96% of our revenue from operations (net), for Fiscal 2015, Fiscal 2016 and Fiscal 2017, respectively. It is a principal ingredient used in the manufacture of our Rings product. We procure corn from various domestic suppliers on short term purchase arrangements at fixed prices.

- **Rings Toys**

  We also offer toys as part of our promotional efforts for Rings. Toys contained in our Rings packaging represented 5.73%, 8.93% and 8.96% of our revenue from operations (net), for Fiscal 2015, Fiscal 2016 and Fiscal 2017, respectively. We have over the years established a robust procurement system for these toys through local suppliers. The variety of toys to be included in the packaging is determined on the basis of festivals and promotional schemes undertaken by us at the time.

Manufacturing Facilities

As of the date of this Prospectus, we own and operate three manufacturing facilities in India. Our primary manufacturing facility is located at Indore, Madhya Pradesh, and two other facilities, Guwahati – I and Guwahati – II, are located at Guwahati in Assam. Our Guwahati – II facility started commercial operations from April 8, 2016. As of July 31, 2017, the aggregate estimated installed capacity for these owned and operated manufacturing facilities was 80,500 MTPA. In addition, as of the date of this Prospectus, we also engage two facilities on a contract manufacturing basis. One facility is located in Bengaluru, Karnataka which was engaged by us on an informal, non-exclusive basis between October 1, 2011 and July 31, 2016. This facility has been engaged exclusively pursuant to the Bengaluru Contract Manufacturing Agreement with effect from August 1, 2016. As of July 31, 2017, the estimated installed production capacity of the Bengaluru contract manufacturing facility was 4,260 MTPA. The other facility is situated in Kolkata, West Bengal which is engaged by us on a non-exclusive basis and manufactures our products according to monthly targets agreed between us and the manufacturer. For further information, see "Management's Discussion and Analysis of Financial Condition and Results of Operations - Production capacities and operating efficiencies" on page 380.

Key terms of our contract manufacturing facilities

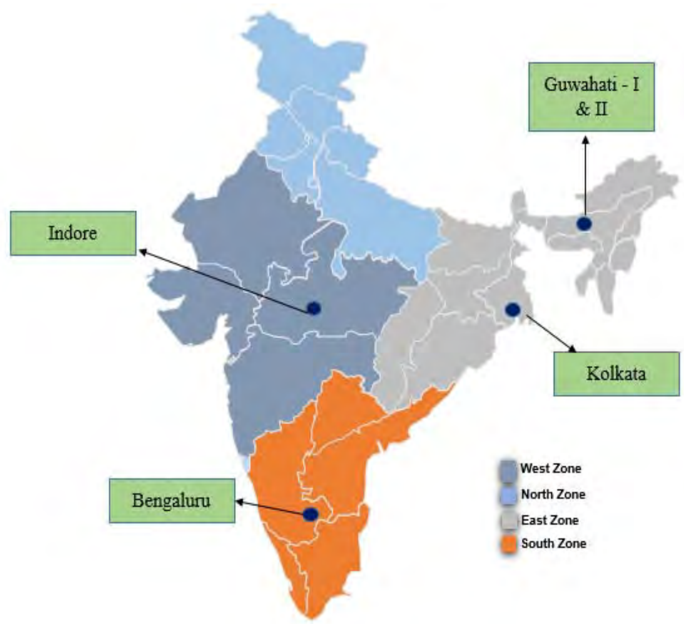
Bengaluru

The contract manufacturing facility located at Bengaluru, Karnataka, operated by Chipper Snacker Private Limited was engaged by us on an informal, non-exclusive basis from October 1, 2011 to July 31, 2016. During this period, the contract manufacturer obtained raw material and manufactured our products as per the specifications provided by us. From August 1, 2016 we have engaged the manufacturing facility on an exclusive basis. We have provided machinery for manufacture of Rings and Puffs at the facility. We commenced this arrangement pursuant to an agreement dated August 1, 2016 between us and Chipper Snacker Private Limited ("**Bengaluru Contract Manufacturing Agreement**"). The term of the Bengaluru Contract Manufacturing Agreement is for a period of nine years, which is extendable on mutual agreement. We also provide the specifications necessary for manufacturing of Rings and Puffs to the contractor. The expenses towards running the facility, including labour, power, and fuel are borne by the contractor; however, we supply raw materials and packaging materials for manufacture of the products. Production is carried out as per job work orders given by us to the contractor.

Kolkata

Pursuant to a memorandum of understanding entered into between the Company and Shree Krishna Co. (Mfrs) Private Limited ("**Kolkata MoU**"), we have engaged the manufacturing facility located at Kolkata, West Bengal, on a non-exclusive basis, for manufacturing our products. The term of the Kolkata MOU is for a period of ten years, commencing February 1, 2013, which is extendable on mutual agreement. Pursuant to the Kolkata MOU, we provide the required specifications necessary for manufacturing of Namkeen and Extruded Snacks to the contractor. The expenses towards running the facility, including labour, power, and fuel are borne by the contractor. The contractor buys the required raw materials and packaging materials approved by us. Production is carried out as per agreed upon monthly targets.

The map below shows the location of our owned and operated manufacturing facilities and our contract manufacturing facilities:



The table below sets forth certain information regarding the products manufactured at our manufacturing facilities located across India, as of the date of this Prospectus:

Manufacturing Facility	Potato Chips	Extruded Snacks	Namkeen
Indore	√	√	√
Bengaluru(1)		√	
Guwahati – I		√	
Guwahati – II		√	
Kolkata(1)	√		

(1) Contract manufacturing facilities.

As per the Industrial and Investment Policy of Assam, 2014 and the guidelines issued thereunder, our Guwahati – II manufacturing facility, which commenced production on April 8, 2016, is eligible for value added tax and sales tax exemption for 15 years from the date of commencement of commercial production.

In Fiscal 2015, Fiscal 2016 and Fiscal 2017, additions to property, plant and equipments and intangible assets were ₹ 368.45 million, ₹ 296.02 million, and ₹ 581.91 million, respectively, primarily in connection with factory building, plant and equipment, in order to increase production capacities and modernise our manufacturing facilities. Our continuous production process enhancement and increasing automation enables us to enhance our manufacturing efficiency. Our large and technologically advanced production capabilities provide cost and operational efficiencies, and we comply with international quality standards. Our large scale of operations offers significant synergies including market knowledge, operational best practices, economies of scale, optimal investment planning, and capital expenditure.

All of our manufacturing facilities (including the third party manufacturers we engage) use standardized production and management systems on functions such as product formulation, processing, and quality control. At each of our owned manufacturing facilities as well as the third party contract manufacturing facilities, we have stationed quality managers to ensure quality control for our products. This enables us to offer products with consistent taste and quality across our manufacturing facilities.

The following tables set forth the annual installed capacity of our manufacturing facilities as of July 31, 2017.

Manufacturing Facilities	As of July 31, 2017			
	Products			
	Potato Chips	Ring and Puff	Chulbule and Pellet	Namkeen
	Capacity (MTPA)			
Indore	14,400	13,400	15,000	10,500
Guwahati –I	-	9,800	4,800	-
Guwahati – II	-	6,600	6,000	-
Bengaluru[1]	-	4,260	-	-

(1) The Bengaluru facility is engaged exclusively pursuant to the Bengaluru Contract Manufacturing Agreement with effect from August 1, 2016, and accordingly has been included in this table.

The following table sets forth the average capacity utilization of our manufacturing facilities in India in the periods specified:

Manufacturing Facilities	Capacity Utilization			
	Fiscal 2015	Fiscal 2016	Fiscal 2017	April 1 to July 31, 2017[(3)]
	(%)			
Indore				
Potato Chips	56.63	56.41	72.99	81.82
Ring and Puff	77.02	100.03	72.93	67.93
Chulbule and Pellet	86.30	75.45	74.05	73.89
Namkeen	52.56	66.49	85.05	95.64
Total	**67.52**	**72.59**	**75.65**	**78.82**
Guwahati –I				
Ring and Puff	72.06	80.67	63.57	37.18
Chulbule and Pellet	23.18	32.50	33.19	31.19
Total	**52.73**	**64.84**	**53.58**	**35.21**
Guwahati – II[1]				
Ring and Puff	-	-	55.64	79.86
Chulbule and Pellet	-	-	2.70	16.25
Total	**-**	**-**	**30.43**	**49.57**
Bengaluru[2]				
Ring and Puff	-	-	85.70	57.58
Total	**-**	**-**	**85.70**	**57.58**

(1) Commenced commercial operation on April 8, 2016.

(2) The Bengaluru facility was engaged by us on an informal, non-exclusive basis between October 1, 2011 and July 31, 2016. This facility has been engaged exclusively pursuant to the Bengaluru Contract Manufacturing Agreement with effect from August 1, 2016. For Fiscal 2017 (from August 1, 2016 to March 31, 2017) and for April 1, 2017 to July 31, 2017, the capacity utilization for the Bengaluru facility is calculated based on actual production and available capacity.

(3) Installed capacity has been taken proportionately for four months for calculating capacity utilization for this period.

The information relating to the estimated annual installed capacities and the capacity utilization of our manufacturing facilities included above and elsewhere in this Prospectus is based on a number of assumptions and estimates of our management, including expected operations, availability of raw materials, expected plant utilization levels, downtime resulting from scheduled maintenance activities, downtime resulting from change in SKUs for a particular product, unscheduled breakdowns, as well as expected operational efficiencies. In particular, the following assumptions have been made in the calculation of the estimated annual installed capacities of our manufacturing facilities included above and elsewhere in this Prospectus, as certified by M/s Inspectta, independent chartered engineers, pursuant to their certificate dated August 30, 2017 issued to us: (i) the facilities operate for a period of 360 days in a year and (ii) the facilities operate for 20 hours in a 24 hour day. The installed capacity calculation does not take into account seasonality, demand or other factors affecting production. Actual production levels may therefore vary significantly from the estimated installed capacities of our manufacturing facilities. Undue reliance should therefore not be placed on the estimated installed capacity information for our existing manufacturing facilities included in this Prospectus.

The information relating to the capacity utilization of our manufacturing facilities included above and elsewhere in this Prospectus are based on actual production volumes compared to the estimated annual installed capacities of our manufacturing facilities based on a number of assumptions and estimates of our management and the assumptions made by M/s Inspectta, independent chartered engineers, in their certificate dated August 30, 2017 issued to us. Undue reliance should therefore not be placed on the capacity utilization information for our existing manufacturing facilities included in this Prospectus.

The installed capacity (and consequently capacity utilization) information included above does not take into account the production capacity at the contract manufacturing facility in Kolkata, West Bengal since the facility is not exclusively dedicated to production of our products and production is according to monthly off-take targets agreed between the such manufacturer and us.

Also see, "Risk Factors – Information relating to our production capacities and the historical capacity utilization of our manufacturing facilities included in this Prospectus is based on various assumptions and estimates and future production and capacity utilization may vary" on page 38.

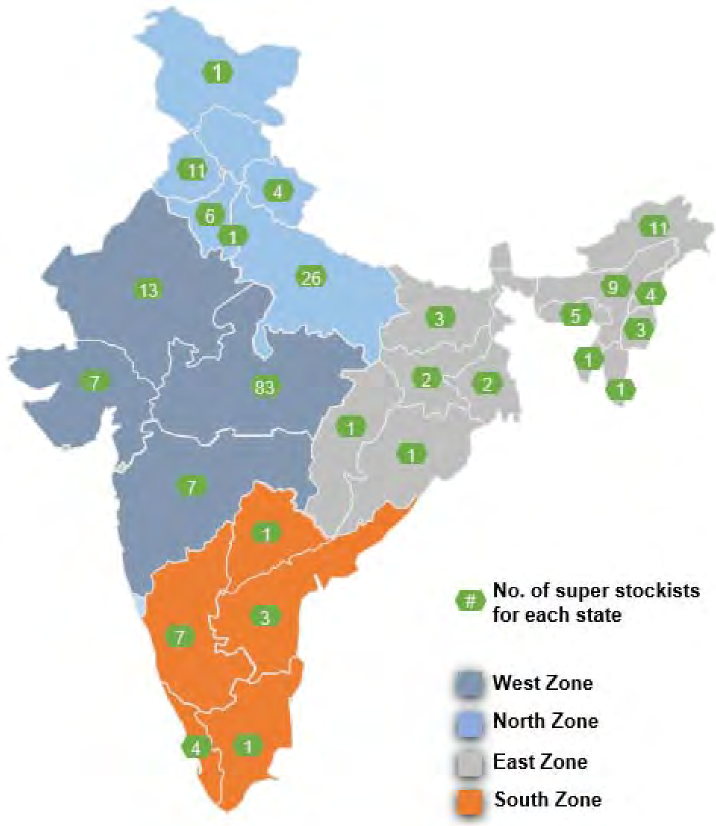
Distribution Network and Infrastructure

Our distribution network enables us to effectively respond to market demand, evolving consumer preferences in our territories, and competitive pressures. Our supply chain management systems enable us to efficiently manage our distribution network. As of June 30, 2017, our distribution network included 218 super stockists and over 3,500 distributors. Our distribution network covers urban, semi-urban and rural markets, targeting a wide range of consumers. We have divided our sales and distribution network into zones: North, East, West and South. We also have a small portion of revenue earned from exports which generated 0.27% of our total revenue from operations (net) in Fiscal 2017.

- The North Zone comprises of the States of Jammu and Kashmir, Himachal Pradesh, Punjab, Haryana, Uttarakhand, and Uttar Pradesh and the Union Territory of Delhi. In Fiscal 2017, we generated 24.00% of our total revenue from sales in the North Zone;
- The East Zone comprises of the States of Bihar, Jharkhand, Odisha, West Bengal, Chhatisgarh, Assam, Sikkim, Shillong, Arunachal Pradesh, Nagaland, Tripura, Manipur, and Mizoram. In Fiscal 2017, we generated 33.32% of our total revenue from sales in the East Zone;
- The West Zone comprises of the States of Rajasthan, Goa, Gujarat, Madhya Pradesh, and Maharashtra and Union Territory of Daman and Diu, Dadra and Nagar Haveli (Silvassa). In Fiscal 2017, we generated 32.94% of our total revenue from sales in the West Zone; and
- The South Zone comprises of the states of Karnataka, Tamil Nadu, Kerala, Andhra Pradesh and Telangana, and Union Territory of Pondicherry. In Fiscal 2017, we generated 9.37% of our total revenue from operations in the South Zone.

We mostly distribute our products through super stockists appointed for defined territories to operate and maintain outlets/warehouses for sale to distributors and dealers. We have entered into formal agreements with our super stockists and have committed commercial relationships with most of our super stockists for over approximately three years. As of June 30, 2017, we have appointed super stockists in 26 States and one Union Territory in India. Super stockists are required to aggregate bulk orders from the dealers and distributors, and in turn provide such aggregate orders to us. Upon receipt of order from the super stockist, we deliver our products to the warehouse of the super stockist and the title of our inventory is transferred to such stockists. We continue to hold lien on the inventory until full payment is received by us. We provide a price list to our super stockists that provide the margins for super stockist, distributors and retailers and the price at which our products are to be sold to next level.

The following map shows the state-wise concentration of super stockists in our distribution network as of June 30, 2017:



We have also recently started focussing on modern trade outlets. In this regard, we have registered our products with certain hypermarkets chains for sale through their outlets. In addition, we have an agreement with Indian Railway Catering and Tourism Corporation Limited to supply Namkeen to their departmental catering units.

Sales and Marketing

Our marketing structure is responsible for driving each product's growth through strategic planning. As we continue to build our brand, we aim to undertake impactful marketing to create awareness and cement brand loyalty. To further increase our brand awareness and achieve recall for our brands, especially in semi-urban and rural markets, we intend to increase our marketing and advertising activities. We have significant opportunity to grow our business by increasing awareness about our brand and product attributes to a wider audience of consumers.

To achieve this, we have carried out several successful campaigns. In Fiscal 2015, Fiscal 2016 and Fiscal 2017, we spent ₹ 122.40 million, ₹ 303.19 million, and ₹ 368.08 million respectively, on advertisement and sales promotion. In line with our strategy to target marketing younger consumers, in the past, we had arrangements with Turner International (India) Private Limited that operates the popular children's entertainment channel "POGO", to use "*Chhota Bheem*" and related characters on our Rings packaging and to use characters of "*Ben 10*", and "*Roll No. 21*", popular animated series amongst children, for promotion of our products on Cartoon Network. In the past, we also promoted our products by movie marketing through the popular Hindi movie for children, "*Bhoothnath Returns*", starring Amitabh Bachchan. Currently, we have a tie-up with Viacom 18 Media Private Limited, the entity that operates the children's entertainment channel "Nickelodeon", to use the cartoon characters "*Motu Patlu*" on our Rings packaging. The revenue generated by sale of Rings products increased at a CAGR of 54.17% from Fiscal 2013 to Fiscal 2017. We attribute this growth partly to the marketing activities and the inclusion of toys.

Further, we are marketing our products Potato Chips, Chulbule and Namkeen, focused towards both adults and youth with the "*Dildaar Hai Hum*" campaign through television. We have also appointed Salman Khan, a popular Hindi movie actor, as our brand ambassador. In the past, we have also run the "*Baat Mei Wazan Hai*" campaign for our Namkeen products through radio advertisements and hoardings in various cities. We intend to use some part of the Net Proceeds for advertising and marketing activities to increase brand awareness of Yellow

Diamond. We intend to achieve this by engaging in direct promotional initiatives and advertising our products through television and radio advertisements and also through print, out-of-home advertising, and digital media. In television advertising, we intend to use a cost-efficient mix of prime time and non-prime time programs on various channels. We also intend to increase our targeted marketing approach for our Rings product with monthly visibility campaigns on popular Hindi, English and vernacular kids' channels. In digital marketing, we intend to selectively create presence across social media platforms and directed marketing through search engines.

Competition

The Indian snack food market is highly competitive. We face competition from various domestic and multi-national companies in India. We have a very diverse portfolio including a mixture of traditional Indian snacks and western snacks as is preferred by the Indian consumer. In the Extruded Snacks segment, North and West India are the largest markets. Both these regions also witness the largest competition in both the organized and unorganized segments. Some of our key competitors in the Extruded Snacks segment include global players like PepsiCo India Holding Private Limited, ITC Limited etc. and mid-level companies like Balaji Wafers Private Limited. Under the chips category, we are currently a major player in the North, West, and East Zones. Some of our key competitors in the chips market include PepsiCo India Holding Private Limited and Balaji Wafers Private Limited. In the Namkeen market, we are an upcoming player with strong presence in the East and West Zones. Haldiram Foods and Bikanervala Foods Private Limited are some of our key competitors in the Namkeen market. *(Source: FS Report)*.

Health and Safety

Our activities are subject to various environmental laws and regulations which govern, among other matters, air emissions, waste water discharges, the handling, storage and disposal of hazardous substances and wastes, the remediation of contaminated sites, natural resource damages, and employee health and employee safety. For further information, see "Regulations and Policies" on page 188.

We continue to ensure compliance with applicable health and safety regulations and other requirements in our operations. Some of our manufacturing facilities have received quality certifications, confirmed through annual audits by independent consultants. Further, our Indore and Guwahati - I manufacturing facilities are ISO certified.

We have complied, and will continue to comply, with all applicable environmental and associated laws, rules and regulations. We have obtained, or are in the process of obtaining or renewing, all material environmental consents and licenses from the relevant governmental agencies that are necessary for us to carry on our business. For further information, see "Government and Other Approvals" beginning on page 410.

Insurance

For our operations, we have obtained fire and special perils policy for our manufacturing facilities, warehouses and cold storage facilities. Further, we also maintain group personal accidental policy and group medi-claim insurance policies for our employees from various reputed insurance companies. We also maintain money and burglary insurance and commercial vehicle insurance. We have also obtained directors and officers liability insurance. Also see, "Risk Factors – Our insurance coverage may not adequately protect us against all material hazards, which may adversely affect our business, results of operations, cash flows and financial condition" on page 36.

Human Resources

As of July 31, 2017, we had 807 full time employees in India. In addition, we contract with third party manpower and services firms for the supply of contract labour at our owned and operated manufacturing facilities. We also have a large number of sales representatives who are managed by our distributors. Our employees are not unionised into any labour or workers' unions. We believe that our relations with our employees are good. We have not experienced any major work stoppages due to labour disputes or cessation of work in the last five years.

We place significant emphasis on training our personnel and increasing their skill levels, and fostering ongoing employee engagement in our Company. We organize in-house training for our employees through skill building programs and professional development programs at all levels and across all functions. We have in the past engaged a consulting firm for professional support in running our operation excellence programme. We have also implemented several human resources policies including anti-corruption policies and anti-sexual harassment policies.

Intellectual Property

Our business and operations are significantly dependent on our intellectual property rights. In 2011, we acquired certain trademarks including Yellow Diamond, Y&D Chulbule, Trikon, Y&D, Yellow Diamond Chulbule Mast Masala and Blow Fun from Prakash Snacks Private Limited by way of Assignment Deed for Assignment of Trademarks dated September 28, 2011. Pursuant to an Intellectual Property Assignment Agreement entered into between Prakash Snacks Private Limited and Prataap Snacks Private Limited dated March 10, 2016 we acquired perpetual rights for Yellow Diamond Chulbule, Chulbule, Yellow Diamond Rings, Yellow Diamond Rings Chilli Cheese, Yellow Diamond Rings Masala, Yellow Diamond Rings Tomato.

We have also filed applications for registration of certain other trademarks such as Blow Fun, Yellow Diamond Rings Chilli Cheese, Yellow Diamond Rings Masala, Yellow Diamond Rings Tomato, Trikon, Dildaar Hain Hum, Rich Feast, Richfeast Yummy Pie, Richfeast Yum Pie, Richfeast Choco Pie (Label), Richfeast Yummy Pie (Label), Yellow Diamond KRUNCHY STICKS (Composite label), Yellow Diamond CREAMY STICK, CREAMY STICK, HONEY BONEY, YOODLES, CREAMY MELTS, Yellow Diamond Scoops, Yellow Diamond 7 Wonders Logo, Yellow Diamond 7 Wonders (Label), Prandeo, Richfeast, Yellow Diamond Magic Masala and Yellow Diamond Chulbule. See "Risk Factors – We may not be able to adequately protect our intellectual property that is material to our business" on page 33.

Corporate Social Responsibility

We have set up a corporate and social responsibility ("**CSR**") committee of our Board of Directors (the "**CSR Committee**") comprising of Ms. Anisha Motwani, Mr. Haresh Chawla, Mr. Amit Kumat, Mr. V. T. Bharadwaj and Mr. Arvind Mehta and have adopted and implemented a CSR policy on March 25, 2014 pursuant to which we carry out our CSR activities. The main objective of the policy is to lay down guidelines for our Company's corporate social responsibility, and make it a key business process for sustainable development, to make a positive impact on society and enhance our image as a credible and reliable business partner. These CSR activities may include, amongst others, efforts to eradicate hunger, poverty, promoting education and animal welfare. For further information, see "Management – Corporate Governance" on page 208.

Property

Our owned registered and corporate offices are situated at Khasra No. 378/ 2, Nemawar Road, Near Makrand House, Indore – 452 020, Madhya Pradesh and are held by our Company on a freehold basis.

As of the date of this Prospectus, we own and operate three manufacturing facilities, one at Indore and two at Guwahati. Some of the land for these manufacturing facilities is held by our Company on freehold basis and some are held on leasehold basis. We also operate warehouses in Indore and Guwahati and labour quarters on the same premises as part of our operations in Indore. We also operate marketing offices in Thane, Maharashtra and Kolkata, West Bengal which are held on a lease basis.

REGULATIONS AND POLICIES

The following description is a summary of certain sector specific laws and regulations as prescribed by the Government of India or State Governments which are applicable to our Company and its Subsidiary. The information detailed in this section has been obtained from publications available in the public domain. The regulations and descriptions thereof, as set out below, may not be exhaustive, and are only intended to provide general information to the Bidders and is neither designed nor intended to be a substitute for professional legal advice. Further, interpretations of the regulations are subject to legislative, judicial and administrative decisions.

Key regulations in relation to the snack foods industry in India

*The Food Safety and Standards Act, 2006 (the "**FSSA**")*

The FSSA was enacted on August 23, 2006 repealing and replacing the Prevention of Food Adulteration Act, 1954. The FSSA seeks to consolidate the laws relating to food and establish the Food Safety and Standards Authority of India ("**FSSAI**") for setting out scientific standards for articles of food and to regulate their manufacture, storage, distribution, sale and import to ensure availability of safe and wholesome food for human consumption.

The standards prescribed by the FSSAI include specifications for ingredients, contaminants, pesticide residue, biological hazards and labels. Under Section 31 of the FSSA, no person may carry on any food business except under a license granted by the FSSAI. The FSSA sets forth the requirements for licensing and registering food businesses in addition to laying down the general principles for safety, responsibilities and liabilities of food business operators.

The enforcement of the FSSA is generally facilitated by 'state commissioners of food safety' and other officials at a local level. Under Section 51 of the FSSA, any person who manufactures sub-standard food for human consumption is liable to pay a penalty which may extend up to ₹ 500,000. FSSA has defined sub-standard as, an article of food which does not meet the specified standards but not so as to render the article of food unsafe. The provisions of the FSSA require every distributor to be able to identify any food article by its manufacturer, and every seller by its distributor that should be registered under the FSSA and every entity in the sector is bound to initiate recall procedures if it finds that the food marketed has violated specified standards. Food business operators are required to ensure that persons in their employment do not suffer from infectious or contagious diseases. The FSSA also imposes liabilities upon manufacturers, packers, wholesalers, distributors and sellers requiring them to ensure that, inter alia, unsafe and misbranded products are not sold or supplied in the market.

Furthermore, in order to address certain specific aspects of the FSSA, the FSSAI has framed several regulations including the Food Safety and Standards (Licensing and Registration of Food Businesses) Regulations, 2011.

The FSSAI has also framed the Food Safety and Standards Rules, 2011 ("**FSSR**") which have been operative since August 5, 2011. The FSSR provides the procedure for registration and licensing process for food business and lays down detailed standards for various food products. The FSSR also sets out the enforcement structure of 'commissioner of food safety', 'the food safety officer' and 'the food analyst' and procedures of taking extracts, seizure, sampling and analysis.

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

The Legal Metrology Act came into effect on January 14, 2010 and has repealed and replaced the Standards of Weights and Measures Act, 1976 and the Standards of Weights and Measures (Enforcement) Act, 1985. The Legal Metrology Act seeks to establish and enforce standards of weights and measures, regulate trade and commerce in weights, measures and other goods which are sold or distributed by weight, measure or number and for matters connected therewith or incidental thereto. The Legal Metrology Act provides that for prescribed specifications for all weights and measures used by an entity to be based on metric system only. Such weights and measures are required to be verified and re-verified periodically before usage. Under the provisions of the Legal Metrology Act, pre-packaged commodities are required to bear statutory declarations and entities are required to obtain a registration of the instruments used before import of any weight or measure. Approval of model is required before manufacture or import of any weight or measure. Without a license under the Legal Metrology Act, weights or measures may not be manufactured, sold or repaired.

*Legal Metrology (Packaged Commodities) Rules, 2011 (the "**Packaged Commodities Rules**")*

The Packaged Commodities Rules was framed under Section 52(2) (j) and (q) of the Legal Metrology Act and lays down specific provisions applicable to packages intended for retail sale, whole sale and for export and import. A "pre-packaged commodity" means a commodity which without the purchaser being present is placed in a package of a pre-determined quantity. The key provisions of the Packaged Commodities Rules are:

- It is illegal to manufacture, pack, sell, import, distribute, deliver, offer, expose or possess for sale any pre-packaged commodity unless the package is in such standard quantities or number and bears thereon such declarations and particulars as prescribed;

- All pre-packaged commodities must conform to the declarations provided thereon as per the requirement of Section 18(1) of the Legal Metrology Act; and

- No pre-packaged commodity shall be packed with error in net quantity beyond the limit prescribed in the first schedule of the Packaged Commodity Rules.

*Consumer Protection Act, 1986 (the "**COPRA**")*

COPRA aims at providing better protection to the interests of consumers and for that purpose makes provisions for the establishment of authorities for the settlement of consumer disputes. The COPRA provides a mechanism for the consumer to file a complaint against a trader or service provider in cases of unfair trade practices, restrictive trade practices, defects in goods, deficiency in services, price charged being unlawful and goods being hazardous to life and safety when used. The COPRA provides for a three tier consumer grievance redressal mechanism at the national, state and district levels. Non compliance of the orders of these authorities attracts criminal penalties.

Laws relating to employment

*The Factories Act, 1948 (the "**Factories Act**")*

The Factories Act defines a factory to cover any premises which employs 10 or more workers and in which manufacturing process is carried on with the aid of power and any premises where there are at least 20 workers, even while there may not be an electrically aided manufacturing process being carried on. State Governments have the authority to formulate rules in respect of matters such as prior submission of plans and their approval for the establishment of factories and registration and licensing of factories. The Factories Act provides that the person who has ultimate control over the affairs of the factory and in the case of a company, any one of the directors, must ensure the health, safety and welfare of all workers. There is a prohibition on employing children below the age of fourteen years in a factory. The occupier and the manager of a factory may be punished with imprisonment for a term up to two years or with a fine up to ₹ 100,000 or with both in case of contravention of any provisions of the Factories Act or rules framed there under and in case of a contravention continuing after conviction, with a fine of up to ₹ 1,000 per day of contravention.

In addition to the Factories Act, the employment of workers, depending on the nature of activity, is regulated by a wide variety of generally applicable labour laws. The following is an indicative list of labour laws applicable to the business and operations of Indian companies engaged in manufacturing activities:

- *Industrial Employment (Standing Orders) Act, 1946;*

- *Employees' Provident Funds Scheme, 1952 read with Employees' Provident Fund and Miscellaneous Provisions Act, 1952;*

- *Contract Labour (Regulation and Abolition) Act, 1970;*

- *Employees' State Insurance (General) Regulations, 1950 read with Employees' State Insurance Act, 1948;*

- *Employees' Compensation Act, 1923;*

- *Industrial Disputes Act, 1947;*

- *Maternity Benefit Act, 1961;*

- *Minimum Wages Act, 1948;*
- *Payment of Bonus Act, 1965;*
- *Payment of Gratuity Act, 1972; and*
- *Payment of Wages Act, 1936.*

Intellectual Property Laws

*The Trademarks Act, 1999 (the "**Trademarks Act**")*

The Trademarks Act provides for the process for making an application and obtaining registration of trademarks in India. The purpose of the Trademarks Act is to grant exclusive rights to marks such as a brand, label, heading and to obtain relief in case of infringement for commercial purposes as a trade description. The Trademarks Act prohibits registration of deceptively similar trademarks and provides for penalties for infringement, falsifying and falsely applying trademarks. The Trademarks Act is supplemented by the Trademarks Rules, 2017.

Environmental Laws

*The Environment Protection Act, 1986 (the "**Environment Act**")*

The Environment Act has been enacted for the protection and improvement of the environment. The Environment Act empowers the GoI to take measures to protect and improve the environment such as by laying down standards for emission or discharge of pollutants, providing for restrictions regarding areas where industries may operate and so on. The GoI may make rules for regulating environmental pollution.

*Hazardous and Other Wastes (Management and Transboundary Movement) Rules, 2016 (the "**Hazardous Waste Rules**")*

The Hazardous Waste Rules are to be read with the Environment Act. The term "hazardous waste" has been defined in the Hazardous Waste Rules and any person who has, control over the affairs of the factory or the premises or any person in possession of the hazardous waste has been defined as an "occupier". Furthermore, in terms of the Hazardous Waste Rules, the occupier has been, inter alia, made responsible for safe and environmentally sound handling of hazardous wastes generated in his establishment and shall require license/authorisation for generation, processing, treatment, package, storage, transportation, use, collection, destruction, conversion, offering for sale, transfer or the like of the hazardous waste from the State Pollution Control Board.

Water (Prevention and Control of Pollution) Act, 1974 and Air (Prevention and Control of Pollution) Act, 1981

The basic purpose of these statutes is to control, abate and prevent pollution. In order to achieve these objectives, Pollution Control Boards ("**PCBs**"), which are vested with diverse powers to deal with water and air pollution, have been set up in each State. The PCBs are responsible for setting the standards for maintenance of clean air and water, directing the installation of pollution control devices in industries and undertaking inspection to ensure that industries are functioning in compliance with the standards prescribed. These authorities also have the power to carry out search, seizure and investigation if the authorities are aware of or suspect pollution that is not in accordance with such regulations. All industries and factories are required to obtain consent orders from the PCBs, which are indicative of the fact that the factory or industry in question is functioning in compliance with the pollution control norms. These consent orders are required to be renewed annually.

In exercise of the powers conferred by Section 64 of the Water (Prevention and Control of Pollution) Act, 1974, the State Government, after consultation with the State Board for the Prevention and Control of Water Pollution has formulated the Madhya Pradesh Water (Prevention and Control of Pollution) Rules, 1975.

Taxation Laws

The following is an indicative list of tax related laws that are applicable to our Company

Central:

- *Income Tax Act, 1961;*
- *Service Tax Rules, 1994 read with Finance Act, 1994;*
- *Central Excise Rules, 2002 read with Central Excise Act, 1944; and*
- *The Central Goods and Services Tax Act, 2017.*

State:

- *Central Sales Tax (Registration and Turnover) Rules, 1957 read with Central Sales Tax Act, 1956;*
- *Madhya Pradesh Goods and Services Tax Act, 2017;*
- *Madhya Pradesh Sthaniya Kshetra Me Mal Ke Pravesh Par Kar Niyam, 1976 read with Madhya Pradesh Sthaniya Kshetra Me Mal Ke Pravesh Par Kar Adhiniyam, 1976;*
- *Madhya Pradesh Professional Tax Rules, 1995 read with Madhya Pradesh Professional Tax Act, 1995;*
- *Madhya Pradesh Value Added Tax Rules, 2006 read with Madhya Pradesh Sales Tax (Central) Rules, 1957 and Madhya Pradesh Value Added Tax Act, 2002;*
- *Madhya Pradesh Krishi Upaj Mandi (Sanshodhan) Adhiniyam, 2003;*
- *Assam Entry Tax Rules, 2008 read with Assam Entry Tax Act, 2008;*
- *Assam Goods and Services Tax Act, 2017;*
- *Assam Value Added Tax Rules, 2005 read with Assam Value Added Tax Act, 2003;*
- *Assam Professions, Trades, Callings and Employment Taxation Rules, 1947 read with Assam Professions, Trades, Callings and Employment Taxation Act, 1947;*
- *Karnataka Goods and Service Tax Act, 2017;*
- *Karnataka Value Added Tax Rules, 2005 read with Karnataka Value Added Tax Act, 2003;*
- *Karnataka Tax on Professions, Trades, Callings and Employment Act, 1976;*
- *West Bengal Goods and Service Tax Act, 2017;*
- *West Bengal Value Added Tax Rules, 2005 and Central Sales Tax (West Bengal) Rules, 1958 read with West Bengal Value Added Tax Act, 2003; and*
- *West Bengal State Tax on Professions, Trades, Callings, and Employments Act, 1979.*

Shops and Establishments Legislations

Under the provisions of local shops and establishments legislations applicable in the states in which establishments are set up, establishments are required to be registered. Such legislations regulate the working and employment conditions of the workers employed in shops and establishments including commercial establishments and provide for fixation of working hours, rest intervals, overtime, holidays, leave, termination of service, maintenance of shops and establishments and other rights and obligations of the employers and employees. Our shops and establishments have to be registered under the shops and establishments legislations of the states where they are located:

- *Assam Shops and Establishments Act, 1971;*
- *Maharashtra Shops and Establishments Act, 1948; and*

- *Karnataka Shops and Commercial Establishments Act, 1961.*

Regulations governing local authorities

In India, the municipal corporations work for the development of their respective cities. The growing population and urbanization in various cities of India are in need of a local governing body that could work for providing necessary community services like health care, educational institution, housing, transport etc. by collecting property tax and fixed grant from the State Government. In rural parts of India, gram panchayats discharge decision-making functions at the village level. The relevant statutes governing the municipal corporations or gram panchayats, as applicable, for the states in which our Company will be practicing its business are:

- *Madhya Pradesh Municipal Corporation Act, 1956;*
- *Assam Panchayati Raj Act, 1994;*
- *West Bengal Panchayat Act, 1973; and*
- *Madhya Pradesh Gram Panchayat Act, 1993.*

Fire Prevention laws

The state legislatures have also enacted fire control and safety rules and regulations such as the Assam Fire Service Act, 1985, which is applicable to our units established in the state of Assam. The legislation includes provisions in relation to provision of fire safety and life saving measures by occupiers of buildings, licensing provisions and penalties for non-compliance.

Other Regulations

*Indian Boilers Act, 1923 (the "**Boilers Act**")*

The Boilers Act provides for the registration of boilers covered under it. Any owner of a boiler who uses the boiler either without any such certificate or order being in force or at a higher pressure than that allowed, may be punishable with fine. These are to be read with the Indian Boiler Regulations, 1950 and the Madhya Pradesh Boiler Rules, 1969.

*Petroleum Act, 1934 (the "**Petroleum Act**")*

The Petroleum Act requires the acquisition of license by the person who desires to engage in activities, such as, import, transport, storage and production with respect to petroleum and inspection of the petroleum. Penalties are imposed for contravention of the Petroleum Act in the form of criminal penalties and confiscation of petroleum with the receptacle in which it is contained. These are to be read with the Petroleum Rules, 2002.

*Indian Electricity Act, 2003 (the "**Electricity Act**")*

The Electricity Act was enacted with the objective of transforming the power sector in India. The act covers major issues involving generation, distribution, transmission and trading in power. While some of the sections have already been enacted and are yielding benefits, there are a few other sections that are yet to be fully enforced till date.

Foreign Trade (Development and Regulation) Act, 1992

In India, exports and imports are regulated by the Foreign Trade (Development and Regulation) Act, 1992, which replaced the Imports and Exports (Control) Act, 1947, and gave the GoI enormous powers to control it. The salient features of this legislation are:

- It empowers the Central Government to make provisions for development and regulation of foreign trade;
- The Central Government can prohibit, restrict and regulate exports and imports, in all or specified cases as well as subject them to exemptions under this act; and

- It authorizes the Central Government to formulate and announce an Export and Import Policy and also amend the same from time to time, by notification in the official gazette.

HISTORY AND CERTAIN CORPORATE MATTERS

Brief History of our Company

Our Company was incorporated as Prataap Snacks Private Limited on March 23, 2009 at Gwalior as a private limited company under the Companies Act, 1956. Thereafter, pursuant to a special resolution passed by our Shareholders on September 9, 2016, our Company was converted into a public limited company and the name was changed to Prataap Snacks Limited. The RoC issued a fresh certificate of incorporation consequent to change of name on September 19, 2016.

As on the date of filing of this Prospectus, our Company has 79 Shareholders, including preference Shareholders. For further information, see “Capital Structure” on page 84.

Other details regarding our Company

For details of our Company’s corporate profile, activities, services, capacity/facility creation, products, geographical presence, market, growth, technology, standing with reference to prominent competitors, major customers and suppliers, see “Industry Overview”, “Our Business”, and “Management’s Discussion and Analysis of Financial Condition and Results of Operations” beginning on pages 151, 171 and 373, respectively.

For details regarding management of our Company and managerial competence, see “Management” on page 202.

Major events and milestones of our Company

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

Calendar Year	Particulars
2002	Incorporation of Prakash Snacks Private Limited.
2004	Prakash Snacks set up a plant to manufacture potato chips in Indore.
2006	Prakash Snacks installed a plant to manufacture chulbule in Indore.
2009	Incorporation of our Company.
2010	The plant at Indore for manufacturing extruded snacks received ISO 22000:2005 certification.
2011	Incorporation of our wholly owned subsidiary Pure N Sure Food Bites Private Limited.
	Our Company, by way of slump sale, took over the business of Prakash Snacks.
	Our Company acquired the brand Yellow Diamond from Prakash Snacks.
	Our Company commissioned plants to manufacture rings and namkeen in Indore.
	Investment by Sequoia in our Company aggregating to ₹ 620 million.
2012	Our Company set up a new plant to manufacture potato chips in Indore.
	Investment by Sequoia in our Company aggregating to ₹ 120 million.
2013	Investment by Sequoia in our Company aggregating to ₹ 300 million.
2014	Our Company commissioned a plant to manufacture rings, chulbule and pellets at Guwahati.
	Investment by Sequoia in our Company aggregating to ₹ 250 million.
2015	Our Company increased the capacity of chulbule and rings manufacturing plants in Indore.
2016	Our Company has commissioned a new plant to manufacture rings at Guwahati.
	The plants at Indore for manufacturing potato chips and namkeen received ISO 22000:2005 certification.

Calendar Year	Particulars
	Conversion of our Company into a public limited company and change of name to Prataap Snacks Limited.
2017	Our Company has undertaken a Pre-IPO Placement of 533,000 Equity Shares for cash consideration amounting to ₹ 500 million.

Changes in the Registered Office

Except as disclosed below, there has been no change in our Registered Office since the date of incorporation of our Company:

Date of change	Details of change in the address of the Registered Office	Reasons for change in the address of the Registered Office
August 2, 2011	Change of registered office from UG-21, BCM Heights, Near Bombay Hospital, Scheme No. 54, Indore 452 001, Madhya Pradesh to Khasra No 378/2, Nemawar Road, Near Makrand House, Indore 452 020, Madhya Pradesh.	For administrative convenience

Main Objects of our Company

The main objects contained in the MoA of our Company are as follows:

"*To carry on the business of manufacture, producer, processors, stockiest of and dealers in the processed foods, semi processed food, noodles & pasta, vegetable, fruits, including tinned vegetables and snacks prepared from any type of vegetable, fruits, cereals, wheat, rice and allied products including potato chips, potato wafers, potato fingers, puffs, various namkeen and to run cold storage for storage of vegetables, fruits, food products.*"

The main objects as contained in the MoA enable our Company to carry on the business presently being carried out as well as to carry on the activities for which the funds are being raised in the Issue. For details, see "Objects of the Issue" beginning on page 107.

Amendments to our MoA

Set out below are the amendments to our MoA since the incorporation of our Company:

Date of shareholders' resolution	Nature of Amendment
May 6, 2011	Amendment to Clause V of the MoA to increase the authorised share capital from ₹ 5,000,000 divided into 500,000 Equity Shares of ₹ 10 each to ₹ 8,100,000 divided into 500,000 Equity Shares of ₹ 10 each and 31,000 Preference Shares of ₹ 100 each
September 30, 2011	Amendment to Clause V of the MoA to increase the authorised capital from ₹ 8,100,000 divided into 500,000 Equity Shares of ₹ 10 each and 31,000 Preference Shares of ₹ 100 each to ₹ 12,000,000 divided into 500,000 Equity Shares of ₹ 10 each and 70,000 Preference Shares of ₹ 100 each.
March 16, 2012	Amendment to Clause V of the MoA to increase the authorised share capital from ₹ 12,000,000 divided into 500,000 Equity Shares of ₹ 10 each and 70,000 Preference Shares of ₹ 100 each to ₹ 13,060,000 divided into 500,000 Equity Shares of ₹ 10 each and 80,600 Compulsorily Convertible Preference Shares of ₹ 100 each.
January 22, 2013	Amendment to Clause V of the MoA to increase the authorised share capital from ₹ 13,060,000 divided into 500,000 Equity Shares of ₹ 10 each and 80,600 Compulsorily Convertible Preference Shares of ₹ 100 each to ₹ 15,110,000 divided into 500,000 Equity Shares of ₹ 10 each and 101,100 Compulsorily Convertible Preference Shares of ₹ 100 each.

Date of shareholders' resolution	Nature of Amendment
January 15, 2014	Amendment to Clause V of the MoA to increase the authorised share capital from ₹ 15,110,000 divided into 500,000 Equity Shares of ₹ 10 each and 101,100 Compulsorily Convertible Preference Shares of ₹ 100 each to ₹ 16,560,000 divided into 500,000 Equity Shares of ₹ 10 each and 115,600 Compulsorily Convertible Preference Shares of ₹ 100 each. Amendment to delete and substitute Clause III(A) of the MoA with: "*To carry on the business of manufacture, producer, processors, stockiest of and dealers in the processed foods, semi processed food, noodles & pasta, vegetable, fruits, including tinned vegetables and snacks prepared from any type of vegetable, fruits, cereals, wheat, rice and allied products including potato chips, potato wafers, potato fingers, puffs, various namkeen and to run cold storage for storage of vegetables, fruits, food products.*"
September 9, 2016	Amendment to substitute Clause I of the MoA with: "*The name of the company is Prataap Snacks Limited.*"
September 24, 2016	Amendment to Clause V of the MoA to increase the authorised share capital from ₹ 16,560,000 divided into 500,000 Equity Shares of ₹ 10 each and 115,600 Compulsorily Convertible Preference Shares of ₹ 100 each to ₹ 61,560,000 divided into 50,000,000 Equity Shares of ₹ 1 each and 115,600 Compulsorily Convertible Preference Shares of ₹ 100 each.
June 3, 2017	Amendment to Clause V of the MoA to increase, consolidate and reclassify the authorised share capital from ₹ 61,560,000 divided into 50,000,000 equity shares of ₹ 1 each and 115,600 Compulsorily Convertible Preference Shares of ₹ 100 each to ₹ 150,000,000 divided into 30,000,000 Equity Shares of ₹ 5 each.

Our Holding Company

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

Our Subsidiary

As on the date of this Prospectus, our Company has only one wholly owned subsidiary, namely Pure N Sure Food Bites Private Limited. For details regarding our Subsidiary, see "Our Subsidiary" beginning on page 200.

Capital raising activities through equity or debt

For details regarding our capital raising activities through equity and debt, as applicable, see "Capital Structure" and "Financial Indebtedness" on pages 84 and 364, respectively.

Injunctions or restraining orders against our Company

As on the date of this Prospectus, there are no injunctions or restraining orders against our Company.

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

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

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

There have been no defaults that have been called by any financial institution or bank in relation to borrowings from financial institutions or banks. For details of our financing arrangements, see "Financial Indebtedness" on page 364. Further, none of our loans have been rescheduled or been converted into Equity Shares.

Lock outs and Strikes

As on the date of this Prospectus, there have been no lock outs or strikes at any of the locations of our Company or our Subsidiary.

Time and cost overruns

As on the date of this Prospectus, our Company has not experienced any time or cost overruns pertaining to our business operations.

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

For details on the purchase of business from Prakash Snacks, see " - Summary of Key Agreements" on page 197.

Except as stated above, our Company has not acquired any business or undertaking, and has not undertaken any merger, amalgamation or revaluation of assets.

Summary of Key Agreements

Business Transfer Agreement dated September 28, 2011 executed amongst our Company, Prakash Snacks Private Limited, Arvind Mehta and Arun Mehta

Our Company entered into a business transfer agreement dated September 28, 2011 ("**BTA**") with Prakash Snacks Private Limited and its promoters Arvind Mehta and Arun Mehta to purchase the Indian snacks and namkeen manufacturing business of Prakash Snacks for an aggregate consideration of ₹ 320.00 million as a going concern in an outright slump sale on an "as-is-where-is" basis. The purchase of the business included contracts, goodwill, licenses and approvals, IP rights, immoveable and moveable assets rights relating to the business, all records pertaining to the business and certain agreed upon liabilities. Prakash Snacks agreed to transfer to the extent assignable all licenses, consents and permits required for running the business of our Company. Further, the BTA laid down non-compete restrictions on Prakash Snacks and its promoters and affiliates from indulging in solicitation of our Company's customers and suppliers and carrying on any activity which would compete with the business sold to our Company.

Share Purchase Agreement dated June 23, 2016 between our Company, Faering Capital India Evolving Fund II ("Faering Capital"), Arvind Mehta, Rajesh Mehta, Naveen Mehta and Arun Mehta (together, the "Mehta Family SPA Signatories"), Premlata Kumat, Sudhir Kumat, Swati Bapna and Apoorva Kumat (together, the "Kumat Family SPA Signatories") and Raj Kumar Kalra, Mahesh Purohit, Awadh Bihari Singh, Sumit Sharma, Subhash Bhatt, Deepak Brahme, Bhuneshwar Kumar and Hardeep Vaid (together, the "Shareholder Employees"); and Shareholders' Agreement dated June 23, 2016 between our Company, Faering Capital, SCI, SCG, SCI-GIH, Arvind Mehta, Rajesh Mehta, Naveen Mehta, Arun Mehta, Kanta Mehta, Rita Mehta, Amit Kumat, Premlata Kumat, Sudhir Kumat, Swati Bapna, Rakhi Kumat, Sandhya Kumat and Apoorva Kumat (together, the "Individual Promoters"), as amended pursuant to first amendment agreement dated September 23, 2016 and second amendment agreement dated May 26, 2017, and deed of adherence dated August 9, 2017 entered into between the parties to the Faering SHA and Faering Capital India Evolving Fund III.

In terms of the share subscription agreement dated May 4, 2011, letter agreement dated October 20, 2011 and letter agreement dated February 17, 2012, SCI subscribed to 80,574 fully paid-up Series A CCPS for an aggregate consideration of ₹ 740.00 million and in terms of amendment agreement dated December 20, 2011, letter agreement dated September 28, 2011 and letter agreement dated December 3, 2012, SCI purchased 158,025 Equity Shares for an aggregate consideration of ₹ 1,356.42 million.

Further, pursuant to share subscription agreement dated January 16, 2013, SCI subscribed to 15,971 fully paid up Series A1 CCPS and SCG subscribed to 4,480 fully paid up Series A1 CCPS respectively for an aggregate consideration of ₹ 300.00 million. Pursuant to share subscription agreement dated January 10, 2014, SCI-GIH subscribed to 14,479 fully paid up Series A2 CCPS for an aggregate consideration of ₹ 250.00 million.

Pursuant to share purchase agreement dated June 23, 2016, Faering Capital purchased 12,692 fully paid up equity shares of the Company of face value ₹ 10 each from certain members of the Mehta Family SPA Signatories, the Kumat Family SPA Signatories and the Shareholder Employees in two tranches for an aggregate sale consideration of ₹ 449.98 million.

Our Company, Faering Capital, SCI, SCG, SCI-GIH and the Individual Promoters entered into a shareholders' agreement dated June 23, 2016 ("**Faering SHA**") to regulate the relationship and set forth their respective rights and obligations as the shareholders of the Company.

The Faering SHA confers certain rights and obligations upon Faering Capital, SCI, SCG and SCI-GIH including, *inter alia*, the right to appoint nominee directors and observer and certain affirmative voting rights to Sequoia as long as they hold in the aggregate 5% of the share capital of our Company, right to appoint an observer to Faering Capital, pre-emptive rights (right of first offer) to Faering Capital within a specified period for the first ₹ 300.00 million and on the expiry of such period or the excess of ₹ 300.00 million to all the investors, right of first refusal and drag along right to Sequoia, tag along and certain exit rights to all the investors including an initial public offer, which shall be at a pre-money equity valuation of the Company not less than the valuation agreed upon by Faering Capital. The Faering SHA shall terminate, including transfer restrictions, affirmative voting rights and all other rights conferred to Sequoia and Faering Capital (except as stated herein below) on completion of an initial public offer.

In the event that the Issue is not completed and the Company undertakes another initial public offering within two years of the Faering SPA closing date, Faering Capital may seek settlement from the Individual Promoters (through transfer by the Individual Promoters to Faering of such number of equity shares as may be necessary or through a cash refund of the excess consideration paid by Faering for purchase of the aforestated Equity Shares or a combination of the two) in the event such initial public offer by the Company is at a valuation below the valuation agreed upon with Faering Capital in accordance with and as provided for in the Faering SHA, including the rights granted to the parties thereunder, shall automatically terminate upon completion of the Issue.

Additionally, Individual Promoters, Faering Capital, SCI and SCI-GIH have also entered into a letter agreement dated June 23, 2016 which confers certain rights on Faering Capital relating to an initial public offer by the Company, including, *inter alia*, the right to seek settlement from the Individual Promoters (through a cash refund of the excess consideration paid by Faering for purchase of the aforestated Equity Shares) in the event of the initial public offer by the Company being at a valuation below the valuation agreed upon with Faering Capital in accordance with the Faering SHA.

Pursuant to an amendment agreement dated September 23, 2016, the combined voting rights of SCI, SCG and SCI-GIH under the Faering SHA were restricted to 49% of the total voting rights of the Shareholders at a general meeting of our Company. By way of second amendment agreement dated May 26, 2017, the parties have agreed to remove the restriction on combined voting rights of SCI, SCG and SCI-GIH under the Faering SHA to 49% of the total voting rights of the Shareholders at a general meeting of our Company and parties have also agreed that the long stop date for completing the IPO is March 31, 2018 or such later date as maybe mutually agreed in writing between our Company and Sequoia.

Pursuant to the deed of adherence dated August 9, 2017 entered into between Faering Capital Evolving Fund III and the parties to the Faering SHA, Faering Capital Evolving Fund III has agreed to observe, perform and be bound by all the terms of the Faering SHA, and shall be deemed to be a party to the Faering SHA from the date of becoming registered as a member of our Company.

Share Subscription Agreement dated August 18, 2017 between our Company, Malabar India Fund Limited and Malabar Value Fund (the "Pre-IPO Agreement") and Letter dated August 18, 2017 between our Company, Arvind Mehta, Amit Kumat, Apoorva Kumat, Rajesh Mehta, Naveen Mehta, Arun Mehta, Kanta Mehta, Rita Mehta, Premlata Kumat, Swati Bapna, Rakhi Kumat and Sandhya Kumat (collectively referred to as "Individual Promoters"), Malabar India Fund Limited and Malabar Value Fund (the "Letter")

Pursuant to the Pre-IPO Agreement, Malabar India Fund Limited and Malabar Value Fund agreed to subscribe to 533,000 Equity Shares for an aggregate consideration of ₹ 500 million. For further details of the Pre-IPO Placement, see "Capital Structure – Notes to the Capital Structure – Share Capital History of our Company" on page 85.

Further, pursuant to the Letter, parties have agreed that in the event the Company fails to undertake an initial public offering by March 31, 2018, the Faering SHA and the Articles of Association shall be amended to make the following rights available to Malabar India Fund Limited and Malabar Value Fund, in line with the Faering SHA:

- anti-dilution right to maintain capital on a pro-rata basis;

- tag-along rights;

- right to appoint one observer to the board of directors, jointly, subject to holding a minimum of 2.50% of the share capital of our Company. In the event that any further employee stock options are issued by our Company, the threshold of 2.50% shall be adjusted downwards proportionately; and

- information rights, including in relation to audited financial statements, unaudited quarterly management accounts, annual budget and business plan for the next fiscal year, monthly management reports and copies of filings as may be reasonably requested.

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Financial and Strategic Partners

Our Company does not have any financial and strategic partners as of the date of filing this Prospectus.

Guarantees provided by the Promoter Selling Shareholders

Except as disclosed below, none of the Promoter Selling Shareholders have given any guarantees to third parties that are outstanding as of the date of this Prospectus:

Arvind Mehta, one of our Promoters, has issued personal guarantees in favour of (i) ICICI Bank Limited as security for a working capital loan and a term loan of a maximum aggregate amounts of ₹ 260 million and ₹ 150 million, respectively sanctioned to our Company, (ii) HDFC Bank Limited in relation to various facilities of a maximum aggregate value of ₹ 510.00 million sanctioned to our Company, (iii) YES Bank Limited in relation to term loan of a maximum aggregate value of ₹ 100.00 million sanctioned to our Company, (iv) Kotak Mahindra Bank Limited in relation to term loan of a maximum aggregate value of ₹ 150.00 million sanctioned to our Company and (v) ICICI Bank Limited for a term loan of a maximum aggeragate amount of ₹ 300.00 million sanctioned to our subsidiary Pure n Sure Food Bites Private Limited. For details, see "Financial Indebtedness" on page 364.

OUR SUBSIDIARY

Unless otherwise specified, all information in this section is as of the date of this Prospectus.

Our Company has only one existing subsidiary, Pure N Sure Food Bites Private Limited.

Details of the Subsidiary

Pure N Sure Food Bites Private Limited

Corporate Information

Pure N Sure was incorporated on December 27, 2011 under the Companies Act, 1956 as Pure N Sure Food Bites Private Limited. The registered office of Pure N Sure is located at Khasra No 378/2, Nemawar Road, Near Makrand House, Indore 452 020.

In accordance with the main objects of the memorandum of association of Pure N Sure, among other things, Pure N Sure is authorised to undertake the business of manufacture, producer, processors, stockiest of and dealers in processed foods, vegetables, fruits, including tinned vegetables and snacks prepared from any type of vegetable, fruits, cereals, wheat, rice and allied products including potato chips, potato wafers, potato fingers, puffs, various namkeens and to run cold storage for storage of vegetables, fruits, food products, and to carry on the business of manufacturing and marketing of juices or beverages and non-fruit based beverages. Pure N Sure intends set up a manufacturing facility for manufacturing chocolate-based confectionary snacks and has leased a parcel of land from our Company for this purpose. For details, see "– Interest of the Subsidiary in our Company" on page 201.

Capital Structure:

	Equity shares of ₹ 10 each
Authorised share capital	1,000,000
Issued, subscribed and paid-up capital	100,000

Shareholding Pattern

The shareholding pattern of Pure N Sure is as follows:

Sr. No.	**Name of the shareholder**	**No. of equity shares of ₹ 10 each**	**Percentage of total equity holding (%)**
1.	Prataap Snacks Limited	9,999	99.99
2.	Arvind Mehta*	1	0.01
	Total	**10,000**	**100.00**

* *As a nominee of our Company*

There are no accumulated profits or losses of Pure N Sure not accounted for by our Company.

Other Confirmations

The equity shares of our Subsidiary are not listed, nor has our Subsidiary been refused listing on any stock exchange in India or abroad.

Our Subsidiary has not made any public or rights issue of equity shares in the last three years.

Our Subsidiary has not become a sick company under the meaning of SICA and is not under winding up.

For details of related party transactions entered into by our Company with the Subsidiary, as per Accounting Standard 18, during the last Fiscal, the nature of transactions and the cumulative value of transactions, see "Related Party Transactions" on page 234.

None of the Directors, their relatives and the members of the Promoter Group have sold or purchased securities of our Subsidiary during the six months immediately preceding the date of this Prospectus.

Interest of the Subsidiary in our Company

Our Company has entered into a lease agreement dated September 19, 2016 with our Subsidiary, in relation to the land located at Survey No. 65/2, 66/1, 67/2, Gram Piplyalohar, Tehsil Mhow, Dist. Indore, Madhya Pradesh admeasuring 166,457 square feet. Under the terms of the lease agreement, our Subsidiary is permitted to carry out manufacturing of confectionery, bakery and snack food items at the leased premises. No rent is payable by our Subsidiary to our Company for use of the leased premises.

Except as disclosed above and as stated in "Our Business" and "Related Party Transactions" beginning on pages 171 and 234, respectively, our Subsidiary does not have any business interest in our Company. For further details of the transactions between our Company and the Subsidiary, see "Related Party Transactions" beginning on page 234.

Material Transactions

There are no sales or purchase between the Subsidiary and our Company where such sales or purchase exceed in value in the aggregate 10% of the total sales or purchase of our Company.

Common Pursuits

Though our Subsidiary has not yet commenced its operations, it would share common pursuits with our Company on such commencement. Our Company will adopt the necessary procedures and practices as permitted by law and regulatory guidelines to address any conflict situation as and when it arises.

MANAGEMENT

In terms of Part A of the Articles of Association, which shall be applicable from the date of listing of our Equity Shares, our Company is required to have not less than three Directors and not more than 15 Directors. As on the date of this Prospectus, the Board comprises eight Directors, including two Executive Directors, two Nominee Directors and four Independent Directors.

The following table sets forth details regarding our Board as on the date of this Prospectus:

Name, Designation, Address, Occupation, Nationality, Term and DIN	Age (in years)	Other Directorships
Arvind Mehta ***Designation*** : Chairman and Executive Director ***Term*** : Liable to retire by rotation ***DIN*** : 00215183 ***Occupation*** : Business ***Nationality*** : Indian ***Address*** : Shanti Niketan, Bicholi Hapsi, Bypass Road, Indore 452 001, Madhya Pradesh	50	BCM Realty Private Limited; Orange Infracon Private Limited; Prakash Snacks Private Limited; Pure N Sure Food Bites Private Limited; and Welwet Real Estate Private Limited.
Amit Kumat ***Designation*** : Managing Director and Chief Executive Officer ***Term*** : Liable to retire by rotation ***DIN*** : 02663687 ***Occupation*** : Business ***Nationality*** : Indian ***Address*** : 14, Gulab Park, Mahesh Nagar, Indore 452 002, Madhya Pradesh	48	Nil
G.V. Ravishankar ***Designation*** : Nominee Director ***Term*** : Liable to retire by rotation ***DIN*** : 02604007 ***Occupation*** : Service ***Nationality*** : Indian ***Address*** : 17A, ETA Binny Crescent apartments, Benson Cross Road, Benson Town, Bengaluru 560 046, Karnataka	40	Faaso's Food Services Private Limited; Five Star Business Finance Limited; Flight Raja Travels Private Limited; Glocal Healthcare Systems Private Limited; Go Fashion (India) Private Limited; Homevista Decor and Furnishings Private Limited; India Shelter Finance Corporation Limited; K12 Techno Services Private Limited; Kids Clinic India Private Limited; Pure N Sure Food Bites Private Limited; Sequoia Capital India Advisors Private Limited; Suburban Diagnostics (India) Private Limited;

Name, Designation, Address, Occupation, Nationality, Term and DIN	Age (in years)	Other Directorships
		Think & Learn Private Limited; and Wildcraft India Private Limited.
V.T. Bharadwaj ***Designation*** : Nominee Director ***Term*** : Liable to retire by rotation ***DIN*** : 02918495 ***Occupation*** : Service ***Nationality*** : Indian ***Address*** : 702, 7th Orchid Tower-A, 241/242, Bellasis Road, Mumbai Central, Mumbai 400 008, Maharashtra	39	Amogha Polymers India Private Limited Bright Lifecare Private Limited; Faces Cosmetics India Private Limited; Faces Cosmetics Asia Pte. Ltd. Genesis Colors Limited; Go Fashion (India) Private Limited; Hector Beverages Private Limited; Indigo Paints Private Limited; Innovcare Lifesciences Private Limited; La Renon Healthcare Private Limited; Pure N Sure Food Bites Private Limited; Rakyan Beverages Private Limited; Sequoia Capital India Advisors Private Limited; Suburban Diagnostics (India) Private Limited; and Wingreen Farms Private Limited
Anisha Motwani ***Designation***: Independent Director ***Term*** : Three years from the date of appointment i.e. July 5, 2016 ***DIN*** : 06943493 ***Occupation*** : Professional ***Nationality*** : Indian ***Address*** : Block No. 8, House No. 24, South Patel Nagar, Delhi 110 008	54	Indian Shelter Finance Corporation Limited; L&T Investment Management Limited; PNB Metlife India Insurance Company Limited; and Quintessentially Lifestyle Services (India) Private Limited.
Vineet Kumar Kapila ***Designation*** : Independent Director ***Term*** : Three years from the date of appointment i.e. July 22, 2016 ***DIN*** : 00056582 ***Occupation*** : Professional ***Nationality*** : Indian ***Address*** : B3 - 201, The World Spa (West), Unitech Towers, Sector – 30,	56	Nil

Name, Designation, Address, Occupation, Nationality, Term and DIN	Age (in years)	Other Directorships
Gurgaon 122 002, Haryana		
Dr. Om Prakash Manchanda ***Designation*** : Independent Director ***Term*** : Three years from the date of appointment i.e. July 5, 2016 ***DIN*** : 02099404 ***Occupation*** : Professional ***Nationality*** : Indian ***Address*** : Villa No. 6, Tatvam Villas, Sector 48, Sohna Road, Gurgaon 122 018, Haryana	52	APL Institute of Clinical Laboratory and Research Private Limited; Dr. Lal PathLabs Limited; Dr. Lal PathLabs International B.V.; Paliwal Diagnostics Private Limited; and Paliwal Medicare Private Limited.
Haresh Chawla ***Designation*** : Independent Director ***Term*** : With effect from September 13, 2016 ***DIN*** : 00029828 ***Occupation*** : Service ***Nationality*** : Indian ***Address*** : 143, B-Wing, Nibbana, Pali Hill, Bandra (West), Mumbai 400 050	50	Abundantia Entertainment Private Limited; deGustibus Hospitality Private Limited; Hicare Services Private Limited; Jaypore E-Commerce Private Limited; and VKL Seasoning Private Limited

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

Other than our Directors, G.V. Ravishankar and V.T. Bharadwaj, who have been appointed pursuant to the shareholders agreements dated June 23, 2016 entered into amongst others, by the Company with SCI, SCG and SCI-GIH, there is no arrangement or understanding with the major shareholders, customers, suppliers or others, pursuant to which any of our Directors was appointed on the Board. For details, see "History and Certain Corporate Matters – Summary of Key Agreements" on page 197.

Relationship between our Directors

None of our Directors are related to each other.

Brief Biographies of Directors

Arvind Mehta is the Chairman and Executive Director of our Company. Being our Promoter, he has been associated with our Company since its incorporation. He was appointed as an additional Director of our Company on May 12, 2011 and was regularised on September 30, 2011. He holds a bachelor's degree in commerce from Devi Ahilya Vishwavidyalaya. He has over 29 years of experience in real estate business along with over 13 years of experience in snack foods industry and over 13 years of experience in the financing business.

Amit Kumat is the Managing Director and the Chief Executive Officer of our Company. Being our Promoter, he has been associated with our Company since its incorporation. He was appointed as an additional Director of our Company on May 12, 2011 and was regularised on September 30, 2011. He was appointed as the Chief

Executive Officer on June 21, 2016 and as Managing Director on September 23, 2016. He holds a master's degree in science from the University of Southwestern Louisiana. He has over 21 years of experience in snack foods industry.

G.V. Ravishankar is a Nominee Director of our Company. He was appointed as an additional Director on May 12, 2011 and was appointed as Director of our Company on September 30, 2011. He holds a bachelor's degree in engineering from Bharathidasan University and a post graduate diploma in management from the Indian Institute of Management, Ahmedabad. He has previously worked with McKinsey & Company from 2004 to 2006. He has over 12 years of experience in management consultancy and private equity investments.

V.T. Bharadwaj is a Nominee Director of our Company. He was appointed as an additional Director of our Company on May 12, 2011 and was appointed as Director of our Company on September 30, 2011. He holds a bachelor's degree in engineering from the Birla Institute of Technology and Science and a post graduate diploma in management from the Indian Institute of Management, Ahmedabad. He has previously worked with McKinsey & Company from 2001 to 2007. He has over 14 years of experience in management consulting and private equity investments.

Anisha Motwani is an Independent Director of our Company. She was appointed as an Independent Director on July 5, 2016. She holds bachelor's degree in science from Sophia Girls College, Ajmer and a master's degree in business administration from the University of Rajasthan. She has several years of experience in management consultancy. She has previously worked at General Motors India Private Limited and Max Life Insurance Company Limited. She is currently a partner in Storm the Norm Ventures.

Vineet Kumar Kapila is an Independent Director of our Company. He was appointed as an additional Director of our Company on July 22, 2016 and was appointed as an Independent Director of our Company on August 3, 2016. He holds an honours diploma in industrial relations and welfare from XLRI, Jamshedpur. He has several years of experience in brand, sales and general management. He was previously the managing director of Spencer's Retail Limited. He is currently working as the chief operating officer - RPC North of United Spirits Limited.

Dr. Om Prakash Manchanda is an Independent Director of our Company. He was appointed as an Independent Director on July 5, 2016. He holds a bachelor's degree in veterinary science and animal husbandry from the Haryana Agricultural University, Hisar and a post graduate diploma in management (agriculture) from the Indian Institute of Management, Ahmedabad. He has several years of experience in sales, marketing and general management. He has previously worked at Hindustan Lever Limited, Monsanto India Limited and Ranbaxy Laboratories Limited. He is currently the chief executive officer and director of Dr. Lal Pathlabs Limited.

Haresh Chawla is an Independent Director of our Company. He was appointed as an additional Director of our Company on September 13, 2016 and was appointed as an Independent Director of our Company on September 24, 2016. He holds a bachelor's degree in metallurgical engineering from the Indian Institute of Technology, Mumbai and a post graduate diploma in management from the Indian Institute of Management, Calcutta. He has several years of experience in private equity and the media and entertainment industry. He has previously worked at TV18 Broadcast Limited as group chief executive officer. He is currently a partner in India Value Fund Advisors Private Limited.

Confirmations

None of our Directors is or was a director of any listed company during the last five years preceding the date of this Prospectus, whose shares have been or were suspended from being traded on the BSE or NSE, during the term of their directorship in such company.

None of our Directors is or was a director of any listed company which has been or was delisted from any stock exchange.

None of our Directors have been identified as wilful defaulters as defined under the SEBI ICDR Regulations.

Terms of Appointment of the Executive Directors

Amit Kumat

Amit Kumat is a Director of our Company since May 12, 2011. He was appointed as a Director of our Company for a period of five years pursuant to resolutions passed by the Board and Shareholders on May 12, 2011 and September 30, 2011, respectively, and is subject to retirement by rotation. Pursuant to the employment agreement dated May 11, 2011, he was appointed as Chief Executive Officer of our Company and was entitled to annual remuneration of ₹ 1,800,000. Pursuant to the resolution of the Board passed on July 7, 2015, the annual remuneration of Amit Kumat was increased to ₹ 2,400,000 for Fiscal 2016. Pursuant to resolutions of the Board and Shareholders passed on November 19, 2015 and December 21, 2015, respectively, the annual remuneration of Amit Kumat was increased to ₹ 5,000,000, with effect from December 21, 2015. He was appointed as our Managing Director pursuant to a resolution passed by our Board dated September 23, 2016. The following are his terms of remuneration as Chief Executive Officer:

Sr. No.	Remuneration	Details
1.	Basic Salary	₹ 5,000,000 p.a.
2.	Perquisites	As decided by the Board from time to time.
3.	Others	Reimbursements including all reasonable travelling and other expenses properly incurred in the performance of duties and in accordance with policies of the Company.

The salary is inclusive of any other fees payable to Amit Kumat for being a Director of the Company or its Subsidiary. The base salary is paid subject to all deductions on account of withholding taxes, statutory contributions and other requirements as per applicable law.

Arvind Mehta

Arvind Mehta is a Director of our Company since May 12, 2011. He was appointed as a Director of our Company pursuant to resolutions passed by the Board and Shareholders on May 12, 2011 and September 30, 2011, respectively and is subject to retirement by rotation. He was designated as our Chairman pursuant to a resolution passed by our Board dated September 23, 2016. Pursuant to the resolution of the Board passed on July 7, 2015, the annual remuneration of Arvind Mehta was increased to ₹ 2,400,000 for Fiscal 2016. Pursuant to resolutions of the Board and Shareholders passed on November 19, 2015 and December 21, 2015, respectively, the annual remuneration of Arvind Mehta was increased to ₹ 5,000,000, with effect from December 21, 2015. The following are his terms of remuneration:

Sr. No.	Remuneration	Details
1.	Gross Salary	₹ 5,000,000 p.a.
2.	Perquisites	Nil
3.	Others	Nil

Payment or benefit to Directors of our Company

The sitting fees/other remuneration paid to our Directors in Fiscal 2017 are as follows:

1. Remuneration to Executive Directors

The remuneration paid to the Executive Directors in the Fiscal 2017 is as follows:

Sr. No.	Name of executive director	Remuneration (in ₹ million)
1.	Amit Kumat	5.03
2.	Arvind Mehta	5.00

2. Remuneration to Non-Executive Directors

Our Independent Directors are entitled to receive sitting fees for attending meetings of the Board or any of its committees, as determined by the Nomination & Remuneration Committee and approved by our Board, from time to time.

Pursuant to the resolution passed by the Board on August 29, 2017, the Independent Directors are entitled to sitting fees of ₹ 100,000 for every meeting of the Board they attend. Additionally, the Independent Directors are entitled to sitting fees of ₹ 20,000 for every meeting of a committee they attend as a member and ₹ 50,000 for every meeting of a committee they attend as its chairperson. Further, pursuant to the resolution passed by the Board on August 29, 2017, the Independent Directors are entitled to a commission not exceeding 1% of the net profits of our Company for Fiscal 2018, in accordance with applicable laws.

The details of the remuneration paid to the Non-Executive Directors of our Company in Fiscal 2017 are set forth in the table below:

Sr. No.	Name of the Non-Executive Director	Sitting Fees (in ₹ million)
1.	Vineet Kumar Kapila	0.48
2.	Dr. Om Prakash Manchanda	0.27
3.	Haresh Chawla	0.31
4.	Anisha Motwani	0.50
5.	G.V. Ravishankar	Nil
6.	V.T. Bharadwaj	Nil

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

Bonus or profit sharing plan of the Directors

There is no bonus or profit sharing plan for the Directors.

No remuneration is payable or has been paid to any of our Directors by our Subsidiary.

Shareholding of Directors in our Company

Except as disclosed below, as on the date of this Prospectus, none of our Directors hold any Equity Shares:

Name of Director	Number of Equity Shares held
Amit Kumat	692,928
Arvind Mehta	743,424

Our Articles of Association do not require our Directors to hold any qualification shares.

Shareholding of Directors in our Subsidiary

Name of Director	Name of Subsidiary	Number of equity shares	Percentage shareholding (%)
Arvind Mehta	Pure N Sure Food Bites Private Limited	1*	0.01

* *Arvind Mehta holds this equity share as nominee of our Company and the beneficial interest in this equity share is held by our Company.*

Shareholding of Directors in associates

Our Company does not have any associate companies.

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

Except for Apoorva Kumat, the President- Operations of our Company, who is the brother of Amit Kumat, our Managing Director and Chief Executive Officer, none of the relatives of our Directors currently hold any office or place of profit in our Company.

Interest of Directors

The Independent Directors may be interested to the extent of fees payable to them and/or the commission payable to them for attending meetings of the Board of Directors or a committee of the Board thereof.

Amit Kumat and Arvind Mehta have an interest in the promotion of our Company. The Directors may also be regarded as interested in the Equity Shares, if any, held by them or that may be subscribed by or allotted to the companies, firms and trusts, in which they are interested as directors, members, partners, trustees and promoters, pursuant to this Issue including certain Subsidiary, Group Companies and Promoter Group entities. The Directors may also be deemed to be interested to the extent of any dividend payable to them and other distributions in respect of such Equity Shares, if any.

Further, except Arvind Mehta, none of our Directors have any interest in any property acquired by our Company in the two years preceding the date of this Prospectus or proposed to be acquired by our Company. For details, see "Our Promoters and Promoter Group – Interest of Promoters and Common Pursuits" on page 224.

Except as disclosed in "Related Party Transactions" on page 234, our Directors have no interest in any transaction by our Company for acquisition of land, construction of building or supply of machinery.

No loans have been availed by our Directors from our Company.

Changes in the Board in the last three years

Name	Date of Appointment/ Change/ Cessation	Reason
Haresh Chawla	September 24, 2016	Appointed as Independent Director
Haresh Chawla	September 13, 2016	Appointed as additional Director
Vineet Kumar Kapila	August 3, 2016	Appointed as Independent Director
Vineet Kumar Kapila	July 22, 2016	Appointed as additional Director
Anisha Motwani	July 5, 2016	Appointed as Independent Director
Dr. Om Prakash Manchanda	July 5, 2016	Appointed as Independent Director

Corporate Governance

The provisions of the SEBI Listing Regulations 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 Listing Regulations, the Companies Act, 2013 and SEBI ICDR Regulations, in respect of corporate governance including constitution of the Board and committees thereof. The corporate governance framework is based on an effective independent Board, 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, 2013 and the SEBI Listing Regulations. Our Board functions either as a full board or through various committees constituted to oversee specific functions. Our executive management provides our Board detailed reports on its performance periodically.

As on the date of this Prospectus, our Board has eight Directors. In compliance with the requirements of the SEBI Listing Regulations, we have two Executive Directors, two Nominee Directors and four Independent Directors on our Board. Further, in compliance with SEBI Listing Regulations and Companies Act, we have one woman director on our Board.

Borrowing powers of Board

Our Board of Directors has not prescribed any formal limits in relation to the borrowings of our Company. Our Board of Directors considers each proposal of our Company to incur borrowings, extend guarantees or offer security, including in relation to borrowings of our Subsidiary, to banks or other lenders on a case-by-case basis, and approves such proposals accordingly.

As on the date of this Prospectus, the borrowings incurred by our Company are within the limits prescribed under Section 180(1)(c) of the Companies Act, 2013.

Committees of the Board

In addition to the committees of the Board detailed below our Board of Directors may, from time to time constitute committees for various functions.

Audit Committee

The members of the Audit Committee are:

1. Vineet Kumar Kapila (Chairman);
2. Anisha Motwani; and
3. G.V. Ravishankar.

The Audit Committee was constituted on September 23, 2016. The scope and function of the Audit Committee is in accordance with Section 177 of the Companies Act, 2013 and the SEBI Listing Regulations and its terms of reference include the following:

a) overseeing the Company's financial reporting process and the disclosure of its financial information to ensure that its statements are correct, sufficient and credible;

b) recommending to the Board the appointment, re-appointment and replacement, remuneration and terms of appointment of the statutory auditors of the Company;

c) reviewing and monitoring the statutory auditor's independence and performance, and effectiveness of audit process and the fixation of audit fee;

d) approving payments to statutory auditors for any other services rendered by the statutory auditors;

e) reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the Board for approval, with particular reference to:

    i) matters required to be included in the director's responsibility statement to be included in the Board's report in terms of clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013, as amended;

    ii) changes, if any, in accounting policies and practices and reasons for the same;

    iii) major accounting entries involving estimates based on the exercise of judgment by management;

    iv) significant adjustments made in the financial statements arising out of audit findings;

    v) compliance with listing and other legal requirements relating to financial statements;

    vi) disclosure of any related party transactions; and

    vii) qualifications in the draft audit report;

f) reviewing, with the management, the quarterly, half-yearly and annual financial statements before submission to the Board for approval;

g) 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 utilised for purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter. This also includes monitoring the use/application of funds raised through the proposed Issue by the Company;

h) approval or any subsequent modification of transactions of the Company with related parties;

i) scrutinising of inter-corporate loans and investments;

j) valuing of undertakings or assets of the Company, wherever it is necessary;

k) evaluating of internal financial controls and risk management systems;

l) establishing a vigil mechanism for directors and employees to report their genuine concerns or grievances;

m) reviewing, with the management, the performance of statutory and internal auditors and adequacy of the internal control systems;

n) 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;

o) discussing with internal auditors on any significant findings and follow up there on;

p) 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;

q) discussing 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;

r) looking 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;

s) reviewing the functioning of the whistle blower mechanism;

t) approving the appointment of the chief financial officer or any other person heading the finance function or discharging that function after assessing the qualifications, experience and background, etc. of the candidate; and

u) carrying out any other function as is mentioned in the terms of reference of the Audit Committee.

The Audit Committee shall mandatorily review the following information:

a) management’s 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 the 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.

Risk Management Committee

The members of the Risk Management Committee are:

1. Dr. Om Prakash Manchanda (Chairman);

2. Haresh Chawla;

3. G.V. Ravishankar; and

4. Amit Kumat.

The Risk Management Committee was constituted by our Board on September 23, 2016. The terms of reference of the Risk Management Committee include the following:

(a) framing, implementing, reviewing and monitoring the risk management plan for the Company;

(b) laying down risk assessment and minimization procedures and the procedures to inform Board of the same;

(c) oversight of the risk management policy/enterprise risk management framework (identification, impact assessment, monitoring, mitigation and reporting);

(d) review key strategic risks at domestic/international, macro-economic & sectoral level (including market, competition, political and reputational issues);

(e) review significant operational risks; and

(f) performing such other activities as may be delegated by the Board of Directors or specified/provided under the Companies Act, 2013 and the rules made thereunder, as amended, or by the SEBI Listing Regulations or statutorily prescribed under any other law or by any other regulatory authority.

Nomination & Remuneration Committee

The members of the Nomination & Remuneration Committee are:

1. Dr. Om Prakash Manchanda (Chairman);

2. Vineet Kumar Kapila; and

3. V.T. Bharadwaj.

The Nomination & Remuneration Committee was constituted on September 23, 2016. The scope and function of the Nomination & Remuneration Committee is in accordance with Section 178 of the Companies Act, 2013 and the SEBI Listing Regulations. The terms of reference of the Nomination & Remuneration Committee include the following:

(a) 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, while ensuring that:

    (i) the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the company successfully;

    (ii) relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and

    (iii) remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals;

(b) formulation of criteria for evaluation of performance of independent directors and the board of directors;

(c) devising a policy on diversity of board of directors;

(d) identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the board of directors their appointment and removal;

(e) whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors; and

(f) carrying out any other function as may be decided by the Board or specified/provided under the Companies Act, 2013 or SEBI Listing Regulations or by any other regulatory authority.

Stakeholders Relationship Committee

The members of the Stakeholders Relationship Committee are:

1. Haresh Chawla (Chairman);
2. Vineet Kumar Kapila;
3. Anisha Motwani;
4. Arvind Mehta; and
5. V.T. Bharadwaj.

The Stakeholders Relationship Committee was constituted by our Board on September 23, 2016. The scope and functions of the Stakeholder Relationship Committee is in accordance with Section 178 of the Companies Act, 2013 and the SEBI Listing Regulations.

The terms of reference of the Stakeholders Relationship Committee include the following:

(a) to redress grievances of shareholders, debenture holders and other security holders;

(b) investigating complaints relating to allotment of shares, approval of transfer or transmission of shares, debentures or any other securities;

(c) issue of duplicate certificates and new certificates on split/consolidation/renewal, etc.;

(d) to consider and resolve grievances related to non-receipt of declared dividends, annual report of the Company or any other documents or information to be sent by the Company to its shareholders; and

(e) carrying out any other function as may be decided by the Board or specified/provided under the Companies Act, 2013 or the SEBI Listing Regulations or by any other regulatory authority.

Corporate Social Responsibility Committee

The members of the Corporate Social Responsibility are:

1. Anisha Motwani (Chairperson);
2. Haresh Chawla;
3. Amit Kumat;
4. V.T. Bharadwaj; and
5. Arvind Mehta.

The Corporate Social Responsibility Committee was constituted by our Board on March 25, 2014 and was reconstituted on September 23, 2016. The scope and functions of the Corporate Social Responsibility Committee is in accordance with Section 135 of the Companies Act, 2013.

The terms and reference of the Corporate Social Responsibility Committee include the following:

(a) to formulate and recommend to the Board, a CSR policy which shall indicate the activities to be undertaken by the Company as per Schedule VII to the Companies Act, 2013 and as amended from time to time or as per any circulars, notifications, etc. issued by the government in relation thereto from time to time;

(b) recommend the amount of expenditure to be incurred on the CSR activities to be undertaken by the Company;

(c) monitor the CSR policy of the Company from time to time;

(d) ensure the compliance of the Company with respect of CSR provisions as per the applicable laws of the land; and

(e) any other matter as the Corporate Social Responsibility Committee may deem appropriate after approval of the Board or as may be directed by the Board from time to time.

IPO Committee

The members of the IPO Committee are as follows:

1. Amit Kumat (Chairman);

2. Arvind Mehta; and

3. G.V. Ravishankar.

The IPO Committee was constituted by a resolution passed by our Board on September 23, 2016. The terms of reference of the IPO Committee include the following:

(a) to decide on the size, timing, pricing and all the terms and conditions of the issue of the Equity Shares for the Issue, including the number of the Equity Shares to be issued in the Issue (including any reservation, green shoe option and any rounding off in the event of any oversubscription), price and any discount as allowed under Applicable Laws that may be fixed and determined in accordance with the applicable law, and to accept any amendments, modifications, variations or alterations thereto and allotting equity shares to pursuant to basis of allocation to successful bidders;

(b) to appoint and enter into arrangements with the GCBRLMs and the BRLM, underwriters to the Issue, syndicate members to the Issue, brokers to the Issue, escrow collection bankers to the Issue, refund bankers to the Issue, registrar(s), legal advisors, advertising agency(ies) and any other agencies or persons or intermediaries to the Issue and to negotiate, finalise and amend the terms of their appointment, including but not limited to execution of the mandate letter with the GCBRLMs and the BRLM, negotiation, finalisation and execution and if required, amendment of the Issue Agreement with the GCBRLMs and the BRLM, etc.;

(c) to negotiate, finalise, settle, execute and deliver or arrange the delivery of the syndicate agreement, underwriting agreement, cash escrow agreement, share escrow agreement, agreements with the registrar to the Issue and the advertising agency(ies) and all other documents, deeds, agreements, memorandum of understanding and other instruments whatsoever with the registrar to the Issue, legal advisors, auditors, stock exchange(s), GCBRLMs and the BRLM and any other agencies/intermediaries in connection with the Issue with the power to authorise one or more officers of the Company to execute all or any of the aforesaid documents or any amendments thereto;

(d) to finalise, settle, approve and adopt the Draft Red Herring Prospectus, the Red Herring Prospectus, the Prospectus, the Bid-cum-Application Form, the preliminary and final international wrap and any amendments, supplements, notices or corrigenda thereto, for the issue of Equity Shares and take all such actions as may be necessary for the submission and filing of these documents including incorporating such alterations/corrections/modifications as may be required by SEBI, RoC, or any other relevant governmental and statutory authorities;

(e) to make applications to, seek clarifications and obtain approvals from, if necessary, the Reserve Bank of India, the SEBI, the relevant Registrar of Companies or any other statutory or governmental authorities in connection with the Issue and, wherever necessary, incorporate such modifications/amendments/alterations/corrections as may be required in the Draft Red Herring Prospectus, the Red Herring Prospectus and the Prospectus;

(f) to approve any corporate governance requirements that may be considered necessary by the Board or the IPO Committee or as may be required under the applicable laws or the SEBI Listing Regulations and the Equity Listing Agreements to be entered into by the Company with the relevant stock exchanges;

(g) to approve suitable policies on insider trading, whistle-blowing, risk management, and any other policies as may be required under applicable laws and the SEBI Listing Regulations;

(h) to seek, if required, the consent of the lenders to the Company and its subsidiary, parties with whom the Company has entered into various commercial and other agreements, all concerned government and regulatory authorities in India or outside India, and any other consents that may be required in relation to the Issue or any actions connected therewith;

(i) to open and operate bank account(s) of the Company in terms of the escrow agreement for handling of refunds for the Issue and to authorise one or more officers of the Company to execute all documents/deeds as may be necessary in this regard;

(j) to open and operate bank accounts of the Company in terms of Section 40(3) of the Companies Act, 2013, as amended, and to authorise one or more directors/officers of the Company to execute all documents/deeds as may be necessary in this regard;

(k) to determine and finalise the bid opening and bid closing dates (including bid opening and bid closing dates for anchor investors), or any extensions thereof, the floor price/price band for the Issue (including issue price for anchor investors), approve the basis of allotment and confirm allocation/allotment of the equity shares to various categories of persons as disclosed in the Draft Red Herring Prospectus, the Red Herring Prospectus and the Prospectus, in consultation with the GCBRLMs, the BRLM and the selling shareholders (to the extent applicable) and do all such acts and things as may be necessary and expedient for, and incidental and ancillary to the Issue including any alteration, addition or making any variation in relation to the Issue;

(l) to issue receipts/allotment letters/confirmations of allotment notes either in physical or electronic mode representing the underlying Equity Shares in the capital of the Company with such features and attributes as may be required and to provide for the tradability and free transferability thereof as per market practices and regulations, including listing on one or more stock exchange(s), with power to authorise one or more directors/officers of the Company to sign all or any of the aforestated documents;

(m) to make applications for listing of the Equity Shares in one or more recognised stock exchange(s) for listing of the Equity Shares of the Company and to execute and to deliver or arrange the delivery of necessary documentation to the concerned stock exchange(s) in connection with obtaining such listing;

(n) to do all such deeds and acts as may be required to dematerialise the Equity Shares of the Company and to sign and/or modify, as the case may be, agreements and/or such other documents as may be required with National Securities Depository Limited, Central Depository Services (India) Limited, registrar & transfer agents and such other agencies, as may be required in this connection and to authorise one or more officers of the Company to negotiate, finalize, settle, execute and deliver all or any of the aforestated documents;

(o) to authorize and approve the incurring of expenditure and payment of fees, commissions, brokerage, remuneration and reimbursement of expenses in connection with the Issue;

(p) to authorize and approve notices, advertisements in relation to the Issue in consultation with the relevant intermediaries appointed for the Issue;

(q) to withdraw the DRHP, RHP and the Issue at any stage, if deemed necessary;

(r) to settle all questions, difficulties or doubts that may arise in regard to such issues or allotment as it may, in its absolute discretion deem fit;

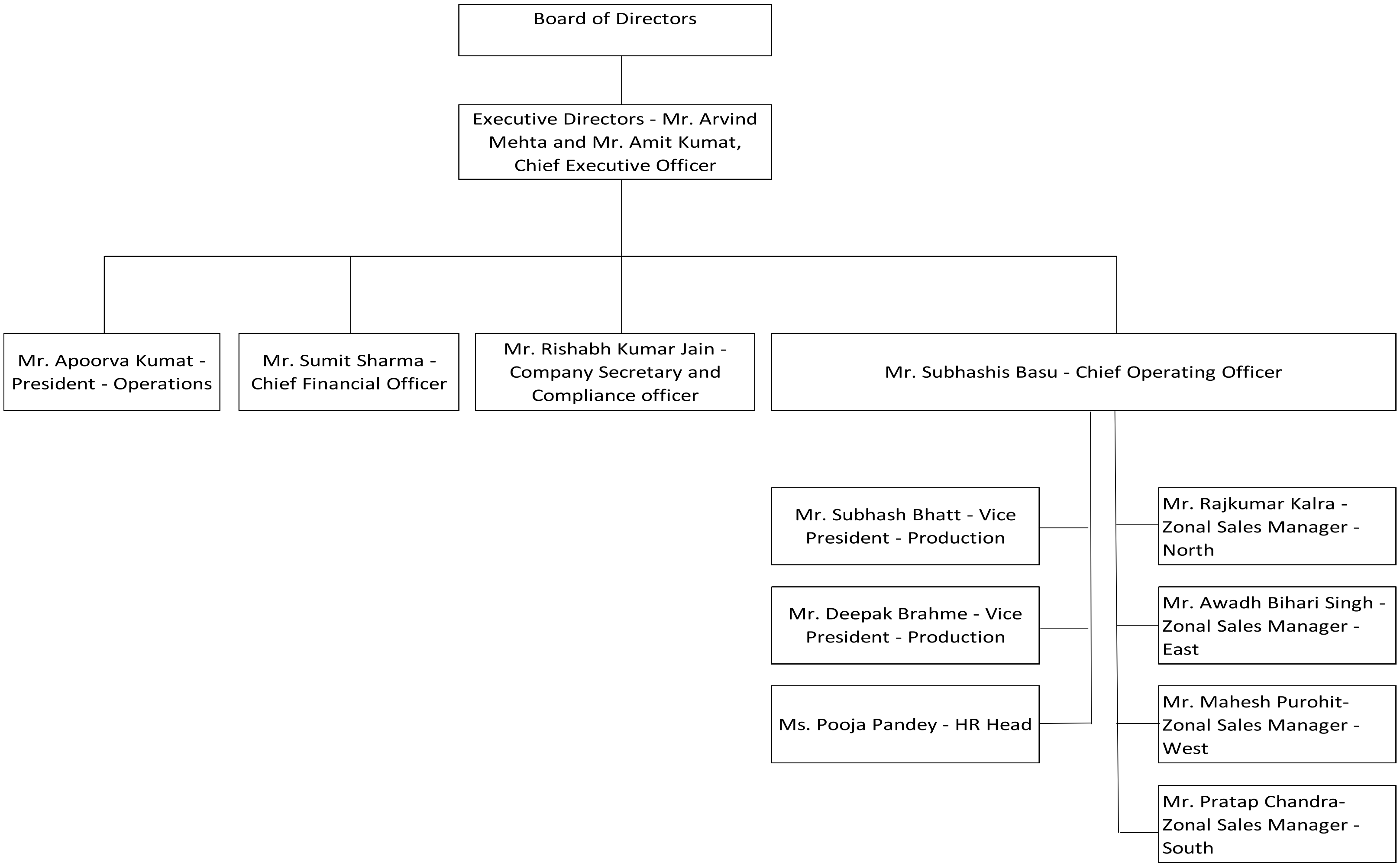
(s) to settle any question, difficulty or doubt that may arise in connection with the Issue including the issue and allotment of the Equity Shares as aforesaid and to further delegate the powers conferred hereunder subject to such restrictions and limitations as it may deem fit and in the interest of the Company and to the extent allowed under applicable laws and to do all such acts and deeds in connection therewith and incidental thereto, as the Committee may in its absolute discretion deem fit;

(t) to negotiate, finalize, settle, execute and deliver any and all other documents or instruments and doing or causing to be done any and all acts or things as the IPO Committee may deem necessary, appropriate or advisable in order to carry out the purposes and intent of the foregoing or in connection with the Issue and any documents or instruments so executed and delivered or acts and things done or caused to be done by the IPO Committee shall be conclusive evidence of the authority of the IPO Committee in so doing;

(u) to take all actions as may be necessary or authorized in connection with the Offer for Sale; and

(v) to delegate any of the powers mentioned in (a) to (u) to any Director or officer of the Company.

Management Organization Structure



Key Management Personnel

Amit Kumat is the Managing Director and the Chief Executive Officer of our Company. For details, see "– Brief Biographies of Directors" on page 204. For details of compensation paid to him during Fiscal 2017, see "– Payment or benefit to Directors of our Company – Remuneration to Executive Directors" on page 206.

Sumit Sharma was appointed as the Chief Financial Officer of our Company on June 21, 2016. He has been with our Company since February 15, 2012. He holds a bachelor's degree in commerce from Devi Ahilya Vishwavidyalaya, Indore. He is a member of the Institute of Chartered Accountants of India since February 2002. He has 14 years of experience in finance, accounts and taxation. Prior to joining our Company, he has worked with Crompton Greaves Limited from 2005 to 2006 and Case New Holland Construction (India) Private Limited (earlier known as L&T-Case Equipment Private Limited) from 2006 to 2012. He is responsible for accounting and reporting, financial planning and taxation functions of our Company. He was paid gross compensation of ₹ 2.68 million for Fiscal 2017.

Subhashis Basu was appointed as the Chief Operating Officer of our Company on May 1, 2017. He holds a bachelor's degree in science (economics) from University of Calcutta. He has around 26 years of experience in the FMCG industry. Prior to joining our Company, he has worked at Parle Products Private Limited, including as Regional Sales Manager, from 1991 to 2002, Pepsico India Holdings Private Limited, including as Vice President Sales – Project, from 2002 to 2010 and at Mother Dairy Fruit and Vegetables Private Limited as business head (dairy products) from 2011 to 2017. He is responsible for the overall operation and strategic management functions of our Company. Since Subhashis Basu was appointed to our Company with effect from May 1, 2017, he was paid no remuneration by our Company for Fiscal 2017.

Rishabh Kumar Jain is the Company Secretary and the Compliance Officer of our Company. He was appointed as our Company Secretary with effect from September 13, 2016. He holds a bachelor's degree in law from Devi Ahilya Vishwavidyalaya, Indore. He is a fellow of the Institute of Company Secretaries of India. He has over 8 years of experience in carrying out secretarial and compliance functions. Prior to joining our Company, he has worked with Texmo Pipes and Products Limited and Flexituff International Limited. He is involved in the legal, secretarial and compliance functions of our Company. He was paid gross compensation of 0.38 million for Fiscal 2017.

Apoorva Kumat is the President – Operations in our Company. He has been with our Company since April 1, 2012. He holds a bachelor's degree in commerce from Indore Christian College, Indore. Prior to joining our Company, he was associated with Prakash Snacks, our Group Company, and Hello Agro Food Products Limited, and has several years of experience in the snack foods industry. He is involved in the production planning, logistics and sales functions of our Company. He was paid gross compensation of ₹ 5.00 million for Fiscal 2017.

Subhash Bhatt is Vice President – Production in our Company. He has been with our Company since September 29, 2011. He holds a bachelor's degree in technology from J.R.N. Rajasthan Vidyapeeth (Deemed-to-be) University. Prior to joining our Company, he worked with Prakash Snacks Private Limited, our Group Company and Hello Agro Food Products Limited. He is responsible for managing the production function of potato chips and namkeen. He was paid gross compensation of ₹ 2.35 million for Fiscal 2017.

Deepak Brahme is Vice President - Production in our Company. He has been with our Company since September 29, 2011. He holds a bachelor's degree in science from Devi Ahilya Vishwavidyalaya, Indore and a diploma in production management from Indian Institute of Management and Technology, Chennai. Prior to joining our Company, he worked with Prakash Snacks Private Limited, our Group Company, Dhar Cement Limited, Hello Agro Food Products Limited, Shivdeep Industries Limited and M.B. Foods Private Limited. He is responsible for managing the production function of Extruded Snacks. He was paid gross compensation of ₹ 1.83 million for Fiscal 2017.

Raj Kumar Kalra is Zonal Sales Manager - North in our Company. He has been with our Company since September 29, 2011. The terms of his employment are governed by an employment agreement dated September 28, 2011 between Raj Kumar Kalra and our Company. He holds a bachelor's degree in arts from University of Delhi. Prior to joining our Company, he worked with Prakash Snacks Private Limited, our Group Company, Moon Beverages Limited, Acqua Minerals Private Limited, Super Cassettes Industries Limited and Paras Aqua Minerals Limited. He is responsible for managing the sales function in the northern region of India. He was paid gross compensation of ₹ 1.63 million for Fiscal 2017.

Mahesh Purohit is Zonal Sales Manager - West in our Company. He has been with our Company since September 29, 2011. The terms of his employment are governed by an employment agreement dated September 28, 2011 between Mahesh Purohit and our Company. He holds a bachelor's degree in commerce from University of Bombay. Prior to joining our Company, he worked with Prakash Snacks Private Limited, our Group Company, Parke-Davis (India) Limited, BPL Synergy Limited and Candico (I) Limited. He is responsible for managing the sales function in the western region of India. He was paid gross compensation of ₹ 1.60 million for Fiscal 2017.

Awadh Bihari Singh is Zonal Sales Manager - East in our Company. He has been with our Company since September 29, 2011. He holds a bachelor's degree in science from H.D. Jain College, Arrah. Prior to joining our Company, he worked with Prakash Snacks Private Limited, our Group Company, and Hello Agro Food Products Limited. He is responsible for managing the sales function in the eastern region of India. He was paid gross compensation of ₹ 5.37 million for Fiscal 2017.

All our Key Management Personnel are permanent employees of the Company. In accordance with their terms of appointment, the age of retirement of our Key Management Personnel from our Company is 58 years. Further, of our Key Mangerment Personnel, Amit Kumat, Sumit Sharma and Rishabh Kumar Jain are also "key managerial personnel" in terms of Section 2(51) of the Companies Act, 2013.

None of our Key Management Personnel have been selected pursuant to any arrangement or understanding with major shareholders, customers, suppliers or others.

Shareholding of Key Management Personnel

Except as disclosed below, as on the date of this Prospectus, none of our Key Management Personnel hold any Equity Shares:

Name of Key Management Personnel	Number of Equity Shares held
Amit Kumat	692,928
Apoorva Kumat	664,992
Sumit Sharma	84,576
Subhash Bhatt	22,800
Deepak Brahme	20,016
Raj Kumar Kalra	38,352
Mahesh Purohit	21,984
Awadh Bihari Singh	51,840

Other than Apoorva Kumat and Amit Kumat, none of our Key Management Personnel are related to each other.

Bonus or profit sharing plan of the Key Management Personnel

There is no bonus or profit sharing plan for the Key Management Personnel.

Loans to Key Management Personnel

As on the date of this Prospectus, our Company has granted unsecured loans to Deepak Brahme the outstanding amounts of which as of July 31, 2017 is ₹ 0.46 million.

Interest of Key Management Personnel

Except Amit Kumat (who is also our Director) and Apoorva Kumat, who are interested in the promotion of our Company in their capacity as our Promoters, no other Key Management Personnel of our Company has any interest in our Company other than to the extent of the remuneration or benefits to which they are entitled to as per their terms of appointment, reimbursement of expenses incurred by them during the ordinary course of business and the extent of Equity Shares held by them. For details relating to Equity Shares held by our Key Management Personnel, see "– Shareholding of Key Management Personnel" on page 218. All the Key Management Personnel may also be deemed to be interested to the extent of any dividend payable to them and other distributions in respect of such Equity Shares, if any. For further details of interest of Amit Kumat and Apoorva Kumat, see "- Interest of Directors" on page 207, and "Our Promoters and Promoter Group – Interest of Promoters and Common Pursuits" on page 224.

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

Changes in our Key Management Personnel

The changes in our Key Management Personnel in the last three years are as follows:

Name	Date of change	Reason for change
Rishabh Kumar Jain	September 13, 2016	Appointment as Company Secretary
Amit Kumat	June 21, 2016	Appointment as Chief Executive Officer
Sumit Sharma	June 21, 2016	Appointment as Chief Financial Officer
Apoorva Kumat	June 1, 2016	Change in designation from 'Director – Marketing and Operations to ''President – Operations'
Amit Kumat	September 24, 2016	Appointment as Managing Director
Subhashis Basu	May 1, 2017	Appointment as Chief Operating Officer

Payment or Benefit to officers of our Company

Except statutory entitlements for benefits upon termination of their employment in our Company or retirement, no officer of our Company, including our Directors and Key Management Personnel, is entitled to any benefits upon termination of employment under any service contract entered into with our Company. Except as stated otherwise in this Prospectus, any statutory payments made by our Company and cars provided by our Company for use by certain Directors and Key Management Personnel, no non-salary amount or benefit has been paid or given, in the two years preceding the date of this Prospectus, or is intended to be paid or given to any of our Company's officers except remuneration for services rendered as Directors, officers or employees of our Company.

Employee Stock Option Plan

As on the date of this Prospectus, our Company does not have any employee stock option or purchase plan.

Our Company had an employe stock purchase plan, under which equity shares have been allotted and our Board, through a resolution dated June 21, 2016 has approved revocation and cancellation of the plan.

OUR PROMOTERS AND PROMOTER GROUP

The Promoters of our Company are Arvind Mehta, Amit Kumat, Apoorva Kumat, Rajesh Mehta, Naveen Mehta, Arun Mehta, Kanta Mehta, Rita Mehta, Premlata Kumat, Swati Bapna, Rakhi Kumat, Sandhya Kumat and SCI. As on the date of this Prospectus, the Promoters hold 16,339,536 Equity Shares in the aggregate, which is equivalent to 76.63% of the pre-Issue issued, subscribed and paid-up Equity Share capital of our Company.

Arvind Mehta

Arvind Mehta, aged 50 years, is the Chairman and Executive Director of our Company. He is a resident Indian national. He resides at Shanti Niketan, Bicholi Hapsi, Bypass Road, Indore 452 001, Madhya Pradesh. For further details, see "Management" on page 202.

The driving license number of Arvind Mehta is MP09R-2010-0347683. He does not have a voter identification number.

Amit Kumat

Amit Kumat, aged 48 years, is the Managing Director and Chief Executive Officer of our Company. He is a resident Indian national. He resides at 14, Gulab Park, Mahesh Nagar, Indore 452 002, Madhya Pradesh. For further details, see "Management" on page 202.

The driving license number of Amit Kumat is MP09R-2010-0215617 and voter identification number is MP/37/273/243653.

Apoorva Kumat

Apoorva Kumat, aged 49 years, is President – Operations of our Company. He is a resident Indian national. He resides at 14, Gulab Park, Mahesh Nagar, Indore 452 002, Madhya Pradesh. For further details, see "Management" on page 202.

The driving license number of Apoorva Kumat is MP09N-2008-0599874 and voter identification number is UTF7975691.

He holds directorships in:

a) Pure N Sure Food Bites Private Limited.

Rajesh Mehta

Rajesh Mehta, aged 47 years, is a Promoter of our Company. He is a resident Indian national. He resides at 22-A, B.C.M Vila, Bicholi Hapsi, Bypass Road, Behind Columbia Convent School, Shanti Niketan Colony, Bicholi Mardana, Indore 452 016, Madhya Pradesh. He holds a bachelor's degree in arts from Bhopal School of Social Sciences and a master's degree in business administration from Devi Ahilya Vishwavidyalaya. He was one of the first directors of our Company and resigned on May 12, 2011. He has 2 years of experience in the snacks business and over 26 years of experience in real estate and education business.

He holds directorships in:

a) Apple Realmart Private Limited;

b) B.C.M. Realty Private Limited;

c) Bravo Infrabuild Private Limited;

d) Bravo Realties Private Limited;

e) Kala Abhivyakti;

f) Mangal Kamna Real Estate (India) Private Limited;
g) MID-India Infrastructure Private Limited;
h) Orange Infracon Private Limited;
i) P.T. Education and Training Services Private Limited;
j) Saaj Club And Hotels Private Limited;
k) Shanti Interactives Private Limited;
l) Shanti Realty Private Limited;
m) Srajan Infrastructure Developers and Builders Private Limited;
n) Sunglow Realmart Private Limited; and
o) Welwet Real Estate Private Limited

He has been involved in other ventures in:

a) Arihant Enterprises;
b) Balaji Real Estate;
c) BCM Global Export;
d) Bravo Realcon LLP;
e) Chetak Properties;
f) Chirantan Enterprises LLP;
g) Indian Infrastructure;
h) Mid India Creations LLP;
i) MID India Developers;
j) Orange Megastructure LLP;
k) Parsons Enterprises;
l) Pradeep & Company;
m) Pramod And Company;
n) Rohit Enterprises;
o) Shanti Creations;
p) Shanti Infrastructure;
q) Shanti Inovation;
r) Sidarth & Co; and
s) Sun Realty.

The driving license number of Rajesh Mehta is MP09R-2011-0608895 and voter identification number is LHV2568095.

Naveen Mehta

Naveen Mehta, aged 47 years, is a Promoter of our Company. He is a resident Indian national. He resides at Shanti Niketan, Bicholi Hapsi, Bypass Road, Indore 452 001, Madhya Pradesh. He holds a bachelor’s degree in commerce from Devi Ahilya Vishwavidyalaya. He was one of the first directors of our Company and resigned on May 12, 2011. He has 2 years of experience in the snacks business and over 26 years of experience in real estate business.

He holds directorships in:

a) Apple Realmart Private Limited;
b) B.C.M Investments Private Limited;
c) B.C.M. Realty Private Limited;

d) Bon-Appetite Restaurants Private Limited;

e) Bravo Enclave Infracon Private Limited;

f) Confederation Of Real Estate Developers Of India - Indore Chapter (Credai Indore);

g) Confederation of Real Estate Developers Of India - Unit- M. P. (CREDAI -M. P.);

h) Mangal Kamna Real Estate (India) Private Limited;

i) Orange Infracon Private Limited;

j) Saaj Club and Hotels Private Limited;

k) Shanti Interactives Private Limited;

l) Shanti Realty Private Limited;

m) Srajan Infrastructure Developers And Builders Development Private Limited;

n) Sunglow Realmart Private Limited; and

o) Welwet Real Estate Private Limited.

He has been involved in other ventures in:

a) Arihant Enterprises;

b) BCM Global Export;

c) Parsons Enterprises;

d) Parson Land Developers LLP;

e) Pradeep & Company; and

f) Sidarth & Co.

The driving license number of Naveen Mehta is MP09N-2006-0236970 and voter identification number is RMP7162670.

Arun Mehta

Arun Mehta, aged 49 years, is a Promoter of our Company. He is a resident Indian national. He resides at Shanti Niketan, Bicholi Hapsi, Bypass Road, Indore 452 001, Madhya Pradesh. He holds a bachelor’s degree in commerce from Devi Ahilya Vishwavidyalaya, Indore. He has 7 years of experience in the snacks business and over 28 years of experience in real estate and investment business.

He holds directorships in:

a) B.C.M. Realty Private Limited;

b) B.C.M. Investments Private Limited;

c) Bon-Appetite Restaurants Private Limited;

d) Orange Infracon Private Limited;

e) Prakash Snacks Private Limited; and

f) Welwet Real Estate Private Limited.

He has been involved in other ventures in:

a) Arihant Enterprises;

b) BCM Global Export;

c) Parsons Enterprises;

d) Parson Land Developers LLP;

e) Pradeep & Company;

f) Prateek Syndicate;

g) Prayash Enterprise; and

h) Sidarth & Co.

The driving license number of Arun Mehta is MP09D-2008-0583705. He does not have a voter identification number.

Kanta Mehta

Kanta Mehta, aged 47 years, is a Promoter of our Company. She is a resident Indian national. She resides at Shanti Niketan, Bicholi Hapsi, Bypass Road, Indore 452 001, Madhya Pradesh. She has completed higher secondary education from Tamil Nadu Board of Secondary Education, Chennai.

She does not have a driving license or a voter identification number.

Rita Mehta

Rita Mehta, aged 49 years, is a Promoter of our Company. She is a resident Indian national. She resides at Shanti Niketan, Bicholi Hapsi, Bypass Road, Indore 452 001, Madhya Pradesh. She holds a bachelor's degree in arts from Gauhati University.

The driving license number of Rita Mehta is MP09R-2012-0652498. She does not have a voter identification number.

Premlata Kumat

Premlata Kumat, aged 69 years, is a Promoter of our Company. She is a resident Indian national. She resides at 14, Gulab Park, Mahesh Nagar, Indore 452 002, Madhya Pradesh. She holds a bachelor's degree in arts from Devi Ahilya Vishwavidyalaya, Indore.

She has been involved in other ventures in Vimfeb Corporation.

The voter identification number of Premlata Kumat is MP/37/273/243652. She does not have a driving licence.

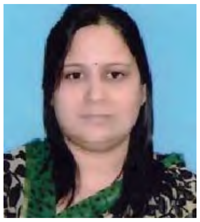
Swati Bapna

Swati Bapna, aged 44 years, is a Promoter of our Company. She is a resident Indian national. She resides at E-1/7, Arera Colony, Huzur, R.S.Nagar, Bhopal 462 016, Madhya Pradesh. She holds a bachelor's degree in commerce from Devi Ahilya Vishwavidyalaya.

The driving license number of Swati Bapna is MP04N-2013-0607016 and voter identification number is JLQ0694547.

Rakhi Kumat Rakhi Kumat, aged 44 years, is a Promoter of our Company. She is a resident Indian national. She resides at 14 Gulab Park, Mahesh Nagar, Indore 452 002, Madhya Pradesh. She holds a bachelor's degree in commerce from Savitribai Phule Pune University.

The voter identification number of Rakhi Kumat is LMR0304493. She does not have a driving licence.



Sandhya Kumat

Sandhya Kumat, aged 46 years, is a Promoter of our Company. She is a resident Indian national. She resides at 14 Gulab Park, Mahesh Nagar, Indore 452 002, Madhya Pradesh. She holds a master's degree in arts from Vikram University, Ujjain.

The voter identification number of Sandhya Kumat is LMR2331296. She does not have driving licence.

Our Company confirms that the permanent account number, bank account numbers and passport number of our Promoters have been submitted to the Stock Exchanges at the time of submission of the Draft Red Herring Prospectus to them.

SCI

Corporate information

SCI was incorporated as a company under the laws of Mauritius on March 24, 2009.

SCI is primarily engaged in the business of investments, but not limited to venture capital and private equity investments whether directly, indirectly through any special purpose vehicles or otherwise.

SCI may not have adequate experience in the business activities undertaken by our Company. For details, see "Risk Factors – Our corporate Promoter, SCI, may not have adequate experience in the business activities undertaken by our Company" on page 44.

SCI holds 9,710,544 Equity Shares in our Company.

Board of directors

The board of directors of SCI comprises the following persons:

1. Mohammad Akshar Maherally;
2. Jimmy Chik Keung Wong;
3. Resmah Bibi Mandary; and
4. Thirumagen Vaitilingon.

The promoter of SCI is Sequoia Capital India Growth Fund II Limited. The board of directors of Sequoia Capital India Growth Fund II Limited comprises the following persons:

1. Jimmy Chik Keung Wong
2. Mohammad Akshar Maherally; and
3. Resmah Bibi Mandary.

Change in control or management in the last three years

There has not been any change in the control or management of SCI in the last three years.We confirm that the details of the PAN, bank account numbers, the company registration number and the addresses of the registrar of companies where SCI is registered have been submitted with the Stock Exchanges at the time of submission of the Draft Red Herring Prospectus.

Interest of Promoters and Common Pursuits

Except as disclosed in this Prospectus, our individual Promoters are interested in our Company to the extent that they have promoted our Company and to the extent of their shareholding in our Company and the dividend payable, if any and other distributions in respect of the Equity Shares held by them. Except as disclosed in this Prospectus, SCI is interested in our Company to the extent of its shareholding in our Company and the dividend payable, if any and other distributions in respect of the Equity Shares held by it. For further information on shareholding of our Promoters in our Company, see "Capital Structure – History of the Equity Share Capital held by our Promoters", "Management – Shareholding of Directors in our Company" and "Management – Shareholding of Key Management Personnel" on pages 87, 207 and 218, respectively.

Arvind Mehta is the Chairman and Executive Director of our Company and Amit Kumat is the Managing Director and Chief Executive Officer of our Company and they may be deemed to be interested to the extent of remuneration and reimbursement of expenses payable to them. For further details, see "Management – Interest of Directors" on page 207.

Apoorva Kumat is a Key Management Personnel of our Company and may be deemed to be interested to the extent of remuneration payable to him. For further details, see "Management – Interest of Key Management Personnel" on page 218.

Except the related party transactions entered into by our Company as disclosed in this Prospectus, our Company has not entered into any contract, agreements or arrangements which are not in the ordinary course of business during the preceding two years from the date of the Draft Red Herring Prospectus or proposes to enter into any such contract in which our Promoters are directly or indirectly interested and no payments have been made to them in respect of the contracts, agreements or arrangements which are proposed to be made with them. For further details of related party transactions, as per Accounting Standard 18, see "Related Party Transactions" on page 234.

Our Company has purchased the land located at Survey No.65/2, 66/1, 66/4, 67/2, Gram Piplyalohar, Tehsil Mhow, Dist. Indore, Madhya Pradesh admeasuring 166,457 square feet from two of our individual Promoters, being Kanta Mehta and Rita Mehta, for a sale consideration of ₹ 45.00 million pursuant to a sale deed dated September 15, 2016.

Except as disclosed in this Prospectus, our Promoters have no interest in any property acquired in the two years preceding the date of the Draft Red Herring Prospectus or proposed to be acquired by our Company, or in any transaction by our Company for acquisition of land, construction of building or supply of machinery.

None of our Promoters are interested as a member of a firm or company, and no sum has been paid or agreed to be paid to any of our Promoters or to such firm or company in cash or shares or otherwise by any person for services rendered by such Promoter(s) or by such firm or company in connection with the promotion or formation of our Company.

Our Promoters do not have any direct interest in any venture that is involved in any activities similar to those conducted by our Company.

Except as disclosed in "Related Party Transactions" beginning on page 234, our Promoters are not related to any of the sundry debtors of our Company.

Payment of benefits to our Promoters or Promoter Group

Except as stated in "Related Party Transactions", "Management" and "Our Promoters and Promoter Group" on pages 234, 202 and 220 respectively, there has been no payment of benefits to our Promoters or Promoter Group during the two years preceding the date of filing of the Draft Red Herring Prospectus, nor is there any intention to pay or give any benefit to any of our Promoters or members of our Promoter Group.

Confirmations

Neither our Promoters nor relatives of our Promoters have been identified as wilful defaulters in terms of the SEBI ICDR Regulations. Further, there are no violations of securities laws committed by our Promoters in the past and no proceedings for violation of securities laws are pending against them.

Our Promoters and Promoter Group entities have not been debarred from accessing the capital markets under any order or direction passed by SEBI.

Our Promoters are not and have never been a promoter, director or person in control of any other company which is debarred from accessing the capital markets under any order or direction passed by SEBI.

Except as disclosed in this Prospectus, our Promoters are not interested in any entity which holds any intellectual property rights that are used by our Company.

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

Except as disclosed below, SCI has not disassociated with any company or firm during the three years preceding the date of filing of the Draft Red Herring Prospectus:

S.No.	Name of the Company	Year	Reason for disassociation
1.	ID Fresh Foods Private Limited	2014	Divestment of stake
2.	Lovable Lingerie Limited	2014-2015	Divestment of stake
3.	PI Industries Limited	2015	Divestment of stake
4.	Citrus Payment Solutions Pte Ltd.	2016	Divestment of stake
5.	Calm.io Pte. Ltd.	2016	Acquisition of entire stock of Calm.io Pte. Ltd. by acquirer

Change in the management and control of our Company

There has been no change in the management and control of our Company since its incorporation.

Promoter Group

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

A. Natural persons forming part of the Promoter Group

Natural persons who form part of our Promoter Group (due to their relationship with our Promoters) other than our Promoters are as follows:

- Adarsh Mehta
- Amar Chand Kumbhat
- Arushi Kumat
- Aryan Kumat
- Ashok Kumat
- Avinash Mehta
- Chanchal Devi Kumbhat
- Divya Bapna
- Gunsundari Begani
- Harish Marlecha
- Kamla Devi Bothra
- Karan Singh Bapna
- Komal Singh Duggad
- Lalitha Ranka
- Lata Chordia
- Mahaveer Chand Marlecha
- Mahima Mehta
- Manish Kumar Merlecha
- Manju Bapna
- Manoj Kumbhat
- Mehul Mehta
- Mittu Ranka
- Monika Lodha
- Narendra Singh Bapna
- Neha Bapna
- Pinky Nagori
- Pooja Khabia
- Prakash Chand Surana
- Praveen Kumbhat
- Premraj Bothra
- Purvi Kumat
- Pushpa Marlecha
- R. Susheela

- Rajesh Pincha
- Raksha Mehta
- Rashmi Mehta
- Rekha Mehta
- Renu Betala
- Rishabh Mehta
- Rohit Mehta
- Sangeeta Kucheria
- Sarita Duggad
- Sarita Jain
- Saroj Betala
- Saroj Devi Kankaria
- Satvik Kumat
- Shankuntala Betala
- Siddharth Chordia
- Sudha Lata Ostwal
- Suman Chordia
- Sunita Ranwal
- Sunita Surana
- Tej Singh Bapna
- Umed Kumbhat
- Usha Mehta
- Ved Prakash Bothra
- Vijay Chordia

B. Entities forming part of the Promoter Group

The entities forming a part of our Promoter Group are as follows:

(i) Companies

- 1MG Technologies Private Limited
- A&A Dukaan Financial Services Private Limited
- Apple Realmart Private Limited
- ASG Hospitals Private Limited
- B.C.M. Investment Private Limited
- B.C.M. Realty Private Limited
- Bon-Appetite Restaurants Private Limited
- Bravo Enclave Infracon Private Limited
- Bravo Infrabuild Private Limited
- Bravo Realties Private Limited
- Bright Lifecare Private Limited
- Capillary Technologies International Pte. Ltd.
- Druva Technologies Pte. Ltd
- Edusys Services Private Limited
- Faaso's Food Services Private Limited
- Girnar Software Private Limited
- Hector Beverages Private Limited
- Kids Clinic India Private Limited
- Knowlarity Communications Holdings Pte. Ltd
- Knowlarity Communications Private Limited
- Koye Pharmaceuticals Private Limited
- Limbodi Gari Buildcon Private Limited
- Mid India Infrastucture Private Limited
- Moolchand Healthcare Private Limited
- NSB BPO Solution Private Limited
- Omniscient Services Private Limited

- Ondoor Concept Private Limited
- Orange Infracon Private Limited
- Prosperita Confectionery Private Limited
- Saaj Club & Hotels Private Limited
- Sequoia Capital India Growth Fund II, Ltd
- Snowdrop Capital Pte. Ltd
- Sequoia Pine Investment Holdings
- Shanti Interactive Private Limited
- Shanti Realty Private Limited
- Solitaire Siddhi Realestate Private Limited
- Srajan Infrastructure & Builders Developers Private Limited
- Stove Kraft Private Limited
- Suburban Diagnostics (India) Private Limited
- Sunglow Realmart Private Limited
- Suranashree Autowheels Private Limited
- Vallabh Snacks Private Limited
- Vini Cosmetics Private Limited
- Welwet Real Estate Private Limited
- Wildcraft India Private Limited
- Zomato Media Private Limited

(ii) HUFs

- A. C. Kumbat & Sons HUF
- Anoopchand Kanakaria & Sons HUF
- Arun Mehta HUF
- Arvind Mehta HUF
- B. Badalchand Mehta & Sons HUF
- B. Jugraj Mehta & Sons HUF
- Mahaveer Chand Marlecha & Sons HUF
- Naveen Mehta HUF
- Prakash Askran Jain HUF
- R. Dharamchand Chordia HUF
- Rajesh Mehta HUF
- Sudhir Kumat HUF

(iii) **Partnerships**

- Arihant Enterprises
- Balaji Real Estate
- BCM Globle Export
- Bravo Realcon LLP
- Chirantan Enterprises LLP
- Chetak Properties
- Indian Infrastructure
- Kankaria Tea Company
- Mid India Creation LLP
- Mid India Developers
- Orange Megastructure LLP
- Parson Enterprises
- Parson Land Developers LLP
- Pradeep & Co.
- Pramod & Co.
- Prateek Syndicate
- Prayas Enterprises
- Rohit Enterprises
- Shanti Creation

- Shanti Infrastructure
- Shanti Innovation
- Sidarth & Co.
- Sun Realty
- Vimfeb Corporation

OUR GROUP COMPANIES

In terms of the SEBI ICDR Regulations, and in terms of the policy of materiality defined by our Board, pursuant to its resolution dated May 26, 2017, our Group Companies include (i) companies included in the list of related parties prepared in accordance with Accounting Standard 18 issued by the Institute of Chartered Accountants of India in our audited financial statements for Fiscal 2017, except our Subsidiary and Promoters of our Company; and (ii) other material companies, namely, the companies (a) in which our Company or our Promoters have a direct or indirect interest; (b) with which our Company has entered into one or more transactions in Financial Year 2017, cumulatively exceeding 10% of our total consolidated revenue for Financial Year 2017; and (c) companies with which our Company has undertaken a related party transaction after March 31, 2017 (if not already covered in (a) or (b)) and other companies considered material by our Board. The financial information included for the Group Companies is based on the latest audited annual financial statements of each Group Company.

Based on the above, the following are the Group Companies of our Company:

1. Prakash Snacks Private Limited ("**Prakash Snacks**");

2. Sequoia Capital GFIV Mauritius Investments ("**SCG**"); and

3. Sequoia Capital India Growth Investment Holdings I ("**SCI-GIH**").

None of our Group Companies fall under the definition of sick industrial companies under SICA and none of them is under winding up. Further, no equity shares of the Group Companies are listed on any stock exchange and none of the Group Companies have made any public or rights issue of securities in the preceding three years.

Details of the Group Companies

1. Prakash Snacks

Corporate Information

Prakash Snacks was incorporated as a private limited company on December 19, 2002 under the Companies Act, 1956. Prakash Snacks is not carrying on any business and derives investment income from the sales proceeds received during slump sale of its business to our Company. In Fiscal 2012, we acquired certain manufacturing businesses from Prakash Snacks pursuant to a business transfer agreement dated September 28, 2011. For details in relation to this acquisition, see "History and Certain Corporate Matters - Summary of Key Agreements - Business Transfer Agreement dated September 28, 2011 executed amongst our Company, Prakash Snacks Private Limited, Arvind Mehta and Arun Mehta" on page 197.

Interest of our Promoters

Certain of our individual Promoters are shareholders in Prakash Snacks. The shareholding of such individual Promoters in Prakash Snacks is as follows:

Name of individual Promoter	Number of shares held by the individual Promoter	Percentage of shareholding (%)
Arun Mehta	44,500	17.18
Arvind Mehta	44,500	17.18
Kanta Mehta	5,000	1.93
Naveen Mehta	22,000	8.49
Rajesh Mehta	22,000	8.49
Rita Mehta	26,000	10.04
Total	**1,64,000**	**63.31**

Financial Information

The operating results of Prakash Snacks for the last three Financial Years are as follows:

(in ₹ million, except per share data)

Particulars	For the Financial Year		
	2017	2016	2015
Equity capital	2.59	2.59	2.59
Reserves (excluding revaluation reserves) and surplus	275.53	269.95	264.11
Sales	Nil	Nil	Nil
Profit/(Loss) after tax	5.58	5.85	6.26
Earning per share (face value ₹ 10 each) (Basic)	21.53	21.40	22.91
Earning per share (face value ₹ 10 each) (Diluted)	21.53	21.40	22.91
Net asset value per share (in ₹)	1,073.81	1,052.29	1,029.72

There are no significant notes of the auditors in relation to the aforementioned financial statements.

2. SCG

Corporate Information

SCG was incorporated as a company under the laws of Mauritius on September 19, 2008 as Sequoia Capital Growth Fund IV Mauritius Investments. Subsequently, the name of Sequoia Capital Growth Fund IV Mauritius Investments was changed to Sequoia Capital GFIV Mauritius Investments. SCG is primarily engaged in the business of investments but not limited to venture capital and private equity investments whether directly, indirectly through any special purpose vehicles or otherwise.

Interest of our Promoters

Our Promoters do not have any interests in SCG.

Financial Information

The operating results of SCG for the last three financial years are as follows:

(*USD, unless otherwise stated)*

Particulars	2016[(1)]	2015[(1)]	2014[(1)]
Equity capital	10,442,943*	10,357,943*	10,337,943*
Reserves (excluding revaluation reserves) and Surplus	16,777,969**	16,966,283**	11,329,263**
Sales	-***	-***	-***
Profit/(Loss) after tax	(188,314)****	5,637,020****	(1,480,946)****
Earning per share	55.455	0.544	(0.143)
Net asset value per share	2.61	2.6380	2.0959

* *Excludes share application money*

** *Includes unrealised appreciation*

*** *excludes change in unrealised gains*

**** *includes unrealised gain on investments and investee pick-up*

(1) *The financial year for SCG commences on January 1 of each year and ends on December 31 of that particular year.*

There are no significant notes of the auditors in relation to the aforementioned financial statements.

3. SCI-GIH

Corporate Information

SCI-GIH was incorporated as a company under the laws of Mauritius on July 12, 2006. SCI-GIH is primarily engaged in the business of investments but not limited to venture capital and private equity investments whether directly, indirectly through any special purpose vehicles or otherwise.

Interest of our Promoters

Our Promoters do not have any interests in SCI-GIH.

Financial Information

The operating results of SCI-GIH for the last three financial years are as follows:

(*USD, unless otherwise stated)*

Particulars	2016(1)	2015(1)	2014(1)
Equity capital	20,935,812*	103,433,728*	105,152,728 *
Reserves (excluding revaluation reserves) and Surplus	55,483,239**	(2,15,33,809)**	55,912,439**
Sales	(490,979)***	244,778***	4,475,029***
Profit/(Loss) after tax	(30,547,619)****	(74,948,235)****	18,271,146****
Earning per share	(1.459)	(0.725)	0.174
Net asset value per share	3.650	0.792	1.532

* *Excludes share application money*
** *Includes unrealised appreciation*
*** *excludes change in unrealised gains*
**** *includes unrealised gain on investments and investee pick-up*
(1) *The financial year for SCI-GIH commences on January 1 of each year and ends on December 31 of that particular year.*

There are no significant notes of the auditors in relation to the aforementioned financial statements.

Details of Group Companies with negative net worth

None of our Group Companies have negative net worth.

Nature and Extent of Interest of Group Companies

(a) ***In the promotion of our Company***

None of our Group Companies have any interest in the promotion of our Company.

(b) ***In the properties acquired or proposed to be acquired by our Company in the past two years before filing the Draft Red Herring Prospectus with SEBI***

None of our Group Companies is interested in the properties acquired in the two years preceding the filing of the Draft Red Herring Prospectus or proposed to be acquired by our Company.

(c) ***In transactions for acquisition of land, construction of building and supply of machinery***

None of our Group Companies is interested in any transactions for the acquisition of land, construction of building or supply of machinery involving our Company.

Common Pursuits amongst the Group Companies with our Company

There are no common pursuits between any of our Group Companies and our Company.

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

For details, see "Related Party Transactions" beginning on page 234.

Sale/Purchase between Group Companies and our Company

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

Business interest of Group Companies in our Company

We have entered into certain business contracts with Prakash Snacks. For details, see "Our Business" and "Related Party Transactions" beginning on pages 171 and 234, respectively.

As on the date of this Prospectus, SCG and SCI-GIH are Shareholders of our Company and they hold 2,723,856 and 694,992 Equity Shares, respectively.

Other than as stated in this section, none of our Group Companies have any interest, including any business interest in our Company.

Defunct Group Companies

None of our Group Companies is defunct and no application has been made to the relevant registrar of companies for striking off the name of any of our Group Companies during the five years preceding the date of filing of the Draft Red Herring Prospectus with SEBI.

Loss making Group Companies

Prakash Snacks has not incurred loss in the preceding Financial Year. SCG and SCI-GIH have incurred loss in their respective preceding financial years. For details, see "Risk Factors – Certain of our Group Companies have incurred losses in the past, which may have an adverse effect on our reputation and business" on page 42.

Other confirmations

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

None of the Group Companies have been identified as wilful defaulters in terms of the SEBI ICDR Regulations

RELATED PARTY TRANSACTIONS

For details of related party transactions during the last five Fiscals, as per the requirements under Accounting Standard 18 "Related Party Disclosures" issued by the ICAI, see "Financial Statements – Restated Consolidated Financial Statements – Annexure XXX" and "Financial Statements – Restated Unconsolidated Financial Statements – Annexure XXXI" on pages 284 and 346, respectively.

DIVIDEND POLICY

The declaration and payment of dividends will be recommended by the Board of Directors and approved by the Shareholders, at their discretion, subject to the provisions of the Articles of Association and applicable law, including the Companies Act, 2013. The dividend, if any, will depend on a number of factors, including but not limited to the earnings, capital requirements, contractual obligations, applicable legal restrictions and overall financial position of our Company. Our Company has no formal dividend policy.

In addition, our ability to pay dividends may be impacted by a number of factors, including restrictive covenants under the loan or financing arrangements our Company is currently availing of or may enter into to finance our fund requirements for our business activities. For further details, see “Financial Indebtedness” beginning on page 364.

We have not declared any dividends in any of the Fiscals preceding the filing of this Prospectus.

SECTION V: FINANCIAL INFORMATION

FINANCIAL STATEMENTS

Auditors' Report on the Restated Consolidated Summary Statements of Assets and Liabilities as at 31 March 2017, 2016, 2015, 2014 and 2013 and Profits and Losses and Cash Flows for each of the years ended 31 March 2017, 2016, 2015, 2014 and 2013 of Prataap Snacks Limited (collectively, the "Restated Consolidated Summary Statements")

To,
The Board of Directors
Prataap Snacks Limited (formerly known as Prataap Snacks Private Limited)
Khasra No. 378/2, Nemawar Road,
Near Makrand House,
Indore – 452 020

Dear Sirs / Madam,

1. We have examined the attached Restated Consolidated Summary Statements of Prataap Snacks Limited (the "Company") and its subsidiary (together referred to as the "Group") as at and for each of the years ended 31 March 2017, 2016, 2015, 2014 and 2013, annexed to this report and prepared by the Company for the purpose of inclusion in the Red Herring Prospectus and Prospectus (together referred to as the "Offer Documents) in connection with its proposed Initial Public Offer ("IPO"). The Restated Consolidated Summary Statements, which have been approved by the Board of Directors of the Company, have been prepared in accordance with the requirements of:

   a) Sub-clause (i), (ii) and (iii) of clause (b) of Sub-section (1) of Section 26 of Part I of Chapter III of The Companies Act 2013 (the "Act") read with rules 4 to 6 of Companies (Prospectus and Allotment of Securities) Rules, 2014 (the "Rules"); and

   b) relevant provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended (the "ICDR Regulations") issued by the Securities and Exchange Board of India ("SEBI") on 26 August 2009, as amended from time to time in pursuance of the Securities and Exchange Board of India Act, 1992.

Management's Responsibility for the Restated Consolidated Summary Statements

2. The preparation of the Restated Consolidated Summary Statements, which is to be included in the Offer Documents, is the responsibility of the Management of the Company for the purpose set out in paragraph 13 below. The Management's responsibility includes designing, implementing and maintaining adequate internal controls relevant to the preparation and presentation of the Restated Consolidated Summary Statements. The Management is also responsible for identifying and ensuring that the Company complies with the Rules and the ICDR Regulations.

Auditors' Responsibilities

3. We have examined such Restated Consolidated Summary Statements taking into consideration:

   a) the terms of reference and terms of our engagement agreed with you vide our engagement letters dated 28 April 2016, 5 May 2017 and 19 July 2017, requesting us to carry out the assignment, in connection with the proposed IPO of the Company;

   b) the Guidance Note on Reports in Company Prospectuses (Revised 2016) issued by the Institute of Chartered Accountants of India (the "Guidance Note"); and

c) the requirements of Section 26 of the Act read with applicable provisions within Rule 4 to 6 of the Rules and the ICDR Regulations. Our work was performed solely to assist you in meeting your responsibilities in relation to your compliance with the Act and the ICDR Regulations in connection with the IPO.

4. The Company proposes to make an IPO which comprises of a fresh issue of equity shares of ₹5 each as well as an offer for sale by certain shareholders' existing equity shares of ₹5 each, at such premium, arrived at by a book building process (referred to as the "Issue"), as may be decided by the Board of Directors of the Company.

Restated Consolidated Summary Statements as per audited consolidated financial statements:

5. The Restated Consolidated Summary Statements has been compiled by the Management from:

a) the audited consolidated financial statements of the Group, as at and for each of the years ended 31 March 2017, 2016, 2015, 2014 and 2013 prepared in accordance with accounting principles generally accepted in India at the relevant time and which have been approved by the Board of Directors at their meetings held on 26 May 2017, 21 June 2016, 23 July 2015, 29 June 2016 and 29 June 2016, respectively; and

b) the audited consolidated financial statements included information in relation to the Company's subsidiary as listed below:

Name of the entity	Name of auditor	Relationship	Period covered
Pure N Sure Food Bites Private Limited	Pramod P. Chopra & Associates	Subsidiary	For the years ended 31 March 2017, 2016, 2015, 2014 and 2013

6. For the purpose of our examination, we have relied on auditor's reports issued by us dated 26 May 2017, 21 June 2016, 23 July 2015, 29 June 2016 and 29 June 2016 on the consolidated financial statements of the Group as at and for each of the years ended 31 March 2017, 2016, 2015, 2014 and 2013 respectively as referred in Para 5 (a) above.

We did not audit the financial statements of the subsidiary as referred in Para 5 (b) above, whose share of total assets, total revenues, net cash inflows / (outflows) and the group's share of net profit / (loss) included in the Restated Consolidated Summary Statements with respect to such subsidiary, for the relevant years is tabulated below:

As at and for the year ended	Total assets (₹ in million)	Total revenue (₹ in million)	Net Cash inflow / (outflow) (₹ in million)	Group's share of net profit / (loss) (₹ in million)
31 March 2017	447.38	-	16.89	(0.94)
31 March 2016	95.17	0.09	0.07	(30.14)
31 March 2015	84.17	-	(1.98)	(0.11)
31 March 2014	85.15	-	(0.15)	(0.04)
31 March 2013	70.23	1.62	0.98	1.11

These financial statements have been audited by another firm of Chartered Accountants, Pramod P. Chopra & Associates, as listed in paragraph 5(b) above, whose examination report has been furnished to us and our opinion in so far as it relates to the amounts and disclosures in respect of the subsidiary included in these Restated Consolidated Summary Statements are based solely on the examination report of other auditor.

The other auditor of the subsidiary, as mentioned in paragraph 5(b) has confirmed that the restated financial information of such subsidiary:

i. do not require any adjustments for the changes in accounting policies, as the accounting policies as at and for the year ended 31 March 2017 are materially consistent with the policies adopted for each of the years ended 31 March 2016, 2015, 2014 and 2013 as applicable to such subsidiaries;
ii. have been made after incorporating adjustments for the material amounts in the respective financial years to which they relate; and
iii. do not contain any extra-ordinary items that need to be disclosed separately in the Restated Consolidated Summary Statements and do not contain any qualification requiring adjustments therein.

7. Based on our examination, in accordance with the requirements of Section 26 of Part I of Chapter III of the Act read with Rules 4 to 6 of the Rules, ICDR Regulations and the Guidance Note, we report that:

a) The Restated Consolidated Summary Statement of Assets and Liabilities of the Group as at 31 March 2017, 2016, 2015, 2014 and 2013 examined by us, as set out in Annexure I to this report, have been arrived at after making adjustments and regrouping as in our opinion were appropriate and more fully described in Annexure V – Statement of Restatement Adjustments to Audited Consolidated Financial Statements;

b) The Restated Consolidated Summary Statement of Profit and Loss of the Group for each of the years ended 31 March 2017, 2016, 2015, 2014 and 2013 examined by us, as set out in Annexure II to this report, have been arrived at after making adjustments and regrouping as in our opinion were appropriate and more fully described in Annexure V – Statement of Restatement Adjustments to Audited Consolidated Financial Statements;

c) The Restated Consolidated Summary Statement of Cash Flows of the Group for each of the years ended 31 March 2017, 2016, 2015, 2014 and 2013 examined by us, as set out in Annexure III to this report, have been arrived at after making adjustments and regrouping as in our opinion were appropriate and more fully described in Annexure V Statement of Restatement Adjustments to Audited Consolidated Financial Statements; and

d) Based on the above and according to the information and explanations given to us, we further report that:

   i) Restated Consolidated Summary Statements have been made after incorporating adjustments for the changes in accounting policies retrospectively in respective financial years to reflect the same accounting treatment as per changed accounting policy for all the reporting periods;

   ii) Restated Consolidated Summary Statements have been made after incorporating adjustments and regroupings for the material amounts in the respective financial years to which they relate;

   iii) Restated Consolidated Summary Statements do not contain any extra-ordinary items that need to be disclosed separately in the Restated Consolidated Summary Statements;

   iv) There are no qualifications in the auditors' reports on the Consolidated Financial Statements of the Group as at and for each of the years ended 31 March 2017, 2016, 2015, 2014 and 2013 which require any adjustments to the Restated Consolidated Summary Statements; and

   v) Other audit qualifications included in the Annexure to the auditors' report issued under Companies (Auditor's Report) Order, 2015 on the Consolidated Financial Statements for the years ended 31 March 2015 which do not require any corrective adjustment in the Restated Consolidated Summary Statements, are as follows:

For the year ended 31 March 2015

Clause (iv)
In our opinion and according to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the Holding Company and the Covered entity of the Group and the nature of its businesses, for the sale of goods and to the extent applicable to the nature of the business of the covered entity of the Group. The internal control system for purchases of fixed assets and services is inadequate since there is no process of documentation of vendor selection. Further, the process of analysis of comparative quotation and issuance of purchase order for purchase of inventory and fixed assets needs strengthening. Except for the foregoing, there is no continuing failure to correct major weakness in the internal control system of the Holding Company.

Clause (vii) (a)
Undisputed statutory dues including provident fund, employees' state insurance, income-tax, sales-tax, wealth-tax, service tax, customs duty, excise duty, value added tax, cess and other material statutory dues have generally been regularly deposited with the appropriate authorities though there has been a slight delay in a few cases by the Holding Company. The Covered entity of the Group is regular in depositing with appropriate authorities undisputed statutory dues including provident fund, employees' state insurance, income-tax, sales-tax, service tax, customs duty, excise duty, cess and other material statutory dues as applicable to it.

According to the information and explanations given to us, no undisputed amounts payable in respect of aforesaid dues were outstanding, at the year end, for a period of more than six months from the date they became payable for the Holding Company and the Covered entity of the Group.

Clause (vii) (b)
According to the records of the Holding Company and the Covered entity of the Group and as reported by the other auditor who audited the financial statements of the Covered entity in the Group, the dues outstanding of income-tax, sales-tax, service tax, wealth tax, customs duty, excise duty, value added tax and cess on account of any dispute, are as follows:

Name of the statute	Nature of dues	Amount (₹ in million)	Period to which amount pertains	Forum where the dispute is pending
Madhya Pradesh VAT Act, 2002	Value Added Tax	7.64	F.Y. 2012-13	Deputy Commissioner of Commercial Tax, Indore

Clause (viii)
The Holding Company and the Covered entity of the Group have no accumulated losses at the end of the financial year. The Holding Company has not incurred cash losses in the current and immediately preceding financial year. The Covered entity has incurred cash losses in the current and immediately preceding financial year.

8. We have not audited any financial statements of the Group as of any date or for any period subsequent to 31 March 2017. Accordingly, we express no opinion on the financial position, results of operations or cash flows of the Group as of any date or for any period subsequent to 31 March 2017.

Other Financial Information:

9. At the Company's request, we have also examined the following restated consolidated financial information proposed to be included in the Offer Documents, prepared by the Management and approved by the Board of Directors of the Company and annexed to this report relating to the Group for each of the years ended 31 March 2017, 2016, 2015, 2014 and 2013:

   a) Restated Consolidated Statement of Share capital, enclosed as Annexure VI;
   b) Restated Consolidated Statement of Reserves and surplus, enclosed as Annexure VII;
   c) Restated Consolidated Statement of Long-term and Short-term borrowings, enclosed as Annexure VIII;
   d) Consolidated Statement of Principal terms of borrowings outstanding as at 31 March 2017, enclosed as Annexure IX;
   e) Restated Consolidated Statement of Deferred tax liability / (asset) (net), enclosed as Annexure X;
   f) Restated Consolidated Statement of Long-term and Short-term Provisions, enclosed as Annexure XI;
   g) Restated Consolidated Statement of Trade payables and Other current liabilities, enclosed as Annexure XII;
   h) Restated Consolidated Statement of Fixed assets (Property, plant and equipment and Intangible assets), enclosed as Annexure XIII;
   i) Restated Consolidated Statement of Long-term loans and advances and Other non-current assets, enclosed as Annexure XIV;
   j) Restated Consolidated Statement of Inventories, enclosed as Annexure XV;
   k) Restated Consolidated Statement of Trade receivables, enclosed as Annexure XVI;
   l) Restated Consolidated Statement of Cash and bank balances, enclosed as Annexure XVII;
   m) Restated Consolidated Statement of Short-term loans and advances and Other current assets, enclosed as Annexure XVIII;
   n) Restated Consolidated Statement of Revenue from operations, enclosed as Annexure XIX;
   o) Restated Consolidated Statement of Other income, enclosed as Annexure XX;
   p) Restated Consolidated Statement of Cost of raw material and components consumed, enclosed as Annexure XXI;
   q) Restated Consolidated Statement of (Increase) / Decrease in inventories, enclosed as Annexure XXII;
   r) Restated Consolidated Statement of Employee benefits expense, enclosed as Annexure XXIII;
   s) Restated Consolidated Statement of Other expenses, enclosed as Annexure XXIV;
   t) Restated Consolidated Statement of Depreciation and amortisation expense, enclosed as Annexure XXV;
   u) Restated Consolidated Statement of Finance cost, enclosed as Annexure XXVI;
   v) Consolidated Statement of Contingent liabilities, enclosed as Annexure XXVII;
   w) Consolidated Statement of Capital and other commitments, enclosed as Annexure XXVIII;
   x) Restated Consolidated Statement of Segment information, enclosed as Annexure XXIX;
   y) Restated Consolidated Statement of Related party transactions, enclosed as Annexure XXX;
   z) Consolidated Statement of Dividend paid, enclosed as Annexure XXXI;
   aa) Restated Consolidated Statement of Accounting ratios, enclosed as Annexure XXXII; and
   bb) Consolidated Capitalisation statement, enclosed as Annexure XXXIII.

10. According to the information and explanations given to us, in our opinion, the Restated Consolidated Summary Statements and the abovementioned restated consolidated financial information contained in Annexures I to XXXXVIII accompanying this report, read with Summary of Significant Accounting Policies disclosed in Annexure IV, are prepared after making adjustments and regroupings as considered appropriate and have been prepared in accordance with Section 26 of Part I of Chapter III of the Act read with Rules 4 to 6 of the Rules, the ICDR Regulations and the Guidance Note.

11. This report should not be in any way construed as a reissuance or re-dating of any of the previous audit reports issued by us, nor should this report be construed as a new opinion on any of the financial statements referred to herein.

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

13. Our report is intended solely for use of the Management for inclusion in the Offer Documents to be filed with SEBI, BSE Limited, National Stock Exchange of India Limited and Registrar of Companies, Madhya Pradesh in connection with the proposed IPO of the Company. Our report should not be used, referred to or distributed for any other purpose except with our prior consent in writing.

For S R B C & CO LLP
Chartered Accountants
ICAI Firm Registration No.: 324982E/E300003

per Sudhir Soni
Partner
Membership No.: 41870
Place: Mumbai, India
Date: 29 August 2017

Prataap Snacks Limited (formerly known as Prataap Snacks Private Limited)
Annexure I
Restated Consolidated Summary Statement of Assets and Liabilities

(Amount in million)

Sr No	Particulars	Annexures	As at 31-Mar-17 ₹	31-Mar-16 ₹	31-Mar-15 ₹	31-Mar-14 ₹	31-Mar-13 ₹
	Equity and liabilities						
A	**Shareholders' funds**						
	Share capital	VI	30.61	14.68	14.68	14.63	13.18
	Reserves and surplus	VII	2,352.82	2,157.65	1,881.42	1,758.14	1,455.81
			2,383.43	**2,172.33**	**1,896.10**	**1,772.77**	**1,468.99**
B	**Minority Interest**		**-**	**-**	**-**	**0.02**	**0.02**
C	**Non-current liabilities**						
	Long-term borrowings	VIII A.1	388.51	210.38	78.96	165.27	186.66
	Deferred tax liability (net)	X A	85.92	55.33	60.40	29.39	33.34
	Long-term provisions	XI A	16.91	10.28	6.05	2.69	2.03
			491.34	**275.99**	**145.41**	**197.35**	**222.03**
D	**Current liabilities**						
	Short-term borrowings	VIII B	267.54	264.22	241.91	218.39	109.68
	Trade payables:	XII A					
	• total outstanding dues of micro enterprises and small enterprises		-	-	-	-	-
	• total outstanding dues of creditors other than micro enterprises and small enterprises		772.78	552.14	496.99	398.75	238.57
	Other current liabilities	XII B	353.93	147.79	210.17	211.10	174.99
	Short-term provisions	XI B	2.73	1.54	0.73	0.41	6.37
			1,396.98	**965.69**	**949.80**	**828.65**	**529.61**
	TOTAL (A+B+C+D)		**4,271.75**	**3,414.01**	**2,991.31**	**2,798.79**	**2,220.65**
	Assets						
E	**Non-current assets**						
	Fixed assets						
	Property, plant and equipments	XIII	1,931.62	1,678.02	1,572.30	1,430.81	1,249.54
	Intangible assets		76.54	3.63	4.02	3.23	3.10
	Capital work-in-progress		518.04	303.13	244.82	148.95	29.96
	Intangible assets under development		0.12	0.12	0.12	0.07	0.07
	Deferred tax assets (net)	X B	0.78	0.13	0.00	0.00	-
	Loans and advances	XIV A	454.69	401.86	309.72	277.95	117.47
	Other non current assets	XIV B	12.71	2.41	2.68	3.29	3.10
			2,994.50	**2,389.30**	**2,133.66**	**1,864.30**	**1,403.24**
F	**Current assets**						
	Inventories	XV	788.68	685.27	576.48	522.51	423.55
	Trade receivables	XVI	196.93	182.88	136.29	115.97	37.07
	Cash and bank balances	XVII	110.50	60.53	36.91	217.59	285.33
	Loans and advances	XVIII A	119.89	80.43	98.29	67.46	61.41
	Other current assets	XVIII B	61.25	15.60	9.68	10.96	10.07
			1,277.25	**1,024.71**	**857.65**	**934.49**	**817.42**
	TOTAL (E+F)		**4,271.75**	**3,414.01**	**2,991.31**	**2,798.79**	**2,220.65**

Note:
The above statement should be read with the notes to the Restated Consolidated Summary Statements as appearing in Annexure IV and Statement of Restatement Adjustments to Audited Consolidated Financial Statements appearing in Annexure V.

As per our report of even date

For S R B C & CO LLP
ICAI Firm registration number: 324982E/E300003
Chartered Accountants

per Sudhir Soni
Partner
Membership no.: 41870

Place: Mumbai
Date: 29 August 2017

For and on behalf of the Board of Directors of
Prataap Snacks Limited (formerly known as Prataap Snacks Private Limited)

Arvind Mehta
Chairman and Executive Director
DIN - 00215183

Amit Kumat
Managing Director & Chief Executive Officer
DIN - 02663687

Sumit Sharma
Chief Financial Officer

Rishabh Kumar Jain
Company Secretary

Place: Indore
Date: 29 August 2017

Prataap Snacks Limited (formerly known as Prataap Snacks Private Limited)
Annexure II
Restated Consolidated Summary Statement of Profits and Losses

(Amount in million)

Sr No	Particulars	Annexures	For the years ended 31-Mar-17	31-Mar-16	31-Mar-15	31-Mar-14	31-Mar-13
			₹	₹	₹	₹	₹
G	**Income**						
	Revenue from operations (gross)	XIX	9,080.54	7,604.19	5,621.04	4,488.33	3,470.39
	Less: excise duty		41.37	32.29	32.97	32.18	32.89
	Revenue from operations (net)		**9,039.17**	**7,571.90**	**5,588.07**	**4,456.15**	**3,437.50**
	Other income	XX	15.40	7.11	17.64	12.30	7.34
	Total revenue		**9,054.57**	**7,579.01**	**5,605.71**	**4,468.45**	**3,444.84**
H	**Expenses**						
	Cost of raw material and components consumed	XXI	6,192.55	4,975.65	3,808.07	3,107.60	2,381.65
	Purchase of traded goods		212.92	263.68	247.86	162.01	60.52
	(Increase) / Decrease in inventories of finished and traded goods	XXII	(39.33)	(17.82)	(16.09)	14.68	(34.33)
	Employee benefits expense	XXIII	252.68	187.44	137.32	89.41	54.86
	Other expenses	XXIV	2,011.66	1,597.73	1,072.26	880.91	699.50
	Total Expenses		**8,630.48**	**7,006.68**	**5,249.42**	**4,254.61**	**3,162.20**
I	**Profit before interest, tax, depreciation and amortisation (G)-(H)**		**424.09**	**572.33**	**356.29**	**213.84**	**282.64**
	Depreciation and amortisation expenses	XXV	249.86	179.87	153.38	116.75	68.19
	Finance costs	XXVI	44.84	58.84	63.26	47.25	36.08
	Restated profit before exceptional items and tax		**129.39**	**333.62**	**139.65**	**49.84**	**178.37**
	Exceptional items (refer Annexure XXXXII)		-	58.02	9.62	-	-
J	**Restated profit before tax and after exceptional items**		**129.39**	**275.60**	**130.03**	**49.84**	**178.37**
	Tax expenses						
	Current tax (MAT Payable)		34.19	76.58	24.08	10.09	35.78
	Less :- MAT Credit Entitlement		(33.67)	(69.51)	(24.08)	(10.09)	(25.04)
	Deferred tax (net)		29.94	(5.20)	31.01	(3.95)	18.91
	Total tax expenses		**30.46**	**1.87**	**31.01**	**(3.95)**	**29.65**
K	**Restated profit after tax but before minority interest**		**98.93**	**273.73**	**99.02**	**53.79**	**148.72**
	Less: Minority interest - Share of Profit / (Loss) #		-	-	-	-	-
L	**Restated profit for the year**		**98.93**	**273.73**	**99.02**	**53.79**	**148.72**

Profit for the year		**98.93**	**273.73**	**99.02**	**53.79**	**148.72**
Attributable to:						
Equity holders of the parent		98.93	273.73	99.02	53.79	148.72
Non-controlling interests #		-	-	-	-	-
# Amount in ₹ denotes		-	-	(2,184.00)	(899.00)	22,351.00

Note:
The above statement should be read with the notes to the Restated Consolidated Summary Statements as appearing in Annexure IV and Statement of Restatement Adjustments to Audited Consolidated Financial Statements appearing in Annexure V.

As per our report of even date

For S R B C & CO LLP
ICAI Firm registration number: 324982E/E300003
Chartered Accountants

per Sudhir Soni
Partner
Membership no.: 41870

Place: Mumbai
Date: 29 August 2017

For and on behalf of the Board of Directors of
Prataap Snacks Limited (formerly known as Prataap Snacks Private Limited)

Arvind Mehta
Chairman and Executive Director
DIN - 00215183

Amit Kumat
Managing Director & Chief Executive Officer
DIN - 02663687

Sumit Sharma
Chief Financial Officer

Rishabh Kumar Jain
Company Secretary

Place: Indore
Date: 29 August 2017

Prataap Snacks Limited (formerly known as Prataap Snacks Private Limited)
Annexure III
Restated Consolidated Summary Statement of Cash Flows

(Amount in million)

Sr No	Particulars	For the years ended 31-Mar-17 ₹	31-Mar-16 ₹	31-Mar-15 ₹	31-Mar-14 ₹	31-Mar-13 ₹
A	**Cash flow from operating activities**					
	Profit before tax and after exceptional item (as restated)	**129.39**	**275.60**	**130.03**	**49.84**	**178.37**
	Adjustments to reconcile profit before tax to net cash flows:					
	Depreciation and amortisation expenses	249.86	179.87	153.38	116.75	68.19
	Loss on sale of property, plant and equipments	3.46	26.73	2.26	0.43	-
	Property, plant and equipments written off	0.05	-	0.02	4.64	-
	Provision for slow moving inventory	5.81	2.84	1.05	-	-
	Provision for impairment of property, plant and equipments	-	-	-	0.50	-
	Bad debts / Sundry debit balances written off	1.78	0.09	-	1.08	0.05
	Provision for doubtful receivables and advance (net)	5.87	2.22	3.99	2.83	2.46
	Unrealised exchange gain	(1.01)	4.37	(0.25)	(0.73)	(0.02)
	Loss by fire	-	-	9.62	-	-
	Provision for doubtful capital advances (net)	-	34.45	-	-	-
	Interest expenses	41.85	44.21	60.43	42.82	31.47
	Interest income	(14.40)	(4.98)	(15.28)	(9.18)	(7.33)
	Operating profit before Working Capital Changes	**422.66**	**565.40**	**345.25**	**208.98**	**273.19**
	Movement in working capital:					
	Increase/ (decrease) in trade payables	220.63	55.16	97.48	160.21	83.20
	Increase / (decrease) in long-term provisions	6.62	4.24	3.36	0.66	0.79
	Increase / (decrease) in short-term provisions	1.19	0.80	0.32	0.10	0.03
	Increase/ (decrease) in other current liabilities	38.41	0.47	(3.64)	34.31	1.48
	Decrease / (increase) in trade receivables	(19.99)	(48.83)	(24.25)	(82.06)	12.94
	Decrease / (increase) in inventories	(109.20)	(111.62)	(69.93)	(98.96)	(170.51)
	Decrease / (increase) in long-term loans and advances	(10.68)	25.34	3.63	(48.94)	(23.91)
	Decrease / (increase) in short-term loans and advances	(41.24)	17.78	(11.27)	(11.05)	(26.29)
	Decrease / (increase) in other current assets	(35.76)	(2.70)	(0.07)	(0.81)	(5.72)
	Decrease / (increase) in other non-current assets	-	(0.91)	0.91	(0.21)	0.31
	Cash generated from operating activities	472.60	505.13	341.79	162.23	145.52
	Direct taxes paid (net of refunds)	(46.32)	(71.82)	(12.83)	(32.96)	(30.63)
	Net cash flow from operating activities (A)	**426.28**	**433.31**	**328.96**	**129.27**	**114.89**
B	**Cash flows from investing activities**					
	Purchase of fixed assets, including CWIP and capital advances	(588.18)	(521.97)	(411.23)	(502.96)	(670.65)
	Proceeds from sale of property, plant and equipments	2.02	58.63	1.35	0.30	-
	Purchase of non-current investment	-	-	(0.02)	-	-
	Grant received from Government	-	-	-	5.00	-
	Loan to Employees Welfare Trust	(112.20)	-	(22.51)	-	-
	Repayment of loan by Employees Welfare Trust	5.40	-	-	-	-
	Investment in bank deposits (having original maturity of more than three months)	(38.73)	(139.14)	(2.69)	(87.65)	(254.60)
	Redemption / maturity of bank deposits (having original maturity of more than three months)	29.21	133.08	130.00	192.25	-
	Interest received	4.53	2.95	16.41	8.86	6.38
	Net cash flow used in investing activities (B)	**(697.95)**	**(466.45)**	**(288.69)**	**(384.20)**	**(918.87)**

Prataap Snacks Limited (formerly known as Prataap Snacks Private Limited)
Annexure III
Restated Consolidated Summary Statement of Cash Flows

(Amount in million)

Sr No	Particulars	For the years ended 31-Mar-17 ₹	31-Mar-16 ₹	31-Mar-15 ₹	31-Mar-14 ₹	31-Mar-13 ₹
C	**Cash flows from financing activities**					
	Proceeds from issuance of equity share capital	0.05	-	0.05	-	-
	Proceeds from premium on issuance of equity share capital	112.12	-	24.26	-	-
	Proceeds from issuance of preference share capital	-	-	-	1.45	2.05
	Proceeds from premium on issuance of preference share capital	-	-	-	248.55	297.96
	Proceeds from Government Grant	-	2.50	-	-	-
	Proceeds from long-term borrowings	350.72	330.85	38.82	98.60	310.00
	Proceeds from short-term borrowings	125.04	359.87	333.42	108.71	109.68
	Repayment of long-term borrowings	(94.57)	(256.02)	(118.92)	(123.33)	-
	Repayment of short-term borrowings	(120.63)	(341.91)	(308.96)	-	-
	Dividend distribution tax on preference dividend#	-	-	-	-	-
	Interest paid	(50.20)	(44.58)	(62.30)	(42.23)	(27.87)
	Net cash flow from financing activities (C)	**322.53**	**50.71**	**(93.63)**	**291.75**	**691.82**
	Net increase/(decrease) in cash and cash equivalents (A + B + C)	50.86	17.57	(53.37)	36.82	(112.16)
	Cash and cash equivalent at the beginning of the year	31.70	14.13	67.50	30.68	142.84
	Cash and cash equivalent at the end of the year	**82.56**	**31.70**	**14.13**	**67.50**	**30.68**
	Components of cash and cash equivalents					
	Cash on hand	0.75	1.16	1.58	0.25	0.15
	Balances with banks:					
	– On current accounts	61.81	30.54	12.55	7.25	30.53
	– Deposits with original maturity of less than three months	20.00	-	-	60.00	-
	Total cash and cash equivalents	**82.56**	**31.70**	**14.13**	**67.50**	**30.68**
	# Amount in ₹ denotes					
	Dividend distribution tax on preference dividend	24.00	24.00	20.00	18.00	13.00

Note:

The above statement should be read with the notes to the Restated Consolidated Summary Statements as appearing in Annexure IV and Statement of Restatement Adjustments to Audited Consolidated Financial Statements appearing in Annexure V.

As per our report of even date

For S R B C & CO LLP
ICAI Firm registration number: 324982E/E300003
Chartered Accountants

per Sudhir Soni
Partner
Membership no.: 41870

Place: Mumbai
Date: 29 August 2017

For and on behalf of the Board of Directors of
Prataap Snacks Limited (formerly known as Prataap Snacks Private Limited)

Arvind Mehta
Chairman and Executive Director
DIN - 00215183

Amit Kumat
Managing Director & Chief Executive Officer
DIN - 02663687

Sumit Sharma
Chief Financial Officer

Rishabh Kumar Jain
Company

Place: Indore
Date: 29 August 2017

1. Corporate information

Prataap Snacks Limited (hereinafter referred to as "the Holding Company") was incorporated as Prataap Snacks Private Limited on 23 March 2009 at Gwalior, Madhya Pradesh as a private limited company under the Companies Act, 1956. Thereafter, the Holding Company was converted into a public limited company pursuant to approval of the shareholders in an extraordinary general meeting held on 9 September 2016 and consequently, the name of the Holding Company was changed to Prataap Snacks Limited and a fresh certificate of incorporation consequent upon conversion to public limited company was issued by the Registrar of Companies Gwalior, Madhya Pradesh on 19 September 2016. The CIN number of the Holding Company is U15311MP2009PLC021746. The Holding Company is engaged in the business of processing, manufacturing and sales of different types of Potato based Snacks, Extruded Snacks, Namkeen and ethnic Sweets under the brand name "Yellow Diamond".

The Subsidiary Company is in the process of setting up a plant for manufacturing sweet snacks.

2. Consolidation

a) The consolidated financial statements comprise of the financial statements of the Holding Company and its Subsidiary Company (hereinafter together referred to as "the Group").The details of Subsidiary Company considered for consolidation together with proportion of share holding held by the Group is as follows :

Name of subsidiary	Country of Incorporation	% of Group Holding				
		As at 31 March				
		2017	2016	2015	2014	2013
Pure N Sure Food Bites Private Limited	India	100%	100%	100%	98%	98%

b) For the purpose of consolidation, the financial statements of the Subsidiary Company drawn upto the same reporting period viz year ended 31 March has been considered for all the years.

c) Consolidated financial statements have been prepared in the same format as adopted by the Holding Company, to the extent possible, as required by Revised Accounting Standard (AS) 21 'Consolidated Financial Statements' notified under section 133 of the Companies Act 2013, read together with paragraph 7 of the Companies (Accounts) Rules 2014, as amended, and Companies (Accounting Standards) Amendment Rules, 2016 and comprise of the consolidated Statement of Assets and Liabilities, consolidated Statement of Profits and Losses, and notes, other statements and explanatory material that form an integral part thereof.

d) Goodwill arising on consolidation is tested for impairment as at the reporting date.

e) The Consolidated financial statements of the Holding Company and its Subsidiary Company have been consolidated on line-by-line basis by adding together the book value of like items of assets, liabilities, income and expenses, after fully eliminating intra-group balances and intra-group transactions resulting in unrealised Profits/Losses. Unrealised losses are eliminated only when the cost cannot be recovered.

3. Basis of preparation

The Restated Consolidated Summary Statement of Assets and Liabilities of the Group as at 31 March 2017, 2016, 2015, 2014 and 2013 and the Related Restated Consolidated Summary Statement of Profits and Losses and Restated Consolidated Summary Statement of Cash Flows for the years ended 31 March 2017, 2016, 2015, 2014 and 2013 and other Financial Information (herein collectively referred to as 'Restated Consolidated Summary Statements') have been derived by the Management from the then Audited Consolidated Financial Statements of the Group for the respective corresponding years.

The Audited Consolidated Financial Statements were prepared in accordance with the generally accepted accounting principles in India (Indian GAAP) at the relevant time. The Group has prepared the Restated Consolidated Summary Statements to comply in all material aspects with the accounting standards notified and under Section 133 of the Act, read together with paragraph 7 of the Companies (Accounts) Rules, 2014, as amended, and Companies (Accounting Standards) Amendment Rules, 2016. The Restated Consolidated Summary Statements have been prepared on an accrual basis and under the historical cost convention. The accounting policies have been consistently applied by the Group and are consistent with those used for the purpose of preparation of Restated Consolidated Summary Statements as at and for all the year ended.

These Restated Statements and Other Financial Information have been prepared for inclusion in the Offer Document to be filed by the Group with the Securities and Exchange Board of India (‘SEBI’) in connection with proposed Initial Public Offering of its equity shares, in accordance with the requirements of:

(a) Sub-clause (i), (ii) and (iii) of clause (b) of Sub-section (1) of Section 26 of Chapter III of the Act read with Rule 4 of Companies (Prospectus and Allotment of Securities) Rules, 2014; and

(b) relevant provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended (the “Regulations”) issued by the Securities and Exchange Board of India (“SEBI”) on August 26, 2009, as amended from time to time in pursuance of the Securities and Exchange Board of India Act, 1992.

These statements and other financial information have been prepared after incorporating adjustments for the material amounts in the respective years to which they relate.

4. Summary of Significant Accounting Policies

(a) Presentation and disclosure

With effect from 31 March 2012, the Revised Schedule VI under the Companies Act, 1956 came into effect and accordingly, the Audited Consolidated financial statements pertaining to the years ended 31 March 2013 and 2014 were prepared. With effect from 1 April 2014, Schedule III has been notified under the Act for the preparation and presentation of financial statements and the Audited Consolidated financial statements pertaining to the years ended 31 March 2015, 2016 and 2017 have been prepared. The adoption of Schedule III does not impact recognition and measurement principles followed for preparation of Consolidated financial statements. However, it has significant impact on presentation and disclosure made in the Consolidated financial statements. The Company has prepared the Restated Consolidated Summary Statements along with the relevant notes in accordance with the requirements of Schedule III of the Act..

All assets and liabilities have been classified as current or non-current as per the Group’s normal operating cycle and other criteria set out in the Schedule III to the Act. Based on the nature of products and the time between the acquisition of assets for processing and their realisation in cash and cash equivalents, the Group has ascertained its operating cycle as 12 months for the purpose of current – non-current classification of assets and liabilities.

(b) Use of estimates

The preparation of the Restated Consolidated Summary Statements is in confirmity with Indian GAAP which requires the Management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities and the disclosure of contingent liabilities, at the end of the reporting period. Although these estimates are based on the Management's best knowledge of current events and actions, uncertainty about these assumptions and estimates could result in the outcomes requiring a material adjustment to the carrying amounts of assets or liabilities in future periods.

(c) Property, Plant and Equipments

Property, plant and equipments, capital work-in-progress are stated at cost, net of accumulated depreciation and accumulated impairment losses, if any. The cost comprises purchase price, borrowing costs if capitalisation criteria are met, directly attributable cost of bringing the asset to its working condition for the intended use and initial estimate of decommissioning, restoring and similar liabilities. Any trade discounts and rebates are deducted in arriving at the purchase price. Such cost includes the cost of replacing part of the plant and equipments. When significant parts of plant and equipments are required to be replaced at intervals, the Group depreciates them separately based on their specific useful lives. Likewise, when a major inspection is performed, its cost is recognised in the carrying amount of the plant and equipment as a replacement if the recognition criteria are satisfied. All other repair and maintenance costs are recognised in Restated Consolidated Summary Statement of Profits and Losses as incurred.

Items of stores and spares that meet the definition of property, plant and equipments are capitalised at cost and depreciated over their useful life. Otherwise, such items are classified as inventories.

Gains or losses arising from derecognition of property, plant and equipments are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the Restated Consolidated Summary Statement of Profits and Losses when the asset is derecognised

The Group identifies and determines cost of each component/ part of the asset separately, if the component/ part has a cost which is significant to the total cost of the asset and has useful life that is materially different from that of the remaining asset.

Property, plant and equipments held for sale is valued at lower of their carrying amount and net realisable value. Any write-down is recognised in the Restated Consolidated Summary Statement of Profits and Losses.

(d) Depreciation/ amortisation on property, plant and equipment

Till the year ended 31 March 2014, depreciation rates prescribed under Schedule XIV were treated as minimum rates and the Group was not allowed to charge depreciation at lower rates even if such lower rates were justified by the estimated useful life of the asset. Schedule II to the Act prescribes useful lives for property, plant and equipments which, in many cases, are different from lives prescribed under the erstwhile Schedule XIV. However, Schedule II allows companies to use higher/ lower useful lives and residual values if such useful lives and residual values can be technically supported and justification for difference is disclosed in the financial statements.

Considering the applicability of Schedule II, as on 1 April 2014, the Management has re-estimated useful lives and residual values of all its property, plant and equipments. The Management believes the depreciation rates so re-estimated fairly reflect its estimate of the useful lives and residual lives of property, plant and equipments, though these rates in certain cases are different from lives prescribed under Schedule II.

Depreciation on property, plant and equipments is calculated on a straight-line basis using the rates arrived at based on the useful lives estimated by the Management. The Group has used the following rates to provide depreciation on its on property, plant and equipments:

Class of Assets	Useful lives estimated by the Management (years)
Factory buildings	30
Plant & equipments	10 - 21
Electrical installations	10
Furniture & fixtures	10
Computers	3 - 6
Office equipments	3 - 5
Vehicles	8

Leasehold improvements are amortised on a straight line basis over the period of lease (between 9-10 years).

The Management, supported by independent assessment by professionals, has estimated the useful life of certain plant & equipment to be as 10 years and 21 years. These lives are higher than those indicated in Schedule II. Further, the useful lives of mobile phones are estimated as 3 years. The life is lower than that indicated in Schedule II.

The residual values, useful lives and methods of depreciation of property, plant and equipments are reviewed at each financial year end and adjusted prospectively, if appropriate.

Depreciation on assets costing less than ₹5,000

Till year ended 31 March 2014, to comply with the requirements of Schedule XIV to the Companies Act, 1956, the Group was charging 100% depreciation on assets costing less than ₹5,000 in the year of purchase. However, Schedule II to the Act, as applicable from 1 April 2014, does not recognise such practice. Hence, to comply with the requirement of Schedule II to the Act, the Group has rationalised its accounting policy for depreciation of assets costing less than ₹5,000 and decided to depreciate such assets over their useful life as assessed by the Management prospectively from accounting periods commencing on or after 1 April 2014.

The change in accounting for depreciation of assets costing less than ₹5000, did not have any material impact on consolidated financial statements of the Group for the years preceding to 1 April 2014.

(e) Intangible Assets

Intangible assets acquired separately are measured on initial recognition at cost.

Intangible assets are amortised on a straight line basis over the estimated useful economic life. Intangible assets are assessed for impairment whenever there is an indication that the intangible asset may be impaired.

The amortisation period and the amortisation method are reviewed at least at each financial year end. If the expected useful life of the asset is significantly different from previous estimates, the amortisation period is changed accordingly. If there has been a significant change in the expected pattern of economic benefits from the asset, the amortisation method is changed to reflect the changed pattern. Such changes are accounted for in accordance with AS 5 Net Profit or Loss for the Period, Prior Period Items and Changes in Accounting Policies.

Gains or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the Restated Consolidated Summary Statement of Profits and Losses when the asset is derecognised.

A summary of amortisation policies applied to the Group's intangible asset is as below:-

Particulars	Useful lives estimated by the Management (years)
Intellectual property rights	5
Brand ambassador rights	2.33 (i.e. 28 months)
Computer software	5

(f) Impairment of property, plant and equipments and intangible assets

The carrying values of assets / cash generating units at each reporting date are reviewed for impairment based on internal / external factors. If any indication of impairment exists, the recoverable amount of such assets is estimated and impairment is recognised, if the carrying amount of these assets exceeds their recoverable amount. The recoverable amount is the greater of the net selling price and their value in use. Value in use is arrived at by discounting the estimated future cash flows to their present value based on an appropriate pre-tax discount factor. When there is indication that an impairment loss recognised for an asset in earlier accounting periods no longer exists or may have decreased, such reversal of impairment loss is recognised in the Restated Consolidated Summary Statement of Profits and Losses.

(g) Leases

Where the Group is lessee

Leases, where the lessor effectively retains substantially all the risks and benefits of ownership of the leased item, are classified as operating leases. Operating lease payments excluding lease rentals on land are recognised as an expense in the Restated Consolidated Summary Statement of Profits and Losses on a straight-line basis over the lease term.

(h) Investments

Investments, which are readily realisable and intended to be held for not more than one year from the date on which such investments are made, are classified as current investments. All other investments are classified as long-term investments.

Current investments are carried in the financial statements at lower of cost and fair value determined on an individual investment basis. Long-term investments are carried at cost. However, provision for diminution in value is made to recognise a decline other than temporary in the value of the investments.

(i) Inventories

Raw materials, packing materials, stores, spares and other consumables are valued at lower of cost and net realisable value. However, materials and other items held for use in the production of inventories are not written down below cost if the finished products in which they will be incorporated are expected to be sold at or above cost. Cost of raw materials, packing materials, stores, spares and consumables are determined on a moving weighted average basis. Stores and spares which do not meet the definition of property, plant and equipments are accounted as inventories.

Finished Goods are valued at lower of cost and net realisable value. Cost includes direct material, labour and proportionate manufacturing overheads based on normal operating capacity. Cost of finished goods of Potato & Banana Chips and Classic Roasted Peanuts includes excise duty. Cost is determined on absorption costing basis at actual.

Traded goods are valued at lower of cost and net realisable value. Cost includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition. Cost is determined on moving weighted average basis.

Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and estimated cost necessary to make the sale.

(j) Revenue recognition

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

Sale of goods

Revenue from sale of goods is recognised when all the significant risks and rewards of ownership of the goods have been passed to the buyer, usually on delivery of the goods. The Group collects sales tax and value added tax ('VAT') on behalf of the Government and, therefore, these are not economic benefits flowing to the Group. Hence, they are excluded from revenue. Excise duty on Potato & Banana Chips and Classic Peanuts deducted from revenue (gross) is the amount that is included in the revenue (gross) and not the entire amount of liability arising during the year.

Interest

Interest income is recognised on a time proportion basis taking into account the amount outstanding and the applicable interest rate. Interest income is included under the head “other income” in the Restated Consolidated Summary Statement of Profits and Losses.

Other Income

Certain items of income such as insurance claims, overdue interest from customers etc. are recognised to the extent there is certainty of its realisation.

(k) Government grants and subsidies

Grants and subsidies from the Government are recognised when there is reasonable assurance that (i) the Group will comply with the conditions attached to them, and (ii) the grant/subsidy will be received.

When the grant or subsidy relates to revenue, it is recognised as income on a systematic basis in the Restated Consolidated Summary Statement of Profits and Losses over the periods necessary to match them with the related costs, which they are intended to compensate. Government grants related to specific property, plant and equipments are presented in the Restated Consolidated Summary Statement of Assets and Liabilities by showing the grant as a deduction from the gross value of the assets concerned in arriving at their book value.

Government grants of the nature of promoters' contribution are credited to capital reserve and treated as a part of the shareholders' funds.

(l) Foreign currency translation

(i) Initial recognition
Foreign currency transactions are recorded in the reporting currency, by applying to the foreign currency amount the exchange rate between the reporting currency and the foreign currency at the date of the transaction.

(ii) Conversion
Foreign currency monetary items are retranslated using the exchange rate prevailing at the reporting date. Non-monetary items, which are measured in terms of historical cost denominated in a foreign currency, are reported using the exchange rate at the date of the transaction. Non-monetary items, which are measured at fair value or other similar valuation denominated in a foreign currency, are translated using the exchange rate at the date when such value was determined.

(iii) Exchange differences
All exchange differences are recognised as income or as expenses in the period in which they arise.

(m) Retirement and other employee benefits

Retirement benefits in the form of provident fund is a defined contribution scheme. The Group recognises contribution payable to the provident fund scheme as an expenditure, when an employee renders the related service. The Group has no obligation, other than the contribution payable to the provident fund.

The Holding Company operates one defined benefit plan for its employees, i.e. gratuity. The cost of providing benefits under this plan is determined on the basis of actuarial valuation at each year-end. Actuarial gain and loss for the defined benefit plan is recognised in full in the period in which they occur in the Restated Consolidated Summary Statement of Profits and Losses.

The Subsidiary Company provides for the incremental gratuity liability on the basis of the amount which may be payable under the provisions of the Payment of Gratuity Act, 1972 if all the employees of the Subsidiary Company were to retire as at the reporting date.

Accumulated leave, which is expected to be utilised within the next 12 months, is treated as short-term employee benefit. The Group measures the expected cost of such absences as the additional amount that it expects to pay as a result of the unused entitlement that has accumulated at the reporting date.

The Group treats accumulated leave expected to be carried forward beyond twelve months, as long-term employee benefit for measurement purposes. Such long-term compensated absences are provided for based on the actuarial valuation using the projected unit credit method at the year-end. Actuarial gains/losses are immediately taken to the Restated Consolidated Summary Statement of Profits and Losses and are not deferred. However, the Group presents the entire leave as a current liability in the Restated Consolidated Summary Statement of Assets and Liabilities, since it does not have an unconditional right to defer its settlement for twelve months after the reporting date.

(n) Segment reporting

Identification of Segments
Segments are identified in line with Accounting Standard 17 - 'Segment Reporting' ('AS 17'), taking into consideration the internal organisation and management structure as well as the differential risk and returns of the segment. The Group has only one business segment "Snacks Food" as its primary segment and hence disclosure of segment-wise information is not required under AS 17.The analysis of geographical segments is based on the areas in which major operating divisions of the Group operate.

Segment accounting policies
The Group prepares its segment information in conformity with the accounting policies adopted for preparing and presenting the financial statements of the Group as a whole.

(o) Taxes on Income

Tax expense comprises 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 enacted in India and tax laws prevailing in the respective tax jurisdictions where the Group operates. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date. Current income-tax relating to items recognised directly in equity is recognised in equity and not in the Restated Consolidated Summary Statement of Profits and Losses.

Deferred income taxes reflect the impact of timing differences between taxable income and accounting income originating during the current year and reversal of timing differences for the earlier years. Deferred tax is measured using the tax rates and the tax laws enacted or substantively enacted at the reporting date. Deferred income tax relating to items recognised directly in equity is recognised in equity and not in the Restated Consolidated Summary Statement of Profits and Losses.

Deferred tax liabilities are recognised for all taxable timing differences. Deferred tax assets are recognised for deductible timing differences only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realised. In situations where the Group has unabsorbed depreciation or carry forward tax losses, all deferred tax assets are recognised only if there is virtual certainty supported by convincing evidence that they can be realised against future taxable profits.

No deferred tax (asset or liability) is recognised in respect of timing differences which reverse during the tax holiday period, to the extent the Group's gross total income is subject to the deduction during the tax holiday period. Deferred tax in respect of timing differences which reverse after the tax holiday period is recognised in the year in which the timing differences originate. However, the Group restricts recognition of deferred tax assets to the extent that it has become reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available against which such deferred tax assets can be realised. For recognition of deferred taxes, the timing differences which originate first are considered to reverse first.

At each reporting date, the Group re-assesses unrecognised deferred tax assets. It recognises unrecognised deferred tax asset to the extent that it has become reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available against which such deferred tax assets can be realised.

The carrying amount of deferred tax assets are reviewed at each reporting date. The Group writes-down the carrying amount of deferred tax asset to the extent that it is no longer reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available against which deferred tax asset can be realised. Any such write-down is reversed to the extent that it becomes reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available.

Deferred tax assets and deferred tax liabilities are offset, if a legally enforceable right exists to set-off current tax assets against current tax liabilities and the deferred tax assets and deferred taxes relate to the same taxable entity and the same taxation authority.

Minimum alternate tax (MAT) paid in a year is charged to the Restated Consolidated Summary Statement of Profits and Losses as current tax. The Group recognises MAT credit available as an asset only to the extent that there is convincing evidence that the Group 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 Group recognises MAT credit as an asset in accordance with the Guidance Note on Accounting for Credit Available in respect of Minimum Alternative Tax under the Income-tax Act, 1961, the said asset is created by way of credit to the Restated Consolidated Summary Statement of Profits and Losses and shown as “MAT Credit Entitlement.” The Group reviews the “MAT credit entitlement” asset at each reporting date and writes down the asset to the extent the Group does not have convincing evidence that it will pay normal tax during the specified period.

(p) Earnings per share

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders (after deducting preference dividend and attributable taxes) by the weighted average number of equity shares outstanding during the period. The weighted average number of equity shares outstanding during the period is adjusted for events such as bonus issue, bonus element in a rights issue, share split, and reverse share split (consolidation of shares) that have changed the number of equity shares outstanding, without a corresponding change in resources.

For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

(q) Provisions

A provision is recognised when the Group has a present obligation as a result of past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. Provisions are not discounted to their present value and are determined based on the best estimate required to settle the obligation at the reporting date. These estimates are reviewed at each reporting date and adjusted to reflect the current best estimates.

(r) Contingent liabilities

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Group or a present obligation that is not recognised because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognised because it cannot be measured reliably. The Group does not recognise a contingent liability but discloses its existence in the restated consolidated financial statements.

(s) Cash and cash equivalents

Cash and cash equivalents for the purpose of Restated Consolidated Summary Statement of Cash Flows comprise cash at bank and in hand and short-term investments with an original maturity of three months or less.

(t) Employee stock compensation cost

Eligible employees of the Holding Company receive remuneration in the form of share based payment transactions, whereby employees render services as consideration for equity instruments (equity-settled transactions).

In accordance with Guidance Note on Accounting for Employee Share-based Payments, the cost of equity-settled transactions is measured using the fair value method. Eligible employees have been granted the option to subscribe to shares of the Holding Company.

The exercise price means the price payable by the eligible employees for carrying out the exercise in pursuance of the "Prataap Snacks Private Limited Employee Stock Purchase Plan".

(u) Borrowing costs

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

Prataap Snacks Limited (formerly known as Prataap Snacks Private Limited)
Annexure V
Statement of Restatement Adjustments to Audited Consolidated Financial Statements

The summary of results of restatements made in the audited Consolidated Summary Statements for the respective years and its impact on the profits of the Group is as follows:

(Amount in million)

Sr No	Particulars	Notes	For the years ended 31-Mar-17 ₹	31-Mar-16 ₹	31-Mar-15 ₹	31-Mar-14 ₹	31-Mar-13 ₹	Adjustments in Surplus in the Statement of Profits and Losses as on 1 April 2012
A	**Net profit as per audited financial statements**		260.75	218.47	39.22	25.78	129.01	118.59
B	Adjustments to net profit as per audited financial statements							
	i) Increase/(Decrease) in Income							
	Provision / Liabilities no longer required written back (refer Note 4)		-	-	(3.20)	(1.16)	-	-
			-	-	(3.20)	(1.16)	-	-
	ii) (Increase)/Decrease in Expenses							
	Provision for doubtful debts (refer Note 3)		(0.28)	(0.03)	(0.98)	0.89	0.39	0.01
	Legal and professional fees (refer Note 4)		-	-	-	1.60	-	-
	Repairs and maintenance (refer Note 4)		-	-	-	-	1.16	-
	Government grant accounting - Depreciation (refer Note 6)		-	(4.59)	3.74	0.52	0.33	-
	Accounting of insurance claims (refer Note 5)		(9.57)	(10.00)	19.57	-	-	-
	Interest cost others (refer Note 7)		0.27	-	-	-	-	-
	Revision in loss on sale of asset due to revision in useful life (refer Note 2)		0.50	0.63	0.06	-	-	-
	Unamortised preliminary expenses		-	-	0.03	-	-	(0.03)
	Revision in useful life (refer Note 2)		(1.15)	(0.73)	(0.91)	2.27	2.08	1.12
			(10.23)	(14.71)	21.51	5.28	3.96	1.10
C	**Total adjustments before tax (i + ii)**		**(10.23)**	**(14.71)**	**18.31**	**4.12**	**3.96**	**1.10**
D	**Restated profit before tax (A + C)**		**250.52**	**203.76**	**57.53**	**29.90**	**132.97**	**119.69**
E	Total tax adjustment of earlier years (refer Note 7)		(155.21)	66.72	46.52	24.80	17.00	(0.21)
F	Tax impact of adjustments (refer Note 7)		3.62	3.25	(5.03)	(0.91)	(1.25)	(0.88)
G	**Total tax adjustments (E + F)**		**(151.59)**	**69.97**	**41.49**	**23.89**	**15.75**	**(1.09)**
H	**Restated (loss) / profit after tax (D + G)**		**98.93**	**273.73**	**99.02**	**53.79**	**148.72**	**118.60**

Notes:

1. The above statement should be read with the notes to the Restated Consolidated Summary Statements as appearing in Annexure IV.

2. Change in the estimated useful lives of the property, plant and equipments

In the financial year ended 31 March 2015, pursuant to the Act being effective from 1 April 2014, the Group has revised the depreciation rates on its property, plant and equipments as per the useful life specified in Part C of the Schedule II of the Act. Till the year ended 31 March 2014, depreciation rates prescribed under Schedule XIV were treated as minimum rates and the Group was not allowed to charge depreciation at lower rates even if such lower rates were justified by the estimated useful life of the asset. Schedule II to the Act prescribes useful lives for property, plant and equipments which, in many cases, are different from lives prescribed under the erstwhile Schedule XIV. However, Schedule II allows companies to use higher/ lower useful lives and residual values if such useful lives and residual values can be technically supported and justification for difference is disclosed in the financial statements. Considering the applicability of Schedule II, the Management of Group has re-estimated useful lives and residual values of all itsproperty, plant and equipments. The impact of depreciation has been recomputed and adjusted in respective years.

Accordingly, the loss on sale of property, plant and equipments has been recomputed and adjusted in respective years.

3. Provision for doubtful debts

Debts, which were considered doubtful and provided for and which have been subsequently recovered have been adjusted in the years when such debts were originally provided. Accordingly, adjustments have been made to the Consolidated Summary Statement of Profits and Losses, as restated, for the respective years.

4. Unspent liabilities written back

In the financial statements for the years ended 31 March 2015 and 31 March 2014, certain liabilities created in earlier years were written back. For the purpose of this statement, the said liabilities which has been considered material have been appropriately adjusted in the respective years in which the same were originally created.

5. Accounting of insurance claims

The Group is following the policy of accounting for insurance claims on settlement with the insurers. For the purpose of this statement, the said income has been appropriately adjusted in the respective years in which the claims were lodged.

Accordingly, adjustments have been made to the consolidated financial statements, as restated, for the years ended 31 March 2015, 31 March 2016 and 31 March 2017.

6. Government grant accounting

In the audited financial statements for the years ended 31 March 2016 and 31 March 2014, the Group had recognised Government grant by the way of deduction from gross block of property, plant and equipments which pertain to property, plant and equipments capitalised in the years ended 31 March 2015 and 31 March 2013 respectively. The Group, on restatement, has recorded the Government grant in the respective years of capitalisation of property, plant and equipments in the financial statements and accordingly depreciation have been restated for these years.

7. Accounting for taxes on income

The Profit and Loss Account of some years include amounts paid/ provided for or refunded/written back, in respect of shortfall/ excess income tax arising out of assessments, appeals etc. which has now been adjusted in the respective years.

Computation of deferred tax has been rectified to give effect to the reversal of timing differences during the tax holiday period. Also deferred tax has been computed on adjustments made as detailed above and has been adjusted in the restated profits and losses for the years ended 31 March 2017, 2016, 2015, 2014 and 2013 and the balance brought forward in Profit and Loss Account as at 1 April 2012.

8. Material regrouping

Appropriate adjustments have been made in the Restated Consolidated 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 financials of the Group as at and for the year ended 31 March 2016, prepared in accordance with Schedule III and the requirements of the Securities and Exchange Board of India (Issue of Capital & Disclosure Requirements) Regulations, 2009 (as amended). Material regrouping identified in all the years are as follows:

a. Upto the year ended 31 March 2016, Provident Fund Admin Charges and ESI Expenses was grouped under Workmen & staff welfare expenses in Employee benefits expense schedule. During the year ended 31 March 2017, the same has been classified under the head Contribution to provident and other funds under Employee benefits expense schedule. In the Consolidated Summary Statement of Profits and Losses, as restated, for the years ended 31 March 2016, 2015, 2014 and 2013 such cost of Provident Fund Admin Charges and ESI Expenses has been regrouped and disclosed accordingly.

b. Upto the year ended 31 March 2015, food expenses incurred for contract labour was included under the Workmen and staff welfare expenses in Employee benefits expense schedule. During the year ended 31 March 2016, the same has been classified under the head Contract labour charges under Other expenses schedule. In the Consolidated Summary Statement of Profits and Losses, as restated, for the years ended 31 March 2015, 2014 and 2013, such food expenses has been regrouped and disclosed accordingly.

c. Upto the year ended 31 March 2013, consumption of toy was classified under the head Consumption of Toys in Other Expenses schedule. During the year ended 31 March 2014, the same has been shown as separate category under the Cost of raw material and components consumed schedule. In the Consolidated Summary Statement of Profits and Losses, as restated, for the year ended 31 March 2013 such Consumption of Toys has been regrouped and disclosed accordingly.

9. Non Adjusting Events

a. Depreciation on property, plant and equipments costing less than ₹5,000

Till the year ended 31 March 2014, to comply with the requirements of Schedule XIV to the Companies Act, 1956, the Group was charging 100% depreciation on the assets costing less than ₹5,000 in the year of purchase. However, Schedule II to the Act, applicable from the year ended 31 March 2015 does not recognise such practices. Hence to comply with the requirement of Schedule II to the Act, the Group has changed its accounting policy for depreciation of assets costing less than ₹5,000. As per revised policy, the Group is depreciating such assets over their useful life as assisted by the Management. The Management has decided to apply the revised accounting policy prospectively from accounting periods commencing on or after 1 April 2014.

The change in accounting for depreciation of assets costing less than ₹5,000, did not have any material impact on Restated Consolidated Summary Statements of the Group for the years prior to year ended 31 March 2015.

b. Property, plant and equipments lost in fire

In the financial year ended 31 March 2015, pursuant to the Act being effective from 1 April 2014, the Group has revised the depreciation rates on its property, plant and equipments as per the useful life specified in Part C of the Schedule II of the Act. The Management has decided to apply the revised useful life retrospectively from initial recognition of property, plant and equipments.

Subject to revision in useful life , the loss to property, plant and equipments due to fire will also undergo a change, Management has decided not to revise the loss to property, plant and equipments by fire since it does not have any material impact on Restated Consolidated Summary Statements of the Group.

c. Auditor's Qualifications:

Audit qualifications included in the Annexure to the auditors' report on the Consolidated Financial Statements for the years ended 31 March 2017, 2016, 2015, 2014 and 2013 which do not require any corrective adjustment in the financial information, are as follows:

i. Financial year ended 31 March 2015

Report on Other Legal and Regulatory Requirements

i.a. Clause (iv)

In our opinion and according to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the Holding Company and the Covered entity of the Group and the nature of its businesses, for the sale of goods and to the extent applicable to the nature of the business of the covered entity of the Group. The internal control system for purchases of fixed assets and services is inadequate since there is no process of documentation of vendor selection. Further, the process of analysis of comparative quotation and issuance of purchase order for purchase of inventory and fixed assets needs strengthening. Except for the foregoing, there is no continuing failure to correct major weakness in the internal control system of the Holding Company.

i.b. Clause (vii) (a)

Undisputed statutory dues including provident fund, employees' state insurance, income-tax, sales-tax, wealth-tax, service tax, customs duty, excise duty, value added tax, cess and other material statutory dues have generally been regularly deposited with the appropriate authorities though there has been a slight delay in a few cases by the Holding Company. The Covered entity of the Group is regular in depositing with appropriate authorities undisputed statutory dues including provident fund, employees' state insurance, income-tax, sales-tax, service tax, customs duty, excise duty, cess and other material statutory dues as applicable to it.

According to the information and explanations given to us, no undisputed amounts payable in respect of aforesaid dues were outstanding, at the year end, for a period of more than six months from the date they became payable for the Holding Company and the Covered entity of the Group.

i.c. Clause (vii) (b)

According to the records of the Holding Company and the Covered entity of the Group and as reported by the other auditor who audited the financial statements of the Covered entity in the Group, the dues outstanding of income-tax, sales-tax, service tax, wealth tax, customs duty, excise duty, value added tax and cess on account of any dispute, are as follows:

Name of the statute	Nature of dues	Amount (` in million)	Period to which amount pertains	Forum where the dispute is pending
Madhya Pradesh VAT Act, 2002	Value Added Tax	7.64	F.Y. 2012-13	Deputy Commissioner of Commercial Tax, Indore

i.c. Clause (viii)

The Holding Company and the Covered entity of the Group have no accumulated losses at the end of the financial year. The Holding Company has not incurred cash losses in the current and immediately preceding financial year. The Covered entity has incurred cash losses in the current and immediately preceding financial year.

Prataap Snacks Limited (formerly known as Prataap Snacks Private Limited)
Annexure VI
Restated Consolidated Statement of Share capital

Particulars	As at 31-Mar-17 Number of shares	31-Mar-17 ₹ in million	31-Mar-16 Number of shares	31-Mar-16 ₹ in million	31-Mar-15 Number of shares	31-Mar-15 ₹ in million	31-Mar-14 Number of shares	31-Mar-14 ₹ in million	31-Mar-13 Number of shares	31-Mar-13 ₹ in million
a) Authorised share capital										
Equity shares of ₹1 each (All other Previous Years: Equity shares of ₹10 each)	5,00,00,000	50.00	5,00,000	5.00	5,00,000	5.00	5,00,000	5.00	5,00,000	5.00
0.001% compulsorily convertible preference shares (CCPS) of ₹100 each	1,15,600	11.56	1,15,600	11.56	1,15,600	11.56	1,15,600	11.56	1,01,100	10.11
	5,01,15,600	**61.56**	**6,15,600**	**16.56**	**6,15,600**	**16.56**	**6,15,600**	**16.56**	**6,01,100**	**15.11**
b) Issued, subscribed and fully paid-up shares										
Equity shares of ₹1 each (All other Previous Years: Equity shares of ₹10 each)	1,90,54,560	19.06	3,12,766	3.13	3,12,766	3.13	3,08,000	3.08	3,08,000	3.08
0.001% CCPS of ₹100 each	1,15,504	11.55	1,15,504	11.55	1,15,504	11.55	1,15,504	11.55	1,01,025	10.10
Total issued, subscribed and fully paid-up share capital	**1,91,70,064**	**30.61**	**4,28,270**	**14.68**	**4,28,270**	**14.68**	**4,23,504**	**14.63**	**4,09,025**	**13.18**

c) Reconciliation of the shares outstanding at the beginning and at the end of the reporting period

Equity shares	31-Mar-17 Number of shares	31-Mar-17 ₹ in million	31-Mar-16 Number of shares	31-Mar-16 ₹ in million	31-Mar-15 Number of shares	31-Mar-15 ₹ in million	31-Mar-14 Number of shares	31-Mar-14 ₹ in million	31-Mar-13 Number of shares	31-Mar-13 ₹ in million
At the beginning of the year	3,12,766	3.13	3,12,766	3.13	3,08,000	3.08	3,08,000	3.08	3,08,000	3.08
Issued during the year - ESPP	4,810	0.05	-	-	4,766	0.05	-	-	-	-
Sub Division during the period * (Equity shares of ₹1 each)	31,75,760	3.18	-	-	-	-	-	-	-	-
Issued during the period - Bonus Issue	1,58,78,800	15.88	-	-	-	-	-	-	-	-
Outstanding at the end of the year	**1,90,54,560**	**19.05**	**3,12,766**	**3.13**	**3,12,766**	**3.13**	**3,08,000**	**3.08**	**3,08,000**	**3.08**

Compulsorily Convertible Preference shares	31-Mar-17 Number of shares	31-Mar-17 ₹ in million	31-Mar-16 Number of shares	31-Mar-16 ₹ in million	31-Mar-15 Number of shares	31-Mar-15 ₹ in million	31-Mar-14 Number of shares	31-Mar-14 ₹ in million	31-Mar-13 Number of shares	31-Mar-13 ₹ in million
At the beginning of the year	1,15,504	11.55	1,15,504	11.55	1,15,504	11.55	1,01,025	10.10	80,574	8.06
Issued during the year	-	-	-	-	-	-	14,479	1.45	20,451	2.05
Outstanding at the end of the year	**1,15,504**	**11.55**	**1,15,504**	**11.55**	**1,15,504**	**11.55**	**1,15,504**	**11.55**	**1,01,025**	**10.11**

d) Terms/ rights attached to equity shares

The Holding Company has only one class of equity shares having par value of ₹1 (All other Previous Years: ₹10) per share. Each equity share carries one vote and is entitled to dividend that may be declared by the Board of Directors, which is subject to the approval of the shareholders in the ensuing Annual General Meeting.

In the event of liquidation of the Holding Company, the holders of equity shares will be entitled to receive remaining assets of the Holding Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

Prataap Snacks Limited (formerly known as Prataap Snacks Private Limited)
Annexure VI
Restated Consolidated Statement of Share capital (cont'd.)

e) Terms of conversion/ redemption of CCPS

Holding Company has issued 1,15,504 preference shares of ₹100 each fully paid-up details of which are as follows:

Date	Number of Shares	Premium per share	Issued to
13-May-2011	30,800	9,640.26	SCI Growth Investment II
21-October-2011	36,139	8,754.78	SCI Growth Investment II
16-March-2012	13,635	8,700.88	SCI Growth Investment II
13-February-2013	4,480	14,569.25	Sequoia Capital GFIV Mauritius Investments
	15,971		SCI Growth Investment II
18-February-2014	14,479	17,166.39	Sequoia Capital India Growth Investments Holdings I

The CCPS carries cumulative dividend @ 0.001% p.a. The Holding Company declares and pays dividends in Indian rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting. Each holder of CCPS is entitled to one vote per share only on resolutions placed before the Holding Company which directly affect the right attached to CCPS.

Each Preference Share may be converted into Equity Shares at any time at the option of the holder of the Preference Share. Each Preference Share shall automatically be converted into equity shares at the conversion price then in effect, upon the earlier of (i) one day prior to the expiry of 20 years from the Closing Date; or (ii) in connection with an IPO (or any subsequent IPO), prior to the filing of a prospectus (or equivalent document, by whatever name called) by the Holding Company with the competent authority or such later date as may be permitted under applicable Laws.

The Preference Shares shall be converted into Equity Shares at the conversion price based on an initial conversion price as adjusted from time to time which is to be determined at the time of conversion.

The number of Equity Shares issuable pursuant to the conversion of any Preference Shares shall be that number obtained by dividing the Original Preference Share Issue Price by the applicable Conversion Price as defined above at the time in effect for such Preference Shares. No fractional shares shall be issued upon conversion of the Preference Shares, and the number of Equity Shares to be issued shall be rounded to the nearest whole share.

f) Details of shareholders holding more than 5% shares in the Holding Company

Name of the shareholder	31-Mar-17		31-Mar-16		31-Mar-15		31-Mar-14		31-Mar-13	
	Number of shares	Percentage of Holding	Number of shares	Percentage of Holding	Number of shares	Percentage of Holding	Number of shares	Percentage of Holding	Number of shares	Percentage of Holding
Equity shares of ₹ 1 each (All other Previous Years: Equity shares of ₹ 10 each)										
SCI Growth Investment II	63,45,480	33.30%	1,05,758	33.80%	1,05,758	33.80%	1,05,758	34.34%	1,05,758	34.34%
Sequoia Capital GFIV Mauritius Investments	31,36,020	16.46%	52,267	16.70%	52,267	16.70%	52,267	16.97%	52,267	16.97%
Mr. Rajesh Mehta	13,04,220	6.84%	24,000	7.70%	24,000	7.70%	24,000	7.79%	24,000	7.79%
Mr. Naveen Mehta	13,04,220	6.84%	24,000	7.70%	24,000	7.70%	24,000	7.79%	24,000	7.79%
Mr. Arvind Mehta	9,29,280	4.88%	17,750	5.70%	17,750	5.70%	17,750	5.76%	17,750	5.76%
Mr. Arun Mehta	8,88,720	4.66%	17,075	5.50%	17,075	5.50%	17,075	5.55%	17,075	5.55%
CCPS of ₹ 100 each fully paid										
SCI Growth Investment II	97,000	83.59%	96,545	83.59%	96,545	83.59%	96,545	83.59%	96,545	95.57%
Sequoia Capital India Growth Investments Holdings I	14,000	12.54%	14,479	12.54%	14,479	12.54%	14,479	12.54%	-	-

As per records of the Holding Company, including its register of shareholders/ members and other declarations received from shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownerships of shares.

g) Shares issued under Employee Stock Purchase Plan

For details of shares issued under the Employee Stock Purchase Plan (ESPP) of the Holding Company, refer Annexure XXXXV.

Prataap Snacks Limited (formerly known as Prataap Snacks Private Limited)
Annexure VI
Restated Consolidated Statement of Share capital (cont'd.)

(h) Aggregate number of bonus shares issued during the period of five years immediately preceding the reporting date:

	31-Mar-17	31-Mar-16	31-Mar-15	31-Mar-14	31-Mar-13
	Number of Shares				
Equity shares allotted as fully paid bonus shares by capitalisation of Capital Reserve	1,58,78,800	-	-	-	-

Allottment of bonus shares in the ratio of 5 equity shares for every equity share of ₹1 each held to the existing equity shareholders as approved by the Shareholders at their extra-ordinary general meeting held on 24 September 2016.

(g) Proposed dividend

	31-Mar-17	31-Mar-16	31-Mar-15	31-Mar-14	31-Mar-13
	₹	₹	₹	₹	₹
Proposed dividend on preference shares for the year : ₹0.001 per share	116.00	116.00	116.00	101.00	81.00
Dividend distribution tax on the proposed preference dividend	24.00	24.00	20.00	18.00	13.00

Prataap Snacks Limited (formerly known as Prataap Snacks Private Limited)
Annexure VII
Restated Consolidated Statement of Reserves and surplus

(Amount in million)

Particulars	As at				
	31-Mar-17	31-Mar-16	31-Mar-15	31-Mar-14	31-Mar-13
	₹	₹	₹	₹	₹
Capital reserve					
Balance as per the last financial statements	96.97	94.47	94.47	94.47	94.47
Add: Government grant	-	2.50	-	-	-
Less: Amount utilised towards issue of fully paid bonus shares	15.88	-	-	-	-
Closing Balance	**81.09**	**96.97**	**94.47**	**94.47**	**94.47**
Securities premium account					
Balance as per the last financial statements	1,351.03	1,351.03	1,326.77	1,078.22	780.27
Add: Premium on issue of CCPS	-	-	-	248.55	297.96
Add: Premium on issue of ESPP	112.12	-	24.26	-	-
Closing Balance	**1,463.15**	**1,351.03**	**1,351.03**	**1,326.77**	**1,078.23**
Surplus in the Statement of Profits and Losses					
Balance as per last financial statements	709.65	435.92	336.90	283.11	134.39
Profit for the year	98.93	273.73	99.02	53.79	148.72
Less: Appropriations					
Dividend on preference shares [amount per share ₹0.001] #	-	-	-	-	-
Tax on preference dividend #	-	-	-	-	-
Net surplus in the Statement of Profits and Losses	**808.58**	**709.65**	**435.92**	**336.90**	**283.11**
Total	**2,352.82**	**2,157.65**	**1,881.42**	**1,758.14**	**1,455.81**

# Amount in ₹ denotes					
Dividend on preference shares [amount per share ₹0.001]	116.00	116.00	116.00	101.00	81.00
Tax on preference dividend	24.00	24.00	20.00	18.00	13.00

Notes:

i) The figures disclosed above are based on the Restated Consolidated Summary Statements of Assets and Liabilities of the Group.

ii) The above statement should be read with the notes to the Restated Consolidated Summary Statements as appearing in Annexure IV and Statement of Restatement Adjustments to Audited Consolidated Financial Statements appearing in Annexure V.

Prataap Snacks Limited (formerly known as Prataap Snacks Private Limited)
Annexure VIII
Restated Consolidated Statement of Long-term & Short-term borrowings

(Amount in million)

Particulars	As at				
	31-Mar-17	31-Mar-16	31-Mar-15	31-Mar-14	31-Mar-13
	₹	₹	₹	₹	₹
A.1 Long-term borrowings					
- Non Current Portion					
Term loans					
Indian rupee loans from banks (Secured)	388.51	140.38	78.96	165.27	186.66
Indian rupee loan from a bank (Unsecured)	-	70.00	-	-	-
Total	**388.51**	**210.38**	**78.96**	**165.27**	**186.66**

Particulars	As at				
	31-Mar-17	31-Mar-16	31-Mar-15	31-Mar-14	31-Mar-13
	₹	₹	₹	₹	₹
A.2 Long-term borrowings					
- Current Portion of Borrowings disclosed under the head "Other current liabilities" (refer Annexure XII)					
Term loans					
Indian rupee loans from a bank (Secured)	72.63	69.61	126.20	120.00	123.33
Indian rupee loan from a bank (Unsecured)	75.00	-	-	-	-
Total	**147.63**	**69.61**	**126.20**	**120.00**	**123.33**

Particulars	As at				
	31-Mar-17	31-Mar-16	31-Mar-15	31-Mar-14	31-Mar-13
	₹	₹	₹	₹	₹
B Short-term borrowings					
Cash credit from a bank (Secured)	66.27	91.98	57.17	40.38	64.68
Foreign Currency Buyers Credit (Secured)	89.02	80.97	43.74	-	-
Short term loan from banks (Secured)	81.70	82.50	91.00	128.01	-
Short term loan from a bank (Unsecured)	25.00	-	50.00	-	-
Bank overdraft (Secured)	5.55	8.77	-	50.00	45.00
Total	**267.54**	**264.22**	**241.91**	**218.39**	**109.68**
The above amount includes					
Secured borrowings	242.54	264.22	191.91	218.39	109.68
Unsecured borrowings	25.00	-	50.00	-	-

Notes:

i) The figures disclosed above are based on the Restated Consolidated Summary Statements of Assets and Liabilities of the Company.

ii) The above statement should be read with the notes to Restated Consolidated Summary Statements as appearing in Annexure IV and Statement of Restatement Adjustments to Audited Consolidated Financial Statements appearing in Annexure V.

iii) Refer Annexure IX – Consolidated Statement of Principal terms of borrowings outstanding as at 31 March 2017 for terms and conditions of borrowings.

Prataap Snacks Limited (formerly known as Prataap Snacks Private Limited)

Annexure IX

Consolidated Statement of Principal Terms of Borrowings Outstanding as at 31 March 2017

(a) Long term borrowings

Sr No	Lender	Nature of Facility	Loan Currency	Amount disbursed (in million)	Amount Outstanding as on 31 March 2017 (in million)	Rate of interest	Repayment / Modification of Terms	Security / Principal Terms and conditions
				₹	₹			
1	HDFC Bank Limited	Term Loan (Secured)	INR	49.34	11.28	Base rate + 0.30% p.a.	The loan is repayable in 22 monthly instalments commencing from November 2015 and the interest to be serviced as and when charged.	These loans are secured by an exclusive first charge on the entire property, plant and equipments (present as well as future) of the Holding Company and equitable mortgage of four landed properties and building thereon. These loans are also secured by a second charge on the entire current assets (present as well as future) of the Holding Company and are also personally guaranteed by Mr. Arvind Mehta, Chairman & Executive Director of the Holding Company.
2	HDFC Bank Limited	Term Loan (Secured)	INR	47.92	30.09	Base rate + 0.30% p.a.	The loan is repayable in 41 monthly instalments, commencing from November 2015 and the interest to be serviced as and when charged.	
3	HDFC Bank Limited	Term Loan (Secured)	INR	43.20	28.03	Base rate + 0.30% p.a.	The loan is repayable in 39 monthly instalments, commencing from December 2015 and the interest to be serviced as and when charged.	
4	HDFC Bank Limited	Term Loan (Secured)	INR	20.00	16.00	Base rate + 0.30% p.a.	The loan is repayable in 20 quarterly instalments, commencing from June 2016 and the interest to be serviced as and when charged.	
5	ICICI Bank Limited	Term Loan (Secured)	INR	92.37	83.40	Base rate + 0.40% p.a.	The loan is repayable in 16 quarterly instalments, commencing from December 2016 and the interest to be serviced as and when charged.	
6	HDFC Bank Limited	Term Loan (Secured)	INR	30.00	25.26	Base rate + 0.30% p.a.	The loan is repayable in 19 quarterly instalments, commencing from September 2016 and the interest to be serviced as and when charged.	
7	ICICI Bank Limited	Term Loan (Secured)	INR	300.00	267.08	9.10% p.a.	The loan is repayable in 23 quarterly instalments of `11.29 million commencing from 2017-18 .	The loan is secured by an exclusive first charge on the entire property, plant and equipment and hypothecation of inventory and trade receivables of the Subsidiary Company. The said loan is also personally guaranteed by Mr. Arvind Mehta, Chairman & Executive Director of the Holding Company and by a corporate guarantee given by the Holding Company.
8	Yes Bank Limited	Term Loan (Unsecured)	INR	100.00	75.00	10.35% p.a.	The loan is repayable in 4 monthly instalments from the 12th month from the date of disbursement. The interest to be serviced as and when charged.	This loan is secured by a personal guarantee of Mr. Arvind Mehta, Chairman and Executive Director of the Holding Company.
	Total				**536.14**			

Notes:

(i) The figures disclosed above are based on the Restated Consolidated Summary Sstatements of Assets and Liabilities of the Group.

(ii) The above statement should be read with the notes to Restated Consolidated Summary Statements as appearing in Annexure IV and Statement of Restatement Adjustments to Audited Consolidated Financial Statements appearing in Annexure V.

(iii) The rates of interest given above are base rate plus spread as agreed with the lenders in the respective facility letters except wherever specifically mentioned at fixed rate in the Annexure above.

(iv) The above includes long-term borrowings disclosed under Annexure VIII and the current maturities of long-term borrowings included in other current liabilities under Annexure XII.

Prataap Snacks Limited (formerly known as Prataap Snacks Private Limited)
Annexure IX
Consolidated Statement of Principal Terms of Borrowings Outstanding as at 31 March 2017 (cont'd.)

(b) Short-term borrowings

Sr No	Lender	Nature of Facility	Loan Currency	Amount sanctioned (in million)	Amount Outstanding as on 31 March 2017 (in million)	Rate of interest	Repayment Terms	Security / Principal Terms and conditions
				₹	₹			
1	Kotak Mahindra Bank Limited	Term Loan (Secured)	INR	200.00	81.70	8.35%	Working capital loan is re-payable on demand.	This loan is secured against warehouse / cold storage receipts.
2	Kotak Mahindra Bank Limited	Term Loan (Unsecured)	INR	150.00	25.00	8.25%	Working capital loan is re-payable on demand.	Loan is unsecured with a specific condition of one undated cheque and personal guarantee of Mr. Arvind Mehta, Chairman & Executive Director of the Holding Company.
3	ICICI Bank Limited	Cash credit (Secured)	INR	160.00	66.27	Base rate + 0.40% p.a.	The cash credit is re-payable on demand.	Cash Credit is secured by first charge by way of hypothecation of the Holding Company's entire stocks of raw materials and finished goods, and such other movables including book-debts, consumable stores and spares, bills whether documentary or clean, outstanding monies, receivables, both present and future of all the locations of the company, in a form and manner satisfactory to the Bank except for potato stocks under warehousing finance limit ranking pari-passu with other working capital lender
4	ICICI Bank Limited	Foreign Currency Buyers Credit (Secured)	JPY	765.00	89.02	6 month LIBOR + 45 bps	180 Days	The buyers credits are related to Purchase of Packing Machinery imported from Japan for Indore, Guwahati and Bangalore plant.
	HDFC Bank Limited		JPY	459.00		6 month LIBOR + 44 bps	180 Days	
			JPY	306.00		6 month LIBOR + 35 bps	180 Days	
5	HDFC Bank Limited	Bank overdraft (Secured)	INR	10.00	5.55	Base rate + 35 bps	Working capital loan is re-payable on demand.	The overdraft facility is taken from HDFC Bank starting from October 2015. Bank overdraft is secured against post dated cheques issued from Cash Credit account and personal guarantee of Mr. Arvind Mehta, Chairman & Executive Director of the Holding Company.
	Total				**267.54**			

Notes:

i) The figures disclosed above are based on the Restated Consolidated Summary Statements of Assets and Liabilities of the Group.

ii) The above statement should be read with the notes to Restated Consolidated Summary Statements as appearing in Annexure IV and Statement of Restatement Adjustments to Audited Consolidated Financial Statements appearing in Annexure V.

iii) The rates of interest given above are base rate plus spread as agreed with the lenders in the respective facility letters except wherever specifically mentioned at fixed rate in the Annexure above.

iv) The above includes short term borrowings disclosed under Annexure VIII.

Prataap Snacks Limited (formerly known as Prataap Snacks Private Limited)
Annexure X
Restated Consolidated Statement of Deferred tax liability / asset (net)

A - Holding Company

(Amount in million)

Particulars	As at				
	31-Mar-17	31-Mar-16	31-Mar-15	31-Mar-14	31-Mar-13
	₹	₹	₹	₹	₹
Deferred tax liability					
Depreciation and amortisation differences	116.75	73.92	75.04	49.87	36.06
Others	-	3.31	6.47	0.99	0.94
Gross deferred tax liability	**116.75**	**77.23**	**81.51**	**50.86**	**37.00**
Deferred tax asset					
Expenditure debited to Restated Consolidated Statement of Profits and Losses but allowed for tax purposes in the following years	8.46	4.24	1.82	1.00	1.82
Provision for impairment of property, plant and equipments	0.17	0.17	0.17	0.15	-
Provision for doubtful receivables / loans	15.43	13.40	2.77	1.36	1.04
Provision for employee benefits	6.77	4.09	2.24	0.96	0.80
Carry forward of unabsorbed depreciation	-	-	14.11	18.00	-
Gross deferred tax assets	**30.83**	**21.90**	**21.11**	**21.47**	**3.66**
Net deferred tax liability	**85.92**	**55.33**	**60.40**	**29.39**	**33.34**

B - Subsidiary Company

(Amount in million)

Particulars	As at				
	31-Mar-17	31-Mar-16	31-Mar-15	31-Mar-14	31-Mar-13
	₹	₹	₹	₹	₹
Gross deferred tax liability	**-**	**-**	**-**	**-**	**-**
Deferred tax asset					
Unabsorbed business losses	0.78	0.14	0.00	0.00	-
Gross deferred tax assets	**0.78**	**0.14**	**0.00**	**0.00**	**-**
Net deferred tax (asset)	**(0.78)**	**(0.13)**	**(0.00)**	**(0.00)**	**-**

Notes:

i) The figures disclosed above are based on the Restated Consolidated Summary Statements of Assets and Liabilities of the Group.

ii) The above statement should be read with the notes to Restated Consolidated Summary Statements as appearing in Annexure IV and Statement of Restatement Adjustments to Audited Consolidated Financial Statements appearing in Annexure V.

Prataap Snacks Limited (formerly known as Prataap Snacks Private Limited)
Annexure XI
Restated Consolidated Statement of Long-term and Short-term provisions

(Amount in million)

Particulars	As at				
	31-Mar-17	31-Mar-16	31-Mar-15	31-Mar-14	31-Mar-13
	₹	₹	₹	₹	₹
A Long-term provisions					
Provision for employee benefits					
Provision for gratuity (refer Annexure XXXVII)	16.91	10.28	6.05	2.69	2.03
Total	**16.91**	**10.28**	**6.05**	**2.69**	**2.03**
B Short-term provisions					
Provision for employee benefits					
Provision for gratuity (refer Annexure XXXVII)	1.52	0.85	0.15	0.11	0.07
Provision for leave benefits	1.21	0.69	0.58	0.30	0.24
	2.73	**1.54**	**0.73**	**0.41**	**0.31**
Other provisions					
Income Tax Provision [Net of Advance Tax]	-	-	-	-	6.06
Preference dividend #	-	-	-	-	-
	-	**-**	**-**	**-**	**6.06**
Total	**2.73**	**1.54**	**0.73**	**0.41**	**6.37**
# Amount in ₹ denotes					
Preference dividend	530.00	414.00	298.00	182.00	81.00

Notes:

i) The figures disclosed above are based on the Restated Consolidated Summary Statements of Assets and Liabilities of the Group.

ii) The above statement should be read with the notes to Restated Consolidated Summary Statements as appearing in Annexure IV and Statement of Restatement Adjustments to Audited Consolidated Financial Statements appearing in Annexure V.

iii) Following are the amounts due to Directors/Promoters/Promoter Group/Relatives of Promoters/Relatives of Directors/ Entities having significant influence/subsidiary/ Key Managerial Personnel

Particulars	As at				
	31-Mar-17	31-Mar-16	31-Mar-15	31-Mar-14	31-Mar-13
	₹	₹	₹	₹	₹
Other liabilities - Dividend Payable					
SCI Growth Investment II	472.00	374.00	276.00	178.00	81.00

iv) List of persons/entities classified as 'Promoters', 'Relatives of Promoters' and 'Promoter Group Companies' has been determined by the Management and relied upon by the Auditors. The Auditors have not performed any procedure to determine whether the list is accurate and complete.

Prataap Snacks Limited (formerly known as Prataap Snacks Private Limited)
Annexure XII
Restated Consolidated Statement of Trade payables and Other current liabilities

(Amount in million)

Particulars	As at				
	31-Mar-17	31-Mar-16	31-Mar-15	31-Mar-14	31-Mar-13
	₹	₹	₹	₹	₹
A Trade payables					
• total outstanding dues of micro enterprises and small enterprises (refer Annexure XXXIX for details of dues to micro and small enterprises)	-	-	-	-	-
• total outstanding dues of creditors other than micro enterprises and small enterprises	772.78	552.14	496.99	398.75	238.57
Total	**772.78**	**552.14**	**496.99**	**398.75**	**238.57**
B Other current liabilities					
Current maturities of long-term borrowings (refer Annexure VIII)	147.63	69.61	126.20	120.00	123.33
Interest accrued but not due on borrowings	2.30	1.93	2.30	4.18	3.59
Others					
Creditors for capital goods	104.47	15.14	21.02	22.63	18.08
Advance from customers	34.25	14.53	24.48	27.93	9.70
Security deposits	30.93	26.13	25.13	24.63	13.63
Statutory dues	8.17	11.60	8.57	4.28	3.52
Other liabilities	26.18	8.85	2.47	7.45	3.14
Total	**353.93**	**147.79**	**210.17**	**211.10**	**174.99**

Notes:

i) The figures disclosed above are based on the Restated Consolidated Summary Statements of Assets and Liabilities of the Group.

ii) The above statement should be read with the notes to Restated Consolidated Summary Statements as appearing in Annexure IV and Statement of Restatement Adjustments to Audited Consolidated Financial Statements appearing in Annexure V.

Prataap Snacks Limited (formerly known as Prataap Snacks Private Limited)
Annexure XIII
Restated Consolidated Statement of Fixed Assets (Property, plant and equipments and Intangible Assets)

For the Year ended 31-03-2017

(Amount in million)

Particulars	GROSS-BLOCK (AT COST)					DEPRECIATION / AMORTISATION / IMPAIRMENT					NET-BLOCK
	Balance as on 01-Apr-16	Additions during the year	Stores and Spares transferred from Inventory	Deletions	Balance as on 31-Mar-17	Balance as on 01-Apr-16	For the year	Impairment loss	Deletions	Balance as on 31-Mar-17	Balance as on 31-Mar-17
	₹	₹	₹	₹	₹	₹	₹	₹	₹	₹	₹
A. Property, plant and equipments											
Leasehold improvements	110.35	37.59	-	-	147.94	23.72	14.64	-	-	38.36	109.58
Freehold land	153.17	48.29	-	-	201.46	-	-	-	-	-	201.46
Factory buildings	282.21	10.41	-	-	292.62	32.77	9.35	-	-	42.12	250.50
Plant & equipments	1,587.60	359.40	9.93	9.13	1,947.80	453.65	185.36	-	3.92	635.09	1,312.71
Furniture & fixtures	17.90	1.09	-	-	18.99	6.24	1.72	-	-	7.96	11.03
Office equipments	15.53	2.27	-	-	17.80	3.86	2.71	-	-	6.57	11.23
Computers	6.55	2.62	-	1.02	8.15	4.02	1.91	-	0.97	4.96	3.19
Vehicles	32.43	7.77	-	0.65	39.55	3.46	4.54	-	0.37	7.63	31.92
Total	**2,205.74**	**469.44**	**9.93**	**10.80**	**2,674.31**	**527.72**	**220.23**	**-**	**5.26**	**742.69**	**1,931.62**
B. Intangible Assets											
Intellectual property rights	0.00	-	-	-	0.00	0.00	-	-	-	0.00	-
Goodwill on Consolidation	0.00	-	-	-	0.00	-	-	-	-	-	-
Computer software	8.15	6.17	-	-	14.32	4.52	2.48	-	-	7.00	7.32
Brand ambassador rights	-	96.37	-	-	96.37	-	27.15	-	-	27.15	69.22
Total	**8.15**	**102.54**	**-**	**-**	**110.69**	**4.52**	**29.63**	**-**	**-**	**34.15**	**76.54**
Grand Total (A+B)	**2,213.89**	**571.98**	**9.93**	**10.80**	**2,785.00**	**532.24**	**249.86**	**-**	**5.26**	**776.84**	**2,008.16**

For the Year ended 31-03-2016

(Amount in million)

Particulars	GROSS-BLOCK (AT COST)					DEPRECIATION / AMORTISATION / IMPAIRMENT					NET-BLOCK
	Balance as on 01-Apr-15	Additions during the year	Stores and Spares transferred from Inventory	Deletions	Balance as on 31-Mar-16	Balance as on 01-Apr-15	For the year	Impairment loss	Deletions	Balance as on 31-Mar-16	Balance as on 31-Mar-16
	₹	₹	₹	₹	₹	₹	₹	₹	₹	₹	₹
A. Property, plant and equipments											
Leasehold improvements	95.23	15.12	-	-	110.35	12.54	11.18	-	-	23.72	86.63
Freehold land	153.17	-	-	-	153.17	-	-	-	-	-	153.17
Factory buildings	220.77	61.44	-	-	282.21	25.16	7.61	-	-	32.77	249.44
Plant & equipments	1,440.65	178.53	-	31.58	1,587.60	322.09	152.32	-	20.76	453.65	1,133.95
Furniture & fixtures	14.86	3.04	-	-	17.90	4.73	1.51	-	-	6.24	11.66
Office equipments	8.98	6.55	-	-	15.53	1.77	2.09	-	-	3.86	11.67
Computers	5.03	1.52	-	-	6.55	2.60	1.42	-	-	4.02	2.53
Vehicles	3.75	28.68	-	-	32.43	1.25	2.21	-	-	3.46	28.97
Total	**1,942.44**	**294.88**	**-**	**31.58**	**2,205.74**	**370.14**	**178.34**	**-**	**20.76**	**527.72**	**1,678.02**
B. Intangible Assets											
Intellectual property rights	0.00	-	-	-	0.00	0.00	-	-	-	0.00	-
Goodwill on Consolidation	0.00	-	-	-	0.00	-	-	-	-	-	-
Computer software	7.01	1.14	-	-	8.15	2.99	1.53	-	-	4.52	3.63
Total	**7.01**	**1.14**	**-**	**-**	**8.16**	**2.99**	**1.53**	**-**	**-**	**4.52**	**3.63**
Grand Total (A+B)	**1,949.45**	**296.02**	**-**	**31.58**	**2,213.89**	**373.13**	**179.87**	**-**	**20.76**	**532.24**	**1,681.65**

Prataap Snacks Limited (formerly known as Prataap Snacks Private Limited)
Annexure XIII
Restated Consolidated Statement of Fixed Assets (Property, plant and equipments and Intangible Assets) (cont'd.)

For the Year ended 31-03-2015

(Amount in million)

Particulars	GROSS-BLOCK (AT COST)					DEPRECIATION / AMORTISATION / IMPAIRMENT					NET-BLOCK
	Balance as on 01-Apr-14	Additions during the year	Stores and Spares transferred from Inventory	Deletions	Balance as on 31-Mar-15	Balance as on 01-Apr-14	For the year	Impairment loss	Deletions	Balance as on 31-Mar-15	Balance as on 31-Mar-15
	₹	₹	₹	₹	₹	₹	₹	₹	₹	₹	₹
A. Property, plant and equipments											
Leasehold improvements	73.36	21.87	-	-	95.23	3.73	8.81	-	-	12.54	82.69
Freehold land	153.17	-	-	-	153.17	-	-	-	-	-	153.17
Factory buildings	223.48	9.25	-	11.96	220.77	18.47	7.64	-	0.95	25.16	195.61
Plant & equipments	1,177.89	327.21	-	64.45	1,440.65	192.72	132.05	-	2.68	322.09	1,118.56
Furniture & fixtures	13.90	1.03	-	0.07	14.86	3.47	1.32	-	0.06	4.73	10.13
Office equipments	3.92	5.07	-	0.01	8.98	0.95	0.83	-	0.01	1.77	7.21
Computers	3.08	1.95	-	-	5.03	1.57	1.03	-	-	2.60	2.43
Vehicles	3.75	-	-	-	3.75	0.83	0.42	-	-	1.25	2.50
Total	**1,652.55**	**366.38**	-	**76.49**	**1,942.44**	**221.74**	**152.10**	-	**3.70**	**370.14**	**1,572.30**
B. Intangible Assets											
Intellectual property rights	0.00	-	-	-	0.00	0.00	-	-	-	0.00	-
Goodwill on Consolidation	-	0.00	-	-	0.00	-	-	-	-	-	-
Computer software	4.94	2.07	-	-	7.01	1.71	1.28	-	-	2.99	4.02
Total	**4.94**	**2.07**	-	-	**7.01**	**1.71**	**1.28**	-	-	**2.99**	**4.02**
Grand Total (A+B)	**1,657.49**	**368.45**	-	**76.49**	**1,949.45**	**223.45**	**153.38**	-	**3.70**	**373.13**	**1,576.32**

For the Year ended 31-03-2014

(Amount in million)

Particulars	GROSS-BLOCK (AT COST)					DEPRECIATION / AMORTISATION / IMPAIRMENT					NET-BLOCK
	Balance as on 01-Apr-13	Additions during the year	Stores and Spares transferred from Inventory	Deletions	Balance as on 31-Mar-14	Balance as on 01-Apr-13	For the year	Impairment loss	Deletions	Balance as on 31-Mar-14	Balance as on 31-Mar-14
	₹	₹	₹	₹	₹	₹	₹	₹	₹	₹	₹
A. Property, plant and equipments											
Leasehold improvements	13.55	59.81	-	-	73.36	0.58	3.15	-	-	3.73	69.63
Freehold land	153.17	-	-	-	153.17	-	-	-	-	-	153.17
Factory buildings	223.00	0.48	-	-	223.48	11.01	7.46	-	-	18.47	205.01
Plant & equipments	946.89	238.02	-	7.02	1,177.89	91.62	102.25	0.50	1.65	192.72	985.17
Furniture & fixtures	12.16	1.74	-	-	13.90	2.14	1.33	-	-	3.47	10.43
Office equipments	3.05	0.87	-	-	3.92	0.54	0.41	-	-	0.95	2.97
Computers	2.20	0.88	-	-	3.08	0.79	0.78	-	-	1.57	1.51
Vehicles	2.65	1.10	-	-	3.75	0.45	0.38	-	-	0.83	2.92
Total	**1,356.67**	**302.90**	-	**7.02**	**1,652.55**	**107.13**	**115.76**	**0.50**	**1.65**	**221.74**	**1,430.81**
B. Intangible Assets											
Intellectual property rights	0.00	-	-	-	0.00	0.00	-	-	-	0.00	-
Computer software	3.82	1.12	-	-	4.94	0.72	0.99	-	-	1.71	3.23
Total	**3.82**	**1.12**	-	-	**4.94**	**0.72**	**0.99**	-	-	**1.71**	**3.23**
Grand Total (A+B)	**1,360.49**	**304.02**	-	**7.02**	**1,657.49**	**107.85**	**116.75**	**0.50**	**1.65**	**223.45**	**1,434.04**

Prataap Snacks Limited (formerly known as Prataap Snacks Private Limited)
Annexure XIII
Restated Consolidated Statement of Fixed Assets (Property, plant and equipments and Intangible Assets) (cont'd.)

For the Year ended 31-03-2013

(Amount in million)

Particulars	GROSS-BLOCK (AT COST)					DEPRECIATION / AMORTISATION / IMPAIRMENT					NET-BLOCK
	Balance as on 01-Apr-12	Additions during the year	Stores and Spares transferred from Inventory	Deletions	Balance as on 31-Mar-13	Balance as on 01-Apr-12	For the year	Impairment loss	Deletions	Balance as on 31-Mar-13	Balance as on 31-Mar-13
	₹	₹	₹	₹	₹	₹	₹	₹	₹	₹	₹
A. Property, plant and equipments											
Leasehold improvements	0.62	12.93	-	-	13.55	0.03	0.55	-	-	0.58	12.97
Freehold land	153.17	-	-	-	153.17	-	-	-	-	-	153.17
Factory buildings	154.16	68.84	-	-	223.00	4.92	6.09	-	-	11.01	211.99
Plant & equipments	350.39	601.50	-	5.00	946.89	33.31	58.31	-	-	91.62	855.27
Furniture & fixtures	9.64	2.52	-	-	12.16	0.86	1.28	-	-	2.14	10.02
Office equipments	2.38	0.67	-	-	3.05	0.13	0.41	-	-	0.54	2.51
Computers	1.31	0.89	-	-	2.20	0.27	0.52	-	-	0.79	1.41
Vehicles	2.16	0.49	-	-	2.65	0.14	0.31	-	-	0.45	2.20
Total	**673.83**	**687.84**	-	**5.00**	**1,356.67**	**39.66**	**67.47**	-	-	**107.13**	**1,249.54**
B. Intangible Assets											
Intellectual property rights	0.00	-	-	-	0.00	0.00	-	-	-	0.00	-
Computer software	-	3.82	-	-	3.82	-	0.72	-	-	0.72	3.10
Total	**0.00**	**3.82**	-	-	**3.82**	**0.00**	**0.72**	-	-	**0.72**	**3.10**
Grand Total (A+B)	**673.83**	**691.66**	-	**5.00**	**1,360.49**	**39.66**	**68.19**	-	-	**107.85**	**1,252.64**

Notes:

i) The figures disclosed above are based on the Restated Consolidated Summary Statements of Assets and Liabilities of the Group.

ii) The above statement should be read with the notes to Restated Consolidated Summary Statements as appearing in Annexure IV and Statement of Restatement Adjustments to Audited Consolidated Financial Statements appearing in Annexure V.

iii) Following are the amounts paid to Directors/Promoters/Promoter Group/Relatives of Promoters/Relatives of Directors/ Entities having significant influence /Subsidiary / Key

(Amount in million)

Particulars	For the years ended					
	31-Mar-17	31-Mar-16	31-Mar-15	31-Mar-14	31-Mar-13	31-Mar-12
	₹	₹	₹	₹	₹	₹
Purchase of freehold land						
Mrs. Kanta Mehta	22.50	-	-	-	-	

iv) List of persons/entities classified as 'Promoters', 'Relatives of Promoters' and 'Promoter Group Companies' has been determined by the Management and relied upon by the Auditors. The Auditors have not performed any procedure to determine whether the list is accurate and complete.

Prataap Snacks Limited (formerly known as Prataap Snacks Private Limited)
Annexure XIV
Restated Consolidated Statement of Long-term loans and advances and Other non current assets

(Amount in million)

Particulars	As at				
	31-Mar-17	31-Mar-16	31-Mar-15	31-Mar-14	31-Mar-13
	₹	₹	₹	₹	₹
A Long-term loans and advances					
Capital advances					
Unsecured, considered good	6.53	116.96	64.24	119.05	34.35
Doubtful	34.45	34.45	-	-	-
	40.98	151.41	64.24	119.05	34.35
Provision for doubtful advance (refer Annexure XXXXII (b))	(34.45)	(34.45)	-	-	-
	6.53	**116.96**	**64.24**	**119.05**	**34.35**
Security deposits (Unsecured, considered good)	54.86	60.69	55.44	54.70	24.63
Loans and advances to a related party (refer Annexure XXX)					
Unsecured, considered good	129.31	22.51	22.51	-	-
Other loans and advances (Unsecured, considered good)					
Loan to transporters (refer Annexure XXXX)	1.25	3.23	33.71	34.04	11.56
MAT Credit Entitlement	176.47	142.80	73.30	49.21	39.12
Advance income-tax [net of provision for taxation]	12.47	0.79	5.56	16.81	-
Prepaid expenses	0.12	-	0.08	4.14	7.81
Capital Subsidy Receivable	54.88	54.88	54.88	-	-
Balances with statutory / Government authorities	18.80	-	-	-	-
	263.99	**201.70**	**167.53**	**104.20**	**58.49**
Total	**454.69**	**401.86**	**309.72**	**277.95**	**117.47**
B Other non current assets					
Unsecured, considered good unless stated otherwise					
Non-current bank balances (refer Annexure XVII)					
– Deposits with remaining maturity for more than 12 months (refer footnote iv)	-	0.06	0.06	0.05	0.07
– Margin money deposits	12.71	2.25	1.34	2.25	2.25
Interest accrued on fixed / margin money deposits	0.00	0.10	1.28	0.99	0.78
Total	**12.71**	**2.41**	**2.68**	**3.29**	**3.10**

Notes:

i) The figures disclosed above are based on the Restated Consolidated Summary Statements of Assets and Liabilities of the Group.

ii) The above statement should be read with the notes to Restated Consolidated Summary Statements as appearing in Annexure IV and Statement of Restatement Adjustments to Audited Consolidated Financial Statements appearing in Annexure V.

iii) Margin money deposits pertains to deposits given to various government/statutory authorities as security.

iv) Deposits with remaining maturity for more than 12 months is in lien with government / statutory authorities.

v) Following are the amounts due from Directors/Promoters/Promoter Group/Relatives of Promoters/Relatives of Directors/ Entities having significant influence/subsidiary/ Key Managerial Personnel:

(Amount in million)

Particulars	As at				
	31-Mar-17	31-Mar-16	31-Mar-15	31-Mar-14	31-Mar-13
	₹	₹	₹	₹	₹
Loans and advances to a related party - Loans given					
Prataap Snacks Employees Welfare Trust	129.31	22.51	22.51	-	-

vi) List of persons/entities classified as 'Promoters', 'Relatives of Promoters' and 'Promoter Group Companies' has been determined by the Management and relied upon by the Auditors. The Auditors have not performed any procedure to determine whether the list is accurate and complete.

Prataap Snacks Limited (formerly known as Prataap Snacks Private Limited)
Annexure XV
Restated Consolidated Statement of Inventory

(Amount in million)

Particulars	As at				
	31-Mar-17	**31-Mar-16**	**31-Mar-15**	**31-Mar-14**	**31-Mar-13**
	₹	₹	₹	₹	₹
Raw materials (refer Annexure XXI)					
a. In hand	250.74	253.73	255.77	263.85	168.24
b. Material in transit	7.83	6.15	5.94	0.58	-
Packing materials (refer Annexure XXI)					
a. In hand	198.07	205.37	180.97	130.12	140.98
b. Material in transit	0.38	0.07	0.24	-	-
Finished goods (refer Annexure XXII)					
a. In hand	89.21	60.98	44.60	38.01	25.80
b. Material in transit	64.37	52.18	45.64	41.74	73.56
Traded goods (refer Annexure XXII)					
a. In hand	3.40	2.78	8.55	3.67	-
b. Material in transit	0.95	2.66	1.98	1.26	-
Stores, Spares and other Consumables (refer footnote iii)					
a. In hand	57.18	22.08	17.51	11.42	7.21
b. Material in transit	0.11	-	-	-	-
Stock of toys (refer Annexure XXI)	116.44	79.27	15.28	31.86	7.76
Total	**788.68**	**685.27**	**576.48**	**522.51**	**423.55**

Notes:

i) The figures disclosed above are based on the Restated Consolidated Summary Statements of Assets and Liabilities of the Group.

ii) The above statement should be read with the notes to Restated Consolidated Summary Statements as appearing in Annexure IV and Statement of Restatement Adjustments to Audited Consolidated Financial Statements appearing in Annexure V.

iii) Refer Annexure XIII regarding stores and spares transferred from inventories to property, plant and equipments.

Prataap Snacks Limited (formerly known as Prataap Snacks Private Limited)
Annexure XVI
Restated Consolidated Statement of Trade Receivables

(Amount in million)

Particulars	As at				
	31-Mar-17	**31-Mar-16**	**31-Mar-15**	**31-Mar-14**	**31-Mar-13**
	₹	₹	₹	₹	₹
Unsecured, considered good unless stated otherwise					
Outstanding for a period exceeding six months from the date they are due for payment					
Secured, considered good	0.50	0.50	-	-	-
Unsecured, considered good	-	2.02	2.59	2.37	1.30
Unsecured, considered doubtful	13.18	10.13	7.18	3.15	1.08
	13.68	**12.65**	**9.77**	**5.52**	**2.38**
Provision for doubtful receivables	(13.18)	(10.13)	(7.18)	(3.15)	(1.08)
	0.50	**2.52**	**2.59**	**2.37**	**1.30**
Other receivables					
Secured, considered good	23.92	23.13	22.45	17.67	8.95
Unsecured, considered good	172.50	157.23	111.25	95.93	26.82
Unsecured, considered doubtful	-	-	0.73	0.77	1.50
	196.42	**180.36**	**134.43**	**114.37**	**37.27**
Provision for doubtful receivables	-	-	(0.73)	(0.77)	(1.50)
	196.42	**180.36**	**133.70**	**113.60**	**35.77**
Total	**196.93**	**182.88**	**136.29**	**115.97**	**37.07**

Notes:

i) The figures disclosed above are based on the Restated Consolidated Summary Statements of Assets and Liabilities of the Group.

ii) The above statement should be read with the notes to Restated Consolidated Summary Statements as appearing in Annexure IV and Statement of Restatement Adjustments to Audited Consolidated Financial Statements appearing in Annexure V.

Prataap Snacks Limited (formerly known as Prataap Snacks Private Limited)
Annexure XVII
Restated Consolidated Statement of Cash and Bank Balances

(Amount in million)

Particulars	As at				
	31-Mar-17	**31-Mar-16**	**31-Mar-15**	**31-Mar-14**	**31-Mar-13**
	₹	₹	₹	₹	₹
Cash and cash equivalents					
Balances with banks:					
– On current accounts	61.81	30.54	12.55	7.25	30.53
– Deposits with original maturity of less than three months	20.00	-	-	60.00	-
Cash on hand	0.75	1.16	1.58	0.25	0.15
	82.56	**31.70**	**14.13**	**67.50**	**30.68**
Other bank balances					
– Deposits with remaining maturity for less than 12 months	10.74	10.16	21.87	150.09	254.66
– Deposits with remaining maturity for more than 12 months	-	0.06	0.06	0.05	0.07
– Margin money deposits	29.91	20.92	2.25	2.25	2.25
	40.65	31.14	24.18	152.39	256.98
Amount disclosed under non-current assets (refer Annexure XIV)	(12.71)	(2.31)	(1.40)	(2.30)	(2.33)
	27.94	**28.83**	**22.78**	**150.09**	**254.65**
Total	**110.50**	**60.53**	**36.91**	**217.59**	**285.33**

Notes:

i) The figures disclosed above are based on the Restated Consolidated Summary Statements of Assets and Liabilities of the Group.

ii) The above statement should be read with the notes to Restated Consolidated Summary Statements as appearing in Annexure IV and Statement of Restatement Adjustments to Audited Consolidated Financial Statements appearing in Annexure V.

Prataap Snacks Limited (formerly known as Prataap Snacks Private Limited)
Annexure XVIII
Restated Consolidated Statement of Short-term loans and advances and Other current assets

(Amount in million)

Particulars	As at				
	31-Mar-17	31-Mar-16	31-Mar-15	31-Mar-14	31-Mar-13
	₹	₹	₹	₹	₹
A Short-term loans and advances					
Security deposits (Unsecured, considered good)	5.20	6.41	13.08	5.16	-
Loans and advances to related parties (refer Annexure XXX)					
Unsecured, considered good	-	-	2.50	2.50	8.14
Advances recoverable in cash or kind (Unsecured, considered good unless stated otherwise)					
Unsecured, considered good	59.41	49.36	59.71	33.21	30.94
Doubtful	2.82	-	-	-	-
	62.23	**49.36**	**59.71**	**33.21**	**30.94**
Provision for doubtful loans	(2.82)	-	-	-	-
	59.41	**49.36**	**59.71**	**33.21**	**30.94**
Other loans and advances (Unsecured, considered good)					
Loan to transporters (refer Annexure XXXX)					
Unsecured, considered good	1.79	4.46	3.83	11.35	11.56
Doubtful	0.48	0.48	0.48	0.48	0.49
	2.27	**4.94**	**4.31**	**11.83**	**12.05**
Provision for doubtful loans	(0.48)	(0.48)	(0.48)	(0.48)	(0.49)
	1.79	**4.46**	**3.83**	**11.35**	**11.56**
Prepaid expenses	3.18	1.42	5.05	5.53	3.85
Loan to employees	5.91	10.04	4.84	3.90	2.89
Balances with statutory / Government authorities	44.40	8.74	9.28	5.81	4.03
	55.28	**24.66**	**23.00**	**26.59**	**22.33**
Total	**119.89**	**80.43**	**98.29**	**67.46**	**61.41**
B Other current assets					
Others (Unsecured, considered good unless stated otherwise)					
Inventory - Sales promotion items	2.14	4.97	7.61	7.72	6.94
Interest accrued on fixed deposits	1.43	1.43	0.38	3.13	2.80
Interest accrued on loans & advances	13.58	3.85	1.57	0.11	0.33
Share issue expenses (to the extent of not written off or adjusted) (refer Annexure XXXV)	43.98	0.07	0.06	-	-
Interest accrued on Electricity deposit	0.04	0.08	0.06	-	-
Other receivables	0.08	5.20	-	-	-
Total	**61.25**	**15.60**	**9.68**	**10.96**	**10.07**

Notes:

i) The figures disclosed above are based on the Restated Consolidated Summary Statements of Assets and Liabilities of the Group.

ii) The above statement should be read with the notes to Restated Consolidated Summary Statements as appearing in Annexure IV and Statement of Restatement Adjustments to Audited Consolidated Financial Statements appearing in Annexure V.

iii) Following are the amounts due from Directors/Promoters/Promoter Group/Relatives of Promoters/Relatives of Directors/ Entities having significant influence/subsidiary/ Key Managerial Personnel:

(Amount in million)

Particulars	As at				
	31-Mar-17	31-Mar-16	31-Mar-15	31-Mar-14	31-Mar-13
	₹	₹	₹	₹	₹
Loans and advances to related parties - Loans given					
Mrs. Premlata Kumat	-	-	2.50	2.50	2.50
Prakash Snacks Private Limited	-	-	-	-	5.64
Security deposits					
Mrs. Kanta Mehta	-	0.75	0.75	0.75	-
Interest accrued on loans & advances					
Prataap Snacks Employees Welfare Trust	13.55	3.61	1.45	-	-
Mrs. Premlata Kumat	-	-	-	-	0.16
Mr. Apoorva Kumat	-	-	-	-	0.01

iv) List of persons/entities classified as 'Promoters', 'Relatives of Promoters' and 'Promoter Group Companies' has been determined by the Management and relied upon by the Auditors. The Auditors have not performed any procedure to determine whether the list is accurate and complete.

Prataap Snacks Limited (formerly known as Prataap Snacks Private Limited)
Annexure XIX
Restated Consolidated Statement of Revenue from operations

(Amount in million)

Particulars	For the years ended				
	31-Mar-17	31-Mar-16	31-Mar-15	31-Mar-14	31-Mar-13
	₹	₹	₹	₹	₹
Revenue from operations					
Sale of products					
Finished goods	8,712.09	7,153.89	5,292.94	4,302.38	3,390.63
Traded goods	256.08	335.02	286.09	179.39	73.05
Other operating revenue					
Sale of Starch	10.16	4.17	2.20	1.30	1.45
Scrap sales	19.57	17.80	6.95	5.26	5.26
Sales tax Incentive (refer Annexure XXXXIV)	82.27	92.40	32.86	-	-
Provision / Liabilities no longer required written back	0.37	0.91	-	-	-
Revenue from operations (gross)	**9,080.54**	**7,604.19**	**5,621.04**	**4,488.33**	**3,470.39**
Less: Excise duty #	41.37	32.29	32.97	32.18	32.89
Revenue from operations (net)	**9,039.17**	**7,571.90**	**5,588.07**	**4,456.15**	**3,437.50**

Detail of products sold

(Amount in million)

Particulars	For the years ended				
	31-Mar-17	31-Mar-16	31-Mar-15	31-Mar-14	31-Mar-13
	₹	₹	₹	₹	₹
Finished goods sold					
Potato Chips	1,988.56	1,577.25	1,593.74	1,569.77	1,467.59
Chulbule	1,167.20	1,127.77	1,065.59	917.17	730.64
Puff & Rings	4,154.32	3,395.29	1,709.65	1,128.51	755.11
Namkeen	1,105.66	780.75	604.77	468.00	275.43
Pellets	287.19	259.08	303.31	205.57	56.29
Others	9.17	13.75	15.88	13.36	105.57
	8,712.09	**7,153.89**	**5,292.94**	**4,302.38**	**3,390.63**
Traded goods sold					
Potato Chips	167.05	113.71	105.38	99.44	-
Chulbule	-	-	-	0.07	1.47
Puff & Rings	84.80	204.18	114.31	74.24	71.58
Pellets	-	-	4.16	5.64	-
Others	4.23	17.13	62.24	-	-
	256.08	**335.02**	**286.09**	**179.39**	**73.05**
Total	**8,968.17**	**7,488.91**	**5,579.03**	**4,481.77**	**3,463.68**

Notes:

i) The figures disclosed above are based on the Restated Consolidated Summary Statements of Profits and Losses of the Group.

ii) The above statement should be read with the notes to Restated Consolidated Summary Statements as appearing in Annexure IV and Statement of Restatement Adjustments to Audited Consolidated Financial Statements appearing in Annexure V.

Excise duty on sales of Potato & Banana Chips and Classic Roasted Peanuts has been reduced from sales in Restated Consolidated Summary Statement of Profits and Losses and excise duty on decrease / (increase) in stock has been considered as (income)/expense in Annexure XXIV of Consolidated restated financial statements

Prataap Snacks Limited (formerly known as Prataap Snacks Private Limited)
Annexure XX
Restated Consolidated Statement of Other Income

(Amount in million)

Particulars	Recurring / Non Recurring	Related / Not related to business activity	For the years ended 31-Mar-17	31-Mar-16	31-Mar-15	31-Mar-14	31-Mar-13
			₹	₹	₹	₹	₹
Interest income on							
Bank deposits	Recurring	Not Related	3.75	2.67	13.55	8.41	6.67
Others	Recurring	Not Related	10.65	3.12	2.49	0.77	0.67
Other Income	Non - Recurring	Not Related	0.05	0.03	0.03	-	-
Exchange differences (net)	Non - Recurring	Related	0.95	1.29	1.57	3.12	-
Total			**15.40**	**7.11**	**17.64**	**12.30**	**7.34**

Notes:

i) The classification of other income as recurring / non-recurring, related / not-related to business activity is based on the current operations and business activity of the Group as determined by the Management.

ii) The figures disclosed above are based on the Restated Consolidated Summary Statements of Profits and Losses of the Group.

iii) The above statement should be read with the notes to Restated Consolidated Summary Statements as appearing in Annexure IV and Statement of Restatement Adjustments to Audited Consolidated Financial Statements appearing in Annexure V.

iv) Following are the amounts of interest income from Directors/Promoters/Promoter Group/Relatives of Promoters/Relatives of Directors/ Entities having significant influence/Subsidiary/ Key Managerial Personnel

(Amount in million)

Particulars	For the years ended 31-Mar-17	31-Mar-16	31-Mar-15	31-Mar-14	31-Mar-13
	₹	₹	₹	₹	₹
Interest income on others					
Mrs. Premlata Kumat	-	0.15	0.15	0.16	0.16
Mr. Apoorva Kumat	-	-	-	-	0.01
Prataap Snacks Employees Welfare Trust	9.94	2.16	1.45	-	-

v) List of persons/entities classified as 'Promoters', 'Relatives of Promoters' and 'Promoter Group Companies' has been determined by the Management and relied upon by the Auditors. The Auditors have not performed any procedure to determine whether the list is accurate and complete.

Prataap Snacks Limited (formerly known as Prataap Snacks Private Limited)
Annexure XXI
Restated Consolidated Statement of Cost of raw material and components consumed

(Amount in million)

Particulars	For the years ended 31-Mar-17	31-Mar-16	31-Mar-15	31-Mar-14	31-Mar-13
	₹	₹	₹	₹	₹
a. Raw material					
Inventory at the beginning of the year	259.88	261.71	264.42	168.24	92.86
Add: Purchases	3,436.02	2,583.00	2,104.72	1,867.13	1,463.14
	3,695.90	2,844.71	2,369.14	2,035.37	1,556.00
Less: sales	20.41	21.78	19.35	10.83	-
Less: inventory at the end of the year	258.57	259.88	261.71	264.42	168.24
Cost of raw material consumed (A)	**3,416.92**	**2,563.05**	**2,088.09**	**1,760.11**	**1,387.76**
b. Packing material					
Inventory at the beginning of the year	205.44	181.21	130.12	140.98	88.51
Add: Purchases	1,977.91	1,806.91	1,474.89	1,147.50	918.23
	2,183.35	1,988.12	1,605.01	1,288.48	1,006.74
Less: sales	19.19	46.43	24.08	17.04	-
Less: inventory at the end of the year	198.45	205.44	181.21	130.12	140.98
Cost of packing material consumed (B)	**1,965.71**	**1,736.25**	**1,399.72**	**1,141.32**	**865.76**
c. Toys					
Inventory at the beginning of the year	79.27	15.28	31.86	7.76	1.79
Add: Purchases	861.63	769.65	317.29	235.35	134.10
	940.90	784.93	349.15	243.11	135.89
Less: sales	14.54	29.31	13.61	5.08	-
Less: inventory at the end of the year	116.44	79.27	15.28	31.86	7.76
Cost of toys consumed (C)	**809.92**	**676.35**	**320.26**	**206.17**	**128.13**
Total (A+B+C)	**6,192.55**	**4,975.65**	**3,808.07**	**3,107.60**	**2,381.65**

Prataap Snacks Limited (formerly known as Prataap Snacks

Annexure XXI

Restated Consolidated Statement of Cost of raw material and components consumed (cont'd.)

(Amount in million)

Particulars	For the years ended				
	31-Mar-17	31-Mar-16	31-Mar-15	31-Mar-14	31-Mar-13
	₹	₹	₹	₹	₹
a. Raw material					
Potato	482.03	355.13	433.21	389.81	324.95
Oil	1,030.61	752.01	653.82	577.44	445.91
Corn	358.32	277.75	143.90	102.76	71.73
Rice	89.03	75.57	73.44	62.39	70.47
Gram	59.75	38.80	24.59	22.39	24.19
Others	1,397.20	1,063.79	759.12	605.31	450.51
Total	**3,416.92**	**2,563.05**	**2,088.08**	**1,760.10**	**1,387.76**
b. Packing material					
Film	1,429.12	1,285.05	1,052.24	863.48	613.81
Box	512.30	429.19	325.65	260.21	229.22
Others	24.29	22.01	21.83	17.63	22.73
Total	**1,965.71**	**1,736.25**	**1,399.72**	**1,141.32**	**865.76**

Details of inventory

(Amount in million)

Particulars	As at				
	31-Mar-17	31-Mar-16	31-Mar-15	31-Mar-14	31-Mar-13
	₹	₹	₹	₹	₹
a. Raw material					
Potato	112.89	135.07	167.53	199.37	115.69
Oil	19.58	13.14	8.64	9.22	5.89
Corn	10.89	5.85	2.13	2.26	1.28
Rice	2.12	1.34	2.10	0.75	1.16
Gram	0.99	1.20	0.88	0.78	1.38
Others	112.10	103.28	80.43	52.05	42.84
Total	**258.57**	**259.88**	**261.71**	**264.43**	**168.24**
b. Packing material					
Film	186.70	194.81	172.55	118.60	129.96
Box	10.47	7.03	5.06	5.80	5.02
Others	1.28	3.61	3.60	5.72	6.00
Total	**198.45**	**205.44**	**181.21**	**130.12**	**140.98**

Notes:

i) The figures disclosed above are based on the Restated Consolidated Summary Statements of Profits and Losses of the Group.

ii) The above statement should be read with the notes to Restated Consolidated Summary Statements as appearing in Annexure IV and Statement of Restatement Adjustments to Audited Consolidated Financial Statements appearing in Annexure V.

Prataap Snacks Limited (formerly known as Prataap Snacks Private Limited)
Annexure XXII
Restated Consolidated Statement of (Increase) / Decrease in Inventories

(Amount in million)

Particulars	For the years ended					(Increase) / decrease For the years ended				
	31-Mar-17	**31-Mar-16**	**31-Mar-15**	**31-Mar-14**	**31-Mar-13**	**31-Mar-17**	**31-Mar-16**	**31-Mar-15**	**31-Mar-14**	**31-Mar-13**
	₹	**₹**	**₹**	**₹**	**₹**	**₹**	**₹**	**₹**	**₹**	**₹**
Inventories at the end of the year										
Finished goods	153.58	113.16	90.24	79.75	99.36	(40.42)	(22.92)	(10.49)	19.61	(34.33)
Traded Goods	4.35	5.44	10.53	4.93	-	1.09	5.09	(5.60)	(4.93)	-
	157.93	**118.60**	**100.77**	**84.68**	**99.36**	**(39.33)**	**(17.83)**	**(16.09)**	**14.67**	**(34.33)**
Inventories at the beginning of the year										
Finished goods	113.16	90.24	79.75	99.36	65.03	(22.92)	(10.49)	19.61	(34.33)	(48.52)
Traded Goods	5.44	10.53	4.93	-	-	5.09	(5.60)	(4.93)	-	-
	118.60	**100.77**	**84.68**	**99.36**	**65.03**	**(17.84)**	**(16.09)**	**14.67**	**(34.33)**	**(48.52)**
(Increase)/decrease in inventories	**(39.33)**	**(17.82)**	**(16.09)**	**14.68**	**(34.33)**	**21.51**	**1.73**	**30.76**	**(49.00)**	**(14.19)**

Details of purchase of traded goods

(Amount in million)

Particulars	For the years ended				
	31-Mar-17	**31-Mar-16**	**31-Mar-15**	**31-Mar-14**	**31-Mar-13**
	₹	**₹**	**₹**	**₹**	**₹**
Potato Chips	146.26	100.46	92.41	94.18	-
Chulbule	-	-	-	0.06	1.17
Puff & Rings	63.11	150.64	93.38	62.97	59.35
Pellets	-	-	-	4.80	-
Others	3.55	12.58	62.07	-	-
Total	**212.92**	**263.68**	**247.86**	**162.01**	**60.52**

Details of inventory

(Amount in million)

Particulars	As at				
	31-Mar-17	**31-Mar-16**	**31-Mar-15**	**31-Mar-14**	**31-Mar-13**
	₹	**₹**	**₹**	**₹**	**₹**
Finished goods					
Potato Chips	27.69	21.60	26.29	24.38	29.84
Chulbule	19.44	16.73	10.29	14.87	26.55
Puff & Rings	66.68	39.15	28.19	21.60	22.45
Namkeen	29.40	28.82	20.57	13.05	14.50
Pellets	8.70	6.86	4.84	5.82	2.38
Others	1.68	-	0.06	0.03	3.64
Total	**153.58**	**113.16**	**90.24**	**79.75**	**99.36**
Traded goods					
Potato Chips	4.28	4.41	6.49	3.67	-
Puff & Rings	-	0.87	0.98	1.17	-
Wheels	-	-	-	0.09	-
Others	0.07	0.16	3.07	-	-
Total	**4.35**	**5.44**	**10.53**	**4.93**	**-**

Notes:

i) The figures disclosed above are based on the Restated Consolidated Summary Statements of Profits and Losses of the Group.

ii) The above statement should be read with the notes to Restated Consolidated Summary Statements as appearing in Annexure IV and Statement of Restatement Adjustments to Audited Consolidated Financial Statements appearing in Annexure V.

Prataap Snacks Limited (formerly known as Prataap Snacks Private Limited)
Annexure XXIII
Restated Consolidated Statement of Employee benefits expense

(Amount in million)

Particulars	For the years ended				
	31-Mar-17	31-Mar-16	31-Mar-15	31-Mar-14	31-Mar-13
	₹	₹	₹	₹	₹
Salaries, wages, bonus and other benefits	218.69	164.43	120.95	80.28	48.71
Contribution to provident and other funds	13.01	8.80	7.83	5.64	3.92
Gratuity expense (refer Annexure XXXVII)	7.29	5.00	3.48	0.70	0.81
Workmen & staff welfare expenses	13.69	9.21	5.06	2.79	1.42
Total	**252.68**	**187.44**	**137.32**	**89.41**	**54.86**

Notes:

i) The figures disclosed above are based on the Restated Consolidated Summary Statements of Profits and Losses of the Group.

ii) The above statement should be read with the notes to Restated Consolidated Summary Statements as appearing in Annexure IV and Statement of Restatement Adjustments to Audited Consolidated Financial Statements appearing in Annexure V.

iii) Following are the amounts paid to Directors/Promoters/Promoter Group/Relatives of Promoters/Relatives of Directors/ Entities having significant influence /Subsidiary / Key Managerial Personnel

(Amount in million)

Particulars	For the years ended				
	31-Mar-17	31-Mar-16	31-Mar-15	31-Mar-14	31-Mar-13
	₹	₹	₹	₹	₹
Salaries, wages, bonus and other benefits					
Mr. Arvind Mehta	5.00	3.13	1.20	0.59	0.59
Mr. Amit Kumat	5.00	3.13	1.20	0.59	0.59
Mr. Apoorva Kumat	5.00	3.13	1.20	0.59	0.59

iv) List of persons/entities classified as 'Promoters', 'Relatives of Promoters' and 'Promoter Group Companies' has been determined by the Management and relied upon by the Auditors. The Auditors have not performed any procedure to determine whether the list is accurate and complete.

Prataap Snacks Limited (formerly known as Prataap Snacks Private Limited)
Annexure XXIV
Restated Consolidated Statement of Other Expenses

(Amount in million)

Particulars	For the years ended				
	31-Mar-17	31-Mar-16	31-Mar-15	31-Mar-14	31-Mar-13
	₹	₹	₹	₹	₹
Consumption of stores, spares and other consumables	142.79	147.72	101.07	77.71	62.10
Increase/ (decrease) of excise duty on inventory (refer Annexure XIX)	0.18	(0.07)	(0.25)	0.26	0.18
Security charges	18.95	15.19	12.31	10.81	8.00
Housekeeping charges	9.52	9.16	6.35	6.14	4.37
Power and fuel	210.79	181.20	155.88	157.66	142.03
Contract labour charges	261.28	184.02	146.96	106.00	61.67
Freight and forwarding charges	724.67	575.46	394.72	395.06	309.14
Rent / Lease rent (refer Annexure XXXVI)	69.56	37.93	30.70	14.27	8.73
Rates and taxes	2.04	1.92	1.94	1.57	18.31
Insurance charges	4.50	3.00	2.10	1.52	1.59
Job work charges	23.61	-	-	-	-
Repairs and maintenance					
-Plant and machinery	23.06	24.68	14.62	16.80	13.18
-Buildings	10.32	8.39	7.69	6.65	2.94
-Others	14.07	10.62	4.27	3.93	2.80
Advertisement and sales promotion	368.08	303.19	122.40	36.28	26.16
Bad Debts / Sundry debit balances written off	1.78	0.09	-	1.08	0.05
Provision for doubtful receivables and advances	5.87	2.22	3.99	2.83	2.46
Provision for impairment of tangible assets	-	-	-	0.50	-
Exchange differences (net)	-	-	-	-	1.14
Travelling and conveyance	22.62	18.18	30.13	19.07	11.28
Printing and stationery	2.81	1.65	1.24	0.99	0.89
Legal and professional fees	56.38	46.75	17.08	4.33	8.09
Payment to auditor (refer details below)	4.16	4.10	3.24	3.01	2.65
Preliminary Expenditure Written off	-	-	-	-	-
Loss on sale of property, plant and equipments	3.46	3.17	2.26	0.43	-
Property, plant and equipments written off	0.05	-	0.02	4.64	-
Corporate social responsibility expenditure (refer Annexure XXXXI)	3.81	2.53	2.39	-	-
Directors Sitting Fees	1.56	-	-	-	-
Other expenses	25.74	16.63	11.15	9.37	11.74
Total	**2,011.66**	**1,597.73**	**1,072.26**	**880.91**	**699.50**

Prataap Snacks Limited (formerly known as Prataap Snacks Private Limited)
Annexure XXIV
Restated Consolidated Statement of Other Expenses (cont'd.)

Payment to auditor (inclusive of service tax)

(Amount in million)

Particulars	For the years ended				
	31-Mar-17	31-Mar-16	31-Mar-15	31-Mar-14	31-Mar-13
	₹	₹	₹	₹	₹
Audit fee	3.58	3.55	2.79	2.58	2.25
Tax audit fee	0.46	0.47	0.40	0.40	0.34
Certification	0.04	0.03	-	-	-
Reimbursement of expenses	0.08	0.05	0.05	0.03	0.06
	4.16	**4.10**	**3.24**	**3.01**	**2.65**

Notes:

i) The figures disclosed above are based on the Restated Consolidated Summary Statements of Profits and Losses of the Group.

ii) The above statement should be read with the notes to Restated Consolidated Summary Statements as appearing in Annexure IV and Statement of Restatement Adjustments to Audited Consolidated Financial Statements appearing in Annexure V.

iii) Following are the amounts paid to Directors/Promoters/Promoter Group/Relatives of Promoters/Relatives of Directors/ Entities having significant influence /Subsidiary / Key Managerial Personnel

(Amount in million)

Particulars	For the years ended				
	31-Mar-17	31-Mar-16	31-Mar-15	31-Mar-14	31-Mar-13
	₹	₹	₹	₹	₹
Travelling and conveyance - Hotel expense paid					
Mr. Arvind Mehta	-	0.02	-	-	-
Rent / Lease rent - Rent paid					
Mrs. Kanta Mehta	1.74	-	-	-	-

iv) List of persons/entities classified as 'Promoters', 'Relatives of Promoters' and 'Promoter Group Companies' has been determined by the Management and relied upon by the Auditors. The Auditors have not performed any procedure to determine whether the list is accurate and complete.

Prataap Snacks Limited (formerly known as Prataap Snacks Private Limited)
Annexure XXV
Restated Consolidated Statement of Depreciation and Amortisation Expense

(Amount in million)

Particulars	For the years ended				
	31-Mar-17	**31-Mar-16**	**31-Mar-15**	**31-Mar-14**	**31-Mar-13**
	₹	₹	₹	₹	₹
Depreciation of property, plant and equipments	220.23	178.34	152.10	115.76	67.47
Amortisation of intangible assets	29.63	1.53	1.28	0.99	0.72
Total	**249.86**	**179.87**	**153.38**	**116.75**	**68.19**

Notes:

i) The figures disclosed above are based on the Restated Consolidated Summary Statements of Profits and Losses of the Group.

ii) The above statement should be read with the notes to Restated Consolidated Summary Statements as appearing in Annexure IV and Statement of Restatement Adjustments to Audited Consolidated Financial Statements appearing in Annexure V.

Prataap Snacks Limited (formerly known as Prataap Snacks Private Limited)
Annexure XXVI
Restated Consolidated Statement of Finance Cost

(Amount in million)

Particulars	For the years ended				
	31-Mar-17	**31-Mar-16**	**31-Mar-15**	**31-Mar-14**	**31-Mar-13**
	₹	₹	₹	₹	₹
Interest	41.85	44.21	60.43	42.82	31.47
Interest - Others	0.41	1.36	-	0.41	0.59
Bank and financial charges	2.58	7.12	2.83	4.02	4.02
Exchange differences on buyers credit	-	6.15	-	-	-
Total	**44.84**	**58.84**	**63.26**	**47.25**	**36.08**

Notes:

i) The figures disclosed above are based on the Restated Consolidated Summary Statements of Profits and Losses of the Group.

ii) The above statement should be read with the notes to Restated Consolidated Summary Statements as appearing in Annexure IV and Statement of Restatement Adjustments to Audited Consolidated Financial Statements appearing in Annexure V.

Prataap Snacks Limited (formerly known as Prataap Snacks Private Limited)
Annexure XXVII
Consolidated Statement of Contingent Liabilities

Contingent liabilities not provided for (as per AS 29 - Provisions, Contingent Liabilities and Contingent Assets)

(Amount in million)

Particulars	As at				
	31-Mar-17	31-Mar-16	31-Mar-15	31-Mar-14	31-Mar-13
	₹	₹	₹	₹	₹
Disputed Income Tax liability*	1.27	-	-	-	-
Disputed Value Added Tax liability**	0.45	-	-	-	-
Disputed Central Sales Tax liability ***	0.43	2.22	8.48	-	-

* Income tax demand comprise demand from the Income tax department for adhoc disallowance of packing material expense and addition under Section 68 of the Income Tax Act, 1961 on account of share capital and share premium received holding the same as unexplained cash credit for AY 2010-11. The Holding Company has filed an appeal before the CIT(A).

** Value added tax demand comprise demand from the Commercial taxes department for FY 2014-15. The Holding Company has filed an appeal under the Section 46 of M.P. VAT Act requesting for relief. The Holding Company has contended in its appeal that:
a) Input tax rebate has been rightly claimed but the assessing officer has reduced the same without allowing proper opportunity of being heard
b) The Holding Company has purchased the goods from registered dealer after payment of tax at full rate, payment to selling dealer was made through account payee cheque, registration number of selling dealer was live on date of purchases, the selling dealer deposited the tax in the Government exchequer. Hence no value added tax expense has been accrued in the financial statements for the value added tax demand raised.

*** Central Sales tax demand comprise demand from the Central Sales tax authorities for disallowance of sales made at concessional rates on account of non-submission of C-Forms and demand of differential tax for FY 2012-13 and 2013-14. The Holding Company has filed an application under the Section 34-A of M.P. VAT Act requesting for grant of further time to furnish the remaining declaration forms upon payment of 10% of the disputed amount. The Holding Company will be producing the required forms and supporting documentary evidences within the time granted. Hence no Central Sales tax expense has been accrued in the financial statements for the Central Sales tax demand raised.

Prataap Snacks Limited (formerly known as Prataap Snacks Private Limited)
Annexure XXVIII
Consolidated Statement of Capital and Other Commitments

1. Estimated amount of contracts remaining to be executed on capital account and not provided for:

(Amount in million)

Particulars	For the years ended				
	31-Mar-17	31-Mar-16	31-Mar-15	31-Mar-14	31-Mar-13
	₹	₹	₹	₹	₹
The Group has capital commitments (net of advances) relating to Boiler plant, Guwahati , Bangalore, Piplya Lohar and Indore plant and the enhancement in the manufacturing capacity of Chips, Namkeen, Puff, Rings etc.	109.25	134.09	138.07	201.99	50.15

2. Other Commitments:

(Amount in million)

Particulars	For the years ended				
	31-Mar-17	31-Mar-16	31-Mar-15	31-Mar-14	31-Mar-13
	₹	₹	₹	₹	₹
a) The Group has a commitment relating to lease rent on land obtained on an operating lease for 9 years (Malhar land) , 5 years (Boiler land at Indore), 10 years (Guwahati land) and 15 years (Tillore land) respectively as follows:					
Minimum lease payment as at 31st March					
(i) Not later than one year	26.92	29.83	23.52	19.55	5.16
(ii) Later than one year	217.41	285.00	261.71	253.61	49.05
b) Preservation charges payable to cold storage owners	16.32	15.90	18.39	21.47	11.92

Prataap Snacks Limited (formerly known as Prataap Snacks Private Limited)
Annexure XXIX
Restated Consolidated Statement of Segment information

Based on the guiding principles given in AS 17, the Group's primary business segment is "Snacks Food" and hence disclosure of segment-wise information is not required under AS 17.

The Group’s secondary segments are the geographic distribution of activities. Revenue and receivables are specified by location of customers while the other geographic information is specified by location of the assets. The following tables present revenue, expenditure and certain asset information regarding the Group’s geographical segments:

(Amount in million)

	31-Mar-17			31-Mar-16			31-Mar-15			31-Mar-14			31-Mar-13		
	Domestic	Export	Total	Domestic	Export	Total	Domestic	Export	Total	Domestic	Export	Total	Domestic	Export	Total
	₹	₹	₹	₹	₹	₹	₹	₹	₹	₹	₹	₹	₹	₹	₹
Revenue	9,029.95	24.62	9,054.57	7,573.52	5.49	7,579.01	5,601.19	4.52	5,605.71	4,467.14	1.31	4,468.45	3,440.88	3.96	3,444.84
Carrying amount of Segment Assets	4,268.72	3.03	4,271.75	3,412.00	2.01	3,414.01	2,988.56	2.75	2,991.31	2,797.93	0.86	2,798.79	2,219.79	0.86	2,220.65
Total assets															
Capital expenditure:															
Property, plant and equipments	469.44	-	469.44	294.88	-	294.88	366.38	-	366.38	302.90	-	302.90	687.84	-	687.84
Intangible assets	102.54	-	102.54	1.14	-	1.14	2.07	-	2.07	1.12	-	1.12	3.82	-	3.82

Prataap Snacks Limited (formerly known as Prataap Snacks Private Limited)
Annexure XXX
Restated Consolidated Statement of Related Party Transactions

Names of related parties and related party relationship

Related Parties with whom transactions have taken place during the year:

Enterprises having substantial interest:	SCI Growth Investment II (from 26 December 2011)
Key Management Personnel:	Mr. Amit Kumat, Managing Director and Chief Executive Officer Mr. Arvind Mehta, Chairman & Executive Director
Relatives of Key Management Personnel	Mr. Apoorva Kumat, Brother of Mr. Amit Kumat Mrs. Premlata Kumat, Mother of Mr. Amit Kumat Mrs. Kanta Mehta, Wife of Mr. Arvind Mehta
Enterprises over which Key Management Personnel are able to exercise significant influence	Prakash Snacks Private Limited Prataap Snacks Employees Welfare Trust

Related party transactions:
The following table provides the total amount of transactions that have been entered into with related parties for the relevant financial year:

(Amount in million)

Transactions / Balances	31-Mar-17	31-Mar-16	31-Mar-15	31-Mar-14	31-Mar-13
	₹	₹	₹	₹	₹
A. Enterprises having substantial interest					
Preference Dividend					
SCI Growth Investment II#	-	-	-	-	-
Allotment of CCPS including premium thereon					
SCI Growth Investment II	-	-	-	-	234.28
Closing balance					
Dividend payable					
SCI Growth Investment II#	-	-	-	-	-
B. Key Management Personnel					
Reimbursement of Expenses to					
Mr Arvind Mehta	-	0.02	-	-	-
Remuneration					
Mr. Arvind Mehta	5.00	3.13	1.20	0.59	0.59
Mr. Amit Kumat *	5.00	3.13	1.20	0.59	0.59
Closing balance					
Guarantee given to Banks for loans taken by the Group					
Mr. Arvind Mehta	-	-	-	-	-

Prataap Snacks Limited (formerly known as Prataap Snacks Private Limited)
Annexure XXX
Restated Consolidated Statement of Related Party Transactions (cont'd.)

(Amount in million)

Transactions / Balances	31-Mar-17	31-Mar-16	31-Mar-15	31-Mar-14	31-Mar-13
	₹	₹	₹	₹	₹
C. Relatives of Key Management Personnel					
Interest Income					
Mrs. Premlata Kumat	-	0.15	0.15	0.16	0.16
Mr. Apoorva Kumat	-	-	-	-	0.01
Reimbursement of Expenses from					
Mrs. Kanta Mehta	-	-	-	0.50	-
Remuneration					
Mr. Apoorva Kumat	5.00	3.13	1.20	0.59	0.59
Rent Paid					
Mrs. Kanta Mehta	1.74	3.66	3.44	1.28	-
Loan Repaid					
Mrs. Premlata Kumat (with interest)	-	2.65	0.15	0.32	0.37
Mr.Apoorva Kumat (with interest)	-	-	-	0.01	-
Security deposit paid					
Mrs. Kanta Mehta	-	-	-	0.75	-
Security Deposit Refunded					
Mrs. Kanta Mehta	0.75	-	-	-	-
Purchase of Freehold Land					
Mrs. Kanta Mehta	22.50	-	-	-	-
Closing balance					
Outstanding Loan Receivable					
Mrs. Premlata Kumat **	-	-	2.50	2.50	2.66
Mr.Apoorva Kumat **	-	-	-	-	0.01
Security deposit					
Mrs. Kanta Mehta	-	0.75	0.75	0.75	-
D. Enterprises over which Key Management Personnel are able to exercise significant influence					
Interest Income					
Prataap Snacks Employees Welfare Trust	9.94	2.16	1.45	-	-
Loan Given					
Prataap Snacks Employees Welfare Trust	112.20	-	22.51	-	-
Loan Repaid					
Prataap Snacks Employees Welfare Trust	5.40	-	-	-	-
Trade Advance Repaid					
Prakash Snacks Private Limited	-	-	-	5.64	-
Closing balance					
Outstanding Loan Receivable					
Prataap Snacks Employees Welfare Trust **	142.86	26.12	23.96	-	-
Trade Advance					
Prakash Snacks Private Limited	-	-	-	-	5.64

Prataap Snacks Limited (formerly known as Prataap Snacks Private Limited)
Annexure XXX
Restated Consolidated Statement of Related Party Transactions (cont'd.)

(Amount in million)

Particulars	31-Mar-17	31-Mar-16	31-Mar-15	31-Mar-14	31-Mar-13
	₹	₹	₹	₹	₹
*Mr Amit Kumat has submitted letter waiving off his remuneration which has been accepted by the board as follows:	-	-	0.60	1.21	1.21
**Includes interest accrued with respect to loan given to:					
Mrs. Premlata Kumat	-	-	-	-	0.16
Mr. Apoorva Kumat	-	-	-	-	0.01
Prataap Snacks Employees Welfare Trust	13.55	3.61	1.45	-	-

Particulars	31-Mar-17	31-Mar-16	31-Mar-15	31-Mar-14	31-Mar-13
	₹	₹	₹	₹	₹
# Amount in ₹ denotes					
Preference dividend					
SCI Growth Investment II	98.00	98.00	98.00	97.00	81.00
Dividend payable					
SCI Growth Investment II	472.00	374.00	276.00	178.00	81.00

Prataap Snacks Limited (formerly known as Prataap Snacks Private Limited)
Annexure XXXI
Consolidated Statement of Dividend Paid

Particulars	For the years ended				
	31-Mar-17	31-Mar-16	31-Mar-15	31-Mar-14	31-Mar-13
Class of Shares					
Equity Shares					
Equity Shares of ₹1 each (All previous years: ₹10 each) - Numbers	1,90,54,560	3,12,766	3,12,766	3,08,000	3,08,000
Amount (₹ in million)	19.06	3.13	3.13	3.08	3.08
Final Dividend					
Rate of Dividend (%)	0%	0%	0%	0%	0%
Dividend per share (₹)	-	-	-	-	-
Amount of dividend (₹)	-	-	-	-	-
Corporate dividend tax (₹)	-	-	-	-	-
Interim Dividend					
Rate of Dividend (%)	0%	0%	0%	0%	0%
Dividend per share (₹)	-	-	-	-	-
Amount of dividend (₹)	-	-	-	-	-
Corporate dividend tax (₹)	-	-	-	-	-
Preference Shares					
Preference Shares - Numbers (₹100 each)	1,15,504	1,15,504	1,15,504	1,15,504	1,01,025
Amount (₹ in million)	11.55	11.55	11.55	11.55	10.10
Final Dividend					
Rate of Dividend (%)	0.001%	0.001%	0.001%	0.001%	0.001%
Dividend per share (₹)	0.001	0.001	0.001	0.001	0.001
Amount of dividend (₹)	116.00	115.50	115.50	101.00	81.00
Dividend distribution tax (₹)	24.00	24.00	24.00	18.00	13.00

Note:

The above statement should be read with the notes to Restated Consolidated Summary Statements as appearing in Annexure IV.

Prataap Snacks Limited (formerly known as Prataap Snacks Private Limited)
Annexure XXXII
Restated Consolidated Statement of Accounting Ratios

Particulars		For the years ended				
		31-Mar-17	31-Mar-16	31-Mar-15	31-Mar-14	31-Mar-13
Accounting ratios prior to conversion of CCPS, consolidation of equity shares and issue of bonus shares (refer note iv below):						
Earnings Per Share (EPS) - Basic and Diluted						
Restated Profit after tax (₹ in million)		98.93	273.73	99.02	53.79	148.72
Less : dividend on compulsorily convertible preference shares & tax thereon (₹ in million) *		-	-	-	-	-
Net profit for calculation of basic EPS (₹ in million)	A	98.93	273.73	99.02	53.79	148.72
Weighted average number of equity shares	B	1,89,90,515	1,87,65,960	1,86,82,914	1,84,80,000	1,84,80,000
EPS (in ₹) - Basic	**A/B**	**5.21**	**14.59**	**5.30**	**2.91**	**8.05**
Net profit for calculation of diluted EPS (₹ in million)	C	98.93	273.73	99.02	53.79	148.72
Weighted average number of equity shares		1,89,90,515	1,87,65,960	1,86,82,914	1,84,80,000	1,84,80,000
Effect of dilution:						
Compulsorily convertible preference shares		69,30,240	69,30,240	69,30,240	61,61,465	49,92,445
Weighted average number of equity shares	D	2,59,20,755	2,56,96,200	2,56,13,154	2,46,41,465	2,34,72,445
EPS (in ₹) - Diluted	**C/D**	**3.82**	**10.65**	**3.87**	**2.18**	**6.34**
Return on Net Worth						
Restated Profit for the year (₹ in million)	E	98.93	273.73	99.02	53.79	148.72
Net worth at the end of the year (₹ in million)	F	2,383.43	2,172.33	1,896.10	1,772.77	1,468.99
Return on Net Worth (%)	E/F * 100	**4.15%**	**12.60%**	**5.22%**	**3.03%**	**10.12%**
Net Asset Value Per Equity Share						
Net worth at the end of the year (₹ in million)	G	2,383.43	2,172.33	1,896.10	1,772.77	1,468.99
Number of equity shares outstanding at the end of the year	H	1,90,54,560	1,87,65,960	1,87,65,960	1,84,80,000	1,84,80,000
Net Asset Value Per Equity Share (in ₹)	G/H	**125.08**	**115.76**	**101.04**	**95.93**	**79.49**
Accounting ratios post conversion of CCPS, consolidation of equity shares and issue of bonus shares (refer note iv below):						
Number of equity shares		1,89,90,515	1,87,65,960	1,86,82,914	1,84,80,000	1,84,80,000
Conversion of CCPS to Equity		69,30,240	69,30,240	69,30,240	69,30,240	69,30,240
Consolidation of equity shares		51,84,151	51,39,240	51,22,631	50,82,048	50,82,048
Issue of Bonus shares		1,55,52,453	1,54,17,720	1,53,67,893	1,52,46,144	1,52,46,144
Weighted average number of equity shares	I	2,07,36,604	2,05,56,960	2,04,90,524	2,03,28,192	2,03,28,192
EPS (in ₹) - Basic	**A/I**	**4.77**	**13.32**	**4.83**	**2.65**	**7.32**
Net profit for calculation of diluted EPS (₹ in million)	J	98.93	273.73	99.02	53.79	148.72
Weighted average number of equity shares	K	2,07,36,604	2,05,56,960	2,04,90,524	2,03,28,192	2,03,28,192
EPS (in ₹) - Diluted	**J/K**	**4.77**	**13.32**	**4.83**	**2.65**	**7.32**
Return on Net Worth						
Restated Profit for the year (₹ in million)	L	98.93	273.73	99.02	53.79	148.72
Net worth at the end of the year (₹ in million)	M	2,383.43	2,172.33	1,896.10	1,772.77	1,468.99
Return on Net Worth (%)	L/M * 100	**4.15%**	**12.60%**	**5.22%**	**3.03%**	**10.12%**
Net Asset Value Per Equity Share						
Net worth at the end of the year (₹ in million)	N	2,383.43	2,172.33	1,896.10	1,772.77	1,468.99
Number of equity shares outstanding at the end of the year	O	2,07,87,840	2,05,56,960	2,05,56,960	2,03,28,192	2,03,28,192
Net Asset Value Per Equity Share (in ₹)	N/O	**114.66**	**105.67**	**92.24**	**87.21**	**72.26**

* Amount in ₹ denotes		140.00	140.00	136.00	119.00	94.00

Notes:

i) Formula:

Earnings per Share (₹) = $\frac{\text{Profit after tax (as restated)}}{\text{Weighted Average No. of equity shares}}$

Diluted Earnings Per Share (₹) = $\frac{\text{Profit after tax (as restated after adjustments for diluted)}}{\text{Weighted Average dilutive No. of equity shares}}$

Return on Net Worth (%) = $\frac{\text{Profit after tax (as restated)}}{\text{Net Worth at the end of the year}}$

Net Assets Value per Equity Share (₹) = $\frac{\text{Net Worth at the end of the year}}{\text{Total number of equity shares outstanding at the end of the year}}$

ii) Net worth for ratios mentioned represents sum of paid-up share capital, reserves and surplus (securities premium, general reserve and surplus in the Statement of Profits and Losses).

iii) Earnings per share calculations are in accordance with Accounting Standard 20 - Earnings per share ('AS 20'), notified under Section 133 of the Act, read together with paragraph 7 of the Companies (Accounts) Rules, 2014, as amended. As per AS 20, in case of bonus shares, the number of shares outstanding before the event is adjusted for the proportionate change in the number of equity shares outstanding as if the event has occurred at the beginning of the earliest period reported. Weighted average number of equity shares outstanding during all the previous years have been considered accordingly.

iv) Subsequent to 31 March 2017:
(a) The Company has consolidated equity shares from ₹1 to ₹5 and issued and allotted bonus shares in the ratio of 3 (three) equity shares for every 1 (One) equity share held by the equity shareholders of the Company, which has been approved in the extra-ordinary general meeting of the Company held on 3 June 2017.
(b) The Company has converted compulsory convertible preference shares (“CCPS”) into equity shares in the ratio of 60(sixty) equity shares for every 1(one) CCPS share held by CCPS shareholder which has been approved in the board meeting held on 26 May 2017.
(c) The Company has issued 5.33 lakhs equity shares having face value of ₹5 each at a premium of ₹933.0863 to Malabar India Fund Limited and Malabar Value Fund which has been approved by the shareholders in the extra-ordinary general meeting of the Company held on 12 August 2017.

v) The figures disclosed above are based on the Restated Consolidated Summary Statements of the Group.

vi) The above statement should be read with the notes to Restated Consolidated Summary Statements as appearing in Annexure IV.

Prataap Snacks Limited (formerly known as Prataap Snacks Private Limited)
Annexure XXXIII
Consolidated Capitalisation Statement

(Amount in million)

Particulars	Pre IPO as at 31 March 2017	As adjusted for IPO (refer Note ii) below)
	₹	₹
Borrowings		
Long-term borrowings	388.51	
Current maturities of Long-term borrowings	147.63	
Short-term borrowings	267.54	
Total (A)	**803.68**	
Shareholders' funds:		
Equity share capital	30.61	
Reserves and surplus	2,352.82	
Total (B)	**2,383.43**	
Debt / Equity ratio - (A) / (B)	**0.34**	

Notes :

i) The above ratios has been computed on the basis of the Restated Summary Statement of Assets and Liablities as of 31 March 2017 on consolidated basis.

ii) The corresponding Post IPO capitalisation data for each of the amounts given in the above table is not determinable at this stage pending the completion of the Book Building Process and hence the same has not been provided in the above statement.

Prataap Snacks Limited (formerly known as Prataap Snacks Private Limited)
Annexure XXXIV
Consolidated Statement of Capitalisation of expenditure

During the year, the Group has capitalised the following expenses of revenue nature to the cost of property, plant & equipments/ capital work-in-progress (CWIP). Consequently, expenses disclosed under the respective notes are net of amounts capitalised by the Group.

(Amount in million)

Particulars	For the years ended				
	31-Mar-17	31-Mar-16	31-Mar-15	31-Mar-14	31-Mar-13
	₹	₹	₹	₹	₹
Travelling expenses	-	-	0.34	0.16	-
Security charges	-	0.30	-	-	-
Labour Charges	0.17	0.30	-	-	-
Rent	-	24.65	10.64	9.96	-
Legal and Professional expenses	5.44	2.62	1.73	2.50	-
Power and fuel	-	0.09	0.57	2.83	-
Salary and gratuity expense	2.29	-	-	-	-
Interest on borrowings	8.73	-	-	-	-
Insurance expenses	0.21	-	0.10	-	-
Miscellaneous expenses	2.55	0.36	0.05	-	-
Total	**19.39**	**28.32**	**13.43**	**15.45**	**-**

Prataap Snacks Limited (formerly known as Prataap Snacks Private Limited)
Annexure XXXV
Share issue expenses recoverable

The Holding Company has so far incurred in the year ended 31 March 2017 share issue expenses of ₹43.98 million in connection with proposed public offer of equity shares. In accordance with the Act and also as per the Offer Agreement entered between the Holding Company and the selling shareholders, the selling shareholders shall reimburse the share issue expenses in proportion to the respective shares offered for sale. Accordingly, the Holding Company will partly recover the expenses incurred in connection with the Issue on completion of Initial Public Offer (IPO). The Holding Company's share of expenses shall be adjusted against securities premium to the extent permissible under Section 52 of the Act on successful completion of IPO. The entire amount has been carried forward and disclosed under the head 'Other Current Assets' as Share Issue Expenses (to the extent of not written off or adjusted). The amount which is receivable from the selling shareholders is not disclosed separately as the amount is not determinable at this stage pending the completion of the book building process.

Prataap Snacks Limited (formerly known as Prataap Snacks Private Limited)
Annexure XXXVI
Consolidated Statement of Operating Leases

(Amount in million)

Particulars	For the years ended				
	31-Mar-17	31-Mar-16	31-Mar-15	31-Mar-14	31-Mar-13
	₹	₹	₹	₹	₹
Lease payments for the year	32.40	22.03	12.70	6.88	3.81
Future minimum lease payment for non-cancellable operating lease as at 31st March					
(a) Not Later than one year	29.86	27.75	13.56	11.73	3.18
(b) Later than one year but not later than five years	127.58	127.35	57.78	55.75	15.13
(c) Later than five years	98.91	102.00	47.46	65.32	14.79

General description of the leasing arrangement:
1. Leased Assets: Factory building and warehouses.
2. Future lease rentals are determined on the basis of agreed terms.
3. Esclation rate ranges between 7% to 15%.
4. Agreements have a lock-in period of 5 to 10 years, subsequent to which the lessor and lessee has an option to cancel the same.
5. There are no restrictions imposed by lease arragements. There are no subleases.

Prataap Snacks Limited (formerly known as Prataap Snacks Private Limited)
Annexure XXXVII
Consolidated Statement of Details of Employee Benefits - Holding Company

I. Defined benefit plan Gratuity (Non Funded)

The Holding Company has a defined benefit gratuity plan. Every employee who has completed five years or more of service gets gratuity on retirement at 15 days of last drawn salary for each completed year of service. The aforesaid liability is provided for on the basis of an actuarial valuation made at the end of the financial year. The gratuity plan is non funded.

The following tables summaries the components of net benefit expense recognised in the Restated Consolidated Summary Statements of Profits and Losses and the non funded status and amounts recognised in the Restated Consolidated Summary Statements of Assets and Liabilities for the plan.

a. The amounts recognised in the Restated Consolidated Summary Statements of Profits and Losses are as follows:

Defined Benefit Plan **(Amount in million)**

Particulars	For the years ended				
	31-Mar-17	**31-Mar-16**	**31-Mar-15**	**31-Mar-14**	**31-Mar-13**
	₹	₹	₹	₹	₹
Current service cost	2.48	1.08	0.89	0.83	0.28
Interest cost on benefit obligation	0.87	0.48	0.34	0.23	0.13
Net actuarial (gain) / loss recognised in the year	3.94	3.44	2.25	(0.36)	0.40
Amount included under the head Employee benefits expense (refer Annexure XXIII)	**7.29**	**5.00**	**3.48**	**0.70**	**0.81**

b. The amounts recognised in the Restated Consolidated Summary Statements of Assets and Liabilities are as follows:

(Amount in million)

Particulars	As at				
	31-Mar-17	**31-Mar-16**	**31-Mar-15**	**31-Mar-14**	**31-Mar-13**
	₹	₹	₹	₹	₹
Liability included under the head Provisions in Annexure 'XI'	18.36	11.14	6.20	2.80	2.10

c. Changes in the present value of the defined benefit obligation representing reconciliation of opening and closing balance thereof are as follows:

(Amount in million)

Particulars	As at				
	31-Mar-17	**31-Mar-16**	**31-Mar-15**	**31-Mar-14**	**31-Mar-13**
	₹	₹	₹	₹	₹
Opening defined benefit obligation	11.14	6.20	2.80	2.10	1.29
Interest cost	0.87	0.48	0.34	0.23	0.13
Current service cost	2.48	1.08	0.89	0.83	0.28
Benefits paid	(0.07)	(0.06)	(0.08)	-	-
Actuarial (gains) / losses on obligation	3.94	3.44	2.25	(0.36)	0.40
Closing defined benefit obligation	**18.36**	**11.14**	**6.20**	**2.80**	**2.10**

Prataap Snacks Limited (formerly known as Prataap Snacks Private Limited)
Annexure XXXVII
Consolidated Statement of Details of Employee Benefits - Holding Company (cont'd.)

d. The principal actuarial assumptions at the reporting date:

Particulars	31-Mar-17	31-Mar-16	31-Mar-15	31-Mar-14	31-Mar-13
Discount rate	7.10%	7.80%	7.90%	9.35%	8.05%
Expected rate of salary increase	7.00%	7.00%	7.00%	6.00%	6.00%
Mortality table	Indian Assured Lives Mortality (2006-08) Ultimate	Indian Assured Lives Mortality (2006-08) Ultimate	Indian Assured Lives Mortality (2006-08) Ultimate	Indian Assured Lives Mortality (2006-08) Ultimate	Indian Assured Lives Mortality (2006-08) Ultimate
Proportion of employees opting for early retirement	15% to 3%	15% to 3%	5% to 2%	5% to 2%	5% to 2%

Notes :

1. The estimates of future salary increases considered in actuarial valuation takes into account the inflation, seniority, promotion and other relevant factors such as supply and demand in the employment market.

2. Amounts for the current and previous four periods are as follows: [AS15 Para 120(n)]

(Amount in million)

Particulars	31-Mar-17	31-Mar-16	31-Mar-15	31-Mar-14	31-Mar-13
	₹	₹	₹	₹	₹
Defined benefit obligation	18.36	11.14	6.20	2.80	2.10
Surplus / (deficit)	(18.36)	(11.14)	(6.20)	(2.80)	(2.10)
Experience adjustments on plan liabilities	3.28	2.92	0.48	0.19	0.23

II. Defined contribution Plans :
(i) Provident Fund is a defined contribution scheme established under a state plan.

(ii) Defined Contribution Plan
Current service cost included under the head Contribution to provident and other funds in Employee benefits expense (refer Annexure XXIII)

(Amount in million)

Particulars	For the years ended				
	31-Mar-17	31-Mar-16	31-Mar-15	31-Mar-14	31-Mar-13
	₹	₹	₹	₹	₹
Provident Fund	3.40	2.11	1.89	1.43	0.96
Family Pension Fund	5.48	3.59	3.01	2.09	1.54

Prataap Snacks Limited (formerly known as Prataap Snacks Private Limited)
Annexure XXXVIII
Consolidated Statement of unhedged foreign currency exposures outstanding as at reporting date

(Amount in million)

Particulars	Currency	As at									
		31-Mar-17		31-Mar-16		31-Mar-15		31-Mar-14		31-Mar-13	
		₹	Foreign Currency Value	₹	Foreign Currency Value	₹	Foreign Currency Value	₹	Foreign Currency Value	₹	Foreign Currency Value
Un-hedged Foreign Currency Exposure of Group on											
(i) Short-term borrowings											
Buyer's Credit	USD	-	-	-	-	15.71	0.25	-	-	-	-
Buyer's Credit	JPY	89.02	153.00	80.97	137.70	27.99	53.55	-	-	-	-
(ii) Import trade payables	JPY	-	-	-	-	-	-	3.67	6.31	-	-
	GBP	-	-	-	-	-	-	0.28	-	-	-
	USD	-	-	0.42	0.01	-	-	-	-	-	-
	EUR	25.65	0.37	-	-	-	-	-	-	-	-
(iii) Other current liabilites											
Buyer's Credit	USD	-	-	-	-	0.05	-	-	-	-	-
Buyer's Credit	JPY	0.04	0.07	0.05	0.08	0.01	0.01	-	-	-	-
(iv) Export Receivables	USD	2.66	0.04	2.01	0.03	2.75	0.04	0.86	0.01	0.56	0.01
(v) Advance given	EUR	28.12	0.33	111.99	1.44	28.12	0.33	28.12	0.33	-	-
	USD	-	-	-	-	0.02	-	12.09	0.20	-	-
	JPY	-	-	-	-	-	-	-	-	8.07	14.10

Prataap Snacks Limited (formerly known as Prataap Snacks Private Limited)
Annexure XXXIX
Consolidated Statement of Details of dues to micro and small enterprises as defined under the MSMED Act, 2006

There are no Micro, Small and Medium Enterprises, as defined in the Micro, Small, Medium Enterprises Development Act, 2006, to whom the Group owes dues. This information has been determined to the extent such parties have been identified on the basis of information available with the Group. This has been relied upon by the auditors.

Prataap Snacks Limited (formerly known as Prataap Snacks Private Limited)
Annexure XXXX
Consolidated Statement of Loan to transporters

(Amount in million)

Transactions / Balances	31-Mar-17	31-Mar-16	31-Mar-15	31-Mar-14	31-Mar-13
	₹	₹	₹	₹	₹
The Holding Company has advanced interest free unsecured loans to some of the transporters for the purpose of plying its goods on priority basis.	-	-	-	30.40	28.08
The Closing balance of such loans as at year ending is as follows:	3.52	8.17	38.02	45.87	23.61

The Holding Company has executed service cum loan agreements with the transporters along with the repayment for the recovery of the said amount. In the opinion of the Holding Company, the aforesaid loans are considered good and fully recoverable unless specifically provided (refer Annexure XIV and Annexure XVIII) from the transporters as at each year end and accordingly the same has been shown under "Loans and Advances".

Prataap Snacks Limited (formerly known as Prataap Snacks Private Limited)
Annexure XXXXI
Consolidated Statement of Details of Corporate Social Responsibility (CSR)

The provisions of Corporate Social Responsibility under Section 135 of the Act & the CSR Rules, 2014 was applicable to Group from 1 April 2014.
The Group had as its social responsibility, contributed to NGOs for undertaking various social activities in the field of Animal Welfare, promoting education and Healthcare & medical facilities and Destitute care & rehabilitation respectively.

(Amount in million)

Project	For the years ended		
	31-Mar-17	31-Mar-16	31-Mar-15
	₹	₹	₹
A. Gross amount required to be spent by the Group	3.66	2.35	2.47

B. (i) Amount spent during the year:

Indirectly expended through other organisations			
Animal Welfare			
Animal Bird Welfare Society, Indore	0.74	0.87	0.69
Shri Anaath Gow Raksha Samiti	0.50	-	-
Healthcare and medical facilities			
Indore Eye Hospital Society	-	-	0.50
Destitute care and rehabilitation			
Sewadham Ashram, Ujjain	1.51	1.51	1.20
Shradhanand Anathalaya	0.25	-	-
General contribution towards School Projects			
Ved Vignan Maha Vidya Peeth	0.30	0.15	-
Round Table India Trust	0.50	-	-
Total	**3.80**	**2.53**	**2.39**

(ii) Amount unspent during the year:	-	-	0.08

Prataap Snacks Limited (formerly known as Prataap Snacks Private Limited)
Annexure XXXXII
Consolidated Statement of Exceptional Item

a) Insurance claim
There was an accidental fire at Namkeen plant of the Holding Company on 28 December 2014 which resulted in loss of property, plant and equipments and inventories aggregating ₹ million. The amount of recovery from the insurance company could not be determined and hence the entire amount of ₹29.19 million had been treated as an exceptional expense in the Restated Consolidated Summary Statement of Profits and Losses for the previous year ended 31 March 2015.

The Holding Company received an interim claim of ₹9.99 million from the insurance company in the year ended 31 March 2016 and an amount of ₹9.57 million as a full and final settlement in the year ended 31 March 2017 which have been retrospectively adjusted in the Restated Consolidated Summary Statement of Profits and Losses for the previous year ended 31 March 2015.

b) Capital advance
(i) The Holding Company had given a capital advance of ₹28.12 million to a party for purchase of certain machinery in the year ended 31 March 2014. Due to a change in business plan, the Holding Company will not be procuring the said machinery. In the absence of certainty of recoverability of the capital advance, a provision had been made in the previous year ended 31 March 2016 towards the capital advance which is treated as an exceptional item in the Restated Consolidated Summary Statement of Profits and Losses.

(ii) The Subsidiary Company had also given advances aggregating to ₹6.33 million to various parties for purchase of certain machineries. Due to a change in business plan, the Subsidiary Company will not be procuring the said machineries. In the absence of certainty of recoverability of the capital advance, a provision had been made in the previous year ended 31 March 2016 towards the capital advance which is treated as an exceptional item in the Restated Consolidated Summary Statement of Profits and Losses.

c) Loss on sale of assets not capitalised
Due to a change in business plan, the management of Subsidiary Company sold property, plant and equipment procurred for setting up a noodle manufacturing line at a loss of `23.57 million and has treated the same as an exceptional item in the Restated Consolidated Summary Statement of Profits and Losses for the previous year ended 31 March 2016.

Prataap Snacks Limited (formerly known as Prataap Snacks Private Limited)
Annexure XXXXIII
Consolidated Statement of Disclosure required under Section 186(4) of the Act

Included in loans and advances are certain loans the particulars of which are disclosed below as required by Section 186(4) of the Act

(Amount in million)

Name of the loanee	Rate of Interest	Due date	Secured / unsecured	As at				
				31-Mar-17	31-Mar-16	31-Mar-15	31-Mar-14	31-Mar-13
				₹	₹	₹	₹	₹
Prataap Snacks Employees Welfare Trust	9%	31 March 2020	Unsecured					
Opening Balance				22.51	22.51	-	-	-
Loan given during the year				112.20	-	22.51	-	-
Loan repaid during the year				5.40	-	-	-	-
Closing Balance				**129.31**	**22.51**	**22.51**	**-**	**-**
Mrs. Premlata Kumat	6% (FY 2015,2014) 12% (FY 2013)	31 March 2016 (Demand Loan)	Unsecured					
Opening Balance				-	2.50	2.50	2.50	2.50
Loan given during the year				-	-	-	-	-
Loan repaid during the year				-	2.50	-	-	-
Closing Balance				**-**	**-**	**2.50**	**2.50**	**2.50**
Mr.Apoorva Kumat	12%	31 March 2013 (Demand Loan)	Unsecured					
Opening Balance				-	-	-	-	0.36
Loan given during the year				-	-	-	-	-
Loan repaid during the year				-	-	-	-	0.36
Closing Balance				**-**	**-**	**-**	**-**	**-**

1. Loan to Prataap Snacks Employee Welfare Trust has been given to facilitate Employee Stock Purchase Plan. (refer Annexure XXXXV)
2. Loan to Mrs. Premlata Kumat is personal in nature
3. Loan to Mr. Apoorva Kumat is personal in nature

Prataap Snacks Limited (formerly known as Prataap Snacks Private Limited)
Annexure XXXXIV
Consolidated Statement of Sales Tax Incentive from State Government

The Holding Company commissioned its Guwahati 1 plant on 17 July 2014 and Guwahati 2 plant on 8 April 2016. As per the Industrial and Investment Policy of Assam, 2014, the Units are entitled for exemption of tax payable under the Assam Value Added Tax Act, 2005 and the Central Sales Tax Act, 1956 for 15 years from the date of commencement of commercial production.

The Holding Company has received the eligibility certificate for Guwahati Unit 1 plant on 15 November 2016. The Eligibility Certificate for Guwahati Unit 2 plant is awaited.

(Amount in million)

Particulars	For the years ended		
	31-Mar-17	31-Mar-16	31-Mar-15
	₹	₹	₹
a) Guwahati Unit 1 :			
Total VAT / CST Recovery for the year after taking VAT input credit	73.01	94.06	33.19
Less: Amount deposited with the Government Authorities	24.79	0.94	0.33
Less: Brought forward input credit	-	0.72	-
Other Operating Revenue income	**48.22**	**92.40**	**32.86**
Bank Gurantee given to sales tax authority	125.00	125.00	10.00
b) Guwahati Unit 2 :			
Total VAT / CST Recovery for the year after taking VAT input credit	34.50	-	-
Less: Amount deposited with the Government Authorities	0.34	-	-
Less: Brought forward input credit	0.12	-	-
Other Operating Revenue income	**34.04**	**-**	**-**
Bank Gurantee given to sales tax authority	10.00	-	-

Prataap Snacks Limited (formerly known as Prataap Snacks Private Limited)
Annexure XXXXV
Consolidated Statement of Employee Stock Purchase Plan

The Holding Company had an Employee Stock Purchase Plan (ESPP) under which 10,859 shares of equity capital were reserved for issuance to eligible employees. Eligible employees were to purchase a limited number of shares of the Holding Company's equity capital at the fair market value as determined by a Merchant Banker. The ESPP was approved in the Board Meeting held on 23 August 2013 and the grant of options was approved in the Board Meeting held on 25 March 2014 for issue of stock options to the eligible employees of the Holding Company. In the year ended 31 March 2015, 4,766 equity shares were issued under ESPP. In the year ended 31 March 2017, 4,810 equity shares were issued under ESPP and the balance 1,283 equity shares of ESPP policy were revoked by the Holding Company on 21 June 2016.

The details of activity under the Scheme are summarised below:

	Number of shares			
	31-Mar-17	31-Mar-16	31-Mar-15	31-Mar-14
Outstanding at the beginning of the year	-	-	4,766	-
Granted during the year	4,810	-	-	4,766
Forfeited during the year	-	-	-	-
Exercised during the year	4,810	-	4,766	-
Revoked during the year	1,283			
Outstanding at the end of the year	-	-	-	4,766
Exercisable at the end of the year	-	-	-	4,766
Shares available for issuance under ESPP as at reporting date	-	6,093	6,093	6,093

Prataap Snacks Limited (formerly known as Prataap Snacks Private Limited)
Annexure XXXXVI
Consolidated details of Specified Bank Notes (SBN) held and transacted during the period 8 November 2016 to 30 December 2016 disclosure as stated in Notification G.S.R 308(E) dated 30 March 2017 :

(Amount in million)

	SBNs	Other denomination notes	Total
	₹	₹	₹
Closing cash in hand as on 8 November 2016	0.61	1.04	1.65
(+) Permitted receipts	-	3.72	3.72
(-) Permitted payments	0.61	3.99	4.60
(-) Amount deposited in Banks	-	-	-
Closing cash in hand as on 30 December 2016	-	0.77	0.77

Prataap Snacks Limited (formerly known as Prataap Snacks Private Limited)
Annexure XXXXVII
Information for Consolidated Financial Statements pursuant to Schedule III of the Act

Name of Entity	Net Assets		Share in Profit or (Loss)	
	As a % of Consolidated net assets	Amount in million	As a % of Consolidated net assets	Amount in million
		₹		₹
		31-Mar-17		
Parent - Prataap Snacks Limited (Standalone)	101.26%	2,413.48	101.97%	100.88
Subsidiary - Indian				
Pure N Sure Food Bites Private Limited	-1.26%	(30.05)	-1.97%	(1.95)
Minority Interest	-	-	-	-
Total		**2,383.43**		**98.93**
		31-Mar-16		
Parent - Prataap Snacks Limited (Standalone)	101.32%	2,201.06	110.88%	303.51
Subsidiary - Indian				
Pure N Sure Food Bites Private Limited	-1.32%	(28.73)	-10.88%	(29.78)
Minority Interest	-	-	-	-
Total		**2,172.33**		**273.73**
		31-Mar-15		
Parent - Prataap Snacks Limited (Standalone)	99.94%	1,894.99	100.08%	99.10
Subsidiary - Indian				
Pure N Sure Food Bites Private Limited	0.06%	1.11	-0.08%	(0.08)
Minority Interest	-	-	0.00%	0.00
Total		**1,896.10**		**99.02**
		31-Mar-14		
Parent - Prataap Snacks Limited (Standalone)	99.93%	1,771.60	99.99%	53.79
Subsidiary - Indian				
Pure N Sure Food Bites Private Limited	0.07%	1.17	0.01%	0.00
Minority Interest	-	-	0.00%	(0.00)
Total		**1,772.77**		**53.79**
		31-Mar-13		
Parent - Prataap Snacks Limited (Standalone)	99.92%	1,467.81	99.26%	147.62
Subsidiary - Indian				
Pure N Sure Food Bites Private Limited	0.08%	1.18	0.73%	1.08
Minority Interest	-	-	0.02%	0.02
Total		**1,468.99**		**148.72**

Prataap Snacks Limited (formerly known as Prataap Snacks Private Limited)
Annexure XXXXVIII
Previous year figures

Previous year figures have been regrouped / reclassified, where necessary to conform to this year's classification.

As per our report of even date

For S R B C & CO LLP
ICAI Firm registration number: 324982E/E300003
Chartered Accountants

per Sudhir Soni
Partner
Membership no.: 41870

Place: Mumbai
Date: 29 August 2017

For and on behalf of the Board of Directors of
Prataap Snacks Limited (formerly known as Prataap Snacks Private Limited)

Arvind Mehta
Chairman and Executive Director
DIN - 00215183

Amit Kumat
Managing Director & Chief Executive Officer
DIN - 02663687

Sumit Sharma
Chief Financial Officer

Rishabh Kumar Jain
Company Secretary

Place: Indore
Date: 29 August 2017

Auditors' Report on the Restated Unconsolidated Summary Statements of Assets and Liabilities as at 31 March 2017, 2016, 2015, 2014 and 2013 and Profits and Losses and Cash Flows for each of the years ended 31 March 2017, 2016, 2015, 2014 and 2013 of Prataap Snacks Limited (collectively, the "Restated Unconsolidated Summary Statements")

To,
The Board of Directors
Prataap Snacks Limited (formerly known as Prataap Snacks Private Limited)
Khasra No. 378/2, Nemawar Road,
Near Makrand House,
Indore – 452 020

Dear Sirs / Madam,

1. We have examined the attached Restated Unconsolidated Summary Statements of Prataap Snacks Limited (the "Company") as at and for each of the years ended 31 March 2017, 2016, 2015, 2014 and 2013, annexed to this report and prepared by the Company for the purpose of inclusion in the Red Herring Prospectus and Prospectus (together referred to as the Offer Documents) in connection with its proposed Initial Public Offer ("IPO"). The Restated Unconsolidated Summary Statements, which have been approved by the Board of Directors of the Company, have been prepared in accordance with the requirements of:

   a) Sub-clause (i), (ii) and (iii) of clause (b) of Sub-section (1) of Section 26 of Part I of Chapter III of The Companies Act 2013 (the "Act") read with rules 4 to 6 of Companies (Prospectus and Allotment of Securities) Rules, 2014 (the "Rules"); and

   b) relevant provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended (the "ICDR Regulations") issued by the Securities and Exchange Board of India ("SEBI") on 26 August 2009, as amended from time to time in pursuance of the Securities and Exchange Board of India Act, 1992.

Management's Responsibility for the Restated Unconsolidated Summary Statements

2. The preparation of the Restated Unconsolidated Summary Statements, which is to be included in the Offer Documents, is the responsibility of the Management of the Company for the purpose set out in paragraph 13 below. The Management's responsibility includes designing, implementing and maintaining adequate internal controls relevant to the preparation and presentation of the Restated Unconsolidated Summary Statements. The Management is also responsible for identifying and ensuring that the Company complies with the Rules and the ICDR Regulations.

Auditors' Responsibilities

3. We have examined such Restated Unconsolidated Summary Statements taking into consideration:

   a) the terms of reference and terms of our engagement agreed with you vide our engagement letters dated 28 April 2016, 5 May 2017 and 19 July 2017, requesting us to carry out the assignment, in connection with the proposed IPO of the Company;

   b) the Guidance Note on Reports in Company Prospectuses (Revised 2016) issued by the Institute of Chartered Accountants of India (the "Guidance Note"); and

c) the requirements of Section 26 of the Act read with applicable provisions within Rule 4 to 6 of the Rules and the ICDR Regulations. Our work was performed solely to assist you in meeting your responsibilities in relation to your compliance with the Act and the ICDR Regulations in connection with the IPO.

4. The Company proposes to make an IPO which comprises of a fresh issue of equity shares of ₹5 each as well as an offer for sale by certain shareholders' existing equity shares of ₹5 each, at such premium, arrived at by a book building process (referred to as the "Issue"), as may be decided by the Board of Directors of the Company.

Restated Unconsolidated Summary Statements as per audited unconsolidated financial statements:

5. The Restated Unconsolidated Summary Statements has been compiled by the Management from:

   a) the audited unconsolidated financial statements of the Company, as at and for each of the years ended 31 March 2017, 2016 and 2015, prepared in accordance with accounting principles generally accepted in India at the relevant time and which have been approved by the Board of Directors at their meetings held on 26 May 2017, 21 June 2016 and 23 July 2015 respectively; and

   b) the audited unconsolidated financial statements of the Company, as at and for each of the years ended 31 March 2014 and 2013, prepared in accordance with accounting principles generally accepted in India at the relevant time and which have been approved by the Board of Directors at their meetings held on 15 July 2014 and 23 August 2013 respectively.

6. For the purpose of our examination, we have relied on :

   a) Auditor's Report issued by us dated 26 May 2017, 21 June 2016 and 23 July 2015 on the unconsolidated financial statements of the Company as at and for each of the years ended 31 March 2017, 2016 and 2015 as referred in Para 5 (a) above; and

   b) Auditor's Report issued by S. R. Batliboi & Associates LLP dated 15 July 2014 and 23 August 2013 on the unconsolidated financial statements of the Company as at and for each of the years ended 31 March 2014 and 2013 as referred in Para 5 (b) above.

7. Based on our examination, in accordance with the requirements of Section 26 of Part I of Chapter III of the Act read with Rules 4 to 6 of the Rules, ICDR Regulations and the Guidance Note, we report that:

   a) The Restated Unconsolidated Summary Statement of Assets and Liabilities of the Company as at 31 March 2017, 2016, 2015, 2014 and 2013 examined by us, as set out in Annexure I to this report, have been arrived at after making adjustments and regrouping as in our opinion were appropriate and more fully described in Annexure V – Statement of Restatement Adjustments to Audited Unconsolidated Financial Statements;

   b) The Restated Unconsolidated Summary Statement of Profit and Loss of the Company for each of the years ended 31 March 2017, 2016, 2015, 2014 and 2013 examined by us, as set out in Annexure II to this report, have been arrived at after making adjustments and regrouping as in our opinion were appropriate and more fully described in Annexure V – Statement of Restatement Adjustments to Audited Unconsolidated Financial Statements;

   c) The Restated Unconsolidated Summary Statement of Cash Flows of the Company for each of the years ended 31 March 2017, 2016, 2015, 2014 and 2013 examined by us, as set out in Annexure III to this report, have been arrived at after making adjustments and regrouping as in our opinion were appropriate and more fully described in Annexure V – Statement of Restatement Adjustments to Audited Unconsolidated Financial Statements; and

d) Based on the above and according to the information and explanations given to us, we further report that:

i) Restated Unconsolidated Summary Statements have been made after incorporating adjustments for the changes in accounting policies retrospectively in respective financial years to reflect the same accounting treatment as per changed accounting policy for all the reporting periods;

ii) Restated Unconsolidated Summary Statements have been made after incorporating adjustments and regroupings for the material amounts in the respective financial years to which they relate;

iii) Restated Unconsolidated Summary Statements do not contain any extra-ordinary items that need to be disclosed separately in the Restated Unconsolidated Summary Statements;

iv) There are no qualifications in the auditors' reports on the Unconsolidated Financial Statements of the Company as at and for each of the years ended 31 March 2017, 2016, 2015, 2014 and 2013 which require any adjustments to the Restated Unconsolidated Summary Statements; and

v) Other audit qualifications included in the Annexure to the auditors' report issued under Companies (Auditor's Report) Order, 2016, 2015 and 2003, as applicable, on the Unconsolidated Financial Statements for the years ended 31 March 2017, 2016, 2015, 2014 and 2013 which do not require any corrective adjustment in the Restated Unconsolidated Summary Statements, are as follows:

A. For the year ended 31 March 2017

Clause (vii) (a)
Undisputed statutory dues including provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of custom, duty of excise, value added tax, cess and other statutory dues have generally been regularly deposited with the appropriate authorities though there has been a slight delay in a few cases.

Clause (vii) (c)
According to the records of the Company, the dues of income-tax, sales-tax, service tax, customs duty, excise duty, value added tax and cess on account of any dispute, are as follows:

Name of the statute	Nature of dues	Amount (₹ in million)	Period to which amount pertains	Forum where the dispute is pending
Income-tax Act, 1961	Income Tax	1.27	A.Y. 2010-11	Commissioner of Income Tax (Appeals), Indore
Madhya Pradesh VAT Act, 2002	Value Added Tax	0.45	F.Y. 2014-15	The Additional Commissioner of Commercial Tax, Indore
Central Sales Tax Act, 1956	Central Sales Tax	2.62	F.Y. 2012-13 to FY 2013-14	Deputy Commissioner of Commercial Tax, Indore
Central Sales Tax Act, 1956	Central Sales Tax	8.39	F.Y. 2014-15	The Additional Commissioner of Commercial Tax, Indore

B. For the year ended 31 March 2016

Clause (vii) (c)
According to the records of the Company, the dues outstanding of income-tax, sales-tax, service tax, customs duty, excise duty, value added tax and cess on account of any dispute, are as follows:

Name of the statute	Nature of dues	Amount (₹ in million)	Period to which amount pertains	Forum where the dispute is pending
Central Sales Tax Act, 1956	Central Sales Tax	7.07	F.Y. 2012-13 to FY 2013-14	Deputy Commissioner of Commercial Tax, Indore

C. For the year ended 31 March 2015

<u>Clause (iv)</u>
In our opinion and according to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the Company and the nature of its business for the sale of goods. The internal control system for purchases of fixed assets and services is inadequate since there is no process of documentation of vendor selection. Further, the process of analysis of comparative quotation and issuance of purchase order for purchase of inventory and fixed assets needs strengthening. Except for the foregoing, there is no continuing failure to correct major weakness in the internal control system of the Company.

<u>Clause (vii) (a)</u>
Undisputed statutory dues including provident fund, employees' state insurance, income-tax, sales-tax, wealth-tax, service tax, customs duty, excise duty, value added tax, cess and other material statutory dues have generally been regularly deposited with the appropriate authorities though there has been a slight delay in a few cases.

According to the information and explanations given to us, no undisputed amounts payable in respect of aforesaid dues were outstanding, at the year end, for a period of more than six months from the date they became payable.

<u>Clause (vii) (b)</u>
According to the records of the Company, the dues outstanding of income-tax, sales tax, wealth-tax, service tax, customs duty, excise duty and cess which has not been deposited on account of any dispute, are as follows:

Name of the statute	Nature of dues	Amount (₹ in million)	Period to which amount pertains	Forum where the dispute is pending
Madhya Pradesh VAT Act, 2002	Value Added Tax	7.64	F.Y. 2012-13	Deputy Commissioner of Commercial Tax, Indore

D. For the year ended 31 March 2014

<u>Clause (iv)</u>
In our opinion and according to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the Company and the nature of its business for the sale of goods. Further the internal control system for purchases of inventory and fixed assets is inadequate since there is no process of documentation of vendor selection, analysis of quotation and issuance of purchase order. In our opinion, this is a continuing failure to correct a major weakness in the internal control system.

Clause (ix) (a)
Undisputed statutory dues including provident fund, employees' state insurance, sales-tax, wealth-tax, service tax, customs duty, excise duty, cess and other material statutory dues have generally been regularly deposited with the appropriate authorities except that there have been serious delays in case of deposit of professional tax. The provisions relating to investor education and protection fund is not applicable to the Company.

E. For the year ended 31 March 2013

Clause (iv)
In our opinion and according to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the Company and the nature of its business for the sale of goods. Further the internal control system for purchases of inventory and in respect of fixed assets is inadequate since there is no process of documentation of vendor selection, analysis of quotation and issuance of purchase order. In our opinion, this is a continuing failure to correct a major weakness in the internal control system.

Clause (vii)
The Company has an internal audit system, the scope and coverage of which, in our opinion, requires to be extended to be commensurate with the size and nature of its business.

Clause (ix) (a)
Undisputed statutory dues including provident fund, employees' state insurance, income-tax, sales-tax, wealth-tax, service tax, customs duty, excise duty, cess and other material statutory dues have generally been regularly deposited with the appropriate authorities though there has been slight delays in some cases. The provisions relating to investor education and protection fund are not applicable to the Company.

8. We have not audited any financial statements of the Company as of any date or for any period subsequent to 31 March 2017. Accordingly, we express no opinion on the financial position, results of operations or cash flows of the Company as of any date or for any period subsequent to 31 March 2017.

Other Financial Information:

9. At the Company's request, we have also examined the following restated financial information proposed to be included in the Offer Documents, prepared by the Management and approved by the Board of Directors of the Company and annexed to this report relating to the Company for each of the years ended 31 March 2017, 2016, 2015, 2014 and 2013:

   a) Restated Unconsolidated Statement of Share capital, enclosed as Annexure VI;
   b) Restated Unconsolidated Statement of Reserves and surplus, enclosed as Annexure VII;
   c) Restated Unconsolidated Statement of Long-term and Short-term borrowings, enclosed as Annexure VIII;
   d) Unconsolidated Statement of Principal terms of borrowings outstanding as at 31 March 2017, enclosed as Annexure IX;
   e) Restated Unconsolidated Statement of Deferred tax liability (net), enclosed as Annexure X;
   f) Restated Unconsolidated Statement of Long-term and Short-term Provisions, enclosed as Annexure XI;
   g) Restated Unconsolidated Statement of Trade payables and Other current liabilities, enclosed as Annexure XII;
   h) Restated Unconsolidated Statement of Fixed assets (Property, plant and equipments and Intangible assets), enclosed as Annexure XIII;
   i) Restated Unconsolidated Statement of Non-current investments, enclosed as Annexure XIV;

j) Restated Unconsolidated Statement of Long-term loans and advances and Other non current assets, enclosed as Annexure XV;
k) Restated Unconsolidated Statement of Inventories, enclosed as Annexure XVI;
l) Restated Unconsolidated Statement of Trade receivables, enclosed as Annexure XVII;
m) Restated Unconsolidated Statement of Cash and bank balances, enclosed as Annexure XVIII;
n) Restated Unconsolidated Statement of Short-term loans and advances and Other current assets, enclosed as Annexure XIX;
o) Restated Unconsolidated Statement of Revenue from operations, enclosed as Annexure XX;
p) Restated Unconsolidated Statement of Other income, enclosed as Annexure XXI;
q) Restated Unconsolidated Statement of Cost of raw material and components consumed, enclosed as Annexure XXII;
r) Restated Unconsolidated Statement of (Increase) / Decrease in inventories, enclosed as Annexure XXIII;
s) Restated Unconsolidated Statement of Employee benefits expense, enclosed as Annexure XXIV;
t) Restated Unconsolidated Statement of Other expenses, enclosed as Annexure XXV;
u) Restated Unconsolidated Statement of Depreciation and amortisation expense, enclosed as Annexure XXVI;
v) Restated Unconsolidated Statement of Finance cost, enclosed as Annexure XXVII;
w) Unconsolidated Statement of Contingent liabilities, enclosed as Annexure XXVIII;
x) Unconsolidated Statement of Capital and other commitments, enclosed as Annexure XXIX;
y) Restated Unconsolidated Statement of Segment information, enclosed as Annexure XXX;
z) Restated Unconsolidated Statement of Related party transactions, enclosed as Annexure XXXI;
aa) Unconsolidated Statement of Dividend paid, enclosed as Annexure XXXII;
bb) Restated Unconsolidated Statement of accounting ratios, enclosed as Annexure XXXIII;
cc) Unconsolidated Capitalisation statement, enclosed as Annexure XXXIV; and
dd) Restated Unconsolidated Statement of tax shelter, enclosed as Annexure XXXV.

10. According to the information and explanations given to us, in our opinion, the Restated Unconsolidated Summary Statements and the abovementioned restated financial information contained in Annexures I to XXXXXII accompanying this report, read with Summary of Significant Accounting Policies disclosed in Annexure IV, are prepared after making adjustments and regroupings as considered appropriate and have been prepared in accordance with Section 26 of Part I of Chapter III of the Act read with Rules 4 to 6 of the Rules, the ICDR Regulations and the Guidance Note.

11. This report should not be in any way construed as a reissuance or re-dating of any of the previous audit reports issued by us, nor should this report be construed as a new opinion on any of the financial statements referred to herein.

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

13. Our report is intended solely for use of the Management for inclusion in the Offer Documents to be filed with SEBI, BSE Limited, National Stock Exchange of India Limited and Registrar of Companies, Madhya Pradesh in connection with the proposed IPO of the Company. Our report should not be used, referred to or distributed for any other purpose except with our prior consent in writing.

For S R B C & CO LLP
Chartered Accountants
ICAI Firm Registration No.: 324982E/E300003

per Sudhir Soni
Partner
Membership No.: 41870
Place: Mumbai, India
Date: 29 August 2017

Prataap Snacks Limited (formerly known as Prataap Snacks Private Limited)
Annexure I
Restated Unconsolidated Summary Statement of Assets and Liabilities

(Amount in million)

Sr No	Particulars	Annexures	As at 31-Mar-17 ₹	31-Mar-16 ₹	31-Mar-15 ₹	31-Mar-14 ₹	31-Mar-13 ₹
	Equity and liabilities						
A	**Shareholders' funds**						
	Share capital	VI	30.61	14.68	14.68	14.63	13.18
	Reserves and surplus	VII	2,387.61	2,186.86	1,880.49	1,757.07	1,454.73
			2,418.22	**2,201.54**	**1,895.17**	**1,771.70**	**1,467.91**
B	**Non-current liabilities**						
	Long-term borrowings	VIII A.1	128.93	210.38	78.96	165.27	186.66
	Deferred tax liability (net)	X	85.78	55.33	60.40	29.39	33.34
	Long-term provisions	XI A	16.84	10.28	6.05	2.69	2.03
			231.55	**275.99**	**145.41**	**197.35**	**222.03**
C	**Current liabilities**						
	Short-term borrowings	VIII B	267.54	264.22	241.91	218.39	109.68
	Trade payables:	XII A					
	• total outstanding dues of micro enterprises and small enterprises		-	-	-	-	-
	• total outstanding dues of creditors other than micro enterprises and small enterprises		772.39	552.14	496.98	398.75	238.57
	Other current liabilities	XII B	308.46	146.63	210.17	211.10	174.99
	Short-term provisions	XI B	2.73	1.55	0.73	0.41	6.02
			1,351.12	**964.54**	**949.79**	**828.65**	**529.26**
	TOTAL (A+B+C)		**4,000.89**	**3,442.07**	**2,990.37**	**2,797.70**	**2,219.20**
	Assets						
D	**Non-current assets**						
	Fixed assets						
	Property, plant and equipments	XIII	1,883.33	1,678.02	1,572.30	1,430.81	1,249.54
	Intangible assets		76.54	3.63	4.02	3.23	3.10
	Capital work-in-progress		18.32	191.16	71.29	51.39	29.73
	Intangible assets under		0.12	0.12	0.12	0.07	0.07
	Non-current investments	XIV	179.01	106.30	97.41	21.36	0.10
	Loans and advances	XV A	600.05	440.68	384.96	355.09	170.65
	Other non current assets	XV B	12.71	2.40	2.67	3.29	3.10
			2,770.08	**2,422.31**	**2,132.77**	**1,865.24**	**1,456.29**
E	**Current assets**						
	Inventories	XVI	788.68	685.27	576.48	522.51	423.55
	Trade receivables	XVII	196.92	182.88	136.29	115.97	37.07
	Cash and bank balances	XVIII	93.50	60.41	36.86	215.56	230.81
	Loans and advances	XIX A	85.49	80.43	98.29	67.46	61.41
	Other current assets	XIX B	66.22	10.77	9.68	10.96	10.07
			1,230.81	**1,019.76**	**857.60**	**932.46**	**762.91**
	TOTAL (D+E)		**4,000.89**	**3,442.07**	**2,990.37**	**2,797.70**	**2,219.20**

Note:

The above statement should be read with the notes to the Restated Unconsolidated Summary Statements as appearing in Annexure IV and Statement of Restatement Adjustments to Audited Unconsolidated Financial Statements appearing in Annexure V.

As per our report of even date

For S R B C & CO LLP
ICAI Firm registration number: 324982E/E300003
Chartered Accountants

per Sudhir Soni
Partner
Membership no.: 41870

Place: Mumbai
Date: 29 August 2017

For and on behalf of the Board of Directors of
Prataap Snacks Limited (formerly known as Prataap Snacks Private Limited)

Arvind Mehta
Chairman & Executive Director
DIN - 00215183

Amit Kumat
Managing Director & Chief Executive Officer
DIN - 02663687

Sumit Sharma
Chief Financial Officer

Rishabh Kumar Jain
Company Secretary

Place: Indore
Date: 29 August 2017

Prataap Snacks Limited (formerly known as Prataap Snacks Private Limited)
Annexure II
Restated Unconsolidated Summary Statement of Profits and Losses

(Amount in million)

Sr No	Particulars	Annexures	For the years ended				
			31-Mar-17	31-Mar-16	31-Mar-15	31-Mar-14	31-Mar-13
			₹	₹	₹	₹	₹
F	Income						
	Revenue from operations (gross)	XX	9,080.54	7,604.19	5,621.04	4,488.33	3,470.39
	Less: excise duty		41.37	32.29	32.97	32.18	32.89
	Revenue from operations (net)		**9,039.17**	**7,571.90**	**5,588.07**	**4,456.15**	**3,437.50**
	Other income	XXI	20.82	7.47	17.70	12.29	5.70
	Total revenue		**9,059.99**	**7,579.37**	**5,605.77**	**4,468.44**	**3,443.20**
G	Expenses						
	Cost of raw material and components consumed	XXII	6,192.55	4,975.65	3,808.07	3,107.60	2,381.65
	Purchase of traded goods	XXIII	212.92	263.68	247.86	162.01	60.52
	(Increase) / Decrease in inventories of finished and traded goods	XXIII	(39.33)	(17.82)	(16.09)	14.68	(34.33)
	Employee benefits expense	XXIV	252.68	187.44	137.32	89.41	54.86
	Other expenses	XXV	2,010.99	1,597.71	1,072.18	880.90	699.48
	Total expenses		**8,629.81**	**7,006.66**	**5,249.34**	**4,254.60**	**3,162.18**
H	**Profit before interest, tax, depreciation and amortisation (F) – (G)**		**430.18**	**572.71**	**356.43**	**213.84**	**281.02**
	Depreciation and amortisation expenses	XXVI	249.86	179.87	153.38	116.75	68.19
	Finance costs	XXVII	44.84	58.84	63.26	47.25	36.08
	Restated profit before exceptional items and tax		**135.48**	**334.00**	**139.79**	**49.84**	**176.75**
	Exceptional items (refer Annexure XXXXVII)		-	28.12	9.62	-	-
I	**Restated profit before tax and after exceptional items**		**135.48**	**305.88**	**130.17**	**49.84**	**176.75**
J	Tax expenses						
	Current tax (MAT Payable)		34.20	76.58	24.08	10.09	35.26
	Less :- MAT Credit Entitlement		(33.67)	(69.50)	(24.08)	(10.09)	(25.04)
	Deferred tax (net)		30.45	(5.07)	31.01	(3.95)	18.91
	Total tax expenses		**30.98**	**2.01**	**31.01**	**(3.95)**	**29.13**
K	**Restated profit for the year (I-J)**		**104.50**	**303.87**	**99.16**	**53.79**	**147.62**

Note:

The above statement should be read with the notes to the Restated Unconsolidated Summary Statements as appearing in Annexure IV and Statement of Restatement Adjustments to Audited Unconsolidated Financial Statements appearing in Annexure V.

As per our report of even date

For S R B C & CO LLP
ICAI Firm registration number: 324982E/E300003
Chartered Accountants

per Sudhir Soni
Partner
Membership no.: 41870

Place: Mumbai
Date: 29 August 2017

For and on behalf of the Board of Directors of
Prataap Snacks Limited (formerly known as Prataap Snacks Private Limited)

Arvind Mehta
Chairman & Executive Director
DIN - 00215183

Amit Kumat
Managing Director & Chief Executive Officer
DIN - 02663687

Sumit Sharma
Chief Financial Officer

Rishabh Kumar Jain
Company Secretary

Place: Indore
Date: 29 August 2017

Prataap Snacks Limited (formerly known as Prataap Snacks Private Limited)
Annexure III
Restated Unconsolidated Summary Statement of Cash Flows

(Amount in million)

Sr No	Particulars	For the years ended 31-Mar-17 ₹	31-Mar-16 ₹	31-Mar-15 ₹	31-Mar-14 ₹	31-Mar-13 ₹
A	**Cash flow from operating activities**					
	Profit before tax and after exceptional item (as restated)	**135.48**	**305.88**	**130.17**	**49.84**	**176.75**
	Adjustments to reconcile profit before tax to net cash flows:					
	Depreciation and amortisation expenses	249.86	179.87	153.38	116.75	68.19
	Loss on sale of property, plant & equipments	3.46	3.17	2.26	0.43	-
	Property, plant & equipments written off	0.05	-	0.02	4.64	-
	Provision for slow moving inventory	5.81	2.84	1.05	-	-
	Provision for impairment of property, plant and equipments	-	-	-	0.50	-
	Bad debts / Sundry debit balances written off	1.78	0.09	-	1.08	0.05
	Provision for doubtful receivables and advances	5.87	2.22	3.99	2.83	2.46
	Unrealised exchange gain	(1.01)	4.37	(0.25)	(0.73)	(0.02)
	Loss by fire	-	-	9.62	-	-
	Provision for doubtful capital advances	-	28.12	-	-	-
	Interest expenses	41.85	44.21	60.43	42.82	31.47
	Interest income	(19.02)	(5.34)	(15.35)	(9.18)	(5.70)
	Operating profit before working capital changes	**424.13**	**565.43**	**345.32**	**208.98**	**273.20**
	Movement in working capital:					
	Increase in trade payables	220.26	55.15	97.49	160.19	83.19
	Increase in long-term provisions	6.55	4.24	3.36	0.66	0.79
	Increase in short-term provisions	1.19	0.80	0.32	0.10	0.03
	Increase/ (decrease) in other current liabilities	39.48	(0.68)	(3.65)	34.31	1.48
	Decrease / (increase) in trade receivables	(19.99)	(48.83)	(24.25)	(82.07)	12.94
	Decrease / (increase) in inventories	(109.20)	(111.62)	(69.93)	(98.96)	(170.51)
	Decrease / (increase) in long-term loans and advances	9.34	25.31	3.65	(48.88)	(23.90)
	Decrease / (increase) in short-term loans and advances	(6.84)	17.76	(11.31)	(11.06)	(26.33)
	Decrease / (increase) in other current assets	(40.89)	2.51	(0.07)	(0.81)	(5.72)
	Decrease / (increase) in other non-current assets	-	(0.91)	0.91	-	0.31
	Cash generated from operating activities	524.03	509.16	341.84	162.46	145.48
	Direct taxes paid (net of refunds)	(46.31)	(71.82)	(12.83)	(32.61)	(30.44)
	Net cash flow from operating activities (A)	**477.72**	**437.34**	**329.00**	**129.85**	**115.04**
B	**Cash flows from investing activities**					
	Purchase of fixed assets, including CWIP and capital advances	(281.21)	(435.50)	(410.21)	(435.77)	(664.81)
	Proceeds from sale of property, plant and equipments	2.02	7.65	1.35	0.30	-
	Purchase of non-current investment	(72.71)	-	(0.02)	-	-
	Grant received from Government	-	-	-	5.00	-
	Loan to Subsidiary	(44.21)	(39.60)	(1.00)	(16.37)	(57.70)
	Repayment of loan by Subsidiary	-	-	1.90	1.10	-
	Loan to Employees Welfare Trust	(112.20)	-	(22.51)	-	-
	Repayment of loan by Employees Welfare Trust	5.40	-	-	-	-
	Investment in bank deposits (having original maturity of more than three months)	(38.73)	(139.14)	(2.68)	(140.00)	(202.25)
	Redemption / maturity of bank deposits (having original maturity of more than three months)	29.21	133.08	130.00	192.25	-
	Interest received	4.53	2.95	16.41	8.86	4.75
	Net cash flow used in investing activities (B)	**(507.90)**	**(470.56)**	**(286.76)**	**(384.63)**	**(920.01)**
C	**Cash flows from financing activities**					
	Proceeds from issuance of equity share capital	0.05	-	0.05	-	-
	Proceeds from premium on issuance of equity share capital	112.12	-	24.26	-	-
	Proceeds from issuance of preference share capital	-	-	-	1.45	2.05
	Proceeds from premium on issuance of preference share capital	-	-	-	248.55	297.96
	Proceeds from Government Grant	-	2.50	-	-	-
	Proceeds from long-term borrowings	83.64	330.85	38.82	98.60	310.00
	Proceeds from short-term borrowings	125.04	359.87	333.42	108.71	109.68
	Repayment of long-term borrowings	(94.57)	(256.02)	(118.92)	(123.33)	-
	Repayment of short-term borrowings	(120.63)	(341.91)	(308.96)	-	-
	Interest paid	(41.48)	(44.58)	(62.30)	(42.23)	(27.87)
	Dividend distribution tax on preference dividend #	-	-	-	-	-
	Net cash flow from financing activities (C)	**64.17**	**50.71**	**(93.63)**	**291.75**	**691.82**

Prataap Snacks Limited (formerly known as Prataap Snacks Private Limited)
Annexure III
Restated Unconsolidated Summary Statement of Cash Flows

(Amount in million)

Sr No	Particulars	For the years ended 31-Mar-17	31-Mar-16	31-Mar-15	31-Mar-14	31-Mar-13
		₹	₹	₹	₹	₹
	Net increase/(decrease) in cash and cash equivalents (A + B + C)	33.99	17.49	(51.39)	36.97	(113.15)
	Cash and cash equivalent at the beginning of the year	31.57	14.08	65.47	28.50	141.65
	Cash and cash equivalent at the end of the year	**65.56**	**31.57**	**14.08**	**65.47**	**28.50**
	Components of cash and cash equivalents					
	Cash on hand	0.67	1.12	1.54	0.19	0.09
	Balances with banks:					
	– On current accounts	44.89	30.46	12.54	5.28	28.41
	– Deposits with original maturity of less than three months	20.00	-	-	60.00	-
	Total cash and cash equivalents	**65.56**	**31.57**	**14.08**	**65.47**	**28.50**
	# Amount in ₹ denotes					
	Dividend distribution tax on preference dividend	24.00	24.00	20.00	18.00	13.00

Note:

The above statement should be read with the notes to the Restated Unconsolidated Summary Statements as appearing in Annexure IV and Statement of Restatement Adjustments to Audited Unconsolidated Financial Statements appearing in Annexure V.

As per our report of even date

For S R B C & CO LLP
ICAI Firm registration number: 324982E/E300003
Chartered Accountants

per Sudhir Soni
Partner
Membership no.: 41870

Place: Mumbai
Date: 29 August 2017

For and on behalf of the Board of Directors of
Prataap Snacks Limited (formerly known as Prataap Snacks Private Limited)

Arvind Mehta
Chairman & Executive Director
DIN - 00215183

Amit Kumat
Managing Director & Chief Executive Officer
DIN - 02663687

Sumit Sharma
Chief Financial Officer

Rishabh Kumar Jain
Company Secretary

Place: Indore
Date: 29 August 2017

Notes to the Restated Unconsolidated Summary Statements of Assets and Liabilities, Statement of Profits and Losses and Statement of Cash Flows

1. Corporate information

Prataap Snacks Limited ('PSL' or 'the Company') was incorporated as Prataap Snacks Private Limited on 23 March 2009 at Gwalior, Madhya Pradesh as a private limited company under the Companies Act, 1956. Thereafter, the Company was converted into a public limited company pursuant to approval of the shareholders in an extraordinary general meeting held on 9 September 2016 and consequently, the name of the Company was changed to Prataap Snacks Limited and a fresh certificate of incorporation consequent upon conversion to public limited company was issued by the Registrar of Companies Gwalior, Madhya Pradesh on 19 September 2016.The CIN number of the Company is U15311MP2009PLC021746.

The Company is engaged in the business of processing, manufacturing and sales of different types of Potato based Snacks, Extruded Snacks, Namkeen and ethnic Sweets under the brand name "Yellow Diamond".

2. Basis of preparation

The Restated Unconsolidated Summary Statement of Assets and Liabilities of the Company as at 31 March 2017, 2016, 2015, 2014 and 2013 and the Related Restated Unconsolidated Summary Statement of Profits and Losses and Restated Unconsolidated Summary Statement of Cash Flows for the years ended 31 March 2017, 2016, 2015, 2014 and 2013 and Other Financial Information (herein collectively referred to as 'Restated Unconsolidated Summary Statements') have been derived by the Management from the then Audited Unconsolidated Financial Statements of the Company for the respective corresponding years.

The Audited Unconsolidated Financial Statements were prepared in accordance with the generally accepted accounting principles in India (Indian GAAP) at the relevant time. The Company has prepared the Restated Unconsolidated Summary Statements to comply in all material aspects with the accounting standards notified and under Section 133 of the Companies Act, 2013 ('the Act'), read together with paragraph 7 of the Companies (Accounts) Rules, 2014, as amended, and Companies (Accounting Standards) Amendment Rules, 2016. The Restated Unconsolidated Summary Statements have been prepared on an accrual basis and under the historical cost convention. The accounting policies have been consistently applied by the Company and are consistent with those used for the purpose of preparation of Restated Unconsolidated Summary Statements as at and for all the years ended.

These Restated Statements and Other Financial Information have been prepared for inclusion in the Offer Document to be filed by the Company with the Securities and Exchange Board of India (‘SEBI’) in connection with proposed Initial Public Offering of its equity shares, in accordance with the requirements of:
(a) Sub-clause (i), (ii) and (iii) of clause (b) of Sub-section (1) of Section 26 of Chapter III of the Act read with Rule 4 of Companies (Prospectus and Allotment of Securities) Rules, 2014; and

(b) relevant provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended (the “Regulations”) issued by the Securities and Exchange Board of India ('SEBI') on 26 August 2009, as amended from time to time in pursuance of the Securities and Exchange Board of India Act, 1992.

These statements and other financial information have been prepared after incorporating adjustments for the material amounts in the respective years to which they relate.

2.1 Summary of Significant Accounting Policies

(a) Presentation and disclosure

With effect from 31 March 2012, the Revised Schedule VI under the Companies Act, 1956 came into effect and accordingly, the Audited Unconsolidated financial statements pertaining to the years ended 31 March 2013 and 2014 were prepared. With effect from 1 April 2014, Schedule III has been notified under the Act for the preparation and presentation of financial statements and accordingly, the Audited Unconsolidated financial statements pertaining to the years ended 31 March 2015, 2016 and 2017 have been prepared. The adoption of Schedule III does not impact recognition and measurement principles followed for preparation of Unconsolidated financial statements. However, it has significant impact on presentation and disclosure made in the Unconsolidated financial statements. The Company has prepared the Restated Unconsolidated Summary Statements along with the relevant notes in accordance with the requirements of Schedule III of the Act.

All assets and liabilities have been classified as current or non-current as per the Company’s normal operating cycle and other criteria set out in the Schedule III to the Act. Based on the nature of products and the time between the acquisition of assets for processing and their realisation in cash and cash equivalents, the Company has ascertained its operating cycle as 12 months for the purpose of current – non-current classification of assets and liabilities.

(b) Use of estimates

The preparation of the Restated Unconsolidated Summary Statements is in confirmity with Indian GAAP which requires the Management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities and the disclosure of contingent liabilities, at the end of the reporting period. Although these estimates are based on the Management’s best knowledge of current events and actions, uncertainty about these assumptions and estimates could result in the outcomes requiring a material adjustment to the carrying amounts of assets or liabilities in future periods.

(c) Property, Plant and Equipments

Property, plant and equipments, capital work-in-progress are stated at cost, net of accumulated depreciation and accumulated impairment losses, if any. The cost comprises purchase price, borrowing costs if capitalisation criteria are met, directly attributable cost of bringing the asset to its working condition for the intended use and initial estimate of decommissioning, restoring and similar liabilities. Any trade discounts and rebates are deducted in arriving at the purchase price. Such cost includes the cost of replacing part of the plant and equipments. When significant parts of plant and equipments are required to be replaced at intervals, the Company depreciates them separately based on their specific useful lives. Likewise, when a major inspection is performed, its cost is recognised in the carrying amount of the plant and equipment as a replacement if the recognition criteria are satisfied. All other repair and maintenance costs are recognised in Restated Unconsolidated Summary Statement of Profits and Losses as incurred.

Items of stores and spares that meet the definition of property, plant and equipments are capitalised at cost and depreciated over their useful life. Otherwise, such items are classified as inventories.

Gains or losses arising from derecognition of property, plant and equipments are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the Restated Unconsolidated Summary Statement of Profits and Losses when the asset is derecognised.

The Company identifies and determines cost of each component/ part of the asset separately, if the component/ part has a cost which is significant to the total cost of the asset and has useful life that is materially different from that of the remaining asset.

Property, plant and equipments held for sale is valued at lower of their carrying amount and net realisable value. Any write-down is recognised in the Restated Unconsolidated Summary Statement of Profits and Losses.

(d) Depreciation/ amortisation on property, plant and equipments

Till the year ended 31 March 2014, depreciation rates prescribed under Schedule XIV were treated as minimum rates and the Company was not allowed to charge depreciation at lower rates even if such lower rates were justified by the estimated useful life of the asset. Schedule II to the Act prescribes useful lives for property, plant and equipment which, in many cases, are different from lives prescribed under the erstwhile Schedule XIV. However, Schedule II allows companies to use higher/ lower useful lives and residual values if such useful lives and residual values can be technically supported and justification for difference is disclosed in the Audited Unconsolidated financial statements.

Considering the applicability of Schedule II, as on 1 April 2014, the Management has re-estimated useful lives and residual values of all its property, plant and equipment. The Management believes the depreciation rates so re-estimated fairly reflect its estimate of the useful lives and residual lives of property, plant and equipments, though these rates in certain cases are different from lives prescribed under Schedule II.

Depreciation on property, plant and equipment is calculated on a straight-line basis using the rates arrived at based on the useful lives estimated by the Management. The Company has used the following rates to provide depreciation on property, plant and equipments.

Class of Assets	Useful lives estimated by the Management (years)
Factory buildings	30
Plant & equipments	10 - 21
Electrical installations	10
Furniture & fixtures	10
Computers	3 - 6
Office equipments	3 - 5
Vehicles	8

Leasehold improvements are amortised on a straight line basis over the period of lease (between 9-10 years).

The Management, supported by independent assessment by professionals, has estimated the useful life of certain plant & equipment to be as 10 years and 21 years. These lives are higher than those indicated in Schedule II. Further, the useful lives of mobile phones are estimated as 3 years. The life is lower than that indicated in Schedule II.
The residual values, useful lives and methods of depreciation of property, plant and equipments are reviewed at each financial year end and adjusted prospectively, if appropriate

Depreciation on assets costing less than ₹5,000

Till year ended 31 March 2014, to comply with the requirements of Schedule XIV to the Companies Act, 1956, the Company was charging 100% depreciation on assets costing less than ₹5,000 in the year of purchase. However, Schedule II to the Act, as applicable from 1 April 2014, does not recognise such practice. Hence, to comply with the requirement of Schedule II to the Act, the Company has rationalised its accounting policy for depreciation of assets costing less than ₹5,000 and decided to depreciate such assets over their useful life as assessed by the Management prospectively from accounting periods commencing on or after 1 April 2014.

The change in accounting for depreciation of assets costing less than ₹5000, did not have any material impact on unconsolidated financial statements of the Company for the years preceding to 1 April 2014.

(e) Intangible assets

Intangible assets acquired separately are measured on initial recognition at cost.

Intangible assets are amortised on a straight line basis over the estimated useful economic life. Intangible assets are assessed for impairment whenever there is an indication that the intangible asset may be impaired.

The amortisation period and the amortisation method are reviewed at least at each financial year end. If the expected useful life of the asset is significantly different from previous estimates, the amortisation period is changed accordingly. If there has been a significant change in the expected pattern of economic benefits from the asset, the amortisation method is changed to reflect the changed pattern. Such changes are accounted for in accordance with AS 5 Net Profit or Loss for the Period, Prior Period Items and Changes in Accounting Policies.

Gains or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the Restated Unconsolidated Summary Statement of Profits and Losses when the asset is derecognised.

A summary of amortisation policies applied to the Company's intangible asset is as below:-

Particulars	Useful lives estimated by the Management (years)
Intellectual property rights	5
Brand ambassador rights	2.33 (i.e. 28 months)
Computer software	5

(f) Impairment of property, plant and equipments and intangible assets

The carrying values of assets / cash generating units at each reporting date are reviewed for impairment based on internal / external factors. If any indication of impairment exists, the recoverable amount of such assets is estimated and impairment is recognised, if the carrying amount of these assets exceeds their recoverable amount. The recoverable amount is the greater of the net selling price and their value in use. Value in use is arrived at by discounting the estimated future cash flows to their present value based on an appropriate pre-tax discount factor. When there is indication that an impairment loss recognised for an asset in earlier accounting periods no longer exists or may have decreased, such reversal of impairment loss is recognised in the Restated Unconsolidated Summary Statement of Profits and Losses.

(g) Leases

Where the Company is lessee

Leases, where the lessor effectively retains substantially all the risks and benefits of ownership of the leased item, are classified as operating leases. Operating lease payments excluding lease rentals on land are recognised as an expense in the Restated Unconsolidated Summary Statement of Profits and Losses on a straight-line basis over the lease term.

Where the Company is lessor

Leases in which the Company does not transfer substantially all the risks and benefits of ownership of the asset are classified as operating leases. Assets subject to operating leases are included in non-current investments. Lease income on an operating lease is recognised in the Restated Unconsolidated Summary Statement of Profits and Losses on a straight-line basis over the lease term. Costs, including depreciation, are recognised as an expense in the Restated Unconsolidated Summary Statement of Profits and Losses. Initial direct costs such as legal costs, brokerage costs, etc. are recognised immediately in the Restated Unconsolidated Summary Statement of Profits and Losses.

(h) Investments

Investments, which are readily realisable and intended to be held for not more than one year from the date on which such investments are made, are classified as current investments. All other investments are classified as long-term investments.

Current investments are carried in the financial statements at lower of cost and fair value determined on an individual investment basis. Long-term investments are carried at cost. However, provision for diminution in value is made to recognise a decline other than temporary in the value of the investments.

Investment Property

An investment in land or buildings, which is not intended to be occupied substantially for use by, or in the operations of, the Company, is classified as investment property. Investment properties are stated at cost, net of accumulated depreciation and accumulated impairment losses, if any.

The cost comprises purchase price, borrowing costs if capitalisation criteria are met and directly attributable cost of bringing the investment property to its working condition for the intended use. Any trade discounts and rebates are deducted in arriving at the purchase price.

Depreciation on factory building component of investment property is calculated on a straight-line basis using the rate arrived at based on the useful life of 30 years estimated by the Management.

On disposal of an investment, the difference between its carrying amount and net disposal proceeds is charged or credited to the Restated Unconsolidated Summary Statement of Profits and Losses.

(i) Inventories

Raw materials, packing materials, stores, spares and other consumables are valued at lower of cost and net realisable value. However, materials and other items held for use in the production of inventories are not written down below cost if the finished products in which they will be incorporated are expected to be sold at or above cost. Cost of raw materials, packing materials, stores, spares and consumables are determined on a moving weighted average basis. Stores and spares which do not meet the definition of property, plant and equipments are accounted as inventories.

Finished Goods are valued at lower of cost and net realisable value. Cost includes direct material, labour and proportionate manufacturing overheads based on normal operating capacity. Cost of finished goods of Potato & Banana Chips and Classic Roasted Peanuts includes excise duty. Cost is determined on absorption costing basis at actual.

Traded goods are valued at lower of cost and net realisable value. Cost includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition. Cost is determined on moving weighted average basis.

Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and estimated cost necessary to make the sale.

(j) Revenue recognition

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

Sale of goods

Revenue from sale of goods is recognised when all the significant risks and rewards of ownership of the goods have been passed to the buyer, usually on delivery of the goods. The Company collects sales tax and value added tax ('VAT') on behalf of the Government and, therefore, these are not economic benefits flowing to the Company. Hence, they are excluded from revenue. Excise duty on Potato & Banana Chips and Classic Peanuts deducted from revenue (gross) is the amount that is included in the revenue (gross) and not the entire amount of liability arising during the year.

Interest

Interest income is recognised on a time proportion basis taking into account the amount outstanding and the applicable interest rate. Interest income is included under the head “other income” in the Restated Unconsolidated Summary Statement of Profits and Losses.

Other Income

Certain items of income such as insurance claims, overdue interest from customers etc. are recognised to the extent there is certainty of its realisation.

(k) Government grants and subsidies

Grants and subsidies from the Government are recognised when there is reasonable assurance that (i) the Company will comply with the conditions attached to them, and (ii) the grant/subsidy will be received.

When the grant or subsidy relates to revenue, it is recognised as income on a systematic basis in the Restated Unconsolidated Summary Statement of Profits and Losses over the periods necessary to match them with the related costs, which they are intended to compensate. Government grants related to specific property, plant and equipments are presented in the Restated Unconsolidated Summary Statement of Assets and Liabilities by showing the grant as a deduction from the gross value of the assets concerned in arriving at their book value.

Government grants of the nature of promoters’ contribution are credited to capital reserve and treated as a part of the shareholders’ funds.

(l) Foreign currency translation

(i) Initial recognition
Foreign currency transactions are recorded in the reporting currency, by applying to the foreign currency amount the exchange rate between the reporting currency and the foreign currency at the date of the transaction.

(ii) Conversion
Foreign currency monetary items are retranslated using the exchange rate prevailing at the reporting date. Non-monetary items, which are measured in terms of historical cost denominated in a foreign currency, are reported using the exchange rate at the date of the transaction. Non-monetary items, which are measured at fair value or other similar valuation denominated in a foreign currency, are translated using the exchange rate at the date when such value was determined.

(iii) Exchange differences
All exchange differences are recognised as income or as expenses in the period in which they arise.

(m) Retirement and other employee benefits

Retirement benefits in the form of provident fund is a defined contribution scheme. The Company recognises contribution payable to the provident fund scheme as an expenditure, when an employee renders the related service. The Company has no obligation, other than the contribution payable to the provident fund.

The Company operates one defined benefit plan for its employees, i.e. gratuity. The cost of providing benefits under this plan is determined on the basis of actuarial valuation at each year-end. Actuarial gain and loss for the defined benefit plan is recognised in full in the period in which they occur in the Restated Unconsolidated Summary Statement of Profits and Losses.

Accumulated leave, which is expected to be utilised within the next twelve months, is treated as short-term employee benefit. The Company measures the expected cost of such absences as the additional amount that it expects to pay as a result of the unused entitlement that has accumulated at the reporting date.

The Company treats accumulated leave expected to be carried forward beyond twelve months, as long-term employee benefit for measurement purposes. Such long-term compensated absences are provided for based on the actuarial valuation using the projected unit credit method at the year-end. Actuarial gains/losses are immediately taken to the Restated Unconsolidated Summary Statement of Profits and Losses and are not deferred. However, the Company presents the entire leave as a current liability in the Restated Unconsolidated Summary Statement of Assets and Liabilities, since it does not have an unconditional right to defer its settlement for twelve months after the reporting date.

(n) Segment reporting

Identification of Segments
Segments are identified in line with Accounting Standard 17 - 'Segment Reporting' ('AS 17'), taking into consideration the internal organisation and management structure as well as the differential risk and returns of the segment. The Company has only one business segment "Snacks Food" as its primary segment and hence disclosure of segment-wise information is not required under AS 17.The analysis of geographical segments is based on the areas in which major operating divisions of the Company operate.

Segment accounting policies
The Company prepares its segment information in conformity with the accounting policies adopted for preparing and presenting the financial statements of the Company as a whole.

(o) Taxes on Income

Tax expense comprises 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 enacted in India and tax laws prevailing in the respective tax jurisdictions where the Company operates. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date. Current income-tax relating to items recognised directly in equity is recognised in equity and not in the Restated Unconsolidated Summary Statement of Profits and Losses.

Deferred income taxes reflect the impact of timing differences between taxable income and accounting income originating during the current year and reversal of timing differences for the earlier years. Deferred tax is measured using the tax rates and the tax laws enacted or substantively enacted at the reporting date. Deferred income tax relating to items recognised directly in equity is recognised in equity and not in the Restated Unconsolidated Summary Statement of Profits and Losses.

Deferred tax liabilities are recognised for all taxable timing differences. Deferred tax assets are recognised for deductible timing differences only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realised. In situations where the Company has unabsorbed depreciation or carry forward tax losses, all deferred tax assets are recognised only if there is virtual certainty supported by convincing evidence that they can be realised against future taxable profits.

No deferred tax (asset or liability) is recognised in respect of timing differences which reverse during the tax holiday period, to the extent the Company's gross total income is subject to the deduction during the tax holiday period. Deferred tax in respect of timing differences which reverse after the tax holiday period is recognised in the year in which the timing differences originate. However, the Company restricts recognition of deferred tax assets to the extent that it has become reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available against which such deferred tax assets can be realised. For recognition of deferred taxes, the timing differences which originate first are considered to reverse first.

At each reporting date, the Company re-assesses unrecognised deferred tax assets. It recognises unrecognised deferred tax asset to the extent that it has become reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available against which such deferred tax assets can be realised.

The carrying amount of deferred tax assets are reviewed at each reporting date. The Company writes-down the carrying amount of deferred tax asset to the extent that it is no longer reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available against which deferred tax asset can be realised. Any such write-down is reversed to the extent that it becomes reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available.

Deferred tax assets and deferred tax liabilities are offset, if a legally enforceable right exists to set-off current tax assets against current tax liabilities and the deferred tax assets and deferred taxes relate to the same taxable entity and the same taxation authority.

Minimum alternate tax (MAT) paid in a year is charged to the Restated Unconsolidated Summary Statement of Profits and Losses as current tax. The Company recognises 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 recognises MAT credit as an asset in accordance with the Guidance Note on Accounting for Credit Available in respect of Minimum Alternative Tax under the Income-tax Act, 1961, the said asset is created by way of credit to the Restated Unconsolidated Summary Statement of Profits and Losses 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.

(p) Earnings per share

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders (after deducting preference dividend and attributable taxes) by the weighted average number of equity shares outstanding during the period. The weighted average number of equity shares outstanding during the period is adjusted for events such as bonus issue, bonus element in a rights issue, share split, and reverse share split (consolidation of shares) that have changed the number of equity shares outstanding, without a corresponding change in resources.

For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

(q) Provisions

A provision is recognised when the Company has a present obligation as a result of past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. Provisions are not discounted to their present value and are determined based on the best estimate required to settle the obligation at the reporting date. These estimates are reviewed at each reporting date and adjusted to reflect the current best estimates.

(r) Contingent liabilities

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Company or a present obligation that is not recognised because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognised because it cannot be measured reliably. The Company does not recognise a contingent liability but discloses its existence in the unconsolidated financial statements.

(s) Cash and cash equivalents

Cash and cash equivalents for the purpose of Restated Unconsolidated Summary Statement of Cash Flows comprise cash at bank and in hand and short-term investments with an original maturity of three months or less.

(t) Employee stock compensation cost

Eligible employees of the Company receive remuneration in the form of share based payment transactions, whereby employees render services as consideration for equity instruments (equity-settled transactions).

In accordance with Guidance Note on Accounting for Employee Share-based Payments, the cost of equity-settled transactions is measured using the fair value method. Eligible employees have been granted the option to subscribe to shares of the Company.

The exercise price means the price payable by the eligible employees for carrying out the exercise in pursuance of the "Prataap Snacks Private Limited Employee Stock Purchase Plan".

(u) Borrowing costs

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

Prataap Snacks Limited (formerly known as Prataap Snacks Private Limited)
Annexure V
Statement of Restatement Adjustments to Audited Unconsolidated Financial Statements

The summary of results of restatements made in the audited Unconsolidated Summary Statements for the respective years and its impact on the profits of the Company is as follows:

(Amount in million)

Sr No	Particulars	Notes	For the years ended 31-Mar-17 ₹	31-Mar-16 ₹	31-Mar-15 ₹	31-Mar-14 ₹	31-Mar-13 ₹	Adjustments in Surplus in the Statement of Profits and Losses as on 1 April 2012
A	**Net profit as per audited financial statements**		266.20	248.74	39.36	25.83	127.92	134.38
B	Adjustments to net profit as per audited financial statements							
	i) Increase/(Decrease) in Income							
	Provision / Liabilities no longer required written back (refer Note 4)		-	-	(3.20)	(1.16)	-	-
			-	-	(3.20)	(1.16)	-	-
	ii) (Increase)/Decrease in Expenses							
	Provision for doubtful debts (Net) (refer Note 3)		(0.28)	(0.03)	(0.98)	0.89	0.39	0.01
	Legal and professional fees (refer Note 4)		-	-	-	1.60	-	-
	Repairs and maintenance (refer Note 4)		-	-	-	-	1.16	-
	Government Grant accounting - Depreciation (refer Note 6)		-	(4.59)	3.74	0.52	0.33	-
	Accounting of insurance claims (refer Note 5)		(9.57)	(10.00)	19.57	-	-	-
	Interest cost others (refer Note 7)		0.27	-	-	-	-	-
	Revision in loss on sale of asset due to revision in useful life (refer Note 2)		0.50	0.63	0.06	-	-	-
	Revision in useful life (refer Note 2)		(1.15)	(0.73)	(0.91)	2.27	2.08	1.12
			(10.23)	(14.71)	21.48	5.28	3.96	1.13
C	**Total adjustments before tax (i + ii)**		**(10.23)**	**(14.71)**	**18.28**	**4.12**	**3.96**	**1.13**
D	**Restated profit before tax (A + C)**		**255.97**	**234.03**	**57.64**	**29.95**	**131.88**	**135.51**
E	Total tax adjustment of earlier years (refer Note 7)		(155.09)	66.72	46.52	24.80	16.99	(0.21)
F	Tax impact of adjustments (refer Note 7)		3.62	3.12	(5.00)	(0.96)	(1.25)	(0.88)
G	**Total tax adjustments (E + F)**		**(151.47)**	**69.84**	**41.52**	**23.84**	**15.74**	**(1.09)**
H	**Restated (loss) / profit after tax (D + G)**		**104.50**	**303.87**	**99.16**	**53.79**	**147.62**	**134.42**

Notes:

1. The above statement should be read with the notes to the Restated Unconsolidated Summary Statements as appearing in Annexure IV.

2. Change in the estimated useful lives of the property, plant and equipments

In the financial year ended 31 March 2015, pursuant to the Act being effective from 1 April 2014, the Company has revised the depreciation rates on its property, plant and equipments as per the useful life specified in Part C of the Schedule II of the Act. Till the year ended 31 March 2014, depreciation rates prescribed under Schedule XIV were treated as minimum rates and the Company was not allowed to charge depreciation at lower rates even if such lower rates were justified by the estimated useful life of the asset. Schedule II to the Act prescribes useful lives for property, plant and equipments which, in many cases, are different from lives prescribed under the erstwhile Schedule XIV.

However, Schedule II allows companies to use higher/ lower useful lives and residual values if such useful lives and residual values can be technically supported and justification for difference is disclosed in the financial statements. Considering the applicability of Schedule II, the Management has re-estimated useful lives and residual values of all its property, plant and equipments. The impact of depreciation has been recomputed and adjusted in respective years.

Accordingly, the loss on sale of property, plant and equipments has been recomputed and adjusted in respective years.

3. Provision for doubtful debts

Debts, which were considered doubtful and provided for and which have been subsequently recovered have been adjusted in the years when such debts were originally provided. Accordingly, adjustments have been made to the Unconsolidated Summary Statement of Profits and Losses, as restated, for the respective years.

4. Unspent liabilities written back

In the financial statements for the years ended 31 March 2015 and 31 March 2014, certain liabilities created in earlier years were written back. For the purpose of this statement, the said liabilities which has been considered material have been appropriately adjusted in the respective years in which the same were originally created.

5. Accounting of insurance claims

The Company is following the policy of accounting for insurance claims on settlement with the insurers due to uncertainty of reciept of claims. For the purpose of this statement, the said income has been appropriately adjusted in the respective years in which the claims were lodged.

Accordingly, adjustments have been made to the financial statements, as restated, for the years ended 31 March 2015, 31 March 2016 and 31 March 2017.

6. Government grant accounting

In the audited financial statements for the years ended 31 March 2016 and 31 March 2014, the Company had recognised Government grant by the way of deduction from gross block of property, plant and equipments which pertain to property, plant and equipments capitalised in the years ended 31 March 2015 and 31 March 2013 respectively. The Company, on restatement, has recorded the Government grant in the respective years of capitalisation of property, plant and equipments in the financial statements and accordingly depreciation have been restated for these years.

7. Accounting for taxes on income

The Profit and Loss Account of some years include amounts paid/ provided for or refunded/written back, in respect of shortfall/ excess income tax arising out of assessments, appeals etc. which has now been adjusted in the respective years.

Computation of deferred tax has been rectified to give effect to the reversal of timing differences during the tax holiday period. Deferred tax has been computed on adjustments made as detailed above and has been adjusted in the restated profits and losses for the years ended 31 March 2017, 2016, 2015, 2014 and 2013 and the balance brought forward in Profit and Loss Account as at 1 April 2012.

8. Material regrouping

Appropriate adjustments have been made in the Restated Unconsolidated 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 financials of the Company as at and for the year ended 31 March 2017, prepared in accordance with Schedule III and the requirements of the Securities and Exchange Board of India (Issue of Capital & Disclosure Requirements) Regulations, 2009 (as amended). Material regrouping identified in all the years are as follows:

a. Upto the year ended 31 March 2016, cost of factory building under construction was grouped under Capital work in progress. During the year ended 31 March 2017, the same has been classified under the head cost of factory building under construction under Non-current investments schedule. In the Unconsolidated Summary Statement of Assets and Liabilities, as restated, as at 31 March 2016, 2015 and 2014 such cost of building under construction has been regrouped and disclosed accordingly.

b. Upto the year ended 31 March 2016, Provident Fund Admin Charges and ESI Expenses was grouped under Workmen & staff welfare expenses in Employee benefits expense schedule. During the year ended 31 March 2017, the same has been classified under the head Contribution to provident and other funds under Employee benefits expense schedule. In the Unconsolidated Summary Statement of Profits and Losses, as restated, for the years ended 31 March 2016, 2015, 2014 and 2013 such cost of Provident Fund Admin Charges and ESI Expenses has been regrouped and disclosed accordingly.

c. Upto the year ended 31 March 2015, food expenses incurred for contract labour was included under the Workmen and staff welfare expenses in Employee benefits expense schedule. During the year ended 31 March 2016, the same has been classified under the head Contract labour charges under Other expenses schedule. In the Unconsolidated Summary Statement of Profits and Losses, as restated, for the years ended 31 March 2015, 2014 and 2013, such food expenses has been regrouped and disclosed accordingly.

d. Upto the year ended 31 March 2013, consumption of toy was classified under the head Consumption of Toys in Other Expenses schedule. During the year ended 31 March 2014, the same has been shown as separate category under the Cost of raw material and components consumed schedule. In the Unconsolidated Summary Statement of Profits and Losses, as restated, for the year ended 31 March 2013 such Consumption of Toys has been regrouped and disclosed accordingly.

9. Non Adjusting Events

a. Depreciation on property, plant and equipments costing less than ₹5,000

Till the year ended 31 March 2014, to comply with the requirements of Schedule XIV to the Companies Act, 1956, the Company was charging 100% depreciation on the property, plant and equipments costing less than ₹5,000 in the year of purchase. However, Schedule II to the Act, applicable from the year ended 31 March 2015 does not recognise such practices. Hence to comply with the requirement of Schedule II to the Act, the Company has changed its accounting policy for depreciation of assets costing less than ₹5,000. As per revised policy, the Company is depreciating such assets over their useful life as assisted by the Management. The Management has decided to apply the revised accounting policy prospectively from accounting periods commencing on or after 1 April 2014.

The change in accounting for depreciation of assets costing less than ₹5,000, did not have any material impact on Restated Unconsolidated Summary Statements of the Company for the years prior to year ended 31 March 2015.

b. Property, plant and equipments lost in fire

In the financial year ended 31 March 2015, pursuant to the Act being effective from 1 April 2014, the Company has revised the depreciation rates on its property, plant and equipments as per the useful life specified in Part C of the Schedule II of the Act. The Management has decided to apply the revised useful life retrospectively from initial recognition of property, plant and equipments.

Subject to revision in useful life , the loss to property, plant and equipments due to fire will also undergo a change, Management has decided not to revise the loss to property, plant and equipments by fire since it does not have any material impact on Restated Unconsolidated Summary Statements of the Company.

c. Auditor's Qualifications:

Audit qualifications included in the Annexure to the auditors’ report on the Unconsolidated Financial Statements for the years ended 31 March 2017, 2016, 2015, 2014 and 2013 which do not require any corrective adjustment in the financial information, are as follows:

i. Financial year ended 31 March 2017

Report on Other Legal and Regulatory Requirements

i.a. Clause (vii) (a)

Undisputed statutory dues including provident fund, employees’ state insurance, income-tax, sales-tax, service tax, duty of custom, duty of excise, value added tax, cess and other statutory dues have generally been regularly deposited with the appropriate authorities though there has been a slight delay in a few cases.

i.b. Clause (vii) (c)

According to the records of the Company, the dues outstanding of income-tax, sales-tax, service tax, customs duty, excise duty, value added tax and cess on account of any dispute, are as follows:

Name of the statute	Nature of dues	Amount (₹ in million)	Period to which amount pertains	Forum where the dispute is pending
Income-tax Act, 1961	Income Tax	1.27	A.Y. 2010-11	Commissioner of Income Tax (Appeals), Indore
Madhya Pradesh VAT Act, 2002	Value Added Tax	0.45	F.Y. 2014-15	The Additional Commisioner of Commercial Tax, Indore
Central Sales Tax Act, 1956	Central Sales Tax	2.62	F.Y. 2012-13 to FY 2013-14	Deputy Commissioner of Commercial Tax, Indore
Central Sales Tax Act, 1956	Central Sales Tax	8.39	F.Y. 2014-15	The Additional Commisioner of Commercial Tax, Indore

ii. Financial year ended 31 March 2016

Report on Other Legal and Regulatory Requirements

ii.a. Clause (vii) (c)

According to the records of the Company, the dues outstanding of income-tax, sales-tax, service tax, customs duty, excise duty, value added tax and cess on account of any dispute, are as follows:

Name of the statute	Nature of dues	Amount (₹ in million)	Period to which amount pertains	Forum where the dispute is pending
Central Sales Tax Act, 1956	Central Sales Tax	7.07	F.Y. 2012-13 to F.Y. 2013-14	Deputy Commissioner of Commercial Tax, Indore

iii. Financial year ended 31 March 2015

Report on Other Legal and Regulatory Requirements

iii.a. Clause (iv)

In our opinion and according to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the Company and the nature of its business for the sale of goods. The internal control system for purchases of fixed assets and services is inadequate since there is no process of documentation of vendor selection. Further, the process of analysis of comparative quotation and issuance of purchase order for purchase of inventory and fixed assets needs strengthening. Except for the foregoing, there is no continuing failure to correct major weakness in the internal control system of the Company.

iii.b. Clause (vii) (a)

Undisputed statutory dues including provident fund, employees' state insurance, income-tax, sales-tax, wealth-tax, service tax, customs duty, excise duty, value added tax, cess and other material statutory dues have generally been regularly deposited with the appropriate authorities though there has been a slight delay in a few cases.

According to the information and explanations given to us, no undisputed amounts payable in respect of aforesaid dues were outstanding, at the year end, for a period of more than six months from the date they became payable.

iii.c. Clause (vii) (b)

According to the records of the Company, the dues outstanding of income-tax, sales tax, wealth-tax, service tax, customs duty, excise duty and cess which has not been deposited on account of any dispute, are as follows:

Name of the statute	Nature of dues	Amount (₹ in million)	Period to which amount pertains	Forum where the dispute is pending
Madhya Pradesh VAT Act, 2002	Value Added Tax	7.64	F.Y. 2012-13	Deputy Commissioner of Commercial Tax, Indore

iv. Financial year ended 31 March 2014

Report on Other Legal and Regulatory Requirements

iv.a. Clause (iv)

In our opinion and according to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the Company and the nature of its business for the sale of goods. Further the internal control system for purchases of inventory and fixed assets is inadequate since there is no process of documentation of vendor selection, analysis of quotation and issuance of purchase order. In our opinion, this is a continuing failure to correct a major weakness in the internal control system.

iv. b. Clause (ix)(a)

Undisputed statutory dues including provident fund, employees’ state insurance, sales-tax, wealth-tax, service tax, customs duty, excise duty, cess and other material statutory dues have generally been regularly deposited with the appropriate authorities except that there have been serious delays in case of deposit of professional tax. The provisions relating to investor education and protection fund is not applicable to the Company.

v. Financial year ended 31 March 2013

Report on Other Legal and Regulatory Requirements

v.a. Clause (iv)

In our opinion and according to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the Company and the nature of its business for the sale of goods. Further the internal control system for purchases of inventory and in respect of fixed assets is inadequate since there is no process of documentation of vendor selection, analysis of quotation and issuance of purchase order. In our opinion, this is a continuing failure to correct a major weakness in the internal control system.

v.b. Clause (vii)

The Company has an internal audit system, the scope and coverage of which, in our opinion, requires to be extended to be commensurate with the size and nature of its business.

v.c. Clause (ix) (a)

Undisputed statutory dues including provident fund, employees’ state insurance, income-tax, sales-tax, wealth-tax, service tax, customs duty, excise duty, cess and other material statutory dues have generally been regularly deposited with the appropriate authorities though there has been slight delays in some cases. The provisions relating to investor education and protection fund are not applicable to the Company.

Prataap Snacks Limited (formerly known as Prataap Snacks Private Limited)
Annexure VI
Restated Unconsolidated Statement of Share capital

Particulars	As at 31-Mar-17 Number of shares	31-Mar-17 ₹ in million	31-Mar-16 Number of shares	31-Mar-16 ₹ in million	31-Mar-15 Number of shares	31-Mar-15 ₹ in million	31-Mar-14 Number of shares	31-Mar-14 ₹ in million	31-Mar-13 Number of shares	31-Mar-13 ₹ in million
a) Authorised share capital										
Equity shares of ₹1 each (All other Previous Years: Equity shares of ₹10 each)	5,00,00,000	50.00	5,00,000	5.00	5,00,000	5.00	5,00,000	5.00	5,00,000	5.00
0.001% compulsorily convertible preference shares (CCPS) of ₹100 each	1,15,600	11.56	1,15,600	11.56	1,15,600	11.56	1,15,600	11.56	1,01,100	10.11
	5,01,15,600	**61.56**	**6,15,600**	**16.56**	**6,15,600**	**16.56**	**6,15,600**	**16.56**	**6,01,100**	**15.11**
b) Issued, subscribed and fully paid-up shares										
Equity shares of ₹1 each (All other Previous Years: Equity shares of ₹10 each)	1,90,54,560	19.06	3,12,766	3.13	3,12,766	3.13	3,08,000	3.08	3,08,000	3.08
0.001% CCPS of ₹100 each	1,15,504	11.55	1,15,504	11.55	1,15,504	11.55	1,15,504	11.55	1,01,025	10.10
Total issued, subscribed and fully paid-up share capital	**1,91,70,064**	**30.61**	**4,28,270**	**14.68**	**4,28,270**	**14.68**	**4,23,504**	**14.63**	**4,09,025**	**13.18**

c) Reconciliation of the shares outstanding at the beginning and at the end of the reporting period

Equity shares	31-Mar-17 Number of shares	31-Mar-17 ₹ in million	31-Mar-16 Number of shares	31-Mar-16 ₹ in million	31-Mar-15 Number of shares	31-Mar-15 ₹ in million	31-Mar-14 Number of shares	31-Mar-14 ₹ in million	31-Mar-13 Number of shares	31-Mar-13 ₹ in million
At the beginning of the year (Equity shares of ₹10 each)	3,12,766	3.13	3,12,766	3.13	3,08,000	3.08	3,08,000	3.08	3,08,000	3.08
Issued during the year - ESPP	4,810	0.05	-	-	4,766	0.05	-	-	-	-
Sub Division during the period * (Equity shares of ₹1 each)	31,75,760	3.18	-	-	-	-	-	-	-	-
Issued during the period - Bonus Issue	1,58,78,800	15.88	-	-	-	-	-	-	-	-
Outstanding at the end of the year	**1,90,54,560**	**19.06**	**3,12,766**	**3.13**	**3,12,766**	**3.13**	**3,08,000**	**3.08**	**3,08,000**	**3.08**

** aggregate number of equity shares held post sub-division of shares of face value of ₹ 10 each into equity shares of face value of ₹ 1 each.*

Compulsorily Convertible Preference shares	31-Mar-17 Number of shares	31-Mar-17 ₹ in million	31-Mar-16 Number of shares	31-Mar-16 ₹ in million	31-Mar-15 Number of shares	31-Mar-15 ₹ in million	31-Mar-14 Number of shares	31-Mar-14 ₹ in million	31-Mar-13 Number of shares	31-Mar-13 ₹ in million
At the beginning of the year	1,15,504	11.55	1,15,504	11.55	1,15,504	11.55	1,01,025	10.10	80,574	8.06
Issued during the year	-	-	-	-	-	-	14,479	1.45	20,451	2.04
Outstanding at the end of the year	**1,15,504**	**11.55**	**1,15,504**	**11.55**	**1,15,504**	**11.55**	**1,15,504**	**11.55**	**1,01,025**	**10.10**

d) Terms/ rights attached to equity shares

The Company has only one class of equity shares having par value of ₹1 (All other Previous Years: ₹10) per share. Each equity share carries one vote and is entitled to dividend that may be declared by the Board of Directors, which is subject to the 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 preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

Prataap Snacks Limited (formerly known as Prataap Snacks Private Limited)
Annexure VI
Restated Unconsolidated Statement of Share capital (cont'd.)

e) Terms of conversion/ redemption of CCPS

Company has issued 1,15,504 preference shares of ₹100 each fully paid-up details of which are as follows:

Date	Number of Shares	Premium per share ₹	Issued to
13-May-2011	30,800	9,640.26	SCI Growth Investment II
21-October-2011	36,139	8,754.78	SCI Growth Investment II
16-March-2012	13,635	8,700.88	SCI Growth Investment II
13-February-2013	4,480	14,569.25	Sequoia Capital GFIV Mauritius Investments
	15,971		SCI Growth Investment II
18-February-2014	14,479	17,166.39	Sequoia Capital India Growth Investments Holdings I

The CCPS carries cumulative dividend @ 0.001% p.a. The Company declares and pays dividends in Indian rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting. Each holder of CCPS is entitled to one vote per share only on resolutions placed before the Company which directly affect the right attached to CCPS.

Each Preference Share may be converted into Equity Shares at any time at the option of the holder of the Preference Share. Each Preference Share shall automatically be converted into equity shares at the conversion price then in effect, upon the earlier of (i) one day prior to the expiry of 20 years from the Closing Date; or (ii) in connection with an IPO (or any subsequent IPO), prior to the filing of a prospectus (or equivalent document, by whatever name called) by the Company with the competent authority or such later date as may be permitted under applicable Laws.

The Preference Shares shall be converted into Equity Shares at the conversion price based on an initial conversion price as adjusted from time to time which is to be determined at the time of conversion.

The number of Equity Shares issuable pursuant to the conversion of any Preference Shares shall be that number obtained by dividing the Original Preference Share Issue Price by the applicable Conversion Price as defined above at the time in effect for such Preference Shares. No fractional shares shall be issued upon conversion of the Preference Shares, and the number of Equity Shares to be issued shall be rounded to the nearest whole share.

Each of Series A CCPS, Series A1 CCPS and Series A2 CCPS shall be converted into 60 (sixty) equity shares of ₹1 each.

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

Name of the shareholder	31-Mar-17		31-Mar-16		31-Mar-15		31-Mar-14		31-Mar-13	
	Number of shares	Percentage of Holding	Number of shares	Percentage of Holding	Number of shares	Percentage of Holding	Number of shares	Percentage of Holding	Number of shares	Percentage of Holding
Equity shares of ₹ 1 each (All other Previous Years: Equity shares of ₹ 10 each)										
SCI Growth Investment II	63,45,480	33.30%	1,05,758	33.80%	1,05,758	33.80%	1,05,758	34.34%	1,05,758	34.34%
Sequoia Capital GFIV Mauritius Investments	31,36,020	16.46%	52,267	16.70%	52,267	16.70%	52,267	16.97%	52,267	16.97%
Mr. Rajesh Mehta	13,04,220	6.84%	24,000	7.70%	24,000	7.70%	24,000	7.79%	24,000	7.79%
Mr. Naveen Mehta	13,04,220	6.84%	24,000	7.70%	24,000	7.70%	24,000	7.79%	24,000	7.79%
Mr. Arvind Mehta	9,29,280	4.88%	17,750	5.70%	17,750	5.70%	17,750	5.76%	17,750	5.76%
Mr. Arun Mehta	8,88,720	4.66%	17,075	5.50%	17,075	5.50%	17,075	5.55%	17,075	5.55%
CCPS of ₹ 100 each fully paid										
SCI Growth Investment II	97,000	83.59%	96,545	83.59%	96,545	83.59%	96,545	83.59%	96,545	95.57%
Sequoia Capital India Growth Investments Holdings I	14,000	12.54%	14,479	12.54%	14,479	12.54%	14,479	12.54%	-	-

As per records of the Company, including its register of shareholders/ members and other declarations received from shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownerships of shares.

g) Shares issued under Employee Stock Purchase Plan
For details of shares issued under the Employee Stock Purchase Plan (ESPP) of the Company, refer Annexure XXXXX.

Prataap Snacks Limited (formerly known as Prataap Snacks Private Limited)
Annexure VI
Restated Unconsolidated Statement of Share capital (cont'd.)

(h) Aggregate number of bonus shares issued during the period of five years immediately preceding the reporting date:

	31-Mar-17	31-Mar-16	31-Mar-15	31-Mar-14	31-Mar-13
	Number of Shares				
Equity shares allotted as fully paid bonus shares by capitalisation of Capital Reserve	1,58,78,800	-	-	-	-

Allottment of bonus shares in the ratio of 5 equity shares for every equity share of ₹1 each held to the existing equity shareholders as approved by the Shareholders at their extra-ordinary general meeting held on 24 September 2016.

(g) Proposed dividend

	31-Mar-17	31-Mar-16	31-Mar-15	31-Mar-14	31-Mar-13
	₹	₹	₹	₹	₹
Proposed dividend on preference shares for the year : ₹0.001 per share	116.00	116.00	116.00	101.00	81.00
Dividend distribution tax on the proposed preference dividend	24.00	24.00	20.00	18.00	13.00

Prataap Snacks Limited (formerly known as Prataap Snacks Private Limited)
Annexure VII
Restated Unconsolidated Statement of Reserves and surplus

(Amount in million)

Particulars	As at				
	31-Mar-17	**31-Mar-16**	**31-Mar-15**	**31-Mar-14**	**31-Mar-13**
	₹	**₹**	**₹**	**₹**	**₹**
Capital reserve					
Balance as per the last financial statements	96.97	94.47	94.47	94.47	94.47
Add: Government grant	-	2.50	-	-	-
Less: Amount utilised towards issue of fully paid bonus shares	15.88	-	-	-	-
Closing Balance	**81.09**	**96.97**	**94.47**	**94.47**	**94.47**
Securities premium account					
Balance as per the last financial statements	1,351.03	1,351.03	1,326.77	1,078.22	780.26
Add: Premium on issue of CCPS	-	-	-	248.55	297.96
Add: Premium on issue of ESPP	112.12	-	24.26	-	-
Closing Balance	**1,463.15**	**1,351.03**	**1,351.03**	**1,326.77**	**1,078.22**
Surplus in the Statement of Profits and Losses					
Balance as per last financial statements	738.86	434.99	335.83	282.04	134.42
Profit for the year	104.51	303.87	99.16	53.79	147.62
Less: Appropriations					
Dividend on preference shares [amount per share ₹0.001]#	-	-	-	-	-
Tax on preference dividend#	-	-	-	-	-
Net surplus in the Statement of Profits and Losses	**843.37**	**738.86**	**434.99**	**335.83**	**282.04**
Total	**2,387.61**	**2,186.86**	**1,880.49**	**1,757.07**	**1,454.73**

# Amount in ₹ denotes					
Dividend on preference shares [amount per share ₹0.001]	116.00	116.00	116.00	101.00	81.00
Tax on preference dividend	24.00	24.00	20.00	18.00	13.00

Notes:

i) The figures disclosed above are based on the Restated Unconsolidated Summary Statements of Assets and Liabilities of the Company.

ii) The above statement should be read with the notes to Restated Unconsolidated Summary Statements as appearing in Annexure IV and Statement of Restatement Adjustments to Audited Unconsolidated Financial Statements appearing in Annexure V.

Prataap Snacks Limited (formerly known as Prataap Snacks Private Limited)
Annexure VIII
Restated Unconsolidated Statement of Long-term & Short-term borrowings

(Amount in million)

Particulars	As at				
	31-Mar-17	31-Mar-16	31-Mar-15	31-Mar-14	31-Mar-13
	₹	₹	₹	₹	₹
A.1 Long-term borrowings					
- Non Current Portion					
Term loans					
Indian rupee loans from banks (Secured)	128.93	140.38	78.96	165.27	186.66
Indian rupee loan from a bank (Unsecured)	-	70.00	-	-	-
Total	**128.93**	**210.38**	**78.96**	**165.27**	**186.66**

(Amount in million)

Particulars	As at				
	31-Mar-17	31-Mar-16	31-Mar-15	31-Mar-14	31-Mar-13
	₹	₹	₹	₹	₹
A.2 Long-term borrowings					
- Current Portion of Borrowings disclosed under the head "Other current liabilities" (refer Annexure XII)					
Term loans					
Indian rupee loans from banks (Secured)	65.13	69.61	126.20	120.00	123.33
Indian rupee loan from a bank (Unsecured)	75.00	-	-	-	-
Total	**140.13**	**69.61**	**126.20**	**120.00**	**123.33**

(Amount in million)

Particulars	As at				
	31-Mar-17	31-Mar-16	31-Mar-15	31-Mar-14	31-Mar-13
	₹	₹	₹	₹	₹
B Short-term borrowings					
Cash credit from a bank (Secured)	66.27	91.98	57.17	40.38	64.68
Foreign Currency Buyers Credit (Secured)	89.02	80.97	43.74	-	-
Short term loan from banks (Secured)	81.70	82.50	91.00	128.01	-
Short term loan from a bank (Unsecured)	25.00	-	50.00	-	-
Bank overdraft (Secured)	5.55	8.77	-	50.00	45.00
Total	**267.54**	**264.22**	**241.91**	**218.39**	**109.68**
The above amount includes					
Secured borrowings	242.54	264.22	191.91	218.39	109.68
Unsecured borrowings	25.00	-	50.00	-	-

Notes:

i) The figures disclosed above are based on the Restated Unconsolidated Summary Statements of Assets and Liabilities of the Company.

ii) The above statement should be read with the notes to Restated Unconsolidated Summary Statements as appearing in Annexure IV and Statement of Restatement Adjustments to Audited Unconsolidated Financial Statements appearing in Annexure V.

iii) Refer Annexure IX – Unconsolidated Statement of Principal terms of borrowings outstanding as at 31 March 2017 for terms and conditions of borrowings.

Prataap Snacks Limited (formerly known as Prataap Snacks Private Limited)
Annexure IX
Unconsolidated Statement of Principal Terms of Borrowings Outstanding as at 31 March 2017

(a) Long-term borrowings

Sr No	Lender	Nature of Facility	Loan Currency	Amount Disbursed (in million)	Amount Outstanding as on 31 March 2017 (in million)	Rate of interest	Repayment / Modification of Terms	Security / Principal Terms and conditions
				₹	₹			
1	HDFC Bank Limited	Term Loan (Secured)	INR	49.34	11.28	Base rate + 0.30% p.a.	The loan is repayable in 22 monthly instalments commencing from November 2015 and the interest to be serviced as and when charged.	These loans are secured by an exclusive first charge on the entire property, plant and equipments (present as well as future) of the Company and equitable mortgage of four landed properties and building thereon. These loans are also secured by a second charge on the entire current assets (present as well as future) of the Company and are also personally guaranteed by Mr. Arvind Mehta, Chairman & Executive Director of the Company.
2	HDFC Bank Limited	Term Loan (Secured)	INR	47.92	30.09	Base rate + 0.30% p.a.	The loan is repayable in 41 monthly instalments, commencing from November 2015 and the interest to be serviced as and when charged.	
3	HDFC Bank Limited	Term Loan (Secured)	INR	43.20	28.03	Base rate + 0.30% p.a.	The loan is repayable in 39 monthly instalments, commencing from December 2015 and the interest to be serviced as and when charged.	
4	HDFC Bank Limited	Term Loan (Secured)	INR	20.00	16.00	Base rate + 0.30% p.a.	The loan is repayable in 20 quarterly instalments, commencing from June 2016 and the interest to be serviced as and when charged.	
5	ICICI Bank Limited	Term Loan (Secured)	INR	92.37	83.40	Base rate + 0.40% p.a.	The loan is repayable in 16 quarterly instalments, commencing from December 2016 and the interest to be serviced as and when charged.	
6	HDFC Bank Limited	Term Loan (Secured)	INR	30.00	25.26	Base rate + 0.30% p.a.	The loan is repayable in 19 quarterly instalments, commencing from September 2016 and the interest to be serviced as and when charged.	
7	Yes Bank Limited	Term Loan (Unsecured)	INR	100.00	75.00	10.35% p.a.	The loan is repayable in 4 monthly instalments from the 12th month from the date of disbursement. The interest to be serviced as and when charged on a monthly basis.	This loan is secured by a personal guarantee of Mr. Arvind Mehta, Chairman and Executive Director of the Company.
	Total				**269.06**			

Notes:

i) The figures disclosed above are based on the Restated Unconsolidated Summary Statements of Assets and Liabilities of the Company.

ii) The above statement should be read with the notes to Restated Unconsolidated Summary Statements as appearing in Annexure IV and Statement of Restatement Adjustments to Audited Unconsolidated Financial Statements appearing in Annexure V.

iii) The rates of interest given above are base rate plus spread as agreed with the lenders in the respective facility letters except wherever specifically mentioned at fixed rate in the Annexure above.

iv) The above includes long term borrowings disclosed under Annexure VIII and the current maturities of long-term borrowings included in other current liabilities under Annexure XII.

Prataap Snacks Limited (formerly known as Prataap Snacks Private Limited)
Annexure IX
Unconsolidated Statement of Principal Terms of Borrowings Outstanding as at 31 March 2017 (cont'd.)

(b) Short-term borrowings

Sr No	Lender	Nature of Facility	Loan Currency	Amount sanctioned (in million)	Amount Outstanding as on 31 March 2017 (in million)	Rate of interest	Repayment Terms	Security / Principal Terms and conditions
				₹	₹			
1	Kotak Mahindra Bank Limited	Term Loan (Secured)	INR	200.00	81.70	8.35%	Working capital loan is re-payable on demand.	This loan is secured against warehouse / cold storage receipts.
2	Kotak Mahindra Bank Limited	Term Loan (Unsecured)	INR	150.00	25.00	8.25%	Working capital loan is re-payable on demand.	Loan is unsecured with a specific condition of one undated cheque and personal guarantee of Mr. Arvind Mehta, Chairman & Executive Director of the Company.
3	ICICI Bank Limited	Cash credit (Secured)	INR	160.00	66.27	Base rate + 0.40% p.a.	The cash credit is re-payable on demand.	Cash Credit is secured by first charge by way of hypothecation of the Company's entire stocks of raw materials and finished goods, and such other movables including book-debts, consumable stores and spares, bills whether documentary or clean, outstanding monies, receivables, both present and future of all the locations of the company, in a form and manner satisfactory to the Bank except for potato stocks under warehousing finance limit ranking pari-passu with other working capital lender
4	ICICI Bank Limited		JPY	765.00		6 month LIBOR + 45 bps	180 Days	The buyers credits are related to Purchase of Packing Machinery imported from Japan for Indore, Guwahati and Bangalore plant.
	HDFC Bank Limited	Foreign Currency Buyers Credit (Secured)	JPY	459.00	89.02	6 month LIBOR + 44 bps	180 Days	
			JPY	306.00		6 month LIBOR + 35 bps	180 Days	
5	HDFC Bank Limited	Bank overdraft (Secured)	INR	10.00	5.55	Base rate + 35 bps	Working capital loan is re-payable on demand.	The overdraft facility is taken from HDFC Bank starting from October 2015. Bank overdraft is secured against post dated cheques issued from Cash Credit account and personal guarantee of Mr. Arvind Mehta, Chairman & Executive Director of the Company.
	Total				**267.54**			

Notes:

i) The figures disclosed above are based on the Restated Unconsolidated Summary Statements of Assets and Liabilities of the Company.

ii) The above statement should be read with the notes to Restated Unconsolidated Summary Statements as appearing in Annexure IV and Statement of Restatement Adjustments to Audited Unconsolidated Financial Statements appearing in Annexure V.

iii) The rates of interest given above are base rate plus spread as agreed with the lenders in the respective facility letters except wherever specifically mentioned at fixed rate in the Annexure above.

iv) The above includes short term borrowings disclosed under Annexure VIII.

Prataap Snacks Limited (formerly known as Prataap Snacks Private Limited)
Annexure X
Restated Unconsolidated Statement of Deferred tax liability (net)

(Amount in million)

Particulars	As at				
	31-Mar-17	**31-Mar-16**	**31-Mar-15**	**31-Mar-14**	**31-Mar-13**
	₹	₹	₹	₹	₹
Deferred tax liability					
Depreciation and amortisation differences	116.61	73.92	75.04	49.87	36.06
Others	-	3.31	6.47	0.99	0.94
Gross deferred tax liability	**116.61**	**77.23**	**81.51**	**50.86**	**37.00**
Deferred tax asset					
Expenditure debited to Restated Unconsolidated Statement of Profits and Losses but allowed for tax purposes in the following years	8.46	4.24	1.82	1.00	1.82
Provision for impairment of property, plant and equipments	0.17	0.17	0.17	0.15	-
Provision for doubtful receivables / loans	15.43	13.40	2.77	1.36	1.04
Provision for employee benefits	6.77	4.09	2.24	0.96	0.80
Carry forward of unabsorbed depreciation	-	-	14.11	18.00	-
Gross deferred tax assets	**30.83**	**21.90**	**21.11**	**21.47**	**3.66**
Net deferred tax liability	**85.78**	**55.33**	**60.40**	**29.39**	**33.34**

Notes:

i) The figures disclosed above are based on the Restated Unconsolidated Summary Statements of Assets and Liabilities of the Company.

ii) The above statement should be read with the notes to Restated Unconsolidated Summary Statements as appearing in Annexure IV and Statement of Restatement Adjustments to Audited Unconsolidated Financial Statements appearing in Annexure V.

Prataap Snacks Limited (formerly known as Prataap Snacks Private Limited)
Annexure XI
Restated Unconsolidated Statement of Long-term and Short-term provisions

(Amount in million)

Particulars	As at				
	31-Mar-17	31-Mar-16	31-Mar-15	31-Mar-14	31-Mar-13
	₹	₹	₹	₹	₹
A Long-term provisions					
Provision for employee benefits					
Provision for gratuity (refer Annexure XXXIX)	16.84	10.28	6.05	2.69	2.03
Total	**16.84**	**10.28**	**6.05**	**2.69**	**2.03**
B Short-term provisions					
Provision for employee benefits					
Provision for gratuity (refer Annexure XXXIX)	1.52	0.86	0.15	0.11	0.07
Provision for leave benefits	1.21	0.69	0.58	0.30	0.24
	2.73	**1.55**	**0.73**	**0.41**	**0.31**
Other provisions					
Income Tax Provision [Net of Advance Tax]	-	-	-	-	5.71
Preference dividend#	-	-	-	-	-
	-	**-**	**-**	**-**	**5.71**
Total	**2.73**	**1.55**	**0.73**	**0.41**	**6.02**

# Amount in ₹ denotes					
Preference dividend	530.00	414.00	298.00	182.00	81.00

Notes:

i) The figures disclosed above are based on the Restated Unconsolidated Summary Statements of Assets and Liabilities of the Company.

ii) The above statement should be read with the notes to Restated Unconsolidated Summary Statements as appearing in Annexure IV and Statement of Restatement Adjustments to Audited Unconsolidated Financial Statements appearing in Annexure V.

iii) Following are the amounts due to Directors/Promoters/Promoter Group/Relatives of Promoters/Relatives of Directors/ Entities having significant influence/subsidiary/ Key Managerial Personnel

Particulars	As at				
	31-Mar-17	31-Mar-16	31-Mar-15	31-Mar-14	31-Mar-13
	₹	₹	₹	₹	₹
Other liabilities - Dividend Payable					
SCI Growth Investment II#	472.00	374.00	276.00	178.00	81.00

iv) List of persons/entities classified as 'Promoters', 'Relatives of Promoters' and 'Promoter Group Companies' has been determined by the Management and relied upon by the Auditors. The Auditors have not performed any procedure to determine whether the list is accurate and complete.

Prataap Snacks Limited (formerly known as Prataap Snacks Private Limited)
Annexure XII
Restated Unconsolidated Statement of Trade payables and Other current liabilities

(Amount in million)

Particulars	As at				
	31-Mar-17	**31-Mar-16**	**31-Mar-15**	**31-Mar-14**	**31-Mar-13**
	₹	₹	₹	₹	₹
A Trade payables					
• total outstanding dues of micro enterprises and small enterprises (refer Annexure XXXXI for details of dues to micro and small enterprises)	-	-	-	-	-
• total outstanding dues of creditors other than micro enterprises and small enterprises	772.39	552.14	496.98	398.75	238.57
Total	**772.39**	**552.14**	**496.98**	**398.75**	**238.57**
B Other current liabilities					
Current maturities of long-term borrowings (refer Annexure VIII)	140.13	69.61	126.20	120.00	123.33
Interest accrued but not due on borrowings	2.30	1.93	2.30	4.18	3.59
Others		-	-	-	-
Creditors for capital goods	66.59	15.14	21.02	22.63	18.08
Advance from customers	34.25	14.53	24.48	27.93	9.70
Security deposits	30.93	26.13	25.13	24.63	13.63
Statutory dues	8.08	10.44	8.57	4.28	3.52
Other liabilities	26.18	8.85	2.47	7.45	3.14
Total	**308.46**	**146.63**	**210.17**	**211.10**	**174.99**

Notes:

i) The figures disclosed above are based on the Restated Unconsolidated Summary Statements of Assets and Liabilities of the Company.

ii) The above statement should be read with the notes to Restated Unconsolidated Summary Statements as appearing in Annexure IV and Statement of Restatement Adjustments to Audited Unconsolidated Financial Statements appearing in Annexure V.

Prataap Snacks Limited (formerly known as Prataap Snacks Private Limited)
Annexure XIII
Restated Unconsolidated Statement of Fixed Assets (Property, plant and equipments and Intangible Assets)

For the Year ended 31-03-2017

(Amount in million)

Particulars	GROSS-BLOCK (AT COST)					DEPRECIATION / AMORTISATION / IMPAIRMENT					NET-BLOCK
	Balance as on 01-Apr-16	Additions during the year	Stores and Spares transferred from Inventory	Deletions	Balance as on 31-Mar-17	Balance as on 01-Apr-16	For the year	Impairment loss	Deletions	Balance as on 31-Mar-17	Balance as on 31-Mar-17
	₹	₹	₹	₹	₹	₹	₹	₹	₹	₹	₹
A. Property, plant and equipments											
Leasehold improvements	110.35	37.59	-	-	147.94	23.72	14.64	-	-	38.36	109.58
Freehold land	153.17	-	-	-	153.17	-	-	-	-	-	153.17
Factory buildings	282.21	10.41	-	-	292.62	32.77	9.35	-	-	42.12	250.50
Plant & equipments	1,587.60	359.40	9.93	9.13	1,947.80	453.65	185.36	-	3.92	635.09	1,312.71
Furniture & fixtures	17.90	1.09	-	-	18.99	6.24	1.72	-	-	7.96	11.03
Office equipments	15.53	2.27	-	-	17.80	3.86	2.71	-	-	6.57	11.23
Computers	6.55	2.62	-	1.02	8.15	4.02	1.91	-	0.97	4.96	3.19
Vehicles	32.43	7.77	-	0.65	39.55	3.46	4.54	-	0.37	7.63	31.92
Total	**2,205.74**	**421.15**	**9.93**	**10.80**	**2,626.02**	**527.72**	**220.23**	**-**	**5.26**	**742.69**	**1,883.33**
B. Intangible Assets											
Intellectual property rights	0.00	-	-	-	0.00	0.00	-	-	-	0.00	-
Computer software	8.15	6.17	-	-	14.32	4.52	2.48	-	-	7.00	7.32
Brand ambassador rights	-	96.37	-	-	96.37	-	27.15	-	-	27.15	69.22
Total	**8.15**	**102.54**	**-**	**-**	**110.69**	**4.52**	**29.63**	**-**	**-**	**34.15**	**76.54**
Grand Total (A+B)	**2,213.89**	**523.69**	**9.93**	**10.80**	**2,736.71**	**532.24**	**249.86**	**-**	**5.26**	**776.84**	**1,959.87**

For the Year ended 31-03-2016

(Amount in million)

Particulars	GROSS-BLOCK (AT COST)					DEPRECIATION / AMORTISATION / IMPAIRMENT					NET-BLOCK
	Balance as on 01-Apr-15	Additions during the year	Stores and Spares transferred from Inventory	Deletions	Balance as on 31-Mar-16	Balance as on 01-Apr-15	For the year	Impairment loss	Deletions	Balance as on 31-Mar-16	Balance as on 31-Mar-16
	₹	₹	₹	₹	₹	₹	₹	₹	₹	₹	₹
A. Property, plant and equipments											
Leasehold improvements	95.23	15.12	-	-	110.35	12.54	11.18	-	-	23.72	86.63
Freehold land	153.17	-	-	-	153.17	-	-	-	-	-	153.17
Factory buildings	220.77	61.44	-	-	282.21	25.16	7.61	-	-	32.77	249.44
Plant & equipments	1,440.65	178.53	-	31.58	1,587.60	322.09	152.32	-	20.76	453.65	1,133.95
Furniture & fixtures	14.86	3.04	-	-	17.90	4.73	1.51	-	-	6.24	11.66
Office equipments	8.98	6.55	-	-	15.53	1.77	2.09	-	-	3.86	11.67
Computers	5.03	1.52	-	-	6.55	2.60	1.42	-	-	4.02	2.53
Vehicles	3.75	28.68	-	-	32.43	1.25	2.21	-	-	3.46	28.97
Total	**1,942.44**	**294.88**	**-**	**31.58**	**2,205.74**	**370.14**	**178.34**	**-**	**20.76**	**527.72**	**1,678.02**
B. Intangible Assets											
Intellectual property rights	0.00	-	-	-	0.00	0.00	-	-	-	0.00	-
Computer software	7.01	1.14	-	-	8.15	2.99	1.53	-	-	4.52	3.63
Total	**7.01**	**1.14**	**-**	**-**	**8.15**	**2.99**	**1.53**	**-**	**-**	**4.52**	**3.63**
Grand Total (A+B)	**1,949.45**	**296.02**	**-**	**31.58**	**2,213.89**	**373.13**	**179.87**	**-**	**20.76**	**532.24**	**1,681.65**

Prataap Snacks Limited (formerly known as Prataap Snacks Private Limited)
Annexure XIII
Restated Unconsolidated Statement of Fixed Assets (Property, plant and equipments and Intangible Assets) (cont'd.)

For the Year ended 31-03-2015

(Amount in million)

Particulars	GROSS-BLOCK (AT COST)					DEPRECIATION / AMORTISATION / IMPAIRMENT					NET-BLOCK
	Balance as on 01-Apr-14	Additions during the year	Stores and Spares transferred from Inventory	Deletions	Balance as on 31-Mar-15	Balance as on 01-Apr-14	For the year	Impairment loss	Deletions	Balance as on 31-Mar-15	Balance as on 31-Mar-15
	₹	₹	₹	₹	₹	₹	₹	₹	₹	₹	₹
A. Property, plant and equipments											
Leasehold improvements	73.36	21.87	-	-	95.23	3.73	8.81	-	-	12.54	82.69
Freehold land	153.17	-	-	-	153.17	-	-	-	-	-	153.17
Factory buildings	223.48	9.25	-	11.96	220.77	18.47	7.64	-	0.95	25.16	195.61
Plant & equipments	1,177.89	327.21	-	64.45	1,440.65	192.72	132.05	-	2.68	322.09	1,118.56
Furniture & fixtures	13.90	1.03	-	0.07	14.86	3.47	1.32	-	0.06	4.73	10.13
Office equipments	3.92	5.07	-	0.01	8.98	0.95	0.83	-	0.01	1.77	7.21
Computers	3.08	1.95	-	-	5.03	1.57	1.03	-	-	2.60	2.43
Vehicles	3.75	-	-	-	3.75	0.83	0.42	-	-	1.25	2.50
Total	**1,652.55**	**366.38**	-	**76.49**	**1,942.44**	**221.74**	**152.10**	-	**3.70**	**370.14**	**1,572.30**
B. Intangible Assets											
Intellectual property rights	0.00	-	-	-	0.00	0.00	-	-	-	0.00	-
Computer software	4.94	2.07	-	-	7.01	1.71	1.28	-	-	2.99	4.02
Total	**4.94**	**2.07**	-	-	**7.01**	**1.71**	**1.28**	-	-	**2.99**	**4.02**
Grand Total (A+B)	**1,657.49**	**368.45**	-	**76.49**	**1,949.45**	**223.45**	**153.38**	-	**3.70**	**373.13**	**1,576.32**

For the Year ended 31-03-2014

(Amount in million)

Particulars	GROSS-BLOCK (AT COST)					DEPRECIATION / AMORTISATION / IMPAIRMENT					NET-BLOCK
	Balance as on 01-Apr-13	Additions during the year	Stores and Spares transferred from Inventory	Deletions	Balance as on 31-Mar-14	Balance as on 01-Apr-13	For the year	Impairment loss	Deletions	Balance as on 31-Mar-14	Balance as on 31-Mar-14
	₹	₹	₹	₹	₹	₹	₹	₹	₹	₹	₹
A. Property, plant and equipments											
Leasehold improvements	13.55	59.81	-	-	73.36	0.58	3.15	-	-	3.73	69.63
Freehold land	153.17	-	-	-	153.17	-	-	-	-	-	153.17
Factory buildings	223.00	0.48	-	-	223.48	11.01	7.46	-	-	18.47	205.01
Plant & equipments	946.89	238.02	-	7.02	1,177.89	91.62	102.25	0.50	1.65	192.72	985.17
Furniture & fixtures	12.16	1.74	-	-	13.90	2.14	1.33	-	-	3.47	10.43
Office equipments	3.05	0.87	-	-	3.92	0.54	0.41	-	-	0.95	2.97
Computers	2.20	0.88	-	-	3.08	0.79	0.78	-	-	1.57	1.51
Vehicles	2.65	1.10	-	-	3.75	0.45	0.38	-	-	0.83	2.92
Total	**1,356.67**	**302.90**	-	**7.02**	**1,652.55**	**107.13**	**115.76**	**0.50**	**1.65**	**221.74**	**1,430.81**
B. Intangible Assets											
Intellectual property rights	0.00	-	-	-	0.00	0.00	-	-	-	0.00	-
Computer software	3.82	1.12	-	-	4.94	0.72	0.99	-	-	1.71	3.23
Total	**3.82**	**1.12**	-	**-**	**4.94**	**0.72**	**0.99**	-	-	**1.71**	**3.23**
Grand Total (A+B)	**1,360.49**	**304.02**	-	**7.02**	**1,657.49**	**107.85**	**116.75**	**0.50**	**1.65**	**223.45**	**1,434.04**

Prataap Snacks Limited (formerly known as Prataap Snacks Private Limited)
Annexure XIII
Restated Unconsolidated Statement of Fixed Assets (Property, plant and equipments and Intangible Assets) (cont'd.)

For the Year ended 31-03-2013

(Amount in million)

Particulars	GROSS-BLOCK (AT COST)					DEPRECIATION / AMORTISATION / IMPAIRMENT					NET-BLOCK
	Balance as on 01-Apr-12	Additions during the year	Stores and Spares transferred from Inventory	Deletions	Balance as on 31-Mar-13	Balance as on 01-Apr-12	For the year	Impairment loss	Deletions	Balance as on 31-Mar-13	Balance as on 31-Mar-13
	₹	₹	₹	₹	₹	₹	₹	₹	₹	₹	₹
A. Property, plant and equipments											
Leasehold improvements	0.62	12.93	-	-	13.55	0.03	0.55	-	-	0.58	12.97
Freehold land	153.17	-	-	-	153.17	-	-	-	-	-	153.17
Factory buildings	154.16	68.84	-	-	223.00	4.92	6.09	-	-	11.01	211.99
Plant & equipments	350.39	601.50	-	5.00	946.89	33.31	58.31	-	-	91.62	855.27
Furniture & fixtures	9.64	2.52	-	-	12.16	0.86	1.28	-	-	2.14	10.02
Office equipments	2.38	0.67	-	-	3.05	0.13	0.41	-	-	0.54	2.51
Computers	1.31	0.89	-	-	2.20	0.27	0.52	-	-	0.79	1.41
Vehicles	2.16	0.49	-	-	2.65	0.14	0.31	-	-	0.45	2.20
Total	**673.83**	**687.84**	-	**5.00**	**1,356.67**	**39.66**	**67.47**	-	-	**107.13**	**1,249.54**
B. Intangible Assets											
Intellectual property rights	0.00	-	-	-	0.00	0.00	-	-	-	0.00	-
Computer software	-	3.82	-	-	3.82	-	0.72	-	-	0.72	3.10
Total	**0.00**	**3.82**	-	**-**	**3.82**	**0.00**	**0.72**	**-**	**-**	**0.72**	**3.10**
Grand Total (A+B)	**673.83**	**691.66**	**-**	**5.00**	**1,360.49**	**39.66**	**68.19**	**-**	**-**	**107.85**	**1,252.64**

Notes:

i) The figures disclosed above are based on the Restated Unconsolidated Summary Statements of Assets and Liabilities of the Company.

ii) The above statement should be read with the notes to Restated Unconsolidated Summary Statements as appearing in Annexure IV and Statement of Restatement Adjustments to Audited Unconsolidated Financial Statements appearing in Annexure V.

Prataap Snacks Limited (formerly known as Prataap Snacks Private Limited)
Annexure XIV
Restated Unconsolidated Statement of Non-current investments

(Amount in million)

Particulars	As at				
	31-Mar-17	31-Mar-16	31-Mar-15	31-Mar-14	31-Mar-13
	₹	₹	₹	₹	₹
Investment property (at cost)					
Freehold land given on operating lease	48.29	-	-	-	-
Cost of Factory Building under construction	130.60	106.18	97.29	21.26	-
Trade investments (valued at cost unless stated otherwise)					
Unquoted equity instruments					
Investment in a subsidiary					
10,000 Equity shares of ₹10 each fully paid-up in Pure N Sure Food Bites Private Limited	0.12	0.12	0.12	0.10	0.10
(31 March 2016 and 31 March 2015 - 10,000 shares, 31 March 2014 and 31 March 2013 - 9,800 shares)					
Total	**179.01**	**106.30**	**97.41**	**21.36**	**0.10**

Notes:

i) The figures disclosed above are based on the Restated Unconsolidated Summary Statements of Assets and Liabilities of the Company.

ii) The above statement should be read with the notes to Restated Unconsolidated Summary Statements as appearing in Annexure IV and Statement of Restatement Adjustments to Audited Unconsolidated Financial Statements appearing in Annexure V.

iii) Following are the amounts paid to Directors/Promoters/Promoter Group/Relatives of Promoters/Relatives of Directors/ Entities having significant influence /Subsidiary / Key Managerial Personnel

(Amount in million)

Particulars	For the years ended				
	31-Mar-17	31-Mar-16	31-Mar-15	31-Mar-14	31-Mar-13
	₹	₹	₹	₹	₹
Purchase of freehold land					
Mrs. Kanta Mehta	22.50	-	-	-	-
Rent / Lease rent - Rent paid					
Mrs. Kanta Mehta	-	3.66	3.44	1.28	-

iv) List of persons/entities classified as 'Promoters', 'Relatives of Promoters' and 'Promoter Group Companies' has been determined by the Management and relied upon by the Auditors. The Auditors have not performed any procedure to determine whether the list is accurate and complete.

Prataap Snacks Limited (formerly known as Prataap Snacks Private Limited)
Annexure XV
Restated Unconsolidated Statement of Long-term loans and advances and Other non current assets

(Amount in million)

Particulars	As at				
	31-Mar-17	31-Mar-16	31-Mar-15	31-Mar-14	31-Mar-13
	₹	₹	₹	₹	₹
A Long-term loans and advances					
Capital advances					
Unsecured, considered good	5.02	33.11	56.41	112.22	18.84
Doubtful	28.12	28.12	-	-	-
	33.14	61.23	56.41	112.22	18.84
Provision for doubtful advance (refer Annexure XXXXVII (b))	(28.12)	(28.12)	-	-	-
	5.02	**33.11**	**56.41**	**112.22**	**18.84**
Security deposits (Unsecured, considered good)	53.77	60.69	55.44	54.70	24.63
Loans and advances to related parties (refer Annexure XXXI)					
Unsecured, considered good	296.19	145.18	105.58	83.97	68.70
Other loans and advances (Unsecured, considered good)					
Loan to transporters (refer Annexure XXXXII)	1.25	3.23	33.71	34.04	11.56
MAT Credit Entitlement	176.47	142.80	73.30	49.21	39.12
Advance income-tax [net of provision for taxation]	12.47	0.79	5.56	16.81	-
Prepaid expenses	-	-	0.08	4.14	7.80
Capital Subsidy Receivable	54.88	54.88	54.88	-	-
	245.07	**201.70**	**167.53**	**104.20**	**58.48**
Total	**600.05**	**440.68**	**384.96**	**355.09**	**170.65**
B Other non current assets					
Unsecured, considered good unless stated otherwise					
Non-current bank balances (refer Annexure XVIII)					
– Deposits with remaining maturity for more than 12 months (refer footnote iv)	-	0.05	0.05	0.05	0.07
– Margin money deposits (refer footnote iii)	12.71	2.25	1.34	2.25	2.25
Interest accrued on fixed / margin money deposits	-	0.10	1.28	0.99	0.78
Total	**12.71**	**2.40**	**2.67**	**3.29**	**3.10**

Notes:

i) The figures disclosed above are based on the Restated Unconsolidated Summary Statements of Assets and Liabilities of the Company.

ii) The above statement should be read with the notes to Restated Unconsolidated Summary Statements as appearing in Annexure IV and Statement of Restatement Adjustments to Audited Unconsolidated Financial Statements appearing in Annexure V.

iii) Margin money deposits pertains to deposits given to various Government/statutory authorities as security.

iv) Deposits with remaining maturity for more than 12 months is in lien with Government / statutory authorities.

v) Following are the amounts due from Directors/Promoters/Promoter Group/Relatives of Promoters/Relatives of Directors/ Entities having significant influence/subsidiary/ Key Managerial Personnel:

(Amount in million)

Particulars	As at				
	31-Mar-17	31-Mar-16	31-Mar-15	31-Mar-14	31-Mar-13
	₹	₹	₹	₹	₹
Loans and advances to related parties - Loans given					
Pure N Sure Food Bites Private Limited	166.88	122.67	83.07	83.97	68.70
Prataap Snacks Employees Welfare Trust	129.31	22.51	22.51	-	-

vi) List of persons/entities classified as 'Promoters', 'Relatives of Promoters' and 'Promoter Group Companies' has been determined by the Management and relied upon by the Auditors. The Auditors have not performed any procedure to determine whether the list is accurate and complete.

Prataap Snacks Limited (formerly known as Prataap Snacks Private Limited)
Annexure XVI
Restated Unconsolidated Statement of Inventories

(Amount in million)

Particulars	As at				
	31-Mar-17	**31-Mar-16**	**31-Mar-15**	**31-Mar-14**	**31-Mar-13**
	₹	**₹**	**₹**	**₹**	**₹**
Raw materials (refer Annexure XXII)					
a. In hand	250.74	253.73	255.77	263.85	168.24
b. Material in transit	7.83	6.15	5.94	0.58	-
Packing materials (refer Annexure XXII)					
a. In hand	198.07	205.37	180.97	130.12	140.98
b. Material in transit	0.38	0.07	0.24	-	-
Finished goods (refer Annexure XXIII)					
a. In hand	89.21	60.98	44.60	38.01	25.80
b. Material in transit	64.37	52.18	45.64	41.74	73.56
Traded goods (refer Annexure XXIII)					
a. In hand	3.40	2.78	8.55	3.67	-
b. Material in transit	0.95	2.66	1.98	1.26	-
Stores, Spares and other Consumables (refer footnote iii)					
a. In hand	57.18	22.08	17.51	11.42	7.21
b. Material in transit	0.11	-	-	-	-
Stock of toys (refer Annexure XXII)	116.44	79.27	15.28	31.86	7.76
Total	**788.68**	**685.27**	**576.48**	**522.51**	**423.55**

Notes:

i) The figures disclosed above are based on the Restated Unconsolidated Summary Statements of Assets and Liabilities of the Company.

ii) The above statement should be read with the notes to Restated Unconsolidated Summary Statements as appearing in Annexure IV and Statement of Restatement Adjustments to Audited Unconsolidated Financial Statements appearing in Annexure V.

iii) Refer Annexure XIII regarding stores and spares transferred from inventories to property, plant and equipments.

Prataap Snacks Limited (formerly known as Prataap Snacks Private Limited)
Annexure XVII
Restated Unconsolidated Statement of Trade receivables

(Amount in million)

Particulars	As at				
	31-Mar-17	**31-Mar-16**	**31-Mar-15**	**31-Mar-14**	**31-Mar-13**
	₹	₹	₹	₹	₹
Unsecured, considered good unless stated otherwise					
Outstanding for a period exceeding six months from the date they are due for payment					
Secured, considered good	0.50	0.50	-	-	-
Unsecured, considered good	-	2.02	2.59	2.37	1.30
Unsecured, considered doubtful	13.18	10.13	7.18	3.15	1.08
	13.68	**12.65**	**9.77**	**5.52**	**2.38**
Provision for doubtful receivables	(13.18)	(10.13)	(7.18)	(3.15)	(1.08)
	0.50	**2.52**	**2.59**	**2.37**	**1.30**
Other receivables					
Secured, considered good	23.92	23.13	22.45	17.67	8.95
Unsecured, considered good	172.50	157.23	111.25	95.93	26.82
Unsecured, considered doubtful	-	-	0.73	0.77	1.50
	196.42	**180.36**	**134.43**	**114.37**	**37.27**
Provision for doubtful receivables	-	-	(0.73)	(0.77)	(1.50)
	196.42	**180.36**	**133.70**	**113.60**	**35.77**
Total	**196.92**	**182.88**	**136.29**	**115.97**	**37.07**

Notes:

i) The figures disclosed above are based on the Restated Unconsolidated Summary Statements of Assets and Liabilities of the Company.

ii) The above statement should be read with the notes to Restated Unconsolidated Summary Statements as appearing in Annexure IV and Statement of Restatement Adjustments to Audited Unconsolidated Financial Statements appearing in Annexure V.

Prataap Snacks Limited (formerly known as Prataap Snacks Private Limited)
Annexure XVIII
Restated Unconsolidated Statement of Cash and bank balances

(Amount in million)

Particulars	As at				
	31-Mar-17	**31-Mar-16**	**31-Mar-15**	**31-Mar-14**	**31-Mar-13**
	₹	₹	₹	₹	₹
Cash and cash equivalents					
Balances with banks:					
– On current accounts	44.89	30.46	12.54	5.28	28.41
– Deposits with original maturity of less than three months	20.00	-	-	60.00	-
Cash on hand	0.67	1.12	1.54	0.19	0.09
	65.56	**31.58**	**14.08**	**65.47**	**28.50**
Other bank balances					
– Deposits with remaining maturity for less than 12 months	10.74	10.16	21.87	150.09	202.31
– Deposits with remaining maturity for more than 12 months	-	0.05	0.05	0.05	0.07
– Margin money deposits	29.91	20.92	2.25	2.25	2.25
	40.65	31.13	24.17	152.39	204.63
Amount disclosed under non-current assets (refer Annexure XV)	(12.71)	(2.30)	(1.39)	(2.30)	(2.32)
	27.94	**28.83**	**22.78**	**150.09**	**202.31**
Total	**93.50**	**60.41**	**36.86**	**215.56**	**230.81**

Notes:

i) The figures disclosed above are based on the Restated Unconsolidated Summary Statements of Assets and Liabilities of the Company.

ii) The above statement should be read with the notes to Restated Unconsolidated Summary Statements as appearing in Annexure IV and Statement of Restatement Adjustments to Audited Unconsolidated Financial Statements appearing in Annexure V.

Prataap Snacks Limited (formerly known as Prataap Snacks Private Limited)
Annexure XIX
Restated Unconsolidated Statement of Short-term loans and advances and Other current assets

(Amount in million)

Particulars	As at				
	31-Mar-17	31-Mar-16	31-Mar-15	31-Mar-14	31-Mar-13
	₹	₹	₹	₹	₹
A Short-term loans and advances					
Security deposits (Unsecured, considered good)	5.20	6.41	13.08	5.16	-
Loans and advances to related parties (refer Annexure XXXI)					
Unsecured, considered good	-	-	2.50	2.50	8.14
Advances recoverable in cash or kind (Unsecured, considered good unless stated otherwise)					
Unsecured, considered good	59.41	49.36	59.71	33.21	30.94
Doubtful	2.82	-	-	-	-
	62.23	**49.36**	**59.71**	**33.21**	**30.94**
Provision for doubtful loans	(2.82)	-	-	-	-
	59.41	**49.36**	**59.71**	**33.21**	**30.94**
Other loans and advances (Unsecured, considered good)					
Loan to transporters (refer Annexure XXXXII)					
Unsecured, considered good	1.79	4.46	3.83	11.35	11.56
Doubtful	0.48	0.48	0.48	0.48	0.49
	2.27	**4.94**	**4.31**	**11.83**	**12.05**
Provision for doubtful loans	(0.48)	(0.48)	(0.48)	(0.48)	(0.49)
	1.79	**4.46**	**3.83**	**11.35**	**11.56**
Prepaid expenses	3.17	1.42	5.05	5.53	3.85
Loan to employees	5.91	10.04	4.84	3.90	2.89
Balances with statutory / Government authorities	10.01	8.74	9.28	5.81	4.03
	20.88	**24.66**	**23.00**	**26.59**	**22.33**
Total	**85.49**	**80.43**	**98.29**	**67.46**	**61.41**
B Other current assets					
Others (Unsecured, considered good unless stated otherwise)					
Inventory - Sales promotion items	2.14	4.97	7.61	7.72	6.94
Interest accrued on fixed deposits	1.43	1.44	0.38	3.13	2.80
Interest accrued on loans & advances	18.63	4.28	1.63	0.11	0.33
Share issue expenses (to the extent of not written off or adjusted) (refer Annexure XXXVII)	43.98	-	-	-	-
Interest accrued on Electricity deposit	0.04	0.08	0.06	-	-
Total	**66.22**	**10.77**	**9.68**	**10.96**	**10.07**

Notes:

i) The figures disclosed above are based on the Restated Unconsolidated Summary Statements of Assets and Liabilities of the Company.

ii) The above statement should be read with the notes to Restated Unconsolidated Summary Statements as appearing in Annexure IV and Statement of Restatement Adjustments to Audited Unconsolidated Financial Statements appearing in Annexure V.

iii) Following are the amounts due from Directors/Promoters/Promoter Group/Relatives of Promoters/Relatives of Directors/ Entities having significant influence/subsidiary/ Key Managerial Personnel:

(Amount in million)

Particulars	As at				
	31-Mar-17	31-Mar-16	31-Mar-15	31-Mar-14	31-Mar-13
	₹	₹	₹	₹	₹
Loans and advances to related parties - Loans given					
Mrs. Premlata Kumat	-	-	2.50	2.50	2.50
Prakash Snacks Private Limited	-	-	-	-	5.64
Security deposits					
Mrs. Kanta Mehta	-	0.75	0.75	0.75	-
Interest accrued on loans & advances					
Pure N Sure Food Bites Private Limited	5.05	0.43	0.06	-	-
Prataap Snacks Employees Welfare Trust	13.55	3.61	1.45	-	-
Mrs. Premlata Kumat	-	-	-	-	0.16
Mr. Apoorva Kumat	-	-	-	-	0.01

iv) List of persons/entities classified as 'Promoters', 'Relatives of Promoters' and 'Promoter Group Companies' has been determined by the Management and relied upon by the Auditors. The Auditors have not performed any procedure to determine whether the list is accurate and complete.

Prataap Snacks Limited (formerly known as Prataap Snacks Private Limited)
Annexure XX
Restated Unconsolidated Statement of Revenue from operations

(Amount in million)

Particulars	For the years ended				
	31-Mar-17	31-Mar-16	31-Mar-15	31-Mar-14	31-Mar-13
	₹	₹	₹	₹	₹
Revenue from operations					
Sale of products					
Finished goods	8,712.09	7,153.89	5,292.94	4,302.38	3,390.63
Traded goods	256.08	335.02	286.09	179.39	73.05
Other operating revenue					
Sale of Starch	10.16	4.17	2.20	1.30	1.45
Scrap sales	19.57	17.80	6.95	5.26	5.26
Sales tax Incentive (refer Annexure XXXXIX)	82.27	92.40	32.86	-	-
Provision / Liabilities no longer required written	0.37	0.91	-	-	-
Revenue from operations (gross)	**9,080.54**	**7,604.19**	**5,621.04**	**4,488.33**	**3,470.39**
Less: Excise duty #	41.37	32.29	32.97	32.18	32.89
Revenue from operations (net)	**9,039.17**	**7,571.90**	**5,588.07**	**4,456.15**	**3,437.50**

Detail of products sold

(Amount in million)

Particulars	For the years ended				
	31-Mar-17	31-Mar-16	31-Mar-15	31-Mar-14	31-Mar-13
	₹	₹	₹	₹	₹
Finished goods sold					
Potato Chips	1,988.56	1,577.25	1,593.74	1,569.77	1,467.59
Chulbule	1,167.20	1,127.77	1,065.59	917.17	730.64
Puff & Rings	4,154.32	3,395.29	1,709.65	1,128.51	755.11
Namkeen	1,105.66	780.75	604.77	468.00	275.43
Pellets	287.19	259.08	303.31	205.57	56.29
Others	9.16	13.75	15.88	13.36	105.57
	8,712.09	**7,153.89**	**5,292.94**	**4,302.38**	**3,390.63**
Traded goods sold					
Potato Chips	167.05	113.71	105.38	99.44	-
Chulbule	-	-	-	0.07	1.47
Puff & Rings	84.80	204.18	114.31	74.24	71.58
Pellets	-	-	4.16	5.64	-
Others	4.23	17.13	62.24	-	-
	256.08	**335.02**	**286.09**	**179.39**	**73.05**
Total	**8,968.17**	**7,488.91**	**5,579.03**	**4,481.77**	**3,463.68**

Notes:

i) The figures disclosed above are based on the Restated Unconsolidated Summary Statements of Profits and Losses of the Company.

ii) The above statement should be read with the notes to Restated Unconsolidated Summary Statements as appearing in Annexure IV and Statement of Restatement Adjustments to Audited Unconsolidated Financial Statements appearing in Annexure V.

Excise duty on sales of Potato & Banana Chips and Classic Roasted Peanuts has been reduced from sales in Restated Unconsolidated Summary Statement of Profits and Losses and excise duty on decrease / (increase) in stock has been considered as (income)/expense in Annexure XXV of Unconsolidated restated financial statements.

Prataap Snacks Limited (formerly known as Prataap Snacks Private Limited)
Annexure XXI
Restated Unconsolidated Statement of Other Income

(Amount in million)

Particulars	Recurring / Non Recurring	Related / Not related to business activity	For the years ended 31-Mar-17	31-Mar-16	31-Mar-15	31-Mar-14	31-Mar-13
			₹	₹	₹	₹	₹
Interest income on							
Bank deposits	Recurring	Not Related	3.75	2.67	13.55	8.41	5.03
Others	Recurring	Not Related	15.28	3.48	2.55	0.76	0.67
Exchange differences (net)	Non - Recurring	Related	1.74	1.29	1.57	3.12	-
Other Income	Non - Recurring	Not Related	0.05	0.03	0.03	-	-
Total			**20.82**	**7.47**	**17.70**	**12.29**	**5.70**

Notes:

i) The classification of other income as recurring / non-recurring, related / not-related to business activity is based on the current operations and business activity of the Company as determined by the Management.

ii) The figures disclosed above are based on the Restated Unconsolidated Summary Statements of Profits and Losses of the Company.

iii) The above statement should be read with the notes to Restated Unconsolidated Summary Statements as appearing in Annexure IV and Statement of Restatement Adjustments to Audited Unconsolidated Financial Statements appearing in Annexure V.

iv) Following are the amounts of interest income from Directors/Promoters/Promoter Group/Relatives of Promoters/Relatives of Directors/ Entities having significant influence/Subsidiary/ Key Managerial Personnel

(Amount in million)

Particulars	For the years ended 31-Mar-17	31-Mar-16	31-Mar-15	31-Mar-14	31-Mar-13
	₹	₹	₹	₹	₹
Interest income on others					
Pure N Sure Food Bites Private Limited	4.62	0.36	0.06	-	-
Mrs. Premlata Kumat	-	0.15	0.15	0.16	0.16
Mr. Apoorva Kumat	-	-	-	-	0.01
Prataap Snacks Employees Welfare Trust	9.94	2.16	1.45	-	-

v) List of persons/entities classified as 'Promoters', 'Relatives of Promoters' and 'Promoter Group Companies' has been determined by the Management and relied upon by the Auditors. The Auditors have not performed any procedure to determine whether the list is accurate and complete.

Prataap Snacks Limited (formerly known as Prataap Snacks Private Limited)
Annexure XXII
Restated Unconsolidated Statement of Cost of raw material and components consumed

(Amount in million)

Particulars	For the years ended 31-Mar-17	31-Mar-16	31-Mar-15	31-Mar-14	31-Mar-13
	₹	₹	₹	₹	₹
a. Raw material					
Inventory at the beginning of the year	259.88	261.71	264.43	168.24	92.86
Add: Purchases	3,436.02	2,583.00	2,104.72	1,867.13	1,463.14
	3,695.90	2,844.71	2,369.14	2,035.37	1,556.00
Less: sales	20.41	21.78	19.35	10.83	-
Less: inventory at the end of the year	258.57	259.88	261.71	264.43	168.24
Cost of raw material consumed (A)	**3,416.92**	**2,563.05**	**2,088.09**	**1,760.11**	**1,387.76**
b. Packing material					
Inventory at the beginning of the year	205.44	181.21	130.12	140.98	88.51
Add: Purchases	1,977.91	1,806.91	1,474.89	1,147.50	918.23
	2,183.35	1,988.12	1,605.01	1,288.48	1,006.74
Less: sales	19.19	46.43	24.08	17.04	-
Less: inventory at the end of the year	198.45	205.44	181.21	130.12	140.98
Cost of packing material consumed (B)	**1,965.71**	**1,736.25**	**1,399.72**	**1,141.32**	**865.76**
c. Toys					
Inventory at the beginning of the year	79.27	15.28	31.86	7.76	1.79
Add: Purchases	861.63	769.65	317.29	235.35	134.10
	940.90	784.93	349.15	243.11	135.89
Less: sales	14.54	29.31	13.61	5.08	-
Less: inventory at the end of the year	116.44	79.27	15.28	31.86	7.76
Cost of toys consumed (C)	**809.92**	**676.35**	**320.26**	**206.17**	**128.13**
Total (A+B+C)	**6,192.55**	**4,975.65**	**3,808.07**	**3,107.60**	**2,381.65**

Prataap Snacks Limited (formerly known as Prataap Snacks Private Limited)
Annexure XXII
Restated Unconsolidated Statement of Cost of raw material and components consumed (cont'd.)

Details of raw material and components consumed

(Amount in million)

Particulars	For the years ended				
	31-Mar-17	31-Mar-16	31-Mar-15	31-Mar-14	31-Mar-13
	₹	₹	₹	₹	₹
a. Raw material					
Potato	482.03	355.13	433.21	389.81	324.95
Oil	1,030.61	752.01	653.82	577.44	445.91
Corn	358.32	277.75	143.90	102.76	71.73
Rice	89.03	75.57	73.44	62.39	70.47
Gram	59.75	38.80	24.59	22.39	24.19
Others	1,397.18	1,063.79	759.13	605.32	450.51
Total	**3,416.92**	**2,563.05**	**2,088.08**	**1,760.11**	**1,387.76**
b. Packing material					
Film	1,429.12	1,285.05	1,052.24	863.48	613.81
Box	512.30	429.19	325.65	260.21	229.22
Others	24.29	22.01	21.83	17.63	22.73
Total	**1,965.71**	**1,736.25**	**1,399.72**	**1,141.32**	**865.76**

Details of inventory

(Amount in million)

Particulars	As at				
	31-Mar-17	31-Mar-16	31-Mar-15	31-Mar-14	31-Mar-13
	₹	₹	₹	₹	₹
a. Raw material					
Potato	112.89	135.07	167.53	199.37	115.69
Oil	19.58	13.14	8.64	9.22	5.89
Corn	10.89	5.85	2.13	2.26	1.28
Rice	2.12	1.34	2.10	0.75	1.16
Gram	0.99	1.20	0.88	0.78	1.38
Others	112.10	103.28	80.43	52.05	42.84
Total	**258.57**	**259.88**	**261.71**	**264.43**	**168.24**
b. Packing material					
Film	186.70	194.81	172.55	118.60	129.96
Box	10.47	7.03	5.06	5.80	5.02
Others	1.28	3.60	3.60	5.72	6.00
Total	**198.45**	**205.44**	**181.21**	**130.12**	**140.98**

Notes:

i) The figures disclosed above are based on the Restated Unconsolidated Summary Statements of Profits and Losses of the Company.

ii) The above statement should be read with the notes to Restated Unconsolidated Summary Statements as appearing in Annexure IV and Statement of Restatement Adjustments to Audited Unconsolidated Financial Statements appearing in Annexure V.

Prataap Snacks Limited (formerly known as Prataap Snacks Private Limited)
Annexure XXIII
Restated Unconsolidated Statement of (Increase) / Decrease in Inventories

(Amount in million)

Particulars	For the years ended				
	31-Mar-17	31-Mar-16	31-Mar-15	31-Mar-14	31-Mar-13
	₹	₹	₹	₹	₹
Inventories at the end of the year					
Finished goods	153.58	113.16	90.24	79.75	99.36
Traded Goods	4.35	5.44	10.53	4.93	-
	157.93	**118.60**	**100.77**	**84.68**	**99.36**
Inventories at the beginning of the year					
Finished goods	113.16	90.24	79.75	99.36	65.03
Traded Goods	5.44	10.53	4.93	-	-
	118.60	**100.77**	**84.68**	**99.36**	**65.03**
(Increase)/decrease in inventories	**(39.33)**	**(17.82)**	**(16.09)**	**14.68**	**(34.33)**

(Amount in million)

(Increase) / decrease				
For the years ended				
31-Mar-17	31-Mar-16	31-Mar-15	31-Mar-14	31-Mar-13
₹	₹	₹	₹	₹
(40.42)	(22.92)	(10.49)	19.61	(34.33)
1.09	5.09	(5.60)	(4.93)	-
(39.33)	**(17.83)**	**(16.09)**	**14.67**	**(34.33)**
(22.92)	(10.49)	19.61	(34.33)	(48.52)
5.09	(5.60)	(4.93)	-	-
(17.82)	**(16.09)**	**14.67**	**(34.33)**	**(48.52)**
21.51	**1.73**	**30.76**	**(49.00)**	**(14.19)**

Details of purchase of traded goods

(Amount in million)

Particulars	For the years ended				
	31-Mar-17	31-Mar-16	31-Mar-15	31-Mar-14	31-Mar-13
	₹	₹	₹	₹	₹
Potato Chips	146.26	100.46	92.41	94.18	-
Chulbule	-	-	-	0.06	1.17
Puff & Rings	63.11	150.64	93.38	62.97	59.35
Pellets	-	-	-	4.80	-
Others	3.55	12.58	62.07	-	-
Total	**212.92**	**263.68**	**247.86**	**162.01**	**60.52**

Details of inventory

(Amount in million)

Particulars	As at				
	31-Mar-17	31-Mar-16	31-Mar-15	31-Mar-14	31-Mar-13
	₹	₹	₹	₹	₹
Finished goods					
Potato Chips	27.69	21.60	26.29	24.38	29.84
Chulbule	19.44	16.73	10.29	14.87	26.55
Puff & Rings	66.68	39.15	28.19	21.60	22.45
Namkeen	29.40	28.82	20.57	13.05	14.50
Pellets	8.70	6.86	4.84	5.82	2.38
Others	1.67	-	0.06	0.03	3.64
Total	**153.58**	**113.16**	**90.24**	**79.75**	**99.36**
Traded goods					
Potato Chips	4.28	4.41	6.49	3.67	-
Puff & Rings	-	0.87	0.98	1.17	-
Pellets	-	-	-	0.09	-
Others	0.07	0.16	3.06	-	-
Total	**4.35**	**5.44**	**10.53**	**4.93**	**-**

Notes:

i) The figures disclosed above are based on the Restated Unconsolidated Summary Statements of Profits and Losses of the Company.

ii) The above statement should be read with the notes to Restated Unconsolidated Summary Statements as appearing in Annexure IV and Statement of Restatement Adjustments to Audited Unconsolidated Financial Statements appearing in Annexure V.

Prataap Snacks Limited (formerly known as Prataap Snacks Private Limited)
Annexure XXIV
Restated Unconsolidated Statement of Employee benefits expense

(Amount in million)

Particulars	For the years ended				
	31-Mar-17	31-Mar-16	31-Mar-15	31-Mar-14	31-Mar-13
	₹	₹	₹	₹	₹
Salaries, wages, bonus and other benefits	218.69	164.43	120.95	80.28	48.71
Contribution to provident and other funds	13.01	8.80	7.83	5.64	3.92
Gratuity expense (refer Annexure XXXIX)	7.29	5.00	3.48	0.70	0.81
Workmen & staff welfare expenses	13.69	9.21	5.06	2.79	1.42
Total	**252.68**	**187.44**	**137.32**	**89.41**	**54.86**

Notes:

i) The figures disclosed above are based on the Restated Unconsolidated Summary Statements of Profits and Losses of the Company.

ii) The above statement should be read with the notes to Restated Unconsolidated Summary Statements as appearing in Annexure IV and Statement of Restatement Adjustments to Audited Unconsolidated Financial Statements appearing in Annexure V.

iii) Following are the amounts paid to Directors/Promoters/Promoter Group/Relatives of Promoters/Relatives of Directors/ Entities having significant influence /Subsidiary / Key Managerial Personnel

(Amount in million)

Particulars	For the years ended				
	31-Mar-17	31-Mar-16	31-Mar-15	31-Mar-14	31-Mar-13
	₹	₹	₹	₹	₹
Salaries, wages, bonus and other benefits					
Mr. Arvind Mehta	5.00	3.13	1.20	0.59	0.59
Mr. Amit Kumat	5.00	3.13	1.20	0.59	0.59
Mr. Apoorva Kumat	5.00	3.13	1.20	0.59	0.59

iv) List of persons/entities classified as 'Promoters', 'Relatives of Promoters' and 'Promoter Group Companies' has been determined by the Management and relied upon by the Auditors. The Auditors have not performed any procedure to determine whether the list is accurate and complete.

Prataap Snacks Limited (formerly known as Prataap Snacks Private Limited)
Annexure XXV
Restated Unconsolidated Statement of Other Expenses

(Amount in million)

Particulars	For the years ended				
	31-Mar-17	31-Mar-16	31-Mar-15	31-Mar-14	31-Mar-13
	₹	₹	₹	₹	₹
Consumption of stores, spares and other consumables (refer Annexure XXXXV)	142.79	147.72	101.07	77.71	62.10
Increase/ (decrease) of excise duty on inventory (refer Annexure XX)	0.18	(0.07)	(0.25)	0.26	0.18
Security charges	18.95	15.19	12.31	10.81	8.00
Housekeeping charges	9.52	9.16	6.35	6.14	4.37
Power and fuel	210.79	181.20	155.88	157.66	142.03
Contract labour charges	261.28	184.02	146.96	106.00	61.67
Freight and forwarding charges	724.67	575.46	394.72	395.06	309.14
Rent / Lease rent (refer Annexure XXXVIII)	69.56	37.93	30.70	14.27	8.73
Rates and taxes	1.71	1.92	1.94	1.57	18.31
Insurance charges	4.50	2.97	2.07	1.52	1.59
Job work charges	23.61	-	-	-	-
Repairs and maintenance					
-Plant and machinery	23.06	24.68	14.62	16.80	13.18
-Buildings	10.32	8.39	7.69	6.65	2.94
-Others	14.07	10.62	4.27	3.93	2.80
Advertisement and sales promotion	368.08	303.19	122.40	36.28	26.16
Bad Debts / Sundry debit balances written off	1.78	0.09	-	1.08	0.05
Provision for doubtful receivables and advances	5.87	2.22	3.99	2.83	2.46
Provision for impairment of tangible assets	-	-	-	0.50	-
Exchange differences (net)	-	-	-	-	1.14
Travelling and conveyance	22.56	18.18	30.13	19.07	11.28
Printing and stationery	2.78	1.65	1.24	0.99	0.89
Legal and professional fees	56.26	46.73	17.06	4.32	8.08
Payment to auditor (refer details below)	4.16	4.10	3.24	3.01	2.65
Loss on sale of property, plant & equipments	3.46	3.17	2.26	0.43	-
Property, plant & equipments written off	0.05	-	0.02	4.64	-
Corporate social responsibility expenditure (refer Annexure XXXXIV)	3.81	2.53	2.39	-	-
Directors Sitting Fees	1.56	-	-	-	-
Other expenses	25.61	16.66	11.12	9.37	11.73
Total	**2,010.99**	**1,597.71**	**1,072.18**	**880.90**	**699.48**

Prataap Snacks Limited (formerly known as Prataap Snacks Private Limited)
Annexure XXV
Restated Unconsolidated Statement of Other Expenses (cont'd.)

Payment to auditor (inclusive of service tax)

(Amount in million)

Particulars	For the years ended				
	31-Mar-17	31-Mar-16	31-Mar-15	31-Mar-14	31-Mar-13
	₹	₹	₹	₹	₹
Audit fee	3.58	3.55	2.79	2.58	2.25
Tax audit fee	0.46	0.47	0.40	0.40	0.34
Certification	0.04	0.03	-	-	-
Reimbursement of expenses	0.08	0.05	0.05	0.03	0.06
	4.16	**4.10**	**3.24**	**3.01**	**2.65**

Notes:

i) The figures disclosed above are based on the Restated Unconsolidated Summary Statements of Profits and Losses of the Company.

ii) The above statement should be read with the notes to Restated Unconsolidated Summary Statements as appearing in Annexure IV and Statement of Restatement Adjustments to Audited Unconsolidated Financial Statements appearing in Annexure V.

iii) Following are the amounts paid to Directors/Promoters/Promoter Group/Relatives of Promoters/Relatives of Directors/ Entities having significant influence /Subsidiary / Key Managerial Personnel

(Amount in million)

Particulars	For the years ended				
	31-Mar-17	31-Mar-16	31-Mar-15	31-Mar-14	31-Mar-13
	₹	₹	₹	₹	₹
Travelling and conveyance - Hotel expense paid					
Mr. Arvind Mehta	-	0.02	-	-	-
Rent / Lease rent - Rent paid					
Mrs. Kanta Mehta	1.74	-	-	-	-

iv) List of persons/entities classified as 'Promoters', 'Relatives of Promoters' and 'Promoter Group Companies' has been determined by the Management and relied upon by the Auditors. The Auditors have not performed any procedure to determine whether the list is accurate and complete.

Prataap Snacks Limited (formerly known as Prataap Snacks Private Limited)
Annexure XXVI
Restated Unconsolidated Statement of Depreciation and Amortisation Expense

(Amount in million)

Particulars	For the years ended				
	31-Mar-17	31-Mar-16	31-Mar-15	31-Mar-14	31-Mar-13
	₹	₹	₹	₹	₹
Depreciation of property, plant & equipments	220.23	178.34	152.10	115.76	67.47
Amortisation of intangible assets	29.63	1.53	1.28	0.99	0.72
Total	**249.86**	**179.87**	**153.38**	**116.75**	**68.19**

Notes:

i) The figures disclosed above are based on the Restated Unconsolidated Summary Statements of Profits and Losses of the Company.

ii) The above statement should be read with the notes to Restated Unconsolidated Summary Statements as appearing in Annexure IV and Statement of Restatement Adjustments to Audited Unconsolidated Financial Statements appearing in Annexure V.

Prataap Snacks Limited (formerly known as Prataap Snacks Private Limited)
Annexure XXVII
Restated Unconsolidated Statement of Finance Cost

(Amount in million)

Particulars	For the years ended				
	31-Mar-17	31-Mar-16	31-Mar-15	31-Mar-14	31-Mar-13
	₹	₹	₹	₹	₹
Interest	41.85	44.21	60.43	42.82	31.47
Interest - Others	0.41	1.36	-	0.41	0.59
Bank and financial charges	2.58	7.12	2.83	4.02	4.02
Exchange differences on buyers credit	-	6.15	-	-	-
Total	**44.84**	**58.84**	**63.26**	**47.25**	**36.08**

Notes:

i) The figures disclosed above are based on the Restated Unconsolidated Summary Statements of Profits and Losses of the Company.

ii) The above statement should be read with the notes to Restated Unconsolidated Summary Statements as appearing in Annexure IV and Statement of Restatement Adjustments to Audited Unconsolidated Financial Statements appearing in Annexure V.

Prataap Snacks Limited (formerly known as Prataap Snacks Private Limited)
Annexure XXVIII
Unconsolidated Statement of Contingent Liabilities

Contingent liabilities not provided for (as per AS 29 - Provisions, Contingent Liabilities and Contingent Assets)

(Amount in million)

Particulars	As at				
	31-Mar-17	**31-Mar-16**	**31-Mar-15**	**31-Mar-14**	**31-Mar-13**
	₹	₹	₹	₹	₹
Disputed Income Tax liability*	1.27	-	-	-	-
Disputed Value Added Tax liability**	0.45	-	-	-	-
Disputed Central Sales Tax liability ***	0.43	2.22	8.48	-	-

* Income tax demand comprise demand from the Income tax department for adhoc disallowance of packing material expense and addition under Section 68 of the Income Tax Act, 1961 on account of share capital and share premium received holding the same as unexplained cash credit for AY 2010-11. The Company has filed an appeal before the CIT(A).

** Value added tax demand comprise demand from the Commercial taxes department for FY 2014-15. The Company has filed an appeal under the Section 46 of M.P. VAT Act requesting for relief. The Company has contended in its appeal that:
a) Input tax rebate has been rightly claimed but the assessing officer has reduced the same without allowing proper opportunity of being heard
b) The Company has purchased the goods from registered dealer after payment of tax at full rate, payment to selling dealer was made through account payee cheque, registration number of selling dealer was live on date of purchases, the selling dealer deposited the tax in the Government exchequer. Hence no value added tax expense has been accrued in the financial statements for the value added tax demand raised.

*** Central Sales tax demand comprise demand from the Central Sales tax authorities for disallowance of sales made at concessional rates on account of non-submission of C-Forms and demand of differential tax for FY 2012-13 and 2013-14. The Company has filed an application under the Section 34-A of M.P. VAT Act requesting for grant of further time to furnish the remaining declaration forms upon payment of 10% of the disputed amount. The Company will be producing the required forms and supporting documentary evidences within the time granted. Hence no Central Sales tax expense has been accrued in the financial statements for the Central Sales tax demand raised.

Prataap Snacks Limited (formerly known as Prataap Snacks Private Limited)
Annexure XXIX
Unconsolidated Statement of Capital and Other Commitments

1. Estimated amount of contracts remaining to be executed on capital account and not provided for:

(Amount in million)

Particulars	For the years ended				
	31-Mar-17	**31-Mar-16**	**31-Mar-15**	**31-Mar-14**	**31-Mar-13**
	₹	₹	₹	₹	₹
The Company has capital commitments (net of advances) relating to Boiler plant, Guwahati , Bangalore, Piplya Lohar and Indore plant and the enhancement in the manufacturing capacity of Chips, Namkeen, Puff, Rings etc.	109.25	134.09	138.07	201.99	50.15

2. Other Commitments:

(Amount in million)

Particulars	For the years ended				
	31-Mar-17	**31-Mar-16**	**31-Mar-15**	**31-Mar-14**	**31-Mar-13**
	₹	₹	₹	₹	₹
a) The Company has a commitment relating to lease rent on land obtained on an operating lease for 9 years (Malhar land) , 5 years (Boiler land at Indore), 10 years (Guwahati land) and 15 years (Tillore land) respectively as follows:					
Minimum lease payment as at 31st March					
(i) Not later than one year	26.92	29.83	23.52	19.55	5.16
(ii) Later than one year	217.41	285.00	261.71	253.61	49.05
b) Preservation charges payable to cold storage owners	16.32	15.90	18.39	21.47	11.92

Prataap Snacks Limited (formerly known as Prataap Snacks Private Limited)
Annexure XXX
Restated Unconsolidated Statement of Segment information

Based on the guiding principles given in AS 17, the Company's primary business segment is "Snacks Food" and hence disclosure of segment-wise information is not required under AS 17.

The Company’s secondary segments are the geographic distribution of activities. Revenue and receivables are specified by location of customers while the other geographic information is specified by location of the assets. The following tables present revenue, expenditure and certain asset information regarding the Company’s geographical segments:

(Amount in million)

	31-Mar-17			31-Mar-16			31-Mar-15			31-Mar-14			31-Mar-13		
	Domestic	Export	Total	Domestic	Export	Total	Domestic	Export	Total	Domestic	Export	Total	Domestic	Export	Total
	₹	₹	₹	₹	₹	₹	₹	₹	₹	₹	₹	₹	₹	₹	₹
Revenue	9,035.37	24.62	9,059.99	7,573.88	5.49	7,579.37	5,601.25	4.52	5,605.77	4,467.13	1.31	4,468.44	3,439.24	3.96	3,443.20
Carrying amount of Segment Assets	3,997.86	3.03	4,000.89	3,440.06	2.01	3,442.07	2,987.62	2.75	2,990.37	2,796.84	0.86	2,797.70	2,218.34	0.86	2,219.20
Total assets															
Capital expenditure:															
Property, plant and equipments	421.15	-	421.15	294.88	-	294.88	366.38	-	366.38	302.90	-	302.90	687.84	-	687.84
Intangible assets	102.54	-	102.54	1.14	-	1.14	2.07	-	2.07	1.12	-	1.12	3.82	-	3.82

Prataap Snacks Limited (formerly known as Prataap Snacks Private Limited)
Annexure XXXI
Restated Unconsolidated Statement of Related Party Transactions

<u>Names of related parties and related party relationship</u>

<u>Related Parties where Control Exists:</u>

Wholly owned Subsidiary	Pure N Sure Food Bites Private Limited (from 27 December 2011)

<u>Related Parties with whom transactions have taken place during the year:</u>

Enterprises having substantial interest:	SCI Growth Investment II (from 26 December 2011)
Key Management Personnel:	Mr. Amit Kumat, Managing Director and Chief Executive Officer Mr. Arvind Mehta, Chairman & Executive Director
Relatives of Key Management Personnel	Mr. Apoorva Kumat, Brother of Mr. Amit Kumat Mrs. Premlata Kumat, Mother of Mr. Amit Kumat Mrs. Kanta Mehta, Wife of Mr. Arvind Mehta
Enterprises over which Key Management Personnel are able to exercise significant influence	Prakash Snacks Private Limited Prataap Snacks Employees Welfare Trust

Related party transactions:
The following table provides the total amount of transactions that have been entered into with related parties for the relevant financial year:

(Amount in million)

Transactions / Balances	31-Mar-17	31-Mar-16	31-Mar-15	31-Mar-14	31-Mar-13
	₹	₹	₹	₹	₹
A. Wholly Owned Subsidiary					
Interest Income					
Pure N Sure Food Bites Private Limited	4.62	0.36	0.06	-	-
Rent Income					
Pure N Sure Food Bites Private Limited***	-	-	-	-	-
Loan Given					
Pure N Sure Food Bites Private Limited	44.21	39.60	1.00	16.37	57.70
Loan Repaid					
Pure N Sure Food Bites Private Limited	-	-	1.90	1.10	-
<u>Closing balance</u>					
Outstanding Loan Receivable					
Pure N Sure Food Bites Private Limited **	171.93	123.10	83.13	83.97	68.70
B. Enterprises having substantial interest					
Preference Dividend					
SCI Growth Investment II#	-	-	-	-	-
Allotment of CCPS including premium thereon					
SCI Growth Investment II	-	-	-	-	234.28
<u>Closing balance</u>					
Dividend payable					
SCI Growth Investment II#	-	-	-	-	-
C. Key Management Personnel					
Reimbursement of Expenses to					
Mr Arvind Mehta	-	0.02	-	-	-
Remuneration					
Mr. Arvind Mehta	5.00	3.13	1.20	0.59	0.59
Mr. Amit Kumat *	5.00	3.13	1.20	0.59	0.59
<u>Closing balance</u>					
Guarantee given to Banks for loans taken by the Company					
Mr. Arvind Mehta	-	-	-	-	-

Prataap Snacks Limited (formerly known as Prataap Snacks Private Limited)
Annexure XXXI
Restated Unconsolidated Statement of Related Party Transactions (cont'd.)

(Amount in million)

Transactions / Balances	31-Mar-17	31-Mar-16	31-Mar-15	31-Mar-14	31-Mar-13
	₹	₹	₹	₹	₹
D. Relatives of Key Management Personnel					
Interest Income					
Mrs. Premlata Kumat	-	0.15	0.15	0.16	0.16
Mr. Apoorva Kumat	-	-	-	-	0.01
Reimbursement of Expenses from					
Mrs. Kanta Mehta	-	-	-	0.50	-
Remuneration					
Mr. Apoorva Kumat	5.00	3.13	1.20	0.59	0.59
Rent Paid					
Mrs. Kanta Mehta	1.74	3.66	3.44	1.28	-
Loan Repaid					
Mrs. Premlata Kumat (with interest)	-	2.65	0.15	0.32	0.37
Mr.Apoorva Kumat (with interest)	-	-	-	0.01	-
Security deposit paid					
Mrs. Kanta Mehta	-	-	-	0.75	-
Security Deposit Refunded					
Mrs. Kanta Mehta	0.75	-	-	-	-
Purchase of Freehold Land					
Mrs. Kanta Mehta	22.50	-	-	-	-
Closing balance					
Outstanding Loan Receivable					
Mrs. Premlata Kumat **	-	-	2.50	2.50	2.66
Mr.Apoorva Kumat **	-	-	-	-	0.01
Security deposit					
Mrs. Kanta Mehta	-	0.75	0.75	0.75	-
E. Enterprises over which Key Management Personnel are able to exercise significant influence					
Interest Income					
Prataap Snacks Employees Welfare Trust	9.94	2.16	1.45	-	-
Loan Given					
Prataap Snacks Employees Welfare Trust	112.20	-	22.51	-	-
Loan Repaid					
Prataap Snacks Employees Welfare Trust	5.40	-	-	-	-
Trade Advance Repaid					
Prakash Snacks Private Limited	-	-	-	5.64	-
Closing balance					
Outstanding Loan Receivable					
Prataap Snacks Employees Welfare Trust **	142.86	26.12	23.96	-	-
Trade Advance					
Prakash Snacks Private Limited	-	-	-	-	5.64

(Amount in million)

Particulars	31-Mar-17	31-Mar-16	31-Mar-15	31-Mar-14	31-Mar-13
	₹	₹	₹	₹	₹
*Mr Amit Kumat has submitted letter waiving off his remuneration which has been accepted by the board as follows:	-	-	0.60	1.21	1.21
**Includes interest accrued with respect to loan given to:					
Mrs. Premlata Kumat	-	-	-	-	0.16
Mr. Apoorva Kumat	-	-	-	-	0.01
Pure N Sure Food Bites Private Limited	5.05	0.43	0.06	-	-
Prataap Snacks Employees Welfare Trust	13.55	3.61	1.45	-	-

*** Freehold land and factory building under construction leased out to Pure N Sure Food Bites Private Limited vide agreement dated 19 September 2016 for a period of 10 years at zero value.

Particulars	31-Mar-17	31-Mar-16	31-Mar-15	31-Mar-14	31-Mar-13
	₹	₹	₹	₹	₹
# Amount in ₹ denotes					
Preference dividend					
SCI Growth Investment II	98.00	98.00	98.00	97.00	81.00
Dividend payable					
SCI Growth Investment II	472.00	374.00	276.00	178.00	81.00

Prataap Snacks Limited (formerly known as Prataap Snacks Private Limited)
Annexure XXXII
Unconsolidated Statement of Dividend Paid

Particulars	For the years ended				
	31-Mar-17	**31-Mar-16**	**31-Mar-15**	**31-Mar-14**	**31-Mar-13**
Class of Shares					
Equity Shares					
Equity Shares of ₹1 each (All previous years: ₹10 each) - Numbers	1,90,54,560	3,12,766	3,12,766	3,08,000	3,08,000
Amount (₹ in million)	19.06	3.13	3.13	3.08	3.08
Final Dividend					
Rate of Dividend (%)	0%	0%	0%	0%	0%
Dividend per share (₹)	-	-	-	-	-
Amount of dividend (₹)	-	-	-	-	-
Corporate dividend tax (₹)	-	-	-	-	-
Interim Dividend					
Rate of Dividend (%)	0%	0%	0%	0%	0%
Dividend per share (₹)	-	-	-	-	-
Amount of dividend (₹)	-	-	-	-	-
Corporate dividend tax (₹)	-	-	-	-	-
Preference Shares					
Preference Shares - Numbers (₹100 each)	1,15,504	1,15,504	1,15,504	1,15,504	1,01,025
Amount (₹ in million)	11.55	11.55	11.55	11.55	10.10
Final Dividend					
Rate of Dividend (%)	0.001%	0.001%	0.001%	0.001%	0.001%
Dividend per share (₹)	0.001	0.001	0.001	0.001	0.001
Amount of dividend (₹)	116.00	115.50	115.50	101.00	81.00
Dividend distribution tax (₹)	24.00	24.00	24.00	18.00	13.00

Note:

The above statement should be read with the notes to Restated Unconsolidated Summary Statements as appearing in Annexure IV.

Prataap Snacks Limited (formerly known as Prataap Snacks Private Limited)
Annexure XXXIII
Restated Unconsolidated Statement of Accounting Ratios

Particulars		For the years ended				
		31-Mar-17	**31-Mar-16**	**31-Mar-15**	**31-Mar-14**	**31-Mar-13**
Accounting ratios prior to conversion of CCPS, consolidation of equity shares and issue of bonus shares (refer note iv below):						
Earnings Per Share (EPS) - Basic and Diluted						
Restated Profit after tax (₹ in million)		104.50	303.87	99.16	53.79	147.62
Less : dividend on compulsorily convertible preference shares & tax thereon (₹ in million) *		-	-	-	-	-
Net profit for calculation of basic EPS (₹ in million)	A	104.50	303.87	99.16	53.79	147.62
Weighted average number of equity shares	B	1,89,90,515	1,87,65,960	1,86,82,914	1,84,80,000	1,84,80,000
EPS (in ₹) - Basic	**A/B**	**5.50**	**16.19**	**5.31**	**2.91**	**7.99**
Net profit for calculation of diluted EPS (₹ in million)	C	104.50	303.87	99.16	53.79	147.62
Weighted average number of equity shares		1,89,90,515	1,87,65,960	1,86,82,914	1,84,80,000	1,84,80,000
Effect of dilution:						
Compulsorily convertible preference shares		69,30,240	69,30,240	69,30,240	61,61,465	49,92,445
Weighted average number of equity shares	D	2,59,20,755	2,56,96,200	2,56,13,154	2,46,41,465	2,34,72,445
EPS (in ₹) - Diluted	**C/D**	**4.03**	**11.83**	**3.87**	**2.18**	**6.29**
Return on Net Worth						
Restated Profit for the year (₹ in million)	E	104.50	303.87	99.16	53.79	147.62
Net worth at the end of the year (₹ in million)	F	2,418.22	2,201.54	1,895.17	1,771.70	1,467.91
Return on Net Worth (%)	E/F * 100	**4.32%**	**13.80%**	**5.23%**	**3.04%**	**10.06%**
Net Asset Value Per Equity Share						
Net worth at the end of the year (₹ in million)	G	2,418.22	2,201.54	1,895.17	1,771.70	1,467.91
Number of equity shares outstanding at the end of the year	H	1,90,54,560	1,87,65,960	1,87,65,960	1,84,80,000	1,84,80,000
Net Asset Value Per Equity Share (in ₹)	G/H	**126.91**	**117.32**	**100.99**	**95.87**	**79.43**
Accounting ratios post conversion of CCPS, consolidation of equity shares and issue of bonus shares (refer note iv below):						
Number of equity shares		1,89,90,515	1,87,65,960	1,86,82,914	1,84,80,000	1,84,80,000
Conversion of CCPS to Equity		69,30,240	69,30,240	69,30,240	69,30,240	69,30,240
Consolidation of equity shares		51,84,151	51,39,240	51,22,631	50,82,048	50,82,048
Issue of Bonus shares		1,55,52,453	1,54,17,720	1,53,67,893	1,52,46,144	1,52,46,144
Weighted average number of equity shares	I	2,07,36,604	2,05,56,960	2,04,90,524	2,03,28,192	2,03,28,192
EPS (in ₹) - Basic	**A/I**	**5.04**	**14.78**	**4.84**	**2.65**	**7.26**
Net profit for calculation of diluted EPS (₹ in million)	J	104.50	303.87	99.16	53.79	147.62
Weighted average number of equity shares	K	2,07,36,604	2,05,56,960	2,04,90,524	2,03,28,192	2,03,28,192
EPS (in ₹) - Diluted	**J/K**	**5.04**	**14.78**	**4.84**	**2.65**	**7.26**
Return on Net Worth						
Restated Profit for the year (₹ in million)	L	104.50	303.87	99.16	53.79	147.62
Net worth at the end of the year (₹ in million)	M	2,418.22	2,201.54	1,895.17	1,771.70	1,467.91
Return on Net Worth (%)	L/M * 100	**4.32%**	**13.80%**	**5.23%**	**3.04%**	**10.06%**
Net Asset Value Per Equity Share						
Net worth at the end of the year (₹ in million)	N	2,418.22	2,201.54	1,895.17	1,771.70	1,467.91
Number of equity shares outstanding at the end of the year	O	2,07,87,840	2,05,56,960	2,05,56,960	2,03,28,192	2,03,28,192
Net Asset Value Per Equity Share (in ₹)	N/O	**116.33**	**107.09**	**92.19**	**87.15**	**72.21**

* Amount in ₹ denotes		140.00	140.00	136.00	119.00	94.00

Notes:

i) Formula:

$$\text{Earnings per Share (₹)} = \frac{\text{Profit after tax (as restated)}}{\text{Weighted Average No. of equity shares}}$$

$$\text{Diluted Earnings Per Share (₹)} = \frac{\text{Profit after tax (as restated after adjustments for diluted)}}{\text{Weighted Average dilutive No. of equity shares}}$$

$$\text{Return on Net Worth (\%)} = \frac{\text{Profit after tax (as restated)}}{\text{Net Worth at the end of the year}}$$

$$\text{Net Assets Value per Equity Share (₹)} = \frac{\text{Net Worth at the end of the year}}{\text{Total number of equity shares outstanding at the end of the year}}$$

ii) Net worth for ratios mentioned represents sum of paid-up share capital, reserves and surplus (securities premium, general reserve and surplus in the Statement of Profits and Losses).

iii) Earnings per share calculations are in accordance with Accounting Standard 20 - Earnings per share ('AS 20'), notified under Section 133 of the Act, read together with paragraph 7 of the Companies (Accounts) Rules, 2014, as amended. As per AS 20, in case of bonus shares, the number of shares outstanding before the event is adjusted for the proportionate change in the number of equity shares outstanding as if the event has occurred at the beginning of the earliest period reported. Weighted average number of equity shares outstanding during all the previous years have been considered accordingly.

iv) Subsequent to 31 March 2017:
(a) The Company has consolidated equity shares from ₹1 to ₹5 and issued and allotted bonus shares in the ratio of 3 (three) equity shares for every 1 (One) equity share held by the equity shareholders of the Company, which has been approved in the extra-ordinary general meeting of the Company held on 3 June 2017.
(b) The Company has converted compulsory convertible preference shares (“CCPS”) into equity shares in the ratio of 60(sixty) equity shares for every 1(one) CCPS share held by CCPS shareholder which has been approved in the board meeting held on 26 May 2017.
(c) The Company has issued 5.33 lakhs equity shares having face value of ₹5 each at a premium of ₹933.0863 to Malabar India Fund Limited and Malabar Value Fund which has been approved by the shareholders in the extra-ordinary general meeting of the Company held on 12 August 2017.

v) The figures disclosed above are based on the Restated Unconsolidated Summary Statements of the Company.

vi) The above statement should be read with the notes to Restated Unconsolidated Summary Statements as appearing in Annexure IV.

Prataap Snacks Limited (formerly known as Prataap Snacks Private Limited)
Annexure XXXIV
Unconsolidated Capitalisation Statement

(Amount in million)

Particulars	Pre IPO as at 31 March 2017	As adjusted for IPO (refer Note ii) below)
	₹	₹
Borrowings		
Long-term borrowings	128.93	
Current maturities of Long-term borrowings	140.13	
Short-term borrowings	267.54	
Total (A)	**536.60**	
Shareholders' funds:		
Equity share capital	30.61	
Reserves and surplus	2,387.61	
Total (B)	**2,418.22**	
Debt / Equity ratio - (A) / (B)	**0.22**	

Notes :

i) The above ratios has been computed on the basis of the Restated Summary Statement of Assets and Liablities as of 31 March 2017 on standalone basis.

ii) The corresponding Post IPO capitalisation data for each of the amounts given in the above table is not determinable at this stage pending the completion of the Book Building Process and hence the same has not been provided in the above statement.

Prataap Snacks Limited (formerly known as Prataap Snacks Private Limited)
Annexure XXXV
Restated Unconsolidated Statement of Tax Shelter

(Amount in million)

Sr No	Particulars	For the years ended 31-Mar-17 ₹	31-Mar-16 ₹	31-Mar-15 ₹	31-Mar-14 ₹	31-Mar-13 ₹
A	Restated Profit before taxes	135.48	305.88	130.17	49.84	176.75
B	Statutory Tax rate (%)	34.61%	34.61%	33.99%	33.99%	32.45%
C	Tax at Statutory Rate	46.89	105.86	44.24	16.94	57.35
	Adjustment for Permanent Differences					
	i. Interest on Delay payment on Tax	0.68	1.39	0.01	0.45	0.66
	ii. Deduction under Section 80-IB and 80-IE of Income-tax Act, 1961	(109.03)	(203.04)	-	-	(42.03)
	iii. Deduction under Section 80G of Income-tax Act, 1961	(1.90)	(1.27)	-	-	-
	iv. CSR Expenditure	3.81	2.53	2.39	-	-
	v. Other expenses disallowed as per Income-tax Act, 1961	(9.57)	-	0.13	0.96	1.10
D	**Total Permanent Differences**	**(116.01)**	**(200.39)**	**2.53**	**1.41**	**(40.27)**
	Adjustment for Timing Differences					
	i. Difference between book depreciation and tax depreciation	(65.22)	(136.39)	(238.82)	(111.58)	(125.50)
	ii. Impact of expenditure charged to the Restated Unconsolidated Summary Statements of Profits and Losses in the current year but allowed for tax purposes on payment basis (Section 43B of Income-tax Act, 1961)	14.35	0.56	0.67	(3.30)	3.47
	iii. Provision for doubtful debts / advances	5.59	30.32	3.01	3.72	2.86
	iv. Loss by Fire of property, plant and equipments	-	-	14.30	-	-
	v. Disallowance of Gratuity under Section 40A(7) of Income-tax Act, 1961	7.22	5.00	3.40	0.71	0.81
	vi. Brand Ambassador Cost	(69.23)	-	-	-	-
	vii. Other	-	11.46	4.22	6.82	13.39
E	**Total Timing Differences**	**(107.30)**	**(89.06)**	**(213.22)**	**(103.63)**	**(104.97)**
F	Net Adjustments (D+E)	(223.30)	(289.44)	(210.69)	(102.22)	(145.24)
G	Tax expense/ (saving) thereon (F*B)	(77.28)	(100.18)	(71.61)	(34.74)	(47.12)
H	Current Tax (C+G)	(30.40)	5.68	(27.37)	(17.81)	10.22
	Calculation of MAT					
I	Taxable income (Book Profits) as per MAT	157.79	352.29	114.90	50.42	176.22
J	MAT Rate (%)	21.34%	21.34%	20.96%	20.01%	20.01%
K	Tax liability as per MAT (I*J)	33.67	75.18	24.08	10.09	35.26
L	Current tax being higher of H or K	33.67	75.18	24.08	10.09	35.26
M	Interest under Section 234B & 234C (As per income tax return & appeals)	0.53	1.40	-	-	-
N	MAT credit entitlement	(33.67)	(69.50)	(24.08)	(10.09)	(25.04)
O	Deferred tax charge/ (income)	30.45	(5.07)	31.01	(3.95)	18.91
P	**Total tax expenses (L+M+N+O)**	**30.98**	**2.01**	**31.01**	**(3.95)**	**29.13**

Notes:

i) The aforesaid statement of tax shelters has been prepared as per the Restated Unconsolidated Summary Statements of Profits and Losses of the Company.

ii) The above statement should be read with the notes to Restated Unconsolidated Summary Statements as appearing in Annexure IV.

Prataap Snacks Limited (formerly known as Prataap Snacks Private Limited)
Annexure XXXVI
Unconsolidated Statement of Capitalisation of expenditure

During the year, the Company has capitalised the following expenses of revenue nature to the cost of property, plant & equipments/ capital work-in-progress (CWIP). Consequently, expenses disclosed under the respective notes are net of amounts capitalised by the Company.

(Amount in million)

Particulars	For the years ended				
	31-Mar-17	31-Mar-16	31-Mar-15	31-Mar-14	31-Mar-13
	₹	₹	₹	₹	₹
Travelling expenses	-	-	0.34	0.16	-
Security charges	-	0.30	-	-	-
Labour Charges	-	0.30	-	-	-
Rent	-	24.65	10.64	9.96	-
Legal and Professional expenses	-	0.02	1.73	2.50	-
Power and fuel	-	0.09	0.57	2.83	-
Insurance expenses	-	-	0.10	-	-
Miscellaneous expenses	-	0.36	0.05	-	-
Total	**-**	**25.72**	**13.43**	**15.45**	**-**

Prataap Snacks Limited (formerly known as Prataap Snacks Private Limited)
Annexure XXXVII
Share issue expenses recoverable

The Company has so far incurred in the year ended 31 March 2017 share issue expenses of ₹43.98 million in connection with proposed public offer of equity shares. In accordance with the Act and also as per the Offer Agreement entered between the Company and the selling shareholders, the selling shareholders shall reimburse the share issue expenses in proportion to the respective shares offered for sale. Accordingly, the Company will partly recover the expenses incurred in connection with the Issue on completion of Initial Public Offer (IPO). The Company's share of expenses shall be adjusted against securities premium to the extent permissible under Section 52 of the Act on successful completion of IPO. The entire amount has been carried forward and disclosed under the head 'Other Current Assets' as Share Issue Expenses (to the extent of not written off or adjusted). The amount which is receivable from the selling shareholders is not disclosed separately as the amount is not determinable at this stage pending the completion of the book building process.

Prataap Snacks Limited (formerly known as Prataap Snacks Private Limited)
Annexure XXXVIII
Unconsolidated Statement of Operating Leases

a) Company as a lessee

(Amount in million)

Particulars	For the years ended				
	31-Mar-17	31-Mar-16	31-Mar-15	31-Mar-14	31-Mar-13
	₹	₹	₹	₹	₹
Lease payments for the year	32.40	22.03	12.70	6.88	3.81
Future minimum lease payment for non-cancellable operating lease as at 31st March					
(a) Not Later than one year	29.86	27.75	13.56	11.73	3.18
(b) Later than one year but not later than five years	127.58	127.35	57.78	55.75	15.13
(c) Later than five years	98.91	102.00	47.46	65.32	14.79

General description of the leasing arrangement:
1. Leased Assets: Factory building and warehouses.
2. Future lease rentals are determined on the basis of agreed terms.
3. Esclation rate ranges between 7% to 15%.
4. Agreements have a lock-in period of 5 to 10 years, subsequent to which the lessor and lessee has an option to cancel the same.
5. There are no restrictions imposed by lease arragements. There are no subleases.

(b) Company as a lessor

The Company has entered into an agreement for leasing its investment property consisting of freehold land and factory building under construction at Piplya Lohar, Indore to its wholly owned subsidiary. The agreement has a lock in period of ten years, subsequent to which the lessor and the lessee shall have the option to terminate / extend the lease term on mutually agreed terms. The consideration agreed for the said lease is ₹Nil, however the lessor and the lessee shall have the right to agree the rent amount anytime during the term of lease.

Prataap Snacks Limited (formerly known as Prataap Snacks Private Limited)
Annexure XXXIX
Unconsolidated Statement of Details of Employee Benefits

I. Defined benefit plan Gratuity (Non Funded)

The Company has a defined benefit gratuity plan. Every employee who has completed five years or more of service gets gratuity on retirement at 15 days of last drawn salary for each completed year of service. The aforesaid liability is provided for on the basis of an actuarial valuation made at the end of the financial year. The gratuity plan is non funded.

The following tables summaries the components of net benefit expense recognised in the Restated Unconsolidated Summary Statements of Profits and Losses and the non funded status and amounts recognised in the Restated Unconsolidated Summary Statements of Assets and Liabilities for the plan.

a. The amounts recognised in the Restated Unconsolidated Summary Statements of Profits and Losses are as follows:

Defined Benefit Plan **(Amount in million)**

Particulars	For the years ended				
	31-Mar-17	**31-Mar-16**	**31-Mar-15**	**31-Mar-14**	**31-Mar-13**
	₹	₹	₹	₹	₹
Current service cost	2.48	1.08	0.89	0.83	0.28
Interest cost on benefit obligation	0.87	0.48	0.34	0.23	0.13
Net actuarial (gain) / loss recognised in the year	3.94	3.44	2.25	(0.36)	0.40
Amount included under the head Employee benefits expense (refer Annexure XXIV)	**7.29**	**5.00**	**3.48**	**0.70**	**0.81**

b. The amounts recognised in the Restated Unconsolidated Summary Statements of Assets and Liabilities are as follows:

(Amount in million)

Particulars	As at				
	31-Mar-17	**31-Mar-16**	**31-Mar-15**	**31-Mar-14**	**31-Mar-13**
	₹	₹	₹	₹	₹
Liability included under the head Provisions in Annexure 'XI'	18.36	11.14	6.20	2.80	2.10

c. Changes in the present value of the defined benefit obligation representing reconciliation of opening and closing balance thereof are as follows:

(Amount in million)

Particulars	As at				
	31-Mar-17	**31-Mar-16**	**31-Mar-15**	**31-Mar-14**	**31-Mar-13**
	₹	₹	₹	₹	₹
Opening defined benefit obligation	11.14	6.20	2.80	2.10	1.29
Interest cost	0.87	0.48	0.34	0.23	0.13
Current service cost	2.48	1.08	0.89	0.83	0.28
Benefits paid	(0.07)	(0.06)	(0.08)	-	-
Actuarial (gains) / losses on obligation	3.94	3.44	2.25	(0.36)	0.40
Closing defined benefit obligation	**18.36**	**11.14**	**6.20**	**2.80**	**2.10**

Prataap Snacks Limited (formerly known as Prataap Snacks Private Limited)
Annexure XXXIX
Unconsolidated Statement of Details of Employee Benefits (cont'd.)

d. The principal actuarial assumptions at the reporting date:

Particulars	31-Mar-17	31-Mar-16	31-Mar-15	31-Mar-14	31-Mar-13
Discount rate	7.10%	7.80%	7.90%	9.35%	8.05%
Expected rate of salary increase	7.00%	7.00%	7.00%	6.00%	6.00%
Mortality table	Indian Assured Lives Mortality (2006-08) Ultimate	Indian Assured Lives Mortality (2006-08) Ultimate	Indian Assured Lives Mortality (2006-08) Ultimate	Indian Assured Lives Mortality (2006-08) Ultimate	Indian Assured Lives Mortality (2006-08) Ultimate
Proportion of employees opting for early retirement	15% to 3%	15% to 3%	5% to 2%	5% to 2%	5% to 2%

Notes :

1. The estimates of future salary increases considered in actuarial valuation takes into account the inflation, seniority, promotion and other relevant factors such as supply and demand in the employment market.

2. Amounts for the current and previous four periods are as follows: [AS15 Para 120(n)]

(Amount in million)

Particulars	31-Mar-17	31-Mar-16	31-Mar-15	31-Mar-14	31-Mar-13
	₹	₹	₹	₹	₹
Defined benefit obligation	18.36	11.14	6.20	2.80	2.10
Surplus / (deficit)	(18.36)	(11.14)	(6.20)	(2.80)	(2.10)
Experience adjustments on plan liabilities	3.28	2.92	0.48	0.19	0.23

II. Defined contribution Plans :
(i) Provident Fund is a defined contribution scheme established under a state plan.

(ii) Defined Contribution Plan
Current service cost included under the head Contribution to provident and other funds in Employee benefits expense (refer Annexure XXIV)

(Amount in million)

Particulars	For the years ended				
	31-Mar-17	31-Mar-16	31-Mar-15	31-Mar-14	31-Mar-13
	₹	₹	₹	₹	₹
Provident Fund	3.40	2.11	1.89	1.43	0.96
Family Pension Fund	5.48	3.59	3.01	2.09	1.54

Prataap Snacks Limited (formerly known as Prataap Snacks Private Limited)
Annexure XXXX
Unconsolidated Statement of unhedged foreign currency exposures outstanding as at reporting date

(Amount in million)

Particulars	Currency	As at									
		31-Mar-17		31-Mar-16		31-Mar-15		31-Mar-14		31-Mar-13	
		₹	Foreign Currency Value	₹	Foreign Currency Value	₹	Foreign Currency Value	₹	Foreign Currency Value	₹	Foreign Currency Value
Un-hedged Foreign Currency Exposure of Company on											
(i) Short-term borrowings											
Buyer's Credit	USD	-	-	-	-	15.71	0.25	-	-	-	-
Buyer's Credit	JPY	89.02	153.00	80.97	137.70	27.99	53.55	-	-	-	-
(ii) Import trade payables	JPY	-	-	-	-	-	-	3.67	6.31	-	-
	GBP	-	-	-	-	-	-	0.28	-	-	-
	USD	-	-	0.42	0.01	-	-	-	-	-	-
(iii) Other current liabilites											
Buyer's Credit	USD	-	-	-	-	0.05	-	-	-	-	-
Buyer's Credit	JPY	0.04	0.07	0.05	0.08	0.01	0.01	-	-	-	-
(iv) Export Receivables	USD	2.66	0.04	2.01	0.03	2.75	0.04	0.86	0.01	0.56	0.01
(v) Advance given	EUR	28.12	0.33	28.12	0.33	28.12	0.33	28.12	0.33	-	-
	USD	-	-	-	-	0.02	-	12.09	0.20	-	-
	JPY	-	-	-	-	-	-	-	-	8.07	14.10

Prataap Snacks Limited (formerly known as Prataap Snacks Private Limited)
Annexure XXXXI
Unconsolidated Statement of Details of dues to micro and small enterprises as defined under the MSMED Act, 2006

There are no Micro, Small and Medium Enterprises, as defined in the Micro, Small, Medium Enterprises Development Act, 2006, to whom the Company owes dues. This information has been determined to the extent such parties have been identified on the basis of information available with the Company. This has been relied upon by the auditors.

Prataap Snacks Limited (formerly known as Prataap Snacks Private Limited)
Annexure XXXXII
Unconsolidated Statement of Loan to transporters

(Amount in million)

Transactions / Balances	31-Mar-17	31-Mar-16	31-Mar-15	31-Mar-14	31-Mar-13
	₹	₹	₹	₹	₹
The Company has advanced interest free unsecured loans to some of the transporters for the purpose of plying its goods on priority basis.	-	-	-	30.40	28.08
The Closing balance of such loans as at year ending is as follows:	3.52	8.17	38.02	45.87	23.61

The Company has executed service cum loan agreements with the transporters along with the repayment for the recovery of the said amount. In the opinion of the Company, the aforesaid loans are considered good and fully recoverable unless specifically provided (refer Annexure XV and Annexure XIX) from the transporters as at each year end and accordingly the same has been shown under "Loans and Advances".

Prataap Snacks Limited (formerly known as Prataap Snacks Private Limited)
Annexure XXXXIII
Unconsolidated Statement of Value of imports calculated on CIF basis

(Amount in million)

Particulars	For the years ended				
	31-Mar-17	31-Mar-16	31-Mar-15	31-Mar-14	31-Mar-13
	₹	₹	₹	₹	₹
Raw materials and components	-	-	-	-	2.21
Capital goods	27.82	89.19	121.51	52.62	388.68
Stores, spares and other consumables	0.22	3.64	1.37	0.94	0.35

Prataap Snacks Limited (formerly known as Prataap Snacks Private Limited)
Annexure XXXXIV
Unconsolidated Statement of Details of Corporate Social Responsibility (CSR)

The provisions of Corporate Social Responsibility under Section 135 of the Act & the CSR Rules, 2014 was applicable to Company from 1 April 2014.
The Company had as its social responsibility, contributed to NGOs for undertaking various social activities in the field of Animal Welfare, promoting education and Healthcare & medical facilities and Destitute care & rehabilitation respectively.

(Amount in million)

Project	For the years ended		
	31-Mar-17	31-Mar-16	31-Mar-15
	₹	₹	₹
A. Gross amount required to be spent by the Company	3.66	2.35	2.47

B. (i) Amount spent during the year:

Indirectly expended through other organisations			
Animal Welfare			
Animal Bird Welfare Society, Indore	0.74	0.87	0.69
Shri Anaath Gow Raksha Samiti	0.50	-	-
Healthcare and medical facilities			
Indore Eye Hospital Society	-	-	0.50
Destitute care and rehabilitation			
Sewadham Ashram, Ujjain	1.51	1.51	1.20
Shradhanand Anathalaya	0.25	-	-
General contribution towards School Projects			
Ved Vignan Maha Vidya Peeth	0.30	0.15	-
Round Table India Trust	0.50	-	-
Total	**3.80**	**2.53**	**2.39**

(ii) Amount unspent during the year:	-	-	0.08

Prataap Snacks Limited (formerly known as Prataap Snacks Private Limited)
Annexure XXXXV
Unconsolidated Statement of Imported and indigenous raw materials and components & stores, spares and others consumed

Particulars	For the years ended									
	31-Mar-17		31-Mar-16		31-Mar-15		31-Mar-14		31-Mar-13	
	% of total consumption	₹ in million	% of total consumption	₹ in million	% of total consumption	₹ in million	% of total consumption	₹ in million	% of total consumption	₹ in million
Raw materials and components										
Imported	-	-	-	-	-	-	-	-	0.09%	2.21
Indigenous	100%	6,192.55	100.00%	4,975.65	100.00%	3,808.07	100.00%	3,107.60	99.91%	2,379.44
	100.00%	**6,192.55**	**100.00%**	**4,975.65**	**100.00%**	**3,808.07**	**100.00%**	**3,107.60**	**100.00%**	**2,381.65**
Stores, spares and other consumables										
Imported	0.15%	0.22	2.46%	3.64	1.35%	1.37	1.21%	0.94	0.57%	0.35
Indigenous	99.85%	142.57	97.54%	144.08	98.65%	99.70	98.79%	76.77	99.43%	61.75
	100.00%	**142.79**	**100.00%**	**147.72**	**100.00%**	**101.07**	**100.00%**	**77.71**	**100.00%**	**62.10**

Prataap Snacks Limited (formerly known as Prataap Snacks Private Limited)
Annexure XXXXVI
Unconsolidated Statement of Earning / (Expenditure) in foreign currency (accrual basis)

(Amount in million)

Particulars	For the years ended				
	31-Mar-17	31-Mar-16	31-Mar-15	31-Mar-14	31-Mar-13
	₹	₹	₹	₹	₹
Expenditure					
Finance cost	0.60	0.56	0.30	-	-
Professional Fess	0.22	-	-	-	-
Others	0.29	-	-	-	-
Earning					
Export at F.O.B. Value	4.03	3.95	4.53	1.57	3.39
Net Earning / (Expenditure)	**2.92**	**3.41**	**4.23**	**1.57**	**3.39**

Prataap Snacks Limited (formerly known as Prataap Snacks Private Limited)
Annexure XXXXVII
Unconsolidated Statement of Exceptional Item

a) Insurance claim
There was an accidental fire at Namkeen plant on 28 December 2014 which resulted in loss of property, plant and equipments and inventories aggregating ₹29.19 million. The amount of recovery from the insurance company could not be determined and hence the entire amount of ₹29.19 million had been treated as an exceptional expense in the Restated Unconsolidated Summary Statement of Profits and Losses for the previous year ended 31 March 2015.

The Company received an interim claim of ₹9.99 million from the insurance company in the year ended 31 March 2016 and an amount of ₹9.57 million as a full and final settlement in the year ended 31 March 2017 which have been retrospectively adjusted in the Restated Unconsolidated Summary Statement of Profits and Losses for the previous year ended 31 March 2015.

b) Capital advance
The Company had given a capital advance of ₹28.12 million to a party for purchase of certain machinery in the year ended 31 March 2014. Due to a change in business plan, the Company will not be procuring the said machinery. In the absence of certainty of recoverability of the capital advance, a provision had been made in the previous year ended 31 March 2016 towards the capital advance which is treated as an exceptional item in the Restated Unconsolidated Summary Statement of Profits and Losses.

Prataap Snacks Limited (formerly known as Prataap Snacks Private Limited)
Annexure XXXXVIII
Unconsolidated Statement of Disclosure required under Section 186(4) of the Act

Included in loans and advances are certain loans the particulars of which are disclosed below as required by Section 186(4) of the Act

(Amount in million)

Name of the loanee	Rate of Interest	Due date	Secured / unsecured	As at 31-Mar-17 ₹	As at 31-Mar-16 ₹	As at 31-Mar-15 ₹	As at 31-Mar-14 ₹	As at 31-Mar-13 ₹
Pure N Sure Food Bites Private Limited (Subsidiary)	Interest free	31 March 2020 (Demand Loan)	Unsecured					
Opening Balance				82.07	82.07	83.97	68.70	11.00
Loan given during the year				-	-	-	16.37	57.70
Loan repaid during the year				-	-	1.90	1.10	-
Closing Balance				**82.07**	**82.07**	**82.07**	**83.97**	**68.70**
Pure N Sure Food Bites Private Limited (Subsidiary)	8%	31 March 2020 (Demand Loan)	Unsecured					
Opening Balance				40.60	1.00	-	-	-
Loan given during the year				44.21	39.60	1.00	-	-
Loan repaid during the year				-	-	-	-	-
Closing Balance				**84.81**	**40.60**	**1.00**	**-**	**-**
Prataap Snacks Employees Welfare Trust	9%	31 March 2020	Unsecured					
Opening Balance				22.51	22.51	-	-	-
Loan given during the year				112.20	-	22.51	-	-
Loan repaid during the year				5.40	-	-	-	-
Closing Balance				**129.31**	**22.51**	**22.51**	**-**	**-**
Mrs. Premlata Kumat	6% (FY 2015,2014) 12% (FY 2013)	31 March 2016 (Demand Loan)	Unsecured					
Opening Balance				-	2.50	2.50	2.50	2.50
Loan given during the year				-	-	-	-	-
Loan repaid during the year				-	2.50	-	-	-
Closing Balance				**-**	**-**	**2.50**	**2.50**	**2.50**
Mr.Apoorva Kumat	12%	31 March 2013 (Demand Loan)	Unsecured					
Opening Balance				-	-	-	-	0.36
Loan given during the year				-	-	-	-	-
Loan repaid during the year				-	-	-	-	0.36
Closing Balance				**-**	**-**	**-**	**-**	**-**

1. Loan to Pure N Sure Food Bites Private Limited has been given towards purchase of property, plant and equipments.
2. The interest free loan to Pure N Sure Food Bites Private Limited was given prior to 1 April 2014 the date on which Section 186(7) of the Act came into effect.
3. Loan to Prataap Snacks Employee Welfare Trust has been given to facilitate Employee Stock Purchase Plan. (refer Annexure XXXXX)
4. Loan to Mrs. Premlata Kumat is personal in nature
5. Loan to Mr. Apoorva Kumat is personal in nature

Prataap Snacks Limited (formerly known as Prataap Snacks Private Limited)
Annexure XXXXIX
Unconsolidated Statement of Sales Tax Incentive from State Government

The Company commissioned its Guwahati 1 plant on 17 July 2014 and Guwahati 2 plant on 8 April 2016. As per the Industrial and Investment Policy of Assam, 2014, the Units are entitled for exemption of tax payable under the Assam Value Added Tax Act, 2005 and the Central Sales Tax Act, 1956 for 15 years from the date of commencement of commercial production.

The Company has received the eligibility certificate for Guwahati Unit 1 plant on 15 November 2016. The Eligibility Certificate for Guwahati Unit 2 plant is awaited.

(Amount in million)

Particulars	**For the years ended**		
	31-Mar-17	**31-Mar-16**	**31-Mar-15**
	₹	**₹**	**₹**
a) Guwahati Unit 1 :			
Total VAT / CST Recovery for the year after taking VAT input credit	73.01	94.06	33.19
Less: Amount deposited with the Government Authorities	24.79	0.94	0.33
Less: Brought forward input credit	-	0.72	-
Other Operating Revenue income	**48.22**	**92.40**	**32.86**
Bank Gurantee given to sales tax authority	125.00	125.00	10.00
b) Guwahati Unit 2 :			
Total VAT / CST Recovery for the year after taking VAT input credit	34.50	-	-
Less: Amount deposited with the Government Authorities	0.34	-	-
Less: Brought forward input credit	0.12	-	-
Other Operating Revenue income	**34.04**	**-**	**-**
Bank Gurantee given to sales tax authority	10.00	-	-

Prataap Snacks Limited (formerly known as Prataap Snacks Private Limited)
Annexure XXXXX
Unconsolidated Statement of Employee Stock Purchase Plan

The Company had an Employee Stock Purchase Plan (ESPP) under which 10,859 shares of equity capital were reserved for issuance to eligible employees. Eligible employees were to purchase a limited number of shares of the Company's equity capital at the fair market value as determined by a Merchant Banker. The ESPP was approved in the Board Meeting held on 23 August 2013 and the grant of options was approved in the Board Meeting held on 25 March 2014 for issue of stock options to the eligible employees of the Company. In the year ended 31 March 2015, 4,766 equity shares were issued under ESPP. In the year ended 31 March 2017, 4,810 equity shares were issued under ESPP and the balance 1,283 equity shares of ESPP policy were revoked by the Company on 21 June 2016.

The details of activity under the Scheme are summarised below:

	Number of shares			
	31-Mar-17	**31-Mar-16**	**31-Mar-15**	**31-Mar-14**
Outstanding at the beginning of the year	-	-	4,766	-
Granted during the year	4,810	-	-	4,766
Forfeited during the year	-	-	-	-
Exercised during the year	4,810	-	4,766	-
Revoked during the year	1,283			
Outstanding at the end of the year	-	-	-	4,766
Exercisable at the end of the year	-	-	-	4,766
Shares available for issuance under ESPP as at reporting date	-	6,093	6,093	6,093

Prataap Snacks Limited (formerly known as Prataap Snacks Private Limited)
Annexure XXXXXI

Details of Specified Bank Notes (SBN) held and transacted during the period 8 November 2016 to 30 December 2016 disclosure as stated in Notification G.S.R 308(E) dated 30 March 2017 :

(Amount in million)

	SBNs	**Other denomination notes**	**Total**
	₹	**₹**	**₹**
Closing cash in hand as on 8 November 2016	0.61	0.85	1.46
(+) Permitted receipts	-	3.68	3.68
(-) Permitted payments	0.61	3.88	4.49
(-) Amount deposited in Banks	-	-	-
Closing cash in hand as on 30 December 2016	-	0.65	0.65

Prataap Snacks Limited (formerly known as Prataap Snacks Private Limited)
Annexure XXXXXII
Previous year figures

Previous year figures have been regrouped / reclassified, where necessary to conform to this year's classification.

As per our report of even date

For S R B C & CO LLP
ICAI Firm registration number: 324982E/E300003
Chartered Accountants

per Sudhir Soni
Partner
Membership no.: 41870

Place: Mumbai
Date: 29 August 2017

For and on behalf of the Board of Directors of
Prataap Snacks Limited (formerly known as Prataap Snacks Private Limited)

Arvind Mehta
Chairman & Executive Director
DIN - 00215183

Amit Kumat
Managing Director & Chief Executive Officer
DIN - 02663687

Sumit Sharma
Chief Financial Officer

Rishabh Kumar Jain
Company Secretary

Place: Indore
Date: 29 August 2017

CAPITALISATION STATEMENT AS ADJUSTED FOR THE ISSUE

We have set out below the post-Issue details of the restated statement of capitalisation, in connection with Annexure XXXIV – Unconsolidated Capitalisation Statement, forming part of the Restated Unconsolidated Financial Statements (which was to be calculated upon completion of the Issue). For further details, see "Financial Statements" beginning on page 236.

Particulars	Pre IPO as at March 31, 2017 (in ₹ million)	As adjusted for IPO (in ₹ million)
Borrowings		
Long-term borrowings	128.93	128.93
Current maturities of Long-term borrowings	140.13	140.13
Short-term borrowings	267.54	267.54
Total (A)	**536.60**	**536.60**
Shareholders' funds:		
Equity Share Capital	30.61	41.27
Reserves and Surplus	2,387.61	4,375.38
Total (B)	**2,418.22**	**4,416.65**
Debt / Equity ratio – (A) / (B)	**0.22**	0.12

Notes:

1) *The above statement should be read with the notes to Restated Unconsolidated Summary Statements as appearing in Annexure IV of the Restated Unconsolidated Financial Statements and Statement of Restatement Adjustments to Audited Unconsolidated Financial Statements as appearing in Annexure V of the Restated Unconsolidated Financial Statements.*

2) *Debt/equity ratio has been computed as = Total borrowings / Total shareholders' funds*

3) *The figure for the respective financial statements line items under the "As adjusted for IPO" column are neither audited nor reviewed and have been derived after considering the impact of IPO of 2,132,196 Equity Shares at a premium of ₹ 933 per Equity Share (aggregate premium of ₹ 1,987.77 million, taking into account 17,430 Equity Shares at Employee Discount of ₹ 90 per Equity Share through the IPO) and not considering any other transactions or movements for such financial statements line items after March 31, 2017. The equity share capital has been adjusted to reflect the impact of 2,132,196 Equity Shares at a face value of ₹ 5 per Equity Share. These Equity Shares are yet to be allotted. From March 31, 2017 till the filing of Prospectus the Company has also:(i) issued 6,930,240 equity shares of face value of ₹ 1 each pursuant to conversion of 115,504 CCPS; (ii) consolidated its equity share capital resulting in a cumulative number of 5,196,960 Equity Shares; (iii) undertaken bonus issue of 15,590,880 Equity Shares; and (iv) issued 533,000 Equity Shares pursuant to the Pre-IPO Placement, which have not been considered in the above table.*

4) *Under the "As adjusted for IPO", the Reserves and Surplus amount has not been adjusted for Issue expenses on account of the IPO that will be deducted from the amount of securities premium (included as part of Reserves and Surplus in the above on the basis explained in Note 3 above) received from the IPO.*

We have set out below the post-Issue details of the restated statement of capitalisation, in connection with Annexure XXXIII – Consolidated Capitalisation Statement forming part of the Restated Consolidated Financial Statements (which was to be calculated upon completion of the Issue). For further details, see "Financial Statements" beginning on page 236.

Particulars	Pre IPO as at March 31, 2017 (in ₹ million)	As adjusted for IPO (in ₹ million)
Borrowings		
Long-term borrowings	388.51	388.51

Particulars	Pre IPO as at March 31, 2017 (in ₹ million)	As adjusted for IPO (in ₹ million)
Current maturities of Long-term borrowings	147.63	147.63
Short-term borrowings	267.54	267.54
Total (A)	**803.68**	**803.68**
Shareholders' funds:		
Equity Share Capital	30.61	41.27
Reserves and Surplus	2,352.82	4,340.59
Total (B)	**2,383.43**	**4,381.86**
Debt / Equity ratio – (A) / (B)	**0.34**	**0.18**

Notes:

1) *The above statement should be read with the notes to Restated Consolidated Summary Statements as appearing in Annexure IV of the Restated Consolidated Financial Statements and Statement of Restatement Adjustments to Audited Consolidated Financial Statements as appearing in Annexure V of the Restated Consolidated Financial Statements.*

2) *Debt/equity ratio has been computed as = Total borrowings/Total shareholders' funds*

3) *The figure for the respective financial statements line items under the "As adjusted for IPO" column are neither audited nor reviewed and have been derived after considering the impact of IPO of 2,132,196 Equity Shares at a premium of ₹ 933 per Equity Share (aggregate premium of ₹ 1,987.77 million, taking into account 17,430 Equity Shares at Employee Discount of ₹ 90 per Equity Share through the IPO) and not considering any other transactions or movements for such financial statements line items after March 31, 2017. The equity share capital has been adjusted to reflect the impact of 2,132,196 Equity Shares at a face value of ₹ 5 per Equity Share. These Equity Shares are yet to be allotted. From March 31, 2017 till the filing of Prospectus the Company has also:(i) issued 6,930,240 equity shares of face value of ₹ 1 each pursuant to conversion of 115,504 CCPS; (ii) consolidated its equity share capital resulting in a cumulative number of 5,196,960 Equity Shares; (iii) undertaken bonus issue of 15,590,880 Equity Shares; and (iv) issued 533,000 Equity Shares pursuant to the Pre-IPO Placement, which have not been considered in the above table.*

4) *Under the "As adjusted for IPO", the Reserves and Surplus amount has not been adjusted for Issue expenses on account of the IPO that will be deducted from the amount of securities premium (included as part of Reserves and Surplus in the above on the basis explained in Note 3 above) received from the IPO.*

FINANCIAL INDEBTEDNESS

Our Company and our Subsidiary avail loans in the ordinary course of business for the purposes of working capital requirements and capital expenditure including purchase of machinery and equipment for expansion. Our Promoter, Arvind Mehta, and our Company provide guarantees in relation to certain of these loans as and when required. Our Company has obtained the necessary consents required under the relevant loan documentation for undertaking activities, such as changes in our Board, change in its capital structure, change in its shareholding pattern and conversion into a public limited company.

Our Company avails loans from time to time pursuant to authorisation granted by our Board of Directors. Our Subsidiary avails loans from time to time pursuant to authorisation granted by its board of directors. Set forth below is a brief summary of our aggregate borrowings on a consolidated basis as of August 29, 2017:

Category of borrowing	Sanctioned Amount (in ₹ million) as on August 29, 2017	Outstanding amount (in ₹ million) as on August 29,2017
Borrowings of our Company		
Working Capital Loans		
Secured	370.00	41.40*
Unsecured	100.00	50.00
Term Loans		
Secured	450.00	89.82*
Unsecured	100.00	Nil
Total (A)	**1,020.00**	**181.22**
Borrowings of Pure N Sure		
Working Capital Loans (Secured)	10.00	-
Term Loans (Secured)	300.00	299.90
Total (B)	**310.00**	**299.90**
Total (A+B)	**1,330.00**	**481.12**

** Inclusive of amounts outstanding under overdraft facilities and buyer's credit facilities sanctioned as sub-limits.*

Additionally, as on August 29, 2017, bank guarantee limits of an aggregate amount of ₹ 200 million were sanctioned to our Company, of which, guarantees aggregating to an amount of ₹ 110 million had been issued on behalf of our Company.

Furthermore, as on August 29, 2017, derivative limits of an aggregate amount of ₹ 15 million was sanctioned to our Company, of which no amount was outstanding. Furthermore, as on August 29, 2017, derivative limits of an aggregate amount of ₹ 15 million were sanctioned to our Subsidiary, Pure N Sure, of which no amount was outstanding.

Principal terms of the borrowings availed by us:

1. ***Interest:*** In terms of the loans availed by us, the interest rate is typically the base rate of a specified lender and spread per annum. The spread varies between different loans.

2. ***Tenor:*** The tenor of the term loans availed by our Company typically ranges from 25 months to 60 months. The tenor of the term loan availed by our Subsidiary is 84 months.

   Further, the tenor of the working capital limits ranges from 9 months to 15 months.

3. ***Security:*** In terms of our borrowings where security needs to be created, we are typically required to:

   (a) create a *pari passu* charge by way of hypothecation of the entire current assets, both present and future, of the Company;

   (b) create a *pari passu* charge over the entire fixed assets, both present and future, of the borrower, including over the equitable mortgage of certain land and buildings of the Company;

   (c) pledge on stock of potato-chips grade;

(d) execute a demand promissory note for a specified amount in the form approved by the relevant lender; and

(e) Personal guarantee by Arvind Mehta.

This is an indicative list and there may be additional requirements for creation of security under the various borrowing arrangements entered into by us.

4. ***Re-payment:*** The working capital facilities are typically repayable on demand. The repayment period for term loans availed by our Company typically ranges from 25 monthly instalments to 20 quarterly instalments. The repayment period for term loan availed by our Subsidiary is 23 instalments, comprising 2, 3 or 4 instalments a year.

5. ***Events of Default:*** Borrowing arrangements entered into by our Company contain standard events of default, including:

(a) non-payment of installment/interest within the stipulated time;

(b) the Company defaults or commits a breach in the performance of any covenant of the agreement;

(c) any representation or statement made by the Company in the financing documents being incorrect or misleading;

(d) violation of any term of the relevant agreement or any other borrowing agreement entered into by the Company;

(e) creation of any further charge or encumbrance on the assets of the Company already provided as security for the relevant facility, without prior approval of the lender;

(f) entering into any scheme of merger, amalgamation, compromise or reconstruction, without prior approval of the lender;

(g) if the Company ceases or threatens to cease to carry on any of its business or gives notice of its intention to do so;

(h) if any part of the funds sanctioned is utilised for any purpose other than the purpose for which it was applied for by the Company and sanctioned by the lender;

(i) change in management or control of the borrower without the prior consent or intimation of the bank, as applicable;

(j) change or amendment to the constitutional documents of the Company, without prior approval of the lenders; and

(k) if any circumstance or event occurs which would or is likely to prejudicially or adversely affect in any manner the capacity of the Company to repay the loan or any part thereof.

This is an indicative list and there may be additional terms that may amount to an event of default under the various borrowing arrangements entered into by us.

SUMMARY OF SIGNIFICANT DIFFERENCES BETWEEN INDIAN GAAP AND IND AS

The financial statements have been prepared in accordance with Indian GAAP, which differs in certain material respects from Ind AS.

The following table summarizes certain of the areas in which differences between Indian GAAP and Ind AS could be significant to our financial position and results of operations. This summary should not be taken as an exhaustive list of all the differences between Indian GAAP and Ind AS. No attempt has been made to identify all recognition and measurement, disclosures, presentation or classification differences that would affect the manner in which transactions or events are presented in our consolidated financial statements (or notes thereto). Certain principal differences between Indian GAAP and Ind AS that may have a material effect on our consolidated financial statements are summarized below. Our management has not quantified all of the effects of the differences discussed below. Accordingly, no assurance can be provided to investors that our consolidated financial statements would not be materially different if prepared in accordance with Ind AS. Potential investors should consult their own professional advisors for an understanding of the differences between Indian GAAP and Ind AS and how those differences might affect the financial information disclosed in this Prospectus.

Sr. No.	Ind AS No.	Particulars	Treatment as per Indian GAAP	Treatment as per Ind AS
1	Ind AS 1	Presentation	**Other Comprehensive Income & Statement of Changes in Equity:** There is no concept of 'Other Comprehensive Income' and 'Statement of changes in equity' under Indian GAAP.	**Other Comprehensive Income**: Ind AS 1 introduces the concept of Other Comprehensive Income ("OCI"). Items of income and expenses that are not recognized in profit and loss as required or permitted by other Ind ASs are presented under OCI. **Statement of Changes in Equity:** On the face of the Statement of Changes in Equity, it should be disclosed: a. Total comprehensive income for the period, showing separately the total amounts attributable to owners of the parent and to non- controlling interest. b. For each component of equity, a reconciliation between the carrying amount at the beginning and the end of the period, separately disclosing changes resulting from: (i) Profit or Loss, (ii) Each item of Other comprehensive Income,

Sr. No.	Ind AS No.	Particulars	Treatment as per Indian GAAP	Treatment as per Ind AS
				(iii) Transactions with owners in their capacity as owners, showing separately contributions by and distributions to owners and changes in ownership interests in subsidiaries that do not result in a loss of control, (iv) Any item recognized directly in equity such as bargain purchase gain recognized directly in capital reserve in accordance with Ind AS 103 Business Combinations.
2	Ind AS 8	Accounting Policy, Change in Accounting Estimate and Errors	**Change in Accounting Policies**: Under Indian GAAP, Company discloses changes in accounting policies by presenting in the financial statements on a prospective basis (unless transitional provisions, if any, of an accounting standard require otherwise) together with a disclosure of the impact of the same, if material. If a change in the accounting policy has no material effect on the financial statements for the current period, but is expected to have a material effect in the later periods, the same is appropriately disclosed.	**Change in Accounting Policies**: An entity shall account for a change in accounting policy resulting from the initial application of a standard or an interpretation in accordance with the specific transitional provisions, if any, in that standard or interpretation; and when an entity changes an accounting policy upon initial application of a standard or an interpretation that does not include specific transitional provisions applying to that change, or changes an accounting policy voluntarily, it shall apply the change retrospectively. Comparative information is restated, and the amount of the adjustment relating to prior periods is adjusted against the opening balance of retained earnings of the earliest year presented. An exemption applies when it is impracticable to change comparative information.
3.	Ind AS 12	Deferred Taxes	Under Indian GAAP, the Company account for Deferred Tax resulting from "timing differences" between taxable and accounting income using the tax rates and laws that have been substantially enacted as of the balance sheet date. Deferred tax assets arising from timing differences are recognized to the extent there is reasonable certainty that these would be realized in future	As per Ind AS 12 Income Taxes, deferred tax is determined with reference to the balance sheet approach i.e. based on the differences between carrying value of the assets/liabilities and their respective tax base. Using the balance sheet approach, there could be additional deferred tax charge/income on account of: (i) All Ind AS opening balance sheet adjustments. (ii) Actuarial gain and losses accounted in Other

Sr. No.	Ind AS No.	Particulars	Treatment as per Indian GAAP	Treatment as per Ind AS
				Comprehensive Income. (iii) Indexation of freehold land. (iv) Fair valuation adjustments
5.	Ind AS 17	Leases	**Operating Lease Rentals:** Under Indian GAAP, lease payments under an operating lease are recognized as an expense in the statement of profit and loss on a straight line basis over the lease term, unless another systematic basis is more representative of the time pattern of the users benefit.	**Operating Lease Rentals:** Under Ind AS 17, lease payments under an operating lease are recognized as an expense in the statement of profit and loss on a straight line basis over the lease term unless either of the below: (a) another systematic basis is more representative of the time pattern of the user's benefit, or (b) the payments to the lessor are structured to increase in line with expected general inflation for cost increases.
			Determining whether an arrangement contains a lease: There is no such requirement if it does not take the legal form of a lease.	**Determining whether an arrangement contains a lease**: An arrangement that does not take the legal form of a lease but fulfilment of which is dependent on the use of specific assets and which conveys the right to use the assets is accounted for as a lease in accordance with Ind AS 17.
6.	Ind AS 18	Revenues - Measurement:	Revenue is recognized at the nominal amount of consideration received / receivable. Any discounts other than cash discount given to customers is considered as selling price reductions and accounted as reduction from revenue.	Revenue is recognised at fair value of the consideration received / receivable. Fair value of revenue from sale of goods and services when the inflow of cash and cash equivalents is deferred is determined by discounting all future receipts using an imputed rate of interest. The difference between the fair value and the nominal amount of consideration is recognized as interest revenue using the effective interest method. Any sales incentive, discounts or rebates in any form, including cash discounts given to customers will be

Sr. No.	Ind AS No.	Particulars	Treatment as per Indian GAAP	Treatment as per Ind AS
				considered as selling price reductions and accounted as reduction from revenue.
		Gross Vs Net Presentation	Under IGAAP, excise duty is to be deducted from the gross sales and the net sales amount is disclosed as Revenue.	Under Ind AS, Excise duty will not be netted from revenue and shown as a part of expenses.
7.	Ind AS 19	Accounting for Employee Benefits	Under Indian GAAP, all actuarial gains and losses are recognised immediately in the statement of profit and loss.	Under Ind AS 19, actuarial gains and losses representing changes in the present value of the defined benefit obligation resulting from experience adjustment and effects of changes in actuarial assumptions are recognized in other comprehensive income and not reclassified to profit or loss in a subsequent period.
8.	Ind AS 20	Government Grants – recognition	When the grant or subsidy relates to revenue, it is recognised as income on a systematic basis in the Statement of Profits and Losses over the periods necessary to match them with the related costs, which they are intended to compensate. Government grants related to specific property, plant and equipments are presented in the Statement of Assets and Liabilities by showing the grant as a deduction from the gross value of the assets concerned in arriving at their book value.	Government grants related to assets are presented in the statement of financial position by setting up the grant as deferred income. Government grants are recognised as income to match them with expenses in respect of the related costs for which they are intended to compensate on a systematic basis. Government grants are not directly credited to shareholders' interests.
9.	Ind AS 108	Segment Disclosures - Determination of segments:	Under Indian GAAP, AS 17 requires an enterprise to identify two sets of segments (business and geographical), using a risks and rewards approach, with the enterprise's system of internal financial reporting to key management personnel serving only as the starting point for the identification of such segments.	Ind AS 108 requires segment disclosure based on the components of the entity that management monitors in making decisions about operating matters (the 'management approach'). Such components (operating segments) are identified on the basis of internal reports that the entity's Chief Operating Decision Maker (CODM) regularly reviews in allocating resources to segments and in assessing their performance.

Sr. No.	Ind AS No.	Particulars	Treatment as per Indian GAAP	Treatment as per Ind AS
10.	Ind AS 109	Classification of Financial Instruments and subsequent measurement	Currently under Indian GAAP, assets and liabilities are classified as short term or long term. Bifurcation as financials and non-financials is not required under Indian GAAP. Long-term investments are carried at cost. However, provision for diminution in value is made to recognise a decline other than temporary in the value of the investments. Current investments are carried at lower of cost and fair value. Other Financial assets and liabilities are carried at their transaction values.	Ind AS 109 requires all financial assets to be either classified as measured at amortized cost or measured at fair value. Where assets are measured at fair value, gains and losses are either recognized entirely in profit or loss, fair value through profit and loss (FVTPL), or recognized in other comprehensive income under Fair value through other comprehensive income (FVTOCI). Financial assets include equity and debts investments, interest free deposits, loans, trade receivables, cash and bank balances etc., There are two measurement categories for financial liabilities – FVTPL and amortized cost.
			Compulsory convertible preference shares: Currently under Indian GAAP, compulsory convertible preference shares are presented under share capital.	**Compulsory convertible preference shares**: Under Ind AS, preference share needs to be classified into equity or liability based on the nature and terms of such instrument. They may also be classified as compound financial instrument under Ind AS 32. In case the same is classified as a compound financial instrument, then the entity shall split the instrument into liability and equity component depending on the contractual terms of the financial instrument at issuance.
			Provision for doubtful debts: Under Indian GAAP, provisions are made for specific receivables based on circumstances such as credit default of customer or disputes with customers. An enterprise assesses the provision of doubtful debts at each period end which, in practice, is based on relevant information such as past experience, actual financial	**Provision for doubtful debts** The Company group follows 'simplified approach' for recognition of impairment loss allowance on trade receivables. The application of simplified approach does not require the group to track changes in credit risk. Rather, it recognises impairment loss allowance based on lifetime ECLs at each

Sr. No.	Ind AS No.	Particulars	Treatment as per Indian GAAP	Treatment as per Ind AS
			position and cash flows of the debtors. Different methods are used for making provisions for bad debts, including ageing analysis and individual assessment of recoverability.	reporting date, right from its initial recognition. When making the assessment, an entity shall use the Expected Credit Loss model to provide for a loss allowance for doubtful debts in the profit and loss statement. An entity shall measure expected credit losses to reflect the following: • an unbiased and probability weighted amount that is determined by evaluating a range of possible outcomes; • the time value of money; and • reasonable and supportable information that is available without undue cost or effort at the reporting date about past events, current conditions and forecasts of future economic condition.
11.	Ind AS 113	Fair Value Measurement	Under Indian GAAP, there is no framework for measuring fair value for financial reporting.	Under IND AS , Company should requires the following to be considered in fair value measurement : a) The particular asset or liability that is subject of the measurement, b) The principal market for the asset or liability, c) The market participant; and d) The price.

Sr. No.	Ind AS No.	Particulars	Treatment as per Indian GAAP	Treatment as per Ind AS
				In addition, there are specific consideration for the fair value measurement of: a. Non- financial assets, b. Liabilities, c. Equity, and d. Financial instruments.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following discussion of our financial condition and results of operations should be read in conjunction with our Restated Unconsolidated Financial Statements and our Restated Consolidated Financial Statements on pages 297 and 237, respectively, prepared in accordance with the Companies Act, Indian GAAP and the SEBI Regulations, including the schedules, annexures and notes thereto and the reports thereon, included in the section "Financial Information" beginning on page 236.

Indian GAAP differs in certain material respects from U.S. GAAP and IFRS. Indian GAAP also differs in certain material respects from the Indian Accounting Standards (Ind-AS) which will be applicable to our Company in the future in accordance with certain guidelines stipulated by the Ministry of Corporate Affairs, GoI with effect from certain dates specified by various regulatory authorities, including the SEBI. We have not attempted to quantify the impact of Ind-AS, IFRS or U.S. GAAP on the financial information included in this Prospectus, nor do we provide a reconciliation of our financial information to those of Ind-AS, IFRS and U.S. GAAP. Accordingly, the degree to which the Indian GAAP financial information included in this Prospectus will provide meaningful information is entirely dependent on the reader's level of familiarity with Indian accounting practices.

Some of the information in the following discussion, including information with respect to our plans and strategies, contain forward-looking statements that involve risks and uncertainties. You should read the section "Forward-Looking Statements" beginning on page 16 for a discussion of the risks and uncertainties related to those statements and also the section "Risk Factors" beginning on page 18 for a discussion of certain factors that may affect our business, financial condition or results of operations. Our actual results may differ materially from those expressed in or implied by these forward-looking statements. Our fiscal year ends on March 31 of each year, and references to a particular Fiscal are to the twelve-month period ended March 31 of that year.

Unless the context otherwise requires, any references to "our Company" refers to Prataap Snacks Limited on an unconsolidated basis, while any references to "we", "us" or "our" refers to Prataap Snacks Limited on a consolidated basis.

Unless the context otherwise requires, all financial information included herein is based on our Restated Consolidated Financial Statements included in "Financial Statements" beginning on page 236.

*Unless stated otherwise, industry and market data used in this section has been obtained or derived from publicly available information as well as industry publications, other sources and the report titled "Strategic Analysis of the Savouries and Snacks Markets in India" dated June 15, 2017 issued by Frost & Sullivan (the "**FS Report**"). Unless otherwise indicated, all financial, operational, industry and other related information derived from the FS Report and included herein with respect to any particular year refers to such information for the relevant calendar year.*

Overview

According to the FS Report, we were one of the top six Indian snack food companies in terms of revenues in 2016, and among the fastest growing companies in the Indian organised snack market between 2010 and 2016. *(Source: FS Report)*. Based on the FS Report, the snacks market in India is estimated at approximately ₹ 550 billion, out of which organised snack market is estimated at ₹ 220 billion and grew at a CAGR of 14% between 2012 and 2016. With increasing competition and cost pressure, there has been a gradual shift from an unorganized to organized sector across the various product segments. *(Source: FS Report)* We are present in three major savoury snack food categories in India and all our products are sold under the Yellow Diamond brand.

In Fiscal 2012, the Company acquired the snack foods business of its Group Company, Prakash Snacks Private Limited, pursuant to a business transfer agreement dated September 28, 2011. Pursuant to such arrangement, we acquired the Yellow Diamond brand and the snack foods business under such brand. For further information, see "History and Certain Corporate Matters" on page 194. We have over the years leveraged our understanding of our target markets and consumer segments, product innovation capabilities, extensive distribution network, strategically located manufacturing facilities, and have focused our marketing and promotional activities to strengthen our product brands and establish the Yellow Diamond brand across India.

Our diversified product portfolio includes three categories:

- *Extruded Snacks*. Extruded snacks are processed, reconstituted and shaped potato or cereal based snacks. Extruded snacks may be flavoured or unflavoured. It includes puffed snacks. Our Extruded Snacks products are divided into two sub-categories: (i) Shaped Extruded Snacks, which includes our Puffs, Rings and Pellets products; and (ii) Random Extruded Snacks, which includes our Chulbule product. Chulbule was introduced by Prakash Snacks in Fiscal 2006, and this business was subsequently acquired by the Company in Fiscal 2012. Rings, one of our major products in the Extruded Snacks category, was launched by us in Fiscal 2012. Currently, we sell Extruded Snacks under the Yellow Diamond brand.

- *Chips*. Chips include fried, sliced chips or crisps made from potatoes, hummus, lentils etc. It includes flavoured and unflavoured chips, and may be standard chips, thick-cut and / or crinkle-cut. Potato Chips were introduced by our Company in Fiscal 2010. Our Group Company, Prakash Snacks, introduced potato chips in Fiscal 2005 and we acquired its potato chips manufacturing business in Fiscal 2012. Currently, we sell Potato Chips under the Yellow Diamond brand.

- *Namkeen*. Namkeen are a type of traditional savoury Indian snack which includes products such as moong dal, masala or fried nuts, sev and bhujia. Namkeen under the Yellow Diamond brand was launched by our Company in Fiscal 2012, pursuant to the business transfer agreement dated September 28, 2011.

In Fiscal 2017, revenue from Extruded Snacks, Potato Chips and Namkeen represented 62.99%, 23.85%, and 12.23%, respectively, of our total revenue from operations (net) in Fiscal 2017. For more details of our products, see "– Product Portfolio" on page 176.

We seek to differentiate ourselves from our competitors through introduction of new products, including launching innovative flavours targeted at addressing consumer taste, market trends and providing superior value to consumers. Our diversified product portfolio enables us to cater to a wide range of taste preferences and consumer segments, including adults and children. Our products in the Extruded Snacks category are primarily targeted at the youth and children while our Potato Chips and Namkeen category of snacks are for all consumer segments. Our diversified product portfolio is therefore, relatively less susceptible to shifts in consumer preferences, market trends and risks of operating in a particular product segment. Our brand philosophy emphasises delivery of maximum value to consumers, as reflected by the regular introduction of new flavours, relatively high per pack weight to volume ratio for our products, and inclusion of promotional items such as toys.

We have set up a pan-India distribution network supported by strategically located manufacturing facilities. Our wide network of super stockists and distributors is supported by our large team of sales representatives and arrangements with various modern retail outlets. As of June 30, 2017, our distribution network included 218 super stockists across 26 States and one Union Territory in India and over 3,500 distributors. As of the date of this Prospectus, we own and operate three manufacturing facilities, one located at Indore, Madhya Pradesh and the other two located at Guwahati, Assam. In addition, as of the date of this Prospectus, we have engaged two facilities on contract manufacturing basis, located at Bengaluru, Karnataka and at Kolkata, West Bengal. The Bengaluru facility was engaged by us on an informal, non-exclusive basis between October 1, 2011 and July 31, 2016. This facility has been engaged exclusively pursuant to the Bengaluru Contract Manufacturing Agreement with effect from August 1, 2016. These facilities have access to cost efficient transportation to our major markets and enable us to benefit from transportation cost efficiencies from reverse logistics arrangements.

In Fiscal 2015, Fiscal 2016, and Fiscal 2017, our revenues from operations (net) were ₹ 5,588.07 million, ₹ 7,571.90 million and ₹ 9,039.17 million, respectively. In the period Fiscal 2013 through Fiscal 2017, revenues from operations (net) increased at a CAGR of 27.34%. In Fiscal 2015 and Fiscal 2016, and Fiscal 2017, we recorded EBITDA of ₹ 356.29 million, ₹ 572.33 million and ₹ 424.09 million, respectively and in the period between Fiscal 2013 through Fiscal 2017 EBITDA increased at a CAGR of 10.68%. We recorded a profit after tax but before minority interest of ₹ 99.02 million, ₹ 273.73 million and ₹ 98.93 million in Fiscal 2015, Fiscal 2016, and Fiscal 2017.

Significant Factors Affecting Our Results of Operations and Financial Condition

Market potential of our products

Our revenue and profit margins are substantially affected by the growth of the organised snacks and savouries market in India. Over the last four to five years, demand for packaged foods has increased substantially due to lifestyle changes, increasing affordability and urbanization. During this period, the market for organized packaged foods has grown about 20-25%. This trend is expected to continue due to increasing product and packaging innovation, emphasis on healthy foods and increasing demand for convenience foods. The increasing sale of processed food products is seen in Tier-1 and Tier-2 cities as well. The demand for packaged foods is expected to go beyond 30% over the next few years *(Source: FS Report)*. The market for Indian snacks and savouries is estimated at ₹ 550 billion. The market is characterized by a large number of unorganized players across all product segments who mostly sell traditional snacks items. With increasing competition and cost pressure, there has been a gradual shift towards the organized sector across all product segments. The market for organized Indian snacks has grown by 11% between 2015 and 2016. It is estimated that the market share between organized and unorganized players will be almost equal in the next five to seven years. *(Source: FS Report).* As a mid-sized company with strong presence in the North, East and West Zones and expanding into the South Zone market, *(Source: FS Report)* we are well-positioned to capitalize on this market growth.

In 2016, the organised chips market in India was estimated at ₹ 65,500 million. In the Chips segment, Potato Chips are the most popular variety and account for about 95% of the total Chips market. Although the organised Chips market in India has grown at CAGR of 9% from 2012-2016, traditional Indian snacks have been gaining market share over Chips for the last two to three years. This is due to difficulties in procuring and processing potatoes which leads to lower margins for manufacturers. While the unorganized segment currently dominates the Chips market, a move toward a more organized industry structure is expected in future. While Potato Chips are very popular in Northern and Western India, South India sees a mixed demand for potato, tapioca, and banana Chips with banana Chips being particularly popular in Kerala. *(Source: FS Report).* We sell Potato Chips across all regions of India. Our Potato Chips segment has grown at a CAGR of 10.09% from Fiscal 2013 to 2017. The organised Chips market in India is expected to grow at a CAGR of 10.4% from 2016-2021. *(Source: FS Report).*

In 2016, the organised Extruded Snacks market in India was estimated at ₹ 69,620 million. Extruded Snacks organised market in India grew at a CAGR of 11% from 2012-2016. According to the FS Report, similar growth rates can also be expected over the next few years in this segment. *(Source: FS Report).* North and West India are the largest markets for Extruded Snacks. *(Source: FS Report).* Our Extruded Snacks range includes Chulbule, Rings, Puffs, Wheels and Scoops. We became the market leader in the rings segment in 2015. *(Source: FS Report).* The revenues generated by our Rings product grew at a CAGR of 54.17% from Fiscal 2013 to Fiscal 2017. Our Extruded Snacks segment grew at a CAGR of 37.02% from Fiscal 2013 to 2017. The demand for Extruded Snacks in the organised market is expected to increase at a CAGR of 15% from 2016-2021. *(Source: FS Report).*

Namkeen covers a broad range of products that are traditionally consumed in India. Most of these products were earlier cooked at home and consumed. However, current lifestyles restrict the time available for such activities forcing consumers to purchase these products for consumption. This has resulted in the Indian Namkeen market experiencing high growth over the last few years. In 2016, the organised Namkeen market in India is estimated at ₹ 78,480 million. The overall Namkeen market in India grew at a rate of 14% from 2012-2016. North and West Zones are the major consumers of Namkeen. The types of Namkeen in South India are markedly different in comparison with the other regions. *(Source: FS Report).* Our Namkeen segment has grown at a CAGR of 41.55% from Fiscal 2013 to 2017. The organised Namkeen market in India is expected to grow at a CAGR of 17.8% from 2016-2021. *(Source: FS Report).*

There is an increasing awareness of health and wellness across the country and the demand for healthier snack options have increased. *(Source: FS Report).* We have launched a new variety of healthier savoury snacks under the “Better For You” segment to cater to this demand. These are Chips made from healthier ingredients like hummus and lentils. We also intend to enter into the chocolate-based confectionary snack business. The market for confectionaries is estimated to grow at about 15-18% over the next four to five years driven primarily by chocolate confectionaries. *(Source: FS Report)* We perceive this to be a relatively higher margin segment as compared to other segments where there is demand and growth potential which is relatively untapped.

Distribution network and market penetration

We are a pan-India snack food company. *(Source: FS Report).* Our extensive nationwide sales and distribution network enables us to reach a wide range of consumers and ensure effective market penetration. Points of sale for snack food products include traditional retail points, such as grocery stores, as well as modern retail outlets including supermarkets, hypermarkets and convenience stores for sales in urban areas. *(Source: FS Report).* Our products are sold in urban, semi-urban and rural sub-territories through the distribution network. We are a leading player in the East Zone with a strong presence in the North and West Zones and are increasing penetration in the South Zone. *(Source: FS Report)*

We mostly distribute our products through super stockists appointed to operate and maintain outlets/warehouses for sale to distributors and dealers. We have entered into formal agreements with our super stockists and have committed commercial relationships with most of our super stockists for over approximately three years. We sell our products to our super stockists who in turn sell it to the dealers and distributors. As of June 30, 2017, we have appointed super stockists in 26 States and one Union Territory in India, with a distribution network comprising 218 super stockists and over 3,500 distributors. Our wide network of super stockists and distributors are supported by a team of sales representatives and arrangements with various modern retail outlets.

We mainly operate out of Indore in Madhya Pradesh and we are leveraging our position in Central India to optimise our distribution network. Indore is well connected to Delhi and Mumbai, which serve as key hubs for the North Zone and West Zone, respectively. With Madhya Pradesh being a consumer state, transporters are willing to transport our products out of Indore as part of efficient logistics supply chain operations which allows for greater and wider distribution while at the same time resulting in lower costs. Similarly, Guwahati in Assam also serves as a convenient location for such logistics operations. Also, as we expand in to the South Zone market, we intend to expand our production capabilities with respect to Extruded Snacks in our Bengaluru contract manufacturing facility located in the South Zone to efficiently cater to the increase in demand. If we are unable to leverage on these efficient logistics operations, it might impact our result of operations. For further information, see "Our Business – Distribution Network and Infrastructure" and "Our Business – Sales and Marketing" on pages 184 and 185, respectively.

We have over the years successfully managed our large distribution network and developed strong supply and distribution chain relationships across the various regions in which we operate within India. Although according to the FS Report, the East Zone is generally considered to be one of the most difficult markets for generation of increased market share *(Source: FS Report),* however, owing to our wide-spread and streamlined distribution network we achieved a CAGR of 45.82% in revenue from operations (net) from the East Zone in the period Fiscal 2013 through Fiscal 2017. In Fiscal 2017, we generated 32.94% of our revenue from operations (net) from sales in the West Zone, 33.32% of our revenue from operations (net) from sales in the East Zone, 24.00% of our revenue from operations (net) from sales in the North Zone and 9.37% of our net revenue from operations (net) in the South Zone.

We continue to focus on increasing our retail presence in all zones. There is an increasing trend toward modern retail trade in the urban markets due to the availability of multiple brands and varieties, offers and discounts, and the option to purchase all products under one roof. *(Source: FS Report)* We intend to increase our retail presence in both traditional and modern retail outlets. Our brand promotion activities include providing relatively good value proposition for our customer by offering a relatively high grammage, i.e. high weight to volume ratio, for our products as well as promotional schemes. Our ₹ 5 packs offers up to 25% more grammage per pack compared to the market leader at an overall level across various savoury snack segments. *(Source: FS Report)*

We also conduct promotional campaigns for our products including movie marketing and thematic toy campaigns. We have, in the past had many successful marketing campaigns to promote our products, like the "*Dildaar Hai Hum*" and the "*Baat Mei Wazan Hai*" campaigns. We have also appointed Salman Khan, a popular Hindi movie celebrity, as our brand ambassador. We believe that our thematic toy campaigns for our Rings product, primarily targeted at children, also provide a value proposition for our customers. The revenue from sale of Rings has increased from ₹ 1,777.35 million in Fiscal 2015 to ₹ 3,987.19 million in Fiscal 2017. We have entered into an agreement with Viacom 18 Media Private Limited, the entity that operates the children's entertainment channel "Nickelodeon", to use the cartoon characters "*Motu Patlu*". We had also, in the past, entered into agreements with Turner International India Private Limited that operates the children's entertainment channel, "POGO", to use "*Chhota Bheem*" and related characters on our Rings packaging", and the cartoon characters of "*Ben 10*", and "*Roll No. 21*" on the children's entertainment channel for promotion of our products on "Cartoon Network". We believe these promotions help increase market penetration of our products. We intend to use a portion of the Net proceeds for advertising and marketing activities. We intend to increase our advertising activities on television and radio advertisements and also through print, out-of-home advertising, and digital media. In television advertising, we intend to use a cost-efficient mix of prime time and non-prime time programs on various channels. We also intend to increase our targeted marketing approach for our Rings product with monthly visibility campaigns on popular Hindi, English and vernacular kids' channels.

In digital marketing, we intend to selectively create presence across social media platforms and directed marketing through search engines. The robustness of our sales and distribution network and effectiveness of our marketing activities and is key to our future growth and expansion and result of operations.

Key raw materials prices and packaging material costs

The price and availability of our key raw materials, packaging materials and components affect our results of operations. In Fiscal 2017, cost of raw material and components consumed as a percentage of our revenue from operations (net) was 68.51%. The primary raw materials for our products include potato, oil, and corn, while primary packaging materials include film and boxes. Toys contained in Rings packaging is other major component of our products profile. The prices of our major raw materials, packaging materials and our other raw materials (such as, pulses, gram flour, gram grit, rice grit, seasonings, flavours and spices) generally fluctuate as a result of various factors, including seasonality, supply and demand, our bargaining power with the suppliers, logistics and processing costs, and government regulations and policies. Cost of raw materials constituted 37.37%, 33.85% and 37.80% of our revenue from operations (net) in Fiscal 2015, Fiscal 2016 and Fiscal 2017, respectively.

Film packaging accounts for a significant portion of our cost of raw materials and components consumed and is used as packaging material for all our products. Film packaging costs represented 15.81% of our revenue from operations (net) in Fiscal 2017. Another significant component we use as part of our operations are the toys that we include in the packaging of our Rings product. We source such toys from local suppliers and in Fiscal 2015, 2016 and 2017, toys contained in Rings packaging represented 5.73%, 8.93% and 8.96%, respectively of our revenue from operations (net), for the respective periods. The cost of toys contained in Rings packaging as a percentage of our cost of raw material and components consumed increased significantly from 8.41% in Fiscal 2015 to 13.08% in Fiscal 2017 due to an increase in sale of our Rings product. The higher growth in market share for our Rings products introduced in Fiscal 2012 compared to other products is in part attributable to such toys, and we believe that these thematic toy campaigns have contributed effectively to our brand building efforts associated with a value proposition for consumers.

Oil consistently constitutes a significant percentage of our cost of raw material and components consumed as it is used for preparation of all our products. In Fiscal 2015, 2016 and 2017, oil represented 11.70%, 9.93% and 11.40%, respectively of our revenue from operations (net), for the respective periods. We purchase oil from local suppliers who import it in the form of crude oil. In Fiscal 2017, oil represented 16.64% of our cost of raw material and components consumed.

In Fiscal 2017, cost of potatoes, as a percentage of our revenue from operations (net), was 5.33%. We procure potatoes locally from Indore which produces quality potatoes. We procure potatoes from Indore and Gujarat in bulk from January to March in a year and store them in a cold storage facility leased by us. This enables us to control the prices of our raw materials to an extent and protect our margins from any increase in potato prices. However, the viability of storing potatoes in cold storage is a significant factor as we might incur unexpected costs in case of spoilage, contamination or breakdown of the cold storage facilities. We procure potatoes from Maharashtra as well, however we typically use such potatoes for immediate consumption in the months of November and December. Our reliance on potato as a raw material in Fiscal 2015, 2016 and 2017 has been reduced due to an increase in the sale of our Rings product which is primarily made from corn. Accordingly, the cost of potatoes as a percentage of our cost of raw material and components consumed represented 11.38% in Fiscal 2015 and has decreased to 7.78% in Fiscal 2017.

We have, in the past, experienced disruption in the supply of potatoes. Also, commodity price increases may result in unexpected increases in our raw material and packaging material costs, and if we are unable to manage these costs or to increase the prices of our products to offset these increased costs, our results of operations may be adversely affected. We have an internal quality department for ensuring the quality of the procured raw materials. For further information, see the section "Risk Factors - Risks Relating to Our Business - Inadequate or interrupted supply and price fluctuation of our raw materials and packaging materials could adversely affect our business, results of operations, profitability and financial condition." on page 20.

Competition

We operate in India's snack food industry which was estimated at ₹ 550 billion in 2016 and is a highly competitive market. *(Source: FS Report).* The market is characterized by a large number of unorganized players across all product segments who in most cases operate only in traditional snacks items. Competitive factors in the snack food industry include product quality, taste, price, brand awareness among consumers, advertising and promotion, innovation of products, variety, nutritional content, product packaging and package design. We compete in the organised sector principally on the basis of product taste, price and brand recognition. Some of our competitors, foreign companies in particular, have been in their respective businesses longer than we have and have substantially greater financial resources, wider distribution tie-ups, larger product portfolio, technology, research and development capability and greater market penetration.

In the organized snacks segment the market was historically dominated by major FMCG companies such as PepsiCo India Holding Private Limited, ITC Limited, Parle Products Private Limited, etc. PepsiCo India Holding Private Limited, with its Lays and KurKure brand has dominated the Chips and Extruded Snacks market with close to 50% market share in each of the segments. However, in the rings segment, we became the market leader in 2015and Crax by DFM Foods Limited is our major competitor. *(Source: FS Report).* Under the chips category, we are currently a major player in the North, West, and East Zones. *(Source: FS Report)*. Some of our key competitors in the chips market include PepsiCo India Holding Private Limited and Balaji Wafers Private Limited. *(Source: FS Report)*. In the Namkeen market, Haldiram Foods International Private Limited and Bikanervala Foods Private Limited are some of our key competitors. In the Namkeen market, we are an upcoming player with strong presence in the East and West Zones. *(Source: FS Report)*.

Our competitors might have significantly higher marketing and promotional budget compared to us which would increase their visibility in the market. However, according to FS Report, we are among the top medium-sized companies in the organised sector and is garnering market share from the major companies over the last two-three years. Our market share in the organised snacks market has grown from 1% in 2010 to 4% in 2016. We offer competitive prices for a relatively higher per pack weight to volume ratio for our products which enables us to increase penetration across the country. Our growth is primarily attributed to aggressive marketing, relatively high weight to volume ratio, attractive price point SKUs and greater penetration. According to FS Report, at an overall level, our ₹ 5 SKUs offer up to 25% more grammage per pack compared to the market leader at an overall level across various savoury snack segments. (Source: *FS Report*). Revenues from ₹ 5 SKU packs of our products across our various product categories contributed the significant majority of our total revenue from operations (net) in Fiscal 2017. We are one of the leading players in the East Zone with a strong presence in the North and West Zones and are increasing penetration in the South Zone as well. *(Source: FS Report)*. The competitive factors of the industry would continue to impact our results of operations. For further information see, "Risk Factors – We operate in a highly competitive industry. An inability to maintain our competitive position may adversely affect our business, prospects and future financial performance" on page 20.

Product mix

Our revenue and profit margins are significantly impacted by the mix of products we sell. Our market share in the organised snacks market has grown from 1% in 2010 to 4% in 2016. *(Source: FS Report*). We believe the growth is primarily attributable to our product mix, more grammage for the same cost, aggressive marketing, and penetration in urban and rural markets. Consumers in India prefer a wide variety of snacking options including traditional and western snacks. *(Source: FS Report*). Our products comprise of both traditional and western snacks and cater to all consumer segments. Our products also come in a wide range of flavours and SKUs. We have over the years sought to diversify our product portfolio by innovating and launching new products that cater to various consumer preferences.

Potato Chips was introduced by our Company in Fiscal 2010 that caters to consumers of all age groups and across regions. Our Group Company, Prakash Snacks, introduced potato chips in Fiscal 2005 and we acquired its potato chips manufacturing business in Fiscal 2012. For further information, see "History and Certain Corporate Matters" on page 194. The revenue from sale of Potato Chips represented 23.85% of our revenue from operations (net) in Fiscal 2017. Our Extruded Snacks range includes Chulbule, Puffs, Rings, and Pellets. In Fiscal 2017, revenue from Extruded Snacks was ₹ 5,693.51 million and represented 62.99% of our revenue from operations (net) in such period. Chulbule was introduced by our Group Company, Prakash Snacks in Fiscal 2006, and this business was subsequently acquired by the Company in Fiscal 2012. Chulbule has since expanded and currently includes seven flavours. The revenue from Chulbule in Fiscal 2017 was ₹ 1,167.20 million which represented 12.91% of our revenue from operations (net) in such period. Rings, one of our major products in the Extruded Snacks category, were launched by us in Fiscal 2012. In Fiscal 2017, the revenue from sale of Rings was ₹ 3,987.19 million which represented 44.11% of our revenue from operations (net) in such period. The revenues generated by our Rings product grew at a CAGR of 54.17% between Fiscal 2013 and Fiscal 2017.

Rings are packed with themed toys, based on popular cartoon series characters to attract children. We have entered into an agreement with Viacom 18 Media Private Limited, the entity that operates the children's entertainment channel "Nickelodeon", to use the cartoon characters "*Motu Patlu*". We had also, in the past, entered into agreements with Turner International India Private Limited that operates the children's entertainment channel, "POGO", to use "*Chhota Bheem*" and related characters on our Rings packaging", and the cartoon characters of "*Ben 10*", and "*Roll No. 21*" on the children's entertainment channel for promotion of our products on "Cartoon Network". The popularity of these cartoon series might also impact the sale of Rings. Namkeen under the Yellow Diamond brand was launched by our Company in Fiscal 2012, pursuant to the business transfer agreement dated September 28, 2011. Our Namkeen portfolio is varied with 23 varieties which contributed to 12.23% of our revenue from operations (net) in Fiscal 2017.

The following table provides certain information on the revenue generated from our various products in the periods indicated:

Product	Fiscal 2015		Fiscal 2016		Fiscal 2017	
	Revenue from operations (net)	Percentage of total revenue from operations (net)	Revenue from operations (net)	Percentage of total revenue from operations (net)	Revenue from operations (net)	Percentage of total revenue from operations (net)
	(₹ million)	(%)	(₹ million)	(%)	(₹ million)	(%)
Finished Goods Sold						
Potato Chips	1,593.74	28.52	1,577.25	20.83	1,988.56	22.00
Extruded Snacks						
-Chulbule	1,065.59	19.07	1,127.77	14.89	1,167.20	12.91
-Puff and Rings	1,709.65	30.59	3,395.29	44.84	4,154.32	45.96
-Pellets	303.31	5.43	259.08	3.42	287.19	3.18
Namkeen	604.77	10.82	780.75	10.31	1,105.66	12.23
Others(1)	15.88	0.28	13.75	0.18	9.17	0.10
Revenue from finished goods sold	**5,292.94**	**94.72**	**7,153.89**	**94.48**	**8,712.09**	**96.38**
Traded Goods Sold						
Potato Chips	105.38	1.89	113.71	1.50	167.05	1.85
Extruded Snacks						
-Chulbule	0.00	0.00	0.00	0.00	-	-
-Puff and Rings	114.31	2.05	204.18	2.70	84.80	0.94
-Pellets	4.16	0.07	0.00	0.00	-	-
Others(1)	62.24	1.11	17.13	0.23	4.23	0.04
Revenue from traded goods sold	**286.09**	**5.12**	**335.02**	**4.42**	**256.08**	**2.83**
Total revenue from sale of goods	**5,579.03**	**99.84**	**7,488.91**	**98.90**	**8,968.17**	**99.21**

(1) Others comprise of popcorn, Creamy Sticks and various seasonal items manufactured and sold by us including festive gift boxes, and traditional sweet snacks like soan papdi.

Product	Fiscal 2015		Fiscal 2016		Fiscal 2017	
	Revenue from operations (net)	Percentage of total revenue from operations (net)	Revenue from operations (net)	Percentage of total revenue from operations (net)	Revenue from operations (net)	Percentage of total revenue from operations (net)
	(₹ million)	(%)	(₹ million)	(%)	(₹ million)	(%)
Rings						
Finished goods sold	1,706.04	30.53	3,330.01	43.98	3,910.40	43.26
Traded goods sold	71.31	1.28	177.29	2.34	76.79	0.85
Total revenue from sale of Rings	**1,777.35**	**31.81**	**3,507.30**	**46.32**	**3,987.19**	**44.11**

There is an increasing awareness of health and wellness across the country and the demand for healthier snack options have increased. *(Source: FS Report)*. We have launched a new variety of healthier savoury snacks under the "Better For You" segment to cater to this demand. These are Chips made from healthier ingredients like hummus and lentils. We intend to increase our research and development efforts on these product attributes to better serve consumers' increasing demand for healthier, tastier and higher quality food products and would enable us to further gain market share in the savoury snack segment. We also intend to introduce some chocolate based confectionary products. The market for confectionaries is estimated to grow at about 15-18% over the next four to five years driven primarily by chocolate confectionaries. *(Source: FS Report)* We intend to leverage our extensive experience and expansive distribution network to solidify our industry position, by creating new products, entering new product categories and building new brands to capitalize on emerging trends.

Production capacities and operating efficiencies

As of the date of this Prospectus, we own and operate three production facilities across India. One of our owned and operated production facilities is located at Indore in Madhya Pradesh while the other two owned and operated facilities are located at Guwahati in Assam. As of July 31, 2017, the aggregate estimated installed production capacity of the production facilities owned by us was 80,500 MTPA. In addition, as of the date of this Prospectus, we also engage two facilities on a contract manufacturing basis. One of them is located at Bengaluru, Karnataka, operated by Chipper Snacker Private Limited which was engaged by us on an informal, non-exclusive basis from October 1, 2011 to July 31, 2016. Since August 1, 2016 we have engaged the manufacturing facility on an exclusive basis, pursuant to the Bengaluru Contract Manufacturing Agreement. As of July 31, 2017, the estimated installed production capacity of the Bengaluru production facility was 4,260 MTPA. The other facility is situated in Kolkata in West Bengal which manufactures our products according to monthly targets agreed between us and the manufacturer.

At our contract manufacturing facilities, we have supplied the equipment and required specifications necessary for manufacturing of the specific products to the contractors. The expenses towards running the facility, including labour, power, and fuel are borne by the contractors. At the Bengaluru contract manufacturing facility, we supply the raw materials and packaging materials for manufacturing the products. Production is carried out as per job work orders given by us to the contractor, while at the Kolkata manufacturing facility, the contractor buys the required raw materials and packaging materials approved by us**.** We have appointed technicians to ensure quality control of our products manufactured at both the Kolkata and Bengaluru contract manufacturing facilities. The purchase of goods that are manufactured by contract manufacturing facilities are reflected in our financials under expenses for purchase of traded goods, which accounted for 4.44% and 3.48% of our revenue from operations (net) in Fiscal 2015 and Fiscal 2016, respectively. Since Fiscal 2017, purchase of goods that are manufactured by the Bengaluru facility is accounted for under finished goods. Revenue from traded goods sold in Fiscal 2017 includes products manufactured at Bengaluru facility only up to July 31, 2016 and hence, purchase of traded goods for Fiscal 2017 accounted for 2.36% of our revenue from operations (net) in such period.

We manufacture Potato Chips primarily at our owned and operated production facility in Indore with capacity of 14,400 MTPA. Potato Chips are also manufactured in the contract manufacturing facility at Kolkata. In Fiscal 2017, Potato Chips manufactured at our own facility represented 22% of our revenue from operations (net) while Potato Chips manufactured by a third party contract manufacturer represented 1.85% of our revenue from operations (net). We manufacture Rings primarily at our own manufacturing facility at Indore with a combined capacity of 13,400 MTPA for Rings and Puffs and our own Guwahati facilities with a combined capacity of 16,400 MTPA for Rings and Puffs. Our Rings product is also manufactured in the contract manufacturing facility at Bengaluru with combined capacity of 4,260 MTPA for Rings and Puffs. We manufacture Chulbule primarily at our own manufacturing facilities in Indore and Guwahati facilities with a combined capacity of 15,000 MTPA and 10,800 MTPA, respectively, for Chulbule and Pellets; and Namkeen at our Indore manufacturing facility with a capacity of 10,500 MTPA.

The following tables set forth the annual installed capacity of our manufacturing facilities as of July 31, 2017.

Manufacturing Facilities	As of July 31, 2017			
	Products			
	Potato Chips	Ring and Puff	Chulbule and Pellet	Namkeen
	Capacity (MTPA)			
Indore	14,400	13,400	15,000	10,500
Guwahati –I	-	9,800	4,800	-
Guwahati – II	-	6,600	6,000	-

Manufacturing Facilities	As of July 31, 2017			
	Products			
	Potato Chips	Ring and Puff	Chulbule and Pellet	Namkeen
	Capacity (MTPA)			
Bengaluru[1]	-	4,260	-	-

[(1)]The Bengaluru facility is engaged exclusively pursuant to the Bengaluru Contract Manufacturing Agreement with effect from August 1, 2016, and accordingly has been included in this table.

The following table sets forth the average capacity utilization of our manufacturing facilities in India in the periods specified:

Manufacturing Facilities	Capacity Utilization			
	Fiscal 2015	Fiscal 2016	Fiscal 2017	April 1 to July 31, 2017[(3)]
	(%)			
Indore				
Potato Chips	56.63	56.41	72.99	81.82
Ring and Puff	77.02	100.03	72.93	67.93
Chulbule and Pellet	86.30	75.45	74.05	73.89
Namkeen	52.56	66.49	85.05	95.64
Total	**67.52**	**72.59**	**75.65**	**78.82**
Guwahati –I				
Ring and Puff	72.06	80.67	63.57	37.18
Chulbule and Pellet	23.18	32.50	33.19	31.19
Total	**52.73**	**64.84**	**53.58**	**35.21**
Guwahati – II[1]				
Ring and Puff	-	-	55.64	79.86
Chulbule and Pellet	-	-	2.70	16.25
Total	**-**	**-**	**30.43**	**49.57**
Bengaluru[2]				
Ring and Puff	-	-	85.70	57.58
Total	**-**	**-**	**85.70**	**57.58**

(1) Commenced commercial operation on April 8, 2016.

(2) The Bengaluru facility was engaged by us on an informal, non-exclusive basis between October 1, 2011 and July 31, 2016. This facility has been engaged exclusively pursuant to the Bengaluru Contract Manufacturing Agreement with effect from August 1, 2016. For Fiscal 2017 (from August 1, 2016 to March 31, 2017) and for April 1, 2017 to July 31, 2017, the capacity utilization for the Bengaluru facility is calculated based on actual production and available capacity.

(3) Installed capacity has been taken proportionately for four months for calculating capacity utilization for this period.

The information relating to the estimated annual installed capacities and the capacity utilization of our manufacturing facilities included above and elsewhere in this Prospectus is based on a number of assumptions and estimates of our management, including expected operations, availability of raw materials, expected plant utilization levels, downtime resulting from scheduled maintenance activities, downtime resulting from change in SKUs for a particular product, unscheduled breakdowns, as well as expected operational efficiencies. In particular, the following assumptions have been made in the calculation of the estimated annual installed capacities of our manufacturing facilities included above and elsewhere in this Prospectus, as certified by M/s Inspectta, independent chartered engineers, pursuant to their certificates dated August 30, 2017, issued to us: (i) the facilities operate for a period of 360 days in a year and (ii) the facilities operate for 20 hours in a 24 hour day. The installed capacity calculation does not take into account seasonality, demand or other factors affecting production. Actual production levels may therefore vary significantly from the estimated installed capacities of our manufacturing facilities. Undue reliance should therefore not be placed on the estimated installed capacity information for our existing manufacturing facilities included in this Prospectus.

The information relating to the capacity utilization of our manufacturing facilities included above and elsewhere in this Prospectus are based on actual production volumes compared to the estimated annual installed capacities of our manufacturing facilities based on a number of assumptions and estimates of our management and the assumptions made by M/s Inspectta, independent chartered engineers, in their certificates dated August 30, 2017 issued to us. Undue reliance should therefore not be placed on the capacity utilization information for our existing manufacturing facilities included in this Prospectus. Also see, "Risk Factors - Information relating to our production capacities and the historical capacity utilization of our manufacturing facilities included in this Prospectus is based on various assumptions and estimates and future production and capacity utilization may vary" on page 38.

The installed capacity (and consequently capacity utilization) information included above does not take into account the production capacity at the contract manufacturing facility in Kolkata, West Bengal since the facility is not exclusively dedicated to production of our products and production is according to monthly off-take targets agreed between the manufacturer and us.

Currently, the production line for certain of our manufacturing facilities have certain unutilized additional capacity as compared to that of the packaging line. We intend to utilize this additional capacity by adding certain packaging machines to match the capacity of the packaging and production lines. To deepen our penetration in the South Zone, we intend to expand the packaging line and purchase related utilities for Chulbule at our contract manufacturing facility at Bengaluru. For further details, see "Objects of the Issue – Funding capital expenditure requirements in relation to expansion (including through setting up of new production line and construction of a building) and modernisation at certain of our existing manufacturing facilities" on page 111.

Significant Accounting Policies

The Restated Consolidated Financial Statements represent the consolidated summary statements of our Company and our Subsidiary, in which our Company held 98.00% shareholding as of March 31, 2013 and 2014 and 100.00% shareholding as of March 31, 2015, 2016 and 2017. Our Restated Consolidated Financial Statements have been prepared in accordance with the accounting principles generally accepted in India, including the Accounting Standards as specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014 (as amended). The Consolidated Restated Summary Statements have been prepared on a going concern basis under the historical cost convention on accrual basis.

The preparation of the Restated Consolidated Summary Statements is in conformity with Indian GAAP which requires our management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities and the disclosure of contingent liabilities, at the end of the reporting period. Although these estimates are based on the management's best knowledge of current events and actions, uncertainty about these assumptions and estimates could result in the outcomes requiring a material adjustment to the carrying amounts of assets or liabilities in future periods.

Revenue Recognition

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

Sale of goods. Revenue from sale of goods is recognised when all the significant risks and rewards of ownership of the goods have been passed to the buyer, usually on delivery of the goods. We collect sales tax and value added tax (VAT) on behalf of the Government and, therefore, these are not economic benefits flowing to us. Hence, they are excluded from revenue. Excise duty on potato and banana chips and classic peanuts deducted from revenue (gross) is the amount that is included in the revenue (gross) and not the entire amount of liability arising during the year.

Interest. Interest income is recognised on a time proportion basis taking into account the amount outstanding and the applicable interest rate. Interest income is included under the head "other income" in the Statement of Profits and Losses.

Other Income. Certain items of income such as insurance claims, overdue interest from customers etc. are recognised to the extent there is certainty of its realisation.

Government Grants and Subsidies. Grants and subsidies from the Government are recognised when there is reasonable assurance that (i) we will comply with the conditions attached to them, and (ii) the grant/subsidy will be received. When the grant or subsidy relates to revenue, it is recognised as income on a systematic basis in the Statement of Profits and Losses over the periods necessary to match them with the related costs, which they are intended to compensate. Government grants related to specific property, plant and equipments are presented in the Statement of Assets and Liabilities by the showing the grant as a deduction from the gross value of the assets concerned in arriving at their book value. Government grants of the nature of promoters' contribution are credited to capital reserve and treated as a part of the shareholders' funds.

Property, Plant and Equipment

Property, plant and equipment, capital work in progress are stated at cost, net of accumulated depreciation and provision for impairment, if any. The cost comprises purchase price, borrowing costs if capitalisation criteria are met, directly attributable cost of bringing the asset to its working condition for the intended use and initial estimate of decommissioning, restoring and similar liabilities. Any trade discounts and rebates are deducted in arriving at the purchase price. Such cost includes the cost of replacing part of the plant and equipment. When significant parts of plant and equipment are required to be replaced at intervals, we depreciate them separately based on their specific useful lives. Likewise, when a major inspection is performed, its cost is recognised in the carrying amount of the plant and equipment as a replacement if the recognition criteria are satisfied. All other repair and maintenance costs are recognized in Restated Consolidated Summary Statement of Profits and Losses as incurred.

Gains or losses arising from derecognition of property, plant and equipments are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the Restated Consolidated Summary Statement of Profits and Losses when the asset is derecognised. We identify and determine cost of each component/ part of the asset separately, if the component/ part has a cost which is significant to the total cost of the asset and has useful life that is materially different from that of the remaining asset. Property, plant and equipments held for sale is valued at lower of their carrying amount and net realisable value. Any write-down is recognised in the Restated Consolidated Summary Statement of Profits and Losses. Items of stores and spares that meet the definition of property, plant and equipments are capitalised at cost and depreciated over their useful life. Otherwise, such items are classified as inventories.

Depreciation/ Amortisation on Property, Plant and Equipment

Until fiscal 2014, depreciation rates prescribed under Schedule XIV were treated as minimum rates and we were not allowed to charge depreciation at lower rates even if such lower rates were justified by the estimated useful life of the asset. Schedule II to the Companies Act prescribes useful lives for property, plant and equipment which, in many cases, are different from lives prescribed under the erstwhile Schedule XIV. However, Schedule II allows companies to use higher/ lower useful lives and residual values if such useful lives and residual values can be technically supported and justification for difference is disclosed in the financial statements.

Considering the applicability of Schedule II, as on April 1, 2014, our management has re-estimated useful lives and residual values of all its property, plant and equipment. The management believes the depreciation rates so re-estimated fairly reflect its estimate of the useful lives and residual lives of property, plant and equipment, though these rates in depreciation on property, plant and equipment is calculated on a straight-line basis using the rates arrived at based on the useful lives estimated by the management. We have used the following rates to provide depreciation on its property, plant and equipments:

Class of Assets	**Useful lives estimated by the Management (years)**
Factory buildings	30
Plant & Equipment	10 - 21
Electrical Installation	10
Furniture & Fixtures	10
Computers	3 - 6
Office Equipment	3 - 5
Vehicles	8

Leasehold improvements are amortised on a straight line basis over the period of lease (between 9-10 years). The Management, supported by independent assessment by professionals, has estimated the useful life of certain plant and equipment to be as 10 years and 21 years. These lives are higher than those indicated in Schedule II. Further, the useful lives of mobile phones are estimated as three years. The life is lower than that indicated in Schedule II. The residual values, useful lives and methods of depreciation of property, plant and equipments are reviewed at each financial year end and adjusted prospectively, if appropriate.

Depreciation on assets costing less than ₹ 5,000

Until Fiscal 2014, to comply with the requirements of Schedule XIV to the Companies Act, 1956, we were charging 100% depreciation on assets costing less than ₹ 5,000 in the year of purchase. However, Schedule II to the Companies Act, as applicable from April 1, 2014, does not recognise such practice. Hence, to comply with the requirement of Schedule II to the Companies Act, we have rationalised its accounting policy for depreciation of assets costing less than 5,000 and decided to depreciate such assets over their useful life as assessed by the Management prospectively from accounting periods commencing on or after April 1, 2014. The change in accounting for depreciation of assets costing less than ₹ 5000, did not have any material impact on our consolidated financial statements for the years preceding to April 1, 2014.

Intangible Assets

Intangible assets acquired separately are measured on initial recognition at cost. Intangible assets are amortised on a straight line basis over the estimated useful economic life. Intangible assets are assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method are reviewed at least at each financial year end. If the expected useful life of the asset is significantly different from previous estimates, the amortisation period is changed accordingly. If there has been a significant change in the expected pattern of economic benefits from the asset, the amortisation method is changed to reflect the changed pattern. Such changes are accounted for in accordance with AS 5 Net Profit or Loss for the Period, Prior Period Items and Changes in Accounting Policies. Gains or losses arising from de-recognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the Statement of Profit and Loss when the asset is derecognised.

A summary of amortisation policies applied to our intangible asset is as below:

Class of Assets	Useful lives estimated by the Management (years)
Intellectual Property Right	5
Brand Ambassador Right	2.33 (i.e. 28 months)
Computer Software	5

Impairment of property, plant and equipments and intangible assets

The carrying values of assets / cash generating units at each reporting date are reviewed for impairment based on internal / external factors. If any indication of impairment exists, the recoverable amount of such assets is estimated and impairment is recognised, if the carrying amount of these assets exceeds their recoverable amount. The recoverable amount is the greater of the net selling price and their value in use. Value in use is arrived at by discounting the estimated future cash flows to their present value based on an appropriate pre-tax discount factor. When there is indication that an impairment loss recognised for an asset in earlier accounting periods no longer exists or may have decreased such reversal of impairment loss is recognised in the Statement of Profits and Losses.

Leases

Leases where the lessor effectively retains substantially all the risks and benefits of ownership of the leased item, are classified as operating leases. Operating lease payments excluding lease rentals on land are recognised as an expense in the Statement of Profit and Loss on a straight-line basis over the lease term.

Investments

Investments, which are readily realisable and intended to be held for not more than one year from the date on which such investments are made, are classified as current investments. All other investments are classified as long-term investments. Current investments are carried in the financial statements at lower of cost and fair value determined on an individual investment basis. Long-term investments are carried at cost. However, provision for diminution in value is made to recognise a decline other than temporary in the value of the investments.

Inventories

Raw materials, packing materials, stores, spares and other consumables are valued at lower of cost and net realisable value. However, materials and other items held for use in the production of inventories are not written down below cost if the finished products in which they will be incorporated are expected to be sold at or above cost. Cost of raw materials, packing materials, stores, spares and consumables are determined on a moving weighted average basis. Stores and spares which do not meet the definition of property, plant and equipment are accounted as inventories.

Finished goods are valued at lower of cost and net realisable value. Cost includes direct material, labour and proportionate manufacturing overheads based on normal operating capacity. Cost of finished goods of potato and banana chips and classic roasted peanuts includes excise duty. Cost is determined on absorption costing basis at actual. Traded goods are valued at lower of cost and net realisable value. Cost includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition. Cost is determined on moving weighted average basis. Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and estimated cost necessary to make the sale.

Foreign currency translation

Initial recognition. Foreign currency transactions are recorded in the reporting currency, by applying to the foreign currency amount the exchange rate between the reporting currency and the foreign currency at the date of the transaction.

Conversion. Foreign currency monetary items are retranslated using the exchange rate prevailing at the reporting date. Non-monetary items, which are measured in terms of historical cost denominated in a foreign currency, are reported using the exchange rate at the date of the transaction. Non-monetary items, which are measured at fair value or other similar valuation denominated in a foreign currency, are translated using the exchange rate at the date when such value was determined.

Exchange Differences. All exchange differences are recognised as income or as expenses in the period in which they arise.

Retirement and other Employee Benefits

Retirement benefit in the form of provident fund is a defined contribution scheme. We recognise contribution payable to the provident fund scheme as expenditure, when an employee renders the related service. We have no obligation, other than the contribution payable to the provident fund. We operate one defined benefit plan for our employees, i.e. gratuity. The cost of providing benefits under this plan is determined on the basis of actuarial valuation at each year-end. Actuarial gain and loss for the defined benefit plan is recognised in full in the period in which they occur in the Statement of Profits and Losses.

Our Subsidiary provides for the incremental gratuity liability on the basis of the amount which may be payable under the provisions of the Payment of Gratuity Act, 1972 if all the employees of the Subsidiary Company were to retire as at the reporting date. Accumulated leave, which is expected to be utilised within the next 12 months, is treated as short-term employee benefit. We measure the expected cost of such absences as the additional amount that it expects to pay as a result of the unused entitlement that has accumulated at the reporting date.

We treat accumulated leave expected to be carried forward beyond twelve months, as long-term employee benefit for measurement purposes. Such long-term compensated absences are provided for based on the actuarial valuation using the projected unit credit method at the year-end. Actuarial gains/losses are immediately taken to the Statement of Profits and Losses and are not deferred. However, we present the entire leave as a current liability in the Statement of Assets and Liabilities, since it does not have an unconditional right to defer its settlement for 12 months after the reporting date.

Segment reporting

Segments are identified in line with Accounting Standard 17 – 'Segment Reporting' ('AS 17'), taking into consideration the internal organisation and management structure as well as the differential risk and returns of the segment. We have only one business segment "Snacks Food" as its primary segment and hence disclosure of segment-wise information is not required under AS 17.The analysis of geographical segments is based on the areas in which our major operating divisions operate. We prepare our segment information in conformity with the accounting policies adopted for preparing and presenting the financial statements of our Company and Subsidiary as a whole.

Taxes on Income

Tax expense comprises 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 enacted in India and tax laws prevailing in the respective tax jurisdictions where we operate. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date. Current income-tax relating to items recognised directly in equity is recognised in equity and not in the Restated Consolidated Summary Statement of Profits and Losses.

Deferred tax liabilities are recognised for all taxable timing differences. Deferred tax assets are recognised for deductible timing differences only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realised. In situations where we have unabsorbed depreciation or carry forward tax losses, all deferred tax assets are recognised only if there is virtual certainty supported by convincing evidence that they can be realised against future taxable profits.

Minimum alternate tax ("MAT") paid in a year is charged to the Restated Consolidated Summary Statement of Profits and Losses as current tax. We recognise MAT credit available as an asset only to the extent that there is convincing evidence that we 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 we recognise MAT credit as an asset in accordance with the Guidance Note on Accounting for Credit Available in respect of Minimum Alternative Tax under the Income-tax Act, 1961, the said asset is created by way of credit to the Restated Consolidated Summary Statement of Profits and Losses and shown as "MAT Credit Entitlement." We review the "MAT credit entitlement" asset at each reporting date and writes down the asset to the extent we do not have convincing evidence that it will pay normal tax during the specified period.

The carrying amount of deferred tax assets are reviewed at each reporting date. We write-down the carrying amount of deferred tax asset to the extent that it is no longer reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available against which deferred tax asset can be realised. Any such write-down is reversed to the extent that it becomes reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available. Deferred tax assets and deferred tax liabilities are offset, if a legally enforceable right exists to set-off current tax assets against current tax liabilities and the deferred tax assets and deferred taxes relate to the same taxable entity and the same taxation authority.

Earnings per share

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders (after deducting preference dividend and attributable taxes) by the weighted average number of equity shares outstanding during the period. The weighted average number of equity shares outstanding during the period is adjusted for events such as bonus issue, bonus element in a rights issue, share split, and reverse share split (consolidation of shares) that have changed the number of equity shares outstanding, without a corresponding change in resources. For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

Provisions

A provision is recognised when we have a present obligation as a result of past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. Provisions are not discounted to their present value and are determined based on the best estimate required to settle the obligation at the reporting date. These estimates are reviewed at each reporting date and adjusted to reflect the current best estimates.

Contingent Liabilities

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond our control or a present obligation that is not recognised because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognised because it cannot be measured reliably. We do not recognise a contingent liability but discloses its existence in the restated consolidated financial statements.

Cash and Cash Equivalents

Cash and Cash equivalents for the purpose of cash flow statement comprise cash at bank and in hand and short-term investments with an original maturity of three months or less.

Employee Stock Compensation Cost

Eligible employees of our Company receive remuneration in the form of share based payment transactions, whereby employees render services as consideration for equity instruments (equity-settled transactions). In accordance with Guidance Note on Accounting for Employee Share-based Payments, the cost of equity-settled transactions is measured using the fair value method. Eligible employees have been granted the option to subscribe to shares of the Holding Company. The exercise price means the price payable by the eligible employees for carrying out the exercise in pursuance of the “Prataap Snacks Private Limited Employee Stock Purchase Plan”.

Borrowing Costs

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

For complete particulars of our significant accouning policies, see “Financial Statements – Restated Consolidated Financial Statements – Annexure IV – 4. Summary of Significant Accounting Policies” on page 247.

Principal Components of Income and Expenditure

Income

Revenue from Operations

Our revenue from operations is generated from sale of products. It comprises of sale of finished goods and sale of traded goods. Traded goods are manufactured by our contract manufacturing facilities at Kolkata and Bengaluru and are purchased by us to be sold to super stockists. Revenue from traded goods sold in Fiscal 2017 includes products manufactured at Bengaluru facility only up to July 31, 2016. The following table shows the details of our revenue from operations from Fiscal 2015 to Fiscal 2017:

	Fiscal 2015		**Fiscal 2016**		**Fiscal 2017**	
	Revenue from operations (net)	**Percentage of total revenue from operations (net)**	**Revenue from operations (net)**	**Percentage of total revenue from operations (net)**	**Revenue from operations (net)**	**Percentage of total revenue from operations (net)**
	(₹ million)	**(%)**	**(₹ million)**	**(%)**	**(₹ million)**	**(%)**
Sale of products						
-Finished goods	5,292.94	94.72	7,153.89	94.48	8,712.09	96.38
-Traded goods	286.09	5.12	335.02	4.42	256.08	2.83
Other operating revenue	42.01	0.75	115.28	1.52	112.37	1.24
Revenue from operations (gross)	**5,621.04**	**100.59**	**7,604.19**	**100.42**	**9,080.54**	**100.45**
Excise Duty	32.97	0.59	32.29	0.42	41.37	0.45
Revenue from operations (net)	**5,588.07**	**100.00**	**7,571.90**	**100.00**	**9,039.17**	**100.00**

Revenue from sale of finished goods constitutes a significant portion of our revenue from operations (net). In Fiscal 2015, 2016 and 2017, revenue from sale of finished goods represented 94.72%, 94.48% and 96.38% of our revenue from operations (net).

Pursuant to the Bengaluru Contract Manufacturing Agreement, with effect from August 1, 2016, we have altered our purchasing strategy from the contract manufacturing facility in Bengaluru. The contract manufacturing facility in Bengaluru, Karnataka was engaged by us on an informal, non-exclusive basis from October 1, 2011 to July 31, 2016. During this period, the contract manufacturer obtained the raw material and manufactured our products in accordance with the specifications provided by us. Accordingly, the purchase of these products from the contract manufacturer was accounted as purchase of traded goods, and revenues were recorded as sale of traded goods. Since August 1, 2016, we supply the raw material to the contract manufacturer and pay only conversion charges. Accordingly, since August 1, 2016, the cost of such products is classified under cost of manufactured goods instead of being classified under purchase of traded goods, and revenue generated from sale of these goods is accounted for as sale of finished goods rather than as sale of traded goods.

Potato Chips, Rings and Chulbule are our major revenue generating products. In Fiscal 2015, 2016 and 2017, revenue from Rings represented 31.81%, 46.32% and 44.11%, respectively, of the revenue from operations (net) in such periods. In Fiscal 2015, 2016 and 2017, the revenue from sale of Potato Chips represented 30.41%, 22.33% and 23.85%, respectively, of the revenue from operations (net) in such periods. In Fiscal 2015, 2016 and 2017, revenue from Chulbule represented 19.07%, 14.89% and 12.91%, respectively, of the revenue from operations (net) in such periods.

The following table show our revenues earned from various zones in the periods indicated:

Zone	Fiscal 2015		Fiscal 2016		Fiscal 2017	
	Revenue from operations (net)	Percentage of total revenue from operations (net)	Revenue from operations (net)	Percentage of total revenue from operations (net)	Revenue from operations (net)	Percentage of total revenue from operations (net)
	(₹ million)	(%)	(₹ million)	(%)	(₹ million)	(%)
East[(1)]	1,556.74	27.90	2,651.44	35.40	2,988.47	33.32
West[(2)]	2,100.16	37.64	2,509.99	33.52	2,954.29	32.94
North[(3)]	1,618.79	29.02	1,860.82	24.85	2,152.06	24.00
South[(4)]	300.89	5.39	461.24	6.16	839.88	9.37
Other[(5)]	2.44	0.04	5.43	0.07	33.48	0.37
Total	**5,579.03**	**100.00**	**7,488.91**	**100.00**	**8,968.17**	**100.00**

(1) The East Zone comprises of the states of Bihar, Jharkhand, Orissa, West Bengal, Chhattisgarh, Assam, Sikkim, Shillong, Arunachal Pradesh, Nagaland, Tripura, Manipur, and Mizoram.

(2) The West Zone comprises of the states of Rajasthan, Goa, Gujarat, Madhya Pradesh, Daman and Diu, Dadra and Nagar Haveli, and Maharashtra.

(3) The North Zone comprises of the states of Jammu & Kashmir, Himachal Pradesh, Punjab, Haryana, Uttarakhand, and Uttar Pradesh.

(4) The South Zone comprises of the states of Karnataka, Tamil Nadu, Kerala, Andhra Pradesh, and Pondicherry.

(5) Other comprises exports.

Other Income

Other income primarily includes interest income from banks and exchange differences.

Expenditure

Cost of Raw Material and Components Consumed

Cost of raw material and components consumed comprises of the cost of the raw materials used by us in our production and packaging process of our products in our owned and operated manufacturing facilities during the year. Raw materials purchases represent a significant majority of our total expenditure. In Fiscal 2015, 2016 and 2017, the cost of raw material and components consumed was ₹ 3,808.07 million, ₹ 4,975.65 million and ₹ 6,192.55 million. Pursuant to the Bengaluru Contract Manufacturing Agreement, with effect from August 1, 2016, we have altered our purchasing strategy from the contract manufacturing facility in Bengaluru. Since August 1, 2016, we supply the raw material to the contract manufacturer and pay only conversion charges. Accordingly, since August 1, 2016, the cost of such products is classified under cost of manufactured goods instead of being classified under purchase of traded goods.

The following table sets forth certain information relating to cost of our key raw materials and packaging materials:

Cost of Raw Material and	Fiscal 2015	Fiscal 2016	Fiscal 2017

Components Consumed	Amount (₹ million)	Percentage of revenue from operations (net) (%)	Amount (₹ million)	Percentage of revenue from operations (net) (%)	Amount (₹ million)	Percentage of revenue from operations (net) (%)
(A) Raw materials						
Potato	433.21	7.75	355.13	4.69	482.03	5.33
Oil	653.82	11.70	752.01	9.93	1,030.61	11.40
Corn	143.90	2.58	277.75	3.67	358.32	3.96
Rice	73.44	1.31	75.57	1.00	89.03	0.98
Gram	24.59	0.44	38.80	0.51	59.75	0.66
Others(1)	759.12	13.58	1,063.79	14.05	1,397.20	15.46
Total	**2,088.08**	**37.37**	**2,563.05**	**33.85**	**3,416.92**	**37.80**
(B) Packaging Materials						
Film	1,052.24	18.83	1,285.05	16.97	1,429.12	15.81
Box	325.65	5.83	429.19	5.67	512.30	5.67
Others(2)	21.83	0.39	22.01	0.29	24.29	0.27
Total	**1,399.72**	**25.05**	**1,736.25**	**22.93**	**1,965.71**	**21.75**
(C) Toys	**320.26**	**5.73**	**676.35**	**8.93**	**809.92**	**8.96**
Total (A+B+C)	**3,808.06**	**68.15**	**4,975.65**	**65.71**	**6,192.55**	**68.51**

(1) Others comprise of pulses, gram flour, gram grit, rice grit, seasonings, flavours and spices.

(2) Others comprise of ancillary packaging materials like adhesive tape, bags and ropes.

Cost of raw material and components consumed constituted 68.15%, 65.71% and 68.51% as a percentage of our revenue from operations (net) in Fiscal 2015, 2016 and 2017, respectively. Potato and oil are our major raw materials and film is our major packaging material. Toys contained in Rings packaging are another major component in our products. In Fiscal 2015, 2016 and 2017, Potato represented 7.75%, 4.69% and 5.33% respectively of our revenue from operations (net), for the respective periods. This relative decrease in cost of potatoes is primarily due to reduction in contribution of Potato Chips to the total revenue caused by the increase in sale of our Rings product. Oil consistently constitutes a significant percentage of our cost of raw material and components consumed as it is used for preparation of our all products. In Fiscal 2015, 2016 and 2017, Oil represented 11.70%, 9.93% and 11.40% respectively of our revenue from operations (net), for the respective periods.

In Fiscal 2015, 2016 and 2017, toys contained in Rings packaging represented 5.73%, 8.93% and 8.96%, respectively of our revenue from operations (net), for the respective periods. The cost of toys contained in Rings packaging as a percentage of our cost of raw material and components consumed increased significantly from 8.41% in Fiscal 2015 to 13.08% in Fiscal 2017 due to an increase in sale of Rings product.

We also incur significant expenses for packaging materials, especially film, which represented 18.83%, 16.97% and 15.81% of revenue from operations (net), for Fiscal 2015, 2016 and 2017, respectively. The principal packaging materials used by us include film and boxes.

Purchase of Traded Goods

Purchase of traded goods consists of the purchase of the goods manufactured by the contract manufacturing facility at Bengaluru until July 31, 2016, as well as from the contract manufacturing facility at Kolkata. Pursuant to the Bengaluru Contract Manufacturing Agreement, with effect from August 1, 2016, we have altered our purchasing strategy from the contract manufacturing facility in Bengaluru. Since August 1, 2016, we supply the raw material to the contract manufacturer and pay only conversion charges. Accordingly, since August 1, 2016, the cost of such products is classified under cost of manufactured goods instead of being classified under purchase of traded goods. Purchase of traded goods in Fiscal 2017 includes products manufactured at Bengaluru facility only up to July 31, 2016.

Employee Benefit Expenses

Employee benefits expense includes (i) salaries, wages and bonus, (ii) contribution to provident fund and other fund, and (iii) staff welfare expenses relating to our employees.

Other Expenses

Other expenses include freight and forwarding charges, advertisement and sales promotion, contract labour charges, power and fuel and consumption of stores, spares and other consumables.

Finance Costs

Finance cost includes interest, bank and financial charges and exchange differences on buyer's credit.

Depreciation and Amortization Expense

Depreciation represents depreciation on our fixed assets including freehold land, buildings, leasehold improvements, furniture and fittings, vehicle, and office equipment.

Tax Expense

Tax expense include current tax expense and deferred tax expenses. Computation of deferred tax has been rectified to give effect to the reversal of timing differences during the tax holiday period. Deferred tax has been computed on adjustments made and has been adjusted in the restated profits and losses for the years ended March 31, 2017, 2016, 2015, 2014 and 2013 and the balance brought forward in profit and loss account as at April 1, 2012.

Results of Operations

The following table sets forth certain information with respect to our results of operations on a consolidated basis for the periods indicated:

Particulars	**Fiscal 2015**		**Fiscal 2016**		**Fiscal 2017**	
	(₹ million)	**Percentage of total revenue from operations (net) (%)**	**(₹ million)**	**Percentage of total revenue from operations (net) (%)**	**(₹ million)**	**Percentage of total revenue from operations (net) (%)**
Revenue						
Revenue from operations (Gross)	5,621.04	100.59	7,604.19	100.43	9,080.54	100.46
Less: Excise Duty	32.97	0.59	32.29	0.43	41.37	0.46
Revenue from operations (Net)	5,588.07	100.00	7,571.90	100.00	9,039.17	100.00
Other income	17.64	0.32	7.11	0.09	15.40	0.17
Total Revenue	**5,605.71**	**100.32**	**7,579.01**	**100.09**	**9,054.57**	**100.17**
Expenses						
Cost of raw material and components consumed	3,808.07	68.15	4,975.65	65.71	6,192.55	68.51
Purchases of traded goods	247.86	4.44	263.68	3.48	212.92	2.36
Changes in inventories of finished and traded goods	(16.09)	(0.29)	(17.82)	(0.24)	(39.33)	(0.44)
Employee benefit expenses	137.32	2.46	187.44	2.48	252.68	2.80
Other expenses	1,072.26	19.19	1,597.73	21.10	2,011.66	22.25
Depreciation and amortization	153.38	2.74	179.87	2.38	249.86	2.76
Finance costs	63.26	1.13	58.84	0.78	44.84	0.50
Total expenses	**5,466.06**	**97.82**	**7,245.39**	**95.69**	**8,925.19**	**98.74**
Restated profit before exceptional item and tax	**139.65**	**2.50**	**333.62**	**4.41**	**129.39**	**1.43**
Exceptional items	**9.62**	**0.17**	**58.02**	**0.77**	**-**	**-**

Particulars	Fiscal 2015		Fiscal 2016		Fiscal 2017	
	(₹ million)	Percentage of total revenue from operations (net) (%)	(₹ million)	Percentage of total revenue from operations (net) (%)	(₹ million)	Percentage of total revenue from operations (net) (%)
Restated profit before tax and after exceptional items	**130.03**	**2.33**	**275.60**	**3.64**	**129.39**	**1.43**
Tax expenses						
- Current tax	24.08	0.43	76.58	1.01	34.19	0.38
- Minimum alternate tax credit entitlement	(24.08)	(0.43)	(69.51)	(0.92)	(33.67)	(0.37)
- Deferred tax	31.01	0.55	(5.20)	(0.07)	29.94	0.33
Restated profit after tax but before minority interest	**99.02**	**1.77**	**273.73**	**3.62**	**98.93**	**1.09**
Less: Minority interest - Share of Profit / (Loss)#	0.00	-	-	-	-	-
Restated Profit/(Loss) for the year	**99.02**	**1.77**	**273.73**	**3.62**	**98.93**	**1.09**
# Amount in ₹	**(2,184.00)**	-	-	-	-	-

The following table sets forth certain information with respect to our Earnings Before Interest, Taxes, Depreciation and Amortization Expenses (EBITDA) for the periods indicated:

Particulars	Fiscal 2015		Fiscal 2016		Fiscal 2017	
	(₹ million)	Percentage of revenue from operations (net) (%)	(₹ million)	Percentage of revenue from operations (net) (%)	(₹ million)	Percentage of revenue from operations (net) (%)
Earnings Before Interest, Taxes Depreciation and Amortisation (EBITDA)	356.29	6.38	572.33	7.56	424.09	4.69

EBITDA presented in this Prospectus is a supplemental measure of our performance and liquidity that is not required by, or presented in accordance with, Indian GAAP, IFRS or US GAAP. Furthermore, EBITDA is not a measurement of our financial performance or liquidity under Indian GAAP, IFRS or US GAAP and should not be considered as an alternative to net profit/loss, revenue from operations or any other performance measures derived in accordance with Indian GAAP, IFRS or US GAAP or as an alternative to cash flow from operations or as a measure of our liquidity. In addition, EBITDA is not a standardised term, hence a direct comparison of EBITDA between companies may not be possible. Other companies may calculate EBITDA differently from us, limiting its usefulness as a comparative measure.

For further information on the 'Restatement Adjustments', see "Financial Statements – Annexure V – Statement of Restatement Adjustments to Audited Consolidated Financial Statement" on page 252.

Reconciliation of EBITDA margin to restated profit for the Year

Particulars	Year ended				
	March 31, 2017	March 31, 2016	March 31, 2015	March 31, 2014	March 31, 2013
Restated Profit for the year [A]	**98.93**	**273.73**	**99.02**	**53.79**	**148.72**
Adjustments:					

Particulars	Year ended				
	March 31, 2017	**March 31, 2016**	**March 31, 2015**	**March 31, 2014**	**March 31, 2013**
Add: Exception Items	-	58.02	9.62	-	-
Add: Total tax expenses	30.46	1.87	31.01	(3.95)	29.65
Add: Finance Cost	44.84	58.84	63.26	47.25	36.08
Add: Depreciation and Amortisation expenses	249.86	179.87	153.38	116.75	68.19
Total Adjustments [B]	**325.16**	**298.60**	**257.27**	**160.05**	**133.92**
EBITDA [A+B]	**424.09**	**572.33**	**356.29**	**213.84**	**282.64**
Total Revenue	9 ,054.57	7 ,579.01	5 ,605.71	4 ,468.45	3 ,444.84
EBITDA margin (EBITDA/Total Revenue in %)	4.68	7.55	6.36	4.79	8.20

Fiscal 2017 compared to Fiscal 2016

Revenue

Revenue from Operations

Our revenue from operations (net) comprises of sale of finished goods and sale of traded goods. Our revenue from operations (net) increased from ₹ 7,571.90 million in Fiscal 2016 to ₹ 9,039.17 million in Fiscal 2017. This increase was primarily on account of increase in sale of Chips. The revenue from sale of Rings increased by 13.68% from Fiscal 2016 to Fiscal 2017.

Revenue from sale of finished goods represents the significant majority of our revenue from operations (net). Revenue from sale of finished goods represented 94.48% and 96.38% of the revenue from operations (net) in Fiscal 2016 and Fiscal 2017, respectively. Revenue from sale of traded goods represented 4.42% of our revenue from operations (net) in Fiscal 2016 and 2.83% of our revenue from operations (net) in Fiscal 2017.

In Fiscal 2016 and Fiscal 2017, revenue from Rings represented a significant proportion of our revenue from operations (net). In Fiscal 2016 and Fiscal 2017, Rings represented 46.32% and 44.11%, respectively, of the revenue from operations (net) in such periods. The revenue from sale of Rings has grown from ₹ 3,507.30 million in Fiscal 2016 to ₹ 3,987.19 million in Fiscal 2017. This increase in revenue is in part attributable to our advertising and promotion strategies, particularly those targeted at children through thematic toy campaigns, and increased penetration in South India market. In Fiscal 2016 and Fiscal 2017, the revenue from sale of Potato Chips represented 22.33% and 23.85% respectively, of the revenue from operations (net) in such periods.

In Fiscal 2016, the East Zone contributed the most to our total revenues, and also in Fiscal 2017, the East Zone contributed the most to our total revenues. In Fiscal 2016, we generated 33.52% of our revenue from operations (net) from sales in the West Zone, 35.40% of our revenue from operations (net) from sales in the East Zone, 24.85% of our revenue from operations (net) from sales in the North Zone and 6.16% of our net revenue from operations (net) in the South Zone. In Fiscal 2017, we generated 32.94% of our revenue from operations (net) from sales in the West Zone, 33.32% of our revenue from operations (net) from sales in the East Zone, 24.00% of our total revenue from sales in the North Zone and 9.37% of our total revenue from operations (net) in the South Zone.

Other Income

Other income comprising primarily of interest income from banks, interest incomes from loans extended to our employee welfare trust and from employees for advances made etc. and exchange differences, increased by 116.76% from ₹ 7.11 million in Fiscal 2016 to ₹ 15.40 million in Fiscal 2017, primarily due to increase in interest income from employee welfare trust.

Expenditure

Total expenses, including depreciation and amortization expenses and finance costs, increased by 23.18% from ₹ 7,245.39 million in Fiscal 2016 to ₹ 8,925.19 million in Fiscal 2017, primarily due to significant increase in cost of raw material and components consumed and other expenses.

Cost of Raw Material and Components Consumed

Cost of raw material and components consumed increased by 24.46% from ₹ 4,975.65 million in Fiscal 2016 to ₹ 6,192.55 million in Fiscal 2017 due to a corresponding growth in sale of products and increase in raw material prices including potato and oil. In addition, pursuant to the Bengaluru Contract Manufacturing Agreement, with effect from August 1, 2016, we have altered our purchasing strategy from the contract manufacturing facility in Bengaluru. Since August 1, 2016, we supply the raw material to the contract manufacturer and pay only conversion charges. Accordingly, since August 1, 2016, the cost of such products is classified under cost of manufactured goods instead of being classified under purchase of traded goods.

As a percentage of our revenue from operations (net), cost of raw material and components consumed was 65.71% in Fiscal 2016 and 68.51% in Fiscal 2017. We incurred significant expenses for packaging materials, especially film, which represented 16.97% and 15.81% of revenue from operations (net), in Fiscal 2016 and 2017, respectively. Cost of packaging materials, as a percentage of our revenue from operations (net) in Fiscal 2016 and 2017, was 22.93% and 21.75%, respectively.

Cost of raw materials consumed, as a percentage of our revenue from operations (net) in Fiscal 2016 and 2017, was 33.85% and 37.80%, respectively. The cost of oil consumed as a percentage of our revenue from operations (net), increased from 9.93% in Fiscal 2016 to 11.40% in Fiscal 2017 due to an increase in oil prices and changes in our product mix. In Fiscal 2016 and 2017, toys contained in Rings packaging represented 8.93% and 8.96%, respectively of our revenue from operations (net), for the respective periods. Also, the cost of toys contained in Rings packaging as a percentage of our cost of raw material and components consumed was 13.59% and 13.08% in Fiscal 2016 and 2017, respectively. The cost of potatoes consumed as a percentage of our revenue from operations (net), increased from 4.69% in Fiscal 2016 to 5.33% in Fiscal 2017. However, the relative significance of potatoes as a raw material has reduced primarily due to a reduction in contribution of Potato Chips' to our total revenue from operations (net) as the sale of our Rings product, primarily made of corn, has gradually increased.

Purchase of Traded Goods

Purchase of traded goods was ₹ 212.92 million in Fiscal 2017 compared to ₹ 263.68 million in Fiscal 2016. The decrease was primarily on account of the change in accounting for goods manufactured by the third party manufacturer in Bengaluru. The Bengaluru facility was engaged by us on an informal, non-exclusive basis between October 1, 2011 and July 31, 2016, and engaged exclusively pursuant to the Bengaluru Contract Manufacturing Agreement with effect from August 1, 2016. Accordingly products purchased from such manufacturer only until July 31, 2016 is accounted for under purchase of traded goods. Purchase of traded goods in Fiscal 2017 includes products manufactured at Bengaluru facility only up to July 31, 2016.

Employee Benefit Expenses

Employee benefits expenses increased by 34.81% from ₹ 187.44 million in Fiscal 2016 to ₹ 252.68 million in Fiscal 2017, primarily resulting from an increase in the number of employees as well as an increase in salaries and wages.

Finance Costs

Finance costs decreased by 23.79% from ₹ 58.84 million in Fiscal 2016 to ₹ 44.84 million in Fiscal 2017. The decrease in finance cost was primarily on account of lower bank charges and interest rates.

Depreciation and Amortization Expense

Depreciation and amortization expense increased by 38.91% from ₹ 179.87 million in Fiscal 2016 to ₹ 249.86 million in Fiscal 2017. The increase in our depreciation and amortization expense was due to an increase in fixed assets relating primarily to increased expenditure for acquisition of fixed assets. We also appointed Salman Khan, a popular Hindi movie celebrity, as our brand ambassador. The amortisation expenses for Fiscal 2017 increased due to the amortisation of the brand ambassador right created pursuant to this contract.

Other Expenses

Other expenses increased by 25.91% from ₹ 1,597.73 million in Fiscal 2016 to ₹ 2,011.66 million in Fiscal 2017. The increase in other expenses was primarily due to increase in freight and forwarding charges, advertisement and sales promotion, contract labour charges, and power and fuel charges. Freight and forwarding charges increased significantly by 25.93% from ₹ 575.46 million in Fiscal 2016 to ₹ 724.67 million in Fiscal 2017 primarily due to increase in sales and increase in sales in the South Zone. There was an increase in advertisement and sales promotion cost from ₹ 303.19 million in Fiscal 2016 to ₹ 368.08 million in Fiscal 2017.

We increased our advertising spend for Rings and ran the campaign "*Dildaar hai hum*" on general entertainment and other channels during this period. We also appointed Salman Khan, a popular Hindi movie celebrity, as our brand ambassador. Power and fuel expenses increased from ₹ 181.20 million in Fiscal 2016 to ₹ 210.79 million in Fiscal 2017 and contract labour charges also increased from ₹ 184.02 million in Fiscal 2016 to ₹ 261.28 million in Fiscal 2017, reflecting the growth in our business operations. Rent/ lease rent increased from ₹ 37.93 million in Fiscal 2016 to ₹ 69.56 million in Fiscal 2017 primarily due to commissioning of Guwahati – II manufacturing facility.

Profit before Tax

For the reasons discussed above, profit before tax and after exceptional items was ₹ 129.39 million in Fiscal 2017 compared to ₹ 275.60 million in Fiscal 2016.

Tax Expense

Current tax expenses decreased from ₹ 76.58 million in Fiscal 2016 to ₹ 34.19 million in Fiscal 2017, primarily on account of reduction in profit. However, deferred tax expenses increased from ₹ (5.20) million for Fiscal 2016 to ₹ 29.94 million in Fiscal 2017.

Profit for the Period

For the various reasons discussed above, and following adjustments for tax expense, we recorded a profit after tax but before minority interest of ₹ 98.93 million in Fiscal 2017 compared to ₹ 273.73 million in Fiscal 2015.

Fiscal 2016 compared to Fiscal 2015

Revenue

Revenue from Operations

Our revenue from operations (net) comprises of sale of finished goods and sale of traded goods. Our revenue from operations (net) increased from ₹ 5,588.07 million in Fiscal 2015 to ₹ 7,571.90 million in Fiscal 2016. This increase was primarily on account of significant increase in sale of Rings. The revenue from sale of Rings increased by 97.33% from Fiscal 2015 to Fiscal 2016.

Revenue from sale of finished goods represents the significant majority of our revenue from operations (net). Revenue from sale of finished goods represented 94.72% of the revenue from operations (net) in Fiscal 2015 and revenue from sale of finished goods represented 94.48% of the revenue from operations (net) in Fiscal 2016. Revenue from sale of traded goods represented 5.12% of our revenue from operations (net) in Fiscal 2015 and 4.42% of our revenue from operations (net) in Fiscal 2016.

In Fiscal 2015 and Fiscal 2016, revenue from Rings represented a significant proportion of our revenue from operations (net). In Fiscal 2015 and Fiscal 2016, Rings represented 31.81% and 46.32%, respectively, of the revenue from operations (net) in such periods. The revenue from sale of Rings has grown significantly from ₹ 1,777.35 million in Fiscal 2015 to ₹ 3,507.30 million in Fiscal 2016. This increase in revenue is partly attributable to our advertising and promotion strategies, especially targeted at children through thematic toy campaigns, and the setting up of a plant in Guwahati that enabled us to cater to rising demand for this product. In Fiscal 2015 and Fiscal 2016, the revenue from sale of Potato Chips represented 30.41% and 22.33% respectively, of the revenue from operations (net) in such periods.

In Fiscal 2015, we generated maximum revenue in the West Zone, while in Fiscal 2016, we generated maximum revenue from the East Zone. In Fiscal 2016, we generated 33.52% of our revenue from operations (net) from sales in the West Zone, 35.40% of our revenue from operations (net) from sales in the East Zone, 24.85% of our revenue from operations (net) from sales in the North Zone and 6.16% of our net revenue from operations (net) in the South Zone. In Fiscal 2015, we generated 37.64% of our revenue from operations (net) from sales in the West Zone, 27.90% of our revenue from operations (net) from sales in the East Zone, 29.02% of our total revenue from sales in the North Zone and 5.39% of our total revenue from operations (net) in the South Zone.

Other Income

Other income comprising primarily of interest income from banks, interest incomes from loans extended to our employee welfare trust and from employees for advances made etc. and exchange differences, decreased by 59.72% from ₹ 17.64 million in Fiscal 2015 to ₹ 7.11 million in Fiscal 2016, primarily due to lower bank interest on deposits.

Expenditure

Total expenses, including depreciation and amortization expenses and finance costs, increased by 32.55% from ₹ 5,466.06 million in Fiscal 2015 to ₹ 7,245.39 million in Fiscal 2016, primarily due to significant increase in cost of raw material and components consumed and other expenses. Other expenses increased by 49.01% from ₹ 1,072.26 million in Fiscal 2015 to ₹ 1,597.73 million in Fiscal 2016.

Cost of Raw Material and Components Consumed

Cost of raw material and components consumed increased by 30.66% from ₹ 3,808.07 million in Fiscal 2015 to ₹ 4,975.65 million in Fiscal 2016 due to a corresponding growth in sale of products. As a percentage of our revenue from operations (net), cost of raw material and components consumed was 68.15% in Fiscal 2015 and 65.71% in Fiscal 2016. We incurred significant expenses for packaging materials, especially film, which represented 18.83% and 16.97% of revenue from operations (net), for Fiscal 2015 and 2016, respectively. Cost of packaging materials constitute 25.05% and 22.93% as a percentage of our revenue from operations (net) in Fiscal 2015 and 2016, respectively.

Cost of raw materials consumed constituted 37.37% and 33.85% as a percentage of our revenue from operations (net) in Fiscal 2015 and 2016, respectively. The cost of oil consumed as a percentage of our revenue from operations (net), decreased from 11.70% in Fiscal 2015 and to 9.93% in Fiscal 2016 due to changes in our product mix. In Fiscal 2016, the demand and sale of our Rings product, which consumes comparatively lesser oil, increased. In Fiscal 2015 and 2016, toys contained in Rings packaging represented 5.73% and 8.93% respectively of our revenue from operations (net), for the respective periods. Also, the cost of toys contained in Rings packaging as a percentage of our cost of raw material and components consumed increased significantly from 8.41% to 13.59% due to an increase in sale of Rings product. From Fiscal 2015 to 2016, the cost of potatoes consumed as a percentage of our revenue from operations (net), decreased from 7.75% to 4.69%. This decrease is primarily due to reduction of Potato Chips' contribution to total revenue caused by an increase in sale of our Rings product which is primarily made of corn.

Purchase of Traded Goods

Purchase of traded goods was ₹ 263.68 million in Fiscal 2016 compared to ₹ 247.86 million in Fiscal 2015.

Employee Benefit Expenses

Employee benefits expenses increased by 36.50% from ₹ 137.32 million in Fiscal 2015 to ₹ 187.44 million in Fiscal 2016, primarily resulting from increases to the total employees as well as increase in salaries and wages of our existing employees.

Finance Costs

Finance costs decreased by 6.98% from ₹ 63.26 million in Fiscal 2015 to ₹ 58.84 million in Fiscal 2016. The decrease in finance cost was primarily on account of lower interest rates.

Depreciation and Amortization Expense

Depreciation and amortization expense increased by 17.27% from ₹ 153.38 million in Fiscal 2015 to ₹ 179.87 million in Fiscal 2016. The increase in our depreciation and amortization expense was due to increased expenditure for acquiring fixed assets.

Other Expenses

Other expenses increased by 49.01% from ₹ 1,072.26 million in Fiscal 2015 to ₹ 1,597.73 million in Fiscal 2016. The increase in other expenses was primarily due to increase in freight and forwarding charges, advertisement and sales promotion and consumption of stores, spares and other consumables.

Freight and forwarding charges increased significantly by 45.79% from ₹ 394.72 million in Fiscal 2015 to ₹ 575.46 million in Fiscal 2016 due to the introduction of a service tax levied on transportation of food items which were exempted until March 31, 2015 and increased costs for transportation to the East Zone in Fiscal 2016.

There was a significant increase in our advertisement and sales promotion cost from ₹ 122.40 million in Fiscal 2015 to ₹ 303.19 million in Fiscal 2016. We increased our advertising spend for Rings and ran the campaign "*Dildaar hai hum*" on general entertainment channels during this period. Consumption of stores, spares and other consumables expenses also increased significantly by 46.16% from ₹ 101.07 million in Fiscal 2015 to ₹ 147.72 million in Fiscal 2016 due to increased sales. Power and fuel expenses increased by 16.24% from ₹ 155.88 million in Fiscal 2015 to ₹ 181.20 million in Fiscal 2016 and contract labour charges also increased by 25.22% from ₹ 146.96 million in Fiscal 2015 to ₹ 184.02 million in Fiscal 2016 due to an increase in production to cater to overall growth. Legal and professional fees also increased from ₹ 17.08 million in Fiscal 2015 to ₹ 46.75 million in Fiscal 2016 primarily due to the appointment of a consulting firm for professional support in improving our operations.

Profit before Tax

For the reasons discussed above, profit before tax and after exceptional items was ₹ 275.60 million in Fiscal 2016 compared to ₹ 130.03 million in Fiscal 2015.

Tax Expense

Current tax expenses increased from ₹ 24.08 million in Fiscal 2015 to ₹ 76.58 million in Fiscal 2016, primarily on account of higher profits. However, deferred tax expenses decreased from ₹ 31.01 million for Fiscal 2015 to ₹ (5.20) million in Fiscal 2016. This decrease was primarily on account of reduction in deferred tax liability.

Profit for the Period

For the various reasons discussed above, and following adjustments for tax expense, we recorded a profit after tax but before minority interest of ₹ 273.73 million in Fiscal 2016 compared to ₹ 99.02 million in Fiscal 2015.

Financial Condition

Fixed Assets

Fixed assets include property, plant and equipments such as leasehold improvements, freehold land, factory buildings, plant and equipment etc. Our net block of property, plant and equipments was ₹ 1,931.62 million as of March 31, 2017, ₹ 1,678.02 million as of March 31, 2016 and ₹ 1,572.30 million as of March 31, 2015. The increase in property, plant and equipments was primarily due to purchase of plant and machinery for Bengaluru facility, addition to the factory building and leasehold improvements. Intangible assets as of March 31, 2017, primarily relating to the brand ambassador rights pursuant to agreement with Salman Khan in Fiscal 2017. For other periods, intangible assets primarily comprise of software programs. Our intangible assets were ₹ 76.54 million as of March 31, 2017, ₹ 3.63 million as of March 31, 2016 and ₹ 4.02 million as of March 31, 2015. Capital work-in-progress, which primarily consists of civil work for buildings and plant and machinery that has been received but not installed or commissioned, was ₹ 518.04 million as of March 31, 2017, ₹ 303.13 million as of March 31, 2016, and ₹ 244.82 million as of March 31, 2015. The increase in capital work in progress as of March 31, 2017 primarily related to plant and machinery orders which have been received and yet to be installed.

Trade Receivables

Our trade receivables were ₹ 196.93 million as of March 31, 2017, ₹ 182.88 million as of March 31, 2016 and ₹ 136.29 million as of March 31, 2015. The increase in our trade receivables is attributable to the growth of our business and an increase in sales. Our turnover for trade receivables, or debtors' turnover ratio was 7.67 days for Fiscal 2017, 7.69 days for Fiscal 2016 and 8.24 days for Fiscal 2015.

Long Term Loans and Advances

Long term loans and advances comprise unsecured capital advances, unsecured security deposits, advances recoverable in cash or kind loans to transporters. Long term loans and advances was ₹ 454.69 million as of March 31, 2017, ₹ 401.86 million as of March 31, 2016 and ₹ 309.72 million as of March 31, 2015.

Inventories

Inventories consist of raw materials, packaging materials, toys, finished goods and traded goods. Our Inventories were ₹ 788.68 million as of March 31, 2017, ₹ 685.27 million as of March 31, 2016 and ₹ 576.48 million as of March 31, 2015. Raw material and packaging material are the two significant items in our inventory. Raw material in-hand was ₹ 250.74 million as of March 31, 2017, ₹ 253.73 million as of March 31, 2016, and ₹ 255.77 million as of March 31, 2015. Packaging material in hand was ₹ 198.07 million as of March 31, 2017, ₹ 205.37 million as of March 31, 2016 and ₹ 180.97 million as of March 31, 2015.

Trade Payables

Our trade payables were ₹772.78 million as of March 31, 2017, ₹ 552.14 million as of March 31, 2016 and ₹ 496.99 million as of March 31, 2015. The increase in trade payables is primarily attributable to the growth of our business operations and an increase in purchases of raw materials and components.

Other Current Liabilities

Other current liabilities primarily include current maturities of long term debt, interest accrued but not due on borrowings, amount payable to creditors for capital goods, advance from customers, statutory dues and other liabilities. Other current liabilities were ₹ 353.93 million as of March 31, 2017, ₹ 147.79 million as of March 31, 2016 and ₹ 210.17 million as of March 31, 2015. The increase in other current liabilities is primarily attributable to increase in current maturities of long term debt and creditors for capital goods.

Cash Flows

The following table sets forth certain information relating to our cash flows in the periods indicated:

Particulars	**Fiscal**		
	2015	**2016**	**2017**
	(₹ million)		
Net cash flow from operating activities	328.96	433.31	426.28
Net cash flow (used in) investing activities	(288.69)	(466.45)	(697.95)
Net cash flow from the financing activities	(93.63)	50.71	322.53
Net increase/(decrease) in cash and cash equivalents	(53.37)	17.57	50.86

Operating Activities

Fiscal 2017

Net cash flow from operating activities was ₹ 426.28 million in Fiscal 2017, although profit before tax and after exceptional items was ₹ 129.39 million in such period. The difference was primarily attributable to adjustments relating to depreciation and amortisation expense of ₹ 249.86 million and interest expense of ₹ 41.85 million. Our operating profit before working capital changes was ₹ 422.66 million. The main working capital adjustments were increase in trade payables of ₹ 220.63 million and increase in other current liabilities by ₹ 38.41 million which was offset primarily by an increase in inventories of ₹ 109.20 million, increase in short-term loans and advances by ₹ 41.24 million and increase in trade receivables of ₹ 19.99 million. Direct taxes paid were ₹ 46.32 million in Fiscal 2017.

Fiscal 2016

Net cash flow from operating activities was ₹ 433.31 million in Fiscal 2016, although profit before tax and after exceptional items was only ₹ 275.60 million in such period. The difference was primarily attributable to adjustment relating to depreciation and amortisation expense of ₹ 179.87 million and interest expense of ₹ 44.21 million, provision for doubtful capital advances of ₹ 34.45 million and loss on sale of property, plant and equipments of ₹ 26.73 million. Our operating profit before working capital changes was ₹ 565.40 million. The main working capital adjustments were increase in trade payables of ₹ 55.16 million, decrease in long-term loans and advances by ₹ 25.34 million and decrease in short-term loans and advances by ₹ 17.78 million of which was offset primarily by an increase in inventories of ₹ 111.62 million and increase in trade receivables of ₹ 48.83 million. Direct taxes paid were ₹ 71.82 million in Fiscal 2016.

Fiscal 2015

Net cash flow from operating activities was ₹ 328.96 million in Fiscal 2015, although profit before tax and after exceptional items, was only ₹ 130.03 million in such period. The difference was primarily attributable to adjustment relating to depreciation and amortisation expense of ₹ 153.38 million, interest expense of ₹ 60.43 million loss by fire of ₹ 9.62 million, provisions for doubtful receivables of ₹ 3.99 million, as well as loss on sale of property, plant and equipments of ₹ 2.26 million.

This was partially offset by interest income of ₹ 15.28 million. Our operating profit before working capital changes was ₹ 345.25 million. The main working capital adjustments were increase in trade payables of ₹ 97.48 million and decrease in long-term loans and advances of ₹ 3.63 million, which was offset primarily by, an increase in inventories of ₹ 69.93 million and increase in trade receivables of ₹ 24.25 million as well as increase in short-term loans and advances of ₹ 11.27 million. Direct taxes paid were ₹ 12.83 million in Fiscal 2015.

Investing Activities

Fiscal 2017

Net cash used in investing activities was ₹ 697.95 million in Fiscal 2017. This was primarily on account of purchase of fixed assets including capital work-in-progress and capital advances of ₹ 588.18 million, loans to employee welfare trust of ₹ 112.20 million, investment in bank deposits (having original maturity of more than three months) of ₹ 38.73 million. This amount was partly offset by redemption / maturity of bank deposits (having original maturity of more than three months) of ₹ 29.21 million, interest received of ₹ 4.53 million and proceeds from sale of property, plant and equipment of ₹ 2.02 million in Fiscal 2017.

Fiscal 2016

Net cash used in investing activities was ₹ 466.45 million in Fiscal 2016. This was primarily on account of purchase of fixed assets including capital work-in-progress and capital advances of ₹ 521.97 million, investment in bank deposits (having original maturity of more than three months) of ₹ 139.14 million. This amount was partly offset by proceeds received from sale of property, plant and equipments of ₹ 58.63 million, redemption / maturity of bank deposits (having original maturity of more than three months) of ₹ 133.08 million and interest received of ₹ 2.95 million in Fiscal 2016.

Fiscal 2015

Net cash used in investing activities was ₹ 288.69 million in Fiscal 2015. This was primarily on account of purchase of fixed assets including capital work-in-progress and capital advances of ₹ 411.23 million and loan of ₹ 22.51 million to employees welfare trust. This amount was partly offset by proceeds received from redemption / maturity of bank deposits (having original maturity of more than three months) of ₹ 130.00 million and interests received of ₹ 16.41 million in Fiscal 2015.

Financing Activities

Fiscal 2017

Net cash flow from financing activities in Fiscal 2017 was ₹ 322.53 million which primarily consisted of proceeds from long-term borrowings of ₹ 350.72 million, proceeds from short term borrowings of ₹ 125.04 million as well as proceeds from premium on issuance of equity share capital of ₹ 112.12 million the in Fiscal 2017. This amount was partly offset by repayment of short-term borrowings of ₹ 120.63 million, repayment of long-term borrowings of ₹ 94.57 million and interest paid of ₹ 50.20 million in Fiscal 2016.

Fiscal 2016

Net cash flow from financing activities in Fiscal 2016 was ₹ 50.71 million which primarily consisted of proceeds from long-term borrowings of ₹ 330.85 million, proceeds from short term borrowings of ₹ 359.87 million as well as proceeds from Government grant of ₹ 2.50 million in Fiscal 2016. This amount was partly offset by repayment of short-term borrowings of ₹ 341.91 million, repayment of long-term borrowings of ₹ 256.02 million and interest paid of ₹ 44.58 million in Fiscal 2016.

Fiscal 2015

Net cash used in financing activities in Fiscal 2015 was ₹ 93.63 million which primarily due to repayment of short-term borrowings of ₹ 308.96 million, repayment long-term borrowings of ₹ 118.92 million and interest paid of ₹ 62.30 million. This amount was partly offset by proceeds from short-term borrowings of ₹ 333.42 million, proceeds from long-term borrowings of ₹ 38.82 million and proceeds from premium on issuance of equity share capital of ₹ 24.26 million in Fiscal 2015.

Indebtedness

As of March 31, 2017, we had long term borrowings of ₹ 536.14 million (including current portion of long term borrowings disclosed as other current liabilities of ₹147.63 million) and short term borrowings of ₹ 267.54 million. The following table sets forth certain information relating to our outstanding indebtedness as of March 31, 2017, and our repayment obligations in the periods indicated:

Particulars	**As of March 31, 2017**				
	Payment due by period				
	(₹ million)				
	Total	**Not later than 1 year**	**1-3 years**	**3 -5 years**	**More than 5 years**
Non-Convertible Debentures	-	-	-	-	-
-Secured and partly paid-up	-	-	-	-	-
-Unsecured	-	-	-	-	-
Compulsorily convertible debentures (unsecured)	-	-	-	-	-
Term loans (secured)	461.14	72.63	159.32	182.82	46.37
Term loans (unsecured)	75.00	75.00	-	-	-
Deferred value added tax (unsecured)	-	-	-	-	-
Total long term borrowings	536.14	147.63	159.32	182.82	46.37
Short Term Borrowings					
Secured	242.54	242.54	-	-	-
Unsecured	25.00	25.00	-	-	-
Total Short Term Borrowings	267.54	267.54	-	-	-

Some of our financing agreements also include various conditions and covenants that require us to obtain lender consents prior to carrying out certain activities and entering into certain transactions. We cannot assure you that we will be able to obtain these consents and any failure to obtain these consents could have significant adverse consequences for our business. Specifically, we require consent for changes in our capital structure, change in our shareholding, incurring further indebtedness and undertaking capital expenditure. See "Financial Indebtedness" and "Financial Statements – Annexure VIII – Restated Consolidated Statement of Long term & Short term borrowings" on pages 364 and 259, respectively, for further information.

As of March 31, 2017, our Company had total indebtedness on an unconsolidated basis of ₹ 536.60 million, representing a debt to equity ratio of 0.22. As of March 31, 2017, on a consolidated basis, our total indebtedness was ₹ 803.68 million representing a debt to equity ratio of 0.34. For further information regarding our indebtedness, see "Financial Information" and "Financial Indebtedness" on pages 236 and 364, respectively. Also see "History and Certain Corporate Matters – Details regarding acquisition of business/undertakings, mergers, amalgamations and revaluation of assets" on page 197.

Contingent Liabilities

As of March 31, 2017, our contingent liabilities as per Accounting Standard 29 – Provisions, Contingent Liabilities and Contingent Assets (Revised) that have not been provided for were as follows:

Particulars	**Amount (₹ million)**
Disputed Income Tax liability	1.27
Disputed Value Added Tax liability	0.45
Disputed Central Sales Tax liability	0.43
Total	**2.15**

For further information on our contingent liabilities, see Annexure XXVII of our Restated Consolidated Financial Statements on page 280.

Contractual Obligations and Commitments

The following table sets forth certain information relating to future payments due under known contractual commitments as of March 31, 2017, aggregated by type of contractual obligation:

(₹ million)

Particulars	As of March 31, 2017				
	Payment due by period				
	Total	**Less than 1 year**	**1-3 years**	**3-5 years**	**More than 5 years**
Purchase obligations	125.57	125.57	-	-	-
Capital (Finance) Lease obligations	-	-	-	-	-
Operating Lease obligations	500.68	56.78	123.06	124.53	196.31
Other long term liabilities	-	-	-	-	-
Total Contractual Obligations	**626.25**	**182.35**	**123.06**	**124.53**	**196.31**

Capital Expenditures

In Fiscal 2017, 2016 and 2015, our capital expenditure towards additions to fixed assets (property, plant and equipments and intangible assets) were ₹ 581.91 million, ₹ 296.02 million and ₹ 368.45 million, respectively. The following table sets forth our fixed assets as on March 31, 2017, 2016 and 2015:

Particulars	As on March 31,		
	2015	**2016**	**2017**
	(₹ million)		
Property, plant and equipments	1,572.30	1,678.02	1,931.62
Intangible Assets	4.02	3.63	76.54
Capital Work in Progress	244.82	303.13	518.04
Intangible assets under development	0.12	0.12	0.12
Total	**1,821.26**	**1,984.90**	**2,526.32**

Related Party Transactions

We enter into various transactions with related parties in the ordinary course of business including issue of compulsorily convertible preference shares, rent / lease charges paid, loans given/repaid, trade advances taken/repaid and expenses paid / received, etc. For further information relating to our related party transactions, see "Related Party Transactions" on page 234.

Changes in Accounting Policies

In Fiscal 2017, we have changed our accounting policy of computing property, plant and equipment to comply with AS 10 (R). We have applied transitional provisions, which require stores and spares previously recognized as inventory to be capitalized as property, plant and equipment at its carrying amount and depreciated prospectively over its remaining useful life.

Auditor Observations

Our Statutory Auditors have indicated certain qualifications in our audited consolidated and unconsolidated financial statements in the Annexure to auditors' report under the Companies (Auditor's Report) Order, 2003, Companies (Auditor's Report) Order, 2015 and Companies (Auditor's Report) Order, 2016, as applicable, for the last five Fiscals:

Restated Unconsolidated Financial Statements

Fiscal 2017

Clause (vii) (a)

The auditors reported that there have been slight delays in depositing undisputed statutory dues including provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of custom, duty of excise, value added tax, and cess.

Management response: Primarily the delays were due to technical issues with the website for making the online payments however, we have also conducted appropriate training for staff responsible for payment of statutory dues and improving the internal process of tracking and payment of statutory dues on time.

Clause (vii) (c)

The auditors reported that the dues of income-tax, sales-tax, service tax, customs duty, excise duty, value added tax and cess on account of any dispute, as of March 31, 2017, were as follows:

Name of the statute	Nature of dues	Amount (₹ in millions)	Period to which amount pertains	Forum where the dispute is pending
Income-tax Act, 1961	Income Tax	1.27	Assessment year 2010-11	Commissioner of Income Tax (Appeals), Indore
Madhya Pradesh VAT Act, 2002	Value Added Tax	0.45	Fiscal 2015	The Additional Commissioner of Commercial Tax, Indore
Central Sales Tax Act, 1956	Central Sales Tax	2.62	Fiscal 2013 to Fiscal 2014	Deputy Commissioner of Commercial Tax, Indore
Central Sales Tax Act, 1956	Central Sales Tax	8.39	Fiscal 2015	The Additional Commissioner of Commercial Tax, Indore

Management response: The aforesaid tax amount was under dispute and our Company's appeal was pending before the competent authority. Appropriate action would be taken based on the order passed by the competent authority in the appeal filed by the Company. The management has taken necessary steps to deposit all statutory dues within the stipulated time period with the appropriate authorities.

Fiscal 2016

Clause (vii) (c)

The auditors reported that according to the records of the Company, the dues outstanding of income-tax, sales-tax, service tax, customs duty, excise duty, value added tax and cess on account of any dispute, are as follows:

Name of the statute	Nature of dues	Amount (₹)	Period to which amount pertains	Forum where the dispute is pending
Central Sales Tax Act, 1956	Central Sales Tax	7.07 million	Fiscal 2013 to Fiscal 2014	Deputy Commissioner of Commercial Tax, Indore

Management response: The management has taken necessary steps to deposit all statutory dues within the stipulated time period with the appropriate authorities.

Fiscal 2015

Clause (iv)

The auditors reported that our internal control system for purchases of fixed assets and services are inadequate since there is no process of documentation of vendor selection. Further, in their opinion, the process of analysis of comparative quotation and issuance of purchase order for purchase of inventory and fixed assets needs strengthening.

Management response: We have implemented various policies and procedures for procurement of fixed assets and services and conducted appropriate training for staff to correct and strengthen the internal controls system and monitoring.

Clause (vii) (a)

The auditors reported that there have been slight delays in a few cases by the Company in depositing undisputed statutory dues including provident fund, employees' state insurance, income-tax, sales-tax, wealth-tax, service tax, customs duty, excise duty, value added tax, cess and other material statutory dues applicable to us.

Management response: We have conducted appropriate training for staff responsible for payment of statutory dues and improving the internal process of tracking and payment of statutory dues on time.

Clause (vii) (b)

The auditors reported that according to the records of the Company and its Subsidiary, and as reported by the other auditor who audited the financial statements of the Subsidiary, the following are the outstanding dues of value added tax on account of any dispute:

Name of the statute	**Nature of dues**	**Amount (₹)**	**Period to which amount pertains**	**Forum where the dispute is pending**
Madhya Pradesh VAT Act, 2002	Value added tax	7.64 million	Fiscal 2013	Deputy Commissioner of Commercial Tax, Indore

Management response: The aforesaid tax amount was under dispute and our Company's appeal was pending before the competent authority. Appropriate action would be taken based on the order passed by the competent authority in the appeal filed by the Company. The management has taken necessary steps to deposit all statutory dues within the stipulated time period with the appropriate authorities.

Fiscal 2014

Clause (iv)

The auditors reported that our internal control system for purchases of fixed assets and inventory are inadequate since there is no process of documentation of vendor selection, analysis of quotation and issuance of purchase orders. In their opinion, this is a continuing failure to correct a major weakness in our internal control system.

Management response: We have implemented various policies and procedures for procurement of fixed assets and inventory and conducted appropriate training for staff responsible to correct and strengthen the internal controls system and monitoring.

Clause (ix)(a)

The auditors have reported that there have been serious delays in case of deposit of professional tax.

Management response: Our management has undertaken necessary steps to deposit all statutory dues within the stipulated time period with the appropriate authorities.

Fiscal 2013

Clause (iv)

The auditors reported that our internal control system for purchases of fixed assets and inventory are inadequate since there is no process of documentation of vendor selection, analysis of quotation and issuance of purchase orders.

Management response: We have implemented various policies and procedures for procurement of fixed assets and inventory and conducted appropriate training for staff to correct and strengthen the internal controls system and monitoring.

Clause (vii)

The auditors have reported that the scope and coverage internal audit system requires to be extended to be commensurate with the size and nature of the Company's business.

Management response: Our management has taken necessary steps and extended the coverage of internal audit.

Clause (ix)(a)

The auditors reported that there has been some slight delays in the undisputed statutory dues including provident fund, employees' state insurance, income-tax, sales-tax, wealth-tax, service tax, customs duty, excise duty, cess and other material statutory dues.

Management response: Our management has taken necessary steps to deposit all statutory dues within the stipulated time period in the forthcoming years with the appropriate authorities.

Restated Consolidated Financial Statements

Fiscal 2015

Clause (iv)

The auditors reported that our internal control system for purchases of fixed assets and services are inadequate since there is no process of documentation of vendor selection. Further, in their opinion, the process of analysis of comparative quotation and issuance of purchase order for purchase of inventory and fixed assets needs strengthening.

Management response: Our Company has implemented various policies and procedures for procurement of fixed assets and services and conducted appropriate training for staff to correct and strengthen the internal controls system and monitoring.

Clause (vii) (a)

The auditors reported that there have been slight delays in a few cases by the Company in depositing undisputed statutory dues including provident fund, employees' state insurance, income-tax, sales-tax, wealth-tax, service tax, customs duty, excise duty, value added tax, cess and other material statutory dues applicable to us.

Management response: Our Company has conducted appropriate training for the staff responsible for payment of statutory dues and improving the internal process for tracking and payment of statutory dues on time.

Clause (vii) (b)

The auditors reported that according to the records of the Company and its Subsidiary, and as reported by the other auditor who audited the financial statements of the Subsidiary, the following are the outstanding dues of value added tax on account of any dispute:

Name of the statute	Nature of dues	Amount (₹)	Period to which amount pertains	Forum where the dispute is pending
Madhya Pradesh VAT Act, 2002	Value added tax	7.64 million	Fiscal 2013	Deputy Commissioner of Commercial Tax, Indore

Management response: The aforesaid tax amount was under dispute and our Company's appeal was pending before the competent authority. Appropriate action would be taken based on the order passed by the competent authority in the appeal filed by the Company. The management has taken necessary steps to deposit all statutory dues within the stipulated time period in the forthcoming years with the appropriate authorities.

Clause (viii)

Our Subsidiary has incurred cash losses in Fiscal 2015 and Fiscal 2014.

Management response: In Fiscal 2015, our Subsidiary incurred losses primarily due to pre-operative expenses which include interest on loan from our Company, insurance charges, audit fees and other preliminary expenses. In Fiscal 2014, losses incurred by our Subsidiary were primarily due to preoperative expenses including audit fees and income tax expenses for Fiscal 2013.

Quantitative and Qualitative Disclosures about Market Risk

Interest Rate Risk

Interest rates for borrowings have been volatile in India in recent periods. Our operations are funded to an extent by debt, and increases in interest expense may have an adverse effect on our results of operations and financial condition. Our current debt facilities carry interest at variable rates as well as fixed rates. Although we engage in interest rate hedging transactions or exercise any right available to us under our financing arrangements to terminate the existing debt financing arrangement on the respective reset dates and enter into new financing arrangements, there can be no assurance that we will be able to do so on commercially reasonable terms, that our counterparties will perform their obligations, or that these agreements, if entered into, will protect us adequately against interest rate risks.

General

Market risk is the risk of loss of future earnings, to fair values or to future cash flows that may result from a change in the price of a financial instrument. The value of a financial instrument may change as a result of changes in the foreign currency exchange rates, interest rates, commodity prices, equity prices and other market changes that affect market risk sensitive instruments. Market risk is attributable to all market risk sensitive financial instruments including investments, foreign currency payables and debt.

Foreign Exchange Rate Risk

Changes in currency exchange rates influence our results of operations. The depreciation of the Indian Rupee against the U.S. Dollar and other foreign currencies may adversely affect our results of operations by increasing the cost of financing any debt denominated in foreign currency that we may enter into or proposed capital expenditure, if any, in foreign currencies. Although we may, in the future, enter into hedging transactions to minimize our currency exchange risks, there can be no assurance that such measures will enable us to avoid the effect of any adverse fluctuations in the value of the Indian Rupee against the relevant foreign currencies.

Commodity Price Risk

We are subject to market risks related to the volatility in the price of our raw materials like potato, oil, corn pulses and packaging materials. Our financial results can be affected significantly by fluctuations in these prices, which depend on many factors, including the monsoon, demand for these materials, changes in the economy, worldwide production levels, worldwide inventory levels and disruptions in the supply chain.

Regulatory Risk

We are subject to market risks related to the changes in taxes and duties imposed by the Government and government agencies on our products and raw materials. The Government of India has proposed a comprehensive national GST regime that will combine taxes and levies by the Central and State Governments into a unified rate structure which has been passed by both houses of parliament and was granted Presidential assent on September 8, 2016. While the Government of India and other state governments have announced that all committed incentives will be protected following the implementation of the GST, given the fact that rules and procedure are being framed and some of these are under finalization, we are unable to provide any assurance as to this or any other aspect of the tax regime following implementation of the GST. If the new regime increases the current rates or reduces current incentives for the snack food industry, it could adversely affect our financial results.

Unusual or Infrequent Events or Transactions

Except as described in this Prospectus, there have been no other events or transactions that, to our knowledge, may be described as “unusual” or “infrequent”.

Known Trends or Uncertainties

Other than as described in this Prospectus, particularly in the sections “Risk Factors” and “Management’s Discussion and Analysis of Financial Condition and Results of Operations” on pages 18 and 373, respectively, to our knowledge, there are no known trends or uncertainties that are expected to have a material adverse impact on our revenues or income from continuing operations.

Future Relationship between Cost and Income

Other than as described elsewhere in the sections “Risk Factors”, “Our Business” and “Management’s

Discussion and Analysis of Financial Condition and Results of Operations" on pages 18, 171 and 373, respectively, to our knowledge there are no known factors that will have a material adverse impact on our operations and finances.

Seasonality of Business

We are largely dependent on the agricultural industry for almost all of our raw materials including, potatoes, rice, corn and gram etc. Agricultural industry is largely dependent on various factors including monsoon and weather conditions. Meteorologically, our country has diversified and different weather conditions that prevail at different places. Any vagaries of weather and abnormal monsoon may ruin crops, and subsequently increase the prices of our raw materials which can have an adverse effect on our results of operations. For further information, see "Risk Factors - Certain aspects of our business, including procurement of raw materials and availability of our target consumer segments are seasonal in nature" on page 25 of this Prospectus.

Significant Dependence on a Single or Few Customers or Suppliers

Other than as described in this Prospectus, particularly in sections "Risk Factors" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" on pages 18 and 373, respectively, to our knowledge, there is no significant dependence on a single or few customers or suppliers.

Competitive Conditions

We operate in a competitive environment. See sections, "Our Business", "Industry Overview" and "Risk Factors" on pages 171, 151 and 18, respectively.

Significant Developments after March 31, 2017 that may affect our Future Results of Operations

Except as disclosed in this section including under "– Significant Factors Affecting Our Results of Operations and Financial Condition", "Our Business" and "History and Certain Corporate Matters" on pages 374, 171 and 194, respectively, to our knowledge no circumstances have arisen since March 31, 2017, that could materially and adversely affect or are likely to affect, our operations or profitability, or the value of our assets or our ability to pay our material liabilities within the next 12 months.

SECTION VI: LEGAL AND OTHER INFORMATION

OUTSTANDING LITIGATION AND MATERIAL DEVELOPMENTS

The details of the outstanding litigation or proceedings involving our Company, Subsidiary, Promoters, Directors and Group Companies are described in this section in the manner as detailed below.

We have disclosed matters relating to direct and indirect taxes involving our Company and Subsidiary in a consolidated manner giving details of number of cases and total amount involved in such claims. Other than as disclosed in this section, our Company and Subsidiary are not involved in (i) any pending criminal proceedings; (ii) any actions by regulatory or statutory authorities; and (iii) inquiries, inspections or investigations initiated or conducted under the Companies Act in the five immediately preceding years. Further, other than as disclosed in this section, our Company has not committed default in or non-payment of any statutory dues and there have not been any material frauds committed against our Company in the five immediately preceeding years, or proceedings initiated against our Company for any economic offences, or any other pending litigation involving our Company, Subsidiary, Promoters, Directors, Group Companies or any other person, whose outcome could have material adverse effect on the position of our Company.

Our Board through its resolution dated May 26, 2017 has approved that given the nature and extent of operations of our Company and our Subsidiary, the outstanding litigation involving our Company, our Promoters, our Directors, our Subsidiary or our Group Companies, which individually exceeds 1% of the restated consolidated profit after tax of our Company in the last audited financial year would be considered as material. Accordingly, in addition to the above, we have disclosed all outstanding litigation involving our Company, Subsidiary, Directors, Promoters and Group Companies, where the aggregate amount involved individually exceeds ₹ 0.99 million.

Our Board through its resolution dated May 26, 2017 has approved that dues owed by our Company to creditors exceeding 5% of our total dues owed to the small scale undertakings and other creditors would be considered as material dues for our Company and accordingly, we have disclosed consolidated information of outstanding dues owed to creditors, separately giving details of number of cases and amount for all dues where each of the dues exceed ₹ 10.96 million (being approximately 5% of total dues owed by our Company to creditors as of March 31, 2017).

In relation to our Promoters, Directors and Group Companies, we have also disclosed all pending criminal litigation and actions taken by regulatory or statutory authorities individually and claims relating to direct and indirect taxes in a consolidated manner.

In addition to the above, our Company, Subsidiary, Directors, Promoters and Group Companies may be involved in various litigation in various forums which individually aggregate to less than ₹ 0.99 million, which are currently pending

I. .LITIGATION INVOLVING OUR COMPANY

A. Litigation against our Company

Criminal matters

1. A first information report was registered with the Bhawarkua Police Station against one of our administrative employees, Swapnil Sultane, in his capacity as a representative of our Company, alleging negligence in overseeing and providing basic equipment and amenities to the labourers, resulting in the accidental death of two workers of our Company. Subsequently, a criminal case was filed before the Judicial Magistrate First Class, Indore. The matter is currently pending.

2. Shakuntala Tiwari has filed a complaint before the Motor Accident Claims Tribunal, Kanpur against our Company, New India Assurance Company Limited and others, in respect of a motor accident involving a truck of our Company, which caused the death of one person and injury to another. Compensation of ₹ 2,780,000 and interim relief of ₹ 25,000 has been sought. The matter is currently pending.

Tax matters

Direct tax matters

There are no direct tax matters pending against the Company.

Indirect tax

Four indirect tax matters involving our Company are pending before various forums such as the Deputy Commissioner of Commercial Tax, Division-I (Indore), Commercial Sales Tax Department involving an aggregate amount of ₹ 17.22 million in relation to, among others, non-payment of central sales tax, non-payment of tax under the Madhya Pradesh VAT Act, 2002 and disallowance of certain deductions claimed by the Company. The matters are currently pending.

Actions by statutory/regulatory authorities

1. Our Company has received a show cause notice dated September 9, 2016 from the Deputy Director, Industrial Health and Safety, Indore Division in relation to an accident that occurred at our Indore premises on September 6, 2016, and certain alleged non-compliance with the Factories Act, 1948. In relation to this matter, our Company has also received a notice dated September 18, 2016 from the Police Station, Bhanwarkuan Zila, Indore, calling upon our Company to produce various documents, including certain Government approvals.

2. P.P. Surse, Food Safety Officer, Food and Drug Administration, Jalna, Maharashtra has issued a notice dated February 2, 2017 against our Company alleging certain violations under the Food Safety and Standards Act, 2006 and Food Safety and Standards (Packaging and Labeling) Regulations, 2011, primarily in relation to, non-visibility of the 'veg logo' on the label of 'Diamand Namkeen' while advertising the product on Zee News Channel. The matter is currently pending.

Other matters

There is no outstanding litigation against our Company exceeding ₹ 0.99 million.

B. Litigation by our Company

There are no outstanding criminal matters initiated by our Company. Further, there is no other outstanding litigation initiated by our Company exceeding ₹ 0.99 million.

C. Notices

Our Company has received one notice from the Employees State Insurance Corporation, Indore, dated May 12, 2016 in relation to production of attendance registers and register of wages for contractual labour engaged by our Company from Silver Star Services during the period 2011-2012.

D. Outstanding dues to Small Scale Undertakings and other Creditors

As on March 31, 2017, our Company did not have any outstanding dues towards small scale undertakings. Our Company, in its ordinary course of business, owed outstanding dues aggregating to ₹ nil towards other creditors as of March 31, 2017. As of March 31, 2017, our Company owed an aggregate amount of ₹ 153.21 million towards five creditors, where dues to each creditor exceeded ₹ 10.96 million. The details pertaining to amounts due towards such creditors exceeding ₹ 10.96 million as of March 31, 2017 are available on the website of our Company at the following link: http://yellowdiamond.in/creditors.html. The details in relation to other creditors and amount payable to each such creditor available on the website of our Company do not form a part of this Prospectus.

E. Statutory Dues

Except as disclosed in this Prospectus, there have been no (i) instances of non-payment or defaults in payment of statutory dues by our Company, (ii) overdues to companies or financial institutions by our Company, (iii) defaults against companies or financial institutions by our Company, or (iv) contingent liabilities not paid for. For further details, see "– Litigation involving our Company – Litigation against our Company – Tax Matters", "Risk Factors – There are outstanding legal proceedings against our Company, Group Companies and Directors which may adversely affect our business, financial condition and results of operations" and "Financial Statements – Note 9 in Annexure V of our Restated Consolidated Financial Statements" on pages 406, 18 and 254, respectively.

F. Inquiries, Inspections or Investigations under the Companies Act

There are no inquiries, inspections or investigations initiated or conducted against our Company under the Companies Act, 2013 or any previous company law in the five immediately preceding years.

G. Material Frauds

There are no material frauds committed against our Company during the five immediately preceding years.

H. Proceedings initiated against our Company for Economic Offences

There are no proceedings initiated against our Company for any economic offences.

II. LITIGATION INVOLVING OUR SUBSIDIARY

Our Subsidiary is not involved in any pending criminal litigation, direct or indirect tax proceedings or any action taken by regulatory or statutory authorities.

There is no outstanding litigation filed by or against our Subsidiary exceeding ₹ 0.99 million.

III. LITIGATION INVOLVING OUR PROMOTERS

Our Promoters are not involved in any pending criminal litigation, direct or indirect tax proceedings or any action taken by regulatory or statutory authorities except as set out below.

Actions by statutory/regulatory authorities

One of our promoters, Swati Bapna, has been disqualified as a director pursuant to Section 164(2)(a) of the Companies Act, 2013, for a period of five years from November 1, 2016 to October 31, 2021.

There is no outstanding litigation filed by or against our Promoters exceeding ₹ 0.99 million.

Litigation or legal action pending or taken by any ministry or Government department or statutory authority against our Promoters during the last five years

Except as disclosed at "- *Litigation involving our Promoters – Actions by statutory/regulatory authorities*" above, there is no litigation or legal action pending or taken by any ministry or Government department or statutory authority against our Promoters during the last five years.

IV. LITIGATION INVOLVING OUR GROUP COMPANIES

Actions by statutory/regulatory authorities

The Indian Enforcement Directorate ("**ED**") issued a show cause notice on April 17, 2017 ("**Show Cause Notice**"), to Vasan Health Care Private Limited ("**VHCPL**") and certain third party investors in VHCPL, including SCI-GIH, alleging that issue of Compulsorily Convertible Preference Shares ("**CCPS**") (preference and rights) to SCI-GIH by VHCPL violated certain provisions of FEMA. The aggregate amount involved is ₹.839.46 million, with respect to two contraventions.The matter is currently pending.

Our Group Companies are not involved in any pending direct or indirect tax proceedings

There is no outstanding litigation filed by or against our Group Companies exceeding ₹ 0.99 million.

A. LITIGATION INVOLVING OUR DIRECTORS

Litigation against our Directors

Litigation against V.T. Bharadwaj

Criminal matters

3. There are seven matters initiated against, *inter alios*, V.T. Bharadwaj under section 138 of the Negotiable Instruments Act, 1881 read with section 68 of the Code of Criminal Procedure, 1973, in his capacity as director of VHCPL. These matters are currently pending and the aggregate amount involved, to the extent ascertainable, is ₹ 4.70 million.

4. The Commissioner of Income Tax, Madurai filed a complaint under section 200 of the Code of Criminal Procedure, 1973 against VHCPL and V.T. Bharadwaj in his capacity as director of VHCPL, for delayed payment of tax deducted at source under the IT Act. The matter is currently pending.

Actions by statutory/regulatory authorities

1. The Ministry of Corporate Affairs, Government of India ("**MCA**"), *vide* its order dated March 4, 2015, directed the Serious Fraud Investigation Office, Government of India ("**SFIO**"), to investigate into the affairs of Suburban Diagnostics Private Limited ("**SDPL**"). On account of some investments made by SCI in SDPL, SFIO issued notice to V.T. Bharadwaj, in his capacity as managing director of Sequoia Capital India Advisors Private Limited, to provide copies of agreements executed with SDPL, details of due diligence conducted by SCI and other supporting documents. The matter is currently pending.

2. The Assistant Director, Directorate of Enforcement, Ministry of Finance, Government of India ("**ED**") issued summons on September 7, 2015 to V.T. Bharadwaj, in his capacity as managing director of Sequoia Capital India Advisors Private Limited, under the Prevention of Money Laundering Act, 2002, in relation to an investigation against VHCPL, since certain funds advised by Sequoia Capital India Advisors Private Limited, are shareholders of VHCPL. Though no specific allegations have been made formally against V.T. Bharadwaj, he was directed to personally appear before the ED on September 22, 2015 and also furnish certain information and data to the ED. V.T. Bharadwaj has personally appeared before the ED on several occasions and has also provided the information requested by the ED. The information, agreements and documents provided by V.T. Bharadwaj to the ED included those related to investments by SCI-GIH into VHCPL. The matter is currently pending

3. The Assistant Director of the ED has issued summons on May 24, 2016 to V.T. Bharadwaj, in his capacity as managing director of Sequoia Capital India Advisors Private Limited, under section 37(1) and section 37(3) of FEMA, read with section 131(1) of the IT Act, in relation to an investigation against Sequoia Capital India Advisors Private Limited. Though no specific allegations have been made formally against V.T. Bharadwaj, he was required to personally appear before ED on June 2, 2016 to give evidence and to produce books of accounts and other documents specified in the aforementioned summons. V.T. Bharadwaj has personally appeared before the ED and has also provided the information requested by the ED. The matter is currently pending.

4. The Assistant Director, Directorate of Enforcement, Chennai issued summons on December 20, 2016 to V.T. Bharadwaj, in his capacity as managing director of Sequoia Capital India Advisors Private Limited, under Section 37 of FEMA, read with section 131(1) of the IT Act, 1961 and Section 30 of the Code of Civil Procedure, 1908, in relation to an investigation against VHCPL. Though no specific allegations have been made formally against V.T. Bharadwaj, he was required to give evidence and to produce books of accounts and other documents specified in the aforementioned summons. The matter is currently pending.

<u>Action initiated by SEBI against the Entities operating in the Securities Market with which our Directors are associated</u>

There are no actions initiated by SEBI against the entities operating in the securities market with which our Directors are associated.

V. MATERIAL DEVELOPMENTS

For details of material developments since last balance sheet date, see "Management's Discussion and Analysis of Financial Condition and Results of Operations" beginning on page 373.

GOVERNMENT AND OTHER APPROVALS

We are involved in the business of manufacturing Indian snacks and namkeen and the nature of our business requires us to obtain various approvals from governmental and other authorities, from time to time, in the ordinary course. We have set out below an indicative list of approvals obtained by our Company and our Subsidiary for the purposes of undertaking their business. In view of these approvals, our Company and our Subsidiary can undertake this Issue and their respective business activities.

We have also set out below the complete details of the approvals (i) for which we have made applications and have not been granted as of the date of this Prospectus; and (ii) which are required to be obtained by us and have not been obtained or have expired as of the date of this Prospectus, if applicable.

I. Approvals for the Issue

For the approvals and authorisations obtained by our Company in relation to the Issue, see "Other Regulatory and Statutory Disclosures – Authority for the Issue" on page 413.

II. Incorporation details of our Company

1. Certificate of incorporation dated March 23, 2009 issued by the RoC to our Company.

2. Fresh certificate of incorporation dated September 19, 2016 issued by the RoC to our Company, consequent upon conversion to a public company and consequent upon change of our Company's name to Prataap Snacks Limited.

3. Our Company's Corporate Identity Number is U15311MP2009PLC021746.

III. Business related approvals

A. <u>Business related approvals</u>

1. Environment related approvals

(a) Approvals obtained from the relevant state pollution control board under the Air (Prevention and Control of Pollution) Act, 1981 (the "**Air Act**") and Water (Prevention and Control of Pollution) Act, 1974 (the "**Water Act**") such as consent to operate and consent to establish.

(b) Authorisations under the Hazardous Waste (Management, Handling and Transboundary Movement) Rules, 2008 to operate a facility for collection, transportation, storage and disposal of hazardous waste.

2. Labour related approvals

(a) Approvals and certifications obtained from the relevant Industries Commissioner or Labour Commissioner, as the case may be;

(b) Registrations under the Factories Act, 1948;

(c) Registrations under the Contract Labour (Regulation & Abolition) Act, 1970;

(d) Registrations under the Employees State Insurance Act, 1948; and

(e) Registrations under the Employees Provident Fund and Miscellaneous Provisions Act, 1952.

3. Industry related approvals

(a) Acknowledgement of receipt of our Industrial Entrepreneurs Memorandum;

(b) Importer-Exporter Code under the Foreign Trade (Development and Regulation) Act, 1992;

(c) Approvals from relevant authorities for obtaining registrations under the Food Safety and Standards Act, 2006, Legal Metrology Act, 2009 and Boilers Act, 1923, rules and regulations made thereunder;

(d) Approval under Petroleum Act, 1934 and the rules and regulations made thereunder;

(e) No-objection certificate from the state fire and emergency services department, as applicable; and

(f) Trade licenses under the relevant municipal and panchayat laws, as applicable.

B. Other approvals

1. *Taxation related approvals*

(a) Approvals from central authorities for obtaining PAN, TAN, TIN and service tax registration;

(b) Approvals from state authorities for obtaining professional tax, sales tax, value added tax, entry tax and excise registrations;

(c) Certificate of provisional registration for enrolment as existing tax payer for GST.

2. *Establishment related approvals*

Registrations obtained from relevant state labour department under the shops and establishments act of the relevant states where our Company operates an establishment.

IV. Approvals for which applications have been made:

Our Company has either made an application to the relevant Central Government or State Government authorities for obtaining certain licenses, consents, registrations, permissions and approvals or is in the process of making such applications. The consents, licenses, registrations, permissions and approvals for which applications have been made by our Company include:

1. Our Company has made an application dated September 21, 2016 to the Madhya Pradesh Pollution Control Board for consent to expand our manufacturing facility in Indore.

V. Approvals obtained by our Subsidiary

For details of proposed operations of our Subsidiary, see "Our Subsidiary – Corporate Information" on page 200. Set forth below are approvals received by our Subsidiary as on the date of this Prospectus.

1. Consent to establish obtained from Madhya Pradesh Pollution Control Board under the Air Act and Water Act;

2. Consent to operate obtained from Madhya Pradesh Pollution Control Board under the Air Act and Water Act;

3. No objection certificate from the Shivnagar Gram Panchayat for construction of a factory;

4. Registration under the Madhya Pradesh Professional Tax Act, 1995, as amended;

5. Certificate of provisional registration for enrolment as existing tax payer for GST.

6. Trade license from the Indore Municipal Corporation;

7. Central excise registration from the Central Board of Excise and Customs, Department of Revenue, Ministry of Finance, Government of India;

8. Service tax registration from the Central Board of Excise and Customs, Department of Revenue, Ministry of Finance, Government of India;

9. Registration under the Madhya Pradesh VAT Act, 2002, as amended from the Commercial Tax Department, Government of Madhya Pradesh;

10. Central sales tax registration under the Central Sales Tax Act, 1956, as amended from the Commercial Tax Department, Government of Madhya Pradesh;

11. Registration under Contract Labour (Regulation & Abolition) Act, 1970;

12. Registration under the Food Safety and Standards Act, 2006 for manufacture/re-packing/re-labeling of food products including cakes, cookies, biscuits, crackers and pies from the Food Safety and Standards Authority of India;

13. Acknowledgment dated September 23, 2016 of the Ministry of Commerce and Industry, Government of India for Industrial Enterpreneur Memorandum filed by our Subsidiary for manufacture of jaffa cake and choco pie.

14. Registration under the Legal Metrology Packaged Commodities Rules. 2011.

VI. Approvals for which applications have been made by our Subsidiary

Our Subsidiary has either made an application to the relevant Central Government or State Government authorities for obtaining certain licenses, consents, registrations, permissions and approvals or is in the process of making such applications. The consents, licenses, registrations, permissions and approvals for which applications have been made by our Subsidiary include:

1. Our Subsidiary has made an application for registration under the Factories Act, 1948.

OTHER REGULATORY AND STATUTORY DISCLOSURES

Authority for the Issue

Our Board of Directors has approved the Issue pursuant to the resolution passed at their meeting held on May 26, 2017 and our Shareholders have approved the Issue pursuant to a resolution passed at the extraordinary general meeting held on June 3, 2017.

The Offer for Sale has been authorised by SCG and SCI-GIH pursuant to a resolution passed by their respective board of directors on June 14, 2017 and June 20, 2017, respectively.

The Offer for Sale has been authorised by the Promoter Selling Shareholders as follows:

No.	Name of Promoter Selling Shareholder	Maximum number of Equity Shares being offered in the Offer for Sale	Authorization
1.	SCI	1,317,093	Board resolution dated June 14, 2017
2.	Arvind Mehta	183,740	Letter dated June 20, 2017
3.	Naveen Mehta	139,200	Letter dated June 20, 2017
4.	Arun Mehta	139,200	Letter dated June 20, 2017
5.	Rajesh Mehta	361,920	Letter dated June 20, 2017
6.	Kanta Mehta	66,820	Letter dated June 20, 2017
7.	Premlata Kumat	77,950	Letter dated June 20, 2017
8.	Swati Bapna	22,270	Letter dated June 20, 2017
9.	Apoorva Kumat	116,930	Letter dated June 20, 2017
10.	Amit Kumat	116,930	Letter dated June 20, 2017

Each Selling Shareholder has confirmed that it is the legal and beneficial owner of the Equity Shares being offered by it pursuant to the Offer for Sale.

Our Company has received in-principle approvals from the BSE and NSE for the listing of the Equity Shares pursuant to letters dated July 25, 2017 and August 3, 2017, respectively.

Prohibition by SEBI or other Governmental Authorities

Our Company, our Promoters (including any persons in control of our Company), our Directors, the members of our Promoter Group, our Group Companies and the Selling Shareholders, have not been debarred from accessing capital markets under any order or direction passed by the SEBI or any other authorities.

None of the companies with which our Promoters, Directors or persons in control of our Company are or were associated as promoter, directors or persons in control have been debarred from accessing capital markets under any order or direction passed by SEBI.

None of our Directors are associated with the securities market. There have been no violations of securities laws committed by any of our Directors in the past or are pending against them.

Declaration as Wilful Defaulter

Neither our Company, nor our Promoters, relatives of our Promoters, Directors, Group Companies, nor the Selling Shareholders have been identified as wilful defaulters in terms of the SEBI ICDR Regulations.

Eligibility for the Issue

Our Company is eligible for the Issue in accordance with the eligibility criteria provided in Regulation 26(1) of the SEBI ICDR Regulations, and as calculated under the Restated Financial Statements as explained below:

- our Company has had net tangible assets of at least ₹ 30 million in each of the preceding three full years (of 12 months each) of which not more than 50% are held in monetary assets;

- our Company has a minimum average pre-tax operating profit of ₹ 150 million calculated on a consolidated and restated basis, during the three most profitable years out of the immediately preceding five years;

- our Company has a net worth of at least ₹ 10 million in each of the three preceding full years (of 12 months each);

- the aggregate size of the proposed Issue and all previous issues made in the same financial year in terms of the Issue size is not expected to exceed five times the pre-Issue net worth as per the audited balance sheet of our Company for Fiscal 2017; and

- The Company was converted into a public limited company on September 19, 2016 and consequently, the name was changed to Prataap Snacks Limited. For details of changes in the name and registered office of the Company, see "History and Certain Corporate Matters – Brief history of our Company" on page 194. However, there has not been any corresponding change in the business activities of our Company.

Our Company's net worth and net tangible assets derived from the Restated Financial Statements included in this Prospectus as at and for the five years ended Fiscal 2017 are set forth below:

(in ₹ million, except percentage values)

Particulars	Fiscal ended March 31, 2017		Fiscal ended March 31, 2016		Fiscal ended March 31, 2015		Fiscal ended March 31, 2014		Fiscal ended March 31, 2013	
	Unconsolidated	**Consolidated**	**Unconsolidated**	**Consolidated**	**Unconsolidated**	**Consolidated**	**Unconsolidated**	**Consolidated**	**Unconsolidated**	**Consolidated**
Net tangible assets on restated basis(1)	3,924.23	4,194.31	3,438.32	3,410.13	2,986.23	2,987.17	2,794.40	2,795.49	2,216.03	2,217.50
Pre-tax Operating Profit on restated basis(2)	159.50	158.83	357.25	327.33	175.73	175.65	84.80	84.79	207.13	207.11
Net Worth on a restated basis(3)	2,418.22	2,383.43	2,201.54	2,172.33	1,895.17	1,896.10	1,771.70	1,772.77	1,467.91	1,468.99
Monetary assets on a restated basis(4)	94.93	111.93	61.85	61.96	37.24	37.29	218.69	220.72	233.61	288.13
Monetary assets as a percentage of the net tangible assets on a restated basis %	2.42	2.67	1.80	1.82	1.25	1.25	7.83	7.90	10.54	12.99

(1) *"Net tangible assets" means the sum of all net assets of our Company excluding deferred taxes and intangible assets as defined in Accounting Standard 26 as defined under Companies (Accounting Standards) Rules, 2014 (as amended).*

(2) *"Net worth" means the aggregate of the paid up share capital, share premium account, and reserves and surplus (excluding revaluation reserve, amalgamation reserve and foreign currency translation reserve), as reduced by the aggregate of the miscellaneous expenditure to the extent not adjusted or written off and debit balance of profit and loss account.*

(3) *"Pre-tax operating profit" has been calculated as net profit before tax excluding non operating income and finance cost-interest others.*

(4) *Monetary assets include cash on hand, cheques in hand and balance with banks (including the deposits accounts and interest accrued thereon) and current investments.*

Further, in accordance with Regulation 26(4) of the SEBI ICDR Regulations, our Company shall ensure that the number of Allottees shall not be less than 1,000, failing which, the entire application monies shall be refunded forthwith. In case of delay, if any, in refund, our Company shall pay interest on the application monies at the rate of 15% per annum for the period of delay.

Our Company is in compliance with the conditions specified in Regulation 4(2) of the SEBI ICDR Regulations, to the extent applicable.

DISCLAIMER CLAUSE OF SEBI

AS REQUIRED, A COPY OF THE DRAFT RED HERRING PROSPECTUS HAS BEEN SUBMITTED TO SEBI. IT IS TO BE DISTINCTLY UNDERSTOOD THAT SUBMISSION OF THE DRAFT RED HERRING PROSPECTUS TO SEBI SHOULD NOT, IN ANY WAY, BE DEEMED OR CONSTRUED THAT THE SAME HAS BEEN CLEARED OR APPROVED BY SEBI. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR THE FINANCIAL SOUNDNESS OF ANY SCHEME OR THE PROJECT FOR WHICH THE ISSUE IS PROPOSED TO BE MADE OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THE DRAFT RED HERRING PROSPECTUS. THE GLOBAL COORDINATORS AND BOOK RUNNING LEAD MANAGERS, EDELWEISS FINANCIAL SERVICES LIMITED AND JM FINANCIAL INSTITUTIONAL SECURITIES LIMITED, AND THE BOOK RUNNING LEAD MANAGER, SPARK CAPITAL ADVISORS (INDIA) PRIVATE LIMITED, HAVE CERTIFIED THAT THE DISCLOSURES MADE IN THE DRAFT RED HERRING PROSPECTUS ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009 IN FORCE FOR THE TIME BEING. THIS REQUIREMENT IS TO FACILITATE INVESTORS TO TAKE AN INFORMED DECISION FOR MAKING AN INVESTMENT IN THE PROPOSED ISSUE.

IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE THE COMPANY IS PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THE DRAFT RED HERRING PROSPECTUS AND THE SELLING SHAREHOLDERS WILL BE RESPONSIBLE ONLY FOR THE STATEMENTS SPECIFICALLY CONFIRMED OR UNDERTAKEN BY EACH OF THEM IN THE DRAFT RED HERRING PROSPECTUS IN RELATION TO THEMSELVES FOR THEIR RESPECTIVE PROPORTION OF THE EQUITY SHARES OFFERED BY WAY OF THE OFFER FOR SALE, THE GLOBAL COORDINATORS AND BOOK RUNNING LEAD MANAGERS AND THE BOOK RUNNING LEAD MANAGER ARE EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT THE COMPANY AND THE SELLING SHAREHOLDERS DISCHARGE THEIR RESPONSIBILITY ADEQUATELY IN THIS BEHALF AND TOWARDS THIS PURPOSE, THE GLOBAL COORDINATORS AND BOOK RUNNING LEAD MANAGERS AND THE BOOK RUNNING LEAD MANAGER HAVE FURNISHED TO SEBI, A DUE DILIGENCE CERTIFICATE DATED JUNE 21, 2017 WHICH READS AS FOLLOWS:

"WE, THE GLOBAL COORDINATORS AND BOOK RUNNING LEAD MANAGERS AND THE BOOK RUNNING LEAD MANAGER TO THE ABOVE MENTIONED FORTHCOMING ISSUE, STATE AND CONFIRM AS FOLLOWS:

1. **WE HAVE EXAMINED VARIOUS DOCUMENTS INCLUDING THOSE RELATING TO LITIGATION LIKE COMMERCIAL DISPUTES, PATENT DISPUTES, DISPUTES WITH COLLABORATORS, ETC. AND OTHER MATERIAL IN CONNECTION WITH THE FINALISATION OF THIS DRAFT RED HERRING PROSPECTUS PERTAINING TO THE SAID ISSUE;**

2. **ON THE BASIS OF SUCH EXAMINATION AND THE DISCUSSIONS WITH THE COMPANY, ITS DIRECTORS AND OTHER OFFICERS, OTHER AGENCIES, AND INDEPENDENT VERIFICATION OF THE STATEMENTS CONCERNING THE OBJECTS**

OF THE ISSUE, PRICE JUSTIFICATION AND THE CONTENTS OF THE DOCUMENTS AND OTHER PAPERS FURNISHED BY THE COMPANY AND THE SELLING SHAREHOLDERS, WE CONFIRM THAT:

(A) THIS DRAFT RED HERRING PROSPECTUS FILED WITH THE SECURITIES AND EXCHANGE BOARD OF INDIA ("SEBI") IS IN CONFORMITY WITH THE DOCUMENTS, MATERIALS AND PAPERS RELEVANT TO THE ISSUE;

(B) ALL THE LEGAL REQUIREMENTS RELATING TO THE ISSUE AS ALSO THE REGULATIONS, GUIDELINES, INSTRUCTIONS, ETC. FRAMED/ISSUED BY THE SECURITIES AND EXCHANGE BOARD OF INDIA, THE CENTRAL GOVERNMENT AND ANY OTHER COMPETENT AUTHORITY IN THIS BEHALF HAVE BEEN DULY COMPLIED WITH; AND

(C) THE DISCLOSURES MADE IN THIS DRAFT RED HERRING PROSPECTUS ARE TRUE, FAIR AND ADEQUATE TO ENABLE THE INVESTORS TO MAKE A WELL INFORMED DECISION AS TO THE INVESTMENT IN THE PROPOSED ISSUE AND SUCH DISCLOSURES ARE IN ACCORDANCE WITH THE REQUIREMENTS OF THE COMPANIES ACT, 1956 AND THE COMPANIES ACT, 2013, AS APPLICABLE, THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009, AS AMENDED (THE "SEBI ICDR REGULATIONS") AND OTHER APPLICABLE LEGAL REQUIREMENTS.

3. WE CONFIRM THAT BESIDES OURSELVES, ALL THE INTERMEDIARIES NAMED IN THIS DRAFT RED HERRING PROSPECTUS ARE REGISTERED WITH SEBI AND THAT TILL DATE SUCH REGISTRATIONS ARE VALID.

4. WE HAVE SATISFIED OURSELVES ABOUT THE CAPABILITY OF THE UNDERWRITERS TO FULFIL THEIR UNDERWRITING COMMITMENTS. – <u>NOTED FOR COMPLIANCE</u>

5. WE CERTIFY THAT WRITTEN CONSENTS FROM THE PROMOTERS HAVE BEEN OBTAINED FOR INCLUSION OF THEIR EQUITY SHARES AS PART OF PROMOTERS' CONTRIBUTION SUBJECT TO LOCK-IN AND THE EQUITY SHARES PROPOSED TO FORM PART OF PROMOTERS' CONTRIBUTION SUBJECT TO LOCK-IN SHALL NOT BE DISPOSED/SOLD/TRANSFERRED BY THE PROMOTERS DURING THE PERIOD STARTING FROM THE DATE OF FILING THIS DRAFT RED HERRING PROSPECTUS WITH THE SECURITIES AND EXCHANGE BOARD OF INDIA TILL THE DATE OF COMMENCEMENT OF LOCK-IN PERIOD AS STATED IN THIS DRAFT RED HERRING PROSPECTUS.

6. WE CERTIFY THAT REGULATION 33 OF THE SEBI ICDR REGULATIONS, WHICH RELATES TO EQUITY SHARES INELIGIBLE FOR COMPUTATION OF PROMOTERS' CONTRIBUTION, HAS BEEN DULY COMPLIED WITH AND APPROPRIATE DISCLOSURES AS TO COMPLIANCE WITH THE SAID REGULATION HAVE BEEN MADE IN THE DRAFT RED HERRING PROSPECTUS. – <u>COMPLIED WITH AND NOTED FOR COMPLIANCE</u>

7. WE UNDERTAKE THAT SUB-REGULATION (4) OF REGULATION 32 AND CLAUSE (C) AND (D) OF SUB-REGULATION (2) OF REGULATION 8 OF THE SEBI ICDR REGULATIONS SHALL BE COMPLIED WITH. WE CONFIRM THAT ARRANGEMENTS HAVE BEEN MADE TO ENSURE THAT PROMOTERS' CONTRIBUTION SHALL BE RECEIVED AT LEAST ONE DAY BEFORE THE OPENING OF THE ISSUE. WE UNDERTAKE THAT AUDITORS' CERTIFICATE TO THIS EFFECT SHALL BE DULY SUBMITTED TO SEBI. WE FURTHER CONFIRM THAT ARRANGEMENTS HAVE BEEN MADE TO ENSURE THAT PROMOTERS' CONTRIBUTION SHALL BE KEPT IN AN ESCROW ACCOUNT WITH A SCHEDULED COMMERCIAL BANK AND SHALL BE RELEASED TO THE COMPANY ALONG WITH THE PROCEEDS OF THE PUBLIC ISSUE. – <u>NOT APPLICABLE</u>

8. **WE CERTIFY THAT THE PROPOSED ACTIVITIES OF THE COMPANY FOR WHICH THE FUNDS ARE BEING RAISED IN THE PRESENT ISSUE FALL WITHIN THE 'MAIN OBJECTS' LISTED IN THE OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION OR OTHER CHARTER OF THE COMPANY AND THAT THE ACTIVITIES WHICH HAVE BEEN CARRIED OUT UNTIL NOW ARE VALID IN TERMS OF THE OBJECT CLAUSE OF ITS MEMORANDUM OF ASSOCIATION – COMPLIED WITH, TO THE EXTENT APPLICABLE.**

9. **WE CONFIRM THAT NECESSARY ARRANGEMENTS HAVE BEEN MADE TO ENSURE THAT THE MONIES RECEIVED PURSUANT TO THE ISSUE ARE KEPT IN A SEPARATE BANK ACCOUNT AS PER THE PROVISIONS OF SUB SECTION (3) OF SECTION 40 OF THE COMPANIES ACT, 2013 AND THAT SUCH MONEYS SHALL BE RELEASED BY THE SAID BANK ONLY AFTER PERMISSION IS OBTAINED FROM ALL THE STOCK EXCHANGES MENTIONED IN THE PROSPECTUS. WE FURTHER CONFIRM THAT THE AGREEMENT TO BE ENTERED INTO BETWEEN THE BANKERS TO THE ISSUE, THE COMPANY AND THE SELLING SHAREHOLDERS SPECIFICALLY CONTAINS THIS CONDITION. – NOTED FOR COMPLIANCE. ALL MONIES RECEIVED OUT OF THE ISSUE SHALL BE CREDITED/TRANSFERRED TO A SEPARATE BANK ACCOUNT AS REFERRED TO IN SUB-SECTION (3) OF SECTION 40 OF THE COMPANIES ACT, 2013.**

10. **WE CERTIFY THAT A DISCLOSURE HAS BEEN MADE IN THIS DRAFT RED HERRING PROSPECTUS THAT THE INVESTORS SHALL BE GIVEN AN OPTION TO GET THE SHARES IN DEMAT OR PHYSICAL MODE. – NOT APPLICABLE. UNDER SECTION 29 OF THE COMPANIES ACT, 2013, EQUITY SHARES IN THE ISSUE HAVE TO BE ISSUED IN DEMATERIALISED FORM ONLY.**

11. **WE CERTIFY THAT ALL THE APPLICABLE DISCLOSURES MANDATED IN THE SEBI ICDR REGULATIONS HAVE BEEN MADE IN ADDITION TO DISCLOSURES WHICH, IN OUR VIEW, ARE FAIR AND ADEQUATE TO ENABLE THE INVESTOR TO MAKE A WELL INFORMED DECISION.**

12. **WE CERTIFY THAT THE FOLLOWING DISCLOSURES HAVE BEEN MADE IN THIS DRAFT RED HERRING PROSPECTUS:**

    (A) AN UNDERTAKING FROM THE COMPANY THAT AT ANY GIVEN TIME, THERE SHALL BE ONLY ONE DENOMINATION FOR THE EQUITY SHARES OF THE COMPANY; AND

    (B) AN UNDERTAKING FROM THE COMPANY THAT IT SHALL COMPLY WITH SUCH DISCLOSURE AND ACCOUNTING NORMS SPECIFIED BY THE SEBI FROM TIME TO TIME.

13. **WE UNDERTAKE TO COMPLY WITH THE REGULATIONS PERTAINING TO ADVERTISEMENT IN TERMS OF THE SEBI ICDR REGULATIONS WHILE MAKING THE ISSUE. – COMPLIED WITH AND NOTED FOR COMPLIANCE**

14. **WE ENCLOSE A NOTE EXPLAINING HOW THE PROCESS OF DUE DILIGENCE HAS BEEN EXERCISED BY US IN VIEW OF THE NATURE OF CURRENT BUSINESS BACKGROUND OF THE COMPANY, SITUATION AT WHICH THE PROPOSED BUSINESS STANDS, THE RISK FACTORS, PROMOTERS' EXPERIENCE, ETC.**

15. **WE ENCLOSE A CHECKLIST CONFIRMING REGULATION-WISE COMPLIANCE WITH THE APPLICABLE PROVISIONS OF THE SEBI ICDR REGULATIONS, CONTAINING DETAILS SUCH AS THE REGULATION NUMBER, ITS TEXT, THE STATUS OF COMPLIANCE, PAGE NUMBER OF THIS DRAFT RED HERRING PROSPECTUS WHERE THE REGULATION HAS BEEN COMPLIED WITH AND OUR COMMENTS, IF ANY.**

16. **WE ENCLOSE A STATEMENT ON 'PRICE INFORMATION OF PAST ISSUES HANDLED BY MERCHANT BANKERS (WHO ARE RESPONSIBLE FOR PRICING THE ISSUE)', AS PER FORMAT SPECIFIED BY THE SECURITIES AND EXCHANGE BOARD OF INDIA THROUGH CIRCULAR.**

17. WE CERTIFY THAT PROFITS FROM RELATED PARTY TRANSACTIONS HAVE ARISEN FROM LEGITIMATE BUSINESS TRANSACTIONS. – COMPLIED WITH TO THE EXTENT OF THE RELATED PARTY TRANSACTIONS OF THE COMPANY, AS PER THE ACCOUNTING STANDARD 18 AND INCLUDED IN THIS DRAFT RED HERRING PROSPECTUS.

18. WE CERTIFY THAT THE ENTITY IS ELIGIBLE UNDER 106Y (1) (A) OR (B) (AS THE CASE MAY BE) TO LIST ON THE INSTITUTIONAL TRADING PLATFORM, UNDER CHAPTER XC OF THE REGULATIONS (IF APPLICABLE–) - NOT APPLICABLE."

The filing of this Prospectus does not, however, absolve our Company from any liabilities under Section 34 or Section 36 of the Companies Act, 2013 or from the requirement of obtaining such statutory or other clearances as may be required for the purpose of the Issue. SEBI further reserves the right to take up, at any point of time, with the GCBRLMs and the BRLM, any irregularities or lapses in the Draft Red Herring Prospectus, the Red Herring Prospectus and this Prospectus.

The filing of this Prospectus does not absolve any of the Selling Shareholders from any liabilities severally to the extent of themselves and the statements specifically confirmed or undertaken by each Selling Shareholder in respect of the Equity Shares offered by each of them, as part of the Offer for Sale, under Section 34 or Section 36 of the Companies Act, 2013.

All legal requirements pertaining to the Issue have been complied with at the time of filing of the Red Herring Prospectus with the RoC in terms of Section 32 of the Companies Act, 2013. All legal requirements pertaining to the Issue will be complied with at the time of registration of this Prospectus with the RoC in terms of Sections 26, 30 and 32 of the Companies Act, 2013.

Caution - Disclaimer from our Company, the Selling Shareholders, the GCBRLMs and the BRLM

Our Company, the Directors, the Selling Shareholders, the GCBRLMs and the BRLM accept no responsibility for statements made otherwise than those confirmed in this Prospectus or in the advertisements or any other material issued by or at our Company's instance and anyone placing reliance on any other source of information, including our Company's website www.yellowdiamond.in, would be doing so at his or her own risk. Each Selling Shareholder, its respective directors, affiliates (other than the Company), associates and officers accept/undertake no responsibility for any statements other than those made in relation to itself and to the Equity Shares offered by it in the Offer for Sale.

The GCBRLMs and the BRLM accept no responsibility, save to the limited extent as provided in the Issue Agreement and the Underwriting Agreement to be entered into between the Underwriters, the Selling Shareholders and our Company.

All information shall be made available by our Company, the Selling Shareholders, the GCBRLMs and the BRLM to the public and investors at large and no selective or additional information would be available for a section of the investors in any manner whatsoever, including at road show presentations, in research or sales reports, at Bidding Centers or elsewhere.

None among our Company, the Selling Shareholders or any member of the Syndicate shall be liable for any failure in uploading the Bids due to faults in any software/hardware system or otherwise.

Investors who Bid in the Issue are required to confirm and are deemed to have represented to our Company, the Selling Shareholders, Underwriters and their respective directors, officers, agents, affiliates, and representatives that they are eligible under all applicable laws, rules, regulations, guidelines and approvals to acquire the Equity Shares and will not issue, sell, pledge, or transfer the Equity Shares to any person who is not eligible under any applicable laws, rules, regulations, guidelines and approvals to acquire the Equity Shares. Our Company, the Selling Shareholders, Underwriters and their respective directors, officers, agents, affiliates, and representatives accept no responsibility or liability for advising any investor on whether such investor is eligible to acquire the Equity Shares.

The GCBRLMs and the BRLM and their respective associates and affiliates may engage in transactions with, and perform services for, our Company, the Selling Shareholders and their respective group companies, affiliates or associates or third parties in the ordinary course of business and have engaged, or may in the future engage, in commercial banking and investment banking transactions with or become customers to our Company, the Selling Shareholders and their respective group companies, affiliates or associates or third parties, for which they have received, and may in the future receive, compensation. As used herein, the term ‘affiliate’ means any person or entity that controls or is controlled by or is under common control with another person or entity.

Price information of past issues handled by the Global Coordinators and Book Running Lead Managers

A. Edelweiss

1. Price information of past issues handled by Edelweiss:

Table 1: Price information of past issues handled

S. No.	Issue Name	Issue Size (₹ million)	Issue price (₹)	Listing Date	Opening Price on Listing Date (in ₹)	+/- % change in closing price, [+/- % change in closing benchmark]- 30th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 90th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 180th calendar days from listing
1	Cochin Shipyard Limited	14,429.30	432.00^	August 11, 2017	440.15	30.14% [3.04%]	Not applicable	Not applicable
2	Central Depository Services (India) Limited	5,239.91	149.00	June 30, 2017	250.00	127.92%; [5.84%]	Not applicable	Not applicable
3	Tejas Networks Limited	7,766.88	257.00	June 27, 2017	257.00	28.04%; [5.35%]	17.82% [3.80%]	Not applicable
4	Avenue Supermarts Limited	18,700.00	299.00	March 21, 2017	600.00	145.08%; [-0.20%]	166.35% [5.88%]	264.38% [11.31%]
5	BSE Limited	12,434.32	806.00	February 3, 2017	1,085.00	17.52%; [2.55%]	24.41%; [6.53%]	34.43% [15.72%]
6	Sheela Foam Limited	5,100.00	730.00	December 9, 2016	860.00	30.23%; [-0.31%]	48.39% [8.02%]	86.65% [16.65%]
7	ICICI Prudential Life Insurance Company Limited	60,567.91	334.00	September 29, 2016	330.00	-7.60%; [0.54%]	-11.54%;[-6.50%]	12.31%; [5.28%]
8	Thyrocare Technologies Limited	4,792.14	446.00	May 9, 2016	665.00	36.85%; [5.09%]	22.57%;[10.75%]	39.09%;[7.22%]
9	Equitas Holdings Limited	21,766.85	110.00	April 21, 2016	145.10	34.64%;[-2.05%]	57.91%;[7.79%]	63.77%;[7.69%]
10	Healthcare Global Enterprises Limited	6,496.40	218.00	March 30, 2016	210.20	-15.30%;[1.45%]	-19.98%;[4.65%]	-1.28%;[12.77%]

Source: www.nseindia.com

^ Cochin Shipyard Limited - Discount of ₹ 21 per equity share was offered to retail bidders & eligible employees. All calculations are based on the offer price of ₹ 432 per equity share

Notes

1. *Based on date of listing.*
2. *% of change in closing price on 30th / 90th / 180th calendar day from listing day is calculated vs Issue price. % change in closing benchmark index is calculated based on closing index on listing day vs closing index on 30th/ 90th / 180th calendar day from listing day.*
3. *Wherever 30th/ 90th / 180th calendar day from listing day is a holiday, the closing data of the next trading day has been considered.*
4. *The Nifty 50 index is considered as the Benchmark Index*
5. *Not Applicable. – Period not completed*
6. *Disclosure in Table-1 restricted to 10 issues.*

Table 2: Summary statement of disclosure

Fiscal Year	Total no. of IPOs	Total amount of funds raised (₹ Mn.)	No. of IPOs trading at discount - 30th calendar days from listing			No. of IPOs trading at premium - 30th calendar days from listing			No. of IPOs trading at discount - 180th calendar days from listing			No. of IPOs trading at premium - 180th calendar days from listing		
			Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%
2017-18*	3	27,436.09	-	-	-	1	2	-	-	-	-	-	-	-
2016 - 17	6	123,361.22	-	-	1	1	3	1	-	-	-	3	2	1
2015 - 16	7	56,157.83	-	-	3	-	2	2	-	-	4	-	1	2

^The information is as on the date of the document

1. *Based on date of listing.*
2. *Wherever 30th and 180th calendar day from listing day is a holiday, the closing data of the next trading day has been considered.*
3. *The Nifty 50 index is considered as the Benchmark Index.*

**For the financial year 2017-18 – 3 issues have been completed. However, only one issue has completed 90 days.*
For the financial year 2016-17 – total 6 issues were completed.
For the financial year 2015-16 total 7 issues were completed. However, disclosure under Table-1 is restricted to latest 10 issues

B. JM Financial

(a) Price information of past issues handled by JM Financial:

Table 1: Price information of past issues handled

Sr. No.	Issue name	Issue Size (₹ million)	Issue price (₹)	Listing Date	Opening price on Listing Date (in ₹)	+/- % change in closing price, [+/- % change in closing benchmark]- 30th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 90th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 180th calendar days from listing
1.	Cochin Shipyard Limited	14,429.30	432.00(1)	August 11, 2017	440.15	+27.06% [+2.31%]	NA	NA
2.	GTPL Hathway Limited	4,848.00	170.00	July 4, 2017	170.00	-10.71%[+4.87%]	NA	NA
3.	S Chand And Company Limited	7,286.00	670.00	May 9, 2017	700.00	-17.37% [+3.72%]	-25.38%[+8.05%]	NA
4.	Avenue Supermarts Limited	18,700.00	299.00	March 21, 2017	600.00	+145.08% [-0.20%]	+167.59% [+5.11%]	+263.80 [10.57%]
5.	PNB Housing Finance Limited	30,000.00	775.00	November 7, 2016	860.00	+11.70% [-4.16%]	+21.28% [+2.87%]	+70.50%[+9.28%]
6.	ICICI Prudential Life	60,567.91	334.00	September	330.00	-7.60% [+0.54%]	-11.54% [-6.50%]	+12.31% [+5.28%]

	Insurance Company Limited			29, 2016				
7.	L&T Technology Services Limited	8,944.00	860.00	September 23, 2016	920.00	-0.85% [-1.57%]	-8.54% [-8.72%]	-9.55% [+3.28%]
8.	Dilip Buildcon Limited	6,539.80	219.00	August 11, 2016	240.00	+5.11% [+3.20%]	+1.53% [-0.57%]	+22.12% [+2.43%]
9.	Parag Milk Foods Limited	7,505.40	215.00(2)	May 19, 2016	217.50	+17.07% [+4.97%]	+48.67% [+11.04%]	+38.93% [+6.59%]
10.	Thyrocare Technologies Limited	4,792.14	446.00	May 9, 2016	665.00	+36.85% [+5.09%]	+23.48% [+10.39%]	+39.09% [+7.22%]

Source: www.nseindia.com; for price information and prospectus/ basis of allotment for issue details

Notes:

1. *A discount of ₹ 21 per equity share had been offered to eligible employees and retail individual bidders.*
2. *Issue price for anchor investors was ₹ 227 per equity share and a discount of ₹ 12 per equity share had been offered to eligible employees and retail individual bidders.*
3. *Opening price information as disclosed on the website of NSE.*
4. *Change in closing price over the issue/offer price as disclosed on NSE.*
5. *Change in closing price over the closing price as on the listing date for benchmark index viz. NIFTY 50.*
6. *In case of reporting dates falling on a trading holiday, values for the trading day immediately preceding the trading holiday have been considered.*
7. *30th calendar day has been taken as listing date plus 29 calendar days; 90th calendar day has been taken as listing date plus 89 calendar days; 180th calendar day has been taken a listing date plus 179 calendar days.*

Table 2: Summary statement of disclosure

Financial Year	Total no. of IPOs	Total funds raised (₹ in Millions)	Nos. of IPOs trading at discount on as on 30th calendar days from listing date			Nos. of IPOs trading at premium on as on 30th calendar days from listing date			Nos. of IPOs trading at discount as on 180th calendar days from listing date			Nos. of IPOs trading at premium as on 180th calendar days from listing date		
			Over 50%	Between 25%-50%	Less than 25%	Over 50%	Between 25%-50%	Less than 25%	Over 50%	Between 25%-50%	Less than 25%	Over 50%	Between 25%-50%	Less than 25%
2017-2018	3	26,563.30	-	-	2	-	1	-	-	-	-	-	-	-
2016-2017	7	137,049.21	-	-	2	1	1	3	-	-	1	2	2	2
2015-2016	1	5,081.70	-	-	-	-	-	1	-	-	-	-	-	1

[*] The information is as on the date of the document

Price information of past issues handled by the Book Running Lead Manager

C. Spark

(b) Price information of past issues handled by Spark:

Table 1: Price information of past issues handled

Sr. No.	Issue Name	Issue Size (₹ Mn.)	Issue Price (₹)	Listing Date	Opening Price on Listing Date (₹)(2)	+/- % change in closing price(3), [+/- % change in closing benchmark](4) - 30th calendar days from listing	+/- % change in closing price(3), [+/- % change in closing benchmark](4) - 90th calendar days from listing	+/- % change in closing price(3), [+/- % change in closing benchmark](4) - 180th calendar days from listing
1.	BSE Limited	12,434.32	806	February 3, 2017	1,085.00	+17.52% [+2.55%]	+24.41% [+6.53%]	-

Source: www.nseindia.com; for price information and prospectus/basis of allotment for issue details

Notes:

Table 2: Summary statement of disclosure

Financial Year	Total no. of IPOs	Total amount of funds raised (₹ Mn.)	No. of IPOs trading at discount - 30th calendar days from listing			No. of IPOs trading at premium - 30th calendar days from listing			No. of IPOs trading at discount - 180th calendar days from listing			No. of IPOs trading at premium - 180th calendar days from listing		
			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%
2016-2017	1	12,434.32	-	-	-	-	-	1	-	-	-	-	-	-

Source: www.nseindia.com

Track record of past issues handled by the GCBRLMs and the BRLM

For details regarding the track record of the GCBRLMs and the BRLM, as specified in circular (reference CIR/MIRSD/1/2012) dated January 10, 2012 issued by the SEBI, please see the websites of the GCBRLMs and the BRLM, as set forth in the table below:

Sr. No.	Name of the GCBRLM/BRLM	Website
1.	Edelweiss	www.edelweissfin.com
2.	JM Financial	www.jmfl.com
3.	Spark	www.sparkcapital.in

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 competent to contract under the Indian Contract Act, 1872, HUFs, companies, corporate bodies and societies registered under the applicable laws in India and authorised to invest in shares, Indian Mutual Funds registered with SEBI, Indian financial institutions, commercial banks, regional rural banks, co-operative banks (subject to RBI permission), or trusts under applicable trust law and who are authorised under their constitution to hold and invest in shares, permitted insurance companies and insurance funds, and permitted provident funds and pension funds) and to, Eligible NRIs, FPIs and other eligible foreign investors (viz. bilateral and multilateral development financial institution). The Red Herring Prospectus and this Prospectus does not, however, constitute an invitation to subscribe to shares offered hereby in any jurisdiction other than India to any person to whom it is unlawful to make an offer or invitation in such jurisdiction. Any person into whose possession this Prospectus comes is required to inform himself or herself about, and to observe, any such restrictions. Any dispute arising out of the 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, except that the Draft Red Herring Prospectus has been filed with SEBI for its observations. Accordingly, the Equity Shares represented thereby may not be offered or sold, directly or indirectly, and this Prospectus may not be distributed, in any jurisdiction, except in accordance with the legal requirements applicable in such jurisdiction. Neither the delivery of this Prospectus nor any sale hereunder shall, under any circumstances, create any implication that there has been no change in the affairs of our Company, the Subsidiary, the Group Companies or the Selling Shareholders since the date hereof or that the information contained herein is correct as of any time subsequent to this date.

The Equity Shares have not been and will not be registered under the U.S. 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 U.S. Securities Act and applicable U.S. state securities laws. Accordingly, the Equity Shares are being offered and sold outside the United States in offshore transactions in reliance on Regulation S under the U.S. Securities Act and applicable laws of the jurisdictions where such offers and sales occur.

Disclaimer Clause of the BSE

BSE Limited ("**BSE**") has given vide its letter dated July 25, 2017, permission to this Company to use the Exchange's name in this offer document as one of the stock exchanges on which this company's securities are proposed to be listed. The Exchange has scrutinized this offer document for its limited internal purpose of deciding on the matter of granting the aforesaid permission to this Company. The Exchange does not in any manner:

a) warrant, certify or endorse the correctness or completeness of any of the contents of this offer document; or

b) warrant that this Company's securities will be listed or will continue to be listed on the Exchange; or

c) take any responsibility for the financial or other soundness of this Company, its promoters, its management or any scheme or project of this Company;

and it should not for any reason be deemed or construed that this offer document has been cleared or approved by the Exchange. Every person who desires to apply for or otherwise acquires any securities of this Company may do so pursuant to independent inquiry, investigation and analysis and shall not have any claim against the Exchange whatsoever by reason of any loss which may be suffered by such person consequent to or in connection with such subscription/acquisition whether by reason of anything stated or omitted to be stated herein or for any other reason whatsoever

Disclaimer Clause of NSE

As required, a copy of this Offer Document has been submitted to National Stock Exchange of India Limited (hereinafter referred to as NSE). NSE has given vide its letter Ref.: NSE/LIST/14750 dated August 3, 2017 permission to the Issuer to use the Exchange's name in this Offer Document as one of the stock exchanges on which this Issuer's securities are proposed to be listed. The Exchange has scrutinised this draft offer document for its limited internal purpose of deciding on the matter of granting the aforesaid permission to this Issuer. It is to be distinctly understood that the aforesaid permission given by NSE should not in any way be deemed or construed that the offer document has been cleared or approved by NSE; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the contents of this offer document; nor does it warrant that this Issuer's securities will be listed or will continue to be listed on the Exchange; nor does it take any responsibility for the financial or other soundness of this Issuer, its promoters, its management or any scheme or project of this Issuer.

Every person who desires to apply for or otherwise acquire any securities of this Issuer may do so pursuant to independent inquiry, investigation and analysis and shall not have any claim against the Exchange whatsoever by reason of any loss which may be suffered by such person consequent to or in connection with such subscription /acquisition whether by reason of anything stated or omitted to be stated herein or any other reason whatsoever.

Filing

A copy of the Draft Red Herring Prospectus has been filed with SEBI at Corporate Finance Department, Plot No.C4-A, 'G' Block, Bandra Kurla Complex, Bandra (East), Mumbai 400 051.

A copy of the Red Herring Prospectus, along with the documents required to be filed under Section 32 of the Companies Act, 2013 has been delivered for registration to the RoC and a copy of this Prospectus to be filed under Section 26 of the Companies Act, 2013 would be delivered for registration with RoC at the Office of the Registrar of Companies, 3rd Floor, 'A' Block, Sanjay Complex, Jayendra Ganj, Gwalior 474 009.

Listing

Applications will be made to the Stock Exchanges for permission to deal in and for an official quotation of the Equity Shares. The NSE will be the Designated Stock Exchange with which the Basis of Allotment will be finalised.

If the permissions to deal in, and for an official quotation of, the Equity Shares are not granted by any of the Stock Exchanges mentioned above, our Company will forthwith repay, without interest, all monies received from the applicants in pursuance of the Red Herring Prospectus and each Selling Shareholder will be severally liable to reimburse the Company for such repayment of monies, on its behalf, with respect to the Equity Shares offered by it in the Offer for Sale. If such money is not repaid within the prescribed time, then our Company, the Selling Shareholders and every officer in default shall be liable to repay the money, with interest, as prescribed under applicable law. For the avoidance of doubt, subject to applicable law, a Selling Shareholder shall not be responsible to pay interest for any delay, except to the extent such delay has been caused solely by such Selling Shareholder and to the extent of the Equity Shares being offered by such Selling Shareholder in the Offer for Sale.

Our Company and the Selling Shareholders shall ensure that all steps for the completion of the necessary formalities for listing and commencement of trading at the Stock Exchanges are taken within six Working Days from the Bid/Issue Closing Date. Further, the Selling Shareholders confirm that they shall provide assistance to our Company, the GCBRLMs and the BRLM, as may be reasonably required and necessary, for the completion of the necessary formalities for listing and commencement of trading at the Stock Exchanges within six Working Days from the Bid/Issue Closing Date.

If our Company does not Allot Equity Shares pursuant to the Issue within six Working Days from the Bid/Issue Closing Date or within such timeline as prescribed by SEBI, it shall repay, without interest, all monies received from Bidders, failing which interest shall be due to be paid to the Bidders at the rate of 15% per annum for the delayed period.

Each Selling Shareholder severally undertakes to provide such reasonable support and cooperation as may be requested by our Company, the GCBRLMs and the BRLM, in relation to the Equity Shares offered by it in the Offer for Sale to the extent such support and cooperation is required from such party to facilitate the process of listing and commencement of trading of the Equity Shares on the Stock Exchanges where the Equity Shares are proposed to be listed within six Working Days from the Bid/Issue Closing Date. All expenses in relation to the Issue other than listing fees (which will be borne by our Company) shall be shared between our Company and the Selling Shareholders in accordance with applicable law. Each Selling Shareholders shall reimburse our Company for all expenses incurred by our Company in relation to the Offer for Sale on behalf of such Selling Shareholder.

Consents

Consents in writing of the Selling Shareholders, our Directors, our Company Secretary and Compliance Officer, our Chief Financial Officer, legal advisors, Bankers and Lenders to our Company, the GCBRLMs and the BRLM, the Syndicate Members, the Escrow Collection Bank, Refund Bank and the Registrar to the Issue to act in their respective capacities, have been obtained/will be obtained prior to filing of this Prospectus with the RoC and filed along with a copy of this Prospectus with the RoC as required under the Companies Act and such consents shall not be withdrawn up to the time of delivery of this Prospectus for registration with the RoC.

In accordance with the Companies Act, 2013 and the SEBI ICDR Regulations, our Statutory Auditors, S R B C & CO LLP, Chartered Accountants, have given their written consent to the inclusion of their examination reports dated August 29, 2017 on Restated Unconsolidated Financial Statements and Restated Consolidated Financial Statements and the statement of tax benefits dated June 20, 2017 included in this Prospectus and such consents have not been withdrawn as on the date of this Prospectus.

Experts to the Issue

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

Our Company has received written consent from our Statutory Auditors, S R B C & CO LLP, Chartered Accountants, to include their names as required under Section 26(1)(a)(v) of the Companies Act, 2013 in this Prospectus and as “expert” as defined under Section 2(38) of the Companies Act, 2013 in respect of the examination reports dated August 29, 2017 on Restated Unconsolidated Financial Statements and Restated Consolidated Financial Statements and the statement of tax benefits dated June 20, 2017 and such consents have not been withdrawn as on the date of this Prospectus. However, the term “expert” shall not be construed to mean an expert as defined under the U.S. Securities Act.

Our Company has received written consents from Inspectta, Chartered Engineers and Manoj Joshi, Civil Engineers to include their names as required under Section 26(1)(a)(v) of the Companies Act in this Prospectus and as “expert” as defined under section 2(38) of the Companies Act in respect of their certificates dated August 30, 2017 and August 30, 2017 respectively, and such consents have not been withdrawn as on the date of this Prospectus.

Issue Expenses

The total expenses of this Issue are estimated to be ₹ 329.55 million. The expenses of this Issue include, among others, underwriting and management fees, selling commissions, printing and distribution expenses, legal fees, statutory advertisement expenses, registrar and depository fees and listing fees. For further details of Issue expenses, see “Objects of the Issue – Issue Expenses” on page 122.

All expenses in relation to the Issue other than listing fees (which will be borne by our Company) shall be shared between our Company and the Selling Shareholders in accordance with applicable law. Each Selling Shareholders shall reimburse our Company for all expenses incurred by our Company in relation to the Offer for Sale on behalf of such Selling Shareholder.

Fees Payable to the Syndicate

The total fees payable to the Syndicate (including selling commission and reimbursement of their out-of-pocket expense) will be as per the Syndicate Agreement dated September 7, 2017. For details of Issue expenses, see "Objects of the Issue – Issue Expenses" on page 122.

Commission payable to SCSBs, Registered Brokers, RTAs and CDPs

For details of the commission payable to SCSBs, Registered Brokers, RTAs and CDPs, see "Objects of the Issue – Issue Expenses" on page 122.

Fees Payable to the Registrar to the Issue

The fees payable by our Company and the Selling Shareholders to the Registrar to the Issue for processing of application, data entry, printing of Allotment Advice/CAN/refund order, preparation of refund data on magnetic tape, printing of bulk mailing register will be as per the Registrar Agreement dated September 29, 2016 entered into, between our Company, the Selling Shareholders and the Registrar to the Issue, a copy of which has been made available for inspection at the Registered Office.

The Registrar to the Issue will be reimbursed for all out-of-pocket expenses including cost of stationery, postage, stamp duty and communication expenses. Adequate funds will be provided to the Registrar to the Issue to enable it to send refund orders or Allotment advice by registered post/speed post.

Particulars regarding public or rights issues by our Company during the last five years

Our Company has not made any public or rights issues during the five years immediately preceding the date of this Prospectus.

Previous issues of Equity Shares otherwise than for cash

Except as disclosed in "Capital Structure" on page 84, our Company has not issued any Equity Shares for consideration otherwise than for cash.

Commission and Brokerage paid on previous issues

Since this is the initial public issue of Equity Shares, 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 our Company's inception.

Capital issue during the preceding three years by listed Group Companies and Subsidiary of our Company

As on the date of this Prospectus, none of our Group Companies or Subsidiary have their equity shares listed on any stock exchange in India or overseas.

Performance vis-à-vis objects – Public/rights issue of our Company and/or listed Group Companies and/or the Subsidiary/and associates of our Company

Our Company has not undertaken any previous public or rights issue. None of our Group Companies or our Subsidiary have undertaken any public or rights issue of their equity shares in the last ten years preceding the date of this Prospectus.

Outstanding debentures, bonds or redeemable preference shares

There are no outstanding debentures, bonds or redeemable preference shares issued by our Company as of the date of filing this Prospectus.

Outstanding Preference Shares or other convertible instruments issued by our Company

Our Company does not have any outstanding preference shares or other instruments convertible or exchangeable into Equity Shares as on date of this Prospectus.

Partly Paid-up Shares

Our Company does not have any partly paid-up Equity Shares as on the date of this Prospectus.

Stock Market Data of Equity Shares

This being an initial public offer of our Company, the Equity Shares are not listed on any stock exchange.

Redressal of Investor Grievances

The Registrar Agreement provides for retention of records with the Registrar to the Issue for a period of at least three years from the last date of despatch of the letters of allotment, demat credit and refund orders to enable the investors to approach the Registrar to the Issue for redressal of their grievances.

All grievances may be addressed to the Registrar to the Issue with a copy to the relevant Designated Intermediary to whom the Bid cum Application Form was submitted. The Bidder should give full details such as name of the sole or first Bidder, Bid cum Application Form number, Bidder DP ID, Client ID, PAN, date of the submission of Bid cum Application Form, address of the Bidder, number of the Equity Shares applied for and the name and address of the Designated Intermediary where the Bid cum Application Form was submitted by the Bidder.

Further, the Bidder shall also enclose a copy of the Acknowledgment Slip duly received from the concerned Designated Intermediary in addition to the information mentioned hereinabove. Our Company estimates that the average time required by our Company or the Registrar to the Issue or the SCSB, for the redressal of routine investor grievances shall be 10 Working Days from the date of receipt of the complaint. In case of non-routine complaints and complaints where external agencies are involved, our Company will seek to redress these complaints as expeditiously as possible.

The Board of Directors of the Company has constituted a Stakeholders Relationship Committee for redressal of investor grievances. For details, see “Management – Committees of the Board – Stakeholders Relationship Committee” on page 211.

Our Company has also appointed Rishabh Kumar Jain, Company Secretary of our Company as the Compliance Officer for the Issue and he may be contacted in case any pre-Issue or post-Issue related problems. For details, see “General Information” on page 75.

Changes in Auditors

Except as stated below, there have been no changes in the auditors of our Company during the three years preceding the date of this Prospectus:

Name	Date of change	Nature of/reason for change
S R Batliboi & Associates LLP	August 7, 2014	Resignation as statutory auditor
S R B C & CO LLP	August 7, 2014	Appointment as statutory auditor

Capitalisation of Reserves or Profits

Our Company has not capitalised its reserves or profits at any time during the last five years, except as stated in “Capital Structure” on page 84.

Disposal of investor grievances by listed companies under the same management within the meaning of Section 370(1B) of the Companies Act, 1956

There are no listed companies under the same management within the meaning of Section 370(1B) of the Companies Act, 1956 and therefore there are no investor complaints pending against our companies.

Revaluation of Assets

Our Company has not re-valued its assets since its incorporation.

SECTION VII: ISSUE INFORMATION

TERMS OF THE ISSUE

The Equity Shares being issued and transferred pursuant to the Issue shall be subject to the provisions of the Companies Act, the SEBI ICDR Regulations, the SCRA read with the SCRR, the MoA and AoA, the terms of the Red Herring Prospectus, this Prospectus, the Abridged Prospectus, the Bid cum Application Form, the Revision Form, the CAN, the Allotment Advice and other terms and conditions as may be incorporated in the Allotment Advice and other documents/certificates that may be executed in respect of the Issue. The Equity Shares shall also be subject to applicable laws, including guidelines, rules, notifications and regulations relating to the issue of capital and listing and trading of securities issued from time to time by the SEBI, the Government, the Stock Exchanges, the RBI, the RoC and/or other authorities, as in force on the date of the Issue and to the extent applicable or such other conditions as may be prescribed by the SEBI, the RBI, the Government, the Stock Exchanges, the RoC and/or any other authorities while granting their approval for the Issue.

Offer for Sale

The Issue comprises an Offer for Sale by the Selling Shareholders. All expenses in relation to the Issue other than listing fees (which will be borne by our Company) shall be shared between our Company and the Selling Shareholders in accordance with applicable laws. Each Selling Shareholder shall reimburse our Company for all expenses incurred by our Company in relation to the Offer for Sale on behalf of such Selling Shareholder.

Ranking of the Equity Shares

The Equity Shares being issued and transferred pursuant to the Issue shall be subject to the provisions of the Companies Act, the MoA and AoA and shall rank *pari passu* in all respects with the existing Equity Shares including in respect of the right to receive dividend. The Allottees, upon Allotment of the Equity Shares under the Issue, will be entitled to dividend and other corporate benefits, if any, declared by our Company after the date of Allotment. For further details, see "Main Provisions of the Articles of Association" beginning on page 486.

Mode of Payment of Dividend

Our Company shall pay dividends, if declared, to the Shareholders in accordance with the provisions of Companies Act, the MoA and the AoA and provisions of the SEBI Listing Regulations, as applicable. For further details in relation to dividends, see "Dividend Policy" and "Main Provisions of the Articles of Association" beginning on pages 235 and 486, respectively.

Face Value and Issue Price

The face value of each Equity Share is ₹ 5 and the Issue Price at the lower end of the Price Band is ₹ 930 per Equity Share and at the higher end of the Price Band is ₹ 938 per Equity Share. The Anchor Investor Issue Price is ₹ 938 per Equity Share.

The Price Band, the Employee Reservation Portion the Employee Discount and the minimum Bid Lot for the Issue have been decided by our Company and the Selling Shareholders in consultation with the GCBRLMs and the BRLM and advertised in all editions of the English national newspaper Financial Express, all editions of the Hindi national newspaper Jansatta and the Indore edition of the Hindi newspaper, Raj Express (Hindi also being the regional language of Madhya Pradesh, where the Registered Office is located), each with wide circulation, at least five Working Days prior to the Bid/Issue Opening Date and have been made available to the Stock Exchanges for the purpose of uploading the same on their websites. The Price Band, along with the relevant financial ratios calculated at the Floor Price and at the Cap Price, has been pre-filled in the Bid cum Application Forms available on the websites of the Stock Exchanges.

The Issue will constitute 21.91 % of post-Issue paid-up Equity Share capital of our Company.

At any given point of time there shall be only one denomination of Equity Shares.

Employee Discount

Our Company and the Selling Shareholders have, in consultation with the GBRLMs and the BRLM, offered an Employee Discount of ₹ 90 per Equity Share to the Issue Price given to Eligible Employees Bidding in the Employee Reservation Portion, in terms of the SEBI ICDR Regulations.

Compliance with Disclosure and Accounting Norms

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

Rights of the Shareholders

Subject to applicable laws, rules, regulations and guidelines and the Articles of Association, our Shareholders shall have the following rights:

- Right to receive dividends, 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, in accordance with the provisions of the Companies Act;
- Right to receive offers for rights shares and be allotted bonus shares, if announced;
- Right to receive surplus on liquidation, subject to any statutory and preferential claim being satisfied;
- Right of free transferability, subject to applicable laws including any RBI rules and regulations; and
- Such other rights, as may be available to a shareholder of a listed public company under the Companies Act, the SEBI Listing Regulations and the Articles of Association of our Company.

For a detailed description of the main provisions of the Articles of Association of our Company relating to voting rights, dividend, forfeiture and lien, transfer, transmission and/or consolidation/splitting, see "Main Provisions of Articles of Association" on page 486.

Option to Receive Securities in Dematerialised Form and Market Lot and Trading Lot

Pursuant to Section 29 of the Companies Act, 2013, the Equity Shares shall be Allotted only in dematerialised form. As per the SEBI ICDR Regulations, the trading of the Equity Shares shall only be in dematerialised form. In this context, two agreements have been signed amongst our Company, the respective Depositories and the Registrar to the Issue:

- Agreement dated September 3, 2013 amongst NSDL, our Company and the Registrar to the Issue; and
- Agreement dated September 14, 2016 amongst CDSL, our Company and the Registrar to the Issue.

Since trading of the Equity Shares is in dematerialised form, the tradable lot is one Equity Share. Allotment in the Issue will be only in electronic form in multiples of one Equity Share subject to a minimum Allotment of 15 Equity Shares.

Joint Holders

Where two or more persons are registered as the holders of the Equity Shares, they shall be entitled to hold the same as joint tenants with benefits of survivorship.

Jurisdiction

Exclusive jurisdiction for the purpose of the Issue is with the competent courts/authorities in Mumbai.

Nomination facility to investors

In accordance with Section 72 of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014, the sole Bidder, or the first Bidder along with other joint Bidders, may nominate any one person in whom, in the event of the death of sole Bidder or in case of joint Bidders, death of all the Bidders, as the case may be, the Equity Shares Allotted, if any, shall vest. A person, being a nominee, entitled to the Equity Shares by reason of the death of the original holder(s), shall be entitled to the same advantages to which he or she would be entitled if he or she were the registered holder of the Equity Share(s). Where the nominee is a minor, the holder(s) may make a nomination to appoint, in the prescribed manner, any person to become entitled to equity share(s) in the event of his or her death during the minority. A nomination shall stand rescinded upon a sale/transfer/alienation of equity share(s) by the person nominating. A buyer will be entitled to make a fresh nomination in the manner prescribed. Fresh nomination can be made only on the prescribed form available on request at our Registered Office or to the Registrar And Transfer Agents of our Company.

Any person who becomes a nominee by virtue of the provisions of Section 72 of the Companies Act, 2013, shall upon the production of such evidence as may be required by the Board, elect either:

a) to register himself or herself as the holder of the Equity Shares; or

b) to make such transfer of the Equity Shares, as the deceased holder could have made.

Further, our 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 90 days, our Board may, thereafter, withhold payment of all dividends, bonuses or other moneys payable in respect of the Equity Shares, until the requirements of the notice have been complied with.

Since the Allotment of Equity Shares in the Issue will be made only in dematerialised mode, there is no need to make a separate nomination with our Company. Nominations registered with respective Depository Participant of the applicant would prevail. If the Bidders want to change the nomination, they are requested to inform their respective Depository Participant.

Withdrawal of the Issue

Our Company and the Selling Shareholders, in consultation with the GCBRLMs and the BRLM, reserve the right not to proceed with the Fresh Issue, and each Selling Shareholder reserves the right not to proceed with the Offer for Sale, in whole or in part thereof, to the extent of Equity Shares offered by such Selling Shareholder in the Offer for Sale, after the Bid/Issue Opening Date but before the Allotment. In the event that the Company and the Selling Shareholders in consultation with the GCBRLMs and the BRLM decide not to proceed with the Issue at all, our Company would issue a public notice in the newspapers in which the pre-Issue advertisements were published, within two days of the Bid/Issue Closing Date, or such other time as may be prescribed by the SEBI, providing reasons for not proceeding with the Issue. The Registrar to the Issue shall notify the SCSBs to unblock the bank accounts of the ASBA Bidders within one Working Day from the date of receipt of such notification. Our Company shall also inform the same to the Stock Exchanges.

Notwithstanding the foregoing, the Issue is also subject to obtaining (i) the final listing and trading approvals of the Stock Exchanges, which our Company shall apply for after Allotment, and (ii) the final RoC approval of this Prospectus after it is filed with the RoC. If our Company and the Selling Shareholders withdraw the Issue after the Bid/Issue Closing Date and thereafter determines that it will proceed with an issue/offer for sale of the Equity Shares, our Company shall file a fresh draft red herring prospectus with the SEBI.

Bid/Issue Programme

BID/ISSUE OPENED ON	September 22, 2017[(1)]
BID/ISSUE CLOSED ON	September 26, 2017

(1) The Anchor Investor Bid/Issue Period was September 21, 2017.

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

Event	Indicative Date
Bid/Issue Closing Date	September 26, 2017
Finalisation of Basis of Allotment with the Designated Stock Exchange	On or about September 29, 2017

Event	Indicative Date
Initiation of refunds (if any, for Anchor Investors)/unblocking of funds from ASBA Account	On or about October 3, 2017
Credit of Equity Shares to demat accounts of Allottees	On or about October 4, 2017
Commencement of trading of the Equity Shares on the Stock Exchanges	On or about October 5, 2017

The above timetable, other than the Bid/Issue Closing Date, is indicative and does not constitute any obligation on our Company, the Selling Shareholders, the GCBRLMs or the BRLM.

Whilst our Company shall ensure and the Selling Shareholders shall provide reasonable co-operation (with respect to the Equity Shares offered by such Selling Shareholder) that all steps for the completion of the necessary formalities for the listing and the commencement of trading of the Equity Shares on the Stock Exchanges are taken within six Working Days of the Bid/Issue Closing Date, the timetable may be extended due to various factors, such as any delay in receiving the final listing and trading approval from the Stock Exchanges. The commencement of trading of the Equity Shares will be entirely at the discretion of the Stock Exchanges and in accordance with the applicable laws.

Submission of Bids (other than Bids from Anchor Investors):

Bid/Issue Period (except the Bid/Issue Closing Date)	
Submission and Revision in Bids	Only between 10.00 A.M. and 5.00 P.M. (Indian Standard Time ("**IST**")
Bid/Issue Closing Date	
Submission and Revision in Bids	Only between 10.00 A.M. and 3.00 P.M. IST

On the Bid/Issue Closing Date, the Bids shall be uploaded until:

(i) 4.00 P.M. IST in case of Bids by QIBs and Non-Institutional Bidders, and

(ii) until 5.00 P.M. IST or such extended time as permitted by the Stock Exchanges, in case of Bids by Retail Individual Bidders and Eligible Employees.

It is clarified that Bids not uploaded on the electronic bidding system or in respect of which the full Bid Amount is not blocked by SCSBs would be rejected.

Any time mentioned in this Prospectus is in IST. Bidders are cautioned that, in the event a large number of Bids are received on the Bid/Issue Closing Date, as is typically experienced in public offerings, some Bids may not get uploaded due to lack of sufficient time. Such Bids that cannot be uploaded will not be considered for allocation under the Issue. Bids will be accepted only during Monday to Friday (excluding any public/bank holiday). None among our Company, the Selling Shareholders or any member of the Syndicate is liable for any failure in uploading the Bids, due to faults in any software/hardware system or otherwise.

Minimum Subscription

If our Company does not receive (i) the minimum subscription of 90% of the Fresh Issue; and (ii) for at least 10% of the post-Issue Equity Share capital of our Company in terms of Rule 19(2)(b) of the SCRR, including devolvement of Underwriters, if any, within 60 days from the Bid/Issue Closing Date, our Company shall forthwith refund the entire subscription amount received. If there is a delay beyond the prescribed time, our Company shall pay interest prescribed under the Companies Act, 2013, the SEBI ICDR Regulations and other applicable laws. In case of under-subscription in the Fresh Issue, Equity Shares offered pursuant to the Fresh Issue will be issued prior to the sale of Equity Shares in the Offer for Sale.

Further, our Company shall ensure that the number of Allottees to whom the Equity Shares shall not be less than 1,000.

Any expense incurred by our Company on behalf of the Selling Shareholders with regard to refunds, interest for delays, etc., for the Equity Shares being offered pursuant to the Issue will be reimbursed by the Selling Shareholders to our Company in proportion to the respective Equity Shares being offered for sale by the Selling Shareholders in the Issue, to the extent that the delay is solely attributable to any such Selling Shareholder.

Arrangement for Disposal of Odd Lots

There are no arrangements for disposal of odd lots.

Restrictions, if any, on Transfer and Transmission of Equity Shares

Except for lock-in of the pre-Issue capital of our Company, lock-in of the Promoters' minimum contribution and the Anchor Investor lock-in as provided in "Capital Structure" beginning on page 84 and except as provided in the Articles of Association, there are no restrictions on transfer of the Equity Shares. Further, there are no restrictions on transmission of any shares/debentures of our Company and on their consolidation or splitting, except as provided in the Articles of Association. For details, see "Main Provisions of the Articles of Association" beginning on page 486.

ISSUE STRUCTURE

Public Issue of up to 5,137,966 Equity Shares for cash at price of ₹ 938 (including a premium of ₹ 933 per Equity Share) aggregating up to ₹ 4,815.63 million consisting of a Fresh Issue of 2,132,196 Equity Shares aggregating up to ₹ 1,998.43 million by our Company and an Offer for Sale of up to 3,005,770 Equity Shares aggregating up to ₹ 2,817.20 million by the Selling Shareholders. The Issue includes a reservation of up to 42,000 Equity Shares aggregating to ₹ 35.62 million for the Employee Reservation Portion (subject to finalisation of the Basis of Allotment). The Issue and the Net Issue will constitute 21.91% and 21.73% respectively, of the post-Issue paid-up Equity Share capital of our Company.

The Issue will constitute 21.91% of post-Issue paid-up Equity Share capital of our Company. Our Company has undertaken a Pre-IPO Placement of 533,000 Equity Shares for cash consideration aggregating to ₹ 500 million. The size of the Fresh Issue as disclosed in the Draft Red Herring Prospectus being ₹ 2,500 million has been reduced accordingly.

The Issue is being made through the Book Building Process.

Particulars	QIBs[(1)]	Non Institutional Bidders	Retail Individual Bidders	Eligible Employees
Number of Equity Shares available for Allotment/allocation*[(2)]	2,547,982 Equity Shares	764,395 Equity Shares were available for allocation or Issue less allocation to QIB Bidders and Retail Individual Bidders	1,783,589 Equity Shares were available for allocation or Issue less allocation to QIB Bidders and Non Institutional Bidders	42,000 Equity Shares
Percentage of Issue Size available for Allotment/allocation	50% of the Net Issue was available for allocation to QIBs. However, up to 5% of the QIB Portion (excluding the Anchor Investor Portion) was available for allocation proportionately to Mutual Funds only. Mutual Funds participating in the Mutual Fund Portion were also eligible for allocation in the remaining balance QIB Portion. The unsubscribed portion in the Mutual Fund Portion would be available for allocation to other QIBs.	15% of the Net Issue	35% of the Net Issue	Approximately 0.82% of the Issue Size
Basis of Allotment/allocation if	Proportionate as follows (excluding	Proportionate	Proportionate, subject to	Proportionate[#]

Particulars	QIBs[(1)]	Non Institutional Bidders	Retail Individual Bidders	Eligible Employees
respective category is oversubscribed*	the Anchor Investor Portion): (a) 50,960 Equity Shares were available for allocation on a proportionate basis to Mutual Funds only; and (b) 2,547,982 Equity Shares were Allotted on a proportionate basis to all QIBs, including Mutual Funds receiving allocation as per (a) above		minimum Bid Lot. For details, see "Issue Procedure – Part B – Allotment Procedure and Basis of Allotment – Allotment to RIBs" on page 472	
Minimum Bid	Such number of Equity Shares that the Bid Amount exceeds ₹ 200,000 and in multiples of 15 Equity Shares thereafter	Such number of Equity Shares that the Bid Amount exceeds ₹ 200,000 and in multiples of 15 Equity Shares thereafter	15 Equity Shares and in multiples of 15 Equity Shares thereafter	15 Equity Shares net of Employee Discount and in multiples of 15 Equity Shares thereafter
Maximum Bid	Such number of Equity Shares not exceeding the size of the Net Issue, subject to applicable limits	Such number of Equity Shares not exceeding the size of the Net Issue, subject to applicable limits	Such number of Equity Shares so that the Bid Amount does not exceed ₹ 200,000	Such number of Equity Shares, in multiples of 15 Equity Shares, so that the Bid Amount does not exceed ₹ 500,000 on a net basis. However, Allotment to an Eligible Employee in the Employee Reservation Portion may exceed ₹200,000 (which will be less Employee Discount) only in the event of an under-subscription in the Employee Reservation Portion and such unsubscribed portion may be Allotted on a proportionate basis to Eligible Employees Bidding in the Employee Reservation Portion, for a value in excess

Particulars	QIBs[1]	Non Institutional Bidders	Retail Individual Bidders	Eligible Employees
				of ₹200,000, subject to the total Allotment to an Eligible Employee not exceeding ₹500,000 (which will be less Employee Discount)
Bid Lot	15 Equity Shares and in multiples of 15 Equity Shares thereafter			
Allotment Lot	15 Equity Shares and in multiples of one Equity Share thereafter			
Trading Lot	One Equity Share			
Who can apply[4]	Public financial institutions as specified in Section 2(72) of the Companies Act, 2013, scheduled commercial banks, mutual funds registered with SEBI, FPIs other than Category III Foreign Portfolio Investors, VCFs, AIFs, FVCIs registered with SEBI, multilateral and bilateral development financial institutions, state industrial development corporation, insurance company registered with IRDAI, provident fund (subject to applicable law) with minimum corpus of ₹ 250 million, pension fund with minimum corpus of ₹ 250 million, in accordance with applicable law, National Investment Fund set up by the Government, insurance funds set up and managed by army, navy or air force of the Union of India, insurance funds set up and managed by the Department of Posts, India and	Resident Indian individuals, Eligible NRIs, HUFs (in the name of Karta), companies, corporate bodies, scientific institutions, societies and trusts, Category III Foreign Portfolio Investors	Resident Indian individuals, Eligible NRIs and HUFs (in the name of Karta)	Eligible Employees

Particulars	QIBs[(1)]	Non Institutional Bidders	Retail Individual Bidders	Eligible Employees
	Systemically Important Non-Banking Financial Companies (as defined under Regulation 2(zla) of the SEBI ICDR Regulations)			
Terms of Payment	Full Bid Amount shall be blocked by the SCSBs in the bank account of the ASBA Bidder that is specified in the ASBA Form at the time of submission of the ASBA Form[(3)]			

* *Assuming full subscription in the Issue*

(1) *Our Company and the Selling Shareholders in consultation with the GCBRLMs and the BRLM have allocated up to 60% of the QIB Portion to Anchor Investors on a discretionary basis. One-third of the Anchor Investor Portion was reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the price at which allocation was made to other Anchor Investors. For details, see "Issue Procedure" beginning on page 439.*

(2) *Subject to valid Bids being received at or above the Issue Price. This Issue is made in accordance with the Rule 19(2)(b) of the SCRR and is being made through the Book Building Process, in compliance with Regulation 26(1) of SEBI ICDR Regulations.*

(3) *Bid Amount was payable by the Anchor Investors at the time of submission of the Anchor Investor Application Forms. For details of terms of payment applicable to Anchor Investors, see "Section 7: Allotment Procedure and Basis of Allotment" beginning on page 472. Employee Discount of ₹ 90 to the Issue Price was offered to Eligible Employees bidding in the Retail Portion and Employee Reservation Portion, respectively.*

(4) *In case of joint Bids, the Bid cum Application Form contained only the name of the First Bidder whose name appeared as the first holder of the beneficiary account held in joint names. The signature of only such First Bidder was required in the Bid cum Application Form and such First Bidder was deemed to have signed on behalf of the joint holders.*

[#]Eligible Employees Bidding in the Employee Reservation portion (if any) can Bid upto a Bid Amount of ₹ 500,000. However, a Bid by an Eligible Employee in the Employee Reservation Portion will be considered for allocation, in the first instance, for a Bid Amount of up to ₹ 200,000. In the event of under-subscription in the Employee Reservation Portion, the unsubscribed portion will be available for allocation and Allotment, proportionately to all Eligible Employees who have Bid in excess of ₹ 200,000, subject to the maximum value of Allotment made to such Eligible Employee not exceeding ₹ 500,000. Further, an Eligible Employee Bidding in the Employee Reservation Portion (if any) can also Bid under the Net Issue and such Bids will not be treated as multiple Bids.

Under-subscription, if any, in any category, except the QIB Portion, is allowed to be met with spill-over from the other categories at the discretion of our Company and the Selling Shareholders in consultation with the GCBRLMs and the BRLM and the Designated Stock Exchange.

Employee Discount

Our Company and the Selling Shareholders, in consultation with the GCBRLMs and the BRLM, have offered discount of ₹ 90 per Equity Share to the Issue Price to Eligible Employees Bidding in the Employee Reservation Portion. The Employee Discount was offered to the Eligible Employees bidding in the Employee Reservation Portion, at the time of making a Bid. Eligible Employees bidding in the Employee Reservation Portion bidding at a price within the Price Band could make payment at the Bid Amount (which was less Employee Discount) at the time of making a Bid. Eligible Employees bidding in the Employee Reservation Portion bidding at the Cut-Off Price had to ensure payment at the Cap Price, less Employee Discount, at the time of making a Bid. Eligible Employees bidding in the Employee Reservation Portion were required to ensure that the Bid Amount (which was less Employee Discount) did not exceed ₹ 500,000 on a net basis. However, Allotment to an Eligible Employee in the Employee Reservation Portion may exceed ₹ 200,000 (which will be less Employee Discount) on a net basis only in the event of an under-subscription in the Employee Reservation Portion and such unsubscribed portion may be Allotted on a proportionate basis to Eligible Employees Bidding in the Employee Reservation Portion, subject to the total Allotment to an Eligible Employee not exceeding ₹ 500,000 (which will be less Employee Discount). Refer to "Issue Procedure – Part B – Maximum and Minimum Bid Size" on page 459.

ISSUE PROCEDURE

*All Bidders should review the General Information Document for Investing in Public Issues prepared and issued in accordance with the circular (CIR/CFD/DIL/12/2013) dated October 23, 2013 notified by SEBI (the "General Information Document") included below under "**Part B – General Information Document**", and suitably modified from time to time, which highlights the key rules, processes and procedures applicable to public issues in general in accordance with the provisions of the Companies Act, the SCRA, the SCRR and the SEBI ICDR Regulations. The General Information Document has been updated to reflect the enactments and regulations, to the extent applicable to a public issue. The General Information Document is also available on the websites of the Stock Exchanges and the GCBRLMs and the BRLM. Please refer to the relevant provisions of the General Information Document which are applicable to the Issue.*

Our Company, the Selling Shareholders, the GCBRLMs and the BRLM do not accept any responsibility for the completeness and accuracy of the information stated in this section and are not liable for any amendment, modification or change in the applicable law which may occur after the date of the Red Herring Prospectus and this Prospectus. Bidders are advised to make their independent investigations and ensure that their Bids are submitted in accordance with applicable laws and do not exceed the investment limits or maximum number of the Equity Shares that can be held by them under applicable law or as specified in the Red Herring Prospectus and this Prospectus.

PART A

Book Building Procedure

The Issue was made through the Book Building Process wherein 50% of the Net Issue was allocated to QIBs on a proportionate basis, provided that our Company and the Selling Shareholders, in consultation with the GCBRLMs and the BRLM, allocated 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations of which one-third was reserved for domestic Mutual Funds, subject to valid Bids being received from them at or above the Anchor Investor Allocation Price. 5% of the QIB Portion (excluding the Anchor Investor Portion) was available for allocation on a proportionate basis to Mutual Funds only, and the remainder of the QIB Portion was available for allocation on a proportionate basis to all QIB Bidders (other than Anchor Investors), including Mutual Funds, subject to valid Bids being received at or above the Issue Price. Further, not less than 15% of the Net Issue was available for allocation on a proportionate basis to Non-Institutional Bidders and not less than 35% of the Net Issue was available for allocation to Retail Individual Bidders in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Issue Price.

42,000 Equity Shares aggregating to ₹ 35.62 million were made available for allocation on a proportionate basis to the Eligible Employees bidding in the Employee Reservation portion, subject to valid Bids being received at or above the Issue Price (net of Employee Discount). In the event of under-subscription in the Employee Reservation Portion (if any), the unsubscribed portion will be available for allocation and Allotment, proportionately to all Eligible Employees who have Bid in excess of ₹ 200,000, subject to the maximum value of Allotment made to such Eligible Employee not exceeding ₹ 500,000. The unsubscribed portion, if any, in the Employee Reservation Portion (after allocation over ₹ 200,000), shall be added to the Net Issue. In the event of under-subscription in the Net Issue, spill over to the extent of under-subscription shall be allowed from the Employee Reservation Portion. Subject to valid Bids being received at or above the Issue Price, under-subscription, if any, in the Non-Institutional Portion or the Retail Portion would be allowed to be met with spill-over from other categories or a combination of categories at the discretion of the our Company and the Selling Shareholders in consultation with the GCBRLMS, BRLM and the Designated Stock Exchange, on a proportionate basis, subject to applicable law. However, under-subscription, if any, in the QIB Portion will not be allowed to be met with spill-over from other categories or a combination of categories. In accordance with Rule 19(2)(b)(iii) of the SCRR, the Issue will constitute at least 10% of the post Issue paid-up Equity Share capital of our Company.

Under-subscription, if any, in any category, except in the QIB Portion, was allowed to be met with spill-over from any other category or combination of categories, at the discretion of our Company and the Selling Shareholders in consultation with the GCBRLMs and the BRLM and the Designated Stock Exchange.

The Equity Shares, on Allotment, shall be traded only in the dematerialised segment of the Stock Exchanges.

Investors should note that the Equity Shares will be Allotted to all successful Bidders only in dematerialised form. The Bid cum Application Forms, which do not have the details of the Bidders' depository account, including DP ID, Client ID and PAN, shall be treated as incomplete and will be rejected. Bidders will not have the option of being Allotted Equity Shares in physical form.

Bid cum Application Form

Copies of the ASBA Form and the abridged prospectus were made available with the Designated Intermediaries at the Bidding Centers and our Registered Office. An electronic copy of the ASBA Form was made available for download on the websites of NSE (www.nseindia.com) and the BSE (www.bseindia.com), at least one day prior to the Bid/Issue Opening Date.

All Bidders (other than Anchor Investors) shall mandatorily participate in the Issue only through the ASBA process.

ASBA Bidders must provide bank account details and authorisation to block funds in the relevant space provided in the ASBA Form and the ASBA Forms that do not contain such details will be rejected.

For Anchor Investor, the Anchor Investor Application Form was available at the offices of the GCBRLMs and the BRLM.

ASBA Bidders shall ensure that the Bids are made on ASBA Forms bearing the stamp of the relevant Designated Intermediary, submitted at the Bidding Centers only (except in case of electronic ASBA Forms) and the ASBA Forms not bearing such specified stamp are liable to be rejected.

The prescribed colour of the Bid cum Application Form for the various categories is as follows:

Category	**Colour of Bid cum Application Form***
Resident Indians and Eligible NRIs applying on a non-repatriation basis	White
Non-Residents including Eligible NRIs, their sub-accounts (other than sub-accounts which are foreign corporates or foreign individuals under the QIB Portion), FPIs or FVCIs registered multilateral and bilateral development financial institutions applying on a repatriation basis	Blue
Anchor Investors	White**
Eligible Employees bidding in the Employee Reservation Portion	Pink

* *Excluding electronic Bid cum Application Form*

** *Anchor Investor Application Forms shall be made available at the offices of the GCBRLMs and the BRLM.*

Designated Intermediaries (other than SCSBs) shall submit/deliver the ASBA Forms to the respective SCSB where the Bidder has a bank account and shall not submit it to any non-SCSB bank or any Escrow Collection Bank.

Participation by Promoters, Promoter Group, the GCBRLMs, the BRLM, the Syndicate Members and persons related to Promoters/Promoter Group/the GCBRLMs/the BRLM

The GCBRLMs, the BRLM and the Syndicate Members shall not be allowed to purchase Equity Shares in this Issue in any manner, except towards fulfilling their underwriting obligations. However, the associates and affiliates of the GCBRLMs, the BRLM and the Syndicate Members may Bid for Equity Shares in the Issue, either in the QIB Category or in the Non-Institutional Category as may be applicable to such Bidders, where the allocation is on a proportionate basis, and such subscription may be on their own account or on behalf of their clients. All categories of investors, including associates or affiliates of the GCBRLMs, the BRLM and Syndicate Members, shall be treated equally for the purpose of allocation to be made on a proportionate basis.

Neither the GCBRLMs and the BRLM, nor any persons related to the GCBRLMs or the BRLM (other than Mutual Funds sponsored by entities related to the GCBRLMs or the BRLM), or the Promoters and Promoter Group can apply in the Issue under the Anchor Investor Portion.

Bids by Mutual Funds

With respect to Bids by Mutual Funds, a certified copy of their SEBI registration certificate must be lodged along with the Bid cum Application Form. Failing this, our Company and the Selling Shareholders reserve the right to reject any Bid without assigning any reason thereof.

Bids made by asset management companies or custodians of Mutual Funds shall specifically state names of the concerned schemes for which such Bids are made.

In case of a Mutual Fund, a separate Bid can be made in respect of each scheme of the Mutual Fund registered with the SEBI and such Bids in respect of more than one scheme of the Mutual Fund will not be treated as multiple Bids provided that the Bids clearly indicate the scheme concerned for which such Bid has been made.

No Mutual Fund scheme shall invest more than 10% of its net asset value in equity shares or equity-related instruments of any single company, provided that the limit of 10% shall not be applicable for investments in case of index funds or sector or industry specific schemes. No Mutual Fund under all its schemes should own more than 10% of any company's paid-up share capital carrying voting rights.

Bids by Eligible NRIs

Eligible NRIs may obtain copies of Bid cum Application Form from the Designated Intermediaries. Eligible NRI Bidders Bidding on a repatriation basis by using the Non-Resident Forms should authorize their SCSB to block their Non-Resident External ("**NRE**") accounts, or Foreign Currency Non-Resident ("**FCNR**") Accounts, and eligible NRI Bidders Bidding on a non-repatriation basis by using Resident Forms should authorize their respective SCSBs to block their Non-Resident Ordinary ("**NRO**") accounts for the full Bid Amount, at the time of the submission of the Bid cum Application Form.

Eligible NRIs Bidding on non-repatriation basis are advised to use the Bid cum Application Form for residents (white in colour).

Eligible NRIs Bidding on a repatriation basis are advised to use the Bid cum Application Form meant for Non-Residents (blue in colour).

Bids by FPIs

In terms of the SEBI FPI Regulations, the issue of Equity Shares to a single FPI or an investor group (which means the same set of ultimate beneficial owner(s) investing through multiple entities) must be below 10% of our post-Issue Equity Share capital. Further, in terms of the FEMA Regulations, the total holding by each FPI shall be below 10% of the total paid-up Equity Share capital of our Company and the total holdings of all FPIs put together shall not exceed 24% of the paid-up Equity Share capital of our Company. The aggregate limit of 24% may be increased up to the sectoral cap by way of a resolution passed by the Board of Directors followed by a special resolution passed by the Shareholders of our Company and subject to prior intimation to RBI. In terms of the FEMA Regulations, for calculating the aggregate holding of FPIs in a company, holding of all registered FPIs shall be included.

The existing individual investment limit for an erstwhile FII (now FPI) or sub account in our Company is 10%, and the existing aggregate investment limit for an erstwhile FII (now FPI) or sub account in our Company has been increased to 100% of the total paid-up Equity Share capital of our Company pursuant to resolution dated September 24, 2016 passed by our Company in extra-ordinary general meeting.

FPIs are permitted to participate in the Issue subject to compliance with conditions and restrictions which may be specified by the Government from time to time.

Subject to compliance with all applicable Indian laws, rules, regulations, guidelines and approvals in terms of Regulation 22 of the SEBI FPI Regulations, an FPI, other than Category III Foreign Portfolio Investors and unregulated broad-based funds, which are classified as Category II Foreign Portfolio Investors by virtue of their investment manager being appropriately regulated, may issue, subscribe to or otherwise deal in offshore derivative instruments (as defined under the SEBI FPI Regulations as any instrument, by whatever name called, which is issued overseas by a FPI against securities held by it that are listed or proposed to be listed on any recognised stock exchange in India, as its underlying) directly or indirectly, only in the event (i) such offshore derivative instruments are issued only to persons who are regulated by an appropriate regulatory authority, and

(ii) such offshore derivative instruments are issued after compliance with 'know your client' norms. An FPI is also required to ensure that no further issue or transfer of any offshore derivative instrument is made by, or on behalf of, it to any persons that are not regulated by an appropriate foreign regulatory authority.

Bids by SEBI-registered VCFs, AIFs and FVCIs

The SEBI FVCI Regulations and the SEBI AIF Regulations prescribe, *inter-alia*, the investment restrictions on the VCFs, FVCIs and AIFs registered with the SEBI.

The holding by any individual VCF or FVCI registered with the SEBI in one venture capital undertaking should not exceed 25% of the corpus of such VCF or FVCI. Further, VCFs and FVCIs can invest only up to 33.33% of the investible funds by way of subscription to an initial public offering.

Category I and Category II AIFs cannot invest more than 25% of their respective corpus in one investee company. A Category III AIF cannot invest more than 10% of its corpus in one investee company. A VCF registered as a Category I AIF, as defined in the SEBI AIF Regulations, cannot invest more than 1/3rd of its corpus by way of subscription pursuant to an initial public offering of a venture capital undertaking. Additionally, the VCFs which have not re-registered as an AIF under the SEBI AIF Regulations shall continue to be regulated by the SEBI VCF Regulations until the existing fund or scheme managed by the fund is wound up. Further, the shareholding of VCFs, Category I and Category II AIFs and FVCIs holding equity shares of a company prior to an initial public offering being undertaken by such Company, shall be exempt from lock-in requirements, provided such equity shares have been held for a minimum of one year prior to the date of filing of the draft red herring prospectus.

All non-resident investors should note that refunds (in case of Anchor Investors), dividends and other distributions, if any, will be payable in Indian Rupees only and net of bank charges and commission.

Our Company, the Selling Shareholders and the GCBRLMs and the BRLM will not be responsible for loss, if any, incurred by the Bidder on account of conversion of foreign currency.

There is no reservation for Eligible NRI Bidders, AIFs, FPIs and FVCIs. All Bidders (except Eligible Employees Bidding in the Employee Reservation Portion (if any)) will be treated on the same basis with other categories for the purpose of allocation.

Bids by Limited Liability Partnerships

In case of Bids made by limited liability partnerships registered under the Limited Liability Partnership Act, 2008, as amended, a certified copy of certificate of registration issued under the Limited Liability Partnership Act, 2008, as amended, must be attached to the Bid cum Application Form of such limited liability partnership. Failing this, our Company and the Selling Shareholders reserve the right to reject any Bid without assigning any reason thereof.

Bids by Banking Companies

In case of Bids made by banking companies registered with the RBI, certified copies of (i) the certificate of registration issued by the RBI, and (ii) the approval of such banking company's investment committee are required to be attached to the Bid cum Application Form, failing which our Company and the Selling Shareholders reserves the right to reject any Bid without assigning any reason.

The investment limit for banking companies in non-financial services companies as per the Banking Regulation Act, 1949, as amended (the "**Banking Regulation Act**"), and the Reserve Bank of India (Financial Services provided by Banks) Directions, 2016, is 10% of the paid-up share capital of the investee company, not being its subsidiary engaged in non-financial services, or 10% of the bank's own paid-up share capital and reserves, whichever is lower. However, a banking company would be permitted to invest in excess of 10% but not exceeding 30% of the paid-up share capital of such investee company if (i) the investee company is engaged in non-financial activities permitted for banks in terms of Section 6(1) of the Banking Regulation Act, or (ii) the additional acquisition is through restructuring of debt/corporate debt restructuring/strategic debt restructuring, or to protect the bank's interest on loans/investments made to a company. The bank is required to submit a time-bound action plan for disposal of such shares within a specified period to the RBI. A banking company would require a prior approval of the RBI to make (i) investment in a subsidiary and a financial services company that is not a subsidiary (with certain exceptions prescribed), and (ii) investment in a non-financial services company in excess of 10% of such investee company's paid-up share capital as stated in 5(a)(v)(c)(i) of the Reserve Bank of India (Financial Services provided by Banks) Directions, 2016.

Bids by SCSBs

SCSBs participating in the Issue are required to comply with the terms of the circulars (No. CIR/CFD/DIL/12/2012 and CIR/CFD/DIL/1/2013) dated September 13, 2012 and January 2, 2013 issued by the SEBI. Such SCSBs are required to ensure that for making applications on their own account using ASBA, they should have a separate account in their own name with any other SEBI-registered SCSBs. Further, such account shall be used solely for the purpose of making application in public issues and clear demarcated funds should be available in such account for such applications.

Bids by Insurance Companies

In case of Bids made by insurance companies registered with the IRDAI, a certified copy of certificate of registration issued by IRDAI must be attached to the Bid cum Application Form. Failing this, our Company and the Selling Shareholders reserve the right to reject any Bid without assigning any reason thereof.

The exposure norms for insurers, prescribed under the Insurance Regulatory and Development Authority (Investment) Regulations, 2016, as amended (the "**IRDAI Investment Regulations**"), are broadly set forth below:

The maximum exposure limit, in the case of an investment in equity shares, cannot exceed the lower of (i) an amount of 10% of the investment assets of a life insurer or general insurer excluding fair value change of certain investment assets as prescribed under the IRDAI Investment Regulations, and (ii) the aggregate amount of investment in debt and investment in equity as calculated under (a), (b) and (c) below, as the case may be.

(i) *Limit for the investee company*: (i) 10%* of the outstanding equity shares (face value); or (ii) 10% of the such funds and reserves as specified under the IRDAI Investment Regulations, in case of a life insurer, or 10% of all assets in case of a general insurer or reinsurer or health insurer, as the case may be, whichever is lower;

(ii) *Limit for the entire group of the investee company*: Not more than (i) 15% of such funds and reserves as specified under the IRDAI Investment Regulations, in case of a life insurer, or (ii) 15% of all assets in case of a general insurer or reinsurer or health insurer, as the case may be; and

(iii) *Limit for the industry sector to which the investee company belongs*: Not more than (i) 15% of such funds and reserves as specified under the IRDAI Investment Regulations, in case of a life insurer, or (ii) 15% of all assets in case of a general insurer or reinsurer or health insurer, as the case may be.

* *The above limit of 10% shall stand substituted as 15% of outstanding equity shares (face value) for insurance companies with investment assets of ₹ 2,500,000 million or more and 12% of outstanding equity shares (face value) for insurers with investment assets of ₹ 500,000 million or more but less than ₹ 2,500,000 million.*

Insurance companies participating in this Issue shall comply with all applicable regulations, guidelines and circulars issued by IRDAI from time to time.

Bids by Provident Funds/Pension Funds

In case of Bids made by provident funds/pension funds with minimum corpus of ₹ 250 million, subject to applicable laws, a certified copy of a certificate from a chartered accountant certifying the corpus of the provident fund/pension fund must be attached to the Bid cum Application Form. Failing this, our Company and the Selling Shareholders reserve the right to reject any Bid, without assigning any reason thereof.

Bids under Power of Attorney

In case of Bids made pursuant to a power of attorney or by limited companies, corporate bodies, registered societies, FPIs, Mutual Funds, insurance companies, insurance funds set up by the army, navy or air force of the India, insurance funds set up by the Department of Posts, India or the National Investment Fund and provident funds with a minimum corpus of ₹ 250 million, pension funds with a minimum corpus of ₹ 250 million and Systemically Important Non-Banking Financial Companies, subject to applicable laws, 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 attached to the Bid cum Application Form. Failing this, our Company and the Selling Shareholders reserve the right to accept or reject any Bid in whole or in part, in either case, without assigning any reason thereof.

Our Company and the Selling Shareholders in consultation with the GCBRLMs and the BRLM in their absolute discretion, reserve the right to relax the above condition of simultaneous lodging of the power of attorney along with the Bid cum Application Form.

Bids by Eligible Employees under the Employee Reservation Portion

The Bid must be for a minimum of 15 Equity Shares and in multiples of 15 Equity Shares thereafter so as to ensure that the Bid Amount payable by the Eligible Employee does not exceed ₹ 500,000 on a net basis. However, Allotment to an Eligible Employee in the Employee Reservation Portion may exceed ₹ 200,000 (which will be less Employee Discount) only in the event of an under-subscription in the Employee Reservation Portion and such unsubscribed portion may be Allotted on a proportionate basis to Eligible Employees Bidding in the Employee Reservation Portion, for a value in excess of ₹ 200,000, subject to the total Allotment to an Eligible Employee not exceeding ₹ 500,000 (which will be less Employee Discount). The Allotment in the Employee Reservation Portion will be on a proportionate basis. Eligible Employees under the Employee Reservation Portion may Bid at Cut-off Price.

Bids under Employee Reservation Portion by Eligible Employees shall be:

(a) Made only in the prescribed Bid cum Application Form or Revision Form (*i.e.* pink colour form).

(b) The Bid must be for a minimum of 15 Equity Shares and in multiples of 15 Equity Shares thereafter so as to ensure that the Bid Amount payable by the Eligible Employee does not exceed ₹ 500,000. The maximum Bid in this category by an Eligible Employee cannot exceed ₹ 500,000 on a net basis. However, Allotment to an Eligible Employee in the Employee Reservation Portion may exceed ₹ 200,000 (which will be less Employee Discount) only in the event of an under-subscription in the Employee Reservation Portion and such unsubscribed portion may be Allotted on a proportionate basis to Eligible Employees Bidding in the Employee Reservation Portion, for a value in excess of ₹ 200,000, subject to the total Allotment to an Eligible Employee not exceeding ₹ 500,000 (which will be less Employee Discount).

(c) Eligible Employees should mention their employee number at the relevant place in the Bid cum Application Form.

(d) The Bidder should be an Eligible Employee as defined above. In case of joint bids, the first Bidder shall be an Eligible Employee.

(e) Only Eligible Employees would be eligible to apply in this Issue under the Employee Reservation Portion.

(f) Bids by Eligible Employees will have to Bid like any other Bidder. Only those Bids, which are received at or above the Issue Price, would be considered for Allotment under this category.

(g) Eligible Employees can apply at Cut-off Price. The Bid must be for a minimum of 15 Equity Shares and in multiples of 15 Equity Shares thereafter subject to a maximum Bid Amount of ₹ 500,000 on a net basis. However, Allotment to an Eligible Employee in the Employee Reservation Portion may exceed ₹ 200,000 (which will be less Employee Discount) only in the event of an under-subscription in the Employee Reservation Portion and such unsubscribed portion may be Allotted on a proportionate basis to Eligible Employees Bidding in the Employee Reservation Portion, for a value in excess of ₹ 200,000, subject to the total Allotment to an Eligible Employee not exceeding ₹ 500,000 (which will be less Employee Discount).

(h) Bid by Eligible Employees can be made also in the "Net Issue to the Public" and such Bids shall not be treated as multiple Bids.

(i) If the aggregate demand in this category is less than or equal to 42,000 Equity Shares at or above the Issue Price, full allocation shall be made to the Eligible Employees to the extent of their demand.

(j) Under-subscription, if any, in the Employee Reservation Portion will be added back to the Net Issue. In case of under-subscription in the Net Issue, spill over to the extent of under subscription shall be permitted from the Employee Reservation Portion.

(k) If the aggregate demand in this category is greater than 42,000 Equity Shares at or above the Issue Price, the allocation shall be made on a proportionate basis. For the method of proportionate basis of allocation, see "Issue Procedure – Allotment Procedure and Basis of Allotment" on page 472.

The above information is given for the benefit of the Bidders. Our Company, the Selling Shareholders, the GCBRLMs and the BRLM are not liable for any amendments or modification or changes to applicable laws or regulations, which may occur after the date of the Red Herring Prospectus. Bidders are advised to make their independent investigations and ensure that any Bid from them does not exceed the applicable investment limits or maximum number of the Equity Shares that can be held by them under applicable law or regulations, or as specified in the Red Herring Prospectus.

General Instructions

***Do's*:**

1. Check if you are eligible to apply as per the terms of the Red Herring Prospectus and under applicable law, rules, regulations, guidelines and approvals;

2. Ensure that you have Bid within the Price Band;

3. Read all the instructions carefully and complete the Bid cum Application Form, in the prescribed form;

4. Ensure that your Bid cum Application Form bearing the stamp of a Designated Intermediary is submitted to the relevant Designated Intermediary at the concerned Bidding Center within the prescribed time;

5. Ensure that you have funds equal to the Bid Amount in the ASBA Account maintained with the SCSB, before submitting the ASBA Form to any of the Designated Intermediaries. If the first applicant is not the ASBA Account holder, ensure that the Bid cum Application Form is also signed by the ASBA Account holder;

6. Ensure that the signature of the First Bidder, in case of joint Bids, is included in the Bid cum Application Form;

7. In case of joint Bids, the Bid cum Application Form should contain the name of only the First Bidder, whose name should also appear as the first holder of the beneficiary account held in joint names;

8. Ensure that you request for and receive a stamped acknowledgement of the Bid cum Application Form for all your Bid options from the concerned Designated Intermediary;

9. Ensure that you submit the revised Bids to the same Designated Intermediary, through whom the original Bid was placed and obtain a revised acknowledgement;

10. Except for Bids (i) on behalf of the Central or State Governments and the officials appointed by the courts, who, in terms of the circular dated June 30, 2008 issued by the SEBI, may be exempt from specifying their PAN for transacting in the securities market, and (ii) Bids by persons resident in the state of Sikkim, who, in terms of the circular dated July 20, 2006 issued by the SEBI, may be exempted from specifying their PAN for transacting in the securities market, all Bidders should mention their PAN allotted under the IT Act. The exemption for the Central or the State Government and officials appointed by the courts and for investors residing in the State of Sikkim is subject to (a) the Demographic Details received from the respective depositories confirming the exemption granted to the beneficiary owner by a suitable description in the PAN field and the beneficiary account remaining in "active status"; and (b) in the case of residents of Sikkim, the address as per the Demographic Details evidencing the same. All other applications in which PAN is not mentioned will be rejected;

11. Ensure that the Demographic Details are updated, true and correct in all respects;

12. Ensure that thumb impressions and signatures other than in the languages specified in the Eighth Schedule to the Constitution of India are attested by a Magistrate or a Notary Public or a Special Executive Magistrate under official seal;

13. Ensure that the category and the investor status is indicated;

14. Ensure that in case of Bids under power of attorney, including Bids by limited companies, corporates, trusts, and so on, all relevant documents are submitted;

15. Ensure that Bids submitted by any person outside India are in compliance with applicable foreign and Indian laws;

16. Ensure that the depository account is active, the correct DP ID, Client ID and PAN details are mentioned in the Bid cum Application Form and that the name of the Bidder, DP ID, Client ID and the PAN entered into the online IPO system of the Stock Exchanges by the relevant Designated Intermediary, as applicable, matches with the name, DP ID, Client ID and PAN available in the Depository's database;

17. Ensure that you have correctly signed the authorisation/undertaking box in the Bid cum Application Form, or have otherwise provided an authorisation to the concerned SCSB via electronic mode, for blocking funds in the ASBA Account equivalent to the Bid Amount mentioned in the Bid cum Application Form, as the case may be, at the time of submission of the Bid; and

18. Ensure that you have mentioned the correct ASBA Account number in the Bid cum Application Form.

The Bid cum Application Form is liable to be rejected if the above instructions, as applicable, are not complied with.

Don'ts:

1. Do not Bid for lower than the minimum Bid size;

2. Do not Bid/revise Bid Amount to less than the Floor Price or higher than the Cap Price;

3. Do not withdraw your Bid or lower the size of your Bid (in terms of number of Equity Shares or Bid amount), if you are a QIB or a Non-Institutional Bidder;

4. Do not Bid for a Bid Amount exceeding ₹ 200,000 (for Bids by Retail Individual Bidders);

5. Do not pay the Bid Amount by cheque, demand draft, cash, money order, postal order or stockinvest;

6. Do not send Bid cum Application Forms by post, and instead, submit the same only to the relevant Designated Intermediary;

7. Do not Bid at Cut-off Price (for Bids by QIBs and Non-Institutional Bidders);

8. Do not instruct your respective banks to release the funds blocked in the ASBA Account under the ASBA process;

9. Do not fill up the Bid cum Application Form such that the Equity Shares Bid for exceeds the Issue size and/or investment limit or maximum number of the Equity Shares that can be held under applicable laws or regulations or maximum amount permissible under applicable laws or regulations, or under the terms of the Red Herring Prospectus;

10. Do not submit the Bid for an amount more than funds available in your ASBA Account;

11. Do not submit Bids on plain paper or on incomplete or illegible Bid cum Application Forms or on Bid cum Application Forms in a colour prescribed for another category of Bidder;

12. Do not submit a Bid in case you are not eligible to acquire Equity Shares under applicable laws or under your respective constitutional documents or otherwise;

13. Do not deliver Bid cum Application Forms after the time prescribed in the Red Herring Prospectus and the Bid cum Application Forms;

14. Do not Bid if you are not competent to contract under the Indian Contract Act, 1872, as amended (other than in the case of minors having valid depository accounts as per Demographic Details provided by the depository); and

15. Do not submit more than five Bid cum Application Forms per ASBA Account.

The Bid cum Application Form is liable to be rejected if the above instructions, as applicable, are not complied with.

Payment into Anchor Investor Escrow Account

Our Company and the Selling Shareholders in consultation with the GCBRLMs and the BRLM will decide the list of Anchor Investors to whom the CAN will be sent, pursuant to which, the details of the Equity Shares allocated to them in their respective names will be notified to such Anchor Investors. For Anchor Investors, the payment instruments for payment into the Anchor Investor Escrow Account should be drawn in favour of:

(a) In case of resident Anchor Investors: "PSL - Escrow Account - Anchor Investor - R"

(b) In case of Non-Resident Anchor Investors: "PSL - Escrow Account - Anchor Investor - NR"

Pre-Issue Advertisement

Subject to Section 30 of the Companies Act, 2013, our Company after registering the Red Herring Prospectus with the RoC, published a pre-Issue advertisement, subject to the provisions of Section 30 of the Companies Act, 2013, in the form prescribed under Part A of Schedule XIII of the SEBI ICDR Regulations, in all editions of the English national newspaper Financial Express, all editions of the Hindi national newspaper Jansatta, and the Indore edition of the Hindi newspaper, Raj Express (Hindi also being the regional language of Madhya Pradesh, where the Registered Office is located), each with wide circulation.

The above information is given for the benefit of the Bidders/applicants. Our Company, the Selling Shareholders, the GCBRLMs and the BRLM are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of the Red Herring Prospectus. Bidders/applicants are advised to make their independent investigations and ensure that the number of Equity Shares Bid for do not exceed the prescribed limits under applicable laws or regulations.

Signing of the Underwriting Agreement and Filing with the RoC

(a) Our Company, the Selling Shareholders and the Syndicate entered into an Underwriting Agreement dated September 27, 2017.

(b) After signing the Underwriting Agreement, an updated Red Herring Prospectus is being filed with the RoC in accordance with applicable law, which is termed as the Prospectus. This Prospectus contains details of the Issue Price, the Anchor Investor Issue Price, the Issue size, and underwriting arrangements and is complete in all material respects.

Impersonation

Attention of the applicants is specifically drawn to the provisions of sub-section (1) of Section 38 of the Companies Act, 2013, which is reproduced below:

"*Any person who:*

(a) makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or

(b) makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or

(c) otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name, shall be liable for action under Section 447."

The liability prescribed under Section 447 of the Companies Act, 2013 includes imprisonment for a term which shall not be less than six months extending up to 10 years (provided that where the fraud involves public interest, such term shall not be less than three years) and fine of an amount not less than the amount involved in the fraud, extending up to three times of such amount.

Undertakings by our Company

Our Company undertakes the following:

- the complaints received in respect of the Issue shall be attended to by our Company expeditiously and satisfactorily;

- all steps for completion of the necessary formalities for listing and commencement of trading at all the Stock Exchanges where the Equity Shares are proposed to be listed are taken within six Working Days of the Bid/Issue Closing Date will be taken;

- if our Company and/or the Selling Shareholders do not proceed with the Issue after the Bid/Issue Closing Date, the reason thereof shall be given as a public notice within two days of the Bid/Issue Closing Date. The public notice shall be issued in the same newspapers where the pre-Issue advertisements were published. The Stock Exchanges shall also be informed promptly;

- the funds required for making refunds (to the extent applicable) as per the mode(s) disclosed shall be made available to the Registrar to the Issue by our Company;

- if Allotment is not made within the prescribed timelines under applicable laws, the entire subscription amount received will be refunded/unblocked within the time prescribed under applicable laws. If there is a delay beyond such prescribed time, our Company shall pay interest prescribed under the Companies Act, 2013, the SEBI ICDR Regulations and other applicable laws for the delayed period;

- where refunds (to the extent applicable) are made through electronic transfer of funds, a suitable communication shall be sent to the applicant within six days from the Bid/Issue Closing Date, giving details of the bank where refunds shall be credited along with amount and expected date of electronic credit of refund;

- intimation of the credit of the Equity Shares/intimation of refunds to Eligible NRIs shall be despatched within specified time;

- no further issue of the Equity Shares shall be made until the Equity Shares offered through the Red Herring Prospectus are listed or until the Bid monies are refunded/unblocked in the relevant ASBA Accounts on account of non-listing, undersubscription,etc.;

- adequate arrangements shall be made to collect all Bid cum Application Forms from Bidders and Anchor Investor Application Forms from Anchor Investors; and

- That the Company shall not have recourse to the Net Proceeds until the final approval for listing and trading of the Equity Shares from all the Stock Exchanges.

Undertakings by the Selling Shareholders

Each Selling Shareholder severally undertakes and/or confirms the following:

- it is the legal and beneficial holder and has valid and full title to the Equity Shares being offered by it under the Offer for Sale;

- the Equity Shares being offered by it in the Issue are fully paid and are in dematerialized form;

- the Equity Shares being offered by it under the Offer for Sale are eligible to be offered for sale pursuant to the Issue as per the provisions of Regulation 26(6) of the SEBI ICDR Regulations;

- not to sell, transfer, dispose of in any manner or create any lien, charge or encumbrance on the Equity Shares being offered and sold pursuant to the Issue and hereby also undertakes to take such steps as may be required to ensure that the Equity Shares are available for the Offer for Sale;

- it shall not have recourse to the proceeds from the Offer for Sale until receipt by the Company of the final listing and trading approvals from all the Stock Exchanges in accordance with applicable laws;

- in relation to itself as a Selling Shareholder, and the Equity Shares being offered by it under the Offer for Sale, it shall comply with all applicable laws and regulations, including without limitation, the SEBI Act, the SCRA read with the SCRR, the Companies Act, the SEBI ICDR Regulations, the SEBI

Listing Regulations, the agreements entered into with the Stock Exchanges, and all applicable guidelines, instructions, rules, communications, circulars and regulations issued by the Government of India, the RoC, the SEBI, the RBI, the Stock Exchanges or by any other governmental or statutory authority; and

- it will provide assistance to the Company, as may be reasonably required and necessary in accordance with applicable laws, for the completion of the necessary formalities in relation to the Equity Shares being offered by it under the Offer for Sale.

Utilisation of Issue Proceeds

The Board of Directors certify that:

- all monies received out of the Fresh 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;

- details of all monies utilised out of the proceeds from the Fresh Issue shall be disclosed, and continue to be disclosed till all the time any part of the proceeds from the Fresh Issue remains unutilised, under an appropriate head in the balance sheet of our Company indicating the purpose for which such monies have been utilised, or the form in which such unutilised monies have been invested; and

- continue to be disclosed till the time any part of the proceeds from the Fresh Issue remains unutilised, under an appropriate head in the balance sheet of our Company indicating the purpose for which such monies have been utilised, or the form in which such unutilised monies have been invested.

PART B

General Information Document for Investing in Public Issues

This General Information Document highlights the key rules, processes and procedures applicable to public issues in accordance with the provisions of the Companies Act, the SCRA read with the SCRR and the SEBI ICDR Regulations. Bidders/Applicants should not construe the contents of this General Information Document as legal advice and should consult their own legal counsel and other advisors in relation to the legal matters concerning the Issue. For taking an investment decision, the Bidders/Applicants should rely on their own examination of the Issuer and the Issue, and should carefully read the Red Herring Prospectus/Prospectus before investing in the Issue.

SECTION 1: PURPOSE OF THE GENERAL INFORMATION DOCUMENT (GID)

This document is applicable to the public issues undertaken through the Book-Building Process as well as to the Fixed Price Issues. The purpose of the "General Information Document for Investing in Public Issues" is to provide general guidance to potential Bidders/Applicants in IPOs and FPOs, on the processes and procedures governing IPOs and FPOs, undertaken in accordance with the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 ("**SEBI ICDR Regulations, 2009**").

Bidders/Applicants should note that investment in equity and equity related securities involves risk and Bidder/Applicant should not invest any funds in the Issue unless they can afford to take the risk of losing their investment. The specific terms relating to securities and/or for subscribing to securities in an Issue and the relevant information about the Issuer undertaking the Issue are set out in the Red Herring Prospectus ("**RHP**")/Prospectus filed by the Issuer with the Registrar of Companies ("**RoC**"). Bidders/Applicants should carefully read the entire RHP/Prospectus and the Bid cum Application Form/Application Form and the Abridged Prospectus of the Issuer in which they are proposing to invest through the Issue. In case of any difference in interpretation or conflict and/or overlap between the disclosure included in this document and the RHP/Prospectus, the disclosures in the RHP/Prospectus shall prevail. The RHP/Prospectus of the Issuer is available on the websites of stock exchanges, on the website(s) of the BRLM(s) to the Issue and on the website of Securities and Exchange Board of India ("**SEBI**") at www.sebi.gov.in.

For the definitions of capitalized terms and abbreviations used herein Bidders/Applicants may see "*Glossary and Abbreviations*".

SECTION 2: BRIEF INTRODUCTION TO IPOs/FPOs

2.1 Initial public offer (IPO)

An IPO means an offer of specified securities by an unlisted Issuer to the public for subscription and may include an Offer for Sale of specified securities to the public by any existing holder of such securities in an unlisted Issuer.

For undertaking an IPO, an Issuer is *inter-alia* required to comply with the eligibility requirements of in terms of either Regulation 26(1) or Regulation 26(2) of the SEBI ICDR Regulations, 2009. For details of compliance with the eligibility requirements by the Issuer, Bidders/Applicants may refer to the RHP/Prospectus.

2.2 Further public offer (FPO)

An FPO means an offer of specified securities by a listed Issuer to the public for subscription and may include Offer for Sale of specified securities to the public by any existing holder of such securities in a listed Issuer.

For undertaking an FPO, the Issuer is *inter-alia* required to comply with the eligibility requirements in terms of Regulation 26/Regulation 27 of the SEBI ICDR Regulations, 2009. For details of compliance with the eligibility requirements by the Issuer, Bidders/Applicants may refer to the RHP/Prospectus.

2.3 Other Eligibility Requirements:

In addition to the eligibility requirements specified in paragraphs 2.1 and 2.2, an Issuer proposing to undertake an IPO or an FPO is required to comply with various other requirements as specified in the

SEBI ICDR Regulations, 2009, the Companies Act, 2013, the Companies Act, 1956 (to the extent applicable), the Securities Contracts (Regulation) Rules, 1957 (the "SCRR"), industry-specific regulations, if any, and other applicable laws for the time being in force.

For details in relation to the above Bidders/Applicants may refer to the RHP/Prospectus.

2.4 Types of Public Issues – Fixed Price Issues and Book Built Issues

In accordance with the provisions of the SEBI ICDR Regulations, 2009, an Issuer can either determine the Issue Price through the Book Building Process ("**Book Built Issue**") or undertake a Fixed Price Issue ("**Fixed Price Issue**"). An Issuer may mention Floor Price or Price Band in the RHP (in case of a Book Built Issue) and a Price or Price Band in the Draft Prospectus (in case of a fixed price Issue) and determine the price at a later date before registering the Prospectus with the Registrar of Companies.

The cap on the Price Band should be less than or equal to 120% of the Floor Price. The Issuer shall announce the Price or the Floor Price or the Price Band through advertisement in all newspapers in which the pre-issue advertisement was given at least five Working Days before the Bid/Issue Opening Date, in case of an IPO and at least one Working Day before the Bid/Issue Opening Date, in case of an FPO.

The Floor Price or the Issue Price cannot be lesser than the face value of the securities.

Bidders/Applicants should refer to the RHP/Prospectus or Issue advertisements to check whether the Issue is a Book Built Issue or a Fixed Price Issue.

2.5 ISSUE PERIOD

The Issue may be kept open for a minimum of three Working Days (for all category of Bidders/Applicants) and not more than ten Working Days. Bidders/Applicants are advised to refer to the Bid cum Application Form and Abridged Prospectus or RHP/Prospectus for details of the Bid/Issue Period. Details of Bid/Issue Period are also available on the website of the Stock Exchange(s).

In case of a Book Built Issue, the Issuer may close the Bid/Issue Period for QIBs one Working Day prior to the Bid/Issue Closing Date if disclosures to that effect are made in the RHP. In case of revision of the Floor Price or Price Band in Book Built Issues the Bid/Issue Period may be extended by at least three Working Days, subject to the total Bid/Issue Period not exceeding 10 Working Days. For details of any revision of the Floor Price or Price Band, Bidders/Applicants may check the announcements made by the Issuer on the websites of the Stock Exchanges, and the advertisement in the newspaper(s) issued in this regard.

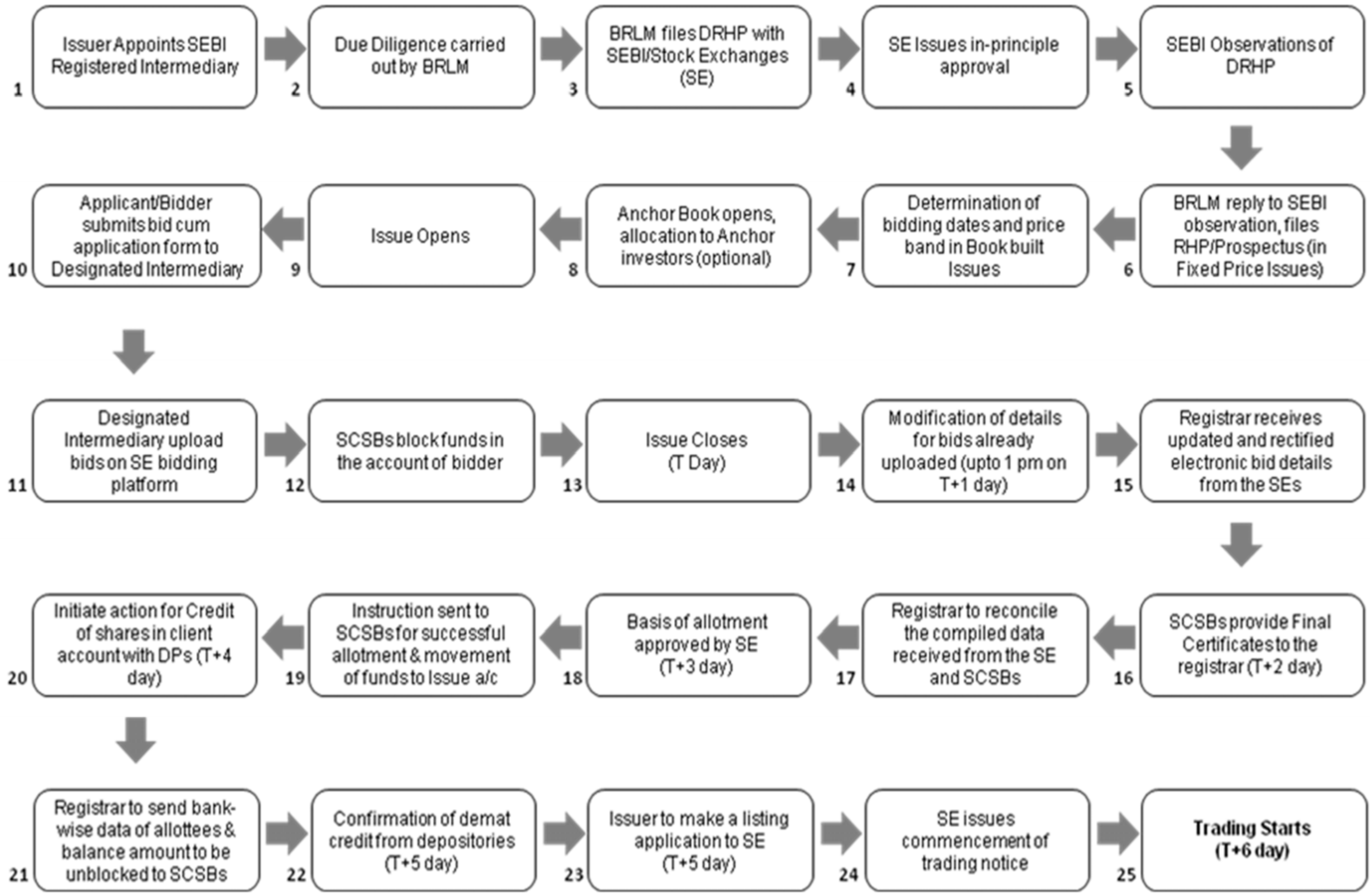
2.6 FLOWCHART OF TIMELINES

A flow chart of process flow in Fixed Price and Book Built Issues is as follows. Bidders/Applicants may note that this is not applicable for Fast Track FPOs:

- In case of Issue other than Book Built Issue (Fixed Price Issue) the process at the following of the below mentioned steps shall be read as:

    i. Step 7: Determination of Issue Date and Price

    ii. Step 10: Applicant submits ASBA Form with any of the Designated Intermediaries.


1 Issuer Appoints SEBI Registered Intermediary
2 Due Diligence carried out by BRLM
3 BRLM files DRHP with SEBI/Stock Exchanges (SE)
4 SE Issues in-principle approval
5 SEBI Observations of DRHP
6 BRLM reply to SEBI observation, files RHP/Prospectus (in Fixed Price Issues)
7 Determination of bidding dates and price band in Book built Issues
8 Anchor Book opens, allocation to Anchor investors (optional)
9 Issue Opens
10 Applicant/Bidder submits bid cum application form to Designated Intermediary
11 Designated Intermediary upload bids on SE bidding platform
12 SCSBs block funds in the account of bidder
13 Issue Closes (T Day)
14 Modification of details for bids already uploaded (upto 1 pm on T+1 day)
15 Registrar receives updated and rectified electronic bid details from the SEs
16 SCSBs provide Final Certificates to the registrar (T+2 day)
17 Registrar to reconcile the compiled data received from the SE and SCSBs
18 Basis of allotment approved by SE (T+3 day)
19 Instruction sent to SCSBs for successful allotment & movement of funds to Issue a/c
20 Initiate action for Credit of shares in client account with DPs (T+4 day)
21 Registrar to send bank-wise data of allottees & balance amount to be unblocked to SCSBs
22 Confirmation of demat credit from depositories (T+5 day)
23 Issuer to make a listing application to SE (T+5 day)
24 SE issues commencement of trading notice
25 Trading Starts (T+6 day)

SECTION 3: CATEGORY OF INVESTORS ELIGIBLE TO PARTICIPATE IN AN ISSUE

Each Bidder/Applicant should check whether it is eligible to apply under applicable law. Furthermore, certain categories of Bidders/Applicants, such as NRIs, FPIs and FVCIs may not be allowed to Bid/Apply in the Issue or to hold Equity Shares, in excess of certain limits specified under applicable law. Bidders/Applicants are requested to refer to the RHP/Prospectus for more details.

Subject to the above, an illustrative list of Bidders/Applicants is as follows:

- Indian nationals resident in India who are competent to contract under the Indian Contract Act, 1872, in single or joint names (not more than three);
- Bids/Applications belonging to an account for the benefit of a minor (under guardianship);
- Hindu Undivided Families or HUFs, in the individual name of the *Karta*. The Bidder/Applicant should specify that the Bid is being made in the name of the HUF in the Bid cum Application Form/Application Form as follows: "Name of sole or first Bidder/Applicant: XYZ Hindu Undivided Family applying through XYZ, where XYZ is the name of the *Karta*". Bids/Applications by HUFs may be considered at par with Bids/Applications from individuals;
- Companies, corporate bodies and societies registered under applicable law in India and authorised to invest in equity shares;
- Scientific and/or industrial research organisations authorised in India to invest in the Equity Shares;
- QIBs;
- NRIs on a repatriation basis or on a non-repatriation basis, subject to applicable law;
- Indian Financial Institutions, regional rural banks, co-operative banks (subject to RBI regulations and the SEBI ICDR Regulations, 2009 and other laws, as applicable);
- FPIs other than Category III foreign portfolio investors, Bidding under the QIBs category;
- FPIs which are Category III foreign portfolio investors**, Bi**dding under the NIBs category;
- Scientific and/or industrial research organisations authorised in India to invest in the Equity Shares;
- Trusts/societies registered under the Societies Registration Act, 1860, or under any other law relating to trusts/societies and who are authorised under their respective constitutions to hold and invest in equity shares;
- Limited liability partnerships registered under the Limited Liability Partnership Act, 2008;
- Any other person eligible to Bid/Apply in the Issue, under the laws, rules, regulations, guidelines and policies applicable to them and under Indian laws; and
- As per the existing regulations, OCBs are not allowed to participate in an Issue.

SECTION 4: APPLYING IN THE ISSUE

Book Built Issue: Bidders should only use the specified ASBA Form (or in case of Anchor Investors, the Anchor Investor Application Form) bearing the stamp of a Designated Intermediary, as available or downloaded from the websites of the Stock Exchanges. Bid cum Application Forms are available with the book running lead managers, the Designated Intermediaries at the Bidding Centers and at the registered office of the Issuer. Electronic Bid cum Application Forms will be available on the websites of the Stock Exchanges at least one day prior to the Bid/Issue Opening Date. For further details, regarding availability of Bid cum Application Forms, Bidders may refer to the RHP/Prospectus.

Fixed Price Issue: Applicants should only use the specified Bid cum Application Form bearing the stamp of the relevant Designated Intermediaries, as available or downloaded from the websites of the Stock Exchanges. Application Forms are available with the Designated Branches of the SCSBs and at the Registered Office and

Corporate Office of the Issuer. For further details, regarding availability of Application Forms, Applicants may refer to this Prospectus.

Bidders/Applicants should ensure that they apply in the appropriate category. The prescribed colour of the Bid cum Application Form for various categories of Bidders/Applicants is as follows:

Category	Colour of the Bid cum Application Form
Resident Indian, Eligible NRIs applying on a non repatriation basis	White
NRIs, FVCIs, their sub-accounts (other than sub-accounts which are foreign corporate(s) or foreign individuals Bidding under the QIB), FPIs, on a repatriation basis	Blue
Anchor Investors (where applicable) & Bidders Bidding/applying in the reserved category	As specified by the Issuer

Securities issued in an IPO can only be in dematerialised form in compliance with Section 29 of the Companies Act, 2013. Bidders/Applicants will not have the option of getting the Allotment of specified securities in physical form. However, they may get the specified securities rematerialised subsequent to Allotment.

4.1 INSTRUCTIONS FOR FILLING THE BID CUM APPLICATION FORM/APPLICATION FORM

Bidders/Applicants may note that forms not filled completely or correctly as per instructions provided in this GID, the RHP and the Bid cum Application Form/Application Form are liable to be rejected.

Instructions to fill each field of the Bid cum Application Form can be found on the reverse side of the Bid cum Application Form. Specific instructions for filling various fields of the Resident Bid cum Application Form and Non-Resident Bid cum Application Form and samples are provided below.

The samples of the Bid cum Application Form for resident Bidders and the Bid cum Application Form for non-resident Bidders are reproduced below:

Application Form – For Residents

TEAR HERE

COMMON BID CUM APPLICATION FORM

XYZ LIMITED - INITIAL PUBLIC ISSUE - R

Address : .... Contact Details: .... CIN No ....

FOR RESIDENT INDIANS, INCLUDING RESIDENT QIBs AND ELIGIBLE NRIs APPLYING ON A NON-REPATRIATION BASIS

LOGO

TO,
THE BOARD OF DIRECTORS
XYZ LIMITED

BOOK BUILT ISSUE

ISIN : ....

Bid cum Application Form No.

SYNDICATE MEMBER'S STAMP & CODE

BROKER/SCSB/DP/RTA STAMP & CODE

SUB-BROKER'S / SUB-AGENT'S STAMP & CODE

ESCROW BANK/SCSB BRANCH STAMP & CODE

BANK BRANCH SERIAL NO.

SCSB SERIAL NO.

1. NAME & CONTACT DETAILS OF SOLE / FIRST BIDDER

Mr. / Ms.

Address

Email

Tel. No (with STD code) / Mobile

2. PAN OF SOLE / FIRST BIDDER

3. BIDDER'S DEPOSITORY ACCOUNT DETAILS NSDL CDSL

For NSDL enter 8 digit DP ID followed by 8 digit Client ID / For CDSL enter 16 digit Client ID

4. BID OPTIONS (ONLY RETAIL INDIVIDUAL BIDDERS CAN BID AT "CUT-OFF")

Bid Options	No. of Equity Shares Bid (In Figures) (Bids must be in multiples of Bid Lot as advertised)	Price per Equity Share (₹) / "Cut-off" (Price in multiples of ₹ 1/- only) (In Figures)			
		Bid Price	Retail Discount	Net Price	"Cut-off" (Please ✓ tick)
	8 7 6 5 4 3 2 1	3 2 1	3 2 1	3 2 1	
Option 1					
(OR) Option 2					
(OR) Option 3					

5. CATEGORY

Retail Individual Bidder

Non-Institutional Bidder

QIB

6. INVESTOR STATUS

- Individual(s) - IND
- Hindu Undivided Family* - HUF
- Bodies Corporate - CO
- Banks & Financial Institutions - FI
- Mutual Funds - MF
- Non-Resident Indians - NRI (Non-Repatriation basis)
- National Investment Fund - NIF
- Insurance Funds - IF
- Insurance Companies - IC
- Venture Capital Funds - VCF
- Alternative Investment Funds - AIF
- Others (Please specify) - OTH

* HUF should apply only through *Karta (Application by HUF would be treated on par with Individual)*

7. PAYMENT DETAILS

PAYMENT OPTION : FULL PAYMENT ▢ PART PAYMENT ▢

Amount paid (₹ in figures) (₹ in words)

ASBA Bank A/c No.

Bank Name & Branch

I/WE (ON BEHALF OF JOINT APPLICANTS, IF ANY) HEREBY CONFIRM THAT I/WE HAVE READ AND UNDERSTOOD THE TERMS AND CONDITIONS OF THIS BID CUM APPLICATION FORM AND THE ATTACHED ABRIDGED PROSPECTUS AND THE GENERAL INFORMATION DOCUMENT FOR INVESTING IN PUBLIC ISSUES ("GID") AND HEREBY AGREE AND CONFIRM THE "BIDDERS UNDERTAKING" AS GIVEN OVERLEAF. I/WE (ON BEHALF OF JOINT APPLICANTS, IF ANY) HEREBY CONFIRM THAT I/WE HAVE READ THE INSTRUCTIONS FOR FILLING UP THE BID CUM APPLICATION FORM GIVEN OVERLEAF.

8A. SIGNATURE OF SOLE/ FIRST BIDDER

Date :

8B. SIGNATURE OF ASBA BANK ACCOUNT HOLDER(S) (AS PER BANK RECORDS)

I/We authorize the SCSB to do all acts as are necessary to make the Application in the Issue

1)

2)

3)

BROKER / SCSB / DP / RTA STAMP (Acknowledging upload of Bid in Stock Exchange system)

PLEASE FILL IN BLOCK LETTERS

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LOGO

XYZ LIMITED

INITIAL PUBLIC ISSUE - R

Acknowledgement Slip for Broker/SCSB/ DP/RTA

Bid cum Application Form No.

PAN of Sole / First Bidder

DPID / CLID

Amount paid (₹ in figures)

Bank & Branch

Stamp & Signature of SCSB Branch

ASBA Bank A/c No.

Received from Mr./Ms.

Telephone / Mobile

Email

TEAR HERE

XYZ LIMITED - INITIAL PUBLIC ISSUE - R

	Option 1	Option 2	Option 3
No. of Equity Shares			
Bid Price			
Amount Paid (₹)			

Stamp & Signature of Broker / SCSB / DP / RTA

Name of Sole / First Bidder

Acknowledgement Slip for Bidder

ASBA Bank A/c No.

Bank & Branch

Bid cum Application Form No.

Application Form – For Non – Residents

COMMON BID CUM APPLICATION FORM	XYZ LIMITED - INITIAL PUBLIC ISSUE - NR Address : ________ Contact Details: ________ CIN No ________	FOR NON-RESIDENTS, INCLUDING ELIGIBLE NRIS, FPIS OR FVCIS, ETC APPLYING ON A REPATRIATION BASIS

LOGO

TO,
THE BOARD OF DIRECTORS
XYZ LIMITED

BOOK BUILT ISSUE

ISIN : ....

Bid cum Application Form No.

SYNDICATE MEMBER'S STAMP & CODE	BROKER/SCSB/DP/RTA STAMP & CODE
SUB-BROKER'S / SUB-AGENT'S STAMP & CODE	ESCROW BANK/SCSB BRANCH STAMP & CODE
BANK BRANCH SERIAL NO.	SCSB SERIAL NO.

1. NAME & CONTACT DETAILS OF SOLE / FIRST BIDDER

Mr. / Ms.

Address ________

Email ________

Tel. No (with STD code) / Mobile

2. PAN OF SOLE / FIRST BIDDER

3. BIDDER'S DEPOSITORY ACCOUNT DETAILS ☐ NSDL ☐ CDSL

For NSDL enter 8 digit DP ID followed by 8 digit Client ID / For CDSL enter 16 digit Client ID

4. BID OPTIONS (ONLY RETAIL INDIVIDUAL BIDDERS CAN BID AT "CUT-OFF")

Bid Options	No. of Equity Shares Bid (In Figures) (Bids must be in multiples of Bid Lot as advertised)	Price per Equity Share (₹)/ "Cut-off" (Price in multiples of ₹ 1/- only) (In Figures)			
	8 | 7 | 6 | 5 | 4 | 3 | 2 | 1	Bid Price 3 | 2 | 1	Retail Discount 3 | 2 | 1	Net Price 3 | 2 | 1	"Cut-off" (Please ✓ tick)
Option 1					☐
(OR) Option 2					☐
(OR) Option 3					☐

5. CATEGORY

☐ Retail Individual Bidder

☐ Non-Institutional Bidder

☐ QIB

6. INVESTOR STATUS

- NRI — Non-Resident Indian(s) (Repatriation basis)
- FII — FII or Sub-account not a Corporate/Foreign Individual
- FIISA — FII Sub-account Corporate/Individual
- FVCI — Foreign Venture Capital Investor
- FPI — Foreign Portfolio Investors
- OTH — Others (Please Specify)______

7. PAYMENT DETAILS PAYMENT OPTION : FULL PAYMENT ☐ PART PAYMENT ☐

Amount paid (₹ in figures) (₹ in words) ________

ASBA Bank A/c No.

Bank Name & Branch

I/WE (ON BEHALF OF JOINT APPLICANTS, IF ANY) HEREBY CONFIRM THAT I/WE HAVE READ AND UNDERSTOOD THE TERMS AND CONDITIONS OF THIS BID CUM APPLICATION FORM AND THE ATTACHED ABRIDGED PROSPECTUS AND THE GENERAL INFORMATION DOCUMENT FOR INVESTING IN PUBLIC ISSUES ("GID") AND HEREBY AGREE AND CONFIRM THE "BIDDERS UNDERTAKING" AS GIVEN OVERLEAF. I/WE (ON BEHALF OF JOINT APPLICANTS, IF ANY) HEREBY CONFIRM THAT I/WE HAVE READ THE INSTRUCTIONS FOR FILLING UP THE BID CUM APPLICATION FORM GIVEN OVERLEAF.

8A. SIGNATURE OF SOLE/ FIRST BIDDER	8B. SIGNATURE OF ASBA BANK ACCOUNT HOLDER(S) (AS PER BANK RECORDS) I/We authorize the SCSB to do all acts as are necessary to make the Application in the Issue	BROKER / SCSB / DP / RTA STAMP (Acknowledging upload of Bid in Stock Exchange system)
Date : ________	1) 2) 3)	

TEAR HERE

LOGO

XYZ LIMITED INITIAL PUBLIC ISSUE - NR	Acknowledgement Slip for Broker/SCSB/ DP/RTA

Bid cum Application Form No.

DPID / CLID

PAN of Sole / First Bidder

Amount paid (₹ in figures) Bank & Branch

ASBA Bank A/c No.

Received from Mr./Ms. ________

Telephone / Mobile Email

Stamp & Signature of SCSB Branch

TEAR HERE

XYZ LIMITED - INITIAL PUBLIC ISSUE - NR

	Option 1	Option 2	Option 3
No. of Equity Shares			
Bid Price			
Amount Paid (₹)			

ASBA Bank A/c No. ________

Bank & Branch ________

Stamp & Signature of Broker / SCSB / DP / RTA

Name of Sole / First Bidder

Acknowledgement Slip for Bidder

Bid cum Application Form No.

TEAR HERE

PLEASE FILL IN BLOCK LETTERS

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4.1.1 **FIELD NUMBER 1: NAME AND CONTACT DETAILS OF THE SOLE/FIRST BIDDER/APPLICANT**

(a) Bidders/Applicants should ensure that the name provided in this field is exactly the same as the name in which the Depository Account is held.

(b) **Mandatory Fields**: Bidders/Applicants should note that the name and address fields are compulsory and e-mail and/or telephone number/mobile number fields are optional. Bidders/Applicants should note that the contact details mentioned in the Bid cum Application Form/Application Form may be used to dispatch communications in case the communication sent to the address available with the Depositories are returned undelivered or are not available. The contact details provided in the Bid cum Application Form may be used by the Issuer, the Designated Intermediaries and the Registrar to the Issue only for correspondence(s) related to an Issue and for no other purposes.

(c) **Joint Bids/Applications**: In the case of Joint Bids/Applications, the Bids/Applications should be made in the name of the Bidder/Applicant whose name appears first in the Depository account. The name so entered should be the same as it appears in the Depository records. The signature of only such first Bidder/Applicant would be required in the Bid cum Application Form/Application Form and such first Bidder/Applicant would be deemed to have signed on behalf of the joint holders.

(d) **Impersonation**: Attention of the Bidders/Applicants is specifically drawn to the provisions of sub-section (1) of Section 38 of the Companies Act, 2013 which is reproduced below:

"Any person who:

(a) makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or

(b) makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or

(c) otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name,

shall be liable for action under Section 447."

The liability prescribed under Section 447 of the Companies Act, 2013 includes imprisonment for a term which shall not be less than six months extending up to 10 years (provided that where the fraud involves public interest, such term shall not be less than three years) and fine of an amount not less than the amount involved in the fraud, extending up to three times of such amount.

(e) **Nomination Facility to Bidder/Applicant:** Nomination facility is available in accordance with the provisions of Section 72 of the Companies Act, 2013. In case of Allotment of the Equity Shares in dematerialised form, there is no need to make a separate nomination as the nomination registered with the Depository may prevail. For changing nominations, the Bidders/Applicants should inform their respective CDP.

4.1.2 **FIELD NUMBER 2: PAN OF SOLE/FIRST BIDDER/APPLICANT**

(a) PAN (of the sole/first Bidder/Applicant) provided in the Bid cum Application Form/Application Form should be exactly the same as the PAN of the person in whose sole or first name the relevant beneficiary account is held as per the Depositories' records.

(b) PAN is the sole identification number for participants transacting in the securities market irrespective of the amount of transaction except for Bids/Applications on behalf of the Central or State Government, Bids/Applications by officials appointed by the courts and Bids/Applications by Bidders/Applicants residing in Sikkim ("PAN Exempted Bidders/Applicants"). Consequently, all Bidders/Applicants, other than the PAN Exempted

Bidders/Applicants, are required to disclose their PAN in the Bid cum Application Form/Application Form, irrespective of the Bid/Application Amount. Bids/Applications by the Bidders/Applicants whose PAN is not available as per the Demographic Details available in their Depository records, are liable to be rejected.

(c) The exemption for the PAN Exempted Bidders/Applicants is subject to (a) the Demographic Details received from the respective Depositories confirming the exemption granted to the beneficiary owner by a suitable description in the PAN field and the beneficiary account remaining in "active status"; and (b) in the case of residents of Sikkim, the address as per the Demographic Details evidencing the same.

(d) Bid cum Application Forms which provide the GIR Number instead of PAN may be rejected.

(e) Bids/Applications by Bidders/Applicants whose demat accounts have been 'suspended for credit' are liable to be rejected pursuant to the circular issued by SEBI on July 29, 2010, bearing number CIR/MRD/DP/22/2010. Such accounts are classified as "Inactive demat accounts" and Demographic Details are not provided by depositories.

4.1.3 **FIELD NUMBER 3: BIDDERS/APPLICANTS DEPOSITORY ACCOUNT DETAILS**

(a) Bidders/Applicants should ensure that DP ID and the Client ID are correctly filled in the Bid cum Application Form/Application Form. The DP ID and Client ID provided in the Bid cum Application Form/Application Form should match with the DP ID and Client ID available in the Depository database, **otherwise, the Bid cum Application Form is liable to be rejected.**

(b) Bidders/Applicants should ensure that the beneficiary account provided in the Bid cum Application Form/Application Form is active.

(c) Bidders/Applicants should note that on the basis of the DP ID and Client ID as provided in the Bid cum Application Form/Application Form, the Bidder/Applicant may be deemed to have authorized the Depositories to provide to the Registrar to the Issue, any requested Demographic Details of the Bidder/Applicant as available on the records of the depositories. These Demographic Details may be used, among other things for sending allocation advice or unblocking of ASBA or for other correspondence(s) related to an Issue.

(d) Bidders/Applicants are, advised to update any changes to their Demographic Details as available in the records of the Depository Participant to ensure accuracy of records. Any delay resulting from failure to update the Demographic Details would be at the Bidders'/Applicants' sole risk.

4.1.4 **FIELD NUMBER 4: BID OPTIONS**

(a) Price or Floor Price or Price Band, minimum Bid Lot and Discount (if applicable) may be disclosed in the Prospectus/RHP by the Issuer. The Issuer is required to announce the Floor Price or Price Band, minimum Bid Lot and Discount (if applicable) by way of an advertisement in at least one English, one Hindi and one regional newspaper, with wide circulation, at least five Working Days before Bid/Issue Opening Date in case of an IPO, and at least one Working Day before Bid/Issue Opening Date in case of an FPO.

(b) The Bidders may Bid at or above Floor Price or within the Price Band for IPOs/FPOs undertaken through the Book Building Process. In the case of Alternate Book Building Process for an FPO, the Bidders may Bid at Floor Price or any price above the Floor Price (For further details Bidders may refer to (Section 5.6 (e)).

(c) **Cut-Off Price:** Retail Individual Bidders or Employees or Retail Individual Shareholders can Bid at the Cut-off Price indicating their agreement to Bid for and purchase the Equity Shares at the Issue Price as determined at the end of the Book Building Process. Bidding at the Cut-off Price is prohibited for QIBs and NIBs and such Bids from QIBs and NIBs may be rejected.

(d) **Minimum Application Value and Bid Lot**: The Issuer in consultation with the BRLMs may decide the minimum number of Equity Shares for each Bid to ensure that the minimum application value is within the range of ₹10,000 to ₹15,000. The minimum Bid Lot is accordingly determined by an Issuer on basis of such minimum application value.

(e) **Allotment:** The Allotment of specified securities to each RIB shall not be less than the minimum Bid Lot, subject to availability of shares in the RIB category, and the remaining available shares, if any, shall be Allotted on a proportionate basis. For details of the Bid Lot, Bidders may to the RHP/Prospectus or the advertisement regarding the Price Band published by the Issuer.

4.1.4.1 **Maximum and Minimum Bid Size**

(a) The Bidder may Bid for the desired number of Equity Shares at a specific price. Bids by Retail Individual Bidders, Employees and Retail Individual Shareholders must be for such number of shares so as to ensure that the Bid Amount less Discount (as applicable), payable by the Bidder does not exceed ₹200,000.

(b) In case the Bid Amount exceeds ₹200,000 due to revision of the Bid or any other reason, the Bid may be considered for allocation under the Non-Institutional Category (with it not being eligible for Discount), then such Bid may be rejected if it is at the Cut-off Price.

(c) For NRIs, a Bid Amount of up to ₹200,000 may be considered under the Retail Category for the purposes of allocation and a Bid Amount exceeding ₹200,000 may be considered under the Non-Institutional Category for the purposes of allocation.

(d) Bids by QIBs and NIBs must be for such minimum number of shares such that the Bid Amount exceeds ₹200,000 and in multiples of such number of Equity Shares thereafter, as may be disclosed in the Bid cum Application Form and the RHP/Prospectus, or as advertised by the Issuer, as the case may be. NIBs and QIBs are not allowed to Bid at Cut-off Price.

(e) In case the Bid Amount reduces to ₹200,000 or less due to a revision of the Price Band, Bids by the NIBs who are eligible for allocation in the Retail Category would be considered for allocation under the Retail Category.

(f) For Anchor Investors, if applicable, the Bid Amount shall be least ₹10 crores. One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the price at which allocation is being done to other Anchor Investors. Bids by various schemes of a Mutual Fund shall be aggregated to determine the Bid Amount. A Bid cannot be submitted for more than 60% of the QIB Category under the Anchor Investor Portion. Anchor Investors cannot withdraw their Bids or lower the size of their Bids (in terms of quantity of Equity Shares or the Bid Amount) at any stage after the Anchor Investor Bid/Issue Period and are required to pay the Bid Amount at the time of submission of the Bid. In case the Anchor Investor Issue Price is lower than the Issue Price, the balance amount shall be payable as per the pay-in-date mentioned in the revised CAN. In case the Issue Price is lower than the Anchor Investor Issue Price, the amount in excess of the Issue Price paid by the Anchor Investors shall not be refunded to them.

(g) A Bid cannot be submitted for more than the Issue size.

(h) The maximum Bid by any Bidder including QIB Bidder should not exceed the investment limits prescribed for them under the applicable laws.

(i) The price and quantity options submitted by the Bidder in the Bid cum Application Form may be treated as optional bids from the Bidder and may not be cumulated. After determination of the Issue Price, the highest number of Equity Shares Bid for by a Bidder at or above the Issue Price may be considered for Allotment and the rest of the Bid(s), irrespective of the Bid Amount may automatically become invalid. This is not applicable in case of FPOs undertaken through Alternate Book Building Process (For details of Bidders may refer to (Section 5.6 (e))

4.1.4.2 **Multiple Bids**

(a) Bidder should submit only one Bid cum Application Form. Bidder shall have the option to make a maximum of three Bids at different price levels in the Bid cum Application Form and such options are not considered as multiple Bids.

Submission of a second Bid cum Application Form to either the same or to another Designated Intermediary and duplicate copies of Bid cum Application Forms bearing the same application number shall be treated as multiple Bids and are liable to be rejected.

(b) Bidders are requested to note the following procedures may be followed by the Registrar to the Issue to detect multiple Bids:

i. All Bids may be checked for common PAN as per the records of the Depository. For Bidders other than Mutual Funds, Bids bearing the same PAN may be treated as multiple Bids by a Bidder and may be rejected.

ii. For Bids from Mutual Funds submitted under the same PAN, as well as Bids on behalf of the PAN Exempted Bidders, the Bid cum Application Forms may be checked for common DP ID and Client ID. Such Bids which have the same DP ID and Client ID may be treated as multiple Bids and are liable to be rejected.

(c) The following Bids may not be treated as multiple Bids:

i. Bids by Reserved Categories Bidding in their respective Reservation Portion as well as bids made by them in the Issue portion in public category.

ii. Separate Bids by Mutual Funds in respect of more than one scheme of the Mutual Fund provided that the Bids clearly indicate the scheme for which the Bid has been made.

iii. Bids by Mutual Funds submitted with the same PAN but with different beneficiary account numbers, Client IDs and DP IDs.

iv. Bids by Anchor Investors under the Anchor Investor Portion and the QIB Category.

4.1.5 **FIELD NUMBER 5: CATEGORY OF BIDDERS**

(a) The categories of Bidders identified as per the SEBI ICDR Regulations, 2009 for the purpose of Bidding, allocation and Allotment in the Issue are RIBs, NIBs and QIBs.

(b) Up to 60% of the QIB Category can be allocated by the Issuer, on a discretionary basis subject to the criteria of minimum and maximum number of Anchor Investors based on allocation size, to the Anchor Investors, in accordance with SEBI ICDR Regulations, 2009, with one-third of the Anchor Investor Portion reserved for domestic Mutual Funds subject to valid Bids being received at or above the Issue Price. For details regarding allocation to Anchor Investors, Bidders/Applicants may refer to the RHP/Prospectus.

(c) An Issuer can make reservation for certain categories of Bidders/Applicants as permitted under the SEBI ICDR Regulations, 2009. For details of any reservations made in the Issue, Bidders may refer to the RHP/Prospectus.

(d) The SEBI ICDR Regulations, 2009, specify the allocation or Allotment that may be made to various categories of Bidders in an Issue depending upon compliance with the eligibility conditions. Details pertaining to allocation are disclosed on reverse side of the Revision Form. For Issue specific details in relation to allocation Bidder/Applicant may refer to the RHP/Prospectus.

4.1.6 **FIELD NUMBER 6: INVESTOR STATUS**

(a) Each Bidder/Applicant should check whether it is eligible to apply under applicable law and ensure that any prospective Allotment to it in the Issue is in compliance with the investment restrictions under applicable law.

(b) Certain categories of Bidders/Applicants, such as NRIs, FPIs and FVCIs may not be allowed to Bid in the Issue or hold Equity Shares exceeding certain limits specified under applicable law. Bidders/Applicants are requested to refer to the RHP/Prospectus for more details.

(c) Bidders/Applicants should check whether they are eligible to apply on non-repatriation basis or repatriation basis and should accordingly provide the investor status. Details regarding investor status are different in the Resident Bid cum Application Form and Non-Resident Bid cum Application Form.

(d) Bidders/Applicants should ensure that their investor status is updated in the Depository records.

4.1.7 **FIELD NUMBER 7: PAYMENT DETAILS**

(a) The full Bid Amount (net of any Discount, as applicable) shall be blocked in the ASBA Account based on the authorisation provided in the ASBA Form. If the Discount is applicable in the Issue, the RIBs should indicate the full Bid Amount in the Bid cum Application Form and the funds shall be blocked for the Bid Amount net of Discount. Only in cases where the RHP/Prospectus indicates that part payment may be made, such an option can be exercised by the Bidder. In case of Bidders specifying more than one Bid Option in the Bid cum Application Form, the total Bid Amount may be calculated for the highest of three options at net price, i.e. Bid price less Discount offered, if any.

(b) RIBs who Bid at Cut-off Price shall arrange to block the Bid Amount based on the Cap Price.

(c) All Bidders (except Anchor Investors) have to participate in the Issue only through the ASBA mechanism.

(d) Bid Amount cannot be paid in cash through money order or through postal order.

4.1.7.1 **Instructions for Anchor Investors:**

(a) Anchor Investors may submit their Bids with a Book Running Lead Manager.

(b) Payments should be made either by direct credit, RTGS, NACH or NEFT.

(c) The Escrow Collection Bank shall maintain the monies in the Escrow Account for and on behalf of the Anchor Investors until the Designated Date.

4.1.7.2 **Payment instructions for ASBA Bidders:**

(a) Bidders may submit the ASBA Form either

i. in electronic mode through the internet banking facility offered by an SCSB authorizing blocking of funds that are available in the ASBA account specified in the Bid cum Application Form, or

ii. in physical mode to any Designated Intermediary.

(b) Bidders must specify the Bank Account number in the Bid cum Application Form. The Bid cum Application Form submitted by Bidder and which is accompanied by cash, demand draft, cheque, money order, postal order or any mode of payment other than blocked amounts in the ASBA Account maintained with an SCSB, will not be accepted.

(c) Bidders should ensure that the ASBA Form is also signed by the ASBA Account holder(s) if the Bidder is not the ASBA Account holder;

(d) Bidders shall note that for the purpose of blocking funds under ASBA facility clearly demarcated funds shall be available in the account.

(e) From one ASBA Account, a maximum of five Bids cum Application Forms can be submitted.

(f) Bidders should submit the Bid cum Application Form only at the Bidding Centers, i.e. to the respective member of the Syndicate at the Specified Locations, the SCSBs, the Registered Broker at the Broker Centers, the RTA at the Designated RTA Locations or CDP at the Designated CDP Locations.

(g) Bidders Bidding through a Designated Intermediary (other than a SCSB) should note that ASBA Forms submitted to such Designated Intermediary may not be accepted, if the SCSB where the ASBA Account, as specified in the Bid cum Application Form, is maintained has not named at least one branch at that location for such Designated Intermediary to deposit ASBA Forms.

(h) Bidders Bidding directly through the SCSBs should ensure that the ASBA Form is submitted to a Designated Branch of a SCSB where the ASBA Account is maintained.

(i) Upon receipt of the ASBA Form, the Designated Branch of the SCSB may verify if sufficient funds equal to the Bid Amount are available in the ASBA Account, as mentioned in the Bid cum Application Form.

(j) If sufficient funds are available in the ASBA Account, the SCSB may block an amount equivalent to the Bid Amount mentioned in the ASBA Form and for application directly submitted to SCSB by investor, may enter each Bid option into the electronic bidding system as a separate Bid.

(k) If sufficient funds are not available in the ASBA Account, the Designated Branch of the SCSB may not accept such Bids and such bids are liable to be rejected.

(l) Upon submission of a completed ASBA Form, each Bidder may be deemed to have agreed to block the entire Bid Amount and authorized the Designated Branch of the SCSB to block the Bid Amount specified in the ASBA Form in the ASBA Account maintained with the SCSBs.

(m) The Bid Amount may remain blocked in the aforesaid ASBA Account until finalisation of the Basis of Allotment and consequent transfer of the Bid Amount against the Allotted Equity Shares to the Public Issue Account, or until withdrawal or failure of the Issue, or until withdrawal or rejection of the Bid, as the case may be.

(n) SCSBs Bidding in the Issue must apply through an Account maintained with any other SCSB; else their Bids are liable to be rejected.

4.1.7.2.1 **Unblocking of ASBA Account**

(a) Once the Basis of Allotment is approved by the Designated Stock Exchange, the Registrar to the Issue may provide the following details to the controlling branches of each SCSB, along with instructions to unblock the relevant bank accounts and for successful applications transfer the requisite money to the Public Issue Account designated for this purpose, within the specified timelines: (i) the number of Equity Shares to be Allotted against each Bid, (ii) the amount to be transferred from the relevant bank account to the Public Issue Account, for each Bid, (iii) the date by which funds referred to in (ii) above may be transferred to the Public Issue Account, and (iv) details of rejected Bids, if any, to enable the SCSBs to unblock the respective bank accounts.

(b) On the basis of instructions from the Registrar to the Issue, the SCSBs may transfer the requisite amount against each successful Bidder to the Public Issue Account and may unblock the excess amount, if any, in the ASBA Account.

(c) In the event of withdrawal or rejection of the ASBA Form and for unsuccessful Bids, the Registrar to the Issue may give instructions to the SCSB to unblock the Bid Amount in the relevant ASBA Account within six Working Days of the Bid/Issue Closing Date.

4.1.7.3 **Discount** (if applicable)

(a) The Discount is stated in absolute rupee terms.

(b) Bidders applying under RIB category, Retail Individual Shareholder and employees are only eligible for discount. For Discounts offered in the Issue, Bidders may refer to the RHP/Prospectus.

(c) The Bidders entitled to the applicable Discount in the Issue may block the Bid Amount less Discount.

Bidder may note that in case the net amount blocked (post Discount) is more than two lakh Rupees, the Bidding system automatically considers such applications for allocation under Non-Institutional Category. These applications are neither eligible for Discount nor fall under RIB category.

4.1.8 **FIELD NUMBER 8: SIGNATURES AND OTHER AUTHORISATIONS**

(a) Only the First Bidder/Applicant is required to sign the Bid cum Application Form/Application Form. Bidders/Applicants should ensure that signatures are in one of the languages specified in the Eighth Schedule to the Constitution of India.

(b) If the ASBA Account is held by a person or persons other than the Bidder/Applicant, then the signature of the ASBA Account holder(s) is also required.

(c) The signature has to be correctly affixed in the authorisation/undertaking box in the Bid cum Application/Application Form, or an authorisation has to be provided to the SCSB via the electronic mode, for blocking funds in the ASBA Account equivalent to the Bid Amount mentioned in the Bid cum Application/Application Form.

(d) Bidders/Applicants must note that Bid cum Application Form/Application Form without signature of Bidder/Applicant and/or ASBA Account holder is liable to be rejected.

4.1.9 **ACKNOWLEDGEMENT AND FUTURE COMMUNICATION**

(a) Bidders should ensure that they receive the Acknowledgement Slip duly signed and stamped by the Designated Intermediary, as applicable, for submission of the ASBA Form.

(b) All communications in connection with Bids made in the Issue may be addressed to the Registrar to the Issue with a copy to the relevant Designated Intermediary to whom the Bid cum Application Form was submitted. The Bidder should give full details such as name of the sole or first Bidder/Applicant, Bid cum Application Form number, Bidders'/Applicants' DP ID, Client ID, PAN, date of submission of Bid cum Application Form, address of the Bidder, number of the Equity Shares applied for and the name and address of the Designated Intermediary where the Bid cum Application Form was submitted by the Bidder, ASBA Account number in case of ASBA Bidders and unique transaction reference number and the name of the relevant bank in case of Anchor Investors.

Further, the investor shall also enclose a copy of the Acknowledgement Slip duly received from the Designated Intermediaries in addition to the information mentioned hereinabove.

For further details, Bidder/Applicant may refer to the RHP/Prospectus and the Bid cum Application Form.

4.2 INSTRUCTIONS FOR FILING THE REVISION FORM

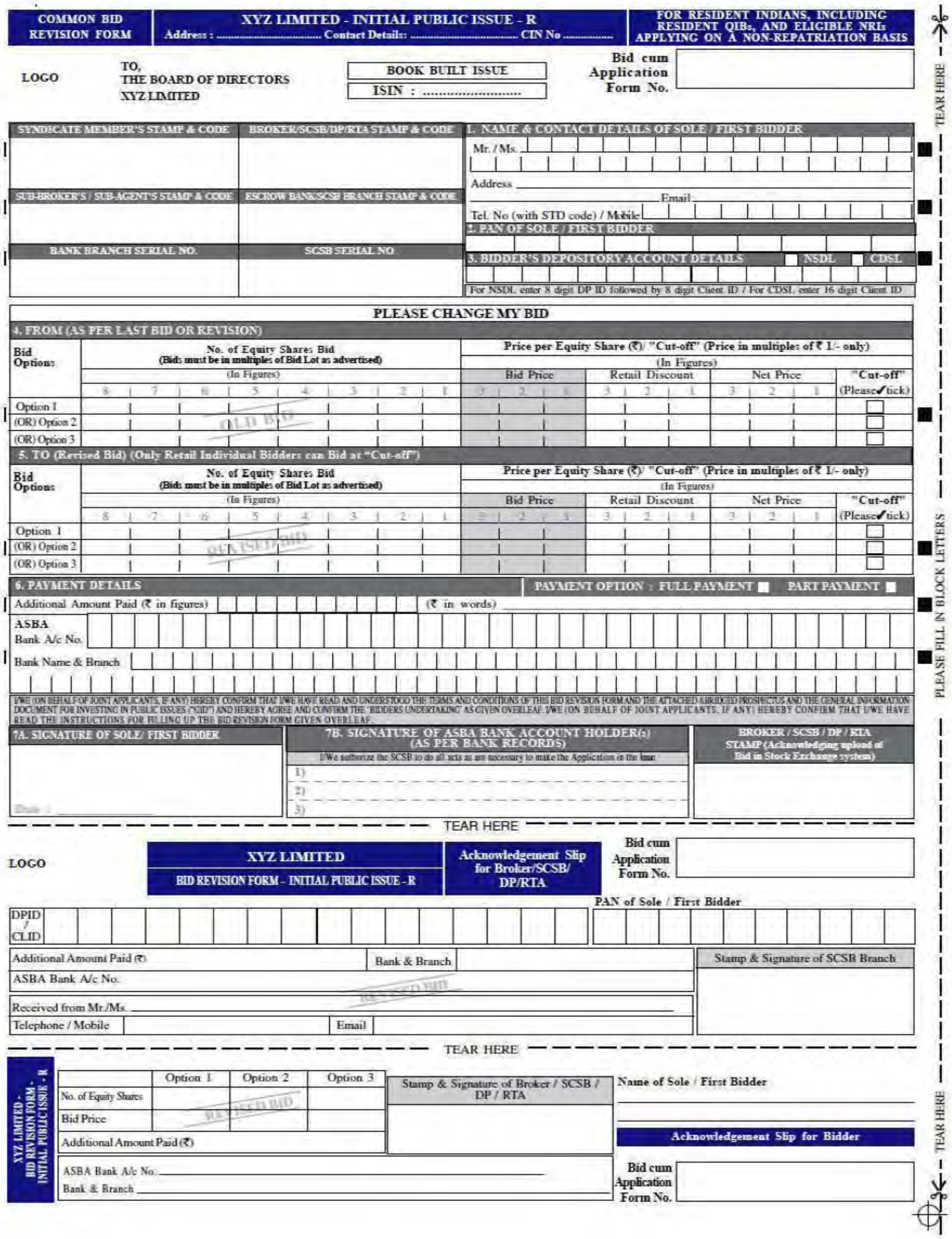
(a) During the Bid/Issue Period, any Bidder/Applicant (other than QIBs and NIBs, who can only revise their bid upwards) who has registered his or her interest in the Equity Shares at a particular price level is free to revise his or her Bid within the Price Band using the Revision Form, which is a part of the Bid cum Application Form.

(b) RIBs may revise their bids or withdraw their Bids till the Bid/Issue Closing Date.

(c) Revisions can be made in both the desired number of Equity Shares and the Bid Amount by using the Revision Form.

(d) The Bidder/Applicant can make this revision any number of times during the Bid/Issue Period. However, for any revision(s) in the Bid, the Bidders/Applicants will have to use the services of the same Designated Intermediary through which such Bidder/Applicant had placed the original Bid. Bidders/Applicants are advised to retain copies of the blank Revision Form and the Bid(s) must be made only in such Revision Form or copies thereof.

A sample revision form is reproduced below:


COMMON BID REVISION FORM

XYZ LIMITED - INITIAL PUBLIC ISSUE - R

Address : .... Contact Details: .... CIN No ....

FOR RESIDENT INDIANS, INCLUDING RESIDENT QIBs, AND ELIGIBLE NRIs APPLYING ON A NON-REPATRIATION BASIS

LOGO

TO,
THE BOARD OF DIRECTORS
XYZ LIMITED

BOOK BUILT ISSUE

ISIN : ....

Bid cum Application Form No.

SYNDICATE MEMBER'S STAMP & CODE | BROKER/SCSB/DP/RTA STAMP & CODE

SUB-BROKER'S / SUB-AGENT'S STAMP & CODE | ESCROW BANK/SCSB BRANCH STAMP & CODE

BANK BRANCH SERIAL NO. | SCSB SERIAL NO.

1. NAME & CONTACT DETAILS OF SOLE / FIRST BIDDER

Mr. / Ms.

Address

Email

Tel. No (with STD code) / Mobile

2. PAN OF SOLE / FIRST BIDDER

3. BIDDER'S DEPOSITORY ACCOUNT DETAILS NSDL CDSL

For NSDL enter 8 digit DP ID followed by 8 digit Client ID / For CDSL enter 16 digit Client ID

PLEASE CHANGE MY BID

4. FROM (AS PER LAST BID OR REVISION)

Bid Options	No. of Equity Shares Bid (Bids must be in multiples of Bid Lot as advertised) (In Figures) 8 7 6 5 4 3 2 1	Bid Price 3 2 1	Retail Discount 3 2 1	Net Price 3 2 1	"Cut-off" (Please ✓ tick)
Option 1	OLD BID				
(OR) Option 2					
(OR) Option 3					

Price per Equity Share (₹)/ "Cut-off" (Price in multiples of ₹ 1/- only) (In Figures)

5. TO (Revised Bid) (Only Retail Individual Bidders can Bid at "Cut-off")

Bid Options	No. of Equity Shares Bid (Bids must be in multiples of Bid Lot as advertised) (In Figures) 8 7 6 5 4 3 2 1	Bid Price 3 2 1	Retail Discount 3 2 1	Net Price 3 2 1	"Cut-off" (Please ✓ tick)
Option 1	REVISED BID				
(OR) Option 2					
(OR) Option 3					

Price per Equity Share (₹)/ "Cut-off" (Price in multiples of ₹ 1/- only) (In Figures)

6. PAYMENT DETAILS

PAYMENT OPTION : FULL PAYMENT PART PAYMENT

Additional Amount Paid (₹ in figures) (₹ in words)

ASBA Bank A/c No.

Bank Name & Branch

I/WE (ON BEHALF OF JOINT APPLICANTS, IF ANY) HEREBY CONFIRM THAT I/WE HAVE READ AND UNDERSTOOD THE TERMS AND CONDITIONS OF THIS BID REVISION FORM AND THE ATTACHED ABRIDGED PROSPECTUS AND THE GENERAL INFORMATION DOCUMENT FOR INVESTING IN PUBLIC ISSUES ("GID") AND HEREBY AGREE AND CONFIRM THE 'BIDDERS UNDERTAKING' AS GIVEN OVERLEAF. I/WE (ON BEHALF OF JOINT APPLICANTS, IF ANY) HEREBY CONFIRM THAT I/WE HAVE READ THE INSTRUCTIONS FOR FILLING UP THE BID REVISION FORM GIVEN OVERLEAF.

7A. SIGNATURE OF SOLE/ FIRST BIDDER

Date :

7B. SIGNATURE OF ASBA BANK ACCOUNT HOLDER(s) (AS PER BANK RECORDS)

I/We authorize the SCSB to do all acts as are necessary to make the Application in the Issue

1)
2)
3)

BROKER / SCSB / DP / RTA STAMP (Acknowledging upload of Bid in Stock Exchange system)

TEAR HERE

LOGO

XYZ LIMITED

BID REVISION FORM - INITIAL PUBLIC ISSUE - R

Acknowledgement Slip for Broker/SCSB/ DP/RTA

Bid cum Application Form No.

PAN of Sole / First Bidder

DPID / CLID

Additional Amount Paid (₹) | Bank & Branch

Stamp & Signature of SCSB Branch

ASBA Bank A/c No.

Received from Mr./Ms.

Telephone / Mobile | Email

TEAR HERE

XYZ LIMITED - BID REVISION FORM - INITIAL PUBLIC ISSUE - R

	Option 1	Option 2	Option 3
No. of Equity Shares		REVISED BID	
Bid Price			
Additional Amount Paid (₹)			

Stamp & Signature of Broker / SCSB / DP / RTA

Name of Sole / First Bidder

Acknowledgement Slip for Bidder

ASBA Bank A/c No.

Bank & Branch

Bid cum Application Form No.

TEAR HERE

PLEASE FILL IN BLOCK LETTERS

TEAR HERE

Instructions to fill each field of the Revision Form can be found on the reverse side of the Revision Form. Other than instructions already highlighted at paragraph 4.1 above, point wise instructions regarding filling up various fields of the Revision Form are provided below:

4.2.1 **FIELDS 1, 2 AND 3: NAME AND CONTACT DETAILS OF SOLE/FIRST BIDDER/APPLICANT, PAN OF SOLE/FIRST BIDDER/APPLICANT & DEPOSITORY ACCOUNT DETAILS OF THE BIDDER/APPLICANT**

Bidders/Applicants should refer to instructions contained in paragraphs 4.1.1, 4.1.2 and 4.1.3.

4.2.2 **FIELD 4 & 5: BID OPTIONS REVISION 'FROM' AND 'TO'**

(a) Apart from mentioning the revised options in the Revision Form, the Bidder/Applicant must also mention the details of all the bid options given in his or her Bid cum Application Form or earlier Revision Form. For example, if a Bidder/Applicant has Bid for three options in the Bid cum Application Form and such Bidder/Applicant is changing only one of the options in the Revision Form, the Bidder/Applicant must still fill the details of the other two options that are not being revised, in the Revision Form. The Designated Intermediaries may not accept incomplete or inaccurate Revision Forms.

(b) In case of revision, Bid options should be provided by Bidders/Applicants in the same order as provided in the Bid cum Application Form.

(c) In case of revision of Bids by RIBs, Employees and Retail Individual Shareholders, such Bidders/Applicants should ensure that the Bid Amount, subsequent to revision, does not exceed ₹ 200,000. In case the Bid Amount exceeds ₹ 200,000 due to revision of the Bid or for any other reason, the Bid may be considered, subject to eligibility, for allocation under the Non-Institutional Category, not being eligible for Discount (if applicable) and such Bid may be rejected if it is at the Cut-off Price. The Cut-off Price option is given only to the RIBs, Employees and Retail Individual Shareholders indicating their agreement to Bid for and purchase the Equity Shares at the Issue Price as determined at the end of the Book Building Process.

(d) In case the total amount (i.e., original Bid Amount plus additional payment) exceeds ₹ 200,000, the Bid will be considered for allocation under the Non-Institutional Category in terms of the RHP/Prospectus. If, however, the RIB does not either revise the Bid or make additional payment and the Issue Price is higher than the cap of the Price Band prior to revision, the number of Equity Shares Bid where possible shall be adjusted downwards for the purpose of allocation, such that no additional payment would be required from the RIB and the RIB is deemed to have approved such revised Bid at Cut-off Price.

(e) In case of a downward revision in the Price Band, RIBs and Bids by Employees under the Reservation Portion, who have bid at the Cut-off Price could either revise their Bid or the excess amount paid at the time of Bidding may be unblocked after the allotment is finalised.

4.2.3 **FIELD 6: PAYMENT DETAILS**

(a) All Bidders/Applicants are required to authorise that the full Bid Amount (less Discount (if applicable) is blocked. In case of Bidders/Applicants specifying more than one Bid Option in the Bid cum Application Form, the total Bid Amount may be calculated for the highest of three options at net price, i.e. Bid price less discount offered, if any.

(b) Bidder/Applicant may issue instructions to block the revised amount based on cap of the revised Price Band (adjusted for the Discount (if applicable) in the ASBA Account, to the same Designated Intermediary through whom such Bidder/Applicant had placed the original Bid to enable the relevant SCSB to block the additional Bid Amount, if any.

(c) In case the total amount (i.e., original Bid Amount less discount (if applicable) plus additional payment) exceeds ₹200,000, the Bid may be considered for allocation under the Non-Institutional Category in terms of the RHP/Prospectus. If, however, the Bidder/Applicant does not either revise the Bid or make additional payment and the Issue Price is higher than the cap of the Price Band prior to revision, the number of Equity Shares Bid for, where possible, may be adjusted downwards for the purpose of Allotment, such that additional amount is required blocked and the Bidder/Applicant is deemed to have approved such revised Bid at the Cut-off Price.

(d) In case of a downward revision in the Price Band, RIBs, Employees and Retail Individual Shareholders, who have bid at the Cut-off Price, could either revise their Bid or the excess amount blocked at the time of Bidding may be unblocked after the finalisation of Basis of Allotment.

4.2.4 **FIELDS 7: SIGNATURES AND ACKNOWLEDGEMENTS**

Bidders/Applicants may refer to instructions contained at paragraphs 4.1.8 and 4.1.9 for this purpose.

4.3 INSTRUCTIONS FOR FILING APPLICATION FORM IN ISSUES MADE OTHER THAN THROUGH THE BOOK BUILDING PROCESS (FIXED PRICE ISSUE)

4.3.1 **FIELDS 1, 2, 3 NAME AND CONTACT DETAILS OF SOLE/FIRST BIDDER, PAN OF SOLE/FIRST BIDDER/APPLICANT & DEPOSITORY ACCOUNT DETAILS OF THE BIDDER/APPLICANT**

Applicants should refer to instructions contained in paragraphs 4.1.1, 4.1.2 and 4.1.3.

4.3.2 **FIELD 4: PRICE, APPLICATION QUANTITY & AMOUNT**

(a) The Issuer may mention Issue Price or Price Band in the draft Prospectus. However, a prospectus registered with RoC contains one price or coupon rate (as applicable).

(b) **Minimum Application Value and Bid Lot**: The Issuer and the Selling Shareholders in consultation with the BRLMs may decide the minimum number of Equity Shares for each Bid to ensure that the minimum application value is within the range of ₹10,000 to ₹15,000. The minimum Lot size is accordingly determined by an Issuer on basis of such minimum application value.

(c) Applications by RIBs**,** Employees and Retail Individual Shareholders, must be for such number of shares so as to ensure that the application amount payable does not exceed ₹ 200,000.

(d) Applications by other investors must be for such minimum number of shares such that the application amount exceeds ₹ 200,000 and in multiples of such number of Equity Shares thereafter, as may be disclosed in the application form and the Prospectus, or as advertised by the Issuer, as the case may be.

(e) An application cannot be submitted for more than the Issue size.

(f) The maximum application by any Applicant should not exceed the investment limits prescribed for them under the applicable laws.

(g) **Multiple Applications:** An Applicant should submit only one Application Form. Submission of a second Application Form to either the same or other SCSB and duplicate copies of Application Forms bearing the same application number shall be treated as multiple applications and are liable to be rejected.

(h) Applicants are requested to note the following procedures may be followed by the Registrar to the Issue to detect multiple applications:

i. All applications may be checked for common PAN as per the records of the Depository. For Applicants other than Mutual Funds, Applications bearing the same PAN may be treated as multiple applications by an Applicant and may be rejected.

ii. For applications from Mutual Funds, submitted under the same PAN, as well as Applications on behalf of the PAN Exempted Applicants, the Application Forms may be checked for common DP ID and Client ID. In any such applications which have the same DP ID and Client ID, these may be treated as multiple applications and may be rejected.

(i) The following applications may not be treated as multiple Bids:

i. Applications by Reserved Categories in their respective reservation portion as well as that made by them in the Issue portion in public category.

ii. Separate applications by Mutual Funds in respect of more than one scheme of the Mutual Fund provided that the Applications clearly indicate the scheme for which the Bid has been made.

iii. Applications by Mutual Funds submitted with the same PAN but with different beneficiary account numbers, Client IDs and DP IDs.

4.3.3 **FIELD NUMBER 5: CATEGORY OF APPLICANTS**

(a) The categories of applicants identified as per the SEBI ICDR Regulations, 2009 for the purpose of Bidding, allocation and Allotment in the Issue are RIBs, individual applicants other than RIBs and other investors (including corporate bodies or institutions, irrespective of the number of specified securities applied for).

(b) An Issuer can make reservation for certain categories of Applicants permitted under the SEBI ICDR Regulations, 2009. For details of any reservations made in the Issue, applicants may refer to the Prospectus.

(c) The SEBI ICDR Regulations, 2009 specify the allocation or Allotment that may be made to various categories of applicants in an Issue depending upon compliance with the eligibility conditions. Details pertaining to allocation are disclosed on reverse side of the Revision Form. For Issue specific details in relation to allocation applicant may refer to the Prospectus.

4.3.4 **FIELD NUMBER 6: INVESTOR STATUS**

Applicants should refer to instructions contained in paragraphs 4.1.6.

4.3.5 **FIELD 7: PAYMENT DETAILS**

(a) All Applicants (other than Anchor Investors) are required to make use ASBA for applying in the Issue.

(b) Application Amount cannot be paid in cash, through money order, cheque, demand draft or through postal order or through stock invest.

4.3.5.1 **Payment instructions for Applicants**

Applicants should refer to instructions contained in paragraph 4.1.7.2

4.3.5.2 **Unblocking of ASBA Account**

Applicants should refer to instructions contained in paragraph 4.1.7.2.1

4.3.5.3 **Discount** (if applicable)

Applicants should refer to instructions contained in paragraph 4.1.7.3

4.3.6 **FIELD NUMBER 8: SIGNATURES AND OTHER AUTHORISATIONS & ACKNOWLEDGEMENT AND FUTURE COMMUNICATION**

Applicants should refer to instructions contained in paragraphs 4.1.8 & 4.1.9.

4.4 SUBMISSION OF BID CUM APPLICATION FORM/APPLICATION FORM/REVISION FORM

4.4.1 **Bidders may submit completed Bid cum application form/Revision Form in the following manner:-**

Mode of Application	Submission of Bid cum Application Form
Anchor Investors Application Form	1) To the Book Running Lead Managers at the locations mentioned in the Anchor Investor Application Form
ASBA Form	(a) To members of the Syndicate in the Specified Locations or Registered Brokers at the Broker Centers or the RTA at the Designated RTA Location or the CDP at the Designated CDP Location (b) To the Designated Branches of the SCSBs, where the ASBA Account is maintained

(a) Bidders/Applicants should submit the Revision Form to the same Designated Intermediary through which such Bidder/Applicant had placed the original Bid.

(b) Upon submission of the Bid cum Application Form, the Bidder/Applicant will be deemed to have authorized the Issuer to make the necessary changes in the RHP and the Bid cum Application Form as would be required for filing Prospectus with the RoC and as would be required by the RoC after such filing, without prior or subsequent notice of such changes to the relevant Bidder/Applicant.

(c) Upon determination of the Issue Price and filing of the Prospectus with the RoC, the Bid cum Application Form will be considered as the application form.

SECTION 5: ISSUE PROCEDURE IN BOOK BUILT ISSUE

Book Building, in the context of the Issue, refers to the process of collection of Bids within the Price Band or above the Floor Price and determining the Issue Price based on the Bids received as detailed in Schedule XI of SEBI ICDR Regulations, 2009. The Issue Price is finalised after the Bid/Issue Closing Date. Valid Bids received at or above the Issue Price are considered for allocation in the Issue, subject to applicable regulations and other terms and conditions.

5.1 SUBMISSION OF BIDS

(a) During the Bid/Issue Period, Bidders/Applicants may approach any of the Designated Intermediaries to register their Bids. Anchor Investors who are interested in subscribing for the Equity Shares should approach the Book Running Lead Manager, to register their Bid.

(b) In case of Bidders/Applicants (excluding NIBs and QIBs) Bidding at Cut-off Price, the Bidders/Applicants may instruct the SCSBs to block Bid Amount based on the Cap Price less discount (if applicable).

(c) For details of the timing on acceptance and upload of Bids in the Stock Exchanges Platform Bidders/Applicants are requested to refer to the RHP.

5.2 ELECTRONIC REGISTRATION OF BIDS

(a) The Designated Intermediary may register the Bids using the on-line facilities of the Stock Exchanges. The Designated Intermediaries can also set up facilities for off-line electronic registration of Bids, subject to the condition that they may subsequently upload the off-line data file into the on-line facilities for Book Building on a regular basis before the closure of the issue.

(b) On the Bid/Issue Closing Date, the Designated Intermediaries may upload the Bids till such time as may be permitted by the Stock Exchanges and as disclosed in the Red Herring Prospectus.

(c) Only Bids that are uploaded on the Stock Exchanges Platform are considered for allocation/Allotment. The Designated Intermediaries are given till 1:00 pm on the next Working Day following the Bid/Issue Closing Date to modify select fields uploaded in the Stock Exchange Platform during the Bid/Issue Period after which the Stock Exchange(s) send the bid information to the Registrar to the Issue for further processing.

5.3 BUILD UP OF THE BOOK

(a) Bids received from various Bidders/Applicants through the Designated Intermediaries may be electronically uploaded on the Bidding Platform of the Stock Exchanges' on a regular basis. The book gets built up at various price levels. This information may be available with the BRLMs at the end of the Bid/Issue Period.

(b) Based on the aggregate demand and price for Bids registered on the Stock Exchanges Platform, a graphical representation of consolidated demand and price as available on the websites of the Stock Exchanges may be made available at the Bidding Centers during the Bid/Issue Period.

5.4 WITHDRAWAL OF BIDS

(a) RIBs can withdraw their Bids until Bid/Issue Closing Date. In case a RIB wishes to withdraw the Bid during the Bid/Issue Period, the same can be done by submitting a request for the same to the concerned Designated Intermediary who shall do the requisite, including unblocking of the funds by the SCSB in the ASBA Account.

(b) The Registrar to the Issue shall give instruction to the SCSB for unblocking the ASBA Account upon or after the finalisation of Basis of Allotment. QIBs and NIBs can neither withdraw nor lower the size of their Bids at any stage.

5.5 REJECTION & RESPONSIBILITY FOR UPLOAD OF BIDS

(a) The Designated Intermediaries are individually responsible for the acts, mistakes or errors or omission in relation to:

i. the Bids accepted by the Designated Intermediary,

ii. the Bids uploaded by the Designated Intermediary, and

iii. the Bid cum Application Forms accepted but not uploaded by the Designated Intermediary.

(b) The BRLMs and their affiliate Syndicate Members, as the case may be, may reject Bids if all the information required is not provided and the Bid cum Application Form is incomplete in any respect.

(c) The SCSBs shall have no right to reject Bids, except in case of unavailability of adequate funds in the ASBA account or on technical grounds.

(d) In case of QIB Bidders, only the (i) SCSBs (for Bids other than the Bids by Anchor Investors); and (ii) BRLMs and their affiliate Syndicate Members (only in the Specified Locations) have the right to reject bids. However, such rejection shall be made at the time of receiving the Bid and only after assigning a reason for such rejection in writing.

(e) All bids by QIBs, NIBs & RIBs can be rejected on technical grounds listed herein.

5.5.1 **GROUNDS FOR TECHNICAL REJECTIONS**

Bid cum Application Forms/Application Forms can be rejected on the below mentioned technical grounds either at the time of their submission to any of the Designated Intermediaries, or at the time of finalisation of the Basis of Allotment. Bidders/Applicants are advised to note that the Bids/Applications are liable to be rejected which have been detailed at various placed in this GID:-

a. Bid/Application by persons not competent to contract under the Indian Contract Act, 1872, as amended, (other than minors having valid Depository Account as per Demographic Details provided by Depositories);

b. Bids/Applications by OCBs;

c. In case of partnership firms, Bid/Application for Equity Shares made in the name of the firm. However, a limited liability partnership can apply in its own name;

d. In case of Bids/Applications under power of attorney or by limited companies, corporate, trust etc., relevant documents are not being submitted along with the Bid cum Application Form;

e. Bids/Applications by persons prohibited from buying, selling or dealing in the shares directly or indirectly by SEBI or any other regulatory authority;

f. Bids/Applications by any person outside India if not in compliance with applicable foreign and Indian laws;

g. PAN not mentioned in the Bid cum Application Form/Application Forms, except for Bids/Applications by or on behalf of the Central or State Government and officials appointed by the court and by the investors residing in the State of Sikkim, provided such claims have been verified by the Depository Participant;

h. In case no corresponding record is available with the Depositories that matches the DP ID, the Client ID and the PAN;

i. Bids/Applications for lower number of Equity Shares than the minimum specified for that category of investors;

j. Bids/Applications at a price less than the Floor Price and Bids/Applications at a price more than the Cap Price;

k. Bids/Applications at Cut-off Price by NIBs and QIBs;

l. The amounts mentioned in the Bid cum Application Form/Application Forms do not tally with the amount payable for the value of the Equity Shares Bid/Applied for;

m. Bids/Applications for amounts greater than the maximum permissible amounts prescribed by the regulations;

n. Submission of more than five ASBA Forms/Application Forms as through a single ASBA Account;

o. Bids/Applications for number of Equity Shares which are not in multiples of Equity Shares as specified in the RHP;

p. Multiple Bids/Applications as defined in this GID and the RHP/Prospectus;

q. Bids not uploaded in the Stock Exchanges bidding system;

r. Inadequate funds in the bank account to block the Bid/Application Amount specified in the ASBA Form/Application Form at the time of blocking such Bid/Application Amount in the bank account;

s. Where no confirmation is received from SCSB for blocking of funds;

t. Bids/Applications by Bidders (other than Anchor Investors) not submitted through ASBA process;

u. Bids/Applications submitted to Designated Intermediaries at locations other than the Bidding Centers or to the Escrow Collection Bank (assuming that such bank is not a SCSB where the ASBA Account is maintained), to the Issuer or the Registrar to the Issue;

v. Bids/Applications not uploaded on the terminals of the Stock Exchanges; and

w. Bids/Applications by SCSBs wherein a separate account in its own name held with any other SCSB is not mentioned as the ASBA Account in the Bid cum Application Form/Application Form.

5.6 BASIS OF ALLOCATION

(a) The SEBI ICDR Regulations, 2009 specify the allocation or Allotment that may be made to various categories of Bidders/Applicants in an Issue depending on compliance with the eligibility conditions. Certain details pertaining to the percentage of Issue size available for allocation to each category is disclosed overleaf of the Bid cum Application Form and in the RHP/Prospectus. For details in relation to allocation, the Bidder/Applicant may refer to the RHP/Prospectus.

(b) Under-subscription in any category (except QIB Category) is allowed to be met with spill-over from any other category or combination of categories at the discretion of the Issuer and in consultation with the BRLMs and the Designated Stock Exchange and in accordance with the SEBI ICDR Regulations, 2009. Unsubscribed portion in QIB Category is not available for subscription to other categories.

(c) In case of under-subscription in the Issue, spill-over to the extent of such under-subscription may be permitted from the Reserved Portion to the Issue. For allocation in the event of an under-subscription applicable to the Issuer, Bidders/Applicants may refer to the RHP.

(d) **Illustration of the Book Building and Price Discovery Process**

Bidders should note that this example is solely for illustrative purposes and is not specific to the Issue; it also excludes Bidding by Anchor Investors.

Bidders can bid at any price within the price band. For instance, assume a price band of ₹ 20 to ₹ 24 per share, issue size of 3,000 equity shares and receipt of five bids from bidders, details of which are shown in the table below. The illustrative book given below shows the demand for the equity shares of the issuer company at various prices and is collated from bids received from various investors.

Bid quantity	Bid amount (₹)	Cumulative quantity	subscription
500	24	500	16.67%
1,000	23	1,500	50.00%
1,500	22	3,000	100.00%
2,000	21	5,000	166.67%
2,500	20	7,500	250.00%

The price discovery is a function of demand at various prices. The highest price at which the issuer is able to issue the desired number of equity shares is the price at which the book cuts off, i.e., ₹ 22.00 in the above example. The Company and the Selling Shareholders, in consultation with the BRLMs, will finalise the offer price at or below such cut-off price, i.e., at or below ₹ 22.00. All bids at or above this issue price and cut-off bids are valid bids and are considered for allocation in the respective categories.

(e) **Alternate Method of Book Building**

In case of FPOs, Issuers may opt for an alternate method of Book Building in which only the Floor Price is specified for the purposes of Bidding ("**Alternate Book Building Process**").

The Issuer may specify the Floor Price in the RHP or advertise the Floor Price at least one Working Day prior to the Bid/Issue Opening Date. QIBs may Bid at a price higher than the Floor Price and the Allotment to the QIBs is made on a price priority basis. The Bidder with the highest Bid Amount is allotted the number of Equity Shares Bid for and then the second highest Bidder is Allotted Equity Shares and this process continues until all the Equity Shares have been allotted. RIBs, NIBs and Employees are Allotted Equity Shares at the Floor Price and Allotment to these categories of Bidders is made proportionately. If the number of Equity Shares Bid for at a price is more than available quantity then the Allotment may be done on a proportionate basis. Further, the Issuer may place a cap either in terms of number of specified securities or percentage of issued capital of the Issuer that may be Allotted to a single Bidder, decide whether a Bidder be allowed to revise the bid upwards or downwards in terms of price and/or quantity and also decide whether a Bidder be allowed single or multiple bids.

SECTION 6: ISSUE PROCEDURE IN FIXED PRICE ISSUE

Applicants may note that there is no Bid cum Application Form in a Fixed Price Issue. As the Issue Price is mentioned in the Fixed Price Issue therefore on filing of the Prospectus with the RoC, the Application so submitted is considered as the application form.

Applicants may only use the specified Application Form for the purpose of making an Application in terms of the Prospectus which may be submitted through the Designated Intermediary.

Applicants may submit an Application Form either in physical form to the any of the Designated Intermediaries or in the electronic form to the SCSB or the Designated Branches of the SCSBs authorising blocking of funds that are available in the bank account specified in the Application Form only ("ASBA Account"). The Application Form is also made available on the websites of the Stock Exchanges at least one day prior to the Bid/Issue Opening Date.

In a fixed price Issue, allocation in the net offer to the public category is made as follows: minimum fifty per cent to Retail Individual Bidders; and remaining to (i) individual investors other than Retail Individual Bidders; and (ii) other Applicants including corporate bodies or institutions, irrespective of the number of specified securities applied for. The unsubscribed portion in either of the categories specified above may be allocated to the Applicants in the other category.

For details of instructions in relation to the Application Form, Bidders/Applicants may refer to the relevant section of the GID.

SECTION 7: ALLOTMENT PROCEDURE AND BASIS OF ALLOTMENT

The Allotment of Equity Shares to Bidders/Applicants other than Retail Individual Bidders and Anchor Investors may be on proportionate basis. For Basis of Allotment to Anchor Investors, Bidders/Applicants may refer to RHP/Prospectus. No Retail Individual Bidder will be Allotted less than the minimum Bid Lot subject to availability of shares in Retail Individual Bidder Category and the remaining available shares, if any will be Allotted on a proportionate basis. The Issuer is required to receive a minimum subscription of 90% of the Net Issue (excluding any Offer for Sale of specified securities). However, in case the Issue is in the nature of Offer for Sale only, then minimum subscription may not be applicable.

7.1 ALLOTMENT TO RIBs

Bids received from the RIBs at or above the Issue Price may be grouped together to determine the total demand under this category. If the aggregate demand in this category is less than or equal to the Retail Category at or above the Issue Price, full Allotment may be made to the RIBs to the extent of the valid Bids. If the aggregate demand in this category is greater than the allocation to in the Retail Category at or above the Issue Price, then the maximum number of RIBs who can be Allotted the minimum Bid Lot will be computed by dividing the total number of Equity Shares available for Allotment to RIBs by the minimum Bid Lot ("**Maximum RIB Allottees**"). The Allotment to the RIBs will then be made in the following manner:

(a) In the event the number of RIBs who have submitted valid Bids in the Issue is equal to or less than Maximum RIB Allottees, (i) all such RIBs shall be Allotted the minimum Bid Lot; and (ii) the balance available Equity Shares, if any, remaining in the Retail Category shall be Allotted on a proportionate basis to the RIBs who have received Allotment as per (i) above for the balance demand of the Equity Shares Bid by them (i.e. who have Bid for more than the minimum Bid Lot).

(b) In the event the number of RIBs who have submitted valid Bids in the Issue is more than Maximum RIB Allottees, the RIBs (in that category) who will then be Allotted minimum Bid Lot shall be determined on the basis of draw of lots.

7.2 ALLOTMENT TO NIBs

Bids received from NIBs at or above the Issue Price may be grouped together to determine the total demand under this category. The Allotment to all successful NIBs may be made at or above the Issue Price. If the aggregate demand in this category is less than or equal to the Non-Institutional Category at or above the Issue Price, full Allotment may be made to NIBs to the extent of their demand. In case the aggregate demand in this category is greater than the Non-Institutional Category at or above the Issue Price, Allotment may be made on a proportionate basis up to a minimum of the Non-Institutional Category.

7.3 ALLOTMENT TO QIBs

For the Basis of Allotment to Anchor Investors, Bidders/Applicants may refer to the SEBI ICDR Regulations, 2009 or RHP/Prospectus. Bids received from QIBs Bidding in the QIB Category (net of Anchor Portion) at or above the Issue Price may be grouped together to determine the total demand under this category. The QIB Category may be available for Allotment to QIBs who have Bid at a price that is equal to or greater than the Issue Price. Allotment may be undertaken in the following manner:

(a) In the first instance allocation to Mutual Funds for up to 5% of the QIB Category may be determined as follows: (i) In the event that Bids by Mutual Fund exceeds 5% of the QIB Category, allocation to Mutual Funds may be done on a proportionate basis for up to 5% of the QIB Category; (ii) In the event that the aggregate demand from Mutual Funds is less than 5% of the QIB Category then all Mutual Funds may get full Allotment to the extent of valid Bids received above the Issue Price; and (iii) Equity Shares remaining unsubscribed, if any and not allocated to Mutual Funds may be available for Allotment to all QIBs as set out at paragraph 7.3(b) below;

(b) In the second instance, Allotment to all QIBs may be determined as follows: (i) In the event of oversubscription in the QIB Category, all QIBs who have submitted Bids above the Issue Price may be Allotted Equity Shares on a proportionate basis for up to 95% of the QIB Category; (ii) Mutual Funds, who have received allocation as per (a) above, for less than the number of Equity Shares Bid for by them, are eligible to receive Equity Shares on a proportionate basis along with other QIBs; and (iii) Under-subscription below 5% of the QIB Category, if any, from Mutual Funds, may be included for allocation to the remaining QIBs on a proportionate basis.

7.4 ALLOTMENT TO ANCHOR INVESTOR (IF APPLICABLE)

(a) Allocation of Equity Shares to Anchor Investors at the Anchor Investor Issue Price will be at the discretion of the Issuer and the Selling Shareholders in consultation with the BRLMs, subject to compliance with the following requirements:

i. not more than 60% of the QIB Category will be allocated to Anchor Investors;

ii. one-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the price at which allocation is being done to other Anchor Investors; and

iii. allocation to Anchor Investors shall be on a discretionary basis and subject to:

- a maximum number of two Anchor Investors for allocation up to ₹ 100 million;

- a minimum number of two Anchor Investors and maximum number of 15 Anchor Investors for allocation of more than ₹ 100 million and up to ₹ 2,500 million subject to minimum Allotment of ₹ 50 million per such Anchor Investor; and

- a minimum number of five Anchor Investors and maximum number of 15 Anchor Investors for allocation more than ₹ 2,500 million, and an additional 10 Anchor Investors for every additional ₹ 2,500 million or part thereof, subject to minimum Allotment of ₹ 50 million per such Anchor Investor.

(b) An Anchor Investor shall make an application of a value of atleast ₹ 100 million in the Issue.

(c) A physical book is prepared by the Registrar on the basis of the Anchor Investor Application Forms received from Anchor Investors. Based on the physical book and at the discretion of the Issuer in consultation with the BRLMs, selected Anchor Investors will be sent a CAN and if required, a revised CAN.

(d) **In the event that the Issue Price is higher than the Anchor Investor Issue Price**: Anchor Investors will be sent a revised CAN within one day of the Pricing Date indicating the number of Equity Shares allocated to such Anchor Investor and the pay-in date for payment of the balance amount. Anchor Investors are then required to pay any additional amounts, being the difference between the Issue Price and the Anchor Investor Issue Price, as indicated in the revised CAN within the pay-in date referred to in the revised CAN. Thereafter, the Allotment Advice will be issued to such Anchor Investors.

(e) **In the event the Issue Price is lower than the Anchor Investor Issue Price:** Anchor Investors who have been Allotted Equity Shares will directly receive Allotment Advice.

7.5 BASIS OF ALLOTMENT FOR QIBs (OTHER THAN ANCHOR INVESTORS), NIBs AND RESERVED CATEGORY IN CASE OF OVER-SUBSCRIBED ISSUE

In the event of the Issue being over-subscribed, the Issuer may finalise the Basis of Allotment in consultation with the Designated Stock Exchange in accordance with the SEBI ICDR Regulations, 2009.

The allocation may be made in marketable lots, on a proportionate basis as explained below:

(a) Bidders may be categorized according to the number of Equity Shares applied for;

(b) The total number of Equity Shares to be Allotted to each category as a whole may be arrived at on a proportionate basis, which is the total number of Equity Shares applied for in that category (number of Bidders in the category multiplied by the number of Equity Shares applied for) multiplied by the inverse of the over-subscription ratio;

(c) The number of Equity Shares to be Allotted to the successful Bidders may be arrived at on a proportionate basis, which is total number of Equity Shares applied for by each Bidder in that category multiplied by the inverse of the over-subscription ratio;

(d) In all Bids where the proportionate Allotment is less than the minimum Bid Lot decided per Bidder, the Allotment may be made as follows: the successful Bidders out of the total Bidders for a category may be determined by a draw of lots in a manner such that the total number of Equity Shares Allotted in that category is equal to the number of Equity Shares calculated in accordance with (b) above; and each successful Bidder may be Allotted a minimum of such Equity Shares equal to the minimum Bid Lot finalised by the Issuer;

(e) If the proportionate Allotment to a Bidder is a number that is more than the minimum Bid Lot but is not a multiple of one (which is the marketable lot), the decimal may be rounded off to the higher whole number if that decimal is 0.5 or higher. If that number is lower than 0.5 it may be rounded off to the lower whole number. Allotment to all Bidders in such categories may be arrived at after such rounding off; and

(f) If the Equity Shares allocated on a proportionate basis to any category are more than the Equity Shares Allotted to the Bidders in that category, the remaining Equity Shares available for Allotment may be first adjusted against any other category, where the Allotted Equity Shares are not sufficient for proportionate Allotment to the successful Bidders in that category. The balance Equity Shares, if any, remaining after such adjustment may be added to the category comprising Bidders applying for minimum number of Equity Shares.

7.6 DESIGNATED DATE AND ALLOTMENT OF EQUITY SHARES

(a) **Designated Date:** On the Designated Date, the Escrow Collection Bank shall transfer the funds represented by allocation of Equity Shares to Anchor Investors from the Escrow Account, as per the terms of the Escrow Agreement, into the Public Issue Account with the Bankers to the Issue. The balance amount after transfer to the Public Issue Account shall be transferred to the Refund Account. Payments of refund to the Bidders applying in the Anchor Investor Portion shall be made from the Refund Account as per the terms of the Escrow Agreement and the RHP. On the Designated Date, the Registrar to the Issue shall instruct the SCSBs to transfer funds represented by allocation of Equity Shares from ASBA Accounts into the Public Issue Account.

(b) **Issuance of Allotment Advice:** Upon approval of the Basis of Allotment by the Designated Stock Exchange, the Registrar shall upload the same on its website. On the basis of the approved Basis of Allotment, the Issuer shall pass necessary corporate action to facilitate the Allotment and credit of Equity Shares. Bidders/Applicants are advised to instruct their Depository Participant to accept the Equity Shares that may be allotted to them pursuant to the Issue.

Pursuant to confirmation of such corporate actions, the Registrar will dispatch Allotment Advice to the Bidders/Applicants who have been Allotted Equity Shares in the Issue.

(c) The dispatch of Allotment Advice shall be deemed a valid, binding and irrevocable contract.

(d) Issuer will ensure that: (i) the Allotment of Equity Shares; and (ii) credit of Equity Shares to the successful Bidders'/Applicants' Depository Account will be completed within six Working Days of the Bid/Issue Closing Date.

SECTION 8: INTEREST AND REFUNDS

8.1 COMPLETION OF FORMALITIES FOR LISTING & COMMENCEMENT OF TRADING

The Issuer shall ensure that all steps for the completion of the necessary formalities for listing and commencement of trading at all the Stock Exchanges are taken within six Working Days of the Bid/Issue Closing Date. The Registrar to the Issue may initiate corporate action for credit to Equity Shares the beneficiary account with Depositories, within six Working Days of the Bid/Issue Closing Date.

8.2 GROUNDS FOR REFUND

8.2.1 NON RECEIPT OF LISTING PERMISSION

An Issuer makes an application to the Stock Exchange(s) for permission to deal in/list and for an official quotation of the Equity Shares. All the Stock Exchanges from where such permission is sought are disclosed in RHP/Prospectus. The Designated Stock Exchange may be as disclosed in the RHP/Prospectus with which the Basis of Allotment may be finalised.

If the Issuer fails to make application to the Stock Exchange(s) or obtain permission for listing of the Equity Shares, in accordance with the provisions of Section 40 of the Companies Act, 2013, the Issuer shall be punishable with a fine which shall not be less than ₹ 5 lakhs but which may extend to ₹ 50 lakhs and every officer of the Issuer who is in default shall be punishable with imprisonment for a term which may extend to one year or with fine which shall not be less than ₹ 50,000 but which may extend to ₹ 3 lakhs, or with both.

If the permissions to deal in and for an official quotation of the Equity Shares are not granted by any of the Stock Exchange(s), the Issuer may forthwith take steps to refund, without interest, all moneys received from Bidders/Applicants.

If such money is not refunded to the Bidders/Applicants within the prescribed time after the Issuer becomes liable to repay it, then the Issuer and every director of the Issuer who is an officer in default may, on and from such expiry of such period, be liable to repay the money, with interest at such rate, as disclosed in the RHP/Prospectus.

8.2.2 NON RECEIPT OF MINIMUM SUBSCRIPTION

If the Issuer does not receive a minimum subscription of 90% of the Net Issue (excluding any offer for sale of specified securities), including devolvement to the Underwriters, the Issuer may forthwith, take steps to unblock the entire subscription amount received within six Working Days of the Bid/Issue Closing Date and repay, without interest, all moneys received from Anchor Investors. In case the Issue is in the nature of Offer for Sale only, then minimum subscription may not be applicable. In case of under-subscription in the Issue involving a Fresh Issue and the Offer for Sale, the Equity Shares in the Fresh Issue will be issued prior to the sale of Equity Shares in the Offer for Sale.

If there is a delay beyond the prescribed time after the Issuer becomes liable to pay the amount received from Bidders, then the Issuer and every director of the Issuer who is an officer in default may on and from expiry of 15 Working Days, be jointly and severally liable to repay the money, with interest at the rate of 15% per annum in accordance with the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended.

8.2.3 MINIMUM NUMBER OF ALLOTTEES

The Issuer may ensure that the number of prospective Allottees to whom Equity Shares may be Allotted may not be less than 1,000 failing which the entire application monies may be refunded forthwith.

8.2.4 IN CASE OF ISSUES MADE UNDER COMPULSORY BOOK BUILDING

In case an Issuer not eligible under Regulation 26(1) of the SEBI ICDR Regulations, 2009 comes for an Issue under Regulation 26(2) of SEBI (ICDR) Regulations, 2009 but fails to Allot at least 75% of the Net Issue to QIBs, in such case full subscription money is to be refunded.

8.3 MODE OF REFUND

(a) **In case of ASBA Bids:** Within six Working Days of the Bid/Issue Closing Date, the Registrar to the Issue may give instructions to SCSBs for unblocking the amount in ASBA Accounts for unsuccessful Bids or for any excess amount blocked on Bidding.

(b) **In case of Anchor Investors:** Within six Working Days of the Bid/Issue Closing Date, the Registrar to the Issue may dispatch the refund orders for all amounts payable to unsuccessful Anchor Investors.

(c) In case of Anchor Investors, the Registrar to the Issue may obtain from the depositories, the Bidders' bank account details, including the MICR code, on the basis of the DP ID, Client ID and PAN provided by the Anchor Investors in their Anchor Investor Application Forms for refunds. Accordingly, Anchor Investors are advised to immediately update their details as appearing on the records of their depositories. Failure to do so may result in delays in dispatch of refund orders or refunds through electronic transfer of funds, as applicable, and any such delay may be at the Anchor Investors' sole risk and neither the Issuer, the Registrar to the Issue, the Escrow Collection Bank, or the Syndicate, may be liable to compensate the Anchor Investors for any losses caused to them due to any such delay, or liable to pay any interest for such delay. Please note that refunds shall be credited only to the bank account from which the Bid Amount was remitted to the Escrow Collection Bank.

8.3.1 Electronic mode of making refunds for Anchor Investors

The payment of refund, if any, may be done through various electronic modes as mentioned below:

(a) **NACH—**National Automated Clearing House which is a consolidated system of ECS. Payment of refund would be done through NACH for Applicants having an account at one of the centres specified by the RBI, where such facility has been made available. This would be subject to availability of complete bank account details including Magnetic Ink Character Recognition (MICR) code wherever applicable from the depository. The payment of refund through NACH is mandatory for Applicants having a bank account at any of the centres where NACH facility has been made available by the RBI (subject to availability of all information for crediting the refund through NACH including the MICR code as appearing on a cheque leaf, from the depositories), except where applicant is otherwise disclosed as eligible to get refunds through NEFT or Direct Credit or RTGS;

(b) **NEFT—**Payment of refund may be undertaken through NEFT wherever the branch of the Anchor Investors' bank is NEFT enabled and has been assigned the Indian Financial System Code ("**IFSC**"), which can be linked to the MICR of that particular branch. The IFSC Code may be obtained from the website of RBI as at a date prior to the date of payment of refund, duly mapped with MICR numbers. Wherever the Anchor Investors have registered their nine-digit MICR number and their bank account number while opening and operating the demat account, the same may be duly mapped with the IFSC Code of that particular bank branch and the payment of refund may be made to the Anchor Investors through this method. In the event NEFT is not operationally feasible, the payment of refunds may be made through any one of the other modes as discussed in this section;

(c) **RTGS—**Anchor Investors having a bank account at any of the centers notified by SEBI where clearing houses are managed by the RBI, may have the option to receive refunds, if any, through RTGS; and

(d) **Direct Credit—**Anchor Investors having their bank account with the Refund Banker may be eligible to receive refunds, if any, through direct credit to such bank account.

Please note that refunds through the abovementioned modes shall be credited only to the bank account from which the Bid Amount was remitted to the Escrow Collection Bank.

For details of levy of charges, if any, for any of the above methods, Anchor Investors may refer to RHP/Prospectus.

8.4 INTEREST IN CASE OF DELAY IN ALLOTMENT OR REFUND

The Issuer may pay interest at the rate of 15% per annum, if the Allotment is not made and refund instructions have not been given to the clearing system in the disclosed manner/instructions for unblocking of funds in the ASBA Account are not dispatched within the 15 days of the Bid/Issue Closing Date.

The Issuer may pay interest at 15% per annum for any delay beyond 15 days from the Bid/Issue Closing Date, if Allotment is not made.

SECTION 9: GLOSSARY AND ABBREVIATIONS

Unless the context otherwise indicates or implies, certain definitions and abbreviations used in this document may have the meaning as provided below. References to any legislation, act or regulation may be to such legislation, act or regulation as amended from time to time.

Term	Description
Allotment/Allot/Allotted	The allotment of Equity Shares pursuant to the Issue to successful Bidders/Applicants
Allotment Advice	Note or advice or intimation of Allotment sent to the Bidders/Applicants who have been Allotted Equity Shares after the Basis of Allotment has been approved by the designated Stock Exchanges
Allottee	An Bidder/Applicant to whom the Equity Shares are Allotted
Anchor Investor	A Qualified Institutional Buyer, applying under the Anchor Investor Portion in accordance with the requirements specified in SEBI ICDR Regulations, 2009 and the Red Herring Prospectus.
Anchor Investor Application Form	The form used by an Anchor Investor to make a Bid in the Anchor Investor Portion and which will be considered as an application for Allotment in terms of the Red Herring Prospectus and Prospectus

Term	Description
Anchor Investor Portion	Up to 60% of the QIB Category which may be allocated by the Issuer in consultation with the BRLMs, to Anchor Investors on a discretionary basis. One-third of the Anchor Investor Portion is reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the price at which allocation is being done to Anchor Investors
Application Supported by Blocked Amount/ASBA	An application, whether physical or electronic, used by ASBA Bidders to make a Bid and authorising an SCSB to block the Bid Amount in the specified bank account maintained with such SCSB
ASBA Form	An application form, whether physical or electronic, used by ASBA Bidders/Applicants, which will be considered as the application for Allotment in terms of the Red Herring Prospectus and the Prospectus
ASBA Account	Account maintained with an SCSB which may be blocked by such SCSB to the extent of the Bid Amount of the ASBA Bidder
ASBA Bidder	All Bidders/Applicants except Anchor Investors
Banker(s) to the Issue/Escrow Collection Bank(s)/Collecting Banker	The banks which are clearing members and registered with SEBI as Banker to the Issue with whom the Escrow Account(s) for Anchor Investors may be opened, and as disclosed in the RHP/Prospectus and Bid cum Application Form of the Issuer
Basis of Allotment	The basis on which the Equity Shares may be Allotted to successful Bidders/Applicants under the Issue
Bid	An indication to make an offer during the Bid/Issue Period by a prospective Bidder pursuant to submission of Bid cum Application Form or during the Anchor Investor Bid/Issue Period by the Anchor Investors, to subscribe for or purchase the Equity Shares of the Issuer at a price within the Price Band, including all revisions and modifications thereto. In case of issues undertaken through the fixed price process, all references to a Bid should be construed to mean an Application
Bid Amount	The highest value of the optional Bids indicated in the Bid cum Application Form and payable by the Bidder upon submission of the Bid (except for Anchor Investors), less discounts (if applicable). In case of issues undertaken through the fixed price process, all references to the Bid Amount should be construed to mean the Application Amount
Bid cum Application Form	The Anchor Investor Application Form or the ASBA Form, as the context requires
Bid/Issue Closing Date	Except in the case of Anchor Investors (if applicable), the date after which the Designated Intermediaries may not accept any Bids for the Issue, which may be notified in an English national daily, a Hindi national daily and a regional language newspaper at the place where the registered office of the Issuer is situated, each with wide circulation. Bidders/Applicants may refer to the RHP/Prospectus for the Bid/Issue Closing Date
Bid/Issue Opening Date	The date on which the Designated Intermediaries may start accepting Bids for the Issue, which may be the date notified in an English national daily, a Hindi national daily and a regional language newspaper at the place where the registered office of the Issuer is situated, each with wide circulation. Bidders/Applicants may refer to the RHP/Prospectus for the Bid/Issue Opening Date

Term	Description
Bid/Issue Period	Except in the case of Anchor Investors (if applicable), the period between the Bid/Issue Opening Date and the Bid/Issue Closing Date inclusive of both days and during which prospective ASBA Bidders/Applicants can submit their Bids, inclusive of any revisions thereof. The Issuer may consider closing the Bid/Issue Period for QIBs one working day prior to the Bid/Issue Closing Date in accordance with the SEBI ICDR Regulations, 2009. Bidders/Applicants may refer to the RHP/Prospectus for the Bid/Issue Period
Bidder/Applicant	Any prospective investor who makes a Bid/Application pursuant to the terms of the RHP/Prospectus and the Bid cum Application Form. In case of issues undertaken through the fixed price process, all references to a Bidder/Applicants should be construed to mean an Applicant
Book Built Process/Book Building Process/Book Building Method	The book building process as provided under SEBI ICDR Regulations, 2009, in terms of which the Issue is being made
Broker Centers	Broker centers notified by the Stock Exchanges, where Bidders/Applicants can submit the ASBA Forms to a Registered Broker. The details of such broker centers, along with the names and contact details of the Registered Brokers are available on the websites of the Stock Exchanges.
BRLM(s)/Book Running Lead Manager(s)/Lead Manager/LM	The Book Running Lead Manager to the Issue as disclosed in the RHP/Prospectus and the Bid cum Application Form of the Issuer. In case of issues undertaken through the fixed price process, all references to the Book Running Lead Manager should be construed to mean the Lead Manager or LM
Business Day	Monday to Saturday (except 2nd and 4th Saturday of a month and public holidays)
CAN/Confirmation of Allocation Note	Notice or intimation of allocation of the Equity Shares sent to Anchor Investors, who have been allocated the Equity Shares, after the Anchor Investor Bid/Issue Period.
Cap Price	The higher end of the Price Band, above which the Issue Price and the Anchor Investor Issue Price may not be finalised and above which no Bids may be accepted
Client ID	Client Identification Number maintained with one of the Depositories in relation to demat account
Collecting Depository Participant or CDPs	A depository participant as defined under the Depositories Act, 1996, registered with SEBI and who is eligible to procure Bids at the Designated CDP Locations in terms of circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 issued by SEBI
Cut-off Price	Issue Price, finalised by the Issuer in consultation with the Book Running Lead Manager(s), which can be any price within the Price Band. Only RIBs, Retail Individual Shareholders and employees are entitled to Bid at the Cut-off Price. No other category of Bidders/Applicants are entitled to Bid at the Cut-off Price
DP	Depository Participant
DP ID	Depository Participant’s Identification Number
Depositories	National Securities Depository Limited and Central Depository Services (India) Limited
Demographic Details	Details of the Bidders/Applicants including the Bidder’s address, name of the Applicant’s father/husband, investor status, occupation and bank account details

Term	Description
Designated Branches	Such branches of the SCSBs which may collect the Bid cum Application Forms used by Bidders/Applicants (excluding Anchor Investors) and a list of which is available on http://www.sebi.gov.in/cms/sebi_data/attachdocs/1316087201341.html
Designated CDP Locations	Such locations of the CDPs where Bidders can submit the ASBA 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 ASBA Forms are available on the respective websites of the Stock Exchanges (www.bseindia.com and www.nseindia.com)
Designated Date	The date on which funds are transferred by the Escrow Collection Bank(s) from the Escrow Account and the amounts blocked by the SCSBs are transferred from the ASBA Accounts, as the case may be, to the Public Issue Account or the Refund Account, as appropriate, after the Prospectus is filed with the RoC, following which the board of directors may Allot Equity Shares to successful Bidders in the Fresh Issue may give delivery instructions for the transfer of the Equity Shares constituting the Offer for Sale
Designated Intermediaries	Syndicate, sub-syndicate/agents, SCSBs, Registered Brokers, CDPs and RTAs, who are authorized to collect ASBA Forms from the ASBA Bidders, in relation to the Issue
Designated RTA Locations	Such locations of the RTAs where Bidders can submit the ASBA Forms to RTAs. The details of such Designated RTA Locations, along with names and contact details of the RTAs eligible to accept ASBA Forms are available on the respective websites of the Stock Exchanges (www.bseindia.com and www.nseindia.com)
Designated Stock Exchange	The designated stock exchange as disclosed in the RHP/Prospectus of the Issuer
Discount	Discount to the Issue Price that may be provided to Bidders/Applicants in accordance with the SEBI ICDR Regulations, 2009.
Draft Prospectus	The draft prospectus filed with SEBI in case of Fixed Price Issues and which may mention a price or a Price Band
Employees	Employees of an Issuer as defined under SEBI ICDR Regulations, 2009 and including, in case of a new company, persons in the permanent and full time employment of the promoting companies excluding the promoters and immediate relatives of the promoters. For further details, Bidder/Applicant may refer to the RHP/Prospectus
Equity Shares	Equity Shares of the Issuer
Escrow Account	Account opened with the Escrow Collection Bank(s) and in whose favour the Anchor Investors may transfer money through NACH/NEFT/RTGS/direct credit in respect of the Bid Amount when submitting a Bid
Escrow Agreement	Agreement to be entered into among the Issuer, the Registrar to the Issue, the Book Running Lead Manager(s), the Escrow Collection Bank(s) and the Refund Bank(s) for collection of the Bid Amounts from Anchor Investors and where applicable, remitting refunds of the amounts collected to the Anchor Investors on the terms and conditions thereof

Term	Description
Escrow Collection Bank(s)	Refer to definition of Banker(s) to the Issue
FCNR Account	Foreign Currency Non-Resident Account
First Bidder/Applicant	The Bidder/Applicant whose name appears first in the Bid cum Application Form or Revision Form
Fixed Price Issue/Fixed Price Process/Fixed Price Method	The Fixed Price process as provided under SEBI ICDR Regulations, 2009, in terms of which the Issue is being made
Floor Price	The lower end of the Price Band, at or above which the Issue Price and the Anchor Investor Issue Price may be finalised and below which no Bids may be accepted, subject to any revision thereto
FPIs	Foreign Portfolio Investors as defined under the Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014
FPO	Further public offering
Foreign Venture Capital Investors or FVCIs	Foreign Venture Capital Investors as defined and registered with SEBI under the SEBI (Foreign Venture Capital Investors) Regulations, 2000
IPO	Initial public offering
Issue	Public issue of Equity Shares of the Issuer including the Offer for Sale, if applicable
Issue Price	The final price, less discount (if applicable) at which the Equity Shares may be Allotted to Bidders other than Anchor Investors, in terms of the Prospectus. Equity Shares will be Allotted to Anchor Investors at the Anchor Investor Issue Price The Issue Price may be decided by the Issuer in consultation with the Book Running Lead Manager(s)
Issuer/Company	The Issuer proposing the initial public offering/further public offering as applicable
Maximum RIB Allottees	The maximum number of RIBs who can be Allotted the minimum Bid Lot. This is computed by dividing the total number of Equity Shares available for Allotment to RIBs by the minimum Bid Lot.
MICR	Magnetic Ink Character Recognition – nine-digit code as appearing on a cheque leaf
Mutual Fund	A mutual fund registered with SEBI under the SEBI (Mutual Funds) Regulations, 1996
Mutual Funds Portion	5% of the QIB Category (excluding the Anchor Investor Portion) available for allocation to Mutual Funds only, being such number of equity shares as disclosed in the RHP/Prospectus and Bid cum Application Form
NACH	National Automated Clearing House
NECS	National Electronic Clearing Service
NEFT	National Electronic Fund Transfer
NRE Account	Non-Resident External Account

Term	Description
NRI	NRIs from such jurisdictions outside India where it is not unlawful to make an offer or invitation under the Issue and in relation to whom the RHP/Prospectus constitutes an invitation to subscribe to or purchase the Equity Shares
NRO Account	Non-Resident Ordinary Account
Net Issue	The Issue less reservation portion
Non-Institutional Bidders or NIBs	All Bidders/Applicants registered with SEBI which are foreign corporates or foreign individuals and FPIs which are Category III foreign portfolio investors, that are not QIBs or RIBs and who have Bid for Equity Shares for an amount of more than ₹ 200,000 (but not including NRIs other than Eligible NRIs)
Non-Institutional Category	The portion of the Issue being such number of Equity Shares available for allocation to NIBs on a proportionate basis and as disclosed in the RHP/Prospectus and the Bid cum Application Form
Non-Resident	A person resident outside India, as defined under FEMA and includes Eligible NRIs, FPIs and FVCIs registered with SEBI
OCB/Overseas Corporate Body	A company, partnership, society or other corporate body owned directly or indirectly to the extent of at least 60% by NRIs including overseas trusts, in which not less than 60% of beneficial interest is irrevocably held by NRIs directly or indirectly and which was in existence on October 3, 2003 and immediately before such date had taken benefits under the general permission granted to OCBs under FEMA
Offer for Sale	Public offer of such number of Equity Shares as disclosed in the RHP/Prospectus through an offer for sale by the Selling Shareholders
Other Investors	Investors other than Retail Individual Bidders in a Fixed Price Issue. These include individual applicants other than Retail Individual Bidders and other investors including corporate bodies or institutions irrespective of the number of specified securities applied for
PAN	Permanent Account Number allotted under the Income Tax Act, 1961
Price Band	Price Band with a minimum price, being the Floor Price and the maximum price, being the Cap Price and includes revisions thereof. The Price Band and the minimum Bid lot size for the Issue may be decided by the Issuer in consultation with the Book Running Lead Manager(s) and advertised, at least five working days in case of an IPO and one working day in case of FPO, prior to the Bid/Issue Opening Date, in English national daily, Hindi national daily and regional language at the place where the registered office of the Issuer is situated, newspaper each with wide circulation
Pricing Date	The date on which the Issuer in consultation with the Book Running Lead Manager(s), finalise the Issue Price
Prospectus	The prospectus to be filed with the RoC in accordance with Section 26 of the Companies Act, 2013 after the Pricing Date, containing the Issue Price, the size of the Issue and certain other information
Public Issue Account	A bank account opened with the Banker to the Issue to receive monies from the Escrow Account and from the ASBA Accounts on the Designated Date
QIB Category	The portion of the Issue being such number of Equity Shares to be Allotted to QIBs on a proportionate basis

Term	Description
Qualified Institutional Buyers or QIBs	As defined under SEBI ICDR Regulations, 2009
RTGS	Real Time Gross Settlement
Red Herring Prospectus/RHP	The red herring prospectus issued in accordance with Section 32 of the Companies Act, 2013, which does not have complete particulars of the price at which the Equity Shares are offered and the size of the Issue. The RHP may be filed with the RoC at least three days before the Bid/Issue Opening Date and may become a Prospectus upon filing with the RoC after the Pricing Date. In case of issues undertaken through the fixed price process, all references to the RHP should be construed to mean the Prospectus
Refund Account(s)	The account opened with Refund Bank(s), from which refunds to Anchor Investors, if any, of the whole or part of the Bid Amount may be made
Refund Bank(s)	Refund bank(s) as disclosed in the RHP/Prospectus and Bid cum Application Form of the Issuer
Registrar and Share Transfer Agents or RTAs	Registrar and share transfer agents registered with SEBI and eligible to procure Bids at the Designated RTA Locations in terms of circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 issued by SEBI
Registered Broker	Stock Brokers registered with the Stock Exchanges having nationwide terminals, other than the members of the Syndicate
Registrar to the Issue/RTO	The Registrar to the Issue as disclosed in the RHP/Prospectus and Bid cum Application Form
Reserved Category/Categories	Categories of persons eligible for making application/Bidding under reservation portion
Reservation Portion	The portion of the Issue reserved for such category of eligible Bidders/Applicants as provided under the SEBI ICDR Regulations, 2009
Retail Individual Bidders/RIBs	Investors who applies or bids for a value of not more than ₹ 200,000
Retail Individual Shareholders	Shareholders of a listed Issuer who applies or bids for a value of not more than ₹ 200,000.
Retail Category	The portion of the Issue being such number of Equity Shares available for allocation to RIBs which shall not be less than the minimum Bid Lot, subject to availability in RIB category and the remaining shares to be Allotted on proportionate basis.
Revision Form	The form used by the Bidders in an issue through Book Building Process to modify the quantity of Equity Shares and/or bid price indicated therein in any of their Bid cum Application Forms or any previous Revision Form(s)
RoC	The Registrar of Companies
SEBI	The Securities and Exchange Board of India constituted under the Securities and Exchange Board of India Act, 1992
SEBI ICDR Regulations, 2009	The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009

Term	Description
Self Certified Syndicate Bank(s) or SCSB(s)	A bank registered with SEBI, which offers the facility of ASBA and a list of which is available on http://www.sebi.gov.in/cms/sebi_data/attachdocs/1316087201341.html
Specified Locations	Bidding centers where the syndicate shall accept ASBA Forms from Bidders
Stock Exchanges/SE	The stock exchanges as disclosed in the RHP/Prospectus of the Issuer where the Equity Shares Allotted pursuant to the Issue are proposed to be listed
Syndicate	The Book Running Lead Manager(s) and the Syndicate Members
Syndicate Agreement	The agreement to be entered into among the Issuer, and the Syndicate in relation to collection of ASBA Forms by Syndicate Members
Syndicate Member(s)/SM	The Syndicate Member(s) as disclosed in the RHP/Prospectus
Underwriters	The Book Running Lead Manager(s) and the Syndicate Member(s)
Underwriting Agreement	The agreement amongst the Issuer, and the Underwriters to be entered into on or after the Pricing Date
Working Day	All trading days of Stock Exchanges, excluding Sundays and holidays for commercial banks in Mumbai.

RESTRICTIONS ON FOREIGN OWNERSHIP OF INDIAN SECURITIES

Foreign investment in Indian securities is regulated through the Industrial Policy, 1991 of the Government, the FDI Policy (as defined below) and FEMA. The government bodies responsible for granting foreign investment approvals are the various departments of the concerned administrative ministries of the Government of India, including the DIPP and the RBI.

The Government has from time to time made policy pronouncements on FDI through press notes and press releases. The DIPP, issued the consolidated FDI Policy by way of circular no D/o IPP F. No. 5(1)/2016-FC-1 dated the August 28, 2017, which with effect from August 28, 2017, consolidates and supersedes all previous press notes, press releases and clarifications on FDI issued by the DIPP that were in force and effect as on August 27, 2017. The Government proposes to update the consolidated circular on FDI Policy once every year and therefore, the FDI Policy will be valid until the DIPP issues an updated circular.

The transfer of shares between an Indian resident and a non-resident does not require the prior approval of the DIPP (or any other concerned departments of administrative ministries of the Government of India) or the RBI, provided that (i) the activities of the investee company are under the automatic route under the FDI Policy and transfer does not attract the provisions of the Takeover Regulations; (ii) the non-resident shareholding is within the sectoral limits under the FDI Policy; and (iii) the pricing is in accordance with the guidelines prescribed by SEBI and RBI.

As per the existing policy of the Government, OCBs cannot participate in this Issue.

The Equity Shares have not been and will not be registered under the U.S. 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 U.S. Securities Act and applicable U.S. state securities laws. Accordingly, the Equity Shares are being offered and sold outside the United States in offshore transactions in reliance on Regulation S under the U.S. Securities Act and applicable laws of the jurisdictions where such offers and sales occur.

The above information is given for the benefit of the Bidders. Our Company, the Selling Shareholders, the GCBRLMs and the BRLM are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of the Red Herring Prospectus. Bidders are advised to make their independent investigations and ensure that the number of Equity Shares Bid for do not exceed the applicable limits under laws or regulations.

SECTION VIII: MAIN PROVISIONS OF ARTICLES OF ASSOCIATION

Capitalised terms used in this section have the meaning that has been given to such terms in the Articles of Association of our Company. Pursuant to Schedule I of the Companies Act, 2013 and the SEBI ICDR Regulations, the main provisions of the Articles of Association of our Company are detailed below.

The Articles of Association of our Company consist of two parts, Part A and Part B, which parts shall, unless the context otherwise requires, be harmoniously constructed, provided that in the event of any conflict between the Articles set out in Part A and the Articles set out in Part B, the Articles set out in Part B shall prevail. However, Part B shall automatically terminate, be deleted and cease to have any force and effect from the date of listing of Equity Shares a stock exchange in India pursuant to an initial public offering of the Equity Shares, without any further action by our Company or by the Shareholders.

Part A

Share Capital

Article 3(a) provides that "the shares in the capital of the Company shall be under the control of the Directors who may issue, allot or otherwise dispose of the same or any of them to such persons, in such proportion and on such terms and conditions and either at a premium or at par and at such time as they may from time to time think fit and with the sanction of the Company in General Meeting to give to any person the option to call for or be allotted shares of any class of the Company."

Article 3(c) provides that "the Share Capital of the Company may be classified into Shares with differential rights as to Dividend, voting or otherwise in accordance with the applicable provisions of the Act, Rules, and Law, from time to time."

Article 3(f) provides that "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."

Article 10(a) provides that "subject to the provisions of Section 62 and other applicable provisions of the Act, and these Articles, the shares in the Capital of the Company for the time being (including any shares forming part of any increased Capital of the Company) shall be under the control of the Directors who may issue, allot or otherwise dispose of the same or any of them to Persons in such proportion and on such terms and conditions and either at a premium or at par or at discount (subject to compliance with Section 53 of the Act) at such time as they may, from time to time, think fit and with the sanction of the Company in the General Meeting to give to any person or persons the option or right to call for any Shares either at par or premium during such time and for such consideration as the Directors think fit, and may issue and allot Shares in the capital of the Company on payment in full or part of any property sold and transferred or for any services rendered to the Company in the conduct of its business and any Shares which may be so allotted may be issued as fully Paid up Shares and is so issued, shall be deemed to be fully Paid up Shares."

Increase, reduction, alteration of capital and buy back of shares

Article 23 provides that –

"a. Where at any time, the Company proposes to increase its subscribed capital by the issue of further shares, such shares shall be offered-

(i) to persons who, at the date of the offer, are holders of Equity Shares in proportion, as nearly as circumstances admit, to the Paid up Share Capital on those shares by sending a letter of offer subject to the following conditions, namely: -

- the offer shall be made by notice specifying the number of shares offered and limiting a time not being less than 15 (fifteen) days and not exceeding 30 (thirty) days from the date of the offer within which the offer, if not accepted, shall be deemed to have been declined;
- the offer aforesaid shall be deemed to include a right exercisable by the Person concerned to renounce the shares offered to him or any of them in favour of any other Person; and the notice referred to in clause 1 above shall contain a statement of this right;

- after the expiry of the time specified in the notice aforesaid, or on receipt of earlier intimation from the Person to whom such notice is given that he declines to accept the shares offered, the Board may dispose of them in such manner which is not dis-advantageous to the Shareholders and the Company;

(ii) to employees under a scheme of Employees' Stock Option, subject to Special Resolution passed by the Company and subject to the Rules and such other conditions, as may be prescribed under Law; or

(iii) to any persons, if it is authorised by a Special Resolution, whether or not those Persons include the Persons referred to in clause (a) or clause (b) above, either for cash or for a consideration other than cash, if the price of such shares is determined by the valuation report of a registered valuer subject to the Rules.

a. The notice referred to in sub-clause 1 of clause (a) of sub-article (i) shall be dispatched through registered post or speed post or through electronic mode to all the existing Shareholders at least 3 (three) days before the opening of the issue.

b. Nothing in this Article shall apply to the increase of the subscribed capital of the Company caused by the exercise of an option as a term attached to the Debentures issued or loan raised by the Company to convert such Debentures or loans into shares in the Company:

Provided that the terms of issue of such Debentures or loan containing such an option have been approved before the issue of such Debentures or the raising of loan by a Special Resolution passed by the Company in a General Meeting.

The provisions contained in this Article shall be subject to the provisions of the Section 42 and Section 62 of the Act, the Rules and the applicable provisions of the Companies Act, 1956."

Article 7 provides that "the Company may, subject to the applicable provisions of the Act, from time to time, reduce its Capital, any capital redemption reserve account and the securities premium account in any manner for the time being authorized by Law."

Article 6(i) provides that "the Company, subject to provisions of these Articles and Section 61 of the Act, in General Meeting may from time to time, alter the conditions of its Memorandum as follows, that is to say, it may: -

a. increase its 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. sub-divide its existing shares or any of them into shares of smaller amount than is fixed by the Memorandum so, however, that in the subdivision the proportion between the amount paid and the amount, if any, unpaid on each reduced share shall be the same as it was in the case of the share from which the reduced share is derived; and

d. 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 and diminish the amount of its Share Capital by the amount of the shares so cancelled."

Article 8 provides that "pursuant to a resolution of the Board, the Company may purchase its own Equity Shares or other Securities, as may be specified by the MCA, by way of a buy-back arrangement, in accordance with Sections 68, 69 and 70 of the Act, the Rules and subject to compliance with Law."

Article 10(d)(iii) provides that "(iii) The Board may, at their absolute discretion, refuse any applications for the sub-division of share certificates or Debenture certificates, into denominations less than marketable lots except where sub-division is required to be made to comply with any statutory provision or an order of a competent court of law or at a request from a Shareholder or to convert holding of odd lot into transferable/marketable lot."

Payment of commission and brokerage

Article 4 provides that "the Company may exercise the powers of paying commissions conferred by sub-Section (6) of Section 40 of the Act, provided that the rate percent 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 there under. 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 of the Act. 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."

Article 11(b) provides that "the Company may also, on any issue of shares or Debentures, pay such brokerage as may be lawful."

Calls

Article 12 provides that –

"(a) Subject to the provisions of Section 49 of the Act, the Board may, from time to time, make such calls as it thinks fit upon the Shareholders in respect of all moneys unpaid on the Shares (whether on account of the nominal value of the Shares or by way of premium) held by them respectively and not by the conditions of allotment thereof made payable at fixed times, and the Shareholder shall pay the amount of every call so made on him to the Person or Persons and at the time and place appointed by the Board.

(b) A call shall be deemed to have been made at the time when the resolution of the Board authorising such call was passed, provided the Board making a call may by resolution determine that the call shall be deemed to be made on a date subsequent to the date of the resolution.

(c) Not less than thirty (30) days' notice of any call shall be given specifying the time and place of payment provided that before the time for payment of such call, the Directors may, by notice in writing to the Shareholders, extend the time for payment thereof.

(d) If by the terms of issue of any share or otherwise, any amount is made payable at any fixed times, or by installments at fixed time, whether on account of the nominal value of the share or by way of premium, every such amount or installments shall be payable as if it were a call duly made by the Board, on which due notice had been given, and all the provisions contained herein, or in the terms of such issue, in respect of calls shall relate and apply to such amount or installments accordingly.

(e) The joint holders of a share shall be jointly and severally liable to pay all installments and calls due in respect thereof.

(f) If the sum called in respect of a share is not paid on or before the day appointed for payment thereof, the holder for the time being of the share in respect of which the call shall have been made or the installments shall fall due, shall pay interest for the same at the rate of 10 percent per annum, from the day appointed for the payment thereof to the time of the actual payment or at such lower rate as the Directors may determine. The Board shall also be at liberty to waive payment of that interest wholly or in part.

(g) The provisions of these Articles as to payment of interest shall apply in the case of non-payment of any such sum which by the terms of issue of a share, become payable at a fixed time, whether on account of the amount of the share or by way of premium, as if the same had become payable by virtue of a call duly made and notified.

(h) The Board, may, if it thinks fit, receive from any Shareholder willing to advance all of or any part of the moneys uncalled and unpaid upon any shares held by him and upon all or any part of the moneys so advance, the Board may (until the same would, but for such advance become presently payable) pay interest at such rate not exceeding, unless the Company in its General Meeting shall otherwise direct, 12% per annum, as may be agreed upon between the Board and the Shareholder paying the sum in advance but shall not in respect of such advances confer a right to participate in profits or Dividend. The Directors may at any time repay the amount so advanced.

(i) The Shareholders shall not be entitled to any voting rights in respect of the moneys so paid by them until the same would, but for such payment, become presently payable.

(j) Neither a judgment nor a decree in favour of the Company for calls or other moneys due in respect of any share nor any part payment or satisfaction thereunder, nor the receipt by the Company of a portion of any money which shall from, time to time, be due from any Shareholder in respect of any share, either by way of principal or interest, nor any indulgence granted by the Company in respect of the payment of any such money shall preclude the Company from thereafter proceeding to enforce a forfeiture of such shares as provided in Article 14.

(k) The provisions of these Articles shall mutatis mutandis apply to the calls on Debentures of the Company.

(l) A call may be revoked or postponed at the discretion of the Board."

Forfeiture, surrender or lien

Article 14(a) provides that "if a Shareholder fails to pay any call or installment of a call on the day appointed for the payment not paid thereof, the Board may during such time as any part of such 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, and all expenses that may have been incurred by the Company for the reason of such non-payment. The Board may accept in the name and for the benefit of the Company and upon such terms and conditions as may be agreed upon, the surrender of any share liable to forfeiture, and so far, as the law permits, of any other share."

Article 14(b) provides that "the notice shall name a further day (not earlier than the expiration of fourteen (14) days from the date of service of the notice), on or before which the payment required by the notice is to be made, and shall state that, in the event of non-payment on or before the day appointed, the shares in respect of which the call was made will be liable to be forfeited."

Article 14(c) provides that "if the requirements of any such notice as, aforementioned 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. Such forfeiture shall include all Dividends declared in respect of the forfeited shares and not actually paid before the forfeiture."

Article 12(j) provides that "neither a judgment nor a decree in favour of the Company for calls or other moneys due in respect of any share nor any part payment or satisfaction thereunder, nor the receipt by the Company of a portion of any money which shall from, time to time, be due from any Shareholder in respect of any share, either by way of principal or interest, nor any indulgence granted by the Company in respect of the payment of any such money shall preclude the Company from thereafter proceeding to enforce a forfeiture of such shares as provided in Article 14."

Article 14(e) provides that "any share so forfeited or surrendered shall be deemed to be the property of the Company and may be sold or otherwise disposed off on such terms and in such manner as the Board may think fit, and at any time before such a sale or disposal, the forfeiture may be cancelled on such terms as the Board may think fit."

Article 14(g) provides that "a person whose shares have been forfeited shall cease to be a Shareholder in respect of the forfeited shares but shall, notwithstanding such forfeiture, remain liable to pay and shall forthwith pay the Company all moneys, which at the date of forfeiture is payable by him to the Company in respect of the share, whether such claim be barred by limitation on the date of the forfeiture or not, but his Liability shall cease if and when the Company received payment in full of all such moneys due in respect of the shares"

Article 14(i) provides that "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."

Article 14(j) provides that "upon any sale after forfeiture or for enforcing a Lien in purported exercise of the powers herein before given, the Directors may cause the purchaser's name to be entered in the register in respect of the shares sold and may issue fresh certificate in the name of such a purchaser. The purchaser shall not be bound to see to the regularity of the proceedings, nor to the application of the purchase money and after his name has been entered in the register in respect of such shares, the validity of the sale shall not be impeached by any person and the remedy of any person aggrieved by the sale shall be in damages only and against the Company exclusively."

Transfer and Transmission

Article 25(g) provides that "subject to the provisions of Sections 58 and 59 of the Act, these Articles and other applicable provisions of the Act or any other Law for the time being in force, the Board may, refuse to register the transfer of, or the transmission by operation of law of the right to, any securities or interest of a Shareholder in the Company. The Company shall, within 30 (thirty) days from the date on which the instrument of transfer, or the intimation of such transmission, as the case may be, was delivered to the Company, send a notice of refusal to the transferee and transferor or to the person giving notice of such transmission, as the case may be, 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 except where the Company has a Lien on shares."

Article 25(p) provides that "every instrument of transfer shall be presented to the Company duly stamped for registration accompanied by the certificate of the Shares to which it relates, and such other evidence as the Board may require to show the title of the transferor and his right to transfer the shares. Every registered instrument of transfer shall remain in the custody of the Company until destroyed by order of the Board.

(i) Where any instrument of transfer of shares has been received by the Company for registration and the transfer of such shares has not been registered by the Company for any reason whatsoever, the Company shall transfer the Dividends in relation to such shares to a special account unless the Company is authorized by the registered holder of such shares, in writing, to pay such Dividends to the transferee and will keep in abeyance any offer of right shares and/or bonus shares in relation to such shares.

(ii) In case of transfer and transmission of shares or other marketable securities where the Company has not issued any certificates and where such shares or Securities are being held in any electronic and fungible form in a Depository, the provisions of the Depositories Act shall apply."

Article 25(k) provides that "the Executors or Administrators or holder of the succession certificate or the legal representatives of a deceased Shareholder (not being one of two or more joint-holders), shall be the only Shareholders recognized by the Company as having any title to the shares registered in the name of such Shareholder, and the Company shall not be bound to recognize such Executors or Administrators or holders of succession certificate or the legal representatives unless such Executors or Administrators or legal representatives shall have first obtained probate or letters of administration or succession certificate, as the case may be, from a duly constituted court in India, provided that the Board may in its absolute discretion dispense with production of probate or letters of administration or succession certificate, upon such terms as to indemnity or otherwise as the Board may in its absolute discretion deem fit and may register the name of any Person who claims to be absolutely entitled to the shares standing in the name of a deceased Shareholder, as a Shareholder."

Article 18 provides that "subject to the applicable provisions of the Act and these Articles, any person becoming entitled to Securities in consequence of the death, lunacy, bankruptcy or insolvency of any holder of Securities, or by any lawful means other than by a transfer in accordance with these Articles, may, with the consent of the Board (which it shall not be under any obligation to give), upon producing such evidence that he sustains the character in respect of which he proposes to act under this Article or of such title as the Board thinks sufficient, either be registered himself as the holder of the Securities or elect to have some Person nominated by him and approved by the Board registered as such holder; provided nevertheless that, if such Person shall elect to have his nominee registered, he shall testify the election by executing in favour of his nominee an instrument of transfer in accordance with the provisions herein contained and until he does so, he shall not be freed from any Liability in respect of the Securities."

Borrowing Powers

Article 22(a) provides that "subject to the provisions of the Act and these Articles, the Board may from time to time at their discretion by resolution passed by the Board raise or borrow, either from the Directors or from elsewhere, or secure the payment of any such sum of money for the purpose of the Company, in such manner and upon such terms and conditions in all respects as they think fit, and in particular, by promissory notes or by receiving deposits and advances with or without security or by the issue of bonds, Debentures, perpetual or otherwise, including Debentures convertible into shares of this or any other Company or perpetual annuities and to secure any such money so borrowed, raised or received, mortgage, pledge or charge the whole or any part of the property, assets or revenue of the Company present or future, including its uncalled capital by special assignment or otherwise or to transfer or convey the same absolutely or in trust and to give the lenders powers of sale and other powers as may be expedient and to purchase, redeem or pay off any such securities; provided however, that the moneys to be borrowed, together with the money already borrowed by the Company apart from temporary loans obtained from the Company's bankers in the Ordinary Course of Business shall not, without the sanction of the Company by a Special Resolution at a General Meeting, exceed the aggregate of the paid up capital of the Company and its free reserves: Provided that every Special Resolution passed by the Company in General Meeting in relation to the exercise of the power to borrow shall specify the total amount up to which moneys may be borrowed by the Board of Directors."

Article 22(d) provides that "any bonds, Debentures, debenture-stock or other Securities may if permissible in Law be issued at a discount, premium or otherwise by the Company and shall with the consent of the Board be issued upon such terms and conditions and in such manner and for such consideration as the Board shall consider to be for the benefit of the Company, and on the condition that they or any part of them may be convertible into Equity Shares of any denomination, and with any privileges and conditions as to the redemption, surrender, allotment of shares, appointment of Directors or otherwise. Provided that Debentures with rights to allotment of or conversion into Equity Shares shall not be issued except with, the sanction of the Company in General Meeting accorded by a Special Resolution."

Conversion of Shares into Stock and reconversion

Article 24 provides that:

"(a) The Company may, by Ordinary Resolution, convert all or any fully paid share(s) of any denomination into stock and vice versa.

(b) 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.

(c) The holders of the stock shall, according to the amount of the 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 its 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."

Directors

Article 20.1(b) provides that "until otherwise determined by Special Resolution of the number of Directors of the Company shall not be less than three or more than fifteen."

Article 20.1(c) provides that "the Company in General Meeting may from time to time increase or reduce the number of Directors within the limits fixed by Article 20.1(b)."

Article 20.8(i)(c) provides that "subject to the applicable provisions of the Act, a Director (other than a Managing Director or an executive Director) may receive a sitting fee not exceeding such sum as may be prescribed by the Act or the Central Government from time to time for each meeting of the Board or any Committee thereof attended by him."

Article 20.2 provides that "the Board may appoint any person other than a person who fails to get appointed as a director in a general meeting, as an additional director, who shall hold office only up to the earlier of the date of the next Annual General Meeting or at the last date on which the Annual General Meeting should have been held but shall be eligible for appointment by the Company as a Director at that meeting subject to the applicable provisions of the Act."

Article 20.3 provides that “the Board may, appoint a person, not being a person holding any alternate directorship for any other director in the Company, to act as an alternate director for a director during his absence for a period of not less than three months from India.”

Article 20.5 provides that “whenever the Board enter into a contract with any lenders for borrowing any money or for providing any guarantee or security or for technical collaboration or assistance or enter into any other arrangement, the Board shall have, subject to the provisions of Section 152 of the Act the power to agree that such lenders shall have the right to appoint or nominate by a notice in writing addressed to the Company one or more Directors on the Board for such period and upon such conditions as may be mentioned in the common loan agreement/facility agreement. The nominee Director representing lenders shall not be required to hold qualification shares and not be liable to retire by rotation. The Directors may also agree that any such Director, or Directors may be removed from time to time by the lenders entitled to appoint or nominate them and such lenders may appoint another or other or others in his or their place and also fill in any vacancy which may occur as a result of any such Director, or Directors ceasing to hold that office for any reason whatever. The nominee Director shall hold office only so long as any monies remain owed by the Company to such lenders.

The nominee Director shall be entitled to all the rights and privileges of other Directors including the sitting fees and expenses as payable to other Directors but, if any other fees, commission, monies or remuneration in any form are payable to the Directors, the fees, commission, monies and remuneration in relation to such nominee Director shall accrue to the lenders and the same shall accordingly be paid by the Company directly to the lenders:

Provided that if any such nominee Director is an officer of any of the lenders, the sittings fees in relation to such nominee Director shall also accrue to the lenders concerned and the same shall accordingly be paid by the Company directly to that lenders.

Any expenditure that may be incurred by the lenders or the nominee Director in connection with the appointment or Directorship shall be borne by the Company.

The nominee Director so appointed shall be a member of the project management sub-committee, audit sub-committee and other sub-committees of the Board, if so desired by the lenders.

The nominee Director shall be entitled to receive all notices, agenda, etc. and to attend all general meetings and Board meetings and meetings of any committee(s) of the Board of which he is a member and to receive all notices, agenda and minutes, etc. of the said meeting.

If at any time, the nominee Director is not able to attend a meeting of Board or any of its committees, of which he is a member, the lenders may depute an observer to attend the meeting. The expenses incurred by the lenders in this connection shall be borne by the Company.”

Proceedings of the Board

Article 20.22(a) provides that “Board Meetings shall be held at least once in every 3 (three) month period and there shall be at least 4 (four) Board Meetings in any calendar year and there should not be a gap of more than 120 (one hundred twenty) days between two consecutive Board Meetings.”

Article 20.22(g) provides that “at least 7 (seven) days’ notice of every meeting of the Board shall be given in writing to every Director for the time being at his address registered with the Company and such notice shall be sent by hand delivery or by post or by electronic means. A meeting of the Board may be convened in accordance with these Articles by a shorter notice in case of any emergency as directed by the Chairman or the Managing Director or the Executive Director, as the case may be, subject to the presence of 1 (one) Independent Director in the said meeting. If an Independent Director is not present in the said meeting, then decisions taken at the said meeting shall be circulated to all the Directors and shall be final only upon ratification by one independent Director. Such notice or shorter notice may be sent by post or by fax or e-mail depending upon the circumstances.”

Article 20.22(h) provides that “at any Board Meeting, each Director may exercise 1 (one) vote. In case of an equality of votes, the Chairperson of the Board, if any, shall have a second or casting vote. The adoption of any resolution of the Board shall require the affirmative vote of a majority of the Directors present at a duly constituted Board Meeting.”

General Meetings

Article 21.12 provides that

“ (a) At least 21 (twenty one) days' prior written notice of every annual general meeting or any extraordinary general meeting of Shareholders shall be given to all Shareholders whose names appear on the Register of Members of the Company. A meeting of the Shareholders may be called by giving shorter notice with the written consent of the minimum number of Shareholders.

(b) However, a General Meeting may be called after giving shorter notice if consent is given in writing or by electronic mode by not less than 95 (ninety five) percent of the Shareholders entitled to vote at that meeting.

(c) The notice of every meeting shall be given to:

(i) every Shareholder, legal representative of any deceased Shareholder or the assignee of an insolvent Shareholder of the Company;

(ii) Auditor or Auditors of the Company; and

(iii) all Directors.”

Article 21.14 provides that –

“(a) The chairman of the Board shall be the chairman for all general meetings. The chairman of the general meeting shall not have any second or casting vote.

(b) English shall be the language used at all shareholder meetings and non-English speaking Shareholders shall be required to express themselves through interpreters who have entered into confidentiality agreements with the Company.”

Dividends

Article 20.34(a) provides that “the Company in general meeting may declare Dividends, but no Dividend shall exceed the amount recommended by the Board.”

Article 20.34(c) provides that “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 equalising Dividends; and pending such application, may, at the like discretion, either be employed in the business of the Company or be invested in such investments (other than shares of the Company) as the Board may, from time to time, thinks fit. (ii) The Board may also carry forward any profits which it may consider necessary not to divide, without setting them aside as a reserve.”

Capitalisation of profits

Article 15 provides that –

“ (a) (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, 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 Shareholders 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 other applicable provisions, either in or towards: (A) paying up any amounts for the time being unpaid on any shares held by such Shareholders 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 Shareholders 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 Shareholders 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 Article.

(b) (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 Shareholders 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 Shareholders."

Distribution of Assets in specie or kind upon Winding Up

Article 32 provides that "subject to the provisions of Chapter XX of the Act and Rules made thereunder:

(a) 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 Shareholders, 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.

(b) 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 Shareholders or different classes of Shareholders."

Indemnity and responsibility

Article 33 provides that –

" (a) subject to the provisions of Section 197 of the Act every Director, Manager, Secretary and other officer or employee of the Company shall be indemnified by the Company against, and it shall be the duty of the Directors out of the assets of the Company to pay all costs, losses, and expenses (including travelling expenses) which any such Director, officer or employee may incur or becomes liable to by reason of any contract entered into or act or deed done by him or any other way in the discharge of his duties, as such Director, officer or employee.

(b) Subject as aforesaid, every Director, Manager, Secretary, or other officer/employee of the Company shall be indemnified against any Liability, incurred by them or him in defending any proceeding whether civil or criminal in which judgment is given in their or his favour or in which he is acquitted or discharged or in connection with any application under Section 463 of the Act in which relief is given to him by the Court and without prejudice to the generality of the foregoing, it is hereby expressly declared that the Company shall pay and bear all fees and other expenses incurred or incurrable by or in respect of any Director for filing any return, paper or document with the Registrar, or complying with any of the provisions of the Act in respect of or by reason of his office as a Director or other officer of the Company."

Duties of Officers to maintain Secrecy

Article 37 provides that "every Director, Managing Directors, Manager, Secretary, Auditor, trustee, members of committee, Officer, servant, agent, accountant or other persons employed in the business of the Company shall, if so required by the Director before entering upon his duties, or any time during his term of office, sign a declaration pledging himself to observe secrecy relating to all transactions of the Company and the state of accounts and in matters relating thereto and shall by such declaration pledge himself not to reveal any of such matters which may come to his knowledge in the discharge of his official duties except which are required so to do by the Directors or the Auditors or by a resolution of the Company in a General Meeting or by a court of law and except so far as may be necessary in order to comply with any of the provision of these Articles or Law. Nothing herein contained shall affect the powers of the Central Government or any officer appointed by the Government to require or to hold an investigation into the Company's affairs."

Part B

Share Capital

Article 40(a) provides that "the shares in the capital of the Company shall be under the control of the Directors who may issue, allot or otherwise dispose of the same or any of them to such persons, in such proportion and on such terms and conditions and either at a premium or at par and at such time as they may from time to time think fit and with the sanction of the Company in General Meeting to give to any person the option to call for or be allotted shares of any class of the Company."

Article 40(c) provides that "the Share Capital of the Company may be classified into Shares with differential rights as to Dividend, voting or otherwise in accordance with the applicable provisions of the Act, Rules, and Law, from time to time."

Article 40(f) provides that "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."

Article 48(a) provides that "subject to the provisions of Section 62 and other applicable provisions of the Act, and these Articles, the shares in the Capital of the Company for the time being (including any shares forming part of any increased Capital of the Company) shall be under the control of the Directors who may issue, allot or otherwise dispose of the same or any of them to Persons in such proportion and on such terms and conditions and either at a premium or at par or at discount (subject to compliance with Section 53 of the Act) at such time as they may, from time to time, think fit and with the sanction of the Company in the General Meeting to give to any person or persons the option or right to call for any Shares either at par or premium during such time and for such consideration as the Directors think fit, and may issue and allot Shares in the capital of the Company on payment in full or part of any property sold and transferred or for any services rendered to the Company in the conduct of its business and any Shares which may be so allotted may be issued as fully Paid up Shares and is so issued, shall be deemed to be fully Paid up Shares."

Increase, reduction, alteration of capital and buy back of shares

Article 61 provides that

"(a) Where at any time, the Company proposes to increase its subscribed capital by the issue of further shares, such shares shall be offered—

(i) to persons who, at the date of the offer, are holders of Equity Shares in proportion, as nearly as circumstances admit, to the Paid up Share Capital on those shares by sending a letter of offer subject to the following conditions, namely: -

- the offer shall be made by notice specifying the number of shares offered and limiting a time not being less than 15 (fifteen) days and not exceeding 30 (thirty) days from the date of the offer within which the offer, if not accepted, shall be deemed to have been declined;

- the offer aforesaid shall be deemed to include a right exercisable by the Person concerned to renounce the shares offered to him or any of them in favour of any other Person; and the notice referred to in clause 1 above shall contain a statement of this right;

- after the expiry of the time specified in the notice aforesaid, or on receipt of earlier intimation from the Person to whom such notice is given that he declines to accept the shares offered, the Board may dispose of them in such manner which is not dis-advantageous to the Shareholders and the Company;

(ii) to employees under a scheme of Employees' Stock Option, subject to Special Resolution passed by the Company and subject to the Rules and such other conditions, as may be prescribed under Law; or

(iii) to any persons, if it is authorised by a Special Resolution, whether or not those Persons include the Persons referred to in clause (a) or clause (b) above, either for cash or for a consideration other than cash, if the price of such shares is determined by the valuation report of a registered valuer subject to the Rules.

(b) The notice referred to in sub-clause 1 of clause (a) of sub-article (i) shall be dispatched through registered post or speed post or through electronic mode to all the existing Shareholders at least 3 (three) days before the opening of the issue.

(c) Nothing in this Article shall apply to the increase of the subscribed capital of the Company caused by the exercise of an option as a term attached to the Debentures issued or loan raised by the Company to convert such Debentures or loans into shares in the Company:

Provided that the terms of issue of such Debentures or loan containing such an option have been approved before the issue of such Debentures or the raising of loan by a Special Resolution passed by the Company in a General Meeting.

The provisions contained in this Article shall be subject to the provisions of the Section 42 and Section 62 of the Act, the Rules and the applicable provisions of the Companies Act, 1956."

Article 45 provides that "the Company may, subject to the applicable provisions of the Act, from time to time, reduce its Capital, any capital redemption reserve account and the securities premium account in any manner for the time being authorized by Law."

Article 44(i) provides that "the Company, subject to provisions of these Articles and Section 61 of the Act, in General Meeting may from time to time, alter the conditions of its Memorandum as follows, that is to say, it may: -

a. increase its 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. sub-divide its existing shares or any of them into shares of smaller amount than is fixed by the Memorandum so, however, that in the subdivision the proportion between the amount paid and the amount, if any, unpaid on each reduced share shall be the same as it was in the case of the share from which the reduced share is derived; and

d. 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 and diminish the amount of its Share Capital by the amount of the shares so cancelled."

Article 46 provides that "pursuant to a resolution of the Board, the Company may purchase its own Equity Shares or other Securities, as may be specified by the MCA, by way of a buy-back arrangement, in accordance with Sections 68, 69 and 70 of the Act, the Rules and subject to compliance with Law."

Article 48(d)(iii) provides that "(iii) The Board may, at their absolute discretion, refuse any applications for the sub-division of share certificates or Debenture certificates, into denominations less than marketable lots except where sub-division is required to be made to comply with any statutory provision or an order of a competent court of law or at a request from a Shareholder or to convert holding of odd lot into transferable/marketable lot."

Pre-Emptive Rights for new Issues of Equity Securities

Article 63.1 provides that "in the event the Company is desirous of issuing any new Equity Securities after the expiry of 6 (six) months from the SPA First Tranche Closing Date but before the expiry of 12 (twelve) months from the SPA First Tranche Closing Date, including by way of a preferential allotment (excluding the issuance of Equity Securities pursuant to the Plan or pursuant to an IPO) and any other issuances made by the Company, subject to such terms and conditions as may be agreed between the Shareholders and the Company and to the extent permissible under applicable Law, Faering shall have the right (but not an obligation) to subscribe to additional Equity Securities (prior and in preference to the other Shareholders of the Company) equivalent to INR 30,00,00,000/- (Rupees Thirty Crore only) at the Agreed Valuation."

Article 63.3 provides that "each of the Investors shall individually communicate in writing, whether or not the Offered Terms are acceptable to it within 30 (thirty) days from the date on which the relevant Investor received the Offered Terms in writing. If the Investors do not, in part or in full, accept the Offered Terms as specified above, then the Company shall have the right to make the Proposed Issuance of such number of Equity

Securities as are not subscribed in by the Investors in favour of any third party, provided such Proposed Issuance is on the same or inferior terms as compared with the Offered Terms made to the Investors."

Article 63.4 provides that "any Proposed Issuance under this Article 63 in favour of any third party investor or the Investors, as the case may be, shall be completed within a period of 60 (sixty) days after the receipt of the Offered Terms by the Investors, as the case may be, failing which the right of the Company to make the Proposed Issuance shall lapse and the provisions of Article 25 shall once again apply to such Proposed Issuance. The said 60 (sixty) days period shall be extended for an additional period necessary to obtain any regulatory approvals from any Governmental Authority as required."

Article 63.5 provides that "in any event, the Company shall not issue any securities (including any Equity Securities) of any type or class to any Person unless the Company has offered such securities to the Investors in accordance with the provisions of this Article 63."

Payment of commission and brokerage

Article 41 provides that "the Company may exercise the powers of paying commissions conferred by sub-Section (6) of Section 40 of the Act, provided that the rate percent 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 there under. 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 of the Act. 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."

Article 49(b) provides that "the Company may also, on any issue of shares or Debentures, pay such brokerage as may be lawful."

Calls

Article 50 provides that –

"(a) Subject to the provisions of Section 49 of the Act, the Board may, from time to time, make such calls as it thinks fit upon the Shareholders in respect of all moneys unpaid on the Shares (whether on account of the nominal value of the Shares or by way of premium) held by them respectively and not by the conditions of allotment thereof made payable at fixed times, and the Shareholder shall pay the amount of every call so made on him to the Person or Persons and at the time and place appointed by the Board.

(b) A call shall be deemed to have been made at the time when the resolution of the Board authorising such call was passed, provided the Board making a call may by resolution determine that the call shall be deemed to be made on a date subsequent to the date of the resolution.

(c) Not less than thirty (30) days' notice of any call shall be given specifying the time and place of payment provided that before the time for payment of such call, the Directors may, by notice in writing to the Shareholders, extend the time for payment thereof.

(d) If by the terms of issue of any share or otherwise, any amount is made payable at any fixed times, or by installments at fixed time, whether on account of the nominal value of the share or by way of premium, every such amount or installments shall be payable as if it were a call duly made by the Board, on which due notice had been given, and all the provisions contained herein, or in the terms of such issue, in respect of calls shall relate and apply to such amount or installments accordingly.

(e) The joint holders of a share shall be jointly and severally liable to pay all installments and calls due in respect thereof.

(f) If the sum called in respect of a share is not paid on or before the day appointed for payment thereof, the holder for the time being of the share in respect of which the call shall have been made or the installments shall fall due, shall pay interest for the same at the rate of 10 percent per annum, from the day appointed for the payment thereof to the time of the actual payment or at such lower rate as the Directors may determine. The Board shall also be at liberty to waive payment of that interest wholly or in part.

(g) The provisions of these Articles as to payment of interest shall apply in the case of non-payment of any such sum which by the terms of issue of a share, become payable at a fixed time, whether on account of the amount of the share or by way of premium, as if the same had become payable by virtue of a call duly made and notified.

(h) The Board, may, if it thinks fit, receive from any Shareholder willing to advance all of or any part of the moneys uncalled and unpaid upon any shares held by him and upon all or any part of the moneys so advance, the Board may (until the same would, but for such advance become presently payable) pay interest at such rate not exceeding, unless the Company in its General Meeting shall otherwise direct, 12% per annum, as may be agreed upon between the Board and the Shareholder paying the sum in advance but shall not in respect of such advances confer a right to participate in profits or Dividend. The Directors may at any time repay the amount so advanced.

(i) The Shareholders shall not be entitled to any voting rights in respect of the moneys so paid by them until the same would, but for such payment, become presently payable.

(j) Neither a judgment nor a decree in favour of the Company for calls or other moneys due in respect of any share nor any part payment or satisfaction thereunder, nor the receipt by the Company of a portion of any money which shall from, time to time, be due from any Shareholder in respect of any share, either by way of principal or interest, nor any indulgence granted by the Company in respect of the payment of any such money shall preclude the Company from thereafter proceeding to enforce a forfeiture of such shares as provided in Article 14.

(k) The provisions of these Articles shall mutatis mutandis apply to the calls on Debentures of the Company.

(l) A call may be revoked or postponed at the discretion of the Board."

Forfeiture, surrender or lien

Article 52(a) provides that "if a Shareholder fails to pay any call or installment of a call on the day appointed for the payment not paid thereof, the Board may during such time as any part of such 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, and all expenses that may have been incurred by the Company for the reason of such non-payment. The Board may accept in the name and for the benefit of the Company and upon such terms and conditions as may be agreed upon, the surrender of any share liable to forfeiture, and so far, as the law permits, of any other share."

Article 52(b) provides that "the notice shall name a further day (not earlier than the expiration of fourteen (14) days from the date of service of the notice), on or before which the payment required by the notice is to be made, and shall state that, in the event of non-payment on or before the day appointed, the shares in respect of which the call was made will be liable to be forfeited."

Article 52(c) provides that "if the requirements of any such notice as, aforementioned 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. Such forfeiture shall include all Dividends declared in respect of the forfeited shares and not actually paid before the forfeiture."

Article 50(j) provides that "neither a judgment nor a decree in favour of the Company for calls or other moneys due in respect of any share nor any part payment or satisfaction thereunder, nor the receipt by the Company of a portion of any money which shall from, time to time, be due from any Shareholder in respect of any share, either by way of principal or interest, nor any indulgence granted by the Company in respect of the payment of any such money shall preclude the Company from thereafter proceeding to enforce a forfeiture of such shares as provided in Article 14."

Article 52(e) provides that "any share so forfeited or surrendered shall be deemed to be the property of the Company and may be sold or otherwise disposed off on such terms and in such manner as the Board may think fit, and at any time before such a sale or disposal, the forfeiture may be cancelled on such terms as the Board may think fit."

Article 52(g) provides that "a person whose shares have been forfeited shall cease to be a Shareholder in respect of the forfeited shares but shall, notwithstanding such forfeiture, remain liable to pay and shall forthwith pay the

Company all moneys, which at the date of forfeiture is payable by him to the Company in respect of the share, whether such claim be barred by limitation on the date of the forfeiture or not, but his Liability shall cease if and when the Company received payment in full of all such moneys due in respect of the shares."

Article 52(i) provides that "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."

Article 52(j) provides that "upon any sale after forfeiture or for enforcing a Lien in purported exercise of the powers herein before given, the Directors may cause the purchaser's name to be entered in the register in respect of the shares sold and may issue fresh certificate in the name of such a purchaser. The purchaser shall not be bound to see to the regularity of the proceedings, nor to the application of the purchase money and after his name has been entered in the register in respect of such shares, the validity of the sale shall not be impeached by any person and the remedy of any person aggrieved by the sale shall be in damages only and against the Company exclusively."

Transfer and Transmission

Article 64(g) provides that "subject to the provisions of Sections 58 and 59 of the Act, these Articles and other applicable provisions of the Act or any other Law for the time being in force, the Board may, refuse to register the transfer of, or the transmission by operation of law of the right to, any securities or interest of a Shareholder in the Company. The Company shall, within 30 (thirty) days from the date on which the instrument of transfer, or the intimation of such transmission, as the case may be, was delivered to the Company, send a notice of refusal to the transferee and transferor or to the person giving notice of such transmission, as the case may be, 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 except where the Company has a Lien on shares."

Article 64(p) provides that "every instrument of transfer shall be presented to the Company duly stamped for registration accompanied by the certificate of the Shares to which it relates, and such other evidence as the Board may require to show the title of the transferor and his right to transfer the shares. Every registered instrument of transfer shall remain in the custody of the Company until destroyed by order of the Board.

(i) Where any instrument of transfer of shares has been received by the Company for registration and the transfer of such shares has not been registered by the Company for any reason whatsoever, the Company shall transfer the Dividends in relation to such shares to a special account unless the Company is authorized by the registered holder of such shares, in writing, to pay such Dividends to the transferee and will keep in abeyance any offer of right shares and/or bonus shares in relation to such shares.

(ii) In case of transfer and transmission of shares or other marketable securities where the Company has not issued any certificates and where such shares or Securities are being held in any electronic and fungible form in a Depository, the provisions of the Depositories Act shall apply."

Article 64(k) provides that "the Executors or Administrators or holder of the succession certificate or the legal representatives of a deceased Shareholder (not being one of two or more joint-holders), shall be the only Shareholders recognized by the Company as having any title to the shares registered in the name of such Shareholder, and the Company shall not be bound to recognize such Executors or Administrators or holders of succession certificate or the legal representatives unless such Executors or Administrators or legal representatives shall have first obtained probate or letters of administration or succession certificate, as the case may be, from a duly constituted court in India, provided that the Board may in its absolute discretion dispense with production of probate or letters of administration or succession certificate, upon such terms as to indemnity or otherwise as the Board may in its absolute discretion deem fit and may register the name of any Person who claims to be absolutely entitled to the shares standing in the name of a deceased Shareholder, as a Shareholder."

Article 56 provides that "subject to the applicable provisions of the Act and these Articles, any person becoming entitled to Securities in consequence of the death, lunacy, bankruptcy or insolvency of any holder of Securities, or by any lawful means other than by a transfer in accordance with these Articles, may, with the consent of the Board (which it shall not be under any obligation to give), upon producing such evidence that he sustains the character in respect of which he proposes to act under this Article or of such title as the Board thinks sufficient, either be registered himself as the holder of the Securities or elect to have some Person nominated by him and approved by the Board registered as such holder; provided nevertheless that, if such Person shall elect to have his nominee registered, he shall testify the election by executing in favour of his nominee an instrument of transfer in accordance with the provisions herein contained and until he does so, he shall not be freed from any Liability in respect of the Securities."

Right of First Refusal

Article 64.1 provides that "if any of the Promoters propose to Transfer any of the Equity Securities held by them in the Company, either directly or indirectly, to any Person, then the Sequoia will, have a right of first refusal to such Transfer."

Article 64.1(i) provides that "if any Selling Shareholder proposes to Transfer any Equity Securities, then, such Selling Shareholder shall first give a written notice to the Sequoia. The Offer Notice shall state (i) the number of Equity Securities proposed to be Transferred and the number and class of Equity Securities that the Selling Shareholder owns at that time on a Fully Diluted Basis, (ii) the name and address of the proposed transferee, (iii) the proposed price, including the proposed amount and form of consideration and material terms and conditions offered by such proposed transferee, (iv) the date of consummation of the proposed Transfer. The total value of the consideration for the proposed Transfer is referred to herein as the "Offer Price". Such notice shall be accompanied by a true and complete copy of all documents constituting the agreement between the Selling Shareholder and the proposed transferee regarding the proposed Transfer."

Article 64.1(ii) provides that "Sequoia shall be entitled to respond to the Offer Notice by serving a written notice on the Selling Shareholder prior to the expiry of 7 (seven) days from the date of receipt of the Offer Notice specifying the number of Equity Securities with respect to which it has decided to exercise its right of first refusal. In the event that the Sequoia decides to exercise its right of first refusal, the Selling Shareholder shall Transfer such number of Equity Securities to the Sequoia as mentioned in the Offer Acceptance Notice at the same price and on the same terms as are mentioned in the Offer Notice."

Borrowing Powers

Article 60(a) provides that "subject to the provisions of the Act and these Articles, the Board may from time to time at their discretion by resolution passed by the Board raise or borrow, either from the Directors or from elsewhere, or secure the payment of any such sum of money for the purpose of the Company, in such manner and upon such terms and conditions in all respects as they think fit, and in particular, by promissory notes or by receiving deposits and advances with or without security or by the issue of bonds, Debentures, perpetual or otherwise, including Debentures convertible into shares of this or any other Company or perpetual annuities and to secure any such money so borrowed, raised or received, mortgage, pledge or charge the whole or any part of the property, assets or revenue of the Company present or future, including its uncalled capital by special assignment or otherwise or to transfer or convey the same absolutely or in trust and to give the lenders powers of sale and other powers as may be expedient and to purchase, redeem or pay off any such securities; provided however, that the moneys to be borrowed, together with the money already borrowed by the Company apart from temporary loans obtained from the Company's bankers in the Ordinary Course of Business shall not, without the sanction of the Company by a Special Resolution at a General Meeting, exceed the aggregate of the paid up capital of the Company and its free reserves: Provided that every Special Resolution passed by the Company in General Meeting in relation to the exercise of the power to borrow shall specify the total amount up to which moneys may be borrowed by the Board of Directors."

Article 60(d) provides that "any bonds, Debentures, debenture-stock or other Securities may if permissible in Law be issued at a discount, premium or otherwise by the Company and shall with the consent of the Board be issued upon such terms and conditions and in such manner and for such consideration as the Board shall consider to be for the benefit of the Company, and on the condition that they or any part of them may be convertible into Equity Shares of any denomination, and with any privileges and conditions as to the redemption, surrender, allotment of shares, appointment of Directors or otherwise. Provided that Debentures with rights to allotment of or conversion into Equity Shares shall not be issued except with, the sanction of the Company in General Meeting accorded by a Special Resolution."

Conversion of Shares into Stock and reconversion

Article 62 provides that "

(a) The Company may, by Ordinary Resolution, convert all or any fully paid share(s) of any denomination into stock and vice versa.

(b) 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.

(c) The holders of the stock shall, according to the amount of the 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 its 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."

Directors

Article 58.1(a) provides that "until otherwise determined by Special Resolution of the number of Directors of the Company shall not be less than three or more than fifteen."

Article 58.1(b) provides that "the Company in General Meeting may from time to time increase or reduce the number of Directors within the limits fixed by Article 58.29."

Article 58.1(vii)(c) provides that "subject to the applicable provisions of the Act, a Director (other than a Managing Director or an executive Director) may receive a sitting fee not exceeding such sum as may be prescribed by the Act or the Central Government from time to time for each meeting of the Board or any Committee thereof attended by him."

Article 58.1(i) provides that "the Board may appoint any person other than a person who fails to get appointed as a director in a general meeting, as an additional director, who shall hold office only up to the earlier of the date of the next Annual General Meeting or at the last date on which the Annual General Meeting should have been held but shall be eligible for appointment by the Company as a Director at that meeting subject to the applicable provisions of the Act."

Article 58.1(ii) provides that "the Board may, appoint a person, not being a person holding any alternate directorship for any other director in the Company, to act as an alternate director for a director during his absence for a period of not less than three months from India."

Nominee Directors

Article 58.29 provides that "The Board of the Company shall consist of 8 (eight) Directors. As long as Sequoia holds 5% (five percent) or more of the Share Capital, Sequoia shall have the right to nominate 2 (two) Directors ("SCI Directors"), in the manner laid down in this Article 58.29. As long as the Promoter 1 holds 5% (five percent) or more of the Share Capital, whether directly or through Affiliate(s), Promoter 1 shall be a Director. As long as Promoter 2 holds 5% (five percent) or more of the Share Capital, whether directly or through Affiliate(s), the Promoter 2 shall be a Director. There shall also be 4 (four) independent directors ("Independent Directors"), or such other number as may be required to comply with applicable Law, who shall be appointed, but only upon the mutual agreement of Sequoia and the Promoters. In addition, if the Faering Additional Investment is consummated as per Article 63.1, Faering shall have the right to nominate 1 (one) independent director on the Board of Directors ("Faering Independent Director"), in which case the Board of the Company shall consist of 9 (nine) Directors."

Article 58.1(iv) provides that "whenever the Board enter into a contract with any lenders for borrowing any money or for providing any guarantee or security or for technical collaboration or assistance or enter into any other arrangement, the Board shall have, subject to the provisions of Section 152 of the Act the power to agree that such lenders shall have the right to appoint or nominate by a notice in writing addressed to the Company one or more Directors on the Board for such period and upon such conditions as may be mentioned in the common loan agreement/facility agreement. The nominee Director representing lenders shall not be required to hold qualification shares and not be liable to retire by rotation. The Directors may also agree that any such Director, or Directors may be removed from time to time by the lenders entitled to appoint or nominate them and such lenders may appoint another or other or others in his or their place and also fill in any vacancy which may occur as a result of any such Director, or Directors ceasing to hold that office for any reason whatever. The nominee Director shall hold office only so long as any monies remain owed by the Company to such lenders.

The nominee Director shall be entitled to all the rights and privileges of other Directors including the sitting fees and expenses as payable to other Directors but, if any other fees, commission, monies or remuneration in any form are payable to the Directors, the fees, commission, monies and remuneration in relation to such nominee Director shall accrue to the lenders and the same shall accordingly be paid by the Company directly to the lenders:

Provided that if any such nominee Director is an officer of any of the lenders, the sittings fees in relation to such nominee Director shall also accrue to the lenders concerned and the same shall accordingly be paid by the Company directly to that lenders.

Any expenditure that may be incurred by the lenders or the nominee Director in connection with the appointment or Directorship shall be borne by the Company.

The nominee Director so appointed shall be a member of the project management sub-committee, audit sub-committee and other sub-committees of the Board, if so desired by the lenders.

The nominee Director shall be entitled to receive all notices, agenda, etc. and to attend all general meetings and Board meetings and meetings of any committee(s) of the Board of which he is a member and to receive all notices, agenda and minutes, etc. of the said meeting.

If at any time, the nominee Director is not able to attend a meeting of Board or any of its committees, of which he is a member, the lenders may depute an observer to attend the meeting. The expenses incurred by the lenders in this connection shall be borne by the Company."

Article 58.39 provides that "A committee of Directors or other Persons, to whom any powers of the Board are delegated, can be appointed only by the Board. The Investor Directors shall be entitled to be appointed (if elected by Sequoia and Faering respectively) on the committees formed by the Board. The provisions relating to the proceedings of meetings of the Board contained herein shall apply mutatis mutandis to the proceedings of the meetings of the committee of the Board."

Proceedings of the Board

Article 58.15(a) provides that "Board Meetings shall be held at least once in every 3 (three) month period and there shall be at least 4 (four) Board Meetings in any calendar year and there should not be a gap of more than 120 (one hundred twenty) days between two consecutive Board Meetings."

Article 58.15(g) provides that "at least 7 (seven) days' notice of every meeting of the Board shall be given in writing to every Director for the time being at his address registered with the Company and such notice shall be sent by hand delivery or by post or by electronic means. A meeting of the Board may be convened in accordance with these Articles by a shorter notice in case of any emergency as directed by the Chairman or the Managing Director or the Executive Director, as the case may be, subject to the presence of 1 (one) Independent Director in the said meeting. If an Independent Director is not present in the said meeting, then decisions taken at the said meeting shall be circulated to all the Directors and shall be final only upon ratification by one independent Director. Such notice or shorter notice may be sent by post or by fax or e-mail depending upon the circumstances."

Article 58.15(h) provides that "at any Board Meeting, each Director may exercise 1 (one) vote. In case of an equality of votes, the Chairperson of the Board, if any, shall have a second or casting vote. The adoption of any resolution of the Board shall require the affirmative vote of a majority of the Directors present at a duly constituted Board Meeting."

Article 58.46 provides that "Notwithstanding the provisions contained herein in these Articles, neither the Company nor any Shareholder, Director, officer, committee, committee member, employee, agent or any of their respective delegates shall, without the affirmative written consent or approval of Sequoia whether in any Board meeting, meeting of a committee of Directors, general meeting, through any resolutions by circulation or otherwise, with respect to the Company, take any decisions or actions in relation to any of the matters set forth below."

General Meetings

Article 59.11 provides that

"(a) At least 21 (twenty one) days' prior written notice of every annual general meeting or any extraordinary general meeting of Shareholders shall be given to all Shareholders whose names appear on the Register of Members of the Company. A meeting of the Shareholders may be called by giving shorter notice with the written consent of the minimum number of Shareholders.

(b) However, a General Meeting may be called after giving shorter notice if consent is given in writing or by electronic mode by not less than 95 (ninety five) percent of the Shareholders entitled to vote at that meeting.

The notice of every meeting shall be given to:

(i) every Shareholder, legal representative of any deceased Shareholder or the assignee of an insolvent Shareholder of the Company;

(ii) Auditor or Auditors of the Company; and

(iii) all Directors."

Article 59.15 provides that "2 (two) Shareholder of the Company, provided that an authorized representative of the Sequoia is present, shall be necessary to form a quorum for a valid general meeting unless the authorized representative of the Sequoia, provides written notice prior to commencement of any general meeting or adjourned meeting waiving the requirement of his presence to constitute valid quorum for a particular general meeting or adjourned meeting, as the case may be."

Article 59.17 provides that "except as otherwise required by the relevant applicable Laws and except for matters listed in Article 20.53 (which shall require the affirmative vote as stated therein), all decisions of the Shareholders of the Company shall be made by simple majority, provided that notwithstanding the shareholding of Sequoia in the Company (calculated on a fully diluted basis), the voting rights of Sequoia at any general meeting shall not exceed 49% (forty nine per cent) of the total voting rights of the Shareholders at such general meeting."

Dividends

Article 58.26(a) provides that "the Company in general meeting may declare Dividends, but no Dividend shall exceed the amount recommended by the Board."

Article 58.26(c) provides that "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 equalising Dividends; and pending such application, may, at the like discretion, either be employed in the business of the Company or be invested in such investments (other than shares of the Company) as the Board may, from time to time, thinks fit. (ii) The Board may also carry forward any profits which it may consider necessary not to divide, without setting them aside as a reserve."

Capitalisation of profits

Article 53 provides that "

"(a) 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, 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 Shareholders 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 other applicable provisions, either in or towards: (A) paying up any amounts for the time being unpaid on any shares held by such Shareholders 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 Shareholders 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 Shareholders 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 Article.

(b) (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 Shareholders 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 Shareholders."

Distribution of Assets in specie or kind upon Winding Up

Article 85 provides that "subject to the provisions of Chapter XX of the Act and Rules made thereunder:

(a) 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 Shareholders, 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.

(b) 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 Shareholders or different classes of Shareholders."

Indemnity and responsibility

Article 86 provides that:

"(a) subject to the provisions of Section 197 of the Act every Director, Manager, Secretary and other officer or employee of the Company shall be indemnified by the Company against, and it shall be the duty of the Directors out of the assets of the Company to pay all costs, losses, and expenses (including travelling expenses) which any such Director, officer or employee may incur or becomes liable to by reason of any contract entered into or act or deed done by him or any other way in the discharge of his duties, as such Director, officer or employee.

(b) Subject as aforesaid, every Director, Manager, Secretary, or other officer/employee of the Company shall be indemnified against any Liability, incurred by them or him in defending any proceeding whether civil or criminal in which judgment is given in their or his favour or in which he is acquitted or discharged or in connection with any application under Section 463 of the Act in which relief is given to him by the Court and without prejudice to the generality of the foregoing, it is hereby expressly declared that the Company shall pay and bear all fees and other expenses incurred or incurrable by or in respect of any Director for filing any return, paper or document with the Registrar, or complying with any of the provisions of the Act in respect of or by reason of his office as a Director or other officer of the Company."

General Meeting

Article 59.1 provides that "an annual general meeting of the Shareholders of the Company shall be held as per the provisions of the Act. Subject to the foregoing, the Board, on its own or at the request of Sequoia, may convene an Extraordinary General Meeting of the Shareholders, whenever they deem appropriate."

Article 59.6(a) provides that “at any General Meeting, a resolution put to the vote of the General Meeting shall, unless a poll is demanded, be decided by a show of hands. Before or on the declaration of the result of the voting on any resolution by a show of hands, a poll may be carried out in accordance with the applicable provisions of the Act or the voting is carried out electronically. Unless a poll is demanded, a declaration by the Chairman that a resolution has, on a show of hands, been carried or carried unanimously, or by a particular majority, or lost and an entry to that effect in the Minute Book of the Company shall be conclusive evidence of the fact, of passing of such resolution or otherwise.”

Duties of Officers to maintain Secrecy

Article 90 provides that “every Director, Managing Directors, Manager, Secretary, Auditor, trustee, members of committee, Officer, servant, agent, accountant or other persons employed in the business of the Company shall, if so required by the Director before entering upon his duties, or any time during his term of office, sign a declaration pledging himself to observe secrecy relating to all transactions of the Company and the state of accounts and in matters relating thereto and shall by such declaration pledge himself not to reveal any of such matters which may come to his knowledge in the discharge of his official duties except which are required so to do by the Directors or the Auditors or by a resolution of the Company in a General Meeting or by a court of law and except so far as may be necessary in order to comply with any of the provision of these Articles or Law. Nothing herein contained shall affect the powers of the Central Government or any officer appointed by the Government to require or to hold an investigation into the Company’s affairs.”

SECTION IX: OTHER INFORMATION

MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION

The copies of the following contracts which have been entered or are to be entered into by our Company (not being contracts entered into in the ordinary course of business carried on by our Company or contracts entered into more than two years before the date of the Red Herring Prospectus) which are or may be deemed material will be attached to the copy of this Prospectus which will be delivered to the RoC for registration. Copies of the abovementioned contracts and also the documents for inspection referred to hereunder were provided for inspection at the Registered Office between 10 A.M. and 5 P.M. on all Working Days from the date of the Red Herring Prospectus until the Bid/Issue Closing Date other than the documents executed after the Bid/Issue Closing Date.

A. Material Contracts for the Issue

1. Issue Agreement dated June 21, 2017 between our Company, the Selling Shareholders, the GCBRLMs and the BRLM.

2. Registrar Agreement dated June 20, 2017 between our Company, the Selling Shareholders and the Registrar to the Issue.

3. Cash Escrow Agreement dated September 7, 2017 between our Company, the Selling Shareholders, the Registrar to the Issue, the GCBRLMs, the BRLM and the Escrow Collection Bank/Refund Bank.

4. Share Escrow Agreement dated September 7, 2017 between the Selling Shareholders, our Company and the Share Escrow Agent.

5. Syndicate Agreement dated September 7, 2017 between our Company, the Selling Shareholders, the GCBRLMs, the BRLM and the Syndicate Members.

6. Underwriting Agreement dated September 27, 2017 between our Company, the Selling Shareholders and the Underwriters.

7. Monitoring Agency Agreement dated September 7, 2017 between our Company and HDFC Bank Limited.

B. Material Documents

1. Certified copies of the updated Memorandum of Association and Articles of Association of our Company as amended from time to time.

2. Certificate of incorporation dated March 23, 2009.

3. Fresh certificate of incorporation consequent to change of name and conversion of our Company to a public limited company dated September 19, 2016.

4. Resolution passed by the Board of Directors on May 26, 2017 in relation to the Issue and other related matters.

5. Resolution passed by our Shareholders on June 3, 2017 in relation to the Issue and other related matters.

6. Resolution passed by the board of directors of SCI on June 14, 2017 in relation to the Equity Shares offered by it in the Offer for Sale.

7. Resolution passed by the board of directors of SCG on June 14, 2017 in relation to the Equity Shares offered by it in the Offer for Sale.

8. Resolution passed by the board of directors of SCI-GIH on June 20, 2017 in relation to the Equity Shares offered by it in the Offer for Sale.

9. Letter of consent dated June 20, 2017 issued by Arvind Mehta in relation to the Equity Shares offered by him in the Offer for Sale.

10. Letter of consent dated June 20, 2017 issued by Naveen Mehta in relation to the Equity Shares offered by him in the Offer for Sale.

11. Letter of consent dated June 20, 2017 issued by Arun Mehta in relation to the Equity Shares offered by him in the Offer for Sale.

12. Letter of consent dated June 20, 2017 issued by Rajesh Mehta in relation to the Equity Shares offered by him in the Offer for Sale.

13. Letter of consent dated June 20, 2017 issued by Kanta Mehta in relation to the Equity Shares offered by him in the Offer for Sale.

14. Letter of consent dated June 20, 2017 issued by Premlata Kumat in relation to the Equity Shares offered by her in the Offer for Sale.

15. Letter of consent dated June 20, 2017 issued by Swati Bapna in relation to the Equity Shares offered by her in the Offer for Sale.

16. Letter of consent dated June 20, 2017 issued by Apoorva Kumat in relation to the Equity Shares offered by him in the Offer for Sale.

17. Letter of consent dated June 20, 2017 issued by Amit Kumat in relation to the Equity Shares offered by him in the Offer for Sale.

18. Business Transfer Agreement dated September 28, 2011 between our Company, Prakash Snacks Private Limited, Arvind Mehta and Arun Mehta.

19. Share purchase agreement dated June 23, 2016 between our Company, Faering Capital India Evolving Fund II, Arvind Mehta, Rajesh Mehta, Naveen Mehta and Arun Mehta, Premlata Kumat, Sudhir Kumat, Swati Bapna and Apoorva Kumat, Raj Kumar Kalra, Mahesh Purohit, Awadh Bihari Singh, Sumit Sharma, Subhash Bhatt, Deepak Brahme, Bhuneshwar Kumar and Hardeep Vaid.

20. Shareholders' agreement dated June 23, 2016 between our Company, Faering Capital India Evolving Fund II, SCI, SCG, SCI-GIH, Arvind Mehta, Rajesh Mehta, Naveen Mehta, Arun Mehta, Kanta Mehta, Rita Mehta, Amit Kumat, Premlata Kumat, Sudhir Kumat, Swati Bapna, Rakhi Kumat, Sandhya Kumat and Apoorva Kumat, as amended pursuant to first amendment agreement dated September 23, 2016 and second amendment agreement dated May 26, 2017, and deed of adherence dated August 9, 2017 entered into between the parties to the Faering SHA and Faering Capital India Evolving Fund III.

21. Amendment agreement dated September 23, 2016 in relation to the shareholders' agreement dated June 23, 2016 between our Company, Faering Capital India Evolving Fund II, SCI, SCG, SCI-GIH, Arvind Mehta, Rajesh Mehta, Naveen Mehta, Arun Mehta, Kanta Mehta, Rita Mehta, Amit Kumat, Premlata Kumat, Sudhir Kumat, Swati Bapna, Rakhi Kumat, Sandhya Kumat and Apoorva Kumat.

22. Letter agreement dated June 23, 2016 between our individual Promoters, Faering Capital, SCI, SCG.

23. Share Subscription Agreement dated August 18, 2017 between our Company, Malabar India Fund Limited and Malabar Value Fund and letter dated August 18, 2017, between our Company, the Individual Promoters, Malabar India Fund Limited and Malabar Value Fund.

24. Copies of the annual reports of our Company for the Fiscals 2017, 2016, 2015, 2014 and 2013.

25. The examination reports of the Statutory Auditors dated August 29, 2017 in relation to our Company's Restated Unconsolidated Financial Statements and Restated Consolidated Financial Statements, included in this Prospectus.

26. The Statement of Tax Benefits dated June 20, 2017 from the Statutory Auditors.

27. Letters of consent from the Selling Shareholders, our Directors, our Company Secretary and Compliance Officer, Chief Financial Officer, legal advisors, Bankers/Lenders to our Company, the GCBRLMs, the BRLM, Bankers to the Issue, Escrow Collection Bank/Refund Bank, the Registrar to the Issue, the Monitoring Agency and as referred to in their specific capacities.

28. Letter of consent from S R B C & CO, LLP, Chartered Accountants dated September 27, 2017.

29. Letter of consent from Frost & Sullivan (India) Private Limited dated June 16, 2017.

30. Letter of consent from Inspectta, Chartered Engineers dated August 30, 2017 to be named as an 'expert' herein.

31. Letter of consent from Manoj Joshi, Civil Engineers dated August 31, 2017 to be named as an 'expert' herein.

32. Report titled 'Media and Advertising Budget Planning Report' issued by P.P. Marketing dated June 19, 2017.

33. Employment Agreement dated May 11, 2011 entered into by our Company and Amit Kumat.

34. Employment Agreement dated September 28, 2011 entered into by our Company and Raj Kumar Kalra.

35. Employment Agreement dated September 28, 2011 entered into by our Company and Mahesh Purohit.

36. Due diligence certificate dated June 21, 2017 addressed to the SEBI from the GCBRLMs and the BRLM.

37. In-principle listing approvals dated July 25, 2017 and August 3, 2017 issued by the BSE and NSE, respectively.

38. Tripartite agreement dated September 3, 2013 between our Company, NSDL and the Registrar to the Issue.

39. Tripartite agreement dated September 14, 2016 between our Company, CDSL and the Registrar to the Issue.

40. SEBI observation letter No. CFD/DIL-III/NR/AEA/OW/2017/19264, , dated August 11, 2017.

41. Personal guarantee of Arvind Mehta in favour of (i) ICICI Bank Limited as security for a working capital loan and a term loan of a maximum aggregate amounts of ₹ 260 million and ₹ 150 million, respectively sanctioned to our Company, (ii) HDFC Bank Limited in relation to various facilities of a maximum aggregate value of ₹ 510.00 million sanctioned to our Company, (iii) YES Bank Limited in relation to term loan of a maximum aggregate value of ₹ 100.00 million sanctioned to our Company, (iv) Kotak Mahindra Bank Limited in relation to term loan of a maximum aggregate value of ₹ 150.00 million sanctioned to our Company and (v) ICICI Bank Limited for a term loan of a maximum aggregate amount of ₹ 300.00 million sanctioned to our subsidiary Pure N Sure Food Bites Private Limited.

Any of the contracts or documents mentioned in this Prospectus may be amended or modified at any time if so required in the interest of our Company or if required by the other parties, subject to compliance with the provisions contained in the Companies Act and other applicable laws.

DECLARATION

The undersigned Selling Shareholder hereby certifies that all statements made by the Selling Shareholder in this Prospectus about or in relation to itself in connection with the Offer for Sale, and the Equity Shares being offered by it in the Offer for Sale, are true and correct.

Signed by the Selling Shareholder

Authorised signatory on behalf of

Sequoia Capital GFIV Mauritius Investments

Date:

Place: IFS Court, Bank Street, Twenty Eight
Cyber City, Ebene 72201
Mauritius

DECLARATION

The undersigned Selling Shareholder hereby certifies that all statements and undertakings made by such Selling Shareholder in this Prospectus about, or in relation to itself in connection with the Offer for Sale, and the Equity Shares being offered by it pursuant to the Offer for Sale are true and correct.

Signed by the Selling Shareholder

Authorised signatory on behalf of

Sequoia Capital India Growth Investment Holdings I

Name: Aslam Koomar

Date:

Place: Mauritius

DECLARATION

The undersigned Selling Shareholder hereby certifies that all statements made by the Selling Shareholder in this Prospectus about or in relation to itself in connection with the Offer for Sale, and the Equity Shares being offered by it in the Offer for Sale, are true and correct.

Signed by the Selling Shareholder

Authorised signatory on behalf of

SCI Growth Investments II

Date:

Place: IFS Court, Bank Street,
Twenty Eight, Cyber City
Ebene 72201, Mauritius

DECLARATION

The undersigned Selling Shareholder hereby certifies that all statements and undertakings made by such Selling Shareholder in this Prospectus about or in relation to himself in connection with the Offer for Sale, and the Equity Shares being offered by him pursuant to the Offer for Sale are true and correct.

Signed by the Selling Shareholder

Arvind Mehta

Date:

Place: Indore

DECLARATION

The undersigned Selling Shareholder hereby certifies that all statements and undertakings made by such Selling Shareholder in this Prospectus about or in relation to himself in connection with the Offer for Sale, and the Equity Shares being offered by him pursuant to the Offer for Sale are true and correct.

Signed by the Selling Shareholder

Rajesh Mehta

Date:

Place: Indore

DECLARATION

The undersigned Selling Shareholder hereby certifies that all statements and undertakings made by such Selling Shareholder in this Prospectus about or in relation to himself in connection with the Offer for Sale, and the Equity Shares being offered by him pursuant to the Offer for Sale are true and correct.

Signed by the Selling Shareholder

Naveen Mehta

Date:

Place: Indore

DECLARATION

The undersigned Selling Shareholder hereby certifies that all statements and undertakings made by such Selling Shareholder in this Prospectus about or in relation to himself in connection with the Offer for Sale, and the Equity Shares being offered by him pursuant to the Offer for Sale are true and correct.

Signed by the Selling Shareholder

Arun Mehta

Date:

Place: Indore

DECLARATION

The undersigned Selling Shareholder hereby certifies that all statements and undertakings made by such Selling Shareholder in this Prospectus about or in relation to herself in connection with the Offer for Sale, and the Equity Shares being offered by her pursuant to the Offer for Sale are true and correct.

Signed by the Selling Shareholder

Kanta Mehta

Date:

Place: Indore

DECLARATION

The undersigned Selling Shareholder hereby certifies that all statements and undertakings made by such Selling Shareholder in this Prospectus about or in relation to herself in connection with the Offer for Sale, and the Equity Shares being offered by her pursuant to the Offer for Sale are true and correct.

Signed by the Selling Shareholder

Premlata Kumat

Date:

Place: Indore

DECLARATION

The undersigned Selling Shareholder hereby certifies that all statements and undertakings made by such Selling Shareholder in this Prospectus about or in relation to herself in connection with the Offer for Sale, and the Equity Shares being offered by her pursuant to the Offer for Sale are true and correct.

Signed by the Selling Shareholder

Swati Bapna

Date:

Place: Indore

DECLARATION

The undersigned Selling Shareholder hereby certifies that all statements and undertakings made by such Selling Shareholder in this Prospectus about or in relation to himself in connection with the Offer for Sale, and the Equity Shares being offered by him pursuant to the Offer for Sale, are true and correct.

Signed by the Selling Shareholder

Apoorva Kumat

Date:

Place: Indore

DECLARATION

The undersigned Selling Shareholder hereby certifies that all statements and undertakings made by such Selling Shareholder in this Prospectus about or in relation to himself in connection with the Offer for Sale, and the Equity Shares being offered by him pursuant to the Offer for Sale, are true and correct.

Signed by the Selling Shareholder

Amit Kumat

Date:

Place: Indore

DECLARATION

We hereby certify and declare that all relevant provisions of the Companies Act and the rules, regulations and guidelines issued by the Government of India, or the rules, guidelines or regulations issued by the SEBI, established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statement made in this Prospectus is contrary to the provisions of the Companies Act, the SCRA, the SCRR, the SEBI Act or rules or regulations made thereunder or guidelines issued, as the case may be. We further certify that all the disclosures and statements in this Prospectus are true and correct.

SIGNED BY ALL THE DIRECTORS OF OUR COMPANY

______________________	**Arvind Mehta** (*Chairman and Executive Director*) DIN: 00215183
______________________	**Amit Kumat** (*Managing Director and Chief Executive Officer*) DIN: 02663687 PAN: AFXPK1125J
______________________	**G.V. Ravishankar** (*Nominee Director*) DIN: 02604007
______________________	**V.T. Bharadwaj** (*Nominee Director*) DIN: 02918495
______________________	**Anisha Motwani** (*Independent Director*) DIN: 06943493
______________________	**Vineet Kumar Kapila** (*Independent Director*) DIN: 00056582
______________________	**Dr. Om Prakash Manchanda** (*Independent Director*) DIN: 02099404
______________________	**Haresh Chawla** (*Independent Director*) DIN: 00029828

SIGNED BY THE CHIEF FINANCIAL OFFICER OF OUR COMPANY AND THE COMPANY SECRETARY AND COMPLIANCE OFFICER OF OUR COMPANY

______________________	**Sumit Sharma** (*Chief Financial Officer*) PAN: APXPS6368B
______________________	**Rishabh Kumar Jain** *(Company Secretary and Compliance Office)* PAN: AHYPJ1203B

Date:
Place: Indore