

**Draft Red Herring Prospectus**

Date: July 18, 2018

Read with Section 32 of the Companies Act, 2013

100% Book Built Issue

(The Draft Red Herring Prospectus will be updated upon filing with the RoC)

World Class Services Limited

Our Company was originally formed as a private limited Company in the name and style of 'World Class Services Private Limited' in Mumbai and received a Certificate of Incorporation issued by Registrar of Companies, Maharashtra, Mumbai on September 26, 2011 bearing Corporate Identification Number U74999MH2011PTC222374. Consequently, it was converted into a public limited company pursuant to shareholders resolution passed at Extra-ordinary General Meeting of our Company held on May 28, 2018 and the name of our Company was changed to 'World Class Services Limited and a fresh certificate of incorporation consequent upon Conversion of Private Company to Public Limited dated June 06, 2018 was issued by Registrar of Companies, Mumbai. The Corporate Identification Number of our Company is U74999MH2011PLC222374. For details of Business, Incorporation and other details of our company, please refer to chapter titled "Our Business", "Our History and Certain Other Corporate Matters" beginning on page 131 and 160 of this Draft Red Herring Prospectus.

Registered Office: Regus Times Square, Unit 1, Level 2, B Wing Andheri Kurla Road, Andheri (E) Mumbai, Maharashtra 400059 India**Corporate Office:** 380-Goyal Nagar, Service Road, Near Bank of Baroda, Bangali Square, Indore – 452016 Madhya Pradesh, India.**Corporate Identification Number:** U74999MH2011PLC222374 **Tel. No.:** +91 7869956582**Contact Person:** Sumeet Bansal, Company Secretary and Compliance Officer**Email:** ipo@wcspl.org; **Website:** www.wcspl.org**PROMOTER OF OUR COMPANY: MR. DEVENDRA ARORA**

| THE ISSUE | |
|---|---|
| <p>INITIAL PUBLIC OFFER CONSISTING OF FRESH ISSUE OF UPTO 31,12,000* EQUITY SHARES OF FACE VALUE OF RS. 10/- EACH FULLY PAID FOR CASH AT A PRICE OF RS. [●] PER EQUITY SHARE (THE "ISSUE PRICE") (INCLUDING A SHARE PREMIUM OF RS. [●] PER EQUITY SHARE) AGGREGATING UPTO RS. [●]** LAKHS (THE "ISSUE"), OF WHICH UPTO [●] EQUITY SHARES OF FACE VALUE OF RS. 10/- EACH FOR CASH AT A PRICE OF RS. [●] PER EQUITY SHARE, AGGREGATING RS. [●] LAKHS WILL BE RESERVED FOR SUBSCRIPTION BY THE MARKET MAKER TO THE ISSUE (THE "MARKET MAKER RESERVATION PORTION"). THE ISSUE LESS MARKET MAKER RESERVATION PORTION I.E. ISSUE OF UPTO [●] EQUITY SHARES OF FACE VALUE OF RS. 10/- EACH FOR CASH AT A PRICE OF RS. [●] PER EQUITY SHARE, AGGREGATING RS. [●] LAKHS IS HEREINAFTER REFERRED TO AS THE "NET ISSUE". THE ISSUE AND THE NET ISSUE WILL CONSTITUTE [●] % AND [●] % RESPECTIVELY OF THE FULLY DILUTED POST ISSUE PAID UP EQUITY SHARE CAPITAL OF OUR COMPANY.</p> <p>Our Company is considering a Pre-IPO placement of up to 3,60,000 Equity Shares and/or aggregating up to Rs.288.00 Lakhs with certain investors ("Pre-IPO Placement"). The Pre-IPO Placement is at the discretion of our Company and at a price to be decided by our Company. Our Company will complete the issuance and allotment of Equity Shares, if any, prior to the filing of the red herring prospectus with the RoC. If the Pre-IPO Placement is completed, then the number of Equity Shares issued pursuant to the Pre-IPO Placement will be reduced from the Fresh Issue, subject to a minimum issue size of 25% of the post issue paid up equity share capital being issued to the public. The Equity Shares allotted under the Pre-IPO Placement, if completed, shall be subject to a lock-in period of one (1) year from the date of Allotment pursuant to the Issue</p> | |
| <p>THE FACE VALUE OF THE EQUITY SHARES IS RS. 10 EACH. THE PRICE BAND AND THE MINIMUM BID LOT WILL BE DECIDED BY OUR COMPANY IN CONSULTATION WITH THE BOOK RUNNING LEAD MANAGERS ("BRLMS") AND WILL BE ADVERTISED IN [●] EDITIONS OF THE ENGLISH NATIONAL NEWSPAPER, [●] EDITIONS OF THE HINDI NATIONAL NEWSPAPER AND [●] EDITIONS OF THE REGIONAL NEWSPAPER, EACH WITH WIDE CIRCULATION, AT LEAST 5 (FIVE) WORKING DAYS PRIOR TO THE BID/ISSUE OPENING DATE WITH THE RELEVANT FINANCIAL RATIOS CALCULATED AT THE FLOOR PRICE AND THE CAP PRICE AND WILL BE MADE AVAILABLE TO THE EMERGE PLATFORM OF NATIONAL STOCK EXCHANGE OF INDIA LIMITED ("NSE EMERGE"), REFERRED TO AS THE "STOCK EXCHANGE") FOR THE PURPOSE OF UPLOADING ON THEIR WEBSITE</p> | |
| <p>In case of any revisions in the Price Band, the Bid/Issue Period will be extended by at least three additional Working Days after such revision of the Price Band, subject to the Bid/Issue Period not exceeding 10 Working Days. Any revision in the Price Band and the revised Bid/Issue Period, if applicable, will be widely disseminated by notification to the Stock Exchanges, by issuing a press release, and also by indicating the change on the website of the BRLM and the terminals of the Syndicate Members (defined herein below).</p> | |
| <p>In terms of SEBI Circular No. CIR/CFD/POLICYCELL/11/2015, all potential investors shall participate in the Issue only through an Application Supported by Blocked Amount ("ASBA") process providing details about the bank account which will be blocked by the Self Certified Syndicate Banks ("SCSBs") for the same. For details in this regard, specific attention is invited to the chapter titled "Issue Procedure" beginning on page 250 of this Draft Red Herring Prospectus.</p> | |
| <p>In terms of Rule 19(2)(b)(i) of the Securities Contracts (Regulation) Rules, 1957, as amended (the "SCRR") the Issue is being made for at least 25% of the post-Issue paid-up Equity Share capital of our Company. The Issue is being made through the Book Building Process, in accordance with chapter XB of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended (the "SEBI ICDR Regulations") wherein [●] % of the Issue will be allocated on a proportionate basis to Qualified Institutional Buyers ("QIBs") (the "QIB Category"). [●] % of the QIB Category shall be available for allocation on a proportionate basis to Mutual Funds only and the remainder shall be available for allocation on a proportionate basis to QIBs including Mutual Funds, subject to valid Bids being received from them at or above the Issue Price. Further, not less than 15% of the Issue will be available for allocation on a proportionate basis to Non-Institutional Investors and not less than 35% of the Issue will be available for allocation to Retail Individual Investors, in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Issue Price.</p> | |
| RISKS IN RELATION TO FIRST ISSUE | |
| <p>This being the first public Issue of our Company, there has been no formal market for the Equity Shares. The face value of the Equity Shares is Rs. 10 each. The Floor Price is [●] times the face value and the Cap Price is [●] times the face value. The Issue Price (determined and justified by our Company in consultation with the BRLMs as stated in "Basis for Issue Price" on page 105 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</p> | |
| GENERAL RISKS | |
| <p>Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds in this Issue unless they can afford to take the risk of losing their entire 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 issued 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 Prospectus. Specific attention of the investors is invited to the section "Risk Factors" beginning on page 20 of this Draft Red Herring Prospectus.</p> | |
| COMPANY'S ABSOLUTE RESPONSIBILITY | |
| <p>Our Company, having made all reasonable inquiries, accepts responsibility for and confirms that this Draft Red Herring Prospectus contains all information with regard to our Company and the Issue, which is material in the context of the Issue; that the information contained in this Draft Red Herring Prospectus is true and correct in all material aspects and is not misleading in any material respect; that the opinions and intentions expressed herein are honestly held; and that there are no other facts, the omission of which makes this Draft Red Herring Prospectus as a whole or any of such information or the expression of any such opinions or intentions misleading in any material respect.</p> | |
| LISTING | |
| <p>The Equity Shares of our Company issued through this Draft Red Herring Prospectus are proposed to be listed on the EMERGE Platform of National Stock Exchange of India Limited ("NSE EMERGE"). In terms of the Chapter XB of the SEBI (ICDR) Regulations, 2009 as amended from time to time. Our Company has received an approval letter dated [●] from NSE for using its name in the Issue document for listing of our shares on the EMERGE Platform of National Stock Exchange of India Limited. For the purpose of this Issue. National Stock Exchange of India Limited shall be the Designated Stock Exchange.</p> | |
| LEAD MANAGER TO THE ISSUE | REGISTRAR TO THE ISSUE |
|  <p>PANTOMATH CAPITAL ADVISORS PRIVATE LIMITED 406-408, Keshava Premises, Behind Family Court, Bandra Kurla Complex, Bandra (East), Mumbai – 400051, Maharashtra, India Tel: +91-22 61946756 Fax: +91-22 2659 8690 Email: ipo@pantomathgroup.com Website: www.pantomathgroup.com Investor Grievance Id: ipo@pantomathgroup.com Contact Person: Hardik Bhuta SEBI Registration No: INM000012110</p> |  <p>LINK INTIME INDIA PRIVATE LIMITED C-101, 1st Floor, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai 400083, Maharashtra, India Tel: +91 022 49186200 Fax: +91 022 49186195 Email: worldclass.ipo@linkintime.co.in Website: www.linkintime.co.in Contact Person: Shanti Gopalkrishnan SEBI Registration No: INR000004058 CIN: U67190MH1999PTC118368</p> |
| ISSUE PROGRAMME | |
| ISSUE OPENS ON [●] | ISSUE CLOSES ON [●] |

* Number of shares may need to be adjusted for lot size upon determination of issue price

** Subject to finalisation of basis of Allotment

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The Equity Shares have not been and will not be registered under the U.S Securities Act of 1933, as amended (“U.S. Securities Act”) or any state securities laws in the United States of America and may not be offered or sold within the United States or to, or for the account or benefit of, “U.S. Persons (as defined in Regulation S), except pursuant to exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities laws. Accordingly the Equity Shares are being offered and sold only outside the United States in offshore transaction in reliance on Regulation S under the U.S Securities Act and the applicable laws of the jurisdiction where those offers and sale occur.

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and application may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

SECTION I – GENERAL

DEFINITION AND ABBREVIATION

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

COMPANY RELATED TERMS

| Term | Description |
|---|--|
| “WCSL” or “WCS” or “the Company” or “our Company” or “we”, “us”, “our”, or “Issuer” or the “Issuer Company” | World Class Services Limited, a Public Limited Company incorporated under the Companies Act, 1956 and having its registered office at Regus Times Square, Unit 1, Level 2, B Wing Andheri Kurla Road, Andheri (E), Mumbai, Maharashtra, 400059 |

COMPANY RELATED TERMS

| Term | Description |
|--|--|
| AOA or Articles or Articles of Association | The Articles of Association of our Company, as amended from time to time. |
| Audit Committee | The committee of the Board of Directors constituted as the Company’s Audit Committee in accordance with Section 177 of the Companies Act, 2013. |
| Auditor or Statutory Auditor | The statutory auditor of our Company, being M/s. Jain Doshi and Co., Chartered Accountants (FRN 007365C) |
| Bankers to the Company | The banker to the company ,being HDFC Bank Limited as mentioned in chapter titled “ <i>General Information</i> ” beginning on page 72 of this Draft Red Herring Prospectus. |
| Board of Directors/ the Board / our Board | The Board of Directors of our Company, as duly constituted from time to time, including Committee(s) thereof. |
| Chairman | The Chairman of our Company, namely Mr Devendra Arora |
| Chief Financial Officer (CFO) | The Chief Financial Officer of our Company, being Mr. Harish Maheshwari |
| CIN | Corporate Identification Number U74999MH2011PLC222374 |
| Company Secretary and Compliance Officer | The Company Secretary & Compliance Officer of our Company being Mr. Sumeet Bansal |
| Equity Shareholders | Persons/ Entities holding Equity Shares of our Company |
| Equity Shares | Equity Shares of our Company of face value of Rs. 10 each fully paid up. |
| Group Companies | Such Companies as are included in the chapter titled ‘ <i>Our Group Companies</i> ’ beginning on page 186 of this Draft Red Herring Prospectus |
| Independent Director | A non-executive, Independent Director as per the Companies Act, 2013 and the Listing Regulations |
| ISIN | International Securities Identification Number. In this case being [●] |
| KMP/ Key Managerial Personnel | Key management personnel of our Company in terms of Regulation 2(1)(s) of the SEBI ICDR Regulations and Section 2(51) of the Companies Act, 2013 and as identified in “Our Management” on page 166 |
| Materiality Policy | The policy adopted by our Board on July 16, 2018 for identification of group companies of our Company, outstanding litigation and outstanding dues to creditors in respect of our Company, pursuant to the disclosure requirements under the SEBI ICDR Regulations |

| Term | Description |
|--|---|
| MOA / Memorandum of Association | The Memorandum of Association of our Company, as amended from time to time. |
| Nomination and Remuneration Committee | The nomination and remuneration committee of our Company, as disclosed in “Our Management” on page 166 |
| Peer Reviewed Auditor | The Peer Reviewed Auditor of our Company means an, Independent Auditor having a valid Peer Review Certificate in our case being M/s. Dahiya & Co., Chartered Accountants |
| “Promoter”, “Promoters” or “our Promoters” | Sole promoter of our Company being Mr. Devendra Arora. For further details, please refer chapter titled “Our Promoters and Promoter Group” beginning on page 182 of this Draft Red Herring Prospectus. |
| Promoter Group | Includes such persons and entities constituting our promoter group in terms of Regulation 2(1)(zb) of the SEBI (ICDR) Regulations and as enlisted in the chapter titled “Our Promoter and Promoter Group” beginning on page 182 of this Draft Red Herring Prospectus. |
| Registered Office | The Registered office of our Company situated at Regus Times Square, Unit 1, Level 2, B Wing Andheri Kurla Road, Andheri (E) Mumbai, Maharashtra – 400059. |
| RoC / Registrar of Companies | Registrar of Companies, Mumbai located at 100, Everest, Marine Drive, Mumbai- 400002. |
| Shareholders | Shareholders of our Company |
| Stakeholders Relationship Committee | The stakeholders relationship committee of our Company, as disclosed in “ Our Management” on page 166 |
| you, your or yours | Prospective investors in this Issue |

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. |
| Allocation / Allocation of Equity Shares | The Allocation of Equity Shares of our Company pursuant to Issue of Equity Shares to the successful Applicants. |
| Allotment/ Allot/ Allotted | Issue and allotment of Equity Shares of our Company pursuant to the Issue of the Equity Shares to successful Bidders |
| Allottee(s) | Successful Bidders(s) to whom Equity Shares have been allotted/transferred. |
| Allotment Advice | Note or advice or intimation of Allotment sent to the successful 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. |
| Applicant | Any prospective investor who makes an application for Equity Shares of our Company in terms of the Red Herring Prospectus. All the applicants should make application through ASBA only. |
| ASBA / Application Supported by Blocked Amount | An application, whether physical or electronic, used by Bidders, to make a Bid authorising an SCSB to block the Bid Amount in the ASBA Account |
| ASBA Account | An account maintained with an SCSB and specified in the Bid cum Application Form submitted by Bidders for blocking the Bid Amount mentioned in the Bid cum Application Form |
| ASBA Application Location(s) / Specified Cities | Locations at which ASBA Applications can be uploaded by the SCSBs, namely Mumbai, New Delhi, Chennai, Kolkata and Indore. |
| ASBA form/ Bid Cum Application | An application form, whether physical or electronic, used by Bidders which will be considered as the application for Allotment in terms of this Draft Red Herring Prospectus. |

| Term | Description |
|---|---|
| Banker(s) to the Issue/ Public Issue Bank(s) | The banks which are clearing members and registered with SEBI as Banker to an Issue with whom the Public Issue Account will be opened and in this case being HDFC Bank Limited. |
| Basis of Allotment | The basis on which Equity Shares will be Allotted to the successful Bidders under the Issue and which is described under chapter titled “ <i>Issue Procedure</i> ” beginning on page 250 of this Draft Red Herring Prospectus. |
| Bid | An indication to make an issue during the Bid/Issue Period by a Bidder pursuant to submission of the Bid cum Application Form, to subscribe to or purchase the Equity Shares at a price within the Price Band, including all revisions and modifications thereto as permitted under the SEBI ICDR Regulations in accordance with the Draft Red Herring Prospectus and Bid cum Application Form |
| Bid Amount | The highest value of optional Bids indicated in the Bid cum Application Form and in the case of Retail Individual Bidders Bidding at Cut Off Price, the Cap Price multiplied by the number of Equity Shares Bid for by such Retail Individual Bidder and mentioned in the Bid cum Application Form and payable by the Retail Individual Bidder or blocked in the ASBA Account upon submission of the Bid in the Issue. However, for Eligible Employees applying in the Employee Reservation Portion the Bid Amount shall be Cap Price multiplied by the number of Equity Shares Bid for by such Eligible Employees mentioned in the Bid cum Application Form net of Employee Discount. |
| Bid cum Application form | The form used by a Bidder, to make a Bid and which will be considered as the application for Allotment in terms of the Draft Red Herring Prospectus. |
| Bid Cum Application Collecting Intermediaries | <ol style="list-style-type: none"> 1. a SCSB with whom the bank account to be blocked, is maintained 2. a syndicate member (or sub-syndicate member) If any 3. a stock broker registered with a recognized stock exchange (and whose name is mentioned on the website of the stock exchange as eligible for this activity)(‘broker’) if any 4. a depository participant (‘DP’) (whose name is mentioned on the website of the stock exchange as eligible for this activity) 5. a registrar to an issue and share transfer agent (‘RTA’) (whose name is mentioned on the website of the stock exchange as eligible for this activity) |
| Bid Lot | [●] Equity shares and in multiples of [●] Equity Shares thereafter |
| Bid/ Issue Closing Date | The date after which the Syndicate, the Designated Branches and the Registered Brokers will not accept any Bids, which shall be notified in [●] edition of the English national newspaper [●], [●] edition of the Hindi national newspaper [●], and [●] edition of the [●] newspaper [●], each with wide circulation and in case of any revision, the extended Bid/Issue Closing Date shall also be notified on the website and terminals of the Syndicate and SCSBs, as required under the SEBI ICDR Regulations. |
| Bid/ Issue Opening Date | The date on which the Syndicate, the Designated Branches and the Registered Brokers shall start accepting Bids, which shall be notified in [●] edition of the English national newspaper [●], [●] edition of the Hindi national newspaper [●], and [●] edition of the [●] newspaper [●], each with wide circulation, and in case of any revision, the extended Bid/Issue Opening Date also to be notified on the website and terminals of the Syndicate and SCSBs, as required under the SEBI ICDR Regulations. |
| Bid/ Issue Period | The period between the Bid/Issue Opening Date and the Bid/Issue Closing Date, inclusive of both days, during which Bidders can submit their Bids, including any revisions thereof. |

| Term | Description |
|--|--|
| Bid/Issue Proceeds | Proceeds from the Issue that will be available to our Company, being [●] lakhs |
| 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 |
| Bidding/collecting Centre | Centres at which the Designated Intermediaries shall accept the ASBA Forms, i.e., Designated SCSB Branch for SCSBs, Specified Locations for Syndicate, Broker Centres 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 | The Book Running Lead Manager to the Issue namely Pantomath Capital Advisors Private Limited |
| Broker Centres | Broker centres notified by the Stock Exchanges, where the Bidders can submit the Bid cum application forms to a Registered Broker. The details of such broker centres, along with the names and contact details of the Registered Brokers, are available on the website of National Stock Exchange of India Limited. |
| CAN or Confirmation of Allocation Note | The note or advice or intimation sent to each successful Bidder indicating the Equity Shares which will be Allotted/ transferred, after approval of Basis of Allotment by the Designated Stock Exchange. |
| Cap Price | The higher end of the Price Band, above which the Issue Price will not be finalised and above which no Bids (or a revision thereof) will be accepted |
| Client ID | Client Identification Number to be maintained with one of the Depositories in relation to demat account. |
| Cut-off Price | Any price within the Price Band finalised by our Company in consultation with BRLM. A Bid submitted at Cut-off Price is a valid price at all levels within the Price Band. Only Retail Individual Bidders are entitled to Bid at the Cut-off Price, for a Bid Amount not exceeding Rs [●]. No other category of Bidders is entitled to Bid at the Cut-off Price. |
| Collecting Depository Participant or CDP | A depository participant as defined under the Depositories Act, 1996, registered with SEBI and who is eligible to procure Applications at the Designated CDP Locations in terms of circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 issued by SEBI |
| Controlling Branch/Designated Branch | Such branch of the SCSBs which coordinate Applications under this Issue by the ASBA Applicants with the Registrar to the Issue and the Stock Exchanges and a list of which is available at http://www.sebi.gov.in or at such other website as may be prescribed by SEBI from time to time |
| Demographic Details | The demographic details of the Bidders/Applicants such as their address, PAN, occupation and bank account details |
| Depositories | Depositories registered with SEBI under the Securities and Exchange Board of India (Depositories and Participants) Regulations, 1996, as amended from time to time, being NSDL and CDSL |
| Depositories Act | The Depositories Act, 1996 as amended from time to time. |
| Depository Participant | A Depository Participant as defined under the Depositories Act, 1996 |
| Designated Date | The date on which funds blocked by SCSB are transferred from the ASBA account to the Public Issue Account after filing of Draft Red Herring Prospectus with RoC. |
| Designated Intermediary(ies) | Syndicate, Sub-Syndicate Members/agents, SCSBs, Registered Brokers, CDPs and RTAs, who are authorized to collect ASBA Forms from the Bidders, in relation to the Issue |
| Designated RTA Locations | Such centres of the RTAs where Bidder can submit the Bid cum Application Forms. The details of such Designated RTA Locations, along with the names |

| Term | Description |
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| | and contact details of the RTAs are available on the respective websites of the Stock Exchange (www.nseindia.com) and updated from time to time |
| Designated SCSB Branches | Such branches of the SCSBs which shall collect the ASBA Application Form from the ASBA bidders and a list of which is available on http://www.sebi.gov.in/sebiweb/home/detail/32791/no/List-of-Self-Certified-Syndicate-Banks-under-the-ASBA-facility |
| Designated Stock Exchange | National Stock Exchange of India Limited |
| Designated CDP Locations | Such centres of the CDPs where Bidders can submit the Bid Cum Application Forms. The details of such Designated CDP Locations, along with names and contact details of the Collecting Depository Participants eligible to accept Bid cum Application Forms are available on the website of the Stock Exchange (www.nseindia.com) and updated from time to time. |
| Draft Red Herring Prospectus or DRHP | The Draft Red Herring Prospectus dated July 18, 2018 issued in accordance with section 32 of the Companies Act, 2013 and filed with the Emerge Platform of National Stock Exchange of India Limited under SEBI (ICDR) Regulations |
| Escrow Account | Account opened with the Escrow Collection Bank(s) and in whose favour the Investors will transfer money through direct credit/NEFT/RTGS in respect of the Bid Amount when submitting a Bid. |
| Escrow Bank | A bank, which is a clearing member and registered with SEBI as a Banker to an Offer and with whom the Escrow Account has been opened, in this case being HDFC Bank Limited. |
| Eligible NRIs | NRIs from jurisdictions outside India where it is not unlawful to make an issue or invitation under the Issue and in relation to whom this Prospectus constitutes an invitation to subscribe to the Equity Shares offered herein |
| First/sole Bidder | Bidder whose name shall be mentioned in the Bid cum Application Form or the Revision Form and in case of joint Bids, whose name shall also appear as the first holder of the beneficiary account held in joint names. |
| Floor Price | The lower end of the Price Band, subject to any revision thereto, at or above which the Issue Price will be finalised and below which no Bids will be accepted. |
| FII/ Foreign Institutional Investors | Foreign Institutional Investor (as defined under SEBI (Foreign Institutional Investors) Regulations, 1995, as amended) registered with SEBI under applicable laws in India. |
| General Information Document/GID | The General Information Document for investing in public issues prepared and issued in accordance with the circular (CIR/CFD/DIL/12/2013) dated October 23, 2013, notified by SEBI and included in "Issue Procedure" on page 250 of this Draft Red Herring Prospectus |
| Issue | The Initial Public Issue of up to 31,12,000 Equity Shares of face value of Rs.10 each for cash at a price of Rs. [●] each, aggregating up to Rs.[●] comprising the Fresh Issue. |
| Issue Agreement | The agreement dated July 16, 2018 between our Company and the BRLM, pursuant to which certain arrangements are agreed to in relation to the Issue. |
| Issue/ Issue Size/ Initial Public Issue/ Initial Public Offer/ Initial Public Offering/ IPO | <p>The Initial Public Issue of up to 31,12,000 Equity Shares of face value of Rs. 10/- each fully paid of World Class Services Limited for cash at a price of Rs [●]/- per Equity Share (including a premium of Rs. [●]/- per Equity Share) aggregating Rs. [●] lakhs.</p> <p>Our Company is considering a Pre-IPO placement of up to 3,60,000 Equity Shares and/or aggregating up to Rs.288.00 Lakhs with certain investors ("Pre-IPO Placement"). The Pre-IPO Placement is at the discretion of our Company and at a price to be decided by our Company. Our Company will complete the issuance and allotment of Equity Shares, if any, prior to the filing of the</p> |

| Term | Description |
|--|--|
| | red herring prospectus with the RoC. If the Pre-IPO Placement is completed, then the number of Equity Shares issued pursuant to the Pre-IPO Placement will be reduced from the Fresh Issue, subject to a minimum issue size of 25% of the post issue paid up equity share capital being issued to the public. The Equity Shares allotted under the Pre-IPO Placement, if completed, shall be subject to a lock-in period of one (1) year from the date of Allotment pursuant to the Issue. |
| Issue Price | The final price at which Equity Shares will be Allotted in terms of the Red Herring Prospectus The Issue Price will be decided by our Company in consultation with the BRLM on the Pricing Date in accordance with the Book-Building Process and the Red Herring Prospectus |
| Issue Proceeds | The proceeds of the Issue that is available to our Company. For further information about use of Issue Proceeds, see “Objects of the Issue” on page 99 of this Draft Red Herring Prospectus |
| Indian GAAP | Generally Accepted Accounting Principles in India |
| IFRS | International Financial Reporting Standard |
| Listing Agreement | The Equity Listing Agreement to be signed between our Company and the Emerge Platform of National Stock Exchange of India Limited. |
| Market Making Agreement | Market Making Agreement dated [●], 2018 between our Company, Book Running Lead Manager and Market Maker. |
| Market Maker | Market Maker appointed by our Company from time to time, in this case being Pantomath Stock Brokers Private Limited who has agreed to receive or deliver the specified securities in the market making process for a period of three years from the date of listing of our Equity Shares or for any other period as may be notified by SEBI from time to time. |
| Market Maker Reservation Portion | The Reserved Portion of up to [●] Equity Shares of face value of Rs. 10 each fully paid for cash at a price of Rs. [●] per Equity Share aggregating Rs. [●] for the Market Maker in this Issue. |
| Mutual Fund(s) | A mutual fund registered with SEBI under the SEBI (Mutual Funds) Regulations, 1996, as amended from time to time |
| Mutual Fund Portion | [●] % of the QIB Portion i.e. [●] Equity Shares available for allocation to Mutual Funds, out of the QIB Portion |
| NIF | National Investment Fund set up by resolution F. No. 2/3/2005-DD-II dated November 23, 2005 of Government of India published in the Gazette of India |
| Emerge Platform of National Stock Exchange of India Limited / SME Exchange | The Emerge Platform of National Stock Exchange of India Limited, approved by SEBI as an SME Exchange for listing of equity shares offered under Chapter XB of the SEBI (ICDR) Regulations |
| NSE | National Stock Exchange of India Limited |
| Net Issue | The Issue (excluding the Market Maker Reservation Portion) of up to [●] Equity Shares of face value of Rs. 10 each fully paid for cash at a price of Rs [●] per Equity Share aggregating Rs. [●] by our Company |
| Net Proceeds | Proceeds of the Issue less our Company’s share of the Offer expenses. For further information about use of the Issue Proceeds and the Issue expenses, see “Objects of the Issue” on page 99 of the Draft Red Herring Prospectus |
| NIF | National Investment Fund set up by resolution F. No. 2/3/2005-DD-II dated November 23, 2005 of Government of India published in the Gazette of India |
| Non-Institutional Bidders | All Bidders, including Category III FPIs that are not QIBs or Retail Individual Investors, who have applied for Equity Shares for an amount of more than Rs. 2,00,000 but not including NRIs other than Eligible NRIs |
| Non-Resident | A person resident outside India, as defined under FEMA and includes FIIs and FPIs |
| OCB/ Overseas Corporate Body | Overseas Corporate Body means and includes an entity defined in clause (xi) of Regulation 2 of the Foreign Exchange Management (Withdrawal of |

| Term | Description |
|---|--|
| | General Permission to Overseas Corporate Bodies (OCB's) Regulations 2003 and which was in existence on the date of the commencement of these Regulations and immediately prior to such commencement was eligible to undertake transactions pursuant to the general permission granted under the Regulations. OCBs are not allowed to invest in this Offer. |
| Other Investors | Investors other than Retail Individual Investors. These include individual bidders/applicants other than retail individual investors and other investors including corporate bodies or institutions irrespective of the number of specified securities applied for. |
| Person/ Persons | Any individual, sole proprietorship, unincorporated association, unincorporated organization, body corporate, corporation, company, partnership, limited liability company, joint venture, or trust or any other entity or organization validly constituted and/or incorporated in the jurisdiction in which it exists and operates, as the context requires |
| Pre-IPO Placement | Our Company is considering a Pre-IPO placement of up to 3,60,000 Equity Shares and/or aggregating up to Rs.288.00 Lakhs with certain investors ("Pre-IPO Placement"). The Pre-IPO Placement is at the discretion of our Company and at a price to be decided by our Company. Our Company will complete the issuance and allotment of Equity Shares, if any, prior to the filing of the red herring prospectus with the RoC. If the Pre-IPO Placement is completed, then the number of Equity Shares issued pursuant to the Pre-IPO Placement will be reduced from the Fresh Issue, subject to a minimum issue size of 25% of the post issue paid up equity share capital being issued to the public. The Equity Shares allotted under the Pre-IPO Placement, if completed, shall be subject to a lock-in period of one(1) year from the date of Allotment pursuant to the Issue. |
| Price Band | Price band of a minimum price of Rs. [●] per Equity Share (Floor Price) and the maximum price of Rs. [●] per Equity Share (Cap Price) including revisions thereof. The Price Band and the minimum Bid Lot size for the Issue will be decided by our Company in consultation with the BRLM and will be advertised at least five Working Days prior to the Bid/ Issue Opening Date, in [●] edition of the English national newspaper [●], [●] edition of the Hindi national newspaper [●] and [●] edition of the Marathi newspaper [●], each with wide circulation |
| Pricing date | The date on which our Company in consultation with the BRLM, will finalise the Issue Price |
| Prospectus | The Prospectus to be filed with the RoC on or after the Pricing Date in accordance with Section 32 of the Companies Act, 2013, and the SEBI (ICDR) Regulations containing, inter alia, the Issue Price, the size of the Issue and certain other information |
| Public Issue Account | Account opened with the Bankers to the Issue i.e. HDFC Bank Limited is also being Banker to the company under Section 40 of the Companies Act, 2013 to receive monies from the SCSBs from the bank accounts of the bidders on the Designated Date. |
| Public Issue Account Agreement/ Banker to the Issue Agreement | Agreement entered on [●], 2018 amongst our Company, Book Running Lead Manager, the Registrar to the Issue and Public Issue Bank/Banker to the Issue for collection of the Bid Amount on the terms and conditions thereof. |
| Qualified Institutional Buyers or QIBs | Qualified Institutional Buyers as defined under Regulation 2(1) (zd) of the SEBI (ICDR) Regulations, 2009. |
| QIB Portion | The portion of the Issue being [●]% of the Net Issue, consisting of [●] Equity Shares, available for Allocation to QIBs, subject to valid Bids being received at or above the Issue Price |

| Term | Description |
|---|---|
| Red Herring Prospectus or RHP | The Red Herring Prospectus to be issued in accordance with Section 32 of the Companies Act, 2013, and the provisions of the SEBI (ICDR) Regulations, which will not have complete particulars of the price at which the Equity Shares will be offered and the size of the Issue, including any addenda or corrigenda thereto. The Red Herring Prospectus will be registered with the RoC at least three days before the Bid/ Issue Opening Date and will become the Prospectus upon filing with the RoC on or after the Pricing Date |
| Refund Account(s) | The account opened with the Refund Bank(s), from which refunds, if any, of the whole or part of the Bid Amount (excluding refund to Bidders) shall be made. |
| Refund Bank(s) / Refund Banker(s) | Bank which is / are clearing member(s) and registered with the SEBI as Bankers to the Issue at which the Refund Account will be opened, in this case being HDFC Bank Limited. |
| Refund through electronic transfer of funds | Refunds through NECS, direct credit, RTGS or NEFT, as applicable |
| Registered Broker | Individuals or companies registered with SEBI as "Trading Members" (except Syndicate/Sub-Syndicate Members) who hold valid membership of National Stock Exchange of India Limited having right to trade in stocks listed on Stock Exchanges, through which investors can buy or sell securities listed on stock exchanges, a list of which is available on http://www.nseindia.com/membership/dynaContent/find_a_broker.htm |
| Registrar /Registrar to the Issue | Registrar to the Issue, in this case being Link Intime India Private Limited having its office at C-101, 1 st Floor, 247 Park, L B S Marg, Vikhroli (West), Mumbai- 400083, Maharashtra, India |
| Registrar Agreement | The agreement dated July 16, 2018 entered into by and among our Company, and the Registrar to the Issue in relation to the responsibilities and obligations of the Registrar to the Issue pertaining to the Issue |
| Registrar and Share Transfer Agents or RTAs | Registrar and share transfer agents registered with SEBI and eligible to procure Applications at the Designated RTA Locations in terms of circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 issued by SEBI |
| Resident Indian | A person resident in India, as defined under FEMA |
| Retail Individual Bidder(s)/Retail Individual Investor(s)/RII(s)/RIB(s) | Individual Bidders, or minors applying through their natural guardians, including HUFs (applying through their <i>Karta</i>), who apply for an amount less than or equal to Rs 2,00,000 |
| Revision Form | Form used by the Bidders, to modify the quantity of the Equity Shares or the Bid Amount in any of their Bid cum Application Forms or any previous Revision Form(s) |
| Reservation Portion | The portion of the Issue reserved for category of eligible Bidders as provided under the SEBI (ICDR) Regulations, 2009 |
| Reserved Category / Categories | Categories of persons eligible for making Bids under reservation portion. |
| SCSB/ Self Certified Syndicate Banker | Shall mean a Banker to an Issue registered under SEBI (Bankers to an Issue) Regulations, 1994, as amended from time to time, and which Issue the service of making Bids/Application/s Supported by Blocked Amount including blocking of bank account and a list of which is available on http://www.sebi.gov.in/sebiweb/home/list/5/33/0/0/RecognisedIntermediaries or at such other website as may be prescribed by SEBI from time to time |
| SEBI Listing Regulations | Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and includes the agreement to be entered into between our Company and the Stock Exchange in relation to listing of Equity Shares on such Stock Exchange. |

| Term | Description |
|---|--|
| SEBI (Foreign Portfolio Investor) Regulations | Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014. |
| Specified Locations | Bidding centres where the Syndicate shall accept Bid cum Application Forms from Bidders, a list of which is available on the website of SEBI (www.sebi.gov.in) and updated from time to time |
| Sub-Syndicate members | A SEBI Registered member of National Stock Exchange of India Limited appointed by the BRLM and/or Syndicate Member to act as a Sub-Syndicate Member in the Issue |
| Syndicate Agreement | The agreement dated [●], 2018 entered into among our Company, the BRLM and the Syndicate Members in relation to the collection of Bid cum Application Forms by the Syndicate |
| Syndicate Members | Intermediaries registered with SEBI who are permitted to carry out activities as an underwriters, namely, Pantomath Stock Brokers Private Limited |
| Syndicate or Members of the Syndicate | The BRLM and the Syndicate Members |
| TRS or Transaction Registration Slip | The slip or document issued by the Syndicate, or the SCSB (only on demand), as the case may be, to the Bidder as proof of registration of the Bid |
| Underwriter | Pantomath Capital Advisors Private Limited |
| Underwriting Agreement | The agreement dated [●], 2018 entered into between the Underwriters and our Company |
| Working Day | <p>(i) Till application / Issue Closing Date: All days other than a Saturday, Sunday or a public holiday;</p> <p>(ii) Post Application / Issue Closing date and till the Listing of Equity Shares: All trading days of stock exchanges excluding Sundays and bank holidays in accordance with the SEBI circular no. SEBI/HO/CFD/DIL/CIR/P/2016/26 dated January 21, 2016</p> |
| Wilful Defaulter(s) | Wilful defaulter(s) as defined under Regulation 2(zn) of SEBI ICDR Regulations |

TECHNICAL AND INDUSTRY TERMS

| TERM | DESCRIPTION |
|--------|--|
| CPI | Consumer Price Index |
| CSO | Central Statistics Office |
| DARPAN | Digital Advancement of Rural Post Office |
| DIPP | Department of Industrial Policy and Promotion |
| FM | Facility Management |
| GAV | Gross Value Added |
| GDP | Gross Domestic Product |
| GST | Goods And Services Tax |
| HVAC | Heating, ventilation, and air conditioning |
| IBC | Insolvency And Bankruptcy Code |
| IIP | Index Of Industrial Production |
| IMF | International Monetary Fund |
| IRR | Internal Rate of Return |
| IT-BPM | Information technology-business process management |
| MSP | Minimum Support Price |
| NBFCs | Non-Banking Financial Company |
| NFC | Near Field Communication |
| NPV | Net Present Value |
| NSSF | National Small Savings Fund |
| OMO | Open Market Operations |
| PE | Private Equity |

| TERM | DESCRIPTION |
|------|--|
| PMI | Purchasing Managers' Index |
| RE | Real Estate |
| ROI | Return of Investment |
| SIES | Services Exports from India Scheme |
| TFA | Trade Facilitation Agreement |
| THSC | Tourism and Hospitality Sector Skill Council |
| UNPF | United Nations Population Fund |
| WEO | World Economic Outlook |

CONVENTIONAL AND GENERAL TERMS/ABBREVIATIONS

| Term | Description |
|--|--|
| A.Y./AY | Assessment Year |
| A/C | Account |
| AGM | Annual General Meeting |
| AIF | Alternative Investment Fund as defined in and registered with SEBI under the Securities and Exchange Board of India (Alternative Investments Funds) Regulations, 2012 |
| AoA | Articles of Association |
| AS/Accounting Standard | Accounting Standards as issued by the Institute of Chartered Accountants of India |
| ASBA | Application Supported by Blocked Amount |
| BIFR | Board for Industrial and Financial Reconstruction |
| CAGR | Compounded Annual Growth Rate |
| Category I Foreign Portfolio Investors | FPIs who are registered as - Category I foreign portfolio investors under the SEBI FPI Regulations |
| Category II Foreign Portfolio Investors | FPIs who are registered as - Category II foreign portfolio investors under the SEBI FPI Regulations |
| Category III Foreign Portfolio Investors | FPIs who are registered as - Category III foreign portfolio investors under the SEBI FPI Regulations |
| CC | Cash Credit |
| CDSL | Central Depository Services (India) Limited |
| CENVAT | Central Value Added Tax |
| CFO | Chief Financial Officer |
| CIN | Corporate Identification Number |
| Cm | Centimetre |
| CMD | Chairman and Managing Director |
| Companies Act, 1956 | Companies Act, 1956 (without reference to the provisions thereof that have ceased to have effect upon notification of the Notified Sections) and the Companies Act, 2013. |
| Companies Act, 2013 | The Companies Act, 2013, to the extent in force pursuant to the notification of the notified sections |
| CS | Company Secretary |
| CST | Central Sales Tax |
| Depositories | NSDL (National Securities Depository Limited) and CDSL (Central Depository Services Limited); Depositories registered with the SEBI under the Securities and Exchange Board of India (Depositories and Participants) Regulations, 1996, as amended from time to time |
| Depositories Act | The Depositories Act, 1996, as amended from time to time. |
| DGFT | Directorate General of Foreign Trade |
| DIN | Director Identification Number |
| DIPP | Department of Industrial Policy & Promotion |
| DP | Depository Participant |

| Term | Description |
|--|--|
| DP ID | Depository Participant's Identity |
| EBIDTA | Earnings before interest, depreciation, tax, amortization and extraordinary items |
| ECS | Electronic Clearing System |
| EGM | Extraordinary General Meeting |
| EPFA | The Employees' Provident Funds and Miscellaneous Provisions Act, 1952 |
| EPS | Earnings Per Share |
| ESIC | Employee State Insurance Corporation |
| ESOP | Employee Stock Option Plan |
| ESPS | Employee Stock Purchase Scheme |
| F.Y./FY | Financial Year |
| FCNR Account | Foreign Currency Non Resident Account |
| FDI | Foreign Direct Investment |
| FEMA | Foreign Exchange Management Act 1999, as amended from time to time and the regulations framed there under |
| FII Regulations | Securities and Exchange Board of India (Foreign Institutional Investors) Regulations, 1995, as amended from time to time. |
| FII(s) | Foreign Institutional Investor, as defined under the FII Regulations and registered with the SEBI under applicable laws in India |
| FIPB | The Foreign Investment Promotion Board, Ministry of Finance, Government of India |
| FIs | Financial Institutions |
| FPI(s) | Foreign Portfolio Investor means a person who satisfies the eligibility criteria prescribed under regulation 4 and has been registered under Chapter II of Securities And Exchange Board Of India (Foreign Portfolio Investors) Regulations, 2014, which shall be deemed to be an intermediary in terms of the provisions of the SEBI Act,1992 |
| FV | Face Value |
| FVCI | Foreign Venture Capital Investor registered under the Securities and Exchange Board of India (Foreign Venture Capital Investor) Regulations, 2000 |
| FTP | Foreign Trade Policy |
| GAAP | Generally Accepted Accounting Principles |
| GDP | Gross Domestic Product |
| GIR Number | General Index Registry number |
| GoI/ Government | Government of India |
| HNI | High Net-worth Individual |
| HUF | Hindu Undivided Family |
| I. T. Act | The Income Tax Act, 1961, as amended. |
| ICAI | Institute of Chartered Accountants of India |
| ICDR Regulations/ SEBI Regulations/ SEBI Regulations/Regulations | SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 as amended from time to time |
| IFRS | International Financial Reporting Standards |
| Indian GAAP | Generally Accepted Accounting Principles in India |
| INR | Indian National Rupee |
| IPO | Initial Public Offering |
| IRDA | Insurance Regulatory and Development Authority |
| IT Authorities | Income Tax Authorities |
| IT Rules | The Income Tax Rules, 1962, as amended from time to time |

| Term | Description |
|---|---|
| Key Managerial Personnel / KMP | The officers declared as a Key Managerial Personnel and as mentioned in the chapter titled “ <i>Our Management</i> ” beginning on page 166 of this Draft Red Herring Prospectus |
| Listing Regulations / SEBI Listing Regulations/ SEBI (LODR) Regulations | Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 |
| Ltd. | Limited |
| MD | Managing Director |
| MICR | Magnetic Ink Character Recognition |
| Mn | Million |
| MoA | Memorandum of Association |
| MoF | Ministry of Finance, Government of India |
| MoU | Memorandum of Understanding |
| N/A or N.A. | Not Applicable |
| NAV | Net Asset Value |
| NBFC | Non-Banking Finance Company |
| Net Worth | The aggregate of the paid up share capital, share premium account, and reserves and surplus (excluding revaluation reserve) as reduced by the aggregate of miscellaneous expenditure (to the extent not adjusted or written off) and the debit balance of the profit and loss account |
| NI Act | Negotiable Instruments Act, 1881 |
| NOC | No Objection Certificate |
| NR | Non Resident |
| NRE Account | Non Resident (External) Account |
| NRI | Non Resident Indian, is a person resident outside India, who is a citizen of India or a person of Indian origin and shall have the same meaning as ascribed to such term in the Foreign Exchange Management (Deposit) Regulations, 2000, as amended from time to time |
| NRO Account | Non Resident (Ordinary) Account |
| NSDL | National Securities Depository Limited |
| NSE | National Stock Exchange of India Limited |
| OCB | Overseas Corporate Bodies |
| p.a. | per annum |
| P/E Ratio | Price Earnings Ratio |
| PAN | Permanent Account Number |
| PAT | Profit After Tax |
| PBT | Profit Before Tax |
| Pvt. | Private |
| PTEC | Professional Tax Enrolment Certificate |
| PTRC | Professional Tax Registration Certificate |
| QIB | Qualified Institutional Buyer |
| RBI | Reserve Bank of India |
| RBI Act | The Reserve Bank of India Act, 1934, as amended from time to time |
| RoC | Registrar of Companies |
| RoNW | Return on Net Worth |
| Rs. / INR | Indian Rupees |
| RTGS | Real Time Gross Settlement |
| SARFAESI | The Securitization and Reconstruction of Financial Assets and Enforcement of Security Interest Act, 2002 |
| SCRA | Securities Contracts (Regulation) Act, 1956 as amended from time to time |
| SCRR | Securities Contracts (Regulation) Rules, 1957 |

| Term | Description |
|---|--|
| SCSB | Self-Certified Syndicate Bank |
| SEBI | Securities and Exchange Board of India |
| SEBI Act | Securities and Exchange Board of India Act, 1992, as amended from time to time |
| SEBI AIF Regulations | Securities and Exchange Board of India (Alternative Investments Funds) Regulations, 2012 |
| SEBI FII Regulations | Securities and Exchange Board of India (Foreign Institutional Investors) Regulations, 1995 |
| SEBI FPI Regulations | Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014 |
| SEBI FVCI Regulations | Securities and Exchange Board of India (Foreign Venture Capital Investors) Regulations, 2000 |
| SEBI Insider Trading Regulations | The SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time, including instructions and clarifications issued by SEBI from time to time |
| SEBI Takeover Regulations / Takeover Code | Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 |
| SEBI VCF Regulations | Securities and Exchange Board of India (Venture Capital Fund) Regulations, 1996 as repealed pursuant to the SEBI AIF Regulations |
| Sec | Section |
| SICA | Sick Industrial Companies (Special Provisions) Act, 1985, as amended from time to time |
| SME | Small Medium Enterprise |
| SSI Undertaking | Small Scale Industrial Undertaking |
| Stock Exchange (s) | National Stock Exchange of India Limited |
| STT | Securities Transaction Tax |
| Sub-Account | Sub-accounts registered with SEBI under the SEBI (Foreign Institutional Investor) Regulations, 1995, other than sub-accounts which are foreign corporate or foreign individuals. |
| TAN | Tax Deduction Account Number |
| TIN | Taxpayers Identification Number |
| TNW | Total Net Worth |
| TRS | Transaction Registration Slip |
| U.S. GAAP | Generally accepted accounting principles in the United States of America |
| u/s | Under Section |
| UIN | Unique Identification Number |
| UOI | Union of India |
| US/ U.S. / USA/ United States | United States of America |
| USD / US\$ / \$ | United States Dollar, the official currency of the United States of America |
| UV | Ultraviolet |
| VAT | Value Added Tax |
| VCF / Venture Capital Fund | Foreign Venture Capital Funds (as defined under the Securities and Exchange Board of India (Venture Capital Funds) Regulations, 1996) registered with SEBI under applicable laws in India. |
| w.e.f. | With effect from |
| WDV | Written Down Value |
| WTD | Whole-time Director |
| YoY | Year over year |

Notwithstanding the following: -

- i. In the section titled “*Main Provisions of the Articles of Association*” beginning on page 301 of this Draft Red Herring Prospectus, defined terms shall have the meaning given to such terms in that section;
- ii. In the section titled “*Financial Statements*” beginning on page 189 of this Draft Red Herring Prospectus, defined terms shall have the meaning given to such terms in that section;
- iii. In the section titled “*Risk Factor*” beginning on page 20 of this Draft Red Herring Prospectus, defined terms shall have the meaning given to such terms in that section;
- iv. In the chapter titled “*Statement of Possible Tax Benefits*” beginning on page 109 of this Draft Red Herring Prospectus, defined terms shall have the meaning given to such terms in that chapter; and
- v. In the chapter titled “*Management’s Discussion and Analysis of Financial Condition and Results of Operations*” beginning on page 190 of this Draft Red Herring Prospectus, defined terms shall have the meaning given to such terms in that chapter.

PRESENTATION OF FINANCIAL, INDUSTRY AND MARKET DATA

All references to “India” are to the Republic of India and all references to the “Government” are to the Government of India.

FINANCIAL DATA

Unless stated otherwise, the financial data included in this Draft Red Herring Prospectus are extracted from the restated financial statements of our Company, prepared in accordance with the applicable provisions of the Companies Act, Indian GAAP and restated in accordance with SEBI (ICDR) Regulations, as stated in the report of our Peer Reviewed Auditor, set out in the section titled “*Financial Statements as Restated*” beginning on page 189 of this Draft Red Herring Prospectus. Our restated financial statements are derived from our audited financial statements prepared in accordance with Indian GAAP and the Companies Act, and have been restated in accordance with the SEBI (ICDR) Regulations.

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

There are significant differences between Indian GAAP, IFRS and US GAAP. The Company has not attempted to quantify their impact on the financial data included herein and urges you to consult your own advisors regarding such differences and their impact on the Company’s financial data. Accordingly to what extent, the financial statements included in this Draft Red Herring Prospectus will provide meaningful information is entirely dependent on the reader’s level of familiarity with Indian accounting practices / Indian GAAP. Any reliance by persons not familiar with Indian Accounting Practices on the financial disclosures presented in this Draft Red Herring Prospectus should accordingly be limited.

Any percentage amounts, as set forth in “*Risk Factors*”, “*Our Business*”, “*Management’s Discussion and Analysis of Financial Condition and Results of Operations*” and elsewhere in this Draft Red Herring Prospectus unless otherwise indicated, have been calculated on the basis of the Company’s restated financial statements prepared in accordance with the applicable provisions of the Companies Act, Indian GAAP and restated in accordance with SEBI (ICDR) Regulations, as stated in the report of our Peer Reviewed Auditor, set out in the section titled “*Financial Statements as Restated*” beginning on page 189 of this Draft Red Herring Prospectus.

CURRENCY OF PRESENTATION

In this Draft Red Herring Prospectus, references to “Rupees” or “Rs.” or “INR” are to Indian Rupees, the official currency of the Republic of India. All references to “\$”, “US\$”, “USD”, “U.S. \$” or “U.S. Dollars” are to United States Dollars, the official currency of the United States of America.

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

INDUSTRY AND MARKET DATA

Unless stated otherwise, Industry and Market data and various forecasts used throughout this Draft Red Herring Prospectus have been obtained from publically available information, Industry Sources and Government Publications.

Industry Sources as well as Government Publications generally state that the information contained in those publications has been obtained from sources believed to be reliable but their accuracy and completeness and underlying assumptions are not guaranteed and their reliability cannot be assured.

Although we believe that industry data used in this Draft Red Herring Prospectus is reliable, it has not been independently verified by the Book Running Lead Manager or our Company or any of their affiliates or advisors. Such data involves risks, uncertainties and numerous assumptions and is subject to change based on various factors, including those discussed in the section titled “*Risk Factors*” beginning on page 20 of this Draft Red Herring Prospectus. Accordingly, investment decisions should not be based solely on such information.

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

FORWARD LOOKING STATEMENT

This Draft Red Herring Prospectus contains certain “forward-looking statements”. These forward looking statements can generally be identified by words or phrases such as “aim”, “anticipate”, “believe”, “expect”, “estimate”, “intend”, “objective”, “plan”, “project”, “shall”, “will”, “will continue”, “will pursue” or other words or phrases of similar meaning. Similarly, statements that describe our strategies, objectives, plans or goals are also forward-looking statements. All forward looking statements are subject to risks, uncertainties and assumptions about us that could cause actual results and property valuations to differ materially from those contemplated by the relevant forward looking statement.

Important factors that could cause actual results to differ materially from our expectations include, but are not limited to the following:-

- General economic and business conditions in the markets in which we operate and in the local, regional, national and international economies;
- Changes in laws and regulations relating to the sectors/areas in which we operate;
- Increased competition in the Industry which we operate;
- Factors affecting the Industry in which we operate;
- Our ability to meet our capital expenditure requirements;
- Fluctuations in operating costs;
- Our ability to attract and retain qualified personnel;
- Changes in political and social conditions in India, the monetary and interest rate policies of India and other countries;
- Inflation, deflation, unanticipated turbulence in interest rates, equity prices or other rates or prices;
- The performance of the financial markets in India and globally;
- Any adverse outcome in the legal proceedings in which we are involved;
- Our failure to keep pace with rapid changes in technology;
- The occurrence of natural disasters or calamities;
- Other factors beyond our control;
- Our ability to manage risks that arise from these factors;
- Conflict of Interest with affiliated companies, the promoter group and other related parties; and
- Changes in government policies and regulatory actions that apply to or affect our business.

For a further discussion of factors that could cause our actual results to differ, refer to section titled “*Risk Factors*” and chapter titled “*Management’s Discussion and Analysis of Financial Condition and Results of Operations*” beginning on pages 20 and 190 respectively of this Draft Red Herring Prospectus. By their nature, certain market risk disclosures are only estimates and could be materially different from what actually occurs in the future. As a result, actual future gains or losses could materially differ from those that have been estimated.

Future looking statements speak only as of the date of this Draft Red Herring Prospectus. Neither we, our Directors, Book Running Lead Manager, Underwriter nor any of their respective affiliates have any obligation to update or otherwise revise any statements reflecting circumstances arising after the date hereof or to reflect the occurrence of underlying events, even if the underlying assumptions do not come to fruition. In accordance with SEBI requirements, the BRLM and our Company will ensure that investors in India are informed of material developments until the grant of listing and trading permission by the Stock Exchange.

SECTION II – RISK FACTORS

An investment in Equity Shares involves a high degree of risk. You should carefully consider all the information in this Draft Red Herring Prospectus, including the risks and uncertainties described below, before making an investment in our Equity Shares. In making an investment decision, prospective investors must rely on their own examination of our Company and the terms of this Issue including the merits and risks involved. Any potential investor in, and subscriber of, the Equity Shares should also pay particular attention to the fact that we are governed in India by a legal and regulatory environment in which some material respects may be different from that which prevails in other countries. The risks and uncertainties described in this section are not the only risks and uncertainties we currently face. Additional risks and uncertainties not known to us or that we currently deem immaterial may also have an adverse effect on our business. If any of the following risks, or other risks that are not currently known or are now deemed immaterial, actually occur, our business, results of operations and financial condition could suffer, the price of our Equity Shares could decline, and you may lose all or any part of your investment. Additionally, our business operations could also be affected by additional factors that are not presently known to us or that we currently consider as immaterial to our operations.

To obtain a better understanding, you should read this section in conjunction with the chapters titled “Our Business” beginning on page 131 “Our Industry” beginning on page 112 and “Management’s Discussion and Analysis of Financial Condition and Results of Operations” beginning on page 190 respectively, of this Draft Red Herring Prospectus as well as other financial information contained herein.

Materiality:

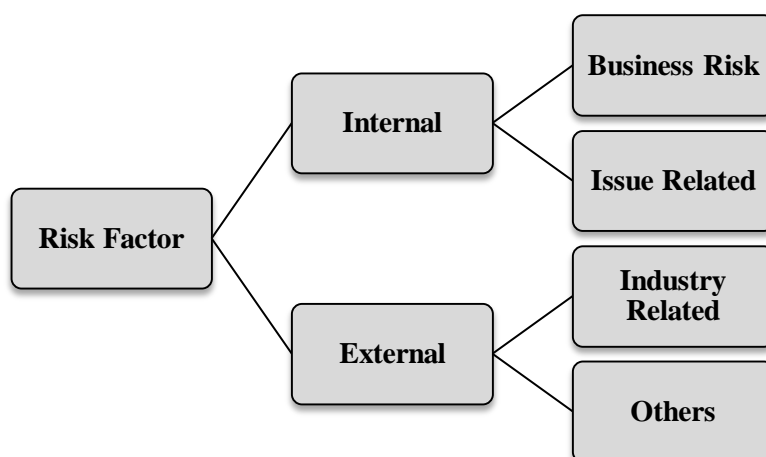
The Risk Factors have been determined on the basis of their materiality. The following factors have been considered for determining the materiality of Risk Factors:

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

The financial and other related implications of risks concerned, wherever quantifiable, have been disclosed in the risk factors mentioned below. However, there are risk factors where the impact may not be quantifiable and hence the same has not been disclosed in such risk factors. Unless otherwise stated, the financial information of the Company used in this section is derived from our financial statements under Indian GAAP, as restated in this Draft Red Herring Prospectus. Unless otherwise stated, we are not in a position to specify or quantify the financial or other risks mentioned herein. For capitalized terms used but not defined in this chapter, refer to the chapter titled “Definitions and Abbreviation” beginning on page 03 of this Draft Red Herring Prospectus. The numbering of the risk factors has been done to facilitate ease of reading and reference and does not in any manner indicate the importance of one risk factor over another.

In this Draft Red Herring Prospectus, any discrepancies in any table between total and sums of the amount listed are due to rounding off.

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



INTERNAL RISK FACTORS:

BUSINESS SPECIFIC RISKS:

1. Our Promoter and Directors are currently involved in certain tax related proceedings which are currently pending at various stages with relevant statutory authorities. Further, our Promoter has involved in certain Civil Proceedings related to his sole proprietorship. Any adverse decision in such proceedings may render them liable to liabilities and penalties.

Our promoter and directors are involved in certain Income tax related proceedings. They have been issued notices under Income Tax Act, 1961 and related proceedings are pending with relevant statutory authorities at various jurisdictions. Further, our Promoter has involved in certain Civil Proceedings related to his sole proprietorship M/s World Class Services and the same are pending before relevant authorities.

Also, there is no assurance that in future, we, our promoters, our directors or group companies may not face legal proceedings; any adverse decision in such legal proceedings may impact our business. For further details in relation to legal proceedings involving our Company, Promoters, Directors, Group Company and Subsidiaries see the chapter titled “Outstanding Litigation and Material Developments” on page 209 of this Draft Red Herring Prospectus.

A classification of legal proceedings is mentioned below:

| Name of Entity | Criminal Proceedings | Civil/ Arbitration Proceedings | Tax Proceedings | Labour Disputes | Consumer Complaints | Complaints under Section 138 of NI Act, 1881 | Aggregate amount involved (Rs. In lakhs) |
|-------------------------|----------------------|--------------------------------|-----------------|-----------------|---------------------|--|--|
| Company | | | | | | | |
| By the Company | Nil | Nil | Nil | Nil | Nil | Nil | Nil |
| Against the Company | Nil | Nil | Nil | Nil | Nil | Nil | Nil |
| Promoters | | | | | | | |
| By the Promoter | Nil | 2 | Nil | Nil | Nil | Nil | 43.56 |
| Against the Promoter | Nil | Nil | Nil | Nil | Nil | Nil | Nil |
| Group Companies | | | | | | | |
| By Group Companies | N.A.* | N.A. | N.A. | N.A. | N.A. | N.A. | N.A. |
| Against Group Companies | N.A. | N.A. | N.A. | N.A. | N.A. | N.A. | N.A. |

| Directors other than promoters | | | | | | | |
|---------------------------------------|-------|------|------|------|------|------|--------|
| By the Directors | Nil | Nil | Nil | Nil | Nil | Nil | Nil |
| Against the Directors | Nil | Nil | 6 | Nil | Nil | Nil | 160.90 |
| Subsidiaries | | | | | | | |
| By the Subsidiaries | N.A.* | N.A. | N.A. | N.A. | N.A. | N.A. | N.A. |
| Against the Subsidiaries | N.A. | N.A. | N.A. | N.A. | N.A. | N.A. | N.A. |

*N.A. = Not Applicable

2. *Operational risks are inherent in our business, such operational risks may adversely affect our business operations.*

Owing to nature of business we operate into, operational risks are inherent. We offer a variety of services including but not limited to facility management services and outsourcing services, further, as we expand our operations and service offerings, we may be faced with certain operational challenges like employee management, hiring activity, payroll activity, legal compliances. We cater to wide range of clients across various industries which adds to further complexity of the operation with different rules and regulations to be followed. We have to follow numerous safety, health regulations and standards.

As we provide security services, we face challenges with risk of injuries and fatalities, criminal acts, robberies among others. Our housekeeping service requires us to maintain hygiene and cleanliness, handling chemicals and hazardous substances, wherein improper handling of such chemicals and hazardous substances and its operations may lead to health impacts not only on the employees but also adversely affecting the surrounding environment. Our Manpower staffing operations requires us to be cautious on the employees we provide to our clients with respect to their conduct, behaviour, integrity, honesty as the client is dependent on their service offerings which may indirectly impact the end users of the services.

While we believe that we have implemented an adequate training, safety compliance, corporate practices necessary for our smoother operations, however, any failure of the implemented system could adversely impact our operations leading to unnecessary claims, damages, loss of clients consequently impacting our overall business operations and financials, the quantum of which cannot be ascertained as on the date of this Draft Red Herring Prospectus.

3. *We may be compelled by our clients to charge lower management fees.*

Since, the business we operate into is intensely competitive, we may be put under pressure by our clients to hire employees for them at low salary and wages. Further, we may also be directed by our customers to charge lower management fees. In case our competitors offer lower costing to our prospective clients or lower management fees, our clients may prefer them over us. Such results could impact our business and its operational performance. Further, in case we are required to hire employees at lower salary or we are forced to reduce our management fees, we may witness a decline in our revenue affecting our financial standing, the quantum of which may not be ascertained as such. In such a situation, we may be required to provide extra services in a package which could have generated incremental revenue individually. However, we focus on our quality of service and client relationship which aids to avoid such adverse operational and financial situation.

4. *We intend to venture into pet care and management business which is an unrelated operations vis-à-vis to our existing business verticals.*

Our Company intends to venture into pet care and pet management business where we will be providing various services related to pet animals. This vertical will include services such as training, cleaning, maintenance, food and accessories retailing, hostel, games, clinics, medicines and the likes.

This business vertical is different from our current business model where we provide outsourcing and facility management services to our clients “on need basis”. Venturing into unrelated business may lead to improper utilization of our resources, our management may invest substantial amount of time and money in scaling up this vertical thereby indirectly affecting our ongoing operations. Further, our Company till F.Y. 2017-18 has not earned any revenue from this business vertical. Going further, we may also be required to raise additional funding for smoother operational running of this vertical leading to strain on existing financial resources.

5. *We may be exposed to service related claims owing to our large workforce.*

Our workforce consists of associate employee which stood at 14,671 as at 31st March, 2018 depending on the client’s requirements. Managing the growing workforce becomes an important operational activity owing to numerous agreements with varied clients. Further, our ability to manage the workforce at the client’s location is limited. Risks involved with deployment of associate employees include employee’s misconduct, inability to perform, violation of rules and regulations by employees, criminal acts, among others.

Since, our business operations depends on brand image we create, any adverse publicity could impact the demand for our services and indirectly impact our reputation and goodwill. Adverse publicity concerning reported incidents or allegations of physical or sexual abuse, whether or not directly relating to or involving us, could result in termination of existing corporate relationships or inability to attract new corporate relationships, all of which could adversely affect our operations. The general tendency in our industry is such that none of our clients which are corporate entities want to have a professional relationship with such organisation who has had a bad reputation w.r.t to employee violation or employee misconduct whether such charge has been proven under the existing or not. Additionally, such violations and litigations may lead to claims and damages on our Company which could strain our financial resources, which cannot be quantified as such. Further, such litigations and claims also leads to damage of brand and reputation apart from financial loss.

However, we have in place certain employee and corporate policies in order to avoid any such situation, but their effectiveness could not be accurately guaranteed. While we believe that we also maintain healthy relationships with our employees and our clients, there can be no assurance that we will not experience future disruptions to our operations due to disputes or other problems with our work force, which may adversely affect our business and results of operations.

6. *We are exposed to risks associated with our responsibility to protect client’s data, system and security.*

As part of our service agreements through which we deploy the required number of employees on-site, we are required to ensure safety, integrity and protection of clients’ data and system. Further, since the employees are generally employed on temporary basis, client’s confidential data are prone to such risks. Any theft or misuse of information resulting from a security breach could result in, among other things, loss of significant and/or sensitive information, litigation by affected parties, financial obligations resulting from such theft or misuse which could adversely affect our results of operations and impact our profitability.

7. *We need to continuously develop new service offerings to retain clients and increase revenue.*

Our industry is competitive with many organized and unorganized players catering to different industries with varied service offerings. Major differentiation among the competitors lies in the variety and quality of service they offer to their clients. For this we need to make long term investment which will enable us to ensure long term benefit and expand our team.

Our inability to recognize the areas where clients' needs can be met may lead to lower operational performance. Further, in case of our competitors offering newer range of services prior to us may lead to shift of our customers to our competitors owing to their range of services.

8. *Nature of agreements with our clients are of short term nature and can be terminated by our clients with a short notice.*

Most of our service agreements with the clients are for short period, generally for 1 year. These agreements are for deploying temporary workers on contractual basis. Our clients typically enter into an agreement with us on a project-by-project basis. Further, our clients also has an option of an early termination of the contract within the terms and regulations.

Our inability to meet our service level commitments could adversely affect our revenue and cash flow. Our business is dependent upon the decisions and actions of our clients, and there are a number of factors relating to our clients that are outside our control that might result in the termination of a project or the loss of a client. Such short term nature makes our operations vulnerable to continuity of the agreements. Further, owing to limited period of contracts, our revenue may not be sustainable on year to year basis.

9. *We are subject to several labour related legislations and regulations which govern the welfare and benefits of our employees.*

The human resource staffing services sector is subject to several legislations and regulations. These laws and regulations vary from state to state in India and are subject to amendment/ change. These laws and regulations cover the following such as Minimum Wages Act, Employees State Insurance Act, Contract Labour (Regulation and Abolition) Act, 1970 and Employees Provident Fund Act. Such laws and regulations sometimes limit the size and growth of business operations. Changes in laws or government regulations may result in prohibition or restriction of certain types of employment services we are permitted to offer, or the imposition of new or additional licensing or tax requirements that could reduce our revenues and earnings. Any future changes in laws or government regulations, including changes in tax laws and rates of taxation, may make it more onerous for us to provide staffing services and could have a material adverse effect on our business, financial condition and results of operations. If we fail to impart requisite training or do not comply with certain labour welfare legislations, we may be exposed to fines and penalties. Further, in the event there is any change in rules and regulations and we are not made aware of these changes, there could be periods of time of non-compliance of such changes leading to litigations, penalties and fines.

For further details on the laws and regulations applicable to us, please refer to the section “*Key Industrial Regulations and Policies*” beginning on page 147 of this Draft Red Herring Prospectus.

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

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

- Payment of Bonus Act, 1965;
- Payment of Wages Act, 1936;
- Employees Deposit Linked Insurance Scheme, 1976;
- Employees' State Insurance Act, 1948;
- Equal Remuneration Act, 1979;

- The Sexual Harassment of Women at workplace (Prevention, Prohibition and Redressal) Act, 2013;
- Employees' Provident Funds; and
- Miscellaneous Provisions Act, 1952
- Payment of Gratuity Act, 1972.

which govern the employee and workforce related compliances. The scope and extent of new environmental regulations, including their effect on our operations, cannot be predicted and hence the costs and management time required to comply with these requirements could be significant. Amendments to such statutes may impose additional provisions to be followed by our Company and accordingly the Company needs to incur costs, as well as damages, payment of fines or other penalties, other liabilities and related litigation, could adversely affect our business, prospects, financial condition and results of operations.

11. Our inability to recruit and retain associate employees may adversely affect our business and operations.

Our business operations are dependent on our ability to attract and retain our associate employees with requisite skills and experience. Associate employees being the operational asset of our Company addressing their needs and issues is a core activity of our operations. Shortage of skilled/unskilled personnel caused by disagreements with employees or clients could have an adverse effect on our business and results of operations. We have not experienced any major disruptions in our business operations due to disputes or other problems with our work force in the past; however there can be no assurance that we will not experience such disruptions in the future. Such disruptions may adversely affect our business and results of operations and may also divert the management's attention and result in increased costs.

Owing to excessive competition in our industry, there is strong demand for skilled and semi-skilled professionals which leads to better salary and perquisites offerings by our competitors. Further, we need to maintain and update our database of employees which is required when clients' requirements are to be met in short notice. Our inability to effectively meet the expectations of our clients due to our failure to identify personnel with the requisite skills and experience may have an adverse impact on our business operations.

12. Our use of third-party service providers and teachers in our training businesses may result in inconsistent delivery and potential client dissatisfaction.

We have commissioned training business, the business model for the training business requires us to work with a number of third party service providers for our outsourced activity like caterers and teachers (in the institute's training facility). Such services by outside parties exposes us to the risks of quality and effective delivery of the service. Further, we may not be able to effectively ascertain the performance of such third party service providers. This could result in inconsistent delivery of contracted service obligations leading to poor operational performance.

13. Our top 10 clients contribute majority of our revenues from operations for the period ended March 31, 2018 and year ended March 31, 2017. Any loss of business from one or more of them may adversely affect our revenues and profitability.

We derive our revenues from providing service in the domestic market. We depend on a limited number of customers for a significant portion of our revenues. Our top 10 and top 5 customers contributed 80.96% and 75.82% of our revenues from operations for the period ended March 31, 2018 and 83.08% and 75.26% of our revenues from operations for the year ended March 31, 2017. We generate majority of our revenue from Bharti Airtel Limited which constitutes 37.71% and 18.22% of our Revenue for the period year ended 31st March, 2018 and 31st March, 2017 respectively. However, our top customers may vary from period to period depending on the demand and the complete schedule of projects and thus the composition and revenue generated from these clients might change as we continue to add new customers in normal course of business. While we are constantly striving to increase our customer base and reduce dependence on any one particular customer, there is no assurance that we will be able to broaden our customer base in any future periods. Since our business is concentrated among relatively few significant customers, we could experience a reduction in our results of operations, cash flows and

liquidity if we lose one or more of these customers or the amount of business we obtain from them is reduced for any reason, including as a result of a dispute or disqualification.

14. *Our business is largely dependent on socio-economic activity.*

Our business by its very nature is largely affected by the economic activity in the country that we operate our business. Further, as we cater to varied industries, industry wide slowdown and activity also affects the business operations largely. Since, we generally provide temporary workers on contractual basis, such slowdown directly affects temporary work operations of the clients as their cost reduction increases. As the operations of our top clients are directly affected by economic activity, a downturn in the global markets or economic scenario adversely affect their operations, thereby having a direct impact on our results of operations. When economic activity increases, temporary employees or contract workers are often added owing to increased business activity. During period of economic downturn, however, many companies reduce their use of temporary employees before laying off full-time employees. The staffing and outsourcing industry has always been affected owing to trade unions, regulatory agencies and other constituents that claim to provide labour and employment protection, such as wage and benefits regulations. Further, during slowdown and economic recession, our competitors may offer a reduced or such competitive pricing in order to retain their clients and maintain their market share which may have a direct impact on our business operations.

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

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

16. *Any excessive pay-outs to associates or associates employees may lead to irrecoverable loss.*

In our business, from time to time associate employees leave the employment before the expiry of the contractual period. Further, at times we also receive stop pay instructions during the closure of the payroll cycle at a time when some of the corresponding payments may have been already made. Such situations may lead to improper calculations of amount to be disbursed to our associate employees. In case of any excess payments to them, which may happen on account of a change of instructions, or system or human errors, it is possible that the amounts released in excess may not be recoverable from clients or associate employees, resulting in the incurrence of losses on part of our Company. However, till date we have not faced any such occurrence but the same may not be taken as reference of non-occurrence of any such events in future.

17. *Our inability to perform background verification of our associate employees could hamper our business operations.*

As per our pre-employment activity, we believe background verification of our associate employees is a critical task which also determines the ability of our employees to perform the job as required by the client. However, with growing business operations and large number of associate employees we employ, and the unavailability of reliable employee related information, it may hinder us to successfully perform background verification procedures on each of our associate employees which could result in an adverse effect on our reputation, results of operations and business prospects if such associate employees engaged in illegal or fraudulent activities during the course of their employment. Additionally, there might be certain instances wherein the associates would have performed background verification. In such cases, we cannot guarantee or assure you regarding the authenticity and the factual correctness and/ or completeness of such verification.

18. *Some of our contracts are with the Government departments or government agencies and we may face certain inherent risks associated with government contracts.*

We have entered into contracts involving the State governments and government controlled entities, like our service agreement with Madhya Pradesh Electricity Board and in our training business. We may be subject to additional regulatory or other scrutiny associated with commercial transactions with government owned or controlled entities. We are also subject to risks arising from any abrupt change in government policy or discontinuation of funding of certain programs. Payments from government owned or controlled entities are typically made on achievement of project milestones which are subject to audit by government agencies.

19. *We operate in a highly competitive environment and face competition in our business from organized and unorganized players, which may adversely affect our business operations and financial condition.*

The facility management service industry and outsourcing industry is highly and increasingly competitive and unorganised and our results of operations and financial condition are sensitive to it, and may be materially adversely affected by competitive service, fees and other factors. Competition may result in pricing pressures, reduced profit margins, lost market share or a failure to grow our market share, any of which could substantially harm our business and results of operations.

The domestic segment which we cater to is fragmented and continues to be dominated by unorganised suppliers. At present, there are many players who compete against each other in a highly sensitive industry, leading to a very low margin. We compete primarily on the basis of quality, customer satisfaction and marketing. Further, our competitors are largely domestic and international companies. Thus some of our competitors may have advantages over us such as established track record, superior service offerings, larger service portfolio, technology and greater market penetration, which may allow our competitors to respond better to client's demands. 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.

20. *We do not own the properties where our registered office, corporate office, branch offices, guest houses and training institutes are located, rather taken on rent. Any termination of rent agreements may require us to vacate such premises and adversely affect our business operations.*

Our Company do not own any of the property which it uses for its operations. The Registered Office of the Company is a rented/ leased office situated at Mumbai and is taken on rent from Regus Group. Our Company has its Corporate Office located at Indore which is taken on rent from a third parties. Further, the training institutes of our Company are situated at Madhya Pradesh which is also taken on rent from various third parties. Company also has a branch office at Delhi which is taken on rent from Neeru Khosla.

If any such rent agreement under which we occupy the premises is not renewed on terms and conditions that are favourable to us, or at all, we may suffer a disruption in our operation which could have a material adverse effect on our business, financial condition and results of operations. If we do not comply with certain conditions of the rent, the owner may terminate the rent agreement, which could have an adverse effect on our operations and there can be no assurance that renewal of rental agreement with the owner will be entered into. In the event of non-renewal of rental agreement, we may be required to shift our office or other properties to a new location and there can be no assurance that the arrangement we enter into in respect of new premises would be on such terms and conditions as the present one.

For more details on properties taken on rent by our Company, please refer section “*Land and Properties*” in the chapter titled — “*Our Business*” beginning on page 131 of the Draft Red Herring Prospectus.

21. We require a number of approvals, NOCs, licences, registrations and permits in the ordinary course of our business. Some of the approvals are required to be transferred in the name of “WORLD CLASS SERVICES LIMITED” from “WORLD CLASS SERVICES PRIVATE LIMITED” pursuant to conversion and name change of our company and any failure or delay in obtaining the same in a timely manner may adversely affect our operations.

We require a number of approvals, licenses, registrations and permits in ordinary course of our business. Additionally, we may need to apply for renewal of approvals which expire, from time to time, as and when required in the ordinary course. We were a private limited company in the name of “WORLD CLASS SERVICES PRIVATE LIMITED”. After complying with the relevant and the applicable provisions and procedures of Companies Act, 2013, the Company was converted into a public limited Company in the year 2018; followed by a change of name of the company to “WORLD CLASS SERVICES LIMITED”. We shall be taking necessary steps for transferring the approvals in the new name of our Company. In case we fail to transfer/ obtain the same in name of the Company, the same may adversely affect our business operations.

Approvals like original letter issued for TAN is not traceable. The Company is yet to apply for renewal of License for Housekeeping Services of the Contract Labour which was issued by Assistant Labour Commission, Ahmedabad has been expired on July 13, 2017. The Company is also yet to apply for renewal of License for Contract Labour under section 12(1) of the Contract Labour (Regulations and Abolition) Act, 1970, under rule 25(1) of the Contract Labour (Regulations and Abolition) West Bengal rules, 1972 which was issued by Licensing Officer, Office of Licensing Authority has been expired on March 06, 2018. The Company has not made an application for change address for PTRC and PTEC for the branches situated at West Bengal & Karnataka, and for the registered office situated at Maharashtra; The Company is yet to apply for renewal of License for Contract Labour under section 12(1) of the Contract Labour (Regulations and Abolition) Act, 1970 which was issued by Licensing Officer, Office of Licensing Authority, Government of NCT Delhi which has expired on June 30 2018. The Company has not applied for renewal of Certificate of Registration Central Sales Tax and Value Added Tax which was issued by Assistant Commercial Tax Officer, Commercial Tax Department, and Government of Madhya Pradesh has been expired on November 20, 2016. As it is important to note that VAT and CST are now replaced by GST and the Company has duly obtained the GST Certificate

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

For further details, please refer the Chapter “Government and other Statutory Approvals” on page 216 of this Draft Red Herring Prospectus.

22. We depend on certain brand names and our corporate name and logo that we may not be able to protect and/or maintain. We have a logo which is used for our business purpose and the same has not been applied for Registration with Trademark Authorities.

We operate in an extremely competitive environment, where generating brand recognition is significant element of our business strategy. Our ability to market and sell our products depends upon the recognition of our brand names and associated consumer goodwill. We depend on certain brand names and our corporate name and logo that we may not be able to protect and/or maintain as few of those are currently objected/ opposed.

Currently, we have made total 3 applications for registration with the Registrar of Trademarks, Trademark Registry, Government of India and the same are currently objected. There is no guarantee that the applications for registration of our said trademarks will be accepted in favour of the Company. Currently, we do not have registered trademarks for our corporate name and logo under the Trade Marks Act, 1999. This may affect our ability to protect our trademark in the event of any infringement of our intellectual property. In the absence of such registrations, competitors and other companies may challenge the validity or scope of our intellectual property right over these brands or our corporate name or logo.

Therefore we do not enjoy the statutory protection accorded to a registered trademarks and are subject to the various risks arising out of the same, including but not limited to infringement or passing off our name and logo by a third party. Thereby, our ability to use our logo may be impaired. There can be no assurance that we will be able to register the logo or our other trademarks or those third parties will not infringe our intellectual property, causing damage to our business prospects, reputation and goodwill. As a result, we may be required to invest significant resources in developing new brands or names, which could materially and adversely affect our business, financial condition, results of operations and prospects.

For further details, please refer the chapter titled “Government and Other Statutory Approvals” on page 216 of this Draft Red Herring Prospectus.

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

Our Company has in past contravened provisions of the Companies Act, 2013. Further, our Company has also lapsed/ made delay in certain filings under various Statutory Acts applicable to it in the past years. Due to these delays in filings, our Company had on several occasions paid the requisite late fees. Although they have not been furnished with any notices by the RoC/any other statutory authority with respect to this noncompliance, such non-compliance may in the future render us liable to statutory penalties and could have serious consequences on our operations. While this could be attributed to technical lapses and human errors, our Company has now appointed a whole time Company Secretary to set up a system to ensure that requisite filings are done within the applicable timelines.

24. *Our Company has witnessed growth in last 3 years, which may not be continued in future.*

Owing to our business strategies and experience of the management, we have demonstrated operational and financial performance over the last 3 years. On the financial front, our Total Revenue have grown from Rs. 10,663.38 Lakhs in FY 15-16 to Rs. 21,724.74 Lakhs in FY 17-18, whereas our Profit after Tax have grown from Rs. 32.53 Lakhs to Rs. 563.12 Lakhs in the same period. On the operational front, our clients base have increased from 83 in F.Y. 2015-16 to 123 in F.Y. 2017-18, while number of associate employees have grown from 7,945 to 14,671 for the same period.

The growth which we have witnessed in our business operations does give us the confidence and ability to perform in the future, however, the same rate of growth may not be witnessed owing to factors both internal and external.

25. *Our inability to obtain, renew or maintain our statutory and regulatory permits and approvals required to operate our business may have a material adverse effect on our business, financial condition and results of operations.*

We will be required to renew such permits and approvals in relation to our existing operations and obtain new permits and approvals for any proposed operations as may be required under the applicable laws of the sector or region that we are operating in. There can be no assurance that the relevant authorities will renew or issue any of such permits or approvals in the time-frame anticipated by us or at all. Our failure to renew, maintain or obtain the required permits or approvals may result in the interruption of our operations and may have a material adverse effect on our business, financial condition and results of operations.

Compliance with many of the regulations applicable to our operations may involve incurring significant costs and otherwise may impose restrictions on our operations. We cannot assure you that we will not be subject to any adverse regulatory action in the future. If the interpretation of the regulators and authorities varies from our interpretation, we may be subject to penalties and the business of our Company could be adversely affected. If we fail to obtain or retain any of these approvals or licenses, or renewals thereof, in a timely manner, or at all, our business may be adversely affected. If we fail to comply, or a regulator claims we have not complied, with any

of the terms and conditions stipulated under any of our licenses or permits, one or several of our licenses and certificates may be suspended or cancelled and we shall not be able to carry on the activities permitted thereunder.

26. *If we are unable to collect our receivables from our clients, our results of operations and cash flows could be adversely affected.*

As at 31st March, 2018, we had trade receivables of Rs. 5,029.34 Lakhs which represented 84.07% of our Total Assets. Our business depends on our ability to recover dues from our clients' on timely basis. We typically bill and give credit period to our clients, generally for 60 days, which also varies from client to client, dependent on their financial position. We also ascertain any possible losses/ bad debts (if any) on account of our inability to recover the dues and accordingly make provisions for the same on case to case basis. Macroeconomic conditions could also result in financial difficulties, including insolvency or bankruptcy, for our clients, and as a result could cause clients to delay payments to us, request modifications to their payment arrangements that could increase our receivables balance or working capital requirements, or default on their payment obligations to us.

Recovery of our receivables and timely collection also depends on our ability to complete our contractual commitments and bill our contracted revenues. If we are unable to meet our contractual requirements, we might experience delays in collection of and/or be unable to collect our client balances, and if this occurs, our results of operations and cash flows could be adversely affected. In addition, if we experience an increase in the time to bill and collect for our services, our cash flows could be adversely affected.

27. *Employee costs forms majority of our Total expenses, increase in employee related costs in India may pressurize our margins and impact our business operations adversely.*

We incur various employee benefit expenses like compensation, staff welfare expenses, statutory contributions, reimbursements of expenses. Such expenses forms a majority of our total expenses for the year ended 31st March, 2018 which stood at 80.20 % of our Total expenses. Accordingly, our margins are largely dependent on our employee costs. In case, of any increase in total employee costs and our inability to pass on such increased costs to our clients may lead to adverse financial and operational performance, the quantum of which may not be ascertained as such.

28. *Our Company has certain unpaid statutory liabilities as at 31st March, 2018.*

As at 31st March, 2018, our Company has Rs. 1,160.02 Lakhs of unpaid statutory liabilities. Further, we also have provisions on certain statutory liabilities amounting to Rs. 356.02 Lakhs as on that date. However, these liabilities are of operational nature and is paid as and when the due date arrives. In case of our inability to pay off such statutory liabilities in future may lead us to fines and penalties along with interest as per the applicable rules and regulations.

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

Our business is working capital intensive. A significant portion of our working capital is utilized towards trade receivables. We intend to continue growing by reaching out to new clients and also increasing our service to the existing clients and thereby reaching to other geographical areas. This may result in increase in the quantum of current assets particularly trade receivables. Our inability to maintain sufficient cash flow, credit facility and other sources of fund, in a timely manner, or at all, to meet the requirement of working capital could adversely affect our financial condition and result of our operations. For further details regarding working capital requirement, please refer to the chapter titled "*Objects of the Issue*" beginning on page 99 of this Draft Red Herring Prospectus.

Summary of our working capital position is given below:-

Amount (Rs. In lakhs)

| Particulars | For the year ended March 31, | | | | |
|---|------------------------------|-----------------|-----------------|-----------------|-----------------|
| | 2018 | 2017 | 2016 | 2015 | 2014 |
| A. Current Assets | | | | | |
| Trade Receivables | 5,029.34 | 3,031.45 | 2,477.44 | 1,669.16 | 1,231.95 |
| Cash and Cash Equivalents | 323.29 | 468.32 | 150.71 | 107.83 | 15.56 |
| Short Term Loans & Advances | 475.50 | 331.01 | 264.99 | 596.66 | 133.59 |
| Other Current Assets | 8.86 | 1.55 | 0.22 | - | 0.07 |
| B. Current Liabilities | | | | | |
| Trade Payables | 224.28 | 13.16 | 10.52 | 7.56 | 25.29 |
| Other Current Liabilities | 3,153.80 | 2,268.42 | 1,264.26 | 459.71 | 112.32 |
| Short Term Provisions | 527.14 | 210.27 | 182.16 | 427.84 | 229.62 |
| Working Capital (A-B) | 1,931.76 | 1,340.48 | 1,436.41 | 1,478.54 | 1,013.95 |
| Trade receivables as % of total current assets | 86.29% | 79.13% | 85.63% | 70.32% | 89.20% |

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

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

Amount (Rs. In lakhs)

| Particulars | For the year ended March 31, | | | | |
|---|------------------------------|----------|----------|----------|----------|
| | 2018 | 2017 | 2016 | 2015 | 2014 |
| Cash Flow from / (used in) Operating Activities | 75.30 | 693.20 | 362.75 | (201.00) | (797.61) |
| Cash Flow from / (used in) Investing Activities | (14.63) | (23.55) | (31.08) | (1.67) | (11.24) |
| Cash Flow from / (used in) Financing Activities | (205.71) | (352.04) | (288.79) | 294.93 | 786.51 |

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

31. We have certain contingent liabilities that have not been provided for in our Company's financials which if materialised, could adversely affect our financial condition.

Our Company has certain contingent liabilities as at 31st March, 2018. The details of the same is as under:

(Amount in Rs. Lakhs)

| Particulars | As at 31 st March, 2018 |
|-----------------|------------------------------------|
| Bank Guarantees | 153.80 |

In the event any such contingencies mentioned above were to materialize or if our contingent liabilities were to increase in the future, our financial condition could be adversely affected. For further details, see the section entitled — “Financial Statements” on page 189 of this Draft Red Herring Prospectus.

32. *Some of our Key Management Personnel (KMPs) are associated with our Company for less than two year.*

Some of our KMPs i.e. Sumeet Bansal (Company Secretary) and Harish Maheshwari (Chief Financial Officer) are associated with the Company for a period of less than two year.

For details of Key Management Personnel and their appointment, please refer to chapter titled “*Our Management*” beginning on page 166 of this Draft Red Herring Prospectus.

33. *Conflicts of interest may arise out of common business undertaken by our Promoter.*

Our Promoter Group Company, Dogsvilla Pet Services Private Limited carries out the same operation as what our Company intends to commence as its new business vertical, namely, pet care and management services. Our Promoter, Devendra Arora holds 75% of the shareholding of the mentioned company. As a result, conflicts of interests may arise in allocating business opportunities amongst our Company and Promoter Group Company. Further, we also have certain other promoter group Companies or Promoter group entity in circumstances where our respective interests diverge. In cases of conflict, our Promoter may favour other Companies in which our Promoter may have interests. There can be no assurance that our Promoter or members of the Promoter Group will not compete with our existing business or any future business that we may undertake or that their interests will not conflict with ours. Any such present and future conflicts could have a material adverse effect on our reputation, business, results of operations and financial condition.

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

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

35. *We may not be successful in implementing our business strategies.*

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

36. *The average cost of acquisition of Equity Shares by our Promoter could be lower than the floor price.*

Our Promoter average cost of acquisition of Equity Shares in our Company could be lower than the Floor Price of the Price Band as may be decided by the Company in consultation with the Book Running Lead Manager. For further details regarding average cost of acquisition of Equity Shares by our Promoter in our Company and build-up of Equity Shares by our Promoters in our Company, please refer chapter title “*Capital Structure*” beginning on page 84 of this Draft Red Herring Prospectus.

37. *We have issued Equity Shares in the last twelve months, the price of which may be lower than the Issue Price.*

We have issued equity shares in the last twelve months at a price which may be lower than the Issue Price. Details of such issuance are given in the table below:

| Date of Allotment | No. of Equity Shares | Issue Price (In Rs.) | Nature of Allotment |
|--------------------------|-----------------------------|-----------------------------|----------------------------|
| July 6, 2018 | 66,00,000 | NIL | Bonus Issue |

For further details of Equity Shares issued, please refer to chapter titled, ‘*Capital Structure*’ beginning on page 84 of this Draft Red Herring Prospectus.

38. *Our insurance policies do not cover all risks, specifically risks like product defect/ liability risk, loss of profits. In the event of the occurrence of such events, our insurance coverage may not adequately protect us against possible risk of loss.*

Our Company has obtained insurance coverage in respect of certain risks. We have taken insurance policies such as Workmen Compensation, Group Health Insurance Policy. While we believe that we maintain insurance coverage in adequate amounts consistent with size of our business, our insurance policies do not cover all risks, specifically risks like loss of profits, losses due to terrorism, etc. Further there can be no assurance that our insurance policies will be adequate to cover the losses in respect of which the insurance has been availed. If we suffer a significant uninsured loss or if insurance claim in respect of the subject-matter of insurance is not accepted or any insured loss suffered by us significantly exceeds our insurance coverage, our business, financial condition and results of operations may be materially and adversely affected. For further details, please refer chapter titled “*Our Business*” beginning on page 131 of this Draft Red Herring Prospectus.

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

We have secured our lenders by creating a charge over our movable and immovable properties in respect of loans / facilities availed by us from banks and financial institutions. The total amounts outstanding and payable by us as secured loans were Rs. 1,167.58 Lakhs as on March 31, 2018. In the event we default in repayment of the loans / facilities availed by us and any interest thereof, our assets may be forfeited by lenders, which in turn could have significant adverse effect on business, financial condition or results of operations. For further information on the Financial Indebtedness please refer to page 205 of this Draft Red Herring Prospectus.

40. *Our lenders have imposed certain restrictive conditions on us under our financing arrangements.*

Under our financing arrangements, we are required to obtain the prior, written lender consent for, among other matters, changes in our capital structure, formulate a scheme of amalgamation or reconstruction and entering into any other borrowing arrangement. Further, we are required to maintain certain financial ratios. There can be no assurance that we will be able to comply with these financial or other covenants or that we will be able to obtain the consents necessary to take the actions we believe are necessary to operate and grow our business. Our level of existing debt and any new debt that we incur in the future has important consequences. Any failure to comply with these requirements or other conditions or covenants under our financing agreements that is not waived by our lenders or is not otherwise cured by us, may require us to repay the borrowing in whole or part and may include other related costs. This may adversely affect our ability to conduct our business and impair our future growth plans. For further information, see the chapter titled “*Financial Indebtedness*” on page 205 of the Draft Red Herring Prospectus.

Though these covenants are restrictive to some extent to the Company however it ensures financial discipline, which would help the Company in the long run to improve its financial performance.

41. *The deployment of funds raised through this Issue shall not be subject to any Monitoring Agency and shall be purely dependent on the discretion of the management of our Company.*

Since, the Issue size is less than Rs.10,000 lakh and as per the provisions of Regulation 16 (1) of the SEBI ICDR Regulations, there is no mandatory requirement of appointing an Independent Monitoring Agency for overseeing the deployment of utilization of funds raised through this Issue. The deployment of these funds raised through this Issue, is hence, at the discretion of the management and the Board of Directors of our Company and will not be subject to monitoring by any independent agency. Any inability on our part to effectively utilize the Issue proceeds could adversely affect our financials.

42. *Within the parameters as mentioned in the chapter titled ‘Objects of this Issue’ beginning on page 99 of this Draft Red Herring Prospectus, our Company’s management will have flexibility in applying the proceeds of this Issue. The fund requirements and deployment mentioned in the Objects of this Issue have not been appraised by any bank or financial institution.*

We intend to use entire Issue Proceeds towards funding the working capital requirements of our Company and General corporate purposes. Such deployment is based on certain assumptions and strategy which our Company believes to implement in near future. The funds raised from the Issue may remain idle on account of change in assumptions, market conditions, strategy of our Company, etc., For further details on the use of the Issue Proceeds, please refer chapter titled “Objects of the Issue” beginning on page 99 of this Draft Red Herring Prospectus.

The deployment of funds for the purposes described above is at the discretion of our Company’s Board of Directors. The fund requirement and deployment is based on internal management estimates and has not been appraised by any bank or financial institution. Accordingly, within the parameters as mentioned in the chapter titled “Objects of the Issue” beginning on page 99 of this Draft Red Herring Prospectus, the Management of the Company will have significant flexibility in applying the proceeds received by our Company from the Issue. Our Board of Directors along with the Audit Committee will monitor the utilization of the proceeds of this Issue and prepare the statement for utilization of the proceeds of this Issue.

However, in accordance with Section 27 of the Companies Act, 2013, a company shall not vary the objects of the Issue without our Company being authorised to do so by our shareholders by way of special resolution and other compliances as applicable in this regard. Our Promoters and controlling shareholder shall provide exit opportunity to such shareholders who do not agree to the proposal to vary the objects, at such price, and in such manner, as may be prescribed by SEBI, in this regard.

43. *We have not made any alternate arrangements for meeting our capital requirements for the Objects of the issue. Further we have not identified any alternate source of financing the ‘Objects of the Issue’. Any shortfall in raising / meeting the same could adversely affect our growth plans, operations and financial performance.*

As on date, we have not made any alternate arrangements for meeting our capital requirements for the Objects of the Issue. We meet our capital requirements through our bank finance, unsecured loans, owned funds and internal accruals. Any shortfall in our net owned funds, internal accruals and our inability to raise debt in future would result in us being unable to meet our capital requirements, which in turn will negatively affect our financial condition and results of operations. Further, we have not identified any alternate source of funding and hence any failure or delay on our part to raise money from this issue or any shortfall in the issue proceeds may delay the implementation schedule and could adversely affect our growth plans. For further details, please refer to the chapter titled “Objects of the Issue” beginning on page 99 of this Draft Red Herring Prospectus.

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

After completion of the Issue, our Promoter and Promoter Group will collectively own [●] % of the Equity Shares. As a result, our Promoter together with the members of the Promoter Group will be able to exercise a significant degree of influence over us and will be able to control the outcome of any proposal that can be approved by a majority shareholder vote, including, the election of members to our Board, in accordance with the Companies Act and our AoA. Such a concentration of ownership may also have the effect of delaying, preventing or deterring a change in control of our Company.

In addition, our Promoter will continue to have the ability to cause us to take actions that are not in, or may conflict with, our interests or the interests of some or all of our creditors or minority shareholders, and we cannot assure you that such actions will not have an adverse effect on our future financial performance or the price of our Equity Shares.

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

As at March 31, 2018 our Company has unsecured loans amounting to Rs. 52.67 lakhs. Such loans are not repayable in accordance with any agreed repayment schedule and may be recalled by the relevant lenders at any time. Any such unexpected demand or accelerated repayment may have a material adverse effect on the business, cash flows and financial condition of the borrower against which repayment is sought. Any demand from lenders for repayment of such unsecured loans, may adversely affect our cash flows. For further details of unsecured loans of our Company, please refer chapter titled “Financial Statements” beginning on page 189 of this Draft Red Herring Prospectus.

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

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

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

We may retain all our future earnings, if any, for use in the operations and expansion of our business. As a result, we may not declare dividends in the foreseeable future. Any future determination as to the declaration and payment of dividends will be at the discretion of our Board of Directors and will depend on factors that our Board of Directors deem relevant, including among others, our results of operations, financial condition, cash requirements, business prospects and any other financing arrangements. Accordingly, realization of a gain on shareholders investments may largely depend upon the appreciation of the price of our Equity Shares. There can be no assurance that our Equity Shares will appreciate in value. For details of our dividend history, see “Dividend Policy” on page 188 of this Draft Red Herring Prospectus.

48. *Our success depends largely upon the services of our Directors, Promoter and other Key Managerial Personnel and our ability to attract and retain them. Demand for Key Managerial Personnel in the industry is*

intense and our inability to attract and retain Key Managerial Personnel may affect the operations of our Company.

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

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

Our Directors and Key Managerial Personnel (“KMP”) are interested in our Company to the extent of remuneration paid to them for services rendered and reimbursement of expenses payable to them. In addition, some of our Directors and KMP may also be interested to the extent of their shareholding and dividend entitlement in our Company. For further information, see “*Capital Structure*” and “*Our Management*” on pages 84 and 166, respectively, of this Draft Red Herring Prospectus.

50. *We have taken guarantees from Promoter and members of Promoter Group in relation to debt facilities provided to us.*

We have taken guarantees from Promoter and members of Promoter Group in relation to our secured debt facilities availed from our Bankers. In an event any of these persons withdraw or terminate its/their guarantees, the lender for such facilities may ask for alternate guarantees, repayment of amounts outstanding under such facilities, or even terminate such facilities. We may not be successful in procuring guarantees satisfactory to the lender and as a result may need to repay outstanding amounts under such facilities or seek additional sources of capital, which could adversely affect our financial condition. For more information please see the chapter titled “*Financial Indebtedness*” beginning on page 205 of this Draft Red Herring Prospectus.

51. *Certain agreements may be inadequately stamped or may not have been registered as a result of which our operations may be impaired.*

Few of our agreements may not be stamped adequately or registered. The effect of inadequate stamping is that the document is not admissible as evidence in legal proceedings and parties to that agreement may not be able to legally enforce the same, except after paying a penalty for inadequate stamping. The effect of non-registration, in certain cases, is to make the document inadmissible in legal proceedings. Any potential dispute due to inadequate stamping may adversely affect our operations.

52. *Negative publicity could adversely affect our revenue model and profitability.*

Our business is dependent on the trust our clients have in the quality of our service and employees we provide. Any negative publicity regarding our company, or brand, including those arising from a drop in quality of employees, or any other unforeseen events could affect our reputation and our results from operations.

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

Our Company has entered into certain transactions with our related parties including our Promoter, the Promoter Group, our Directors and their relatives. While we believe that all such transactions have been conducted on the arm’s length basis, there can be no assurance that we could not have achieved more favourable terms had such transactions not been entered into with related parties. Furthermore, it is likely that we will enter into related party

transactions in the future. There can be no assurance that such transactions, individually or in the aggregate, will not have an adverse effect on our financial condition and results of operation. For details on the transactions entered by us, please refer *Annexure XXIX* section “*Related Party Transactions*” in Chapter “*Financial Statements*” beginning on page 189 of this Draft Red Herring Prospectus.

54. *Industry information included in this Draft Red Herring Prospectus has been derived from industry reports. There can be no assurance that such third-party statistical, financial and other industry information is either complete or accurate.*

We have relied on the reports of certain independent third party for purposes of inclusion of such information in this Draft Red Herring Prospectus. These reports are subject to various limitations and based upon certain assumptions that are subjective in nature. We have not independently verified data from such industry reports and other sources. Although, we believe that the data may be considered to be reliable, their accuracy, completeness and underlying assumptions are not guaranteed and their 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, or any of our 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 Draft Red Herring Prospectus.

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

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

ISSUE SPECIFIC RISKS

56. *There are restrictions on daily/weekly/monthly movements in the price of the Equity Shares, which may adversely affect a shareholders’ ability to sell, or the price at which it can sell, Equity Shares at a particular point in time.*

Once listed, we would be subject to circuit breakers imposed by stock exchanges in India, which does not allow transactions beyond specified increases or decreases in the price of the Equity Shares. This circuit breaker operates independently of the index-based market-wide circuit breakers generally imposed by SEBI on Indian stock exchanges. The percentage limit on circuit breakers is set by the Stock Exchanges based on the historical volatility in the price and trading volume of the Equity Shares. The stock exchanges do not inform us of the percentage limit of the circuit breaker in effect from time to time, and may change it without our knowledge. This circuit breaker limits the upward and downward movements in the price of the Equity Shares. As a result of this circuit breaker, no assurance may be given regarding your ability to sell your Equity Shares or the price at which you may be able to sell your Equity Shares at any particular time.

57. *After this Issue, the price of the Equity Shares may be highly volatile, or an active trading market for the Equity Shares may not develop.*

The price of the Equity Shares on the Stock Exchanges may fluctuate as a result of the factors, including:

- Volatility in the Indian and global capital market;
- Company's results of operations and financial performance;
- Performance of Company's competitors,
- Adverse media reports on Company or pertaining to the Textile Industry;
- Changes in our estimates of performance or recommendations by financial analysts;
- Significant developments in India's economic and fiscal policies; and
- Significant developments in India's environmental regulations.

Current valuations may not be sustainable in the future and may also not be reflective of future valuations for our industry and our Company. There has been no public market for the Equity Shares and the prices of the Equity Shares may fluctuate after this Issue. There can be no assurance that an active trading market for the Equity Shares will develop or be sustained after this Issue or that the price at which the Equity Shares are initially traded will correspond to the price at which the Equity Shares will trade in the market subsequent to this Issue.

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

The Issue Price of our Equity Shares will be determined by Book Built method. This price is based on numerous factors (For further information, please refer chapter titled "*Basis for Issue Price*" beginning on page 105 of this Draft Red Herring Prospectus) and may not be indicative of the market price of our Equity Shares after the Issue. The market price of our Equity Shares could be subject to significant fluctuations after the Issue, and may decline below the Issue Price. We cannot assure you that you will be able to sell your Equity Shares at or above the Issue Price. Among the factors that could affect our share price include without limitation. The following:

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

59. *You will not be able to sell immediately on Stock Exchange any of the Equity Shares you purchase in the Issue until the Issue receives appropriate trading permissions.*

The Equity Shares will be listed on the Stock Exchange. Pursuant to the applicable Indian regulations, certain actions must be completed before the Equity Shares can be listed and trading may commence. We cannot assure you that the Equity Shares will be credited to investor's demat accounts, or that trading in the Equity Shares will commence, within the time periods specified in this Draft Red Herring Prospectus. Any failure or delay in obtaining the approval would restrict your ability to dispose of the Equity Shares. In accordance with Section 40 of the Companies Act, 2013, in the event that the permission of listing the Equity Shares is denied by the Stock Exchanges, we are required to refund all monies collected from investors.

60. *QIB and Non-Institutional Investors are not permitted to withdraw or lower their Bids (in terms of quantity of Equity Shares or the Bid Amount) at any stage after submitting a Bid.*

Pursuant to the SEBI ICDR Regulations, QIBs and Non-Institutional Investors are not permitted to withdraw or lower their Bids (in terms of quantity of Equity Shares or the Bid Amount) at any stage after submitting a Bid. Retail Individual Investors can revise their Bids during the Bid/ Issue Period and withdraw their Bids until Bid/ Issue Closing Date. While our Company is required to complete Allotment pursuant to the Issue within six Working Days from the Bid/Issue Closing Date, events affecting the Bidders' decision to invest in the Equity Shares, including material adverse changes in international or national monetary policy, financial, political or economic conditions, our business, results of operations or financial condition may arise between the date of submission of the Bid and Allotment. Our Company may complete the Allotment of the Equity Shares even if such events occur, and such events may limit the Bidders ability to sell the Equity Shares Allotted pursuant to the Issue or cause the trading price of the Equity Shares to decline on listing.

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

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

EXTERNAL RISK FACTORS:

INDUSTRY RISKS

62. *Changes in government regulations or their implementation could disrupt our operations and adversely affect our business and results of operations.*

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

OTHER RISKS

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

As stated in the reports of the Auditor included in this Draft Red Herring Prospectus under chapter “*Financial Statements as restated*” beginning on page 189, the financial statements included in this Draft Red Herring Prospectus are based on financial information that is based on the audited financial statements that are prepared and presented in conformity with Indian GAAP and restated in accordance with the SEBI ICDR Regulations, and no attempt has been made to reconcile any of the information given in this Draft Red Herring Prospectus to any other principles or to base it on any other standards. Indian GAAP differs from accounting principles and auditing standards with which prospective investors may be familiar in other countries, such as U.S. GAAP and IFRS. Significant differences exist between Indian GAAP and U.S. GAAP and IFRS, which may be material to the financial information prepared and presented in accordance with Indian GAAP contained in this Draft Red Herring Prospectus. Accordingly, the degree to which the financial information included in this Draft Red Herring Prospectus will provide meaningful information is dependent on familiarity with Indian GAAP, the Companies Act and the SEBI ICDR Regulations. Any reliance by persons not familiar with Indian GAAP on the financial disclosures presented in this Draft Red Herring Prospectus should accordingly be limited.

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

Under the Income-tax Act, 1961, capital gains arising from the sale of equity shares in an Indian company are generally taxable in India except any gain realised on the sale of shares on a Stock Exchange held for more than 12 months will not be subject to capital gains tax in India if the Securities Transaction Tax (“STT”) has been paid

on the transaction. The STT will be levied on and collected by an Indian Stock Exchange on which equity shares are sold. Any gain realised on the sale of shares held for more than 12 months to an Indian resident, which are sold other than on a recognised Stock Exchange and as a result of which no STT has been paid, will be subject to long term capital gains tax in India. Further, any gain realised on the sale of shares on a Stock Exchange held for a period of 12 months or less will be subject to short term capital gains tax. Further, any gain realised on the sale of listed equity shares held for a period of 12 months or less which are sold other than on a recognised stock exchange and on which no STT has been paid, will be subject to short term capital gains tax at a relatively higher rate as compared to the transaction where STT has been paid in India.

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

As per Finance Bill 2018, exemption under section 10(38) for income arising from long term gains on transfer of equity share shall not be available on or after 1st day of April 2018 if the long term capital gains exceeds Rs. 1,00,000/- p.a. Such income arising from long term gains on transfer of equity share on or after 1st day of April 2018 in excess of Rs. 1,00,000/- p.a. shall be chargeable at the rate of 10%.

Capital gains arising from the sale of shares will be exempt from taxation in India in cases where an exemption is provided under a tax treaty between India and the country of which the seller is a resident. Generally, Indian tax treaties do not limit India's ability to impose tax on capital gains. As a result, residents of other countries may be liable for tax in India as well as in their own jurisdictions on gains arising from a sale of the shares subject to relief available under the applicable tax treaty or under the laws of their own jurisdiction.

65. *Changing laws, rules and regulations and legal uncertainties, including adverse application of tax laws, may adversely affect our business and financial performance.*

Our business and financial performance could be adversely affected by unfavourable changes in or interpretations of existing, or the promulgation of new laws, rules and regulations applicable to us and our business. Please refer to “*Key Industry Regulations and Policies*” on page 147 for details of the laws currently applicable to us. There can be no assurance that the Government of India may not implement new regulations and policies which will require us to obtain approvals and licenses from the Government of India and other regulatory bodies or impose onerous requirements and conditions on our operations. Any such changes and the related uncertainties with respect to the applicability, interpretation and implementation of any amendment to, or change to governing laws, regulation or policy in the jurisdictions in which we operate may have a material adverse effect on our business, financial condition and results of operations. In addition, we may have to incur expenditures to comply with the requirements of any new regulations, which may also materially harm our results of operations. Any unfavourable changes to the laws and regulations applicable to us could also subject us to additional liabilities.

GST has been implemented with effect from July 1, 2017 and has replaced the indirect taxes on goods and services such as central excise duty, service tax, central sales tax, state VAT and surcharge currently being collected by the central and state governments. The GST is expected to increase tax incidence and administrative compliance. Given the limited availability of information in the public domain concerning the GST, we are unable to provide any assurance as to the tax regime following implementation of the GST. The implementation of this new structure may be affected by any disagreement between certain state Governments, which could create uncertainty. Any future amendments may affect our overall tax efficiency, and may result in significant additional taxes becoming payable.

Further, the general anti avoidance rules (“GAAR”) provisions have been made effective from assessment year 2018-19 onwards, i.e.; financial Year 2017-18 onwards and the same may get triggered once transactions are undertaken to avoid tax. The 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.

The application of various Indian tax laws, rules and regulations to our business, currently or in the future, is subject to interpretation by the applicable taxation authorities. If such tax laws, rules and regulations are amended, new adverse laws, rules or regulations are adopted or current laws are interpreted adversely to our interests, the results could increase our tax payments (prospectively or retrospectively) and/or subject us to penalties. Further, changes in capital gains tax or tax on capital market transactions or sale of shares could affect investor returns. As a result, any such changes or interpretations could have an adverse effect on our business and financial performance.

66. *Financial instability in Indian financial markets could adversely affect our Company's results of operations and financial condition.*

In this globalized world, the Indian economy and financial markets are significantly influenced by worldwide economic, financial and market conditions. Any financial turmoil, say in the United States of America, Europe, China or other emerging economies, may have a negative impact on the Indian economy. Although economic conditions differ in each country, investors' reactions to any significant developments in one country can have adverse effects on the financial and market conditions in other countries. A loss in investor confidence in the financial systems, particularly in other emerging markets, may cause increased volatility in Indian financial markets. Indian financial markets have also experienced the contagion effect of the global financial turmoil. Any prolonged financial crisis may have an adverse impact on the Indian economy, thereby resulting in a material and adverse effect on our Company's business, operations, financial condition, profitability and price of its Shares. Stock exchanges in India have in the past experienced substantial fluctuations in the prices of listed securities.

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

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

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

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

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

Under the foreign exchange regulations currently in force in India, transfers of shares between non-residents and residents are freely permitted (subject to certain exceptions) if they comply with the pricing guidelines and reporting requirements specified by the RBI. If the transfer of shares, which are sought to be transferred, is not in compliance with such pricing guidelines or reporting requirements or fall under any of the exceptions referred to above, then the prior approval of the RBI will be required. Additionally, shareholders who seek to convert the Rupee proceeds from a sale of shares in India into foreign currency and repatriate that foreign currency from India

will require a no objection/ tax clearance certificate from the income tax authority. There can be no assurance that any approval required from the RBI or any other government agency can be obtained on any particular terms or at all.

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

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

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

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

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

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

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

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

PROMINENT NOTES:

1. Initial public offer consisting of fresh issue of upto 31,12,000 equity shares of face value of Rs. 10/- each fully paid for cash at a price of Rs. [●] per equity share (the "issue price") (including a share premium of Rs. [●] per equity share) aggregating up to Rs. [●] lakhs (the "Issue"), of which [●] equity shares of face value of Rs. 10/- each for cash at a price of Rs. [●]/- per equity share, aggregating Rs. [●] lakhs will be reserved for subscription by the market maker to the issue (the "market maker reservation portion"). The issue less market maker reservation portion i.e. issue of [●] equity shares of face value of Rs.10/- each for cash at a price of Rs. [●]/- per equity share, aggregating Rs. [●] lakhs is hereinafter referred to as the "Net Issue". The Issue and the Net Issue will constitute [●] % and [●] % respectively of the fully diluted post issue paid up equity share capital of our Company.

2. Our Company is considering a Pre-IPO placement of up to 3,60,000 Equity Shares and/or aggregating up to Rs.288.00 Lakhs with certain investors ("Pre-IPO Placement"). The Pre-IPO Placement is at the discretion of our Company and at a price to be decided by our Company. Our Company will complete the issuance and allotment of Equity Shares, if any, prior to the filing of the red herring prospectus with the RoC. If the Pre-IPO Placement is completed, then the number of Equity Shares issued pursuant to the Pre-IPO Placement will be reduced from the Fresh Issue, subject to a minimum issue size of 25% of the post issue paid up equity share capital being issued to the public. The Equity Shares allotted under the Pre-IPO Placement, if completed, shall be subject to a lock-in period of one(1) year from the date of Allotment pursuant to the Issue.

3. Investors may contact the Book Running Lead Manager (BRLM) or the Company Secretary & Compliance Officer for any complaint/clarification/information pertaining to the Issue. For contact details of the Book Running Lead Manager and the Company Secretary & Compliance Officer, please refer to chapter titled "*General Information*" beginning on page 72 of this Draft Red Herring Prospectus.

4. The pre-issue net worth of our Company was Rs. 846.78 lakhs as on March 31, 2018 and Rs. 283.66 Lakhs for the year ended March 31, 2017. The adjusted book value per Equity Share post bonus was Rs 11.66 as on March 31, 2018 and Rs. 3.91 as on March 31, 2017 as per the restated financial statements of our Company. For more information, please refer to section titled "*Financial Statements as restated*" beginning on page 189 of this Draft Red Herring Prospectus.

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

| Name of the Promoter | No. of Shares held | Average cost of Acquisition (in Rs.) |
|-----------------------------|---------------------------|---|
| Devendra Arora | 7258900 | 1.68 |

For further details relating to the allotment of Equity Shares to our Promoter, please refer to the chapter titled "*Capital Structure*" beginning on page 84 of this Draft Red Herring Prospectus.

6. Our Company has entered into related party transactions during the previous years. For details on related party transactions and loans and advances made to any company in which Directors are interested, please refer Annexure XXIX "*Related Party Transaction*" under chapter titled "*Financial Statements as restated*" beginning on page 189 of this Draft Red Herring Prospectus.

7. Investors may note that in case of over-subscription in the Issue, allotment to Retail applicants and other applicants shall be on a proportionate basis. For more information, please refer to the chapter titled "*Issue Structure*" beginning on page 245 of this Draft Red Herring Prospectus.

8. Except as disclosed in the chapter titled "*Capital Structure*", "*Our Promoter and Promoter Group*", "*Our Management*", "*Related Party Transaction*" and "*Group Companies*" beginning on pages 84, 182, 187 and 186 respectively, of this Draft Red Herring Prospectus, none of our Promoter, Group Companies, Directors or Key Management Personnel has any interest in our Company.

9. Except as disclosed in the chapter titled "*Capital Structure*" beginning on page 84 of this Draft Red Herring Prospectus, we have not issued any Equity Shares for consideration other than cash.

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

11. Investors are advised to refer to the chapter titled "*Basis for Issue Price*" beginning on page 105 of the Draft Red Herring Prospectus.

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

13. Our Company was originally formed as a private limited Company in the name and style of 'World Class Services Private Limited' in Mumbai and received a Certificate of Incorporation issued by Registrar of Companies, Maharashtra, Mumbai on September 26, 2011 bearing Corporate Identification Number U74999MH2011PTC222374. Consequently, it was converted into a public limited company pursuant to shareholders resolution passed at Extra-ordinary General Meeting of our Company held on May 28, 2018 and the name of our Company was changed to 'World Class Services Limited and a fresh certificate of incorporation

consequent upon Conversion of Private Company to Public Limited dated June 6, 2018 was issued by Registrar of Companies, Maharashtra, Mumbai The Corporate Identification Number of our Company is U74999MH2011PLC222374.

14. Except as stated in the chapter titled “*Our Group Companies*” beginning on page 186 and chapter titled “*Related Party Transactions*” beginning on page 187 of this Draft Red Herring Prospectus, our Group Companies have no business interest or other interest in our Company.

SECTION III – INTRODUCTION

SUMMARY OF OUR INDUSTRY

The information in this section is derived from extracts from publicly available information, data and statistics and has been derived from various government publications and industry sources. The information has not been independently verified by us, the BRLM, or any of our or their respective affiliates or advisors. 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 and, accordingly, investment decisions should not be based on such information. You should read the entire Draft Red Herring Prospectus, including the information contained in the sections titled “Risk Factors” and “Financial Statements” and related notes beginning on page 20 and 189 respectively of this Draft Red Herring Prospectus before deciding to invest in our Equity Shares.

INTRODUCTION TO FACILITY MANAGEMENT INDUSTRY:

Facility Management is a profession that encompasses multiple disciplines to ensure functionality of the built environment by integrating people, place, processes and technology as well. Facility Management Services refer to the use of third-party service providers for the maintenance of the building/office facilities or outsourcing the management of entire facilities to an organization for the professional delivery of services. It comprises of Cleaning Services, Support Services, Property Services, Catering Services, Horticulture Services, Electro-Mechanical Services and Security Services

(Source: A Study On Evolution and Growth of Facility Management Services in India: International Journal of Engineering Sciences & Research Technology, www.ijesrt.com)

OVERVIEW OF SERVICE SECTOR IN INDIA:

Services sector is the biggest one in India and contributes more than half of Gross Value Added (GVA). As of 2016, 30.6 per cent of the Indian population was employed in this sector. The sector is a major contributor to the country's FDI Inflows. In 2016-17, share of services sector in total FDI inflows was 60.7 per cent. FDI inflows to the sector during April 2000-December 2017 stood at US\$ 64.10 billion. Nikkei India Services Purchasing Managers' Index (PMI) increased to 51.40 in April 2018 from 50.30 in March 2018. India's services exports grew 17.03 per cent year-on-year to US\$ 143.263 billion during April-December 2017.

Services exports comprise a major part of the total exports of India. Net services exports from India stood at US\$ 67.5 billion in 2016-17. Net services exports during April-December 2017 reached US\$ 57.60 billion. Also, India is the export hub for software services. It has a 55 per cent share in the US\$ 185-190 billion global sourcing market in 2017. Sub-sectors that are performing well in FY18 are: Aviation India's air passenger traffic doubled to 117.18 million in 2017 from 59.87 million in 2011. Tourism – Foreign Exchange Earnings from tourism rose 20.8 per cent year-on-year to US\$ 27.7 billion in 2017. Information technology-business process management (IT-BPM) – Software exports are expected to grow 7-8 per cent and the domestic market is expected to expand by 10-11 per cent*.

The Government introduced 'Services Exports from India Scheme' (SIES) aimed at promoting export of services from India by providing duty scrip credit for eligible exports. Under this scheme, a reward of 3 to 5 per cent of net foreign exchange earned is given for Mode 1 and Mode 2 services. In the mid-term review of Foreign Trade Policy 2015-20, SEIS incentives to notified services were increased by 2 per cent.

(Source: Services Industry Analysis - India Brand Equity Foundation - www.ibef.org)

GLOBAL ECONOMIC OVERVIEW

According to the International Monetary Fund (IMF), the global economy is experiencing a near-synchronous recovery, the most broad-based since 2010. In 2017, roughly three-quarters of countries experienced

improvements in their growth rates, the highest share since 2010. The latest World Economic Outlook (WEO) of the IMF shows global GDP growth accelerated to around 3.6 percent in 2017 from 3.2 percent in 2016, and the forecast for 2018 has been upgraded by 0.2 percentage points to 3.9 percent. Although rebounding, global growth is still well below levels reached in the 2000s.

One reason why the recovery has spread around the globe is that world trade in goods and services has finally emerged from its torpor, registering 4.7 percent real volume growth in 2017 compared with 2.5 percent in 2016. Another reason is that commodity producers such as Russia, Brazil, and Saudi Arabia, which for the past few years been suffering from depressed prices, have benefitted from the upswing in demand. Commodity prices increased smartly in 2017, led by petroleum, whose price rose by 16 percent to reach \$61 per barrel by the end of the year.

Even as global growth and commodity prices have surged, inflation has remained remarkably quiescent, remaining below 2 percent in the main advanced regions. Consequently, monetary policies in the US, Eurozone and Japan have remained highly accommodative despite a strong recovery. These unusual settings—rapid growth, ultra-low interest rates—at a late stage in the economic cycle have produced the rarest of combinations: record-high high bond prices and stock market valuations, both at the same time. The consensus forecast calls for these conditions to be sustained in 2018, as companies respond to buoyant demand conditions by stepping up investment, some governments (such as the US) embark on expansionary fiscal policies, while advanced country monetary policies remain stimulative and world trade continues to grow briskly.

What are the risks? Of course, there are the usual geo-political and geo-economic risks: war in the Korean peninsula; political upheaval in the Middle East; aggressive output cuts by Saudi Arabia (and Russia) in advance of the planned listing of the Saudi Arabian oil company, Aramco, which could force oil prices even higher; a final reckoning from China's unprecedented credit surge in the form of capital controls, slowdown in growth, and a sharply depreciating currency with consequences for the global economy (Economic Survey, 2016-17, Chapter 1); and trade tensions that could lead to skirmishes, and then spiral out of control. But perhaps the main risks lie on the macro-finance front in advanced economies. These stem from three, inter-related, sources:

- Asset valuations (price-equity ratios) tend to revert to their mean. And the faster and higher they climb, especially so late in the economic cycle, the greater the risk of sharp corrections.
- Simultaneously high valuations of both bonds and equities tend to be briefly lived because they suffer from an acute tension: if future earnings and economic growth are so bright, justifying high equity prices, interest rates cannot be forever so low.
- And if interest rates rise—or if markets even sense that central banks will need to shift their stance—both bond and equity prices could correct sharply. A plausible scenario would be the following. The IMF is now forecasting that advanced country output gaps will close in 2018 for the first time since the Global Financial Crisis. As this occurs, wages would start rising, eating into profits (which would prick equity valuations); and as inflation rises in tandem, policy makers would be forced into raising rates, deflating bond valuations and further undermining share prices.

What would happen to growth if asset prices correct? Surely, the impact would be far smaller than it was in 2007-09, because advanced countries are far less vulnerable than they were a decade ago. In particular, the leverage tied to these assets is much lower, which would minimize contagious propagation; while banks are much better buffered, with higher levels of capital and core deposits, and lower levels of risky assets.

Even so, there would be some consequences. For one, a large decline in wealth would force advanced country consumers to cut back on their spending, which in turn would lead firms to curtail their investments. And if this happens, monetary and fiscal policies would have much less room for expansionary manoeuvre since interest rates are already low while government debts are high. And the political implications of yet another decline in asset prices, the second in a decade, could also be significant, with effects that are difficult to imagine.

In sum, assessing future risks hinges on two calls: interest rate policy and asset valuations. On policy, extraordinarily low rates have, to paraphrase Paul Krugman, become “an obsession in search of a justification.” Initially justified by the dislocations caused by the Global Financial Crisis, then by large output gaps, they are now defended on the grounds that inflation remains weak, even as the slack in product and labor markets is

disappearing rapidly. Will the gathering new evidence on closing output gaps and rising employment dispel that obsession?

On valuations, the prognosticator must navigate a narrow strait: steering clear of the “Cry of Wolf” trap (bond prices will finally, finally correct, having defied the prediction of correction in each of the last several years), without succumbing to the siren call of “This Time is Different” (stock valuations are sustainable this time because interest rates will remain at historic lows).

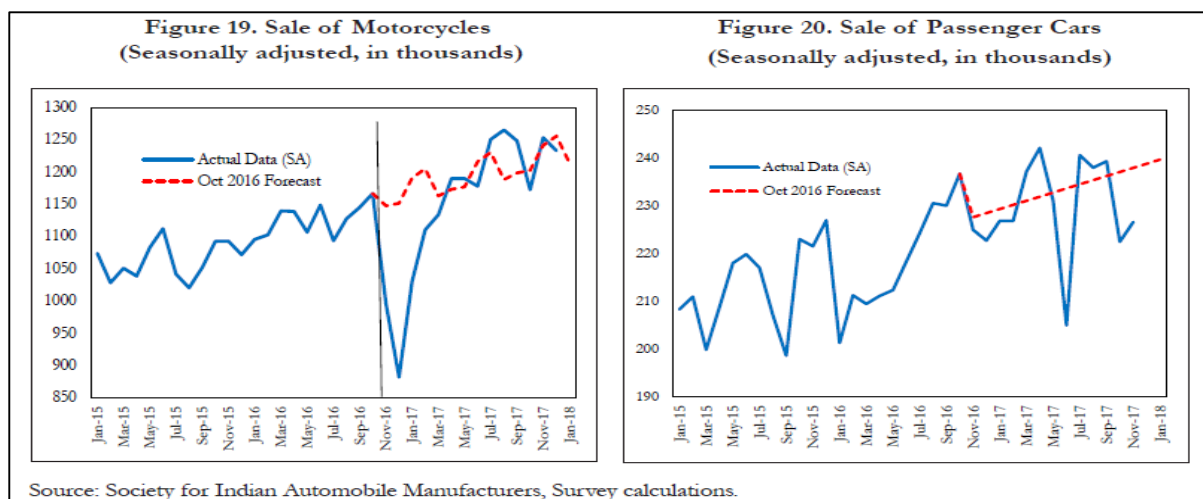
(Source: Economic Survey 2017-18 Volume 1 www.indiabudget.nic.in)

OVERVIEW OF INDIA’S ECONOMIC PERFORMANCE IN 2017-18

Economic activity

The key question going forward is whether the economy has troughed, and if so at what pace it will recover toward its medium term trend. High frequency indicators do suggest that a robust recovery is taking hold as reflected in a variety of indicators, including overall GVA, manufacturing GVA, the IIP, gross capital formation (Figure 17) and exports.

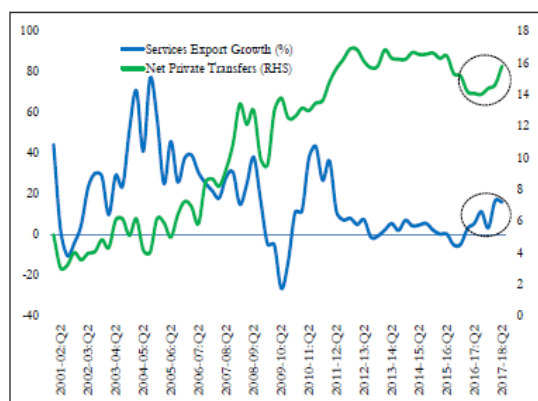
Similarly, real non-food credit growth has rebounded to 4 percent in November 2017 on a year-on-year basis, while the squeeze on real credit to industry is abating (Figure 18). Moreover, the flow of nonbank resources to the corporate sector, such as bond market borrowing and lending by NBFCs, has increased by 43 percent (April-December 2017 compared to the same period a year ago), substituting in part for weak bank credit. Rural demand, proxied by motor cycle sales, and auto sales, while not yet back to its pre-demonetization trend, are recovering (Figures 19 and 20).



Perhaps most significantly, the behaviour of manufacturing exports and imports in the second and third quarters of this fiscal year has started to reverse. The re-acceleration of export growth to 13.6 percent in the third quarter of FY2018 and deceleration of import growth to 13.1 percent, in line with global trends, suggest that the demonetization and GST effects are receding. Services export and private remittances are also rebounding (Figure 21).

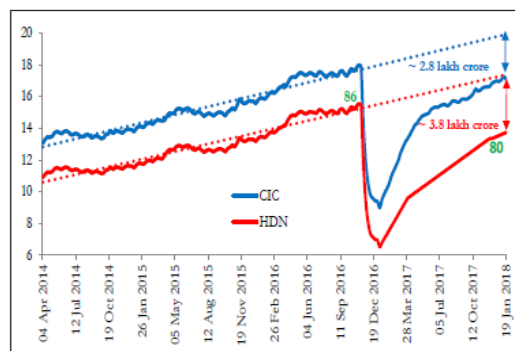
On demonetization specifically, the cash-to-GDP ratio has stabilized, suggesting a return to equilibrium. The evidence is that since about June 2017 the trend in currency is identical to that pre-demonetization (Figure 22). The stabilization also permits estimation of the impact of demonetization: about Rs. 2.8 lakh Crores less cash (1.8 percent of GDP) and about Rs. 3.8 lakh Crores less high denomination notes (2.5 percent of GDP).

Figure 21. Services Export Growth (percent) and Net Private Remittances (in US\$ billion)



Source: RBI, Survey calculations.

Figure 22. Currency in Circulation (CIC) and High Denomination Notes (HDN) (In Rs. lakh crore)



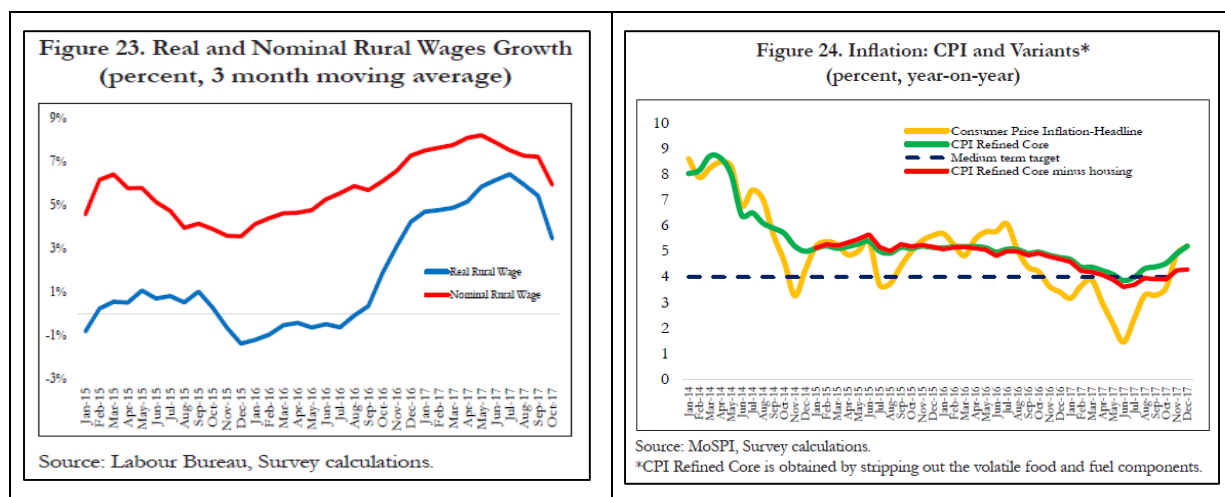
Source: RBI, Survey calculations; Numbers in green denote HDN as share of CIC.

A final, important factor explaining the growth recovery is fiscal, which is providing a boost to aggregate demand. For reasons related to smoothening the transition, GST revenues will only be collected for 11 months, which is akin to a tax cut for consumers. Meanwhile, overall revenue expenditure growth by the central and state governments remains strong at 11.7 percent (April to November). Cyclical conditions may also lead to lower tax and non-tax revenues, which act as an automatic stabilizer.

All this said, while the direction of the indicators is positive, their level remains below potential. IIP growth (April-November 2017 over same period in the previous year) is 3.2 percent, real credit growth to industry is still in negative territory, and the growth in world trade remains less than half its level of a decade ago. Moreover, even though the cost of equity has fallen to low levels, corporates have not raised commensurate amounts of capital, suggesting that their investment plans remain modest (Box 6). In other words, the twin engines that propelled the economy's take-off in the mid-2000s – exports and investment – are continuing to run below take-off speed.

Meanwhile, developments in the agriculture sector bear monitoring. The trend acceleration in rural wages (agriculture and non-agriculture), which had occurred through much of 2016 because of increased activity on the back of a strong monsoon, seems to have decelerated beginning just before the kharif season of 2017-18 (Figure 23) but it is still greater than much of the last three years. Three crop-specific developments are evident. Sowing has been lower in both kharif and rabi, reducing the demand for labor. The acreage for kharif and rabi for 2017-18 is estimated to have declined by 6.1 percent and 0.5 percent, respectively. Pulses and oilseeds have seen an increase in sowing, but this has translated into unusually low farmgate prices (below their minimum support price, MSP), again affecting farm revenues. The so-called TOP perishables (tomatoes, onions, and potatoes) have meanwhile fluctuated between high and low prices, engendering income uncertainty for farmers.

The CSO has forecast real GDP growth for 2017-18 at 6.5 percent. However, this estimate has not fully factored in the latest developments in the third quarter, especially the greater-than-CSO-forecast exports and government contributions to demand. Accordingly, real GDP growth for 2017-18 as a whole is expected to be close to 6 3/4 percent. Given real GDP growth of 6 percent in the first half, this implies that growth in the second half would rebound to 7.5 percent, aided by favourable base effects, especially in the fourth quarter.



Average CPI inflation for the first nine months has averaged 3.2 percent and is projected to reach 3.7 percent for the year as a whole. This implies average CPI inflation in the last quarter of 5 percent, in line with the RBI's forecast. Therefore, the GDP deflator is expected to grow by 3.6 percent for 2017-18, somewhat higher than the CSO's forecast of 2.8 percent. Consequentially, nominal GDP growth is estimated at 10.5 percent, compared with the CSO's 9.5 percent estimate.

(Source: Economic Survey 2017-18 Volume 1 www.indiabudget.nic.in)

OUTLOOK FOR 2018-19

The outlook for 2018-19 will be determined by economic policy in the run-up to the next national election. If macro-economic stability is kept under control, the ongoing reforms are stabilized, and the world economy remains buoyant as today, growth could start recovering towards its medium term economic potential of at least 8 percent.

Consider the components of demand that will influence the growth outlook. The acceleration of global growth should in principle provide a solid boost to export demand. Certainly, it has done so in the past, particularly in the mid-2000s when the booming global economy allowed India to increase its exports by more than 26 percent per annum. This time, the export response to world growth has been in line with the long-term average, but below the response in the mid-2000s. Perhaps it is only a matter of time until exports start to grow at a healthy rate. Remittances are already perking up, and may revive further due to higher oil prices.

Private investment seems poised to rebound, as many of the factors exerting a drag on growth over the past year finally ease off. Translating this potential into an actual investment rebound will depend on the resolution and recapitalization process. If this process moves ahead expeditiously, stressed firms will be put in the hands of stronger ownership, allowing them to resume spending. But if resolution is delayed, so too will the return of the private capex cycle. And if this occurs public investment will not be able to step into the breach, since it will be constrained by the need to maintain a modicum of fiscal consolidation to head off market anxieties.

Consumption demand, meanwhile, will encounter different tugs. On the positive side, it will be helped by the likely reduction in real interest rates in 2018-19 compared to the 2017-18 average. At the same time, average oil prices are forecast by the IMF to be about 12 percent higher in 2018-19, which will crimp real incomes and spending—assuming the increase is passed on into higher prices, rather than absorbed by the budget through excise tax reductions or by the oil marketing companies. And if higher oil prices requires tighter monetary policy to meet the inflation target, real interest rates could exert a drag on consumption.

Putting all these factors together, a pick-up in growth to between 7 and 7.5 percent in 2018-19 can be forecasted, re-instating India as the world's fastest growing major economy. This forecast is subject to upside potential and downside risks. The biggest source of upside potential will be exports. If the relationship between India's exports and world growth returns to that in the boom phase, and if world growth in 2018 is as projected by the IMF, then that could add another ½ percentage point to growth.

Another key determinant of growth will be the implementation of the IBC process. Here timeliness in resolution and acceptance of the IBC solutions must be a priority to kick-start private investment. The greater the delays in

the early cases, the greater the risk that uncertainty will soon shroud the entire IBC process. It is also possible that expeditious resolution may require the government to provide more resources to PSBs, especially if the haircuts required are greater than previously expected, the ongoing process of asset quality recognition uncovers more stressed assets, and if new accounting standards are implemented.

Persistently high oil prices (at current levels) remain a key risk. They would affect inflation, the current account, the fiscal position and growth, and force macroeconomic policies to be tighter than otherwise. One eventuality to guard against is a classic emerging market “sudden stall” induced by sharp corrections to elevated stock prices. (Box 9 suggests that India’s stock price surge is different from that in other countries but does not warrant sanguine-ness about its sustainability.) Savers, already smarting from reduced opportunities in the wake of demonetization, from depressed gold prices, and from lower nominal interest rates, would feel aggrieved, leading to calls for action. Stock price corrections could also trigger capital outflows, especially if monetary policy unwinds less hesitantly in advanced countries and if oil prices remain high. Policy might then have to respond with higher interest rates, which could choke off the nascent recovery. The classic emerging market dilemma of reconciling the trade-off between macro-stability and growth could then play itself out.

A key policy question will be the fiscal path for the coming year. Given the imperative of establishing credibility after this year, given the improved outlook for growth (and hence narrowing of the output gap), and given the resurgence of price pressures, fiscal policy should ideally have targeted a reasonable fiscal consolidation. However, setting overly ambitious targets for consolidation—especially in a pre-election year—based on optimistic forecasts that carry a high risk of not being realized will not garner credibility either. Pragmatically steering between these extremes would suggest the following: a modest consolidation that credibly signals a return to the path of gradual but steady fiscal deficit reductions.

Against this overall economic and political background, economic management will be challenging in the coming year. If the obvious pitfalls (such as fiscal expansion) are avoided and the looming risks are averted that would be no mean achievement.

(Source: Economic Survey 2017-18 Volume 1 www.indiabudget.nic.in)

SERVICE INDUSTRY: INDIAN OVERVIEW

Introduction

The services sector is not only the dominant sector in India’s GDP, but has also attracted significant foreign investment flows, contributed significantly to exports as well as provided large-scale employment. India’s services sector covers a wide variety of activities such as trade, hotel and restaurants, transport, storage and communication, financing, insurance, real estate, business services, community, social and personal services, and services associated with construction.

Market Size

The services sector is the key driver of India’s economic growth. The sector is estimated to contribute around 54.0 per cent of India’s Gross Value Added in 2017-18 and employed 28.6 per cent of the total population. Net Services exports from India grew 14.98 per cent year-on-year to US\$ 77,562.89 million in 2017-18P. Nikkei India Services Purchasing Managers’ Index (PMI) stood at 49.60 in May 2018. During the same month, business sentiments of service providers were recorded to be at their strongest levels since January 2015. As per Ministry of Statistics and Programme Implementation’s second advance estimates of National Income 2017-18, services sector GVA is expected to grow to US\$ 1,266.10 million in FY18.

Investments

The top 10 categories of Indian services sector attracted FDI equity inflows in the period April 2000-December 2017, amounting to about US\$ 22,095.51 billion according to the Department of Industrial Policy and Promotion (DIPP).

Government Initiatives

The Government of India recognises the importance of promoting growth in services sectors and provides several incentives in wide variety of sectors such as health care, tourism, education, engineering, communications, transportation, information technology, banking, finance, management, among others.

Prime Minister Narendra Modi has stated that India's priority will be to work towards trade facilitation agreement (TFA) for services, which is expected to help in the smooth movement of professionals.

Road Ahead

Services sector growth is governed by both domestic and global factors. The Indian facilities management market is expected to grow at 17 per cent CAGR between 2015 and 2020 and surpass the US\$19 billion mark supported by booming real estate, retail, and hospitality sectors.

The implementation of the Goods and Services Tax (GST) has created a common national market and reduced the overall tax burden on goods. It is expected to reduce costs in the long run on account of availability of GST input credit, which will result in the reduction in prices of services.

Exchange Rate Used: INR 1 = US\$ 0.015 as of March 30, 2018

References: Media Reports, Press Releases, DIPP publication, Press Information Bureau,

(Source: Services Industry Analysis-India Brand Equity Foundation -www.ibef.org)

INTRODUCTION TO FACILITY MANAGEMENT:

Facilities Management is subject to continuous innovation and development, under pressure to reduce costs and to add value to the core business of the public or private sector client organisation. Facilities management services market in India has been growing steadily over the years and is set to witness significant momentum over the next five years. It is a highly fragmented industry with few organized players and mostly unorganized small operators. Facilities management business is largely unorganized in India and operates on low margins. Consolidation in this segment is slowly gaining momentum as players are growing their business by acquiring smaller firms. Facilities management services are primarily concentrated in and around metros with low penetration in Tier II and Tier III cities. There is an increasing demand for such services as emphasis on urban development and modernisation of office spaces is growing. Consistent economic growth has led to a booming real estate sector in India, which will drive the growth of this market in the near future.

Strong growth in real estate sector has given immense potential to property management companies to provide integrated facilities management services. Many residential and commercial complexes are being constructed including offices, business centres, housing apartments, manufacturing units and other such facilities. This has led to a huge demand for facilities management services housekeeping, security, cleaning, electrical, mechanical and civil engineering services. Increasing malls and retail stores has increased the demand for many services offered by the facilities management companies. Boom in real estate sector has spurred growth in the facilities management services market in India and will help it to develop further Impact.

(Source: A Study On Evolution and Growth of Facility Management Services in India: International Journal of Engineering Sciences & Research Technology, www.ijesrt.com)

OUTSOURCING FACILITIES MANAGEMENT SERVICES:

Businesses are increasingly using an outsourcing of facilities management to achieve strategic advantages: to improve their competitive advantage and to achieve market preservation or dominance goals. They are pursuing these objectives by focusing on their core business activities, by acquiring marketable benefits (or by gaining cost efficiencies) from strategic partners, through outsourcing. These strategic goals are achieved by implementing a tactical strategy to reduce facility operating costs, to improve control over non-core business functions and to acquire best practice systems.

Focus on Core Business:

Core business functions are defined as activities and services that customers pay for, or benefit from. Re-directing resources from non-core activities to core business activities is the fundamental revenue and market reason for outsourcing. As an example, if a company is in the software development business, it doesn't want to dilute resources by also being responsible for delivering facilities management services for its property; it adds no advantage to their competitive software market position. These facilities management activities create the opportunity for outsourcing for non-core facility support services. Through outsourcing, the company can focus its resources on its customers, values and mission and give itself a competitive advantage in the marketplace.

Acquire Marketable Benefits:

Beyond getting a task done through outsourcing, contractor can provide services that add greater value to the buyer's core business. And, when the buyer can create a competitive advantage for itself through outsourcing, it has a compelling reason to do so.

Create Shared Marketability:

Sometimes, outsourcing of facility services creates greater synergy between the company and the contractor. This can derive from shared market advantage or shared costs and risks. A facility management company and a mechanical maintenance services company often have common customers. So an opportunity can be created for each company to market jointly, or individually for the benefit of both. The ability to expand each other's market share is a powerful strategic advantage that can expand opportunities for both parties. The partnering of these two types of companies can lead to the development or expansion of products or services with the costs and risks associated with development shared jointly. Actually, the scale of benefits is limited only by the vision or the egos of the partnering companies. In addition, facility service outsourcing can reduce costs and bring other gains that, while still strategic, are somewhat more tactical than the ones just addressed.

Reduce Operating Costs:

Perhaps the most often quoted reason for outsourcing is to reduce costs. Through this effort the company seeks to avoid the direct and indirect costs of performing the service internally, through outsourcing to achieve a lower operating cost. Frequently, this is achieved by simply asking for (or demanding) a lower price or by, mistakenly, reducing the scope of work. Regardless, the goal is to enhance the price-competitiveness of the company and to free any savings for more important, core value projects

Improve Control:

There are circumstances when the in-house facility management department seems unable to implement a sufficient amount of change to its internal systems to adequately achieve the competitive advantage needed by the company. Barriers may include lack of management know-how, insufficient resources, union/management impasse or poor information systems. Outsourcing can establish the change structure and controls needed to bring strategic value to company competitiveness.

Improved Quality:

Improved quality can be achieved by using vendors with more expertise and more specialized processes. An example of this would be contracting out a cleaning service. An outside service would have the resources for hiring, proper training and facility inspections that may not be available if the function were kept in-house.

Customer Satisfaction:

The advantage of having a vendor contract is they are bound to certain levels of service and quality. An example of this is if your IT function is outsourced and the technician calls in sick, it is the vendor's responsibility to find someone to replace them and meet your support needs.

Operational Efficiency:

Outsourcing gives an organization exposure to vendor specialized systems. Specialization provides more efficiency that allows for a quicker turnaround time and higher levels of quality.

(Source: A Study On Evolution and Growth of Facility Management Services in India: International Journal of Engineering Sciences & Research Technology, www.ijesrt.com)

REQUIREMENTS FOR SUCCESSFUL FACILITY MANAGEMENT OUTSOURCING:

Deciding to outsource is a decision that will have long-lasting impact both on your human resources department and on your entire organization. Outsourcing is defined as contracting for outside services that are a necessary part of doing business, but are not core functions. Although the decision to outsource one or more functions to an outside vendor can be a decision that you're tempted to make rapidly because of an urgent need or because you've got too many other areas to juggle already, it's important to take the time to outsource for the right reasons, armed with the right facts to guide you.

The following factors can be critical to making and implementing a successful outsourcing decision:

- Make sure that your goals for outsourcing are clear from the outset
- Look at outsourcing over the short-and long-term
- Consider who will control the outsourcing decision and why
- Consider how well your company's culture will support an outsourcing decision
- Decide whether it's better for your operation to be centralized or decentralized before outsourcing.

Before you make an outsourcing decision, however, you need to ask whether the areas that you want to outsource, such as administration or relocation, are mission-critical to your organization. These days, many organizations' management teams are re-engineering process functions and are asking themselves if certain areas are essential to their core business. If not, they often outsource them so that they can focus on what they have to do, and let other companies assist by providing the services that *they're* good at.

In a February 1992 article in *Management Accounting*, management guru Tom Peters asks, "Could [a function's] output be successfully sold on the open market? If not, subcontract [the] work to firms that specialize in each function, which will almost certainly do it better and more cheaply."

Sometimes a company can simply pay for an outsource vendor to help re-engineer a process. Other times, however, that isn't enough. If a company can't maintain the improvements or devote the management time to a certain area, it may want to consider outsourcing temporarily or permanently to a strategic partner rather than continuing to perform the function internally.

(Source: A Study On Evolution and Growth of Facility Management Services in India: International Journal of Engineering Sciences & Research Technology, www.ijesrt.com)

THE INDIAN FACILITY MANAGEMENT MARKET VIS-À-VIS THE GLOBAL SCENARIO

The Indian facility management (FM) services market is in its early growth stage and is evolving rapidly, fuelled mainly by the high pace of growth in the construction sector. Increased awareness levels among different vertical markets are expected to take this market to a mature growth phase in its life cycle. But, in terms of market maturity and understanding and accepting of such services by end users, India has a long way to go.

The market for outsourced FM services in India was estimated to be USD 650 million in 2010. Due to the size of the construction market and geographic space, the FM market revenues in India are higher than other nations such as Singapore that are smaller in geography. But, in terms of market maturity and understanding and accepting of such services by end users, India has a long way to go. About 54.9 percent of the overall market was for soft services and 45.1 percent for hard services in 2010. The market for soft services comprises a large cluster of companies that provide single services and specialize in services such as catering and pantry, cleaning and housekeeping, security and others. The market for hard services has high prominence in the IT sector as it outsources the work to professionalized and well-equipped service providers. Cleaning and Housekeeping services contribute a higher percentage of the market followed by maintenance and engineering services and finally security services and others.

The commercial sector witnessed the highest percentage share of the overall FM services market. The commercial sector is maturing, providing huge potential among other sectors such as telecom, retail and industrial as Global MNCs such as Accenture, Nokia, Cisco, Microsoft, and others demand outsourced FM services in India. Presence of global and Indian MNCs is the major driver for the growth of this market across various end-user sectors as they are the potential customers due to their increased awareness levels and willingness to invest in such services.

Outsourced services coupled with the investment boom in real estate and construction sectors. Growth of this market is driven by the need for safety, comfort, and healthy environment of the employees as well as the increase in awareness about outsourced services among customers. The market sustained the situation and improved its penetration largely through existing contracts although the economy witnessed slowdown in the last 2-3 years. Therefore, it is observed that the current economic situation prevailing in the US and Euro zone will not have much impact on the growth of this market. India's growth is expected to be intact with a GDP growth rate of 7.5-7.9 percent in the coming years due to the current economic scenario and its long term implication on the emerging countries

(Source: A Study On Evolution and Growth of Facility Management Services in India: International Journal of Engineering Sciences & Research Technology, www.ijesrt.com)

MEGA TRENDS IN FACILITY MANAGEMENT

- **Economic growth:**

Global economic power will likely continue its shift eastwards. The FM and services industry will experience consequences when most construction activities move towards emerging markets. Increasing competition coming from new players in emerging markets will force companies to search for greater differentiation, and to be innovative in how they adjust their business models and deliver extra value to clients.

- **Globalization:**

Globalization makes us more alike; at the same time, it makes us more aware of local differences. A growing number of multinational companies have therefore begun to adapt their products and marketing to local markets. This is commonly referred to as the “Glocalization” strategy. Companies that are able to navigate between emerging markets and different cultures, can look forward to a prosperous future.

- **Demographic trends:**

Attracting, recruiting and retaining the best possible workforce will be increasingly complex and challenging for companies around the world, as the interests and motivating factors for workers from various generations are different. In Europe, the US, Japan and China, the fourth-generation workplace will become increasingly common. It will be an essential factor for all FM and services industry companies to understand the motivational factors for each age cohort.

- **Sustainability:**

Global warming will be one of the main sustainability challenges for the coming century. To become more energy- and carbon-efficient, societies around the world may be forced to restructure their economies and infrastructure. Sustainability challenges will have a number of consequences for the FM and services industry in the coming decade, affecting supply and value chains as well as building design, management and maintenance. Systemic design will become more important.

- **Technological development:**

Technological progress increases productivity, leads to the development of new industries, income growth, and reduced poverty. Towards 2020 we expect to see major progress in intelligent technology, such as near field communication (NFC) sensors, smart surveillance, security applications and smart robots, which will enable automation of more activities. Technology will take over more domains and functions as robot technology improves in quality, prices for advanced technologies decline and labour costs increase. Technological development is squeezing low-quality labour out of the market and creating new demands for skill sets. Cleaning, for example, is no longer an issue of “elbow grease”. Security is much more than a pair of eyeballs. New technologies require that people work in more intelligent ways.

- **Growth of knowledge society:**

New reporting, collection and control technologies are creating a mountain of data that needs to be collected, stored and analyzed. The successful FM and services industry companies towards 2020 will be the ones that can efficiently collect, store, secure, analyse and operationalize data to generate value and maximum benefit for customers.

- **Individualization:**

Individualization will continue to impact organizations and social relations, especially in low- and middle-income countries. People and organizations expect tailored products, services and solutions. Companies expect their FM and services industry providers to supply individualized services that maximize their value proposition. Additionally, companies will experience increasing employee turnover. Individualization will be prominent as employees and customers increase their demands for individual attention.

- **Focus on health and well-being:**

Over the coming decade, an increasing focus on health will permeate more aspects of private and business life. More lifestyle-related disorders and diseases will emerge. The focus on health and a better life will lead to artificial and technologically enhanced human capabilities, creating major impact on the global FM and

services industry. In Europe, over 30% of integrated FM revenue is generated by the healthcare sector. As budget cuts in Europe affect service provision, governments will likely outsource more activities. The doubling of the prevalence of lifestyle-related diseases, like diabetes, will lead to new incentives in building designs to promote healthier and more productive lifestyles among company employees. Buildings will be assessed and designed to promote more active, comfortable, and productive lifestyles.

- **Commercialization:**

Commercialization means faster competition, shorter product lifecycles as well as increasing specialization, differentiation and innovation. FM and services industry companies will have to find ways to help their customers stay competitive and maximize value. To do this, managers will have to understand the key business indicators that promote value in an organization; and how FM and services industry can help their customers improve performance. This could be achieved by understanding their strategic plans and objectives. It could also be achieved by employing lean management techniques to cut waste and use six-sigma strategies to increase quality.

(Source: A Study On Evolution and Growth of Facility Management Services in India: International Journal of Engineering Sciences & Research Technology, www.ijesrt.com)

FUTURE OF FACILITY MANAGEMENT INDUSTRY:

Outsourcing of facilities management services was initiated by IT/ITeS sector. Therefore, increase in focus on commercial sectors such as IT/ITeS/BPOs/Finance/Banking is recommended as these would drive demand for outsourced services in future. Targeting industries such as oil and gas, power, petroleum, steel, cement, pulp and paper, pharmaceutical and auto is also recommended as they are aware of the concept and understand the benefits of outsourcing. Brand visibility and competitive pricing are the two most important key success factors for an FM service provider in deciding the success rate of the company; key industry alliances can also be leveraged by participating in organizing major events and conferences. The real estate developer plays a major role in influencing the FM service provider. Therefore, it is recommended to maintain consistent relationship or to have a tie up with a civil contractor / real estate developer to execute a FM project. This will well create value by facilitating marketing and ensuring better selling price of the property.

Due to high entry barriers and the fragmented nature of the market and to sustain local competition since high preference is given to local companies joint ventures with a local FM company are recommended in order to understand the local laws and variations in customer preferences. For many reasons stated in this article, the FM technologies are also quickly changing requiring that the FM managers stay current with latest trends and business applications to effectively support their respective companies Business Plans. Facility Management today, requires financial acumen which enables FM to better interact with the “C-X-Suite”. So rather than FM looked upon as only a cost centre it can begin to speak and understand the financial terms such as Return of Investment (ROI), Internal Rate of Return (IRR), Net Present Value (NPV), and offer strategic business solutions becoming a strategic business unit in regular dialogue with the CEO of Indian organisations.

Maintenance is often driven by the philosophy to “negotiate a deal”. This is a daily occurrence whether considering a HVAC system or mop and bucket, the FM industry must shift its thinking to life cycles and not simply the lowest cost. (Life cycle is the estimated life of an asset in terms of years.) Whether we are talking about repairing pot holes in a road, water leaks in a building, potential fire hazards in a building, or myriad other facility related matters, every day that passes by which the assets are not maintained properly has a direct impact to human condition, asset integrity, operating statements, and a resulting domino effect to the company’s or a nation’s brand. I believe there will be an increased market need for both improved asset quality whether it is a mop and bucket, sustainable energy and water initiatives, or adequately designed facility.

Finally, it seems fitting to close with an old Indian Adage cited by Ravi Venkatesan (former Chairman Microsoft India) in his latest excellent book called, Conquering the Chaos, “Obstacles are what you see when you are not focused on the goal.” I am optimistic about the future of Facility Management for India – that is why I live here. I firmly believe a focused collaboration with various stakeholder groups will promote business and employment opportunities for those interested in creating a made-for-India sustainable Facility Management model and perhaps influence other emerging nations along the journey.

(Source: A Study On Evolution and Growth of Facility Management Services in India: International Journal of Engineering Sciences & Research Technology, www.ijesrt.com)

SUMMARY OF OUR BUSINESS

Some of the information contained in the following discussion, including information with respect to our business plans and strategies, contain forward-looking statements that involve risks and uncertainties. You should read the chapter titled “*Forward-Looking Statements*” beginning on page 19 of this Draft Red Herring Prospectus, for a discussion of the risks and uncertainties related to those statements and also the section “*Risk Factors*” for a discussion of certain factors that may affect our business, financial condition or results of operations. Our actual results may differ materially from those expressed in or implied by these forward-looking statements. Our fiscal year ends on March 31 of each year, so all references to a particular fiscal are to the twelve-month period ended March 31 of that year.

The financial information used in this section, unless otherwise stated, is derived from our Financial Information, as restated prepared in accordance with Indian GAAP, Companies Act and SEBI Regulations. The following information is qualified in its entirety by, and should be read together with, the more detailed financial and other information included in this Draft Red Herring Prospectus, including the information contained in the sections titled “*Risk Factors*” and “*Financial Information*” beginning on pages 20 and 189, respectively.

OVERVIEW OF THE BUSINESS:

Our Company was originally formed as a Private Limited Company in the name and style of ‘World Class Services Private Limited’ in Mumbai and received a Certificate of Incorporation issued by Registrar of Companies, Maharashtra, Mumbai on September 26, 2011 bearing Corporate Identification Number U74999MH2011PTC222374. Consequently, it was converted into a Public Limited Company pursuant to shareholders resolution passed at Extra-ordinary General Meeting of our Company held on May 28, 2018 and the name of our Company was changed to ‘World Class Services Limited’ and a fresh certificate of incorporation consequent upon Conversion of Private Company to Public Limited dated June 6, 2018 was issued by Registrar of Companies, Maharashtra, Mumbai. The fresh Corporate Identification Number of our Company is U74999MH2011PLC222374.

Our Company, World Class Services Limited (WCS), is in the business of providing human resource services to both public and private organizations mostly in organized sector in diverse roles and responsibilities since 2011, having its Corporate office situated at Indore, Madhya Pradesh. Our service portfolio can be broadly classified in 2 main categories, namely *Integrated Facility Management Services* and *Manpower Outsourcing Services*. Our Company has employed 14,671 associate employees in F.Y.2017-18 to various clients. Our Company is ISO 9001:2008, ISO 14001:2015, OHSAS 18001:2007 certified for our range of services.

BUSINESS IN BRIEF:

Businesses are increasingly using an outsourcing of facilities management and manpower outsourcing model to achieve strategic advantages: to improve their competitive advantage and to achieve market preservation or dominance goals. They are pursuing these objectives by focusing on their core business activities, by acquiring marketable benefits from strategic partners through outsourcing. These strategic goals are achieved by implementing a tactical strategy to reduce costs involved in facility operations, to improve control over non-core business functions and to acquire best practice systems.

Our business offering is basically providing Client centric manpower requirements / solutions on contractual basis.

Our *Integrated Facility Management Services* include various corporate enabling activities such as Housekeeping, Office Support, Security and Manned Guarding, Horticulture, Electrical maintenance, Mailroom management and Guest House management. Our Company takes the responsibility of the entire activities starting from hiring manpower, antecedent verification, training and final deployment of manpower to deliver the solutions. All such employees are on our payroll allowing clients to focus on their core operations. The entire operations and training of manpower is managed by our team.

Our *Outsourcing Services* include placement of skilled manpower as per the clients’ needs. Under this segment, our Company takes the responsibility for services like employee hiring, attendance management, payroll management, tax and legal compliance, exit management. We cater to the human resource requirement of the

client on outsourced basis on our payroll while the job activities are managed by the client and our team. We earn management fees as our revenue for such activities.

Our Company is chosen by the Government of India to train the Indian youth to enhance their employability. This is in keeping with the aim and vision of skilling under Pradhan Mantri Kaushal Vikas Yojana. The training is provided through our two training institutes. In the current F.Y. 2018-19, we have been registered under the ‘Deen Dayal Upadhyaya Grameen Kaushalya Yojana’ (DDUGKY)scheme under the Ministry of Rural Development. The scheme requires job placement of trained candidates after the completion of course which can be leveraged through our experience and requirement in placement activity. Our Company holds a valid certificate and has been accorded as a Training Partner from National Institute of Entrepreneurship and Small Business Development (NIESBUD) and Domestic Workers Sector Skill Council (DWSSC). These affiliations help us achieving our Corporate Social Responsibility (CSR) goals and give us a competitive edge, as we get trained manpower for delivering our core business solutions.

Our Company is promoted and managed by Mr. Devendra Arora having an experience of over 16 years and his core professional team with over 100 years of combined experience in marketing, sales and operational activities. The team with qualified employees have enabled the Company to demonstrate the growth both in terms of operations and financials.

OUR LOCATIONAL PRESENCE:

Corporate office – 378-380, Goyal Nagar, Service Road, Near Bank of Baroda, Indore – 452016, Madhya Pradesh, India

Registered Office – Regus Times Square, Unit 1, Level 2, B Wing, AndheriKurla Road, Andheri (E) Mumbai – 400059, Maharashtra, India

Marketing & Sales Office (Delhi) –RZA, 97C, 1st Floor, Road No. 4, Street No. 9, MahipalpurExtn, New Delhi – 110037, India

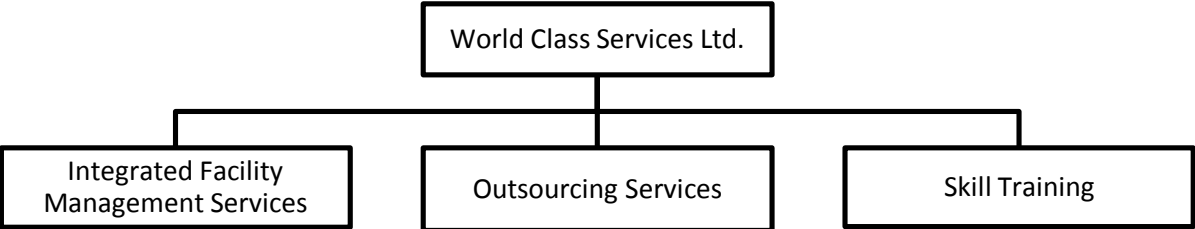
Branch Office (Bhopal) – Hindustan chamber, 59 Zone-2, MP Nagar, Bhopal – 462011, M.P., India

Training Institutes–

- 1. **Indore** – Dani Charity Trust, Gram NatyaMundla, By Pass Road, Indore - , M.P., India
- 2. **Khandawa** – Pragati Nagar, Near Sarvoday Colony, Civil Line Area, Khandawa, M.P., India

OUR OPERATIONS:

Our Company provides following spectrum of services:



Integrated Facility Management Services

Facilities Management is subject to continuous development and adds value to the core business of the public or private sector organisations.



We provide tailor made staffing solutions to our clients to carry out general office activities such as

- Cleaning & Housekeeping
- Security and Manned Guarding
- Business Support Services
- Garden and Lawn Maintenance
- Engineering & Electrical Maintenance
- Facade Cleaning
- Admin Outsourcing
- Minor Civil Works and fit outs
- Vendor Management (including 3rd party vendor management, reimbursable services)

These services are offered as bundled services (two or more services) or fully integrated and tailored to each customer's unique requirements. Our team of qualified and experienced professionals directly deliver these solutions at the client sites.

Our pre-deployment role requires us to carry out activities such as employee screening, preliminary interviews, hiring, negotiations, and issuing job offer letters. Subsequent to hiring of employees, we carry out the operational activities at the clients' location as per their requirements. Further, these employees are based on our payroll and accordingly all activities related to payroll, provident fund, salary disbursements and other regulatory requirements are being taken care by our Company.

Our experience and expertise help us to assess potential employees with requisite skills and knowledge within the estimated budget as provided by the clients. In addition to these, we help the employees with required training which aids them for carrying out activity in the expected manner. These activities take the burden off the client allowing them to focus on their core activity. We raise our bill to the client which includes the amount for salary, statutory compliances, relevant taxes and our operational and management fees.

Outsourcing Services

This services segment include activities such as human resource and payroll management. We provide staffing solutions to our client as per their needs for certain job roles, for a specified period of time. Such employees are required for small period of time and hence employers generally do not want to invest time in hiring and payroll related ongoing activity. Our service aids the client to pass on this activity to our Company in which we outsource employees on our payroll to them for certain period of time as per the agreement.

Under this service, we carry out the pre-employment activity related to screening, hiring, preliminary interviews and issuing offer letter. However, the job activity during the employment period is managed by the client as per their requirement. Our role is limited to managing the employees but not the work role. We also take care of monthly payroll related activities, such as salary calculation, attendance, taxes, etc. We raise our bill to the client which includes the amount for salary, relevant taxes and our management fees.

Skill Training

This is a recently commissioned activity as per the 'Deen Dayal Upadhyaya Grameen Kaushalya Yojana' (DDUGKY) scheme under the Ministry of Rural Development. Training institutes are set up by the Company as per the guidelines of the scheme. Under this service, our Company gets orders from government to operate a residential course to certain number of candidates eligible for the scheme and the fees for them will be borne by the government over a certain period of time. In F.Y. 2018-19, we have received an order of Rs. 1,120.41 Lakhs from Government of Madhya Pradesh to train 1,900 candidates over a period of 36 months. Operation and maintenance of the institute is required to be carried out by the Company including the salaries for teachers and staffs. Further, no fee is levied to the candidates as per the guidelines of the policy, while government pays defined amount to the Company over an extended period of time. This trained manpower is deputed by us to cater to our needs in delivering our core business activities.

SERVICE OFFERINGS:

Cleaning & Housekeeping Services

Our widely used Facility Management Service offering is Housekeeping service which is aimed at both commercial as well as household clients. Under this service, we offer complete cleaning and maintenance package which includes day to day cleaning, floor maintenance, sofa cleaning, and upholstery cleaning among others.

We offer tailor made service as per the need and budget of the clients. Our trained staffs ensure satisfactory service to the clients, we provide the equipment required for the cleaning activity with a view of providing hassle free activity, in minimal time and ensure customer satisfaction.

Security Services

Amongst the most critical offering is Security service, which is offered in various facets such as industrial security, office security, residential security, hotels security, events security covering wide range of clients' needs.

Our experience in the security services enables us to meet the client need as per their requirement while our service offerings are fulfilled by trained security guards with relevant equipment, security devices and dress codes thereby ensuring security and reposing continued trust on us. We also offer add-on services in security management like dog squad, lift man and personal security. We believe quality is most critical component in this area of service and accordingly proper training is conducted before deploying any staff on duty.

Outsourcing of Manpower

With growing sizes of organisation there are many enabling activities which are to be carried out requiring excessive amount of resources and money. Our services generally include office functions such as Administrative management, mailroom management, visitor handling, and conference room management among others. Further, many of such activities requires extensive human resources which are temporary in nature leading to unwanted hiring in the payroll of the company.

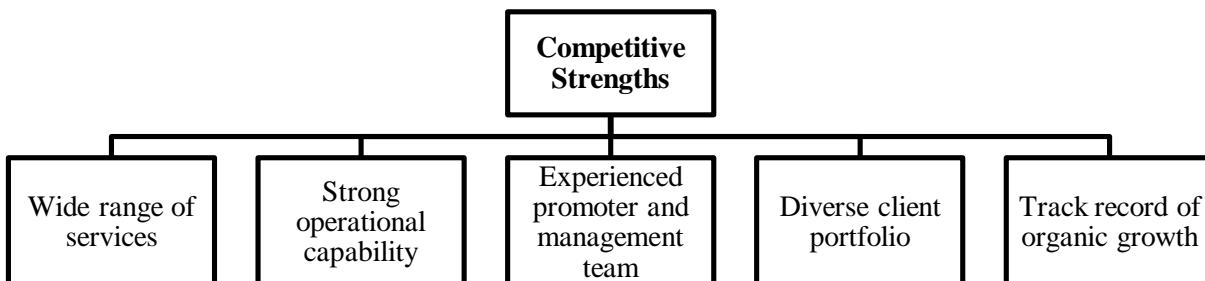
We focus on bridging that gap by deploying temporary skilled/semi-skilled associates on the clients' site but on our payroll. We manage the entire human resource activity thereby reducing the burden of client allowing them to focus on their core activity. We screen and source the prospective employees, manage the job operations and take care of the entire hiring and post-hiring activity.

Payroll Management Services

As a part of our outsourcing service, we offer to manage and maintain the employees and their database which for an organization as a whole may not be feasible to manage, owing to its increasing size and employees headcount. We provide services like job posting, employee sourcing, screening, preliminary interviews, issuing offer letter, attendance and leave management, monthly salary slips, salary disbursement, legal compliances, tax management, reimbursements to exit management of the employee.

Such activities require substantial amount of time and energy of the organization and hence our offering reduces the strain on their resources. We manage all payroll related activity in its entirety while the managing the job activity responsibility remains with the organization allowing them to take control of their operational performance.

OUR COMPETITIVE STRENGTHS:



Wide range of services

Our range of services include *Facility Management Services* like housekeeping, administrative, security, etc. apart from our *Outsourcing services* which includes payroll management, telecom tower operation and maintenance, support services, outsourcing of human resource. These wide range of offerings to various clients across industries gives us a competitive edge. As an add-on service to the clients, we provide requisite training to the employees being hired through us, this is in line with our focus on providing wide basket of services under one roof.

Further, our range of services is offered on PAN India basis which gives comfort to our clients for we being “a one-stop solution” to them offering them the required services. This enables us to retain our clients by maintaining good customer relationship. With experience in one segment we can leverage our experience in other domains which leads to operational efficiency.

Strong operational capability

Market presence is one of the deciding factors for success in our industry, where brand recognition is important to garner more reputed clients. Our presence for more than 7 years, and combined experience of more than 100 years of our management team has enabled us to create a brand image owing to which we have reputed clients in our basket.

However, the same is not achieved just by creating brand image but also because of our focus on providing quality service to the clients. We give importance to the client's requirement and understanding their needs, job requirement and accordingly we recruit employees with requisite knowledge and skills. Our domain knowledge and recruitment capability have helped us to better address the needs of our clients therefore maintaining client relationship. As we have been serving clients from various industries, we understand the human resource scenario across such industries and have developed an expertise in the segment.

The business we are involved into requires us to be compliant with various governmental rules and regulations and accordingly we have placed a dedicated compliance team in our organization which looks after such activities for large number of associate employees in our payroll serving. Out of total 160 direct employees for our corporate activities, 12 employees from Human Resource team are directly engaged in such activities. Our focus on compliance activities have been a competitive advantage for us owing to stringent regulatory requirements in India.

Experienced promoter and strong management team

Our Promoter, Devendra Arora has around 16 years of experience in Integrated Facility Management services and related businesses. In addition to it, we are a professionally managed Company with over 100 years of combined experience of the management team in their respective domain. Our management team have helped us to continue on the growth path with sound business decisions. With the right mix of directorship in our Board, our Company is well positioned for experienced inputs required for business growth. For further details on our Management, please refer chapter titled "*Our Management*" beginning Page 166 of this Draft Red Herring Prospectus.

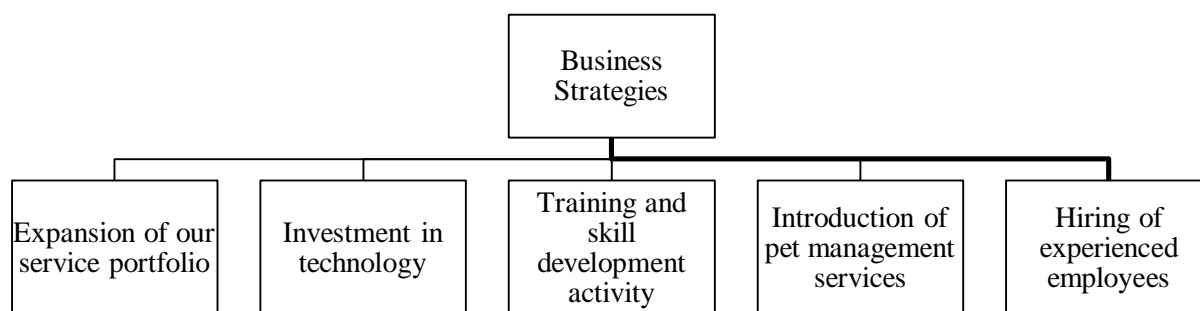
Diverse Client portfolio

Owing to presence of wide range of services in our basket, we are in a position to cater to diversified client base. We provide our services to various industry segments such as telecom, retail, government organization, hospitality, financial institutions, healthcare, Information technology, media, and real estate among others. Our ability to address the needs and requirement of our clients has been the reason for developing relationship with our clients and retaining them. Our presence in varied industry segment also ensures us to withstand uncertain industrial scenario by avoiding depending on any particular segment of industry. Owing to our expertise in managing the required employees, we are able to provide our services to varied industry given the knowledge and experience we possess.

Track record of Organic growth

Ours Company has a demonstrated operational and financial growth over the last 3 years, organically. On the financial front, our Total Revenue have grown from Rs. 10,663.38 Lakhs in FY 15-16 to Rs. 21,724.74 Lakhs in FY 17-18, whereas our Profit after Tax have grown from Rs. 32.53 Lakhs to Rs. 563.12 Lakhs in the same period. On the operational front, our number of associate employees have grown from 7,945 in FY 15-16 to 14,671 in FY 17-18. Further, for previous year ended we have served 123 clients from across 13 industries. Such operational and financial performance is the result of our domain knowledge and experience in the industry. Further, this business model requires less capital investment which has led us to keep a check on our overall fixed costs.

OUR BUSINESS STRATEGY:



Expansion of our service portfolio

With deep knowledge and experience in the industry, we are already offering various services across industries and job roles. However, this being a fragmented industry with large number of players specialising in different verticals of services, there lies an opportunity to expand our service portfolio which can be achieved both organically and inorganically. We continue our aim to provide increased service offerings to our clients which will help us retain them through better relationship and service and increase our client base.

With experienced and professional management team, we believe our Company will be in a comfortable position to take strategic decision of acquisition of small players as and when opportunity presents, thereby consolidating our range of services and our presence in different geographies. At present we are majorly present in certain regions of the country, however, going forward we intend to expand our offerings in different cities which will help us to generate more number of clients.

Investment in technology

We believe technology is becoming a critical aspect in enabling human resource activity. With host of features being offered by numerous software available in the market, we intend to invest in technology and we grow to offer more customised offerings to our clients. Such investment will not only lead to better service to our client but will also lead to cost and error minimization for our organisation by avoiding manual task thereby allowing us to utilise the available resource in more effective manner.

Training and skill development activity

Most important asset in our business is the human resource and employees we hire. The quality of resources we provide to our clients is an important parameter our clients use to judge performance among competitors. We intend to provide skilled employees to our clients and to achieve on that we believe continuous training and skill development of the employees is a necessary ongoing activity. Further, meeting the expectations of our employees is equally important for us which will help us to lower the attrition rate and retain more number of employees which will be useful for our business growth in future.

Leveraging our experience in placement of employees both skilled and unskilled, we have recently commissioned 2 Training centres under the 'Deen Dayal Upadhyaya Grameen Kaushalya Yojana' (DDUGKY) scheme under the Ministry of Rural Development in the state of Madhya Pradesh. Currently in F.Y. 2018-19, we have received an order vide Order No. 1307/MP-DAYSRLM/Skill/36/2018 of Rs. 1,120.41 Lakhs to train 1,900 candidates over a period of 36 months covering 6 districts, namely, Dhar, Indore, Khargone, Khandwa, Brawani and Harda for 3 different courses. For providing training, we have already received certificate from DWSSC as their Training Partner. The schemes requires us to place the employees after the completion of the course which we intend to achieve through industry experience.

Our Company have also received an instalment of the order amount for the said project under DDUGKY scheme, the detail of the same is as hereunder:

Amount in Rs. Lakhs

| Amount Received from | FY 2018-19 | FY 2017-18 |
|------------------------------|---------------|------------|
| Government of Madhya Pradesh | 164.70 | - |
| Total | 164.70 | - |

Owing to our in-house training facility, we are able to maintain a database of skilled employees thereby offering our clients quality services with lesser amount of time.

Introduction of pet management services

With a view of providing an add-on service to our security management offering, we intend to commence *pet management service*, particularly to dogs in our Company. Under this segment, we will be providing plethora of pet care and management services revolving around dogs which includes training, cleaning, maintenance, food and accessories retailing, hostel, games, clinics, medicines and the likes. Our Company intends to cater to the demography which owns dogs including individual households, police and military. We will be charging fees depending on services being used and also daily charges for hostel facilities. Our existing facility management service can be leveraged to better deploy such trained dogs to the required clients as an additional security feature. Providing such add-on feature would aid us generating more revenue from the same client. Our promoter, Mr. Devendra Arora is at present engaged in this business through his group company, Dogsvilla Pet Services Private Limited where he holds 75% of the shareholding.

Hiring of experienced employees

Hiring of employee is the key element of staffing and outsourcing business. Timely execution of client's agreement is an important factor of determining level of quality service we provide. To strive on that, we need to hire employee at the right time and at the right cost. As on 31st March, 2018 we have 14,671 Associate employees on our payroll. With growing business, we understand there is a need to notch up our hiring activity with strong Human Resource team which will look after hiring resource management. For that, we have our job portal (www.wcspl.org) through which prospective employees can apply to various job vacancies available. Further, we continue to attract talents locally through our presence and network.

SWOT ANALYSIS:

Strengths

- **Experienced Management** – Our Company has an experienced promoter for around 16 years in the industry assisted by an experienced and professional management team which leads the operational decisions for the Company.
- **Wide range of services offerings** – We provide wide basket of facility management and outsourcing services to our clients spread across various industries. This leads to better client relationship and accordingly retaining our clients for longer period.
- **Workforce** - Availability of an adaptable and experienced workforce drawn from a wide variety of backgrounds.
- **Strong financial performance** – Our Company have witnessed a CAGR growth of 42.7% in Revenue from FY 2015-16 to FY 2018-18 while PAT has grown at a CAGR of 316.4% in the same period.

Weaknesses

- **Manual management of payroll services** – Our Company at present manages the payroll of its staff manually without using any payroll management software. Clients prefer outsourcing companies which has an online management system reducing the chances of errors and frauds.
- **Facility Management seen by the clients as an overhead cost** – It being an add-on services to the clients, many organizations consider this as an overhead operational cost leading to lower acceptability by certain clients.
- **None of the properties are owned** – Our Company do not have any owned properties under its Assets. All of its properties including offices, training institutes, guest houses are used on rental basis.

Opportunities

- **Growing outsourcing activity and job demand**– As the organised companies are moving towards temporary staffing of employees, this along with growing working population, demand for jobs in India has been growing.
- **Consolidation among the players** – Mergers & Acquisitions is a common phenomenon in the staffing industry whereby a company can grow inorganically. This leads to expansion of geographic presence as well as services being offered.

Threats

- **Competition from established players** – There are few established players in the organised sector which are larger in size and experience in staffing and outsourcing business. Their market reach and network are stronger than our Company which may pose as a potential threat to our business.
- **Inability to hire suitable employees**– Our success depends on our ability to provide quality employees meeting the business requirement of our clients on timely basis. Inability to address the same could hamper our business operations.

SUMMARY OF FINANCIAL STATEMENTS

STATEMENT OF ASSETS AND LIABILITIES AS RESTATED ANNEXURE-I

(Amount in Lakhs)

| Particulars | As at March 31, 2018 | As at March 31, 2017 | As at March 31, 2016 | As at March 31, 2015 | As at March 31, 2014 |
|------------------------------------|----------------------------|----------------------------|----------------------------|----------------------------|----------------------------|
| I. EQUITY AND LIABILITIES | | | | | |
| 1. Shareholders' funds | | | | | |
| (a) Share capital | 66.00 | 66.00 | 66.00 | 46.00 | 46.00 |
| (b) Reserves and surplus | 780.78 | 217.66 | 117.70 | 29.17 | 9.20 |
| Sub-Total | 846.78 | 283.66 | 183.70 | 75.17 | 55.20 |
| 2. Non-current liabilities | | | | | |
| (a) Long-term borrowings | 1220.25 | 1029.81 | 1120.79 | 1280.16 | 750.18 |
| (b) Deferred tax liabilities (Net) | 5.12 | 2.90 | 1.27 | 0.34 | 0.20 |
| (C) Long-term Provisions | 5.24 | 2.75 | 1.52 | 0.91 | 0.26 |
| (c) Other Non-Current Liabilities | - | - | - | - | - |
| Sub-Total | 1230.62 | 1035.46 | 1123.59 | 1281.41 | 750.63 |
| 3. Current liabilities | | | | | |
| (a) Short-term borrowings | - | 140.92 | 229.35 | 156.35 | 222.23 |
| (b) Trade payables | 224.28 | 13.16 | 10.52 | 7.56 | 25.29 |
| (c) Other current liabilities | 3153.80 | 2268.42 | 1264.26 | 459.71 | 112.32 |
| (d) Short-term provisions | 527.14 | 210.27 | 182.16 | 427.84 | 229.62 |
| Sub-Total | 3905.23 | 2632.77 | 1686.29 | 1051.46 | 589.46 |
| TOTAL | 5982.62 | 3951.89 | 2993.58 | 2408.04 | 1395.28 |
| | | | | | |
| II. ASSETS | | | | | |
| 1. Non-current assets | | | | | |
| (a) Fixed assets | | | | | |
| (i) Tangible Assets | 172.87 | 127.38 | 107.21 | 35.00 | 19.26 |
| Less:- Accumulated Depreciation | 48.87 | 30.76 | 17.58 | 10.56 | 5.61 |
| (ii) Intangible Assets | 9.08 | 3.08 | 0.58 | 0.58 | 0.51 |
| Less:- Accumulated Depreciation | 1.06 | 0.49 | 0.56 | 0.32 | 0.20 |
| (iii) Capital Work In Progress | | | | | |
| Net Block | 132.02 | 99.22 | 89.66 | 24.71 | 13.96 |
| (b) Non-current investments | - | - | - | - | - |
| (c) Deferred tax assets (net) | - | - | - | - | - |
| (d) Long -term loans & Advances | 13.62 | 20.34 | 10.57 | 9.68 | 0.15 |
| Sub-Total | 145.64 | 119.56 | 100.23 | 34.39 | 14.11 |
| 2. Current assets | | | | | |
| (a) Current investments | - | - | - | - | - |
| (b) Inventories | - | - | - | - | - |
| (c) Trade receivables | 5029.34 | 3031.45 | 2477.44 | 1669.16 | 1231.95 |
| (d) Cash and cash equivalents | 323.29 | 468.32 | 150.71 | 107.83 | 15.56 |
| (e) Short-term loans and advances | 475.50 | 331.01 | 264.99 | 596.66 | 133.59 |
| (f) Other current assets | 8.86 | 1.55 | 0.22 | - | 0.07 |
| Sub-Total | 5836.98 | 3832.33 | 2893.35 | 2373.65 | 1381.18 |
| TOTAL | 5982.62 | 3951.89 | 2993.58 | 2408.04 | 1395.28 |

STATEMENT OF PROFIT AND LOSS AS RESTATED
ANNEXURE-II

(Amount in Lakhs)

| Particulars | For the period ended March 31, 2018 | For the Period ended March 31, 2017 | For the Period ended March 31, 2016 | For the Period ended March 31, 2015 | For the year ended March 31, 2014 |
|--|-------------------------------------|-------------------------------------|-------------------------------------|-------------------------------------|-----------------------------------|
| I. Revenue from operations | 21694.60 | 13982.45 | 10621.37 | 6972.15 | 2308.16 |
| II. Other income | 30.14 | 8.89 | 42.01 | 23.69 | 0.02 |
| III. Total Revenue (I + II) | 21724.74 | 13991.35 | 10663.38 | 6995.84 | 2308.18 |
| IV. Expenses: | | | | | |
| Cost of materials consumed | - | - | - | - | - |
| Purchases of Stock-in-Trade | - | - | - | - | - |
| Changes in inventories of finished goods work-in-progress and Stock-in-Trade | - | - | - | - | - |
| Employee benefits expense | 16818.12 | 11459.18 | 8597.20 | 5563.97 | 1679.22 |
| Finance costs | 255.23 | 172.63 | 278.41 | 169.18 | 29.17 |
| Depreciation and amortization expense | 18.69 | 13.11 | 7.25 | 5.08 | 3.36 |
| Other expenses | 3878.19 | 2244.85 | 1733.15 | 1228.20 | 584.32 |
| Total expenses | 20970.23 | 13889.77 | 10616.02 | 6966.43 | 2296.06 |
| V. Profit before exceptional and extraordinary items and tax (III-IV) | 754.51 | 101.58 | 47.36 | 29.41 | 12.12 |
| VI. Exceptional items | - | - | - | - | - |
| VII. Profit before extraordinary items and tax (V - VI) | 754.51 | 101.58 | 47.36 | 29.41 | 12.12 |
| VIII. Extraordinary Items- | - | - | - | - | - |
| IX. Profit before tax (VII- VIII) | 754.51 | 101.58 | 47.36 | 29.41 | 12.12 |
| X. Tax expense: | | | | | |
| (1) Current tax | 189.17 | 20.71 | 13.89 | 9.30 | 3.88 |
| (2) Deferred tax | 2.22 | 1.62 | 0.94 | 0.14 | (0.07) |
| (3) MAT credit entitlement | - | (20.71) | - | - | - |
| | | | | | |
| XI. Profit (Loss) for the period from continuing operations (VII-VIII) | 563.12 | 99.96 | 32.53 | 19.97 | 8.32 |
| XII. Profit/(loss) from discontinuing operations | - | - | - | - | - |
| XIII. Tax expense of discontinuing operations | - | - | - | -- | - |
| XIV. Profit/(loss) from Discontinuing operations (after tax) (XII-XIII) | - | - | -- | - | - |
| XV. Profit (Loss) for the period (XI + XIV) | 563.12 | 99.96 | 32.53 | 19.97 | 8.32 |
| XVI. Earnings per equity share: | | | | | |
| Basic & Diluted EPS | 85.32 | 15.14 | 7.04 | 4.34 | 1.82 |
| Adjusted EPS | 7.76 | 1.38 | 0.46 | 0.28 | 0.12 |

STATEMENT OF CASH FLOW AS RESTATED

ANNEXURE-III

(Amount in Lakhs)

| Particulars | For the period ended March 31, 2018 | For the year ended March 31, 2017 | For the year ended March 31, 2016 | For the year ended March 31, 2015 | For the year ended March 31, 2014 |
|---|---|--|--|--|--|
| Cash Flow From Operating Activities | | | | | |
| Restated Net profit Before Tax and Extraordinary Items | 754.51 | 101.58 | 47.36 | 29.41 | 12.12 |
| Adjustments For: | | | | | |
| Depreciation | 18.69 | 13.11 | 7.25 | 5.08 | 3.36 |
| Interest and other Income | (30.14) | (8.89) | (42.01) | (23.69) | (0.02) |
| Interest and Finance Charges | 255.23 | 172.63 | 278.41 | 169.18 | 29.17 |
| Operating Profit before working capital changes | 998.29 | 278.42 | 291.02 | 179.98 | 44.62 |
| Adjustment For: | | | | | |
| Decrease/(Increase) in Inventories | - | - | - | - | - |
| Decrease/(Increase) in Trade receivables | (1997.89) | (554.01) | (808.27) | (437.21) | (1052.93) |
| Decrease/(Increase) in Short-term loans and advances | (144.48) | (66.02) | 331.67 | (463.06) | (114.00) |
| Decrease/Increase in Other Current Assets | (7.31) | (1.33) | (0.22) | 0.07 | (0.07) |
| (Decrease)/Increase in Trade Payables | 211.12 | 2.65 | 2.96 | (17.73) | 2.77 |
| (Decrease)/Increase in Other Current Liabilities | 885.39 | 1004.15 | 804.55 | 347.39 | 97.74 |
| (Decrease)/Increase in Short Term Provisions | 144.90 | 55.82 | (243.34) | 198.69 | 225.51 |
| (Decrease)/Increase in Long Term Provisions | 2.49 | 1.23 | 0.62 | 0.65 | 0.18 |
| Cash Generated from Operations | 92.50 | 720.91 | 378.98 | (191.23) | (796.18) |
| Taxes Paid | (17.20) | (27.71) | (16.23) | (9.77) | (1.43) |
| Net Cash From /(Used In) Operating Activities (A) | 75.30 | 693.20 | 362.75 | (201.00) | (797.61) |
| Cash Flow From Investing Activities | | | | | |
| Purchase of Fixed Assets | (116.08) | (22.67) | (72.20) | (15.83) | (11.11) |
| Sale of Fixed Assets | 64.59 | - | - | - | - |
| Interest & Other Income | 30.14 | 8.89 | 42.01 | 23.69 | 0.02 |
| (Decrease)/Increase in Long term Loans and Advances | 6.72 | (9.77) | (0.89) | (9.53) | (0.15) |
| Net Cash From /(Used In) Investing Activities (B) | (14.63) | (23.55) | (31.08) | (1.67) | (11.24) |

| Particulars | For the period ended March 31, 2018 | For the year ended March 31, 2017 | For the year ended March 31, 2016 | For the year ended March 31, 2015 | For the year ended March 31, 2014 |
|---|-------------------------------------|-----------------------------------|-----------------------------------|-----------------------------------|-----------------------------------|
| Cash Flow From Financing Activities | | | | | |
| Proceeds from Issue of Shares | - | - | 20.00 | - | 45.00 |
| Proceeds / (Repayments) of Share Application Money | - | - | - | - | (45.00) |
| Security Premium | - | - | 56.00 | - | - |
| Increase / (Decrease) in Secured Loans | 246.75 | 119.10 | (164.87) | 961.61 | 4.99 |
| (Decrease)/Increase in Unsecured Loans | (56.30) | (210.09) | 5.50 | (431.62) | 588.46 |
| Interest Paid | (255.23) | (172.63) | (278.41) | (169.18) | (29.17) |
| (Decrease)/Increase in Short Term Borrowing | (140.92) | (88.43) | 72.99 | (65.87) | 222.23 |
| Net Cash From Financing Activities (c) | (205.71) | (352.04) | (288.79) | 294.93 | 786.51 |
| Net Increase / (Decrease) in Cash (A)+(B)+(C) | (145.03) | 317.61 | 42.88 | 92.27 | (22.34) |
| Cash and Cash equivalents at the beginning of the year | 468.32 | 150.71 | 107.83 | 15.56 | 37.90 |
| Cash and Cash equivalents at the end of the year | 323.29 | 468.32 | 150.71 | 107.83 | 15.56 |

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

THE ISSUE

The following table summarizes the Issuer details:

| Particulars | Details of Equity Shares |
|--|--|
| Public Issue of Equity Shares by Our Company | Upto 31,12,000 Equity Shares of face value of Rs. 10/- each fully paid up of the Company for cash at a price of Rs. [●]/- per Equity share aggregating to Rs. [●] Lakhs |
| Of Which: | |
| Market Maker Reservation Portion | Upto [●] Equity Shares of face value of Rs. 10/- each fully paid up of the Company for cash at a price of Rs. [●]/- per Equity share aggregating to Rs. [●] Lakhs |
| Net Issue to Public | Upto [●] Equity Shares of face value of Rs. 10/- each fully paid of the Company for cash at a price of Rs. [●]/- per share aggregating Rs. [●] Lakhs |
| Of which | |
| QIB Portion | Upto [●] Equity shares shall be available for allocation of face value of Rs. 10 each fully paid of the Company at a cash price of Rs. [●]/- per Equity Share Aggregating Rs. [●] Lakhs for cash. |
| Of which | |
| Available for allocation to Mutual Funds ([●]% of the QIB portion) | [●] Equity Shares |
| Balance of all QIBs including Mutual Funds | [●] Equity Shares |
| Retail Portion | Upto [●] Equity Shares of face value of Rs. 10/- each fully paid of the Company at a cash price of Rs. [●]/- per Equity share aggregating Rs. [●] Lakhs will be available for allocation to Investors up to Rs. 2.00 Lakhs |
| Non-Institutional Portion | Upto [●] Equity Shares of face value of Rs. 10/- each fully paid of the Company for cash at price of [●]/- per Equity Share aggregating Rs. [●] lakhs will be available for allocation to investors above Rs. 2.00 Lakhs |
| Pre and Post Issue Equity Shares | |
| Equity Shares outstanding prior to the Issue | 72,60,000 Equity Shares of face value of Rs.10 each |
| Equity Shares outstanding after the Issue | [●] Equity Shares of face value of Rs.10 each |
| Use of proceeds of this Issue | For further details please refer chapter titled “ <i>Objects of the Issue</i> ” beginning on page 84 of this Draft Red Herring Prospectus for information on use of Issue Proceeds. |

Notes:-

The Issue has been authorized by the Board of Directors of the Company *vide* a resolution passed at its meeting held on June 23, 2018 and by the shareholders of our Company *vide* a special resolution passed pursuant to section 62(1)(c) of the Companies Act, 2013 at the Extra Ordinary General Meeting held on June 25, 2018.

Our Company is considering a Pre-IPO placement of up to 3,60,000 Equity Shares and/or aggregating up to Rs.288.00 Lakhs with certain investors ("Pre-IPO Placement"). The Pre-IPO Placement is at the discretion of our Company and at a price to be decided by our Company. Our Company will complete the issuance and allotment of Equity Shares, if any, prior to the filing of the red herring prospectus with the RoC. If the Pre-IPO Placement is completed, then the number of Equity Shares issued pursuant to the Pre-IPO Placement will be reduced from the Fresh Issue, subject to a minimum issue size of 25% of the post issue paid up equity share capital being issued

to the public. The Equity Shares allotted under the Pre-IPO Placement, if completed, shall be subject to a lock-in period of one(1) year from the date of Allotment pursuant to the Issue.

The Issue is being made in terms of Chapter XB of the SEBI (ICDR) Regulations, 2009, as amended from time to time. The present Issue is being made by our Company in terms of Regulation 106M (2) of SEBI ICDR Regulations read with Rule 19(2)(b)(i) of SCRR wherein not less than 25% of the post-Issue paid-up equity share capital of our Company are being issued to the public for subscription.

- 1) *In the event of over-subscription, Allotment shall be made on a proportionate basis, subject to valid Bids received at or above the Issue Price;*
- 2) *Subject to valid Bids being received at or above the Issue Price, under-subscription, if any, in the Non-Institutional Portion and Retail Portion would be allowed to be met with spill-over from other categories or a combination of categories at the discretion of our Company, in consultation with the BRLM and the Designated Stock Exchange. However, under-subscription, if any, in the QIB Portion will not be allowed to be met with spill-over from other categories or a combination of categories.*
- 3) *Such number of Equity Shares representing [●] % of the Net QIB Portion shall be available for allocation on a proportionate basis to Mutual Funds only. The remainder of the Net QIB Portion shall be available for allocation on a proportionate basis to QIBs, subject to valid Bids being received from them at or above the Issue Price. In the event that the demand from Mutual Funds is greater than [●] Equity Shares, allocation shall be made to Mutual Funds proportionately, to the extent of the Mutual Fund Portion. The remaining demand by the Mutual Funds shall, as part of the aggregate demand by QIBs, be available for allocation proportionately out of the remainder of the Net QIB Portion, after excluding the allocation in the Mutual Fund Portion. However, in the event of under-subscription in the Mutual Fund Portion, the balance Equity Shares in the Mutual Fund Portion will be added to the Net QIB Portion and allocated to QIBs (including Mutual Funds) on a proportionate basis, subject to valid Bids at or above Issue Price.*

For further details please refer to section titled 'Issue Information' beginning on page 238 of this Draft Red Herring Prospectus

GENERAL INFORMATION

Our Company was originally incorporated as formed as a Private Limited Company in the name and style of ‘World Class Services Private Limited’ in Mumbai and received a Certificate of Incorporation issued by Registrar of Companies, Maharashtra, Mumbai on September 26, 2011 bearing Corporate Identification Number U74999MH2011PTC222374. Consequently, it was converted into a public limited company pursuant to shareholders resolution passed at Extra-ordinary General Meeting of our Company held on May 28, 2018 and the name of our Company was changed to ‘World Class Services Limited and a fresh certificate of incorporation consequent upon Conversion of Private Company to Public Limited dated June 6, 2018 was issued by Registrar of Companies, Maharashtra, Mumbai The Corporate Identification Number of our Company is U74999MH2011PLC222374

For details of Business, Incorporation and other details of our Company, please refer to chapter titled “*Our Business*”, “*Our History and Certain Other Corporate Matters*” beginning on page 131 and 160 of this Draft Red Herring Prospectus.

REGISTERED OFFICE OF OUR COMPANY

World Class Services Limited

Regus Times Square,
Unit 1, Level 2, B Wing,
Andheri Kurla Road,
Andheri (E) Mumbai – 400059
Maharashtra, India

Contact No: +91-7869956582

Fax: Not available

Email: ipo@wcspl.org

Website: www.wcspl.org

Corporate Identification Number: U74999MH2011PLC222374

REGISTRAR OF COMPANIES

Registrar of Companies, Mumbai

100, Everest,
Marine Drive
Mumbai- 400002.

DESIGNATED STOCK EXCHANGE

National Stock Exchange of India Limited

Exchange Plaza, Plot no. C/1, G Block,
Bandra - Kurla Complex, Bandra (E),
Mumbai - 400 051
Maharashtra, India

BOARD OF DIRECTORS OF OUR COMPANY

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

| Sr. No. | Name | Age (In Years) | DIN | Address | Designation |
|---------|----------------|----------------|----------|--|-------------------|
| 1. | Devendra Arora | 39 | 03622571 | 1007 Khatiwala Tank Indore Madhya Pradesh India – 452001 | Managing Director |
| 2. | Ravi Arora | 34 | 06516868 | 1007, Khatiwala Tank, Indore Madhya Pradesh India – 452001 | Director |
| 3. | Navin Kasera | 35 | 06851555 | 188, Bijali Nagar, Goyal Nagar, Indore, India – 452016 | Director |
| 4. | Suman Manon | 47 | 08154301 | H.No.8, 3rd Floor, Pocket 3, Delhi Public School, Sector 24, Rohini Sector-24, North West Delhi, India – 110085 | Director |

| Sr. No. | Name | Age (In Years) | DIN | Address | Designation |
|---------|---------------------|----------------|----------|--|----------------------|
| 5. | Manoj Singh Chauhan | 46 | 02563644 | 48, Vinay Nagar No. 1, Jail Road, Lashkar Gwalior, Grid, Gwalior, S.P. Ashram, Gwalior-474012, Madhya Pradesh, India | Independent Director |
| 6. | Atul Uprit | 52 | 07267690 | House No. 1591, Sudama Nagar, D Sector Indore – 452009, India | Independent Director |
| 7. | Ramesh Garg | 70 | 08163260 | 71, Greta Tirupati Colony Indore – 452001, India | Independent Director |

For further details of our Directors, please refer to the chapter titled “*Our Management*” beginning on page 166 of this Draft Red Herring Prospectus.

CHIEF FINANCIAL OFFICER

Harish Maheshwari

380-Goyal Nagar, Service Road,
Near Bank of Baroda,
Bangali Square, Indore,
Madhya Pradesh, India, 452016

Tel: 0731-4268167

Fax: Not available

Email: cfo@wcspl.org

Website: www.wcspl.com

COMPANY SECRETARY & COMPLIANCE OFFICER

Sumeet Bansal

380-Goyal Nagar, Service Road,
Near Bank of Baroda,
Bangali Square, Indore,
Madhya Pradesh, India, 452016

Tel: 0731-4268167

Fax: Not available

Email: cs@wcspl.org

Website: www.wcspl.com

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

All grievances relating to the ASBA process may be addressed to the Registrar to the Issue with a copy to the relevant Designated Intermediary with whom the ASBA Form was submitted. The Bidder should give full details such as name of the sole or first Bidder, ASBA Form number, Bidder DP ID, Client ID, PAN, date of the ASBA Form, address of the Bidder, number of Equity Shares applied for and the name and address of the Designated Intermediary where the ASBA Form was submitted by the ASBA Bidder.

Further, the investor shall also enclose the Acknowledgment Slip from the Designated Intermediaries in addition to the documents/information mentioned hereinabove.

STATUTORY AUDITOR

Jain Doshi & Co.

M-26, Trade Center,
18/1, South Tukoganj,
Indore, Madhya Pradesh,

Tel: 0731-4224498

Fax: Not available

Email: rknjain2013@gmail.com

Website: Not available

Contact Person: Ramesh Kumar Jain

Firm Registration: 007365C
Membership No: 075938

PEER REVIEWED AUDITOR

M.S. Dahiya & Co.
101-A, "Press House" 22- Press Complex,
A. B. Road, Indore,
Madhya Pradesh- 452008
Tel: +91-9425062524
Fax: Not available
Email: harshfiroda@gmail.com
Website: Not available
Contact Person: Harsh Firoda
Firm Registration: 013855C
Membership No: 409391

M/s. M S Dahiya & Co. holds a peer reviewed certificate dated May 18, 2017 issued by the Institute of Chartered Accountants of India

BOOK RUNNING LEAD MANAGER

Pantomath Capital Advisors Private Limited
406-408, Keshava Premises
Bandra Kurla Complex, Bandra (East)
Mumbai 400 051
Tel: +91 22 61946700
Fax: + 91 22 26598690
Email: ipo@pantomathgroup.com
Website: www.pantomathgroup.com
Contact Person: Hardik Bhuta
SEBI Registration No: INM000012110

REGISTRAR TO THE ISSUE

Link Intime India Private Limited
C-101, 1st Floor, 247 Park,
Lal Bahadur Shastri Marg, Vikhroli (West),
Mumbai 400083
Tel: +91 22 49186200
Fax: +91 22 49186195
Email: worldclass.ipo@linkintime.co.in
Website: www.linkintime.co.in
Contact Person: Shanti Gopalkrishnan
SEBI Registration No: INR000004058
CIN: U67190MH1999PTC118368

LEGAL ADVISOR TO THE ISSUE

M V Kini
Kini House,
1st Floor, 261/263,
Near City Bank, D.N. Road,
Fort, Mumbai - 400001,
Maharashtra, India
Tel: 022-2261 2527/ 28/ 29
Fax: 022-2261 2530
E-mail: vidhisha@mvkini.com
Contact Person: Vidisha Krishna
Website: www.mvkini.com

BANKER TO THE COMPANY

HDFC Bank Limited

Paliskar Square, Indore,
Madhya Pradesh- 452004

Tel: 0731-6160616

Fax: Not Available

E-mail: gaurav.asthana@hdfcbank.com

Contact Person: Gaurav Asthana

Website: www.hdfcbank.com

PUBLIC ISSUE BANK/ BANKERS TO THE ISSUE AND REFUND BANKER

HDFC Bank Limited

FIG-OPS Department- Lodha,
I Think Techno Campus O-3 Level,
Next to Kanjurmarg Railway Station,
Kanjurmarg (East)
Mumbai- 400042

Tel: 022- 30752927/28/2914

Fax: 022-25799801

E-mail: Vincent.Dsouza@hdfcbank.com,
Siddharth.Jadhav@hdfcbank.com
Prasanna.Uchil@hdfcbank.com
Neerav.Desai@hdfcbank.com

Contact Person: Vincent Dsouza, Siddharth Jadhav, Prasanna Uchil, Neerav Desai

Website: www.hdfcbank.com

SEBI Registration Number: INBI00000063

SYNDICATE MEMBER

Pantomath Stock Brokers Private Limited

108, Madhava Premises, Behind Family Court,
Bandra Kurla Complex, Bandra (East), Mumbai 400 051,
Maharashtra, India

Tel: +91 22 42577000

Fax: +91 22 2659 8690

Email: broking@pantomathgroup.com

Contact Person: Mahavir Toshniwal

SEBI Registration Number: INZ000068338

DESIGNATED INTERMEDIARIES

Self-Certified Syndicate Banks

The list of 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> or such other websites as updated from time to time. For details of the Designated Branches which shall collect Bid cum Application Forms from the ASBA Bidders and Designated Intermediaries, please refer to the above-mentioned link.

Registered Brokers

Bidders can submit Bid cum Application Forms in the Issue using the stock brokers network of the Stock Exchanges, i.e., through the Registered Brokers at the Broker Centres. The list of the Registered Brokers, including details such as postal address, telephone number and e-mail address, is provided on the websites of the stock exchange, as updated from time to time. In relation to ASBA Bids submitted to the Registered Brokers at the Broker Centres, the list of branches of the SCSBs at the Broker Centres named by the respective SCSBs to receive deposits of the Bid cum Application Forms from the Registered Brokers will be available on the website of the SEBI (www.sebi.gov.in) and updated from time to time.

Registrar to Issue

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

Collecting Depository Participants

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

CREDIT RATING

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

IPO GRADING

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

APPRAISAL AND MONITORING AGENCY

As per regulation 16(1) of the SEBI ICDR Regulations, the requirement of Monitoring Agency is not mandatory if the Issue size is below Rs. 10,000 Lakhs. Since the Issue size is only of Rs. [●] lakhs, our Company has not appointed any monitoring agency for this Issue. However, as per Section 177 of the Companies Act, 2013, the Audit Committee of our Company, would be monitoring the utilization of the proceeds of the Issue.

INTER-SE ALLOCATION OF RESPONSIBILITIES

Since Pantomath Capital Advisors Private Limited is the sole Book running lead manager to this Issue, a statement of inter se allocation of responsibilities among Book Running Lead Managers is not applicable.

EXPERT OPINION

M.S. Dahiya & Co. Chartered Accountant, have provided their written consent for the inclusion of the report on the restated financial statements in the form and context in which it will appear in the Draft Red Herring Prospectus, Red Herring Prospects and Prospectus and the statement of tax benefits included on page 109, and to be named as an expert in relation hereto, and such consent has not been withdrawn at the time of delivery of Prospectus to Stock Exchange. Except the report of the Peer Reviewed Auditor our Company has not obtained any other expert opinion.

DEBENTURE TRUSTEE

Since this is not a debenture issue, appointment of debenture trustee is not required.

BOOK BUILDING PROCESS

Book building, with reference to the Issue, refers to the process of collection of Bids on the basis of the Red Herring Prospectus within the Price Band. The Price Band shall be determined by our Company in consultation with the BRLM in accordance with the Book Building Process, and advertised in all editions of a widely circulated English Newspaper, all editions of a widely circulated Hindi Newspaper and a widely circulated Marathi Newspaper, Marathi being the regional language of Maharashtra, where our registered office is situated at least five working days prior to the Bid/ Issue Opening date, after the Bid/Issue Closing Date. The Issue Price shall be determined by our Company, in consultation with the BRLM in accordance with the Book Building Process. Principal parties involved in the Book Building Process are:

- Our Company;
- The Book Running Lead Manager in this case being Pantomath Capital Advisors Private Limited, the Syndicate Member(s) who are intermediaries registered with SEBI/ registered as brokers with National Stock Exchange of India Limited and eligible to act as Underwriters. The Syndicate Member(s) will be appointed by the BRLM;
- The Registrar to the Issue and;
- The Designated Intermediaries

The SEBI ICDR Regulations have permitted the Issue of securities to the public through the Book Building Process, wherein 50 % of the Net Issue shall be available for allocation on a proportionate basis to QIBs. Further, 5% of the QIB Portion shall be available for allocation on a proportionate basis to Mutual Funds only, and the remainder of the QIB Portion shall be available for allocation on a proportionate basis to all QIB Bidders, including Mutual Funds, subject to valid Bids being received at or above the Issue Price. In the event the aggregate demand from Mutual Funds is less than as specified above, the balance Equity Shares available for Allotment in the Mutual Fund Portion will be added to the QIB Portion and allocated proportionately to the QIB Bidders in proportion to their Bids. Further not less than 15% of the Net Issue shall be available for allocation on a proportionate basis to Non Institutional Bidders and not less than 35% of the Net Issue shall be available for allocation on a proportionate basis to Retail Individual Bidders, subject to valid Bids being received at or above the Issue Price.

Subject to valid Bids being received at or above the Issue Price, under-subscription, if any, in the Non- Institutional Portion and Retail Portion would be allowed to be met with spill-over from other categories or a combination of categories at the discretion of our Company, in consultation with the BRLM and the Designated Stock Exchange. However, under-subscription, if any, in the QIB Portion will not be allowed to be met with spill over from other categories or a combination of categories.

All Bidders can participate in the Issue only through the ASBA process. Anchor Investors are not permitted to participate through the ASBA process. In accordance with the SEBI 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 Bidders can revise or withdraw their Bids prior to the Bid/Issue Closing Date. Further, Anchor Investors cannot withdraw their Bids after the Anchor Investor Bid/Issue Period. Except Allocation to Retail Individual Investors and the Anchor Investors, Allocation in the Issue will be on a proportionate basis. We will comply with the SEBI ICDR Regulations and any other ancillary directions issued by SEBI for this Issue. In this regard, we have appointed Pantomath Capital Advisors Private Limited as the Book Running Lead Manager, respectively to manage the Issue and procure subscriptions to the Issue.

The process of Book Building under the SEBI ICDR Regulations is subject to change from time to time and the investors are advised to make their own judgment about investment through this process prior to making a Bid or application in the Issue.

For further details on the method and procedure for Bidding, please see section entitled “*Issue Procedure*” on page 250 of this Draft Red Herring Prospectus.

Illustration of Book Building and Price Discovery Process (Investors should note that this example is solely for illustrative purposes and is not specific to the Issue) Bidders can bid at any price within the price band. For instance, assume a price band of Rs.20.00 to Rs.24.00 per equity share, issue size of 3,000 equity shares and receipt of five bids from bidders, details of which are shown in the table below. A graphical representation of the consolidated demand and price would be made available at the bidding centers during the bidding period. The illustrative book 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 Price (Rs.) | Cumulative Bid 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 shares is the price at which the book cuts off, i.e., Rs. 22.00 in the above example. The issuer, in consultation with the Book Running Lead Manager will finalize the issue price at or below such cut-off price, i.e., at or below Rs.22.00. All bids at or above this issue price and cut-off bids are valid bids and are considered for allocation in the respective categories.

Steps to be taken by the Bidders for Bidding:

1. Check eligibility for making a Bid (see section titled “*Issue Procedure*” on page 250. of this Draft Red Herring Prospectus);
2. Ensure that you have a demat account and the demat account details are correctly mentioned in the Bid cum Application Form;
3. Ensure correctness of your PAN, DP ID and Client ID mentioned in the Bid cum Application Form. Based on these parameters, the Registrar to the Issue will obtain the Demographic Details of the Bidders from the Depositories.
4. Except for Bids on behalf of the Central or State Government officials, residents of Sikkim and the officials appointed by the courts, who may be exempt from specifying their PAN for transacting in the securities market, for Bids of all values ensure that you have mentioned your PAN allotted under the Income Tax Act in the Bid cum Application Form. The exemption for Central or State Governments and officials appointed by the courts and for investors residing in Sikkim is subject to the Depository Participant’s verification of the veracity of such claims of the investors by collecting sufficient documentary evidence in support of their claims
5. Ensure that the Bid cum Application Form is duly completed as per instructions given in this Draft Red Herring Prospectus and in the Bid cum Application Form;

BID / ISSUE PROGRAMME

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

| Event | Indicative Date |
|---|-----------------|
| Bid/Issue Opening Date | [●] |
| Bid/Issue Closing Date | [●] |
| Finalization of Basis of Allotment with the Designated Stock Exchange | [●] |
| Initiation of Refunds | [●] |
| Credit of Equity Shares to Demat Accounts of Allottees | [●] |
| Commencement of trading of the Equity Shares on the Stock Exchange | [●] |

The above timetable is indicative and does not constitute any obligation on our Company or the Book Running Lead Manager. Whilst our Company shall ensure that all steps for the completion of the necessary formalities for the listing and the commencement of trading of the Equity Shares on the Stock Exchange are taken within 6 Working Days of the Issue Closing Date, the timetable may change due to various factors, such as extension of

the Issue Period by our Company, or any delays in receiving the final listing and trading approval from the Stock Exchange. The Commencement of trading of the Equity Shares will be entirely at the discretion of the Stock Exchange and in accordance with the applicable laws.

Bids and any revision to the same shall be accepted only between 10.00 a.m. and 5.00 p.m. (IST) during the Issue Period. On the Issue Closing Date, the Bids and any revision to the same shall be accepted between 10.00 a.m. and 5.00 p.m. (IST) or such extended time as permitted by the Stock Exchanges, in case of Bids by Retail Individual Bidders after taking into account the total number of bids received up to the closure of timings and reported by the Book Running Lead Manager to the Stock Exchanges. It is clarified that Bids not uploaded on the electronic system would be rejected. Bids will be accepted only on Working Days. Neither our Company nor the Book Running Lead Manager is liable for any failure in uploading the Bids due to faults in any software/hardware system or otherwise.

Due to limitation of time available for uploading the Bids on the Bid/Issue Closing Date, the Bidders are advised to submit their Bids one day prior to the Bid/Issue Closing Date and, in any case, no later than 3.00 p.m. (IST) on the Bid/Issue Closing Date. All times mentioned in this Draft Red Herring Prospectus are Indian Standard Times. Bidders are cautioned that in the event a large number of Bids are received on the Bid/Issue Closing Date, as is typically experienced in public offerings, some Bids may not get uploaded due to lack of sufficient time. Such Bids that cannot be uploaded will not be considered for allocation under the Issue. Bids will be accepted only on Business Days. Neither our Company or the Book Running Lead Manager or the Syndicate Member is liable for any failure in uploading the Bids due to faults in any software/hardware system or otherwise.

Non Retail Bidders shall not be allowed to either withdraw or lower the size of their Bid at any stage. Non Retail Bidders may revise their Bids upwards (in terms of quantity of Equity Shares) during the Issue Period. Such upward revision must be made using the Revision Form.

Our Company, in consultation with the BRLM, reserves the right to revise the Price Band during the Bid/Issue Period, provided that the Cap Price shall be less than or equal to 120% of the Floor Price and the Floor Price shall not be less than the face value of the Equity Shares. The revision in Price Band shall not exceed 20% on either side i.e. the floor price can move up or down to the extent of 20% of the Floor Price and the Cap Price will be revised accordingly. In case of revision of the Price Band, the Bid/Issue Period will be extended for at least three additional working days after revision of Price Band subject to the Bid/Issue Period not exceeding 10 working days. Any revision in the Price Band and the revised Bid/Issue Period, if applicable, will be widely disseminated by notification to the Stock Exchange, by issuing a press release and also by indicating the changes on the websites of the Book Running Lead Manager and at the terminals of the Syndicate Member(s).

In case of discrepancy in the data entered in the electronic book vis-à-vis the data contained in the physical or electronic Bid cum Application Form, for a particular Bidder, the Registrar to the Issue shall ask the relevant SCsBs / RTAs / DPs / Stock Brokers, as the case may be, for rectified data.

WITHDRAWAL OF THE ISSUE

Our Company, in consultation with the Book Running Lead Manager, reserves the right not to proceed with the Issue at any time before the Issue Opening Date without assigning any reason thereof.

If our Company withdraws the Issue any time after the Issue Opening Date but before the allotment of Equity Shares, a public notice will be issued by our Company within two (2) Working Days of the Issue Closing Date, providing reasons for not proceeding with the Issue. The notice of withdrawal will be issued in the same newspapers where the Pre-Issue advertisements have appeared and the Stock Exchange will also be informed promptly.

The Book Running Lead Manager, through the Registrar to the Issue, will instruct the SCSBs to unblock the ASBA Accounts within one (1) working Day from the day of receipt of such instruction. If our Company withdraws the Offer after the Issue Closing Date and subsequently decides to proceed with an Offer of the Equity Shares, our Company will file a fresh Draft Red Herring Prospectus with the stock exchange where the Equity Shares may be proposed to be listed. Notwithstanding the foregoing, the Issue is subject to obtaining (i) the final listing and trading approvals of the Stock Exchange with respect to the Equity Shares offered through the Draft Red Herring Prospectus, which our Company will apply for only after Allotment; and (ii) the final RoC approval of the Prospectus.

UNDERWRITER

Our Company and Book Running Lead Manager to the Issue hereby confirm that the Issue is 100% Underwritten. The underwriting agreement is dated [●] and pursuant to the terms of the underwriting agreement; obligations of the underwriters are subject to certain conditions specified therein. The underwriters have indicated their intention to underwrite following number of specified securities being offered through this Issue.

| Name and Address of the Underwriters | Indicative Number of Equity Shares to be Underwritten | Amount Underwritten (Rupees in Lakhs) | % of the Total Issue size Underwritten |
|--|---|---------------------------------------|--|
| Pantomath Capital Advisors Private Limited 406-408, Keshava Premises Co-Op Soc. Ltd., Bandra Kurla Complex, Bandra East Mumbai 400051 Tel: +91 22 61946700 Fax: + 91 22 26598690 Email: ipo@pantomathgroup.com Contact Person: Hardik Bhuta SEBI Registration Number: INM000012110 | [●] | [●] | [●] |
| Total | [●] | [●] | [●] |

**Includes [●] Equity shares of the Market Maker Reservation Portion which are to be subscribed by the Market Maker in order to claim compliance with the requirements of Regulation 106 V (4) of the SEBI (ICDR) Regulations, 2009, as amended.*

In the opinion of the Board of Directors of the Company, the resources of the above mentioned underwriters are sufficient to enable them to discharge their respective underwriting obligations in full.

DETAILS OF THE MARKET MAKING ARRANGEMENT

Our Company and the Book Running Lead Manager have entered into an agreement dated [●], with the following Market Maker, duly registered with Emerge Platform of National Stock Exchange of India Limited to fulfil the obligations of Market Making.

Pantomath Stock Brokers Private Limited

108, Madhava Premises, Behind Family Court,
Bandra Kurla Complex, Bandra (East), Mumbai 400 051,
Maharashtra, India

Tel: +91 22 42577000

Fax: +91 22 2659 8690

Email: broking@pantomathgroup.com

Contact Person: Mahavir Toshniwal

SEBI Registration Number: INZ000068338

Pantomath Stock Brokers Private Limited, registered with emerge platform of National Stock Exchange of India Limited will act as the Market Maker and has agreed to receive or deliver of the specified securities in the market making process for a period of three years from the date of listing of our Equity Shares or for a period as may be notified by any amendment to SEBI (ICDR) Regulations.

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

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

1. The Market Maker(s) (individually or jointly) shall be required to provide a 2-way quote for 75% of the time in a day. The same shall be monitored by the Stock Exchange. Further, the Market Maker(s) shall inform the exchange in advance for each and every black out period when the quotes are not being issued by the Market Maker(s). The price band shall be 20% and the Market Maker Spread (difference between the sell and the buy quote) shall be within 10% or as intimated by Exchange from time to time and the same shall be updated in Prospectus. Further, the Market Maker(s) shall inform the Exchange in advance for each and every black out period when the quotes are not being offered by the Market Maker(s). The prices quoted by Market Maker shall be in compliance with the Market Maker Spread Requirements and other particulars as specified or as per the requirements of EMERGE platform of National Stock Exchange of India Limited and SEBI from time to time.
2. The minimum depth of the quote shall be Rs. 1,00,000/-. However, the investors with holdings of value less than Rs. 1,00,000/- shall be allowed to Issue their holding to the Market Maker(s) (individually or jointly) in that scrip provided that he sells his entire holding in that scrip in one lot along with a declaration to the effect to the selling broker. Based on the IPO price of [●]/- the minimum lot size is [●] Equity Shares thus minimum depth of the quote shall be Rs. [●]/- until the same, would be revised by EMERGE platform of National Stock Exchange of India Limited. The Market Maker shall not sell in lots less than the minimum contract size allowed for trading on the EMERGE platform of National Stock Exchange of India Limited (in this case currently the minimum trading lot size is [●] equity shares; however the same may be changed by the EMERGE platform of National Stock Exchange of India Limited from time to time).
3. After a period of three (3) months from the market making period, the Market Maker would be exempted to provide quote if the Shares of Market Maker in our Company reaches to 25% of Issue Size (including the [●] Equity Shares out to be allotted under this Issue). Any Equity Shares allotted to Market Maker under this Issue over and above 25% Equity Shares would not be taken in to consideration of computing the threshold of 25% of Issue Size. As soon as the Shares of Market Maker in our Company reduce to 24% of Issue Size, the Market Maker will resume providing 2-way quotes.
4. There shall be no exemption / threshold on downside. However, in the event the Market Maker exhausts his inventory through market making process, National Stock Exchange of India Limited may intimate the same to SEBI after due verification.
5. Execution of the order at the quoted price and quantity must be guaranteed by the Market Maker(s), for the quotes given by him.
6. There would not be more than five Market Makers for the Company's Equity Shares at any point of time and the Market Makers may compete with other Market Makers for better quotes to the investors. At this stage, Pantomath Stock Brokers Private Limited is acting as the sole Market Maker. On the first day of the listing, there will be pre-opening session (call auction) and there after the trading will happen as per the equity market

hours. The circuits will apply from the first day of the listing on the discovered price during the pre-open call auction.

7. Price Band and Spreads: SEBI Circular bearing reference no: CIR/MRD/DP/ 02/2012 dated January 20, 2012, has laid down that for issue size up to Rs. 250 crores, the applicable price bands for the first day shall be:
 - i. In case equilibrium price is discovered in the Call Auction, the price band in the normal trading session shall be 5% of the equilibrium price.
 - ii. In case equilibrium price is not discovered in the Call Auction, the price band in the normal trading session shall be 5% of the issue price.
 - iii. Additionally, the trading shall take place in TFT segment for first 10 days from commencement of trading. The following spread will be applicable on the SME Exchange/ Platform of National Stock Exchange of India Limited.

| No. | Market Price Slab (In Rs.) | Proposed spread (in % to sale price) |
|-----|----------------------------|--------------------------------------|
| 1. | Upto 50 | 9 |
| 2. | 50 to 75 | 8 |
| 3. | 75 to 100 | 6 |
| 4. | Above 100 | 5 |

8. There will be special circumstances under which the Market Maker may be allowed to withdraw temporarily / fully from the market – for instance due to system problems, any other problems. All controllable reasons require prior approval from the Exchange, while force-majeure will be applicable for non-controllable reasons. The decision of the Exchange for deciding controllable and non-controllable reasons would be final.
9. The Market Maker shall have the right to terminate said arrangement by giving one month notice or on mutually acceptable terms to the Book Running Lead Manager, who shall then be responsible to appoint a replacement Market Maker(s).
10. In case of termination of the above mentioned Market Making agreement prior to the completion of the compulsory Market Making period, it shall be the responsibility of the Book Running Lead Manager to arrange for another Market Maker(s) in replacement during the term of the notice period being served by the Market Maker but prior to the date of releasing the existing Market Maker from its duties in order to ensure compliance with the requirements of regulation 106V of the SEBI (ICDR) Regulations. Further the Company and the Book Running Lead Manager reserve the right to appoint other Market Maker(s) either as a replacement of the current Market Maker or as an additional Market Maker subject to the total number of Designated Market Makers does not exceed 5 (five) or as specified by the relevant laws and regulations applicable at that particulars point of time. The Market Making Agreement is available for inspection at our Registered Office from 11.00 a.m. to 5.00 p.m. on working days
11. EMERGE platform of National Stock Exchange of India Limited will have all margins which are applicable on the National Stock Exchange of India Limited Main Board viz., Mark-to-Market, Value-At-Risk (VAR) Margin, Extreme Loss Margin, Special Margins and Base Minimum Capital etc. EMERGE platform of National Stock Exchange of India Limited can impose any other margins as deemed necessary from time-to-time.
12. EMERGE platform of National Stock Exchange of India Limited will monitor the obligations on a real time basis and punitive action will be initiated for any exceptions and / or non-compliances. Penalties / fines may be imposed by the Exchange on the Market Maker, in case he is not able to provide the desired liquidity in a particular security as per the specified guidelines. These penalties / fines will be set by the Exchange from time to time. The Exchange will impose a penalty on the Market Maker in case he is not present in the market

(offering two way quotes) for at least 75% of the time. The nature of the penalty will be monetary as well as suspension in market making activities / trading membership.

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

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

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

The Market Making arrangement, trading and other related aspects including all those specified above shall be subject to the applicable provisions of law and / or norms issued by SEBI / National Stock Exchange of India Limited from time to time.

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

CAPITAL STRUCTURE

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

Amount (Rs.in lakhs except share data)

| No. | Particulars | Aggregate Nominal Value | Aggregate Value at Issue Price |
|-----------|---|-------------------------|--------------------------------|
| A. | Authorised Share Capital | | |
| | 1,50,00,000 Equity Shares of face value of Rs. 10/- each | 1500.00 | |
| B. | Issued, Subscribed and Paid-Up Share Capital before the Issue | | |
| | 72,60,000 Equity Shares of face value of Rs. 10/- each | 726.00 | [●] |
| C. | Present Issue in terms of this Draft Red Herring Prospectus | | |
| | Issue of upto 31,12,000* Equity Shares of face value of Rs.10 each at a price of Rs. [●]/- per Equity Share | Up to 311.20 | [●] |
| | Of Which: | | |
| | Reservation for Market Maker – Upto [●] Equity Shares of face value of Rs. 10/- each reserved as Market Maker portion at a price of Rs. [●]/- per Equity Share | [●] | [●] |
| | Net Issue to the Public – Upto [●] Equity Shares of face value of Rs. 10/- each at a price of Rs. [●]/- per Equity Share | [●] | [●] |
| | Of Which | | |
| | QIB Portion being [●]% of the Net Offer aggregating up to [●] Equity Shares | [●] | [●] |
| | Non-Institutional Portion of not less than 15 % of the Net Offer aggregating to not less than [●] Equity Share | | |
| | Retail Portion of not less than 35 % of the Net Offer aggregating to not less than [●] Equity Shares | [●] | [●] |
| D. | Issued, Subscribed and Paid-Up Share Capital after the Issue | | |
| | Upto 1,03,72,000 Equity Shares of face value of Rs. 10/- each | Up to 1037.20 | |
| E. | Securities Premium Account | | |
| | Before the Issue | | 56 |
| | After the Issue | | [●] |

**Number of shares may need to be adjusted for lot size upon determination of issue price.*

The Issue has been authorised by the Board of Directors of our Company *vide* a resolution passed at its meeting held on June 23, 2018 and by the shareholders of our company *vide* a Special Resolution passed pursuant to Section 62 (1)(c) of Companies Act, 2013 at the Extra-Ordinary General Meeting held on June 25, 2018.

Our Company is considering a Pre-IPO placement of up to 3,60,000 Equity Shares and/or aggregating up to Rs.288.00 Lakhs with certain investors ("Pre-IPO Placement"). The Pre-IPO Placement is at the discretion of our Company and at a price to be decided by our Company. Our Company will complete the issuance and allotment of Equity Shares, if any, prior to the filing of the red herring prospectus with the RoC. If the Pre-IPO Placement is completed, then the number of Equity Shares issued pursuant to the Pre-IPO Placement will be reduced from the Fresh Issue, subject to a minimum issue size of 25% of the post issue paid up equity share capital being issued to the public. The Equity Shares allotted under the Pre-IPO Placement, if completed, shall be subject to a lock-in period of one(1) year from the date of Allotment pursuant to the Issue

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

NOTES TO THE CAPITAL STRUCTURE

1. Details of changes in authorised Share Capital:

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

| Particulars of Change | | Date of Shareholders' Meeting | AGM / EGM |
|--|--|-------------------------------|-----------|
| Increased / Reclassified From | Increased / Reclassified To | | |
| The authorised share capital of our Company on incorporation comprised of Rs.1,00,000 divided into 10,000 Equity Shares of Rs.10each | | On Incorporation | - |
| Rs.1,00,000 consisting of 10,000 Equity shares of Rs. 10 each | Rs. 50,00,000 consisting of 5,00,000 Equity shares of Rs. 10 each. | March 20, 2013 | EGM |
| Rs. 50,00,000 consisting of 5,00,000 Equity shares of Rs. 10 each. | Rs. 75,00,000 consisting of 7,50,000 Equity shares of Rs. 10 each. | March 22, 2016 | EGM |
| Rs. 75,00,000 consisting of 7,50,000 Equity shares of Rs. 10 each. | Rs. 15,00,00,000 consisting of 1,50,00,000 Equity shares of Rs. 10 each. | May 28, 2018 | EGM |

2. History of Equity Share Capital of our Company

| Date of Allotment/ Fully Paid up | No. of Equity Shares allotted | Face value (Rs.) | Issue Price (Rs.) | Nature of consideration | Nature of Allotment | Cumulative no. of Equity Shares | Cumulative Paid -up Equity Share Capital (Rs.) |
|--------------------------------------|-------------------------------|------------------|-------------------|-------------------------|------------------------------------|---------------------------------|--|
| On Incorporation (September 20,2011) | 10,000 | 10 | 10 | Cash | Subscription to MOA ⁽¹⁾ | 10,000 | 1,00,000 |
| April 03,2013 | 4,50,000 | 10 | 10 | Cash | Further Allotment ⁽²⁾ | 4,60,000 | 4,60,0000 |
| March 28,2016 | 2,00,000 | 10 | 38 | Cash | Rights Issue ⁽³⁾ | 6,60,000 | 6,60,000 |
| July 06 2018 | 66,00,000 | 10 | - | Other than cash | Bonus Issue ⁽⁴⁾ | 72,60,000 | 7,26,00,000 |

- 1) Initial Subscribers to Memorandum of Association subscribed 10,000 Equity Shares of face value of Rs. 10/-each fully paid at par as per the details given below:

| Sr. No. | Name of Allottees | No. of shares subscribed |
|---------|-------------------|--------------------------|
| 1 | Devendra Arora | 9,900 |
| 2 | Ajay Tyagi | 100 |
| | Total | 10,000 |

- 2) Further allotment of 4,50,000 Equity Shares of face value of Rs. 10 each fully paid at par on April 3, 2018 as per the details given below:

| Sr. No. | Name of Allottees | No. of shares subscribed |
|---------|--------------------|--------------------------|
| 1 | Devendra Arora | 1,50,000 |
| 2 | Surjeet Kaur Arora | 1,50,000 |
| 3 | Ravi Arora | 1,50,000 |
| | Total | 4,50,000 |

- 3) Rights Issue of 2,00,000 Equity Shares of face value of Rs. 10 each at a premium of Rs. 28/- per share fully paid on March, 2016 as per the details given below:

| Sr. No. | Name of Allottees | No. of shares Allotted |
|---------|-------------------|------------------------|
| 1 | Devendra Arora | 2,00,000 |
| | Total | 2,00,000 |

- 4) Bonus allotment of 66,00,000 Equity Shares of face value of Rs. 10 each fully paid up on July 06, 2018, in the ratio of ten Equity Shares for every one equity share held as per the details given below:

| Sr. No. | Name of Allottees | No. of shares Allotted |
|---------|---------------------|------------------------|
| 1 | Devendra Arora | 65,99,000 |
| 2 | Navin Kasera | 100 |
| 3 | Ravi Arora | 350 |
| 4 | Surjeet Singh Arora | 10 |
| 5 | Surjeet Kaur Arora | 340 |
| 6 | Jaspal Khanuja | 50 |
| 7 | Maninder Khanuja | 150 |
| | Total | 66,00,000 |

3. We have not issued any Equity Shares for consideration other than cash except as follows:

| Date of Allotment/ Fully paid-up | No. of Equity Shares allotted | Face value (Rs.) | Issue Price (Rs.) | Reasons for allotment | Benefits accrued to our Company | Allottees | No. of Shares allotted |
|-------------------------------------|-------------------------------|------------------|-------------------|-----------------------|---------------------------------|---------------------|------------------------|
| July 06, 2018 | 66,00,000 | 10 | Nil | Bonus Issue | Capitalisation of Reserves | Devendra Arora | 65,99,000 |
| | | | | | | Navin Kasera | 100 |
| | | | | | | Ravi Arora | 350 |
| | | | | | | Surjeet Singh Arora | 10 |
| | | | | | | Surjeet Kaur Arora | 340 |
| | | | | | | Jaspal Khanuja | 50 |
| | | | | | | Maninder Khanuja | 150 |
| | | | | | | Total | 66,00,000 |

4. No Equity Shares have been allotted pursuant to any scheme approved under Section 230-240 of the Companies Act, 2013.
5. Our Company has not revalued its assets since incorporation and have not issued any Equity Shares (including bonus shares) by capitalizing any revaluation reserves.
6. Except as mentioned below, we may have issued shares at price below Issue Price within last one year from the date of this Draft Red Herring Prospectus:-

| Date of Allotment | No. of Equity Shares allotted | Face value (Rs.) | Issue Price (Rs.) | Reasons for allotment | Benefits accrued to our Company | Allottees | No. of Shares allotted |
|-------------------|-------------------------------|------------------|-------------------|-----------------------|---------------------------------|----------------|------------------------|
| July 06, 2018 | 66,00,000 | 10 | Nil | Bonus Issue | Capitalisation of Reserves | Devendra Arora | 65,99,000 |
| | | | | | | Navin Kasera | 100 |
| | | | | | | Ravi Arora | 350 |

| Date of Allotment | No. of Equity Shares allotted | Face value (Rs.) | Issue Price (Rs.) | Reasons for allotment | Benefits accrued to our Company | Allottees | No. of Shares allotted |
|-------------------|-------------------------------|------------------|-------------------|-----------------------|---------------------------------|---------------------|------------------------|
| | | | | | | Surjeet Singh Arora | 10 |
| | | | | | | Surjeet Kaur Arora | 340 |
| | | | | | | Jaspal Khanuja | 50 |
| | | | | | | Maninder Khanuja | 150 |
| | | | | | | Total | 66,00,000 |

7. Build-up of Promoters' shareholding, Promoters' contribution and lock-in

i. Build Up of Promoter's shareholdings

As on the date of this Draft Red Herring Prospectus, our Promoters, Devendra Arora holds 72,58,900 Equity Shares aggregating to 99.98% paid up capital of our Company. None of the Equity shares held by our Promoters are subject to any pledge.

1) Devendra Arora

| Date of Allotment / Transfer / when made fully paid up | No. of Equity Shares | Face value per Share (Rs.) | Issue / Acquisition / Transfer price (Rs.)* | Nature of Transactions | Pre-issue shareholding % | Post- issue shareholding % |
|--|----------------------|----------------------------|---|-------------------------------------|--------------------------|----------------------------|
| September 20, 2011 | 9,900 | 10 | 10 | Subscription to MoA | 0.14% | [●] |
| April 3, 2013 | 1,50,000 | 10 | 10 | Further Allotment | 2.07% | [●] |
| June 13, 2013 | 75,000 | 10 | 10 | Transferred from Surjeet Kaur Arora | 1.03% | [●] |
| February 02, 2014 | 2,25,000 | 10 | 10 | Transferred from Ravi Arora | 3.10% | [●] |
| March 28, 2016 | 2,00,000 | 10 | 38 | Rights Issue | 2.75% | [●] |
| July 06, 2018 | 65,99,000 | 10 | Nil | Bonus Issue | 90.90% | [●] |
| Total | 72,58,900 | | | | 99.98% | [●] |

*Cost of acquisition excludes Stamp Duty and the shares were made fully paid on the date of allotment

ii. Details of Promoter's Contribution locked in for three years:

Pursuant to Regulation 32 and 36 of SEBI ICDR Regulations, an aggregate of 20% of the post-Issue capital held by our Promoter shall be considered as Promoter's Contribution ("Promoters Contribution") and locked-in for a period of three years from the date of Allotment. The lock-in of the Promoters' Contribution would be created as per applicable law and procedure and details of the same shall also be provided to the Stock Exchange before listing of the Equity Shares.

Our Promoters have given written consent to include such number of Equity Shares held by them and subscribed by them as a part of Promoters' Contribution constituting [●] % of the post issue Equity Shares of our Company and have agreed not to sell or transfer or pledge or otherwise dispose of in any manner, the Promoters Contribution, for a period of three years from the date of allotment in the Issue.

| Promoter | No. of Equity Shares Locked in | Face Value (in `) | Issue/ Acquisition Price | Date of Allotment/ Acquisition and when made fully paid-up | Nature of Allotment/ Transfer | Consideration (Cash/other than cash) | Percentage of post-Issue paid-up capital | Source of Promoter's Contribution |
|----------------|--------------------------------|-------------------|--------------------------|--|-------------------------------|--------------------------------------|--|-----------------------------------|
| Devendra Arora | 20,80,000 | 10 | - | July 06, 2018 | Bonus Issue | Other than Cash | [●] | Bonus Issue |
| TOTAL | [●] | | | | | | [●] | |

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. 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 connection, we confirm the following:

- The Equity Shares issued for minimum 20% Promoters' contribution have not been acquired in the three years preceding the date of this Draft Red Herring Prospectus for consideration other than cash and revaluation of assets or capitalization of intangible assets nor resulted from a bonus issue out of the revaluation reserves or unrealized profits of the Company or against Equity Shares which are otherwise ineligible for computation of Promoters' contribution;
- The minimum Promoters' contribution does not include Equity Shares acquired during the one year preceding the date of this Draft Red Herring Prospectus at a price lower than the Issue Price;
- No equity shares have been issued to our promoter upon conversion of a partnership firm during the preceding one year at a price less than the issue price.
- The Equity Shares held by the Promoters and offered for minimum Promoters' contribution are not subject to any pledge;
- All the Equity Shares of our Company held by the Promoters are in the process of being dematerialized; and
- The Equity Shares offered for Promoter's contribution do not consist of Equity Shares for which specific written consent has not been obtained from the Promoter for inclusion of its subscription in the Promoter's contribution subject to lock-in.

iii. Details of Share Capital locked in for one year

Other than the above Equity Shares that are locked in for three years, the entire pre-Issue Equity Share capital of our Company shall be locked-in for a period of one year from the date of allotment in the Public Issue.

iv. Other requirements in respect of lock-in:

Pursuant to Regulation 39 of the SEBI ICDR Regulations, the locked-in Equity Shares held by the Promoters, as specified above, can be pledged only with scheduled commercial banks or public financial institutions as collateral security for loans granted by such scheduled commercial banks or public financial institution, provided that the pledge of the Equity Shares is one of the terms of the sanction of the loan.

Provided that securities locked in as Promoters' Contribution for 3 years under Regulation 36(a) of the SEBI ICDR Regulations may be pledged only if, in addition to fulfilling the above requirement, the loan has been granted by such scheduled commercial bank or public financial institution for the purpose of financing one or more of the objects of the Issue.

Further, pursuant to Regulation 40 of the SEBI (ICDR) Regulations, the Equity Shares held by persons other than the Promoters prior to the Issue may be transferred to any other person holding the Equity Shares which are locked-in as per Regulation 37 of the SEBI (ICDR) Regulations, along with the Equity Shares proposed to be transferred, provided that lock-in on such Equity Shares will continue for the remaining period with the transferee and such transferee shall not be eligible to transfer such Equity Shares till the lock-in period stipulated under the SEBI (ICDR) Regulations has ended, subject to compliance with the Takeover Code, as applicable.

8. Except as mentioned below, there were no shares purchased/sold by the Promoters and Promoter Group, directors and their immediate relatives during last six months.

| Date of Transfer/ Allotment | Name of the Transferor | Name of the Transferee / Allottee | Party Category | No. of Shares Allotted/ Transferred | Face Value | Transfer /Issue Price | Nature of Allotment/Transfer |
|-----------------------------|------------------------|-----------------------------------|----------------|-------------------------------------|------------|-----------------------|------------------------------|
| April 12, 2018 | Navin Kasera | Surjeet Singh Arora | Promoter Group | 1 | 10 | 42.40 | Transfer |
| April 12, 2018 | Navin Kasera | Ravi Arora | Promoter Group | 35 | 10 | 10 | Transfer |
| April 12, 2018 | Navin Kasera | Maninder Khanuja | Promoter Group | 15 | 10 | 42.40 | Transfer |
| April 12, 2018 | Navin Kasera | Surjeet Kaur Arora | Promoter Group | 34 | 10 | 42.40 | Transfer |
| July 06, 2018 | - | Devendra Arora | Promoter | 65,99,000 | 10 | - | Bonus Issue |
| | | Ravi Arora | Promoter Group | 350 | | | |
| | | Surjeet Kaur Arora | Promoter Group | 340 | | | |
| | | Surjeet Singh Arora | Promoter Group | 10 | | | |
| | | Maninder Khanuja | Promoter Group | 150 | | | |

9. Our Shareholding Pattern

The table below presents the shareholding pattern of our Company:

i. Summary of Shareholding Pattern as on the date of this Draft Red Herring Prospectus:-

| Category | Category of Shareholder | Nos. of shareholders | No. of fully paid up equity shares held | No. of Partly paid-up equity shares held | No. of shares underlying Depository Receipts | Total nos. shares held | Shareholding as a % of total no. of shares (calculated as per SCR R, 1957) As a % of (A+B+C2) | Number of Voting Rights held in each class of securities* | | No. of Shares Underlying Outstanding convertible securities (including Warrants) | Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) As a % of (A+B+C2) | Number of Locked in shares | | Number of Shares pledged or otherwise encumbered | | Number of equity shares held in dematerialized form*** |
|----------|-------------------------|----------------------|---|--|--|------------------------|---|---|-------------------------|--|---|----------------------------|---------------------------------|--|---------------------------------|--|
| | | | | | | | | 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) | |
| I | II | III | IV | V | VI | VII = IV + V + VI | VIII | IX | | X | XI = VII + X | XII | | XIII | | XIV |

| Category | Category of Shareholder | Nos. of shareholders | No. of fully paid up equity shares held | No. of Partly paid-up equity shares held | No. of shares underlying Depository Receipts | Total nos. shares held | Shareholding as a % of total no. of shares (calculated as per SCR, 1957) As a % of (A+B+C2) | Number of Voting Rights held in each class of securities* | | No. of Shares Underlying Outstanding convertible securities (including Warrants) | Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) As a % of (A+B+C2) | Number of Locked in shares | | Number of Shares pledged or otherwise encumbered | | Number of equity shares held in dematerialized form*** |
|----------|-----------------------------|----------------------|---|--|--|------------------------|---|---|-------------------------|--|---|----------------------------|---------------------------------|--|---------------------------------|--|
| | | | | | | | | 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) | |
| A | Promoter and Promoter Group | 5 | 72,59,835 | - | - | 72,59,835 | 99.99 | 72,59,835 | 99.99 | - | 99.99 | [●] | [●] | - | - | [●] |
| B | Public | 2 | 165 | - | - | 165 | Negligible | 165 | Negligible | - | Negligible | [●] | [●] | - | - | [●] |

| Category | Category of Shareholder | Nos. of shareholders | No. of fully paid up equity shares held | No. of Partly paid-up equity shares held | No. of shares underlying Depository Receipts | Total nos. shares held | Shareholding as a % of total no. of shares (calculated as per SCR, 1957) As a % of (A+B+C2) | Number of Voting Rights held in each class of securities* | | No. of Shares Underlying Outstanding convertible securities (including Warrants) | Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) As a % of (A+B+C2) | Number of Locked in shares | | Number of Shares pledged or otherwise encumbered | | Number of equity shares held in dematerialized form*** |
|----------|-------------------------|----------------------|---|--|--|------------------------|---|---|-------------------------|--|---|----------------------------|---------------------------------|--|---------------------------------|--|
| | | | | | | | | 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) | |
| C | Non Promoter-Non Public | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - |
| 1 | Shares underlying DRs | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - |

| Category | Category of Shareholder | Nos. of shareholders | No. of fully paid up equity shares held | No. of Partly paid-up equity shares held | No. of shares underlying Depository Receipts | Total nos. shares held | Shareholding as a % of total no. of shares (calculated as per SCR, 1957) As a % of (A+B+C2) | Number of Voting Rights held in each class of securities* | | No. of Shares Underlying Outstanding convertible securities (including Warrants) | Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) As a % of (A+B+C2) | Number of Locked in shares | | Number of Shares pledged or otherwise encumbered | | Number of equity shares held in dematerialized form*** |
|----------|--------------------------------|----------------------|---|--|--|------------------------|---|---|-------------------------|--|---|----------------------------|---------------------------------|--|---------------------------------|--|
| | | | | | | | | 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) | |
| 2 | Shares held by Employee Trusts | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - |
| | Total | 7 | 72,60,000 | - | - | 72,60,000 | 100.00 | 72,60,000 | 100.00 | - | 100.00 | [•] | [•] | - | - | [•] |

**As on the date of this Draft Red Herring Prospectus 1 Equity Shares holds 1 vote.*

Note: PAN of shareholders will be provided to the Stock Exchange by our Company prior to listing of its Equity Shares on the Stock Exchange.

Our Company will file the shareholding pattern of our Company, in the form prescribed under Regulation 31 of the SEBI Listing Regulations, one day prior to the listing of the Equity shares. The Shareholding pattern will be uploaded on the website of National Stock Exchange of India Limited before commencement of trading of such Equity Shares.

***In terms of SEBI Listing Regulations, our Company shall ensure that the Equity Shares held by the Promoters / members of the Promoter Group shall be dematerialised prior to listing of Equity shares.

10. The details of the holding of securities (including shares, warrants, convertible securities) of persons belonging to the category Promoter and Promoter Group are as under:

| Sr. No. | Name of the Shareholders | Pre – Issue | | Post – Issue | |
|---------|--------------------------|----------------------|------------------------|----------------------|-------------------------|
| | | No. of Equity Shares | % of Pre-Issue Capital | No. of Equity Shares | % of Post-Issue Capital |
| (I) | (II) | (III) | (IV) | (V) | (VI) |
| | Promoter | | | | |
| 1. | Devendra Arora | 7258900 | 99.98 | [●] | [●] |
| | Sub total (A) | 7258900 | 99.98 | | |
| | Promoter Group | | | | |
| 2. | Ravi Arora | 385 | 0.01 | [●] | [●] |
| 3. | Surjeet Singh Arora | 11 | Negligible | [●] | [●] |
| 4. | Surjeet Kaur Arora | 374 | 0.01 | [●] | [●] |
| 5. | Maninder Khanuja | 165 | Negligible | [●] | [●] |
| | | 935 | 0.02 | [●] | [●] |
| | Sub total (B) | | | | |
| | Total (A+B) | 7259835 | 99.99% | [●] | [●] |

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

| Name of the Promoters | No. of Shares held | Average cost of Acquisition (in Rs.) |
|-----------------------|--------------------|--------------------------------------|
| Devendra Arora | 7258900 | 1.68 |

12. None of the persons belonging to the category “Public” holds securities (including shares, warrants, convertible securities) of more than 1% of the total number of shares.

13. The lists of top 10 shareholders of our Company and the number of Equity Shares held by them as on the date of filing, ten days before the date of filing and two years before the date of filing of this Draft Red Herring Prospectus are set forth below:

a) Particulars of the top ten shareholders as on the date of filing this Draft Red Herring Prospectus:

| Sr. No. | Name of Shareholders | Number of Equity Shares | % of Total Paid-Up Capital |
|---------|----------------------|-------------------------|----------------------------|
| 1. | Devendra Arora | 7258900 | 99.98 |
| 2. | Ravi Arora | 385 | Negligible |
| 3. | Surjeet Kaur Arora | 374 | Negligible |
| 4. | Maninder Khanuja | 165 | Negligible |
| 5. | Navin Kasera | 110 | Negligible |
| 6. | Jaspal Khanuja | 55 | Negligible |
| 7. | Surjeet Singh Arora | 11 | Negligible |
| | Total | 7260000 | 100.00 |

**Multiple shareholders having same numbers of shares have been considered as single shareholder for calculating top ten shareholders.*

- b) Particulars of the top ten shareholders as at ten days prior to the date of filing of this Draft Red Herring Prospectus:

| Sr. No. | Name of Shareholders | Number of Equity Shares | % of the then existing Paid-Up Capital |
|---------|----------------------|-------------------------|--|
| 8. | Devendra Arora | 7258900 | 99.98 |
| 9. | Ravi Arora | 385 | Negligible |
| 10. | Surjeet Kaur Arora | 374 | Negligible |
| 11. | Maninder Khanuja | 165 | Negligible |
| 12. | Navin Kasera | 110 | Negligible |
| 13. | Jaspal Khanuja | 55 | Negligible |
| 14. | Surjeet Singh Arora | 11 | Negligible |
| | Total | 7260000 | 100.00 |

- c) Particulars of the top ten Equity shareholders two years prior to the date of filing of this Draft Red Herring Prospectus:

| Sr. No. | Name of Shareholders* | Number of Equity Shares | % of the then existing Paid-Up Capital |
|---------|-----------------------|-------------------------|--|
| 1. | Devendra Arora | 659900 | 99.98 |
| 2. | Ravi Arora | 100 | 0.02 |
| | Total | 660000 | 100 |

*Our Company had only 2 shareholders two years prior to the date of filing of this Draft Red Herring Prospectus.

14. Our Company does not have any Employee Stock Option Scheme / Employee Stock Purchase Plan for our employees and we do not intend to allot any shares to our employees under Employee Stock Option Scheme / Employee Stock Purchase Plan from the proposed issue. As and when, options are granted to our employees under the Employee Stock Option Scheme, our Company shall comply with the SEBI (Share Based Employee Benefits) Regulations, 2014.
15. Neither the Book Running Lead Manager viz. Pantomath Capital Advisors Private Limited, nor its associates hold any Equity Shares of our Company as on the date of the Draft Red Herring Prospectus. However, the associates and affiliates of BRLM and the Syndicate Members, if any may subscribe to the Issue, either in Net QIB category or in the Non-Institutional Category as may be applicable to such Bidders, where the allocation is on proportionate basis and such subscription may be on their own account or on behalf of their clients.
16. Under-subscription in the net issue, if any, in any category, would be allowed to be met with spill over from any other category or a combination of categories at the discretion of our Company in consultation with the Book Running Lead Manager and the Emerge Platform of National Stock Exchange of India Limited.
17. The unsubscribed portion in any reserved category (if any) may be added to any other reserved category.
18. The unsubscribed portion if any, after such inter se adjustments among the reserved categories shall be added back to the net issue to the public portion.
19. The Issue is being made through the Book Building Process wherein [●]% of the Net Issue shall be available for allocation to QIBs on a proportionate basis. Further, 5% of the QIB Portion shall be available for allocation on a proportionate basis to Mutual Funds only, and the remainder of the QIB Portion shall be available for allocation on a proportionate basis to all QIB Bidders, including Mutual Funds, subject to valid Bids being received at or above the Issue Price. Further not less than 15 % of the Net offer shall be available for allocation on a proportionate basis to Non-Institutional Bidders and not less than 35 % of the Net Issue shall be available for allocation on a proportionate basis to Retail Individual Bidders, subject to valid Bids being received at or above the Issue Price.

20. There are no Equity Shares against which depository receipts have been issued.
21. Other than the Equity Shares, there is no other class of securities issued by our Company.
22. Our Company does not have any intention or proposal to alter our capital structure within a period of 6 months from the date of opening of the Issue by way of split/consolidation of the denomination of Equity Shares or further issue of Equity Shares (including issue of securities convertible into exchangeable, directly or indirectly, for our Equity Shares) whether preferential or bonus, rights, further public issue or qualified institutions placement or otherwise. However, our Company may further issue Equity Shares (including issue of securities convertible into Equity Shares) whether preferential or otherwise after the date of the opening of the Issue to finance an acquisition, merger or joint venture or for regulatory compliance or such other scheme of arrangement or any other purpose as the Board may deem fit, if an opportunity of such nature is determined by its Board of Directors to be in the interest of our Company.
23. Except for Pre-IPO Placement, there would be no further issue of capital whether by way of issue of bonus shares, preferential allotment, rights issue or in any other manner during the period commencing from submission of the Draft Red Herring Prospectus with Stock Exchange until the Equity Shares are listed on the Stock Exchange or application moneys refunded on account of failure of Issue. If the Pre-IPO Placement is completed, the amount raised pursuant to the Pre-IPO Placement will be reduced from the Fresh Issue, subject to compliance with Rule 19(2)(b) of SCRR. Promoters and members of the Promoter Group may participate in the Issue. However, if they do not participate in the Pre-IPO Placement, they will not participate in the Issue.
24. None of the persons/entities comprising our Promoter Group, or our Directors or 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 any such entity/individual or otherwise during the period of six months immediately preceding the date of filing of this Draft Red Herring Prospectus.
25. Our Company, our Promoter, our Directors and the Book Running Lead Manager have not entered into any buy back or standby or similar arrangements for the purchase of Equity Shares being offered through the Issue from any person.
26. There are no safety net arrangements for this public issue.
27. An over-subscription to the extent of 10% of the Issue can be retained for the purpose of rounding off to the nearest multiple of minimum allotment lot, while finalizing the Basis of Allotment. Consequently, the actual Allotment may go up by a maximum of 10% of the Issue, as a result of which, the post-Issue paid up capital after the Issue would also increase by the excess amount of Allotment so made. In such an event, the Equity Shares held by our Promoters and subject to lock-in shall be suitably increased; so as to ensure that a minimum of 20% of the post Issue paid-up capital is locked in.
28. As on date of this Draft Red Herring Prospectus there are no outstanding warrants, options or rights to convert debentures loans or other financial instruments into our Equity Shares.
29. All the Equity Shares of our Company are fully paid up as on the date of this Draft Red Herring Prospectus. Further, since the entire issue price in respect of the Issue is payable on application, all the successful applicants will be issued fully paid-up equity shares and thus all shares offered through this issue shall be fully paid-up.
30. As per RBI regulations, OCBs are not allowed to participate in this Issue.
31. Our Company has not raised any bridge loans against the proceeds of the Issue.
32. Our Company undertakes that at any given time, there shall be only one denomination for our Equity Shares, unless otherwise permitted by law.
33. Our Company shall comply with such accounting and disclosure norms as specified by SEBI from time to time.

34. An Applicant cannot make an application for more than the number of Equity Shares being issued through this Issue, subject to the maximum limit of investment prescribed under relevant laws applicable to each category of investors.
35. No payment, direct or indirect in the nature of discount, commission, and allowance or otherwise shall be made either by us or our Promoter to the persons who receive allotments, if any, in this Issue.
36. We have 7 shareholders as on the date of filing of this Draft Red Herring Prospectus.
37. Our Company has not made any public issue since its incorporation.
38. Our Promoters and the members of our Promoter Group will not participate in this offer.
39. Our Company shall ensure that transactions in the Equity Shares by the Promoter and Promoter group between the date of filing the Red Herring Prospectus with Registrar of Companies and the Issue Closing Date shall be reported to the Stock Exchange within twenty-four hours of such transaction.
40. For the details of transactions by our Company with our Promoter Group, Group Companies for the financial years ended March 31, 2018, 2017, 2016, 2015 and 2014 please refer to paragraph titled “Details of Related Parties Transactions as Restated” in the chapter titled ‘Financial Statements as restated’ on page 189 of the Draft Red Herring Prospectus.
41. None of our Directors or Key Managerial Personnel holds Equity Shares in our Company, except as stated in the chapter titled Our Management beginning on page 166 of this Draft Red Herring Prospectus.

OBJECTS OF THE ISSUE

Requirement of Funds:

The proceeds of the Issue, after deducting Issue related expenses, are estimated to be Rs. [●] lakhs (the “Net Proceeds”).

We intend to utilize the Net Proceeds from Issue towards the following objects:

1. Funding the working capital requirements of our Company; and
2. General corporate purposes.

(Collectively referred to as “Objects”)

Also, we believe that the listing of Equity Shares will enhance our Company’s corporate image, brand name and create a public market for our Equity Shares in India.

The main objects clause of our Memorandum of Association and the objects incidental and ancillary to the main objects enables us to undertake the activities for which funds are being raised in the Issue. The existing activities of our Company are within the objects clause of our Memorandum of Association.

ISSUE PROCEEDS

| Particulars | Amount (Rs. in lakhs) |
|-------------------------------|-----------------------|
| Gross Proceeds from the Issue | [●] |
| Less- Issue related expenses | [●] |
| Net Proceeds | [●] |

UTILIZATION OF NET PROCEEDS

The net proceeds are proposed to be used in manner as set out below:

| Sr. No. | Particulars | Amount to be financed from Net Proceeds (Rs. in lakhs) | Percentage of Gross Proceeds | Percentage of Net Proceeds |
|---------|---|--|------------------------------|----------------------------|
| 1. | Funding the working capital requirements of our Company | 1,700.00 | [●] | [●] |
| 2. | General Corporate Purposes | [●] | [●] | [●] |

**To be finalized on determination of the Issue Price and updated in the Prospectus prior to filing with the ROC.*

SCHEDULE OF IMPLEMENTATION & DEPLOYMENT OF FUNDS:

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. As on the date of this Draft Red Herring Prospectus, our Company has not deployed any funds towards the objects of the Issue.

(Rs. in lakhs)

| Sr. No | Particulars | Amount to be funded from the Net Proceeds(In Lakhs) | Estimated Utilization of Net Proceeds (Financial Year 2019) |
|--------|---|---|---|
| 1. | Funding the working capital requirements of our Company | 1,700.00 | 1,700.00 |
| 2. | General Corporate Purposes* | [●] | [●] |

**To be finalized on determination of the Issue Price and updated in the Prospectus prior to filing with the ROC.*

To the extent our Company is unable to utilise any portion of the Net Proceeds towards the Objects, as per the estimated schedule of deployment specified above, our Company shall deploy the Net Proceeds in the subsequent Financial Years towards the Objects.

MEANS OF FINANCE

The working capital requirements will be met through the Net Proceeds to the extent of Rs. 1,700.00 lakhs and balance through internal accruals/ net worth/ secured & unsecured loans and short term bank finance. Further details of funding of the Objects is given below:

(Rs in lakhs)

| Objects of the Issue | Amount Required | IPO Proceeds | Internal Accruals/ Net worth/ Unsecured Loans | Short Term Cash Credit Facility |
|---|------------------------|---------------------|--|--|
| Funding the working capital requirements of our Company | 3,989.69 | 1,700.00 | 1,889.69 | 400.00 |
| General Corporate Purposes* | [●] | [●] | - | - |

**To be finalized on determination of the Issue Price and updated in the Prospectus prior to filing with the ROC.*

Accordingly, we confirm that we are in compliance with the requirement to make firm arrangements of finance under Regulation 4(2) (g) of the SEBI ICDR Regulations through verifiable means towards at least 75% of the stated means of finance, excluding the amount to be raised through the Net Proceeds and existing identifiable internal accruals.

The fund requirements mentioned above are based on the internal management estimates of our Company and have not been verified by the Book Running Lead Manager or appraised by any bank, financial institution or any other external agency. The fund requirements are based on current circumstances of our business and our Company may have to revise its estimates from time to time on account of various factors beyond its control, such as market conditions, competitive environment, costs of commodities and interest or exchange rate fluctuations. Consequently, the fund requirements of our Company are subject to revisions in the future at the discretion of the management. In the event of any shortfall of funds for the activities proposed to be financed out of the Net Proceeds as stated above, our Company may re-allocate the Net Proceeds to the activities where such shortfall has arisen, subject to compliance with applicable laws. Further, in case of a shortfall in the Net Proceeds or cost overruns, our management may explore a range of options including utilising our internal accruals or seeking debt financing.

Details of the Objects

1. Funding the working capital requirements of our Company:

We fund the majority of our working capital requirements in the ordinary course of our business from our internal accruals, net worth, secured & unsecured loans and financing from bank. As on March 31, 2017 and March 31, 2018, the amount outstanding on our Company's fund based working capital facility was Rs. 140.92 lakhs and Nil respectively as per the restated financial statements. As on March 31, 2018, our sanctioned working capital facilities comprised of fund based limit of Rs. 470.00 lakhs. In addition to this, we have also been sanctioned adhoc cash credit limits amounting to Rs. 100.00 lakhs vide sanction letter dated March 14, 2018 for 60 days. For further details, please refer to the chapter titled "Financial Indebtedness" beginning on page 205 of this Draft Red Herring Prospectus.

Our Company's existing working capital requirement and funding on the basis of Restated Financial Information as of March 31, 2017 and March 31, 2018:

(Rs. in lakhs)

| Particulars | March 31, 2017 | March 31, 2018 |
|--|-------------------|-------------------|
| Current Assets | | |
| Trade Receivables | 3,031.45 | 5,029.34 |
| Cash and Bank Balances | 468.32 | 323.29 |
| Short term Loans & Advances and Other Current Assets | 332.56 | 484.35 |
| Total (A) | 3,832.33 | 5,836.98 |
| Current Liabilities | | |
| Trade Payables | 13.16 | 224.28 |
| Other Current Liabilities & Short Term Provisions | 2,478.69 | 3,680.94 |
| Total (B) | 2,491.85 | 3,905.22 |
| Total Working Capital (A)-(B) | 1,340.48 | 1,931.76 |
| Existing Funding Pattern | | |
| Working Capital funding from Banks | 140.92 | - |
| Internal accruals/Net Worth/Unsecured Loans | 1,199.56 | 1,931.76 |

Basis of estimation of working capital requirement

On the basis of our existing working capital requirements and the projected working capital requirements, our Board pursuant to its resolution dated July 16, 2018 has approved the business plan for the Fiscal 2019. The projected working capital requirements for Fiscal 2019 is stated below:

(Rs. in lakhs)

| Particulars | March 31, 2019 (Estimated) |
|---|-------------------------------|
| Current Assets (A) | |
| Trade Receivables | 6,038.15 |
| Cash and Bank Balances | 286.47 |
| Short term Loans & Advances and Other Current Assets | 650.00 |
| Total (A) | 6,974.62 |
| Current Liabilities (B) | |
| Trade Payables | 300.00 |
| Other Current Liabilities & Short term Provision | 2,684.93 |
| Total (B) | 2,984.93 |
| Total Working Capital (A)-(B) | 3,989.69 |
| Funding Pattern | |
| IPO Proceeds | 1,700.00 |
| Working capital loan from bank | 400.00 |
| Internal Accruals/Net worth/Secured & Unsecured Loans | 1,889.69 |

Assumption for working capital requirements

(In days)

| Particulars | Holding Level for March 31, 2017 | Holding Level for March 31, 2018 | Holding Level for March 31, 2019 (Estimated) |
|-----------------------|--|--|---|
| Current Assets | | | |
| Trade Receivables | 79.13 | 84.62 | 84.66 |

| Particulars | Holding Level for March 31, 2017 | Holding Level for March 31, 2018 | Holding Level for March 31, 2019 (Estimated) |
|----------------------------|--|--|---|
| Current Liabilities | | | |
| Trade Payables | 2.30 | 22.15 | 24.77 |

Justification for “Holding Period” levels

The justifications for the holding levels mentioned in the table above are provided below:

| Assets- Current Assets | |
|--|---|
| Trade receivables | We have expected the same level of trade receivable period for financial year 2018-19 as compared to financial year 2017-18. Our trade receivable period is 84.66 days and 84.62 days for the financial year 2018-19 & 2017-18 respectively as we intend to slightly relax our credit policy to expand our business operations. |
| Liabilities–Current Liabilities | |
| Trade Payables | In financial year 2018-19 the credit period is expected to be 24.77 days as compared to 22.15 days in financial year 2017-18, as we expect slight lenient credit terms from our creditors as our business operations grow. |

Our Company proposes to utilize Rs. 1,700.00 lakhs of the Net Proceeds in FY 2018-19 towards our working capital requirements and the balance portion of our working capital requirement will be arranged from existing Bank loans and Internal Accruals/ Net Worth/ Secured & Unsecured Loans.

2. General Corporate Purposes:

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

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

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

ISSUE RELATED EXPENSES

The expenses for this Issue include issue management fees, underwriting fees, registrar fees, legal advisor fees, printing and distribution expenses, advertisement expenses, depository charges and listing fees to the Stock Exchange, among others. The total expenses for this Issue are estimated not to exceed Rs. [●] Lakhs.

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

**As on the date of this Draft Red Herring Prospectus, our Company has incurred Rs. [●] Lakhs towards Issue Expenses out of internal accruals.*

***SCSBs will be entitled to a processing fee of Rs. [●]/- per Application Form for processing of the Application Forms procured by other Application Collecting Intermediary and submitted to them on successful allotment.*

Selling commission payable to registered broker, SCSBs, RTAs, CDPs on the portion directly procured from Retail Individual Applicants and Non Institutional Applicants, would be [●] % on the Allotment Amount# or Rs [●]/- whichever is less on the Applications wherein shares are allotted.

The commissions and processing fees shall be payable within 30 working days post the date of receipt of final invoices of the respective intermediaries.

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

BRIDGE FINANCING

We have not entered into any bridge finance arrangements that will be repaid from the Net Issue Proceeds. However, we may draw down such amounts, as may be required, from an overdraft arrangement / cash credit facility with our lenders, to finance project requirements until the completion of the Issue. Any amount that is drawn down from the overdraft arrangement / cash credit facility during this period to finance project requirements will be repaid from the Net Proceeds of the Issue.

APPRAISAL BY APPRAISING AGENCY

The fund requirement and deployment is based on internal management estimates and has not been appraised by any bank or financial institution.

INTERIM USE OF FUNDS

Pending utilization of the Issue Proceeds for the Objects of the Issue described above, our Company shall deposit the funds only in Scheduled Commercial Banks included in the Second Schedule of Reserve Bank of India Act, 1934.

In accordance with Section 27 of the Companies Act, 2013, our Company confirms that, pending utilization of the proceeds of the Issue as described above, it shall not use the funds from the Issue Proceeds for any investment in equity and/or real estate products and/or equity linked and/or real estate linked products.

MONITORING UTILIZATION OF FUNDS

As the size of the Issue does not exceed Rs 10,000 lakhs in terms of Regulation 16 of the SEBI Regulations, our Company is not required to appoint a monitoring agency for the purposes of this Issue. Our Board and Audit Committee shall monitor the utilization of the Net Proceeds.

Pursuant to Regulation 32 of the Listing Regulations, our Company shall on a half yearly basis disclose to the Audit Committee the uses and application of the Issue Proceeds. Until such time as any part of the Issue Proceeds remains unutilized, our Company will disclose the utilization of the Issue Proceeds under separate heads in our Company's balance sheet(s) clearly specifying the amount of and purpose for which Issue Proceeds have been utilized so far, and details of amounts out of the Issue Proceeds that have not

been utilized so far, also indicating interim investments, if any, of such unutilized Issue Proceeds. In the event that our Company is unable to utilize the entire amount that we have currently estimated for use out of the Issue Proceeds in a Fiscal Year, we will utilize such unutilized amount in the next financial year. Further, in accordance with Regulation 32(1) (a) of the Listing Regulations our Company shall furnish to the Stock Exchanges on a half yearly basis, a statement indicating material deviations, if any, in the utilization of the Issue Proceeds for the objects stated in this Draft Red Herring Prospectus.

VARIATION IN OBJECTS

In accordance with Section 13(8) and Section 27 of the Companies Act, 2013 and applicable rules, our Company shall not vary the objects of the Issue without our Company being authorized to do so by the Shareholders by way of a special resolution 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 the vernacular language of the jurisdiction where the Registered Office is situated. 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 may be prescribed by SEBI, in this regard.

OTHER CONFIRMATIONS

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

BASIS FOR ISSUE PRICE

The Issue Price will be determined by the Company in consultation with the Book Running Lead Manager on the basis of an assessment of market demand for the Equity Shares through the Book Building Process and on the basis of the following qualitative and quantitative factors as described below. The face value of the Equity Shares of our Company is Rs. 10 each and the Issue Price is [●] times of the face value at the lower end of the Price Band and [●] times the face value at the higher end of the Price Band. Investors should also refer to the sections titled “*Risk Factors*” and “*Financial Statements*” beginning on pages 20, 189 respectively and chapter titled “*Our Business*”, beginning on page 131 of this Draft Red Herring Prospectus, to have more informed view before making an investment decision. The trading price of the Equity Shares of our Company could decline due to these risk factors and you may lose all or part of your investments.

QUALITATIVE FACTORS

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

- Wide range of services;
- Strong operational activities;
- Experienced promoters and strong management team;
- Scattered client portfolio; and
- Track record of organic growth

For further details, refer to heading “*Our Competitive Strengths*” under the chapter titled “*Our Business*” beginning on page 131 of this Draft Red Herring Prospectus.

QUANTITATIVE FACTORS

The information presented below relating to the Company is based on the restated financial statements of the Company for the Financial Year ended March 31, 2018, 2017 & 2016 prepared in accordance with Indian GAAP, Companies Act and SEBI ICDR Regulations. For details, refer chapter titled “*Financial Statements as restated*” beginning on page 189 of the Draft Red Herring Prospectus. Some of the quantitative factors, which may form the basis for computing the price, are as follows:

1. Basic and Diluted Earnings per Share (EPS) as per Accounting Standard 20 as per the restated financial statements:

| Year ended | Basic & Diluted EPS (Rs.) | Weight |
|-------------------------|------------------------------|-------------|
| March 31, 2018 | 7.76 | 3 |
| March 31, 2017 | 1.38 | 2 |
| March 31, 2016 | 0.46 | 1 |
| Weighted Average | | 4.42 |

Notes:

- The earnings per share has been computed by dividing net profit as restated, attributable to equity shareholders by restated weighted average number of equity shares outstanding during the year. Restated weighted average number of equity shares have been computed as per AS 20. The face value of each Equity Share is Rs. 10/-. Basic EPS is Net profit attributable to equity shareholders divided by weighted average number of Equity Shares outstanding during the year.
- On July 06, 2018, our Company allotted 66,00,000 Equity Shares to its existing shareholders in the ratio of 10 Equity Share for every 1 Equity Share held as fully paid Bonus Shares. For the purpose of calculating the Basic and Diluted Earnings per Share (EPS) above, the weighted average number of equity shares have been adjusted for the bonus shares.

2. Price to Earnings (P/E) ratio in relation to Issue Price of Rs. [●] per Equity Share of face value Rs. 10 each fully paid up.

| Particulars | P/E on cap price (no. of times) | P/E on floor price (no. of times) |
|---|---------------------------------|-----------------------------------|
| P/E ratio based on Basic EPS for FY 2017-18 | [●] | [●] |
| P/E ratio based on Weighted Average EPS | [●] | [●] |
| Industry* | | |
| Highest | | 59.53 |
| Lowest | | 23.45 |
| Average | | 41.49 |

**Industry composite comprises of Quess Corp Limited and Kapston Facilities Management Limited.*

3. Return on Net worth (RoNW)

Return on Net Worth ("RoNW") as per restated financial statements:

| Year/Period ended | RoNW (%) | Weight |
|-------------------------|----------|--------------|
| March 31, 2018 | 66.50% | 3 |
| March 31, 2017 | 35.24% | 2 |
| March 31, 2016 | 17.71% | 1 |
| Weighted Average | | 47.95 |

Note: The RoNW has been computed by dividing net profit after tax as restated, by Net Worth as at the end of the year. Net worth has been calculated as sum of Equity Share Capital and Reserves & Surplus (excluding revaluation reserve) as reduced by the miscellaneous expenses to the extent not written off.

4. Minimum Return on Total Net Worth post Issue needed to maintain Pre Issue EPS for the year ended March 31, 2018 is :

| Particulars | Minimum RoNW (%) |
|--|------------------|
| To maintain Pre Issue Basic & Diluted EPS | |
| At Cap price | [●] |
| At Floor price | [●] |

5. Net Asset Value (NAV) per share:

Net Asset Value as per restated financial statements:

| Particulars | Amount (in Rs.) |
|--|-----------------|
| Net Asset Value per Equity Share as of March 31, 2018 | 11.66 |
| Net Asset Value per Equity Share after the Issue- At Cap Price | [●] |
| Net Asset Value per Equity Share after the Issue- At Floor Price | [●] |
| Issue Price per equity share | [●] |

Notes:

- Net Asset Value per Equity Share has been calculated as net worth divided by number of equity shares. Net worth has been calculated as sum of Equity Share Capital and Reserves & Surplus (excluding revaluation reserve) as reduced by the miscellaneous expenses to the extent not written off.
- On July 06, 2018, our Company allotted 66,00,000 Equity Shares to its existing shareholders in the ratio of 10 Equity Share for every 1 Equity Shares held as fully paid Bonus Shares. For the purpose of calculating the Net Asset Value (NAV) per share above, the number of equity shares have been adjusted for the bonus shares.
- Issue Price per equity share will be determined on conclusion of the Book Building Process.

6. Comparison with listed industry peers:

| Name of the Company | CMP* | EPS (Basic) (Rs.) | EPS (Diluted) (Rs.) | P/E Ratio | RoNW (%) | NAV (Rs.) | Face Value (Rs.) | Total Income (Rs. in lakhs) |
|---------------------------------------|----------|-------------------|---------------------|-----------|----------|-----------|------------------|-----------------------------|
| World Class Services Limited | [●] | 7.76 | 7.76 | [●] | 66.50 | 11.66 | 10.00 | 21,724.74 |
| Peer Group** | | | | | | | | |
| Quess Corp Limited | 1,094.20 | 18.38 | 18.19 | 59.53 | 10.98 | 162.32 | 10.00 | 4,45,711.00 |
| Kapston Facilities Management Limited | 95.20 | 4.06 | 4.06 | 23.45 | 29.32 | 16.60 | 10.00 | 9,387.61 |

* Issue Price of our Company is considered as CMP.

**Source: www.nseindia.com

Notes:

1. Considering the nature, range of services, turnover and size of business of the Company, the peer are not strictly comparable. However, the same have been included for broad comparison.
2. The figures for World Class Services Limited are based on the restated financial statements for the year ended March 31, 2018.
3. The figures for the Kapston Facilities Management Limited are for the year ended March 31, 2017 which are based on the Final Prospectus dated March 14, 2018 filled with NSE Emerge Platform.
4. The figures for Quess Corp Limited is based on the audited standalone financial statements for the year ended March 31, 2018.
5. Current Market Price (CMP) is the closing price of the peer group scrips as on July 09, 2018 on National Stock Exchange (NSE).
6. NAV is computed as the closing net worth divided by the closing outstanding number of equity shares. Net worth has been computed as the aggregate of share capital and reserves and surplus (excluding Revaluation Reserves) as reduced by the aggregate of miscellaneous expenditure (to the extent not adjust or written off) and the debit balance of profit and loss account. Money received against Share Warrants is not considered part of the Net Worth.
7. P/E Ratio for the peers has been computed based on the closing market price of respective equity shares as on July 09, 2018 sourced from website of National Stock Exchange as divided by the Basic EPS.
8. RoNW is computed as net profit after tax divided by closing net worth. Net worth has been computed as the aggregate of share capital and reserves and surplus (excluding Revaluation Reserves and miscellaneous expenditure). Money received against Share Warrants has not been considered in the Net Worth.
9. World Class Services Limited is a Book Built issue and price band for the same shall be published 5 working days before opening of the Issue in English and Hindi national newspapers and one regional newspaper with wide circulation.
10. The Issue Price shall be determined by the company in consultation with the BRLM on the basis of assessment of market demand from investors for the equity shares by way of Book Building and is justified based on the above accounting ratios.

For further details see section titled “Risk Factors” beginning on page 20 of this Draft Red Herring Prospectus and the financials of the Company including profitability and return ratios, as set out in the

section titled “*Financial Statements*” beginning on page 189 of this Draft Red Herring Prospectus for a more informed view.

STATEMENT OF POSSIBLE TAX BENEFITS

The Board of Directors

WORLD CLASS SERVICES LIMITED

Regus Times Square, Unit 1, Level 2,

B Wing Andheri Kurla Road, Andheri (E)

Mumbai City (MH) - 400059,

India

Dear Sirs,

Sub: Statement of possible special tax benefits (“the Statement”) available to World Class Services Limited (“the Company”) and its shareholders prepared in accordance with the requirements in Schedule VIII-Clause (VII) (L) of the Securities Exchange Board of India (Issue of Capital Disclosure Requirements) Regulations 2009, as amended (“the Regulations”)

We hereby report that the enclosed annexure, prepared by the Management of the Company, states the possible special tax benefits available to the Company and the shareholders of the Company under the Income - Tax Act, 1961 (‘Act’) as amended by the Finance Act, 2018 (i.e. applicable to Financial Year 2018-19 relevant to Assessment Year 2019-20), presently in force in India. Several of these benefits are dependent on the Company or its shareholders fulfilling the conditions prescribed under the Act. Hence, the ability of the Company or its shareholders to derive the special tax benefits is dependent upon fulfilling such conditions which, based on business imperatives which the Company may face in the future, the Company may or may not choose to fulfill.

The benefits discussed in the enclosed annexure cover special tax benefits only available to the Company and its Shareholders and do not cover any general tax benefits available to the Company or its Shareholders. This statement is only intended to provide general information to the investors and is neither designed nor intended to be a substitute for professional tax advice. A shareholder is advised to consult his/ her/ its own tax consultant with respect to the tax implications arising out of his/her/its participation in the proposed issue, particularly in view of ever changing tax laws in India.

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

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

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

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

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

The enclosed annexure is intended for your information and for inclusion in the Draft Red Herring Prospectus in connection with the proposed issue of equity shares and is not to be used, referred to or distributed for any other purpose without our written consent.

As per our report of even date

For M/s M.S. Dahiya & Co.

Chartered Accountants

Firm Registration No.: 013855C

CA. Harsh Firoda

M. No.: 409391

Date: July 09, 2018

Place: Indore

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

Outlined below are the possible benefits available to the Company and its shareholders under the current direct tax laws in India for the Financial Year 2018-19.

A. SPECIAL TAX BENEFITS TO THE COMPANY UNDER THE INCOME TAX ACT, 1961 (THE "ACT")

In accordance with section 80 JJAA of the Income Tax Act, 1961, the company can claim, subject to fulfilment of certain conditions, the amount of a deduction of 30% is allowed in addition to normal deduction of 100% in respect of emoluments paid to eligible new employees who have been employed for a minimum period of 240 days during the year for a period of three years.

B. SPECIAL TAX BENEFITS TO THE SHAREHOLDERS UNDER THE INCOME TAX ACT, 1961 (THE "ACT")

The Shareholders of the Company are not entitled to any special tax benefits under the Act.

As per our report of even date

For M/s M.S. Dahiya & Co.

Chartered Accountants

Firm Registration No.: 013855C

CA. Harsh Firoda

Membership No.: 409391

Date: July 09, 2018

Place: Indore

SECTION IV– ABOUT THE COMPANY

OUR INDUSTRY

The information in this section is derived from extracts from publicly available information, data and statistics and has been derived from various government publications and industry sources. The information has not been independently verified by us, the BRLM, or any of our or their respective affiliates or advisors. 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 and, accordingly, investment decisions should not be based on such information. You should read the entire Draft Red Herring Prospectus, including the information contained in the sections titled “Risk Factors” and “Financial Statements” and related notes beginning on page 20 and 189 respectively of this Draft Red Herring Prospectus before deciding to invest in our Equity Shares.

INTRODUCTION TO FACILITY MANAGEMENT INDUSTRY:

Facility Management is a profession that encompasses multiple disciplines to ensure functionality of the built environment by integrating people, place, process and now technology as well. Facility Management Services refer to the use of third-party service providers for the maintenance of the building/office facilities or outsourcing the management of entire facilities to an organization for the professional delivery of services. It comprises of Cleaning Services, Support Services, Property Services, Catering Services, Horticulture Services, Electro-Mechanical Services and Security Services

(Source: A Study On Evolution and Growth of Facility Management Services in India: International Journal of Engineering Sciences & Research Technology, www.ijesrt.com)

OVERVIEW OF SERVICE SECTOR IN INDIA:

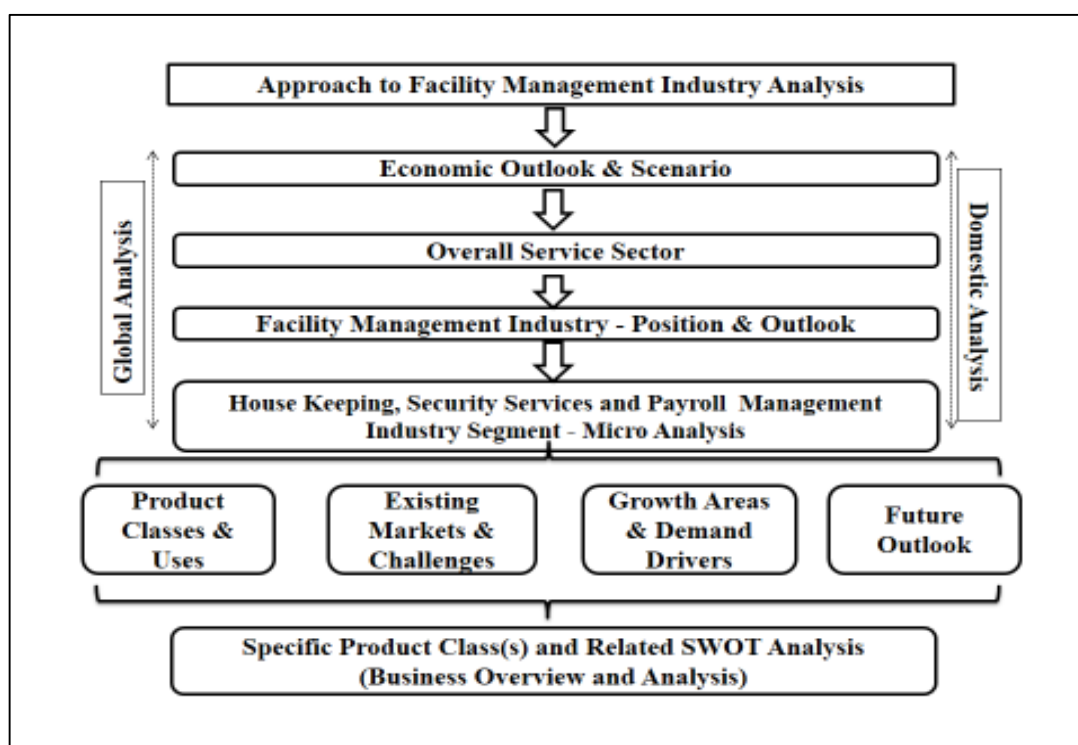
Services sector is the biggest one in India and contributes more than half of Gross Value Added (GVA). As of 2016, 30.6 per cent of the Indian population was employed in this sector. The sector is a major contributor to the country's FDI Inflows. In 2016-17, share of services sector in total FDI inflows was 60.7 per cent. FDI inflows to the sector during April 2000-December 2017 stood at US\$ 64.10 billion. Nikkei India Services Purchasing Managers' Index (PMI) increased to 51.40 in April 2018 from 50.30 in March 2018. India's services exports grew 17.03 per cent year-on-year to US\$ 143.263 billion during April-December 2017.

Services exports comprise a major part of the total exports of India. Net services exports from India stood at US\$ 67.5 billion in 2016-17. Net services exports during April-December 2017 reached US\$ 57.60 billion. Also, India is the export hub for software services. It has a 55 per cent share in the US\$ 185-190 billion global sourcing market in 2017. Sub-sectors that are performing well in FY18 are: Aviation India's air passenger traffic doubled to 117.18 million in 2017 from 59.87 million in 2011. Tourism – Foreign Exchange Earnings from tourism rose 20.8 per cent year-on-year to US\$ 27.7 billion in 2017. Information technology-business process management (IT-BPM) – Software exports are expected to grow 7-8 per cent and the domestic market is expected to expand by 10-11 per cent*.

The Government introduced 'Services Exports from India Scheme' (SIES) aimed at promoting export of services from India by providing duty scrip credit for eligible exports. Under this scheme, a reward of 3 to 5 per cent of net foreign exchange earned is given for Mode 1 and Mode 2 services. In the mid-term review of Foreign Trade Policy 2015-20, SEIS incentives to notified services were increased by 2 per cent.

(Source: Services Industry Analysis - India Brand Equity Foundation - www.ibef.org)

APPROACH TO FACILITY MANAGEMENT SERVICES INDUSTRY ANALYSIS



(This Approach Note is developed by Pantomath Capital Advisors Private Limited (“Pantomath”) and any unauthorized reference or use of this Note, whether in the context of Facility Management Service Industry / or any other industry, may entail legal consequences)

Analysis of Facility Management Industry needs to be approached at both macro and micro levels, whether for domestic or global markets. Facility Management Industry forms part of Service Sector at a macro level. Hence, broad picture of Service Sector should be at preface while analysing the Facility Management Industry.

Service Industry comprises various industries, which in turn, have numerous sub-classes or categories. One such major industry in the overall Service Sector is Facility Management Industry, which in turn encompasses various components such as House Keeping Services, Security Services and Payroll Management Services.

Thus, Facility Management Industry should be analysed in the light of Service Industry at large. An appropriate view on Facility Management Services Industry, then, calls for the overall economy outlook, performance and expectations of Service Sector, position and outlook of Facility Management Industry and House Keeping Services, Security Services and Payroll Management Service segment micro analysis.

GLOBAL ECONOMIC OVERVIEW

According to the International Monetary Fund (IMF), the global economy is experiencing a near-synchronous recovery, the most broad-based since 2010. In 2017, roughly three-quarters of countries experienced improvements in their growth rates, the highest share since 2010. The latest World Economic Outlook (WEO) of the IMF shows global GDP growth accelerated to around 3.6 percent in 2017 from 3.2 percent in 2016, and the forecast for 2018 has been upgraded by 0.2 percentage points to 3.9 percent. Although rebounding, global growth is still well below levels reached in the 2000s.

One reason why the recovery has spread around the globe is that world trade in goods and services has finally emerged from its torpor, registering 4.7 percent real volume growth in 2017 compared with 2.5 percent in 2016. Another reason is that commodity producers such as Russia, Brazil, and Saudi Arabia, which for the past few years been suffering from depressed prices, have benefitted from the upswing in demand. Commodity prices increased smartly in 2017, led by petroleum, whose price rose by 16 percent to reach \$61 per barrel by the end of the year.

Even as global growth and commodity prices have surged, inflation has remained remarkably quiescent, remaining below 2 percent in the main advanced regions. Consequently, monetary policies in the US, Eurozone and Japan have remained highly accommodative despite a strong recovery. These unusual settings—rapid growth, ultra-low interest rates—at a late stage in the economic cycle have produced the rarest of combinations: record-high high bond prices and stock market valuations, both at the same time. The consensus forecast calls for these conditions to be sustained in 2018, as companies respond to buoyant demand conditions by stepping up investment, some governments (such as the US) embark on expansionary fiscal policies, while advanced country monetary policies remain stimulative and world trade continues to grow briskly.

What are the risks? Of course, there are the usual geo-political and geo-economic risks: war in the Korean peninsula; political upheaval in the Middle East; aggressive output cuts by Saudi Arabia (and Russia) in advance of the planned listing of the Saudi Arabian oil company, Aramco, which could force oil prices even higher; a final reckoning from China's unprecedented credit surge in the form of capital controls, slowdown in growth, and a sharply depreciating currency with consequences for the global economy (Economic Survey, 2016-17, Chapter 1); and trade tensions that could lead to skirmishes, and then spiral out of control. But perhaps the main risks lie on the macro-finance front in advanced economies. These stem from three, inter-related, sources:

- Asset valuations (price-equity ratios) tend to revert to their mean. And the faster and higher they climb, especially so late in the economic cycle, the greater the risk of sharp corrections.
- Simultaneously high valuations of both bonds and equities tend to be briefly lived because they suffer from an acute tension: if future earnings and economic growth are so bright, justifying high equity prices, interest rates cannot be forever so low.
- And if interest rates rise—or if markets even sense that central banks will need to shift their stance—both bond and equity prices could correct sharply. A plausible scenario would be the following. The IMF is now forecasting that advanced country output gaps will close in 2018 for the first time since the Global Financial Crisis. As this occurs, wages would start rising, eating into profits (which would prick equity valuations); and as inflation rises in tandem, policy makers would be forced into raising rates, deflating bond valuations and further undermining share prices.

What would happen to growth if asset prices correct? Surely, the impact would be far smaller than it was in 2007-09, because advanced countries are far less vulnerable than they were a decade ago. In particular, the leverage tied to these assets is much lower, which would minimize contagious propagation; while banks are much better buffered, with higher levels of capital and core deposits, and lower levels of risky assets.

Even so, there would be some consequences. For one, a large decline in wealth would force advanced country consumers to cut back on their spending, which in turn would lead firms to curtail their investments. And if this happens, monetary and fiscal policies would have much less room for expansionary manoeuvre since interest rates are already low while government debts are high. And the political implications of yet another decline in asset prices, the second in a decade, could also be significant, with effects that are difficult to imagine.

In sum, assessing future risks hinges on two calls: interest rate policy and asset valuations. On policy, extraordinarily low rates have, to paraphrase Paul Krugman, become “an obsession in search of a justification.” Initially justified by the dislocations caused by the Global Financial Crisis, then by large output gaps, they are now defended on the grounds that inflation remains weak, even as the slack in product and labor markets is disappearing rapidly. Will the gathering new evidence on closing output gaps and rising employment dispel that obsession?

On valuations, the prognosticator must navigate a narrow strait: steering clear of the “Cry of Wolf” trap (bond prices will finally, finally correct, having defied the prediction of correction in each of the last several years), without succumbing to the siren call of “This Time is Different” (stock valuations are sustainable this time because interest rates will remain at historic lows).

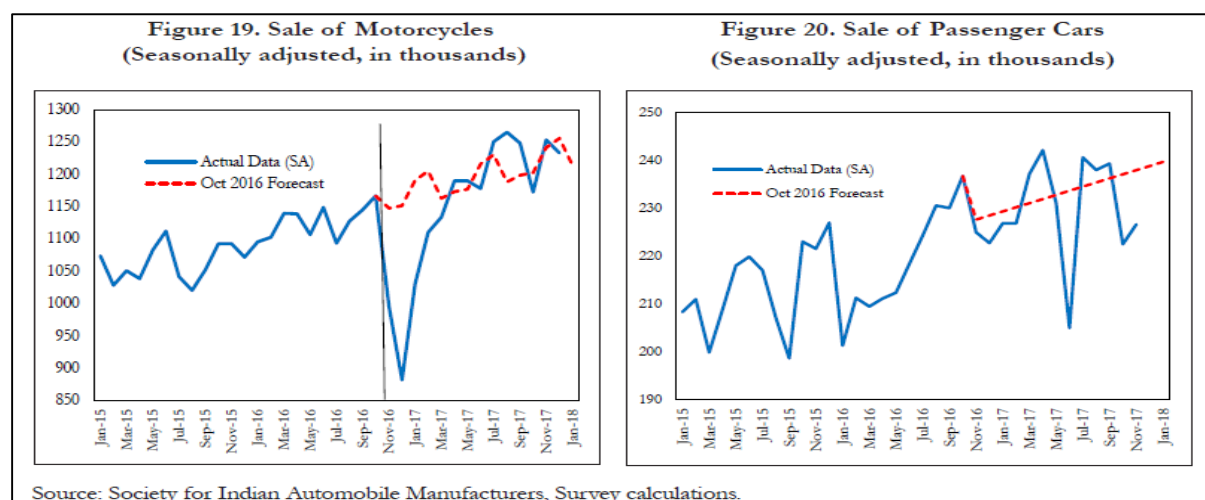
(Source: Economic Survey 2017-18 Volume 1 www.indiabudget.nic.in)

OVERVIEW OF INDIA'S ECONOMIC PERFORMANCE IN 2017-18

Economic activity

The key question going forward is whether the economy has troughed, and if so at what pace it will recover toward its medium term trend. High frequency indicators do suggest that a robust recovery is taking hold as reflected in a variety of indicators, including overall GVA, manufacturing GVA, the IIP, gross capital formation (Figure 17) and exports.

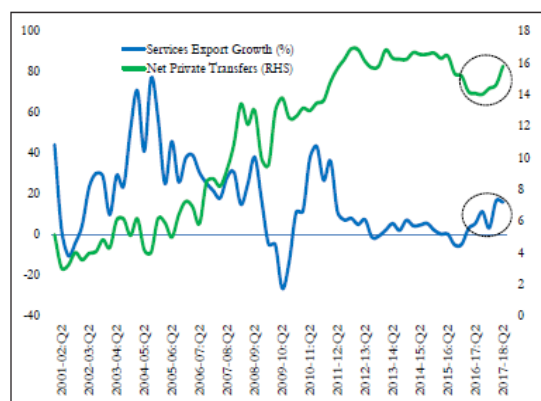
Similarly, real non-food credit growth has rebounded to 4 percent in November 2017 on a year-on-year basis, while the squeeze on real credit to industry is abating (Figure 18). Moreover, the flow of nonbank resources to the corporate sector, such as bond market borrowing and lending by NBFCs, has increased by 43 percent (April-December 2017 compared to the same period a year ago), substituting in part for weak bank credit. Rural demand, proxied by motor cycle sales, and auto sales, while not yet back to its pre-demonetization trend, are recovering (Figures 19 and 20).



Perhaps most significantly, the behaviour of manufacturing exports and imports in the second and third quarters of this fiscal year has started to reverse. The re-acceleration of export growth to 13.6 percent in the third quarter of FY2018 and deceleration of import growth to 13.1 percent, in line with global trends, suggest that the demonetization and GST effects are receding. Services export and private remittances are also rebounding (Figure 21).

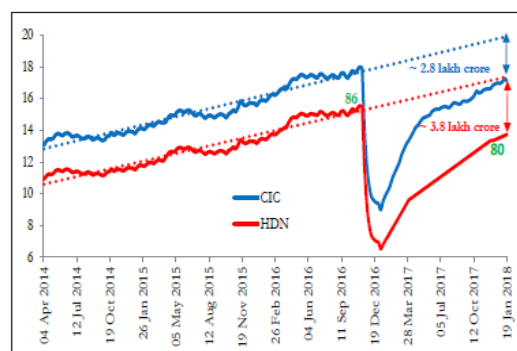
On demonetization specifically, the cash-to-GDP ratio has stabilized, suggesting a return to equilibrium. The evidence is that since about June 2017 the trend in currency is identical to that pre-demonetization (Figure 22). The stabilization also permits estimation of the impact of demonetization: about Rs. 2.8 lakh Crores less cash (1.8 percent of GDP) and about Rs. 3.8 lakh Crores less high denomination notes (2.5 percent of GDP).

Figure 21. Services Export Growth (percent) and Net Private Remittances (in US\$ billion)



Source: RBI, Survey calculations.

Figure 22. Currency in Circulation (CIC) and High Denomination Notes (HDN) (In Rs. lakh crore)



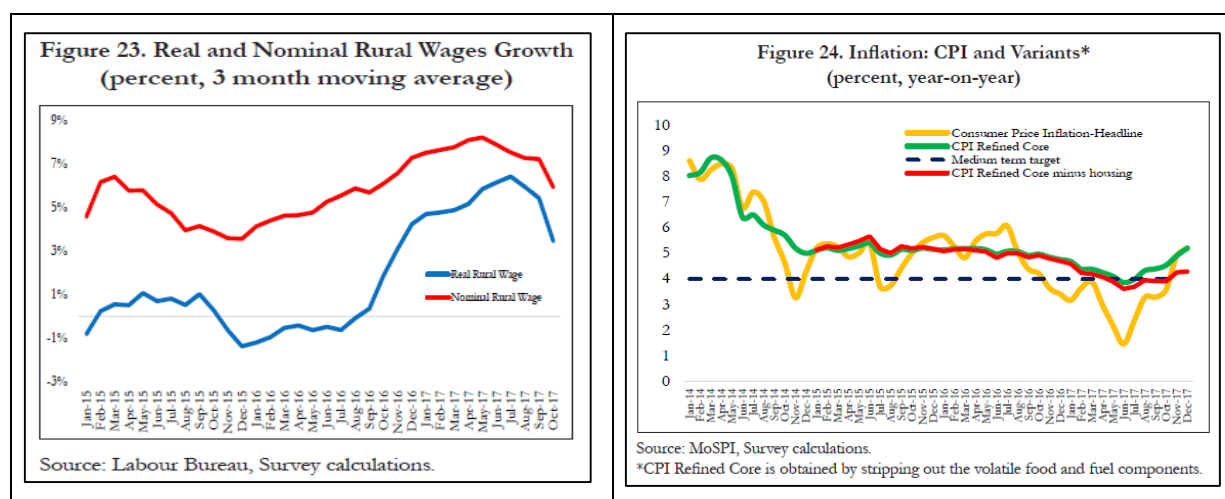
Source: RBI, Survey calculations; Numbers in green denote HDN as share of CIC.

A final, important factor explaining the growth recovery is fiscal, which is providing a boost to aggregate demand. For reasons related to smoothening the transition, GST revenues will only be collected for 11 months, which is akin to a tax cut for consumers. Meanwhile, overall revenue expenditure growth by the central and state governments at remains strong at 11.7 percent (April to November). Cyclical conditions may also lead to lower tax and non-tax revenues, which act as an automatic stabilizer.

All this said, while the direction of the indicators is positive, their level remains below potential. IIP growth (April-November 2017 over same period in the previous year) is 3.2 percent, real credit growth to industry is still in negative territory, and the growth in world trade remains less than half its level of a decade ago. Moreover, even though the cost of equity has fallen to low levels, corporates have not raised commensurate amounts of capital, suggesting that their investment plans remain modest (Box 6). In other words, the twin engines that propelled the economy's take-off in the mid-2000s – exports and investment – are continuing to run below take-off speed.

Meanwhile, developments in the agriculture sector bear monitoring. The trend acceleration in rural wages (agriculture and non-agriculture), which had occurred through much of 2016 because of increased activity on the back of a strong monsoon, seems to have decelerated beginning just before the kharif season of 2017-18 (Figure 23) but it is still greater than much of the last three years. Three crop-specific developments are evident. Sowing has been lower in both kharif and rabi, reducing the demand for labor. The acreage for kharif and rabi for 2017-18 is estimated to have declined by 6.1 percent and 0.5 percent, respectively. Pulses and oilseeds have seen an increase in sowing, but this has translated into unusually low farmgate prices (below their minimum support price, MSP), again affecting farm revenues. The so-called TOP perishables (tomatoes, onions, and potatoes) have meanwhile fluctuated between high and low prices, engendering income uncertainty for farmers.

The CSO has forecast real GDP growth for 2017-18 at 6.5 percent. However, this estimate has not fully factored in the latest developments in the third quarter, especially the greater-than-CSO-forecast exports and government contributions to demand. Accordingly, real GDP growth for 2017-18 as a whole is expected to be close to 6 3/4 percent. Given real GDP growth of 6 percent in the first half, this implies that growth in the second half would rebound to 7.5 percent, aided by favourable base effects, especially in the fourth quarter.



Average CPI inflation for the first nine months has averaged 3.2 percent and is projected to reach 3.7 percent for the year as a whole. This implies average CPI inflation in the last quarter of 5 percent, in line with the RBI's forecast. Therefore, the GDP deflator is expected to grow by 3.6 percent for 2017-18, somewhat higher than the CSO's forecast of 2.8 percent. Consequentially, nominal GDP growth is estimated at 10.5 percent, compared with the CSO's 9.5 percent estimate.

Macroeconomic indicators

After 13 months of continuously under-shooting the inflation target by an average of 130 basis points, headline inflation for the first time crossed the RBI's 4 percent target in November, posting a rate of 5.2 percent in December 2017 (Figure 24). The recent upswing in inflation stems from rising global oil prices (not all of which has been passed on to consumers), unseasonal increases in the prices of fruits and vegetables, and the 7th Pay Commission housing rent allowances, which mechanically increase inflation. Stripped of all these factors, underlying inflation has been increasing at a more modest pace, reaching 4.3 percent at end-December—in part because firms are passing the incidence of GST on to final consumers only gradually.

The current account deficit has also widened in 2017-18 and is expected to average about 1.5-2 percent of GDP for the year as a whole. The current account deficit can be split into a manufacturing trade deficit, an oil and gold deficit, a services deficit, and a remittances deficit (Figure 25). In the first half of 2017-18, the oil and gold balance has improved (smaller deficit of \$47 billion) but this has been offset by a higher trade deficit (\$18 billion) and a reduced services surplus (\$37 billion), the latter two reflecting a deterioration in the economy's competitiveness.

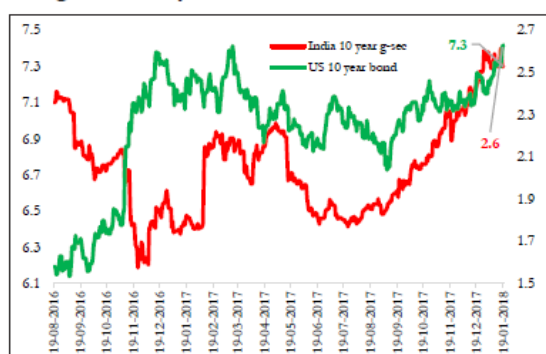
Despite these developments, the overall external position remains solid. The current account deficit is well below the 3 percent of GDP threshold beyond which vulnerability emerges. Meanwhile, foreign exchange reserves have reached a record level of about \$432 billion (spot and forward) at end-December 2017, well above prudent norms.

Fiscal developments

Bond yields have increased sharply (Figure 26) since August 2017, reflecting a variety of factors, including concerns that the fiscal deficit might be greater-than-budgeted, expectations of higher inflation, a rebound in activity that would narrow the output gap, and expectations of rate increases in the US. As a result, the yield curve has become unusually steep (Figure 27).

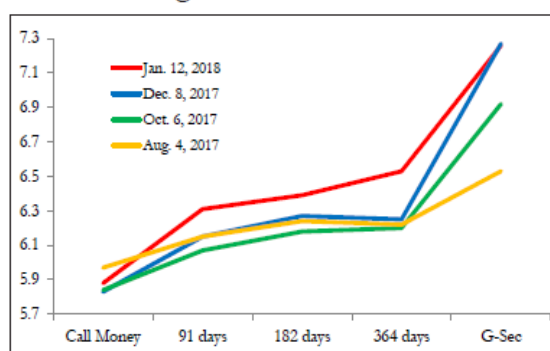
The fiscal deficit for the first eight months of 2017-18 reached 112 percent of the total for the year, far above the 89 percent norm (average of last 5 years), largely because of a shortfall in non-tax revenue, reflecting reduced dividends from government agencies and enterprises. Expenditure also progressed at a fast pace, reflecting the advancing of the budget cycle by a month which gave considerable leeway to the spending agencies to plan in advance and start implementation early in the financial year. Partially offsetting these trends will be disinvestment receipts which are likely to exceed budget targets.

Figure 26. 10-year G-sec Yields : India and US



Source: Bloomberg, RBI.

Figure 27. Yield Curve



Source: Bloomberg, RBI, Survey calculations.

GST revenue collections are surprisingly robust given that these are early days of such a disruptive change (See Box 7). Government measures to curb black money and encourage tax formalization, including demonetization and the GST, have increased personal income tax collections substantially (excluding the securities transactions tax). From about 2 percent of GDP between 2013-14 and 2015-16, they are likely to rise to 2.3 percent of GDP in 2017-18, a historic high. Precise estimates of the government's contribution to this improvement vary depending on the methodology used. An econometric exercise yields an estimate of Rs. 40,000 Crores over the two fiscal years of 2016-17 and 2017-18.³ Another based on comparing the difference in actual tax buoyancy in 2016-17 and 2017-18 over the previous seven-years' average buoyancy, yields an estimate of about Rs. 65,000 Crores (both exclude the 25,000 Crores collected under the Income Disclosure Scheme and Pradhan Mantri Garib Kalyan Yojana). Thus, the sum of all government efforts increased income tax collections, thus far, between Rs. 65,000 and Rs. 90,000 Crores. These numbers imply a substantial increase in reported incomes (and hence in formalization) of about 1.5 percent to 2.3 percent of GDP.

As a result of the budget overruns, the central government's fiscal deficit until November 2017 was Rs. 6.1 lakh crore compared to the budgeted Rs. 5.5 lakh crore. In contrast, state governments seem to be hewing closely to their targeted fiscal consolidation – in part because the centre has guaranteed them a large increase in their indirect tax take, as part of the GST agreement.

Reflecting largely fiscal developments at the centre, a pause in general government fiscal consolidation relative to 2016-17 cannot be ruled out. In addition, the measured deficit for 2017-18 will include Rs. 80,000 crore (0.5 percent of GDP) in capital provided to public sector banks. But this will not affect aggregate demand, as reflected in international accounting practice which deems such operations as financing ("below-the-line") rather than expenditure.

In the case of borrowing by the states, markets have perhaps inadequately taken into account the fact that higher market borrowings by them does not reflect higher deficits; rather about Rs. 50,000 crore or 0.3 percent of GDP of market borrowings is due to changes in the composition of financing, away from higher cost NSSF borrowings toward lower cost market borrowings. This lack of strict correspondence between the deficit and borrowings at the central and state levels (Figure 28) is discussed in greater detail in Box 8. For general government, about Rs. 40,000 Crores represents greater market borrowings that is not due to deficits—a fact which markets apparently have not internalized.

Another factor contributing to the rise in bond yields has been stepped-up Open Market Operations (OMO) by the RBI. This amounted to a net sale of about Rs. 90,000 Crores during April-December 2017-18 (compared to a net redemption of Rs. 1.1 lakh Crores during the same period in 2016-17) to sterilize the impact of foreign flows, themselves induced by high interest rates.

(Source: Economic Survey 2017-18 Volume 1 www.indiabudget.nic.in)

OUTLOOK FOR 2018-19

The outlook for 2018-19 will be determined by economic policy in the run-up to the next national election. If macro-economic stability is kept under control, the ongoing reforms are stabilized, and the world

economy remains buoyant as today, growth could start recovering towards its medium term economic potential of at least 8 percent.

Consider the components of demand that will influence the growth outlook. The acceleration of global growth should in principle provide a solid boost to export demand. Certainly, it has done so in the past, particularly in the mid-2000s when the booming global economy allowed India to increase its exports by more than 26 percent per annum. This time, the export response to world growth has been in line with the long-term average, but below the response in the mid-2000s. Perhaps it is only a matter of time until exports start to grow at a healthy rate. Remittances are already perking up, and may revive further due to higher oil prices.

Private investment seems poised to rebound, as many of the factors exerting a drag on growth over the past year finally ease off. Translating this potential into an actual investment rebound will depend on the resolution and recapitalization process. If this process moves ahead expeditiously, stressed firms will be put in the hands of stronger ownership, allowing them to resume spending. But if resolution is delayed, so too will the return of the private capex cycle. And if this occurs public investment will not be able to step into the breach, since it will be constrained by the need to maintain a modicum of fiscal consolidation to head off market anxieties.

Consumption demand, meanwhile, will encounter different tugs. On the positive side, it will be helped by the likely reduction in real interest rates in 2018-19 compared to the 2017-18 average. At the same time, average oil prices are forecast by the IMF to be about 12 percent higher in 2018-19, which will crimp real incomes and spending—assuming the increase is passed on into higher prices, rather than absorbed by the budget through excise tax reductions or by the oil marketing companies. And if higher oil prices requires tighter monetary policy to meet the inflation target, real interest rates could exert a drag on consumption.

Putting all these factors together, a pick-up in growth to between 7 and 7.5 percent in 2018-19 can be forecasted, re-instating India as the world's fastest growing major economy. This forecast is subject to upside potential and downside risks. The biggest source of upside potential will be exports. If the relationship between India's exports and world growth returns to that in the boom phase, and if world growth in 2018 is as projected by the IMF, then that could add another ½ percentage point to growth.

Another key determinant of growth will be the implementation of the IBC process. Here timeliness in resolution and acceptance of the IBC solutions must be a priority to kick-start private investment. The greater the delays in the early cases, the greater the risk that uncertainty will soon shroud the entire IBC process. It is also possible that expeditious resolution may require the government to provide more resources to PSBs, especially if the haircuts required are greater than previously expected, the ongoing process of asset quality recognition uncovers more stressed assets, and if new accounting standards are implemented.

Persistently high oil prices (at current levels) remain a key risk. They would affect inflation, the current account, the fiscal position and growth, and force macroeconomic policies to be tighter than otherwise. One eventuality to guard against is a classic emerging market “sudden stall” induced by sharp corrections to elevated stock prices. (Box 9 suggests that India's stock price surge is different from that in other countries but does not warrant sanguine-ness about its sustainability.) Savers, already smarting from reduced opportunities in the wake of demonetization, from depressed gold prices, and from lower nominal interest rates, would feel aggrieved, leading to calls for action. Stock price corrections could also trigger capital outflows, especially if monetary policy unwinds less hesitantly in advanced countries and if oil prices remain high. Policy might then have to respond with higher interest rates, which could choke off the nascent recovery. The classic emerging market dilemma of reconciling the trade-off between macro-stability and growth could then play itself out.

A key policy question will be the fiscal path for the coming year. Given the imperative of establishing credibility after this year, given the improved outlook for growth (and hence narrowing of the output gap), and given the resurgence of price pressures, fiscal policy should ideally have targeted a reasonable fiscal consolidation. However, setting overly ambitious targets for consolidation—especially in a pre-election year—based on optimistic forecasts that carry a high risk of not being realized will not garner credibility

either. Pragmatically steering between these extremes would suggest the following: a modest consolidation that credibly signals a return to the path of gradual but steady fiscal deficit reductions.

Against this overall economic and political background, economic management will be challenging in the coming year. If the obvious pitfalls (such as fiscal expansion) are avoided and the looming risks are averted that would be no mean achievement.

(Source: Economic Survey 2017-18 Volume 1 www.indiabudget.nic.in)

SERVICE INDUSTRY: INDIAN OVERVIEW

Introduction

The services sector is not only the dominant sector in India's GDP, but has also attracted significant foreign investment flows, contributed significantly to exports as well as provided large-scale employment. India's services sector covers a wide variety of activities such as trade, hotel and restaurants, transport, storage and communication, financing, insurance, real estate, business services, community, social and personal services, and services associated with construction.

Market Size

The services sector is the key driver of India's economic growth. The sector is estimated to contribute around 54.0 per cent of India's Gross Value Added in 2017-18 and employed 28.6 per cent of the total population. Net Services exports from India grew 14.98 per cent year-on-year to US\$ 77,562.89 million in 2017-18P. Nikkei India Services Purchasing Managers' Index (PMI) stood at 49.60 in May 2018. During the same month, business sentiments of service providers were recorded to be at their strongest levels since January 2015. As per Ministry of Statistics and Programme Implementation's second advance estimates of National Income 2017-18, services sector GVA is expected to grow to US\$ 1,266.10 million in FY18.

Investments

The top 10 categories of Indian services sector attracted FDI equity inflows in the period April 2000-December 2017, amounting to about US\$ 22,095.51 billion according to the Department of Industrial Policy and Promotion (DIPP).

Some of the developments and major investments by companies in the services sector in the recent past are as follows:

- The domestic and foreign logistic companies are optimistic about prospects in the logistics sector in India, and are actively making investments plans to improve earnings and streamline operations.
- Leisure and business travel and tourism spending are expected to increase to Rs 14,127.1 billion (US\$ 216.9 billion) and Rs 806.4 billion (US\$ 12.4 billion) in 2018, respectively.
- Market share of private banks in advances is expected to increase from 27.7 per cent in 2017-18 to nearly 35 per cent in 2019-20.^

Government Initiatives

The Government of India recognises the importance of promoting growth in services sectors and provides several incentives in wide variety of sectors such as health care, tourism, education, engineering, communications, transportation, information technology, banking, finance, management, among others.

Prime Minister Narendra Modi has stated that India's priority will be to work towards trade facilitation agreement (TFA) for services, which is expected to help in the smooth movement of professionals.

The Government of India has adopted a few initiatives in the recent past. Some of these are as follows:

- Under the Mid-Term Review of Foreign Trade Policy (2015-20), the Central Government increased incentives provided under Services Exports from India Scheme (SEIS) by two per cent.
- Government of India is working to remove many trade barriers to services and tabled a draft legal text on Trade Facilitation in Services to the WTO in 2017.

Road Ahead

Services sector growth is governed by both domestic and global factors. The Indian facilities management market is expected to grow at 17 per cent CAGR between 2015 and 2020 and surpass the US\$19 billion mark supported by booming real estate, retail, and hospitality sectors.

The implementation of the Goods and Services Tax (GST) has created a common national market and reduced the overall tax burden on goods. It is expected to reduce costs in the long run on account of availability of GST input credit, which will result in the reduction in prices of services.

Exchange Rate Used: INR 1 = US\$ 0.015 as of March 30, 2018

References: Media Reports, Press Releases, DIPP publication, Press Information Bureau,

(Source: Services Industry Analysis-India Brand Equity Foundation -www.ibef.org)

INTRODUCTION TO FACILITY MANAGEMENT:

Facilities Management is subject to continuous innovation and development, under pressure to reduce costs and to add value to the core business of the public or private sector client organisation. Facilities management services market in India has been growing steadily over the years and is set to witness significant momentum over the next five years. It is a highly fragmented industry with few organized players and mostly unorganized small operators. Facilities management business is largely unorganized in India and operates on low margins. Consolidation in this segment is slowly gaining momentum as players are growing their business by acquiring smaller firms. Facilities management services are primarily concentrated in and around metros with low penetration in Tier II and Tier III cities. There is an increasing demand for such services as emphasis on urban development and modernisation of office spaces is growing. Consistent economic growth has led to a booming real estate sector in India, which will drive the growth of this market in the near future.

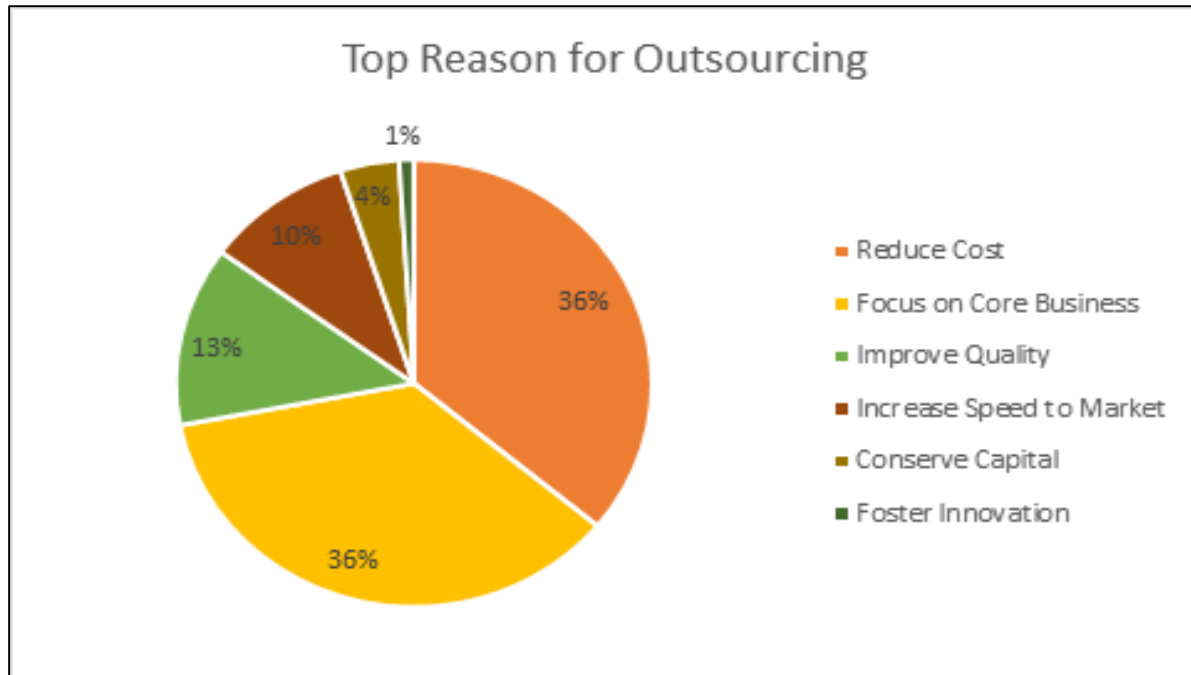


Strong growth in real estate sector has given immense potential to property management companies to provide integrated facilities management services. Many residential and commercial complexes are being constructed including offices, business centres, housing apartments, manufacturing units and other such facilities. This has led to a huge demand for facilities management services housekeeping, security, cleaning, electrical, mechanical and civil engineering services. Increasing malls and retail stores has increased the demand for many services offered by the facilities management companies. Boom in real estate sector has spurred growth in the facilities management services market in India and will help it to develop further Impact.

(Source: A Study On Evolution and Growth of Facility Management Services in India: International Journal of Engineering Sciences & Research Technology, www.ijesrt.com)

OUTSOURCING FACILITIES MANAGEMENT SERVICES:

Businesses are increasingly using an outsourcing of facilities management to achieve strategic advantages: to improve their competitive advantage and to achieve market preservation or dominance goals. They are pursuing these objectives by focusing on their core business activities, by acquiring marketable benefits (or by gaining cost efficiencies) from strategic partners, through outsourcing. These strategic goals are achieved by implementing a tactical strategy to reduce facility operating costs, to improve control over non-core business functions and to acquire best practice systems.



Focus on Core Business:

Core business functions are defined as activities and services that customers pay for, or benefit from. Redirecting resources from non-core activities to core business activities is the fundamental revenue and market reason for outsourcing. As an example, if a company is in the software development business, it doesn't want to dilute resources by also being responsible for delivering facilities management services for its property; it adds no advantage to their competitive software market position. These facilities management activities create the opportunity for outsourcing for non-core facility support services. Through outsourcing, the company can focus its resources on its customers, values and mission and give itself a competitive advantage in the marketplace.

Acquire Marketable Benefits:

Beyond getting a task done through outsourcing, contractor can provide services that add greater value to the buyer's core business. And, when the buyer can create a competitive advantage for itself through outsourcing, it has a compelling reason to do so.

Create Shared Marketability:

Sometimes, outsourcing of facility services creates greater synergy between the company and the contractor. This can derive from shared market advantage or shared costs and risks. A facility management company and a mechanical maintenance services company often have common customers. So an opportunity can be created for each company to market jointly, or individually for the benefit of both. The ability to expand each other's market share is a powerful strategic advantage that can expand opportunities for both parties. The partnering of these two types of companies can lead to the development or expansion of products or services with the costs and risks associated with development shared jointly. Actually, the scale of benefits is limited only by the vision or the egos of the partnering companies. In addition, facility service outsourcing can reduce costs and bring other gains that, while still strategic, are somewhat more tactical than the ones just addressed.

Reduce Operating Costs:

Perhaps the most often quoted reason for outsourcing is to reduce costs. Through this effort the company seeks to avoid the direct and indirect costs of performing the service internally, through outsourcing to achieve a lower operating cost. Frequently, this is achieved by simply asking for (or demanding) a lower price or by, mistakenly, reducing the scope of work. Regardless, the goal is to enhance the price-competitiveness of the company and to free any savings for more important, core value projects

Improve Control:

There are circumstances when the in-house facility management department seems unable to implement a sufficient amount of change to its internal systems to adequately achieve the competitive advantage needed by the company. Barriers may include lack of management know-how, insufficient resources, union/management impasse or poor information systems. Outsourcing can establish the change structure and controls needed to bring strategic value to company competitiveness.

Improved Quality:

Improved quality can be achieved by using vendors with more expertise and more specialized processes. An example of this would be contracting out a cleaning service. An outside service would have the resources for hiring, proper training and facility inspections that may not be available if the function were kept in-house.

Customer Satisfaction:

The advantage of having a vendor contract is they are bound to certain levels of service and quality. An example of this is if your IT function is outsourced and the technician calls in sick, it is the vendor's responsibility to find someone to replace them and meet your support needs.

Operational Efficiency:

Outsourcing gives an organization exposure to vendor specialized systems. Specialization provides more efficiency that allows for a quicker turnaround time and higher levels of quality.

(Source: A Study On Evolution and Growth of Facility Management Services in India: International Journal of Engineering Sciences & Research Technology, www.ijesrt.com)

REQUIREMENTS FOR SUCCESSFUL FACILITY MANAGEMENT OUTSOURCING:

Deciding to outsource is a decision that will have long-lasting impact both on your human resources department and on your entire organization. Outsourcing is defined as contracting for outside services that are a necessary part of doing business, but are not core functions. Although the decision to outsource one or more functions to an outside vendor can be a decision that you're tempted to make rapidly because of an urgent need or because you've got too many other areas to juggle already, it's important to take the time to outsource for the right reasons, armed with the right facts to guide you.

The following factors can be critical to making and implementing a successful outsourcing decision:

- Make sure that your goals for outsourcing are clear from the outset
- Look at outsourcing over the short-and long-term
- Consider who will control the outsourcing decision and why
- Consider how well your company's culture will support an outsourcing decision
- Decide whether it's better for your operation to be centralized or decentralized before outsourcing.

Before you make an outsourcing decision, however, you need to ask whether the areas that you want to outsource, such as administration or relocation, are mission-critical to your organization. These days, many organizations' management teams are re-engineering process functions and are asking themselves if certain areas are essential to their core business. If not, they often outsource them so that they can focus on what they have to do, and let other companies assist by providing the services that *they're* good at.

In a February 1992 article in *Management Accounting*, management guru Tom Peters asks, "Could [a function's] output be successfully sold on the open market? If not, subcontract [the] work to firms that specialize in each function, which will almost certainly do it better and more cheaply."

Sometimes a company can simply pay for an outsource vendor to help re-engineer a process. Other times, however, that isn't enough. If a company can't maintain the improvements or devote the management time to a certain area, it may want to consider outsourcing temporarily or permanently to a strategic partner rather than continuing to perform the function internally.

(Source: A Study On Evolution and Growth of Facility Management Services in India: International Journal of Engineering Sciences & Research Technology, www.ijesrt.com)

CLARITY OF GOALS FOR OUTSOURCING

Whether you want to reduce the response time for employees' benefits questions or you want to rely on the expertise of a vendor to provide retirement services, it's important to explicitly lay out your goals *before* making an outsourcing decision. If you don't, you could be disappointed with the results even as early as a few months down the line, warn the experts. "Some people say, 'I want to outsource because I think I can save some costs.' That's the wrong reason to do it," warns Richard Dole, vice chairman for Coopers & Lybrand's process-management area based in Houston. "You probably will save costs when you outsource because you're outsourcing with a company that does it better and faster. But you shouldn't do it just to save costs, because then you haven't completely gone through the thought process. "Dole stresses that outsourcing is just a tool, not a cure-all." It's one of the tools that companies use in connecting their business processes to their strategy," he adds. "Every company has a different idea about what is critical for them to keep and what they don't need to keep."

There may be some companies that outsource, but aren't sure about their reasons for doing so. "You can end up a year later and maybe have spent a little less on the outsourced project, but did you really get what you wanted?" asks David Partridge, vice president of the financial-services practice for Towers Perrin in San Francisco. "You've got to have that road map in place. "The key to good outsourcing is setting up a good working relationship from the beginning. "It's all in how you set it up up-front," says Patricia Deschler-Griffin, vice president of outsourcing for Adia's outsourcing division, based in Menlo Park, California. "When you have a healthy alliance, you work through the problems and issues that occur, because obviously, problems can arise."

DON'T BE SHORT SIGHTED WHEN MAKING AN OUTSOURCING DECISION

Most companies outsource with long-term objectives in mind. Others, however, outsource only for a year or two, with the idea of bringing the function or process back in-house in the future when they can buy improved technology or again can commit the internal resources to the task. It's important to think about these issues before you outsource, because often outsourcing can cost a lot in start-up costs. "If this were a short-term, two-or three-year decision, it certainly wouldn't be a good investment because of the developmental and implementation costs," says the benefits director who's about to outsource. "The intent is that you forecast for the future. As you have a vendor give you long-term cost projections, you sign a contract that safeguards against future inflation and is cost-beneficial to your company."

Saving money is another long-term objective, but it isn't the only factor. "From time to time, we'll talk to organizations where cost is the number-one factor. But more often than not, it's the other factors like the speed, flexibility, consistency of delivery, the ability to react on a dime—that really are an organization's long-term objectives," says Mark Mitter, the defined-benefit administration practice leader for Hewitt Associates. "In this economy, there's clearly more pressure for organizations to look at how they can trim head counts and how they can save money, but there are certainly many organisations where saving dollars immediately is not the highest priority."

LOSS OF CONTROL IS A BIG CONCERN

Outsourcing represents a new business paradigm in which companies decide to focus on their core competencies. All other activities are peripheral and therefore, are nonessential. "It's a permanent shift in the way companies are going to do business, and the human resources element of it [has been] permanently changed," says Dole. "It's a great opportunity for those who embrace change. But it's going

to be a horrible experience for those who are in fear of change.” Many respondents to the recent Relocation Compass survey expressed concern that their companies would lose control over running their own departments if they outsourced. In fact, someone still must oversee the process, even if it's no longer down the hall or in the next building.

Losing control because of outsourcing is an issue with which many managers struggle. The reason, according to Dole, is that they're used to the traditional business paradigm. He says that the new business paradigm, however, is "matrix oriented" which involves using strategic alliances that help an organization move more quickly and deal with change more rapidly. "For those who can't make those decisions, they've got a lot more problems than whether they should outsource. They've got problems on how they're going to compete, because their culture hasn't shifted yet," says Dole.

TO SUPPORT OUTSOURCING, A CORPORATE CULTURE MUST BE OPEN TO CHANGE

"Some companies don't trust outsiders and want to do everything themselves," says Partridge. "For example, the company that has a company cafeteria and company cars do not usually outsource too much. But companies that try to run absolute minimum in terms of what they've got to do to be great in their own business tend to be the ones who outsource. "Sometimes a change in corporate structure will prompt or support an outsourcing climate. At First Interstate Bancorp, for example, the entire company structure was re-engineered in 1991. "We restructured our whole company into regions," says Gorman. "We had a culture prior to this restructuring that was very entrepreneurial and independent state by state, and that meant a lot of duplication."

During the restructuring process, the bank's human resources department also re-engineered itself. "We looked at how we could do HR better and more cheaply throughout the company," says Gorman. "We came up with a common structure that put all of the policy-and-program development on behalf of the whole culture in one place." Specifically, she centralized the design areas of human resources and decentralized the administrative tasks. "Most companies that have outsourced have done so either because it's consistent with their culture or because they had a particular need that they were responding to," says Partridge.

(Source: A Study On Evolution and Growth of Facility Management Services in India: International Journal of Engineering Sciences & Research Technology, www.ijesrt.com)

THE INDIAN FACILITY MANAGEMENT MARKET VIS-À-VIS THE GLOBAL SCENARIO

The Indian facility management (FM) services market is in its early growth stage and is evolving rapidly, fuelled mainly by the high pace of growth in the construction sector. Increased awareness levels among different vertical markets are expected to take this market to a mature growth phase in its life cycle. But, in terms of market maturity and understanding and accepting of such services by end users, India has a long way to go.

The market for outsourced FM services in India was estimated to be USD 650 million in 2010. Due to the size of the construction market and geographic space, the FM market revenues in India are higher than other nations such as Singapore that are smaller in geography. But, in terms of market maturity and understanding and accepting of such services by end users, India has a long way to go. About 54.9 percent of the overall market was for soft services and 45.1 percent for hard services in 2010. The market for soft services comprises a large cluster of companies that provide single services and specialize in services such as catering and pantry, cleaning and housekeeping, security and others. The market for hard services has high prominence in the IT sector as it outsources the work to professionalized and well-equipped service providers. Cleaning and Housekeeping services contribute a higher percentage of the market followed by maintenance and engineering services and finally security services and others.

The commercial sector witnessed the highest percentage share of the overall FM services market. The commercial sector is maturing, providing huge potential among other sectors such as telecom, retail and industrial as Global MNCs such as Accenture, Nokia, Cisco, Microsoft, and others demand outsourced FM services in India. Presence of global and Indian MNCs is the major driver for the growth of this market across various end-user sectors as they are the potential customers due to their increased awareness levels and willingness to invest in such services.

Outsourced services coupled with the investment boom in real estate and construction sectors. Growth of this market is driven by the need for safety, comfort, and healthy environment of the employees as well as the increase in awareness about outsourced services among customers. The market sustained the situation and improved its penetration largely through existing contracts although the economy witnessed slowdown in the last 2-3 years. Therefore, it is observed that the current economic situation prevailing in the US and Euro zone will not have much impact on the growth of this market. India's growth is expected to be intact with a GDP growth rate of 7.5-7.9 percent in the coming years due to the current economic scenario and its long term implication on the emerging countries

(Source: A Study On Evolution and Growth of Facility Management Services in India: International Journal of Engineering Sciences & Research Technology, www.ijesrt.com)

EMERGING TRENDS IN FACILITIES MANAGEMENT INDUSTRY:

Within the next few years, the facilities management and real estate industries will experience a considerable increase in the demand for outsourcing, integration and globalization of services.

The shifting market trend is detailed in a 2013 survey conducted by Johnson Controls Global Work Place Solutions in partnership with People wise, and reflects an increasing desire within organizations to drive down costs, create efficiencies and improve service delivery. 118 senior facilities management (FM) and real estate (RE) professionals from across the globe participated in the survey. The goal of the research was to understand how and why industry leaders plan to purchase outsourced services in the future. The survey resulted in three key findings:

Key Finding # 1: Expect significant growth in outsourcing

According to the survey, 87% of the responding organizations currently outsource facilities management and real estate services, and the demand for these outsourced services is expected to grow significantly within the next 3 – 5 years. The growth is likely to occur in both the number of organizations that will outsource service activities and the types of activities that are outsourced.

Service lines with the biggest growth in outsourcing

- Among all service lines, the greatest growth in outsourcing is expected to occur in energy services, which – today – is with 51% the least outsourced of all service lines. Among the respondents who currently outsource energy services, 37% expect their demand to increase in the future.
- Among those who do not currently outsource energy services, 19% expect to outsource energy services within the next 3 – 5 years.

Facilities management is the most outsourced service with 82%. This number will go up to 93% within the next 3 – 5 years. Among the respondents who currently outsource facilities management services, 47% expect an increase in demand in the future such as a wider scope in services or expansion across geographies.

Factors influencing most FM and RE purchasing preferences

The survey found that preferences for different purchasing models and geographic scope are influenced by key value drivers. Among those who responded to the survey, the top five value drivers were:

- Reduce operating costs (100%)
- Focus on core business (83%)
- Improve process performance (77%)
- Standardization across geographies (70%)
- Improve global delivery and operating models (70%)

Key Finding # 2: The vast majority will purchase integrated services

According to the survey, 80% of organizations expect to purchase their facilities management service lines as integrated or fully integrated lines within the next 3 – 5 years. In the survey, integrated service

lines were defined as multiple services lines within FM or RE that are purchased from a single supplier who uses specialist knowledge to integrate service delivery, procurement and service delivery management. Fully integrated services also include strategic account portfolio management. The survey findings support the general trend toward models with greater levels of integration and away from lower levels of bundling and service delivery only.

The primary reason integration will grow

The phrase “The whole is greater than the sum of its parts” certainly holds true for the integration of outsourced services. A defining feature of the integrated model is the ability to provide value that’s greater than assembling, combining and coordinating component parts of the outsourced services. Industry professionals who participated in the survey expect such integration of outsourced services across different service lines to deliver:

- A 12% reduction in cost
- Increased value of 28%

This finding suggests that respondents considered further integration could be a source of increased shareholder value for their organization.

Most likely to be integrated: Facilities management services

Among all service lines, facilities management services are – and will continue to be – the most highly integrated industry purchase.

- 70% of organizations currently purchase integrated or fully integrated facilities management services, such as the purchase of both hard and soft FM services. That number is expected to increase to 83% over the next 3 – 5 years.
- At the same time, organizations will move away from integrating lower levels of bundling and service delivery only. Those purchasing preferences are expected to shrink up to just 15% within the next 3 – 5 years. Integrated real estate services are also poised to grow considerably in the near future.
- 44% of organizations currently integrate or fully integrate real estate services. Within the next 3 – 5 years, that number is expected to increase to 60%. By

Key Finding # 3: More organizations will buy FM and RE services globally

Among the organizations surveyed, less than a third currently purchase facilities management and real estate services on a global scale, though the trend is moving toward a greater degree of globalization. According to the survey, 38% intend to purchase those services globally in the future.

Most likely to be purchased globally: Real estate services

According to the survey, real estate services is the most likely service line to be purchased globally, both today and in the future.

- 46% of the respondents currently purchase real estate services globally, and that number is expected to grow to 51% within the next 3 – 5 years.

Greatest growth in global purchasing: Facility management services

The greatest growth in global purchasing is expected to occur in the facilities management service line.

- 26% of the respondents currently purchase facilities management services globally, and that number is expected to grow to 36% within the next 3 – 5 years.
- Today, and into the future, the majority of facilities management service outsourcing will continue to be purchased multi-regionally.

(Source: A Study On Evolution and Growth of Facility Management Services in India: International Journal of Engineering Sciences & Research Technology, www.ijesrt.com)

MEGA TRENDS IN FACILITY MANAGEMENT

- **Economic growth:**

Global economic power will likely continue its shift eastwards. The FM and services industry will experience consequences when most construction activities move towards emerging markets. Increasing competition coming from new players in emerging markets will force companies to search for greater differentiation, and to be innovative in how they adjust their business models and deliver extra value to clients.

- **Globalization:**

Globalization makes us more alike; at the same time, it makes us more aware of local differences. A growing number of multinational companies have therefore begun to adapt their products and marketing to local markets. This is commonly referred to as the “Glocalization” strategy. Companies that are able to navigate between emerging markets and different cultures, can look forward to a prosperous future.

- **Demographic trends:**

Attracting, recruiting and retaining the best possible workforce will be increasingly complex and challenging for companies around the world, as the interests and motivating factors for workers from various generations are different. In Europe, the US, Japan and China, the fourth-generation workplace will become increasingly common. It will be an essential factor for all FM and services industry companies to understand the motivational factors for each age cohort.

- **Sustainability:**

Global warming will be one of the main sustainability challenges for the coming century. To become more energy- and carbon-efficient, societies around the world may be forced to restructure their economies and infrastructure. Sustainability challenges will have a number of consequences for the FM and services industry in the coming decade, affecting supply and value chains as well as building design, management and maintenance. Systemic design will become more important.

- **Technological development:**

Technological progress increases productivity, leads to the development of new industries, income growth, and reduced poverty. Towards 2020 we expect to see major progress in intelligent technology, such as near field communication (NFC) sensors, smart surveillance, security applications and smart robots, which will enable automation of more activities. Technology will take over more domains and functions as robot technology improves in quality, prices for advanced technologies decline and labour costs increase. Technological development is squeezing low-quality labour out of the market and creating new demands for skill sets. Cleaning, for example, is no longer an issue of “elbow grease”. Security is much more than a pair of eyeballs. New technologies require that people work in more intelligent ways.

- **Growth of knowledge society:**

New reporting, collection and control technologies are creating a mountain of data that needs to be collected, stored and analyzed. The successful FM and services industry companies towards 2020 will be the ones that can efficiently collect, store, secure, analyse and operationalize data to generate value and maximum benefit for customers.

- **Individualization:**

Individualization will continue to impact organizations and social relations, especially in low- and middle-income countries. People and organizations expect tailored products, services and solutions. Companies expect their FM and services industry providers to supply individualized services that maximize their value proposition. Additionally, companies will experience increasing employee turnover. Individualization will be prominent as employees and customers increase their demands for individual attention.

- **Focus on health and well-being:**

Over the coming decade, an increasing focus on health will permeate more aspects of private and business life. More lifestyle-related disorders and diseases will emerge. The focus on health and a better life will lead to artificial and technologically enhanced human capabilities, creating major impact on the global FM and services industry. In Europe, over 30% of integrated FM revenue is generated by the healthcare sector. As budget cuts in Europe affect service provision, governments will likely outsource more activities. The doubling of the prevalence of lifestyle-related diseases, like diabetes, will lead to new incentives in building designs to promote healthier and more productive lifestyles among company employees. Buildings will be assessed and designed to promote more active, comfortable, and productive lifestyles.

- **Commercialization:**

Commercialization means faster competition, shorter product lifecycles as well as increasing specialization, differentiation and innovation. FM and services industry companies will have to find ways to help their customers stay competitive and maximize value. To do this, managers will have to understand the key business indicators that promote value in an organization; and how FM and services industry can help their customers improve performance. This could be achieved by understanding their strategic plans and objectives. It could also be achieved by employing lean management techniques to cut waste and use six-sigma strategies to increase quality.

(Source: A Study On Evolution and Growth of Facility Management Services in India: International Journal of Engineering Sciences & Research Technology, www.ijesrt.com)

TRENDS AND TENDENCIES SPECIFIC TO THE FACILITIES MANAGEMENT INDUSTRY

New Ways of Working:

Corporations are implementing alternative workplace practices and new ways of working to promote corporate identity and foster more efficient collaboration, knowledge sharing, flexibility, speed, innovation and productivity. The traditional workplace will become the alternative workplace. FM managers will increasingly have to make use of online facility reservation and management tools that also pinpoint underutilized facilities, leading to better facility management and eventually better building design.

Preparedness and populations at risk in densely populated urban areas:

According to the United Nations Population Fund (UNFPA), climate change and rapid urbanization occurring in middle- and low-income countries will expose the FM and services industry to new challenges and lead to a greater emphasis on contingency and continuity planning. The next wave of urban development will occur in areas already prone to natural disasters. FM and services industry managers should prepare contingency and continuity plans for a number of challenges. While these nine megatrends frame our understanding of future scenarios, they should provide as a roadmap to consider how to mitigate your business towards 2020. And while there are nine on this list, look at them as parts of a whole; megatrends crossover domains to interact in unpredictable ways, while influencing each other's developments. One needs to get more information about each of the nine megatrends with an in-depth analysis of the consequences for the FM and services industry from the ISS Vision 2020 white book.

(Source: A Study On Evolution and Growth of Facility Management Services in India: International Journal of Engineering Sciences & Research Technology, www.ijesrt.com)

FUTURE OF FACILITY MANAGEMENT INDUSTRY:

Outsourcing of facilities management services was initiated by IT/ITeS sector. Therefore, increase in focus on commercial sectors such as IT/ITeS/BPOs/Finance/Banking is recommended as these would drive demand for outsourced services in future. Targeting industries such as oil and gas, power, petroleum, steel, cement, pulp and paper, pharmaceutical and auto is also recommended as they are aware

of the concept and understand the benefits of outsourcing. Brand visibility and competitive pricing are the two most important key success factors for an FM service provider in deciding the success rate of the company; key industry alliances can also be leveraged by participating in organizing major events and conferences. The real estate developer plays a major role in influencing the FM service provider. Therefore, it is recommended to maintain consistent relationship or to have a tie up with a civil contractor / real estate developer to execute a FM project. This will well create value by facilitating marketing and ensuring better selling price of the property.

Due to high entry barriers and the fragmented nature of the market and to sustain local competition since high preference is given to local companies joint ventures with a local FM company are recommended in order to understand the local laws and variations in customer preferences. For many reasons stated in this article, the FM technologies are also quickly changing requiring that the FM managers stay current with latest trends and business applications to effectively support their respective companies Business Plans. Facility Management today, requires financial acumen which enables FM to better interact with the “C-X-Suite”. So rather than FM looked upon as only a cost centre it can begin to speak and understand the financial terms such as Return of Investment (ROI), Internal Rate of Return (IRR), Net Present Value (NPV), and offer strategic business solutions becoming a strategic business unit in regular dialogue with the CEO of Indian organisations.

Maintenance is often driven by the philosophy to “negotiate a deal”. This is a daily occurrence whether considering a HVAC system or mop and bucket, the FM industry must shift its thinking to life cycles and not simply the lowest cost. (Life cycle is the estimated life of an asset in terms of years.) Whether we are talking about repairing pot holes in a road, water leaks in a building, potential fire hazards in a building, or myriad other facility related matters, every day that passes by which the assets are not maintained properly has a direct impact to human condition, asset integrity, operating statements, and a resulting domino effect to the company’s or a nation’s brand. I believe there will be an increased market need for both improved asset quality whether it is a mop and bucket, sustainable energy and water initiatives, or adequately designed facility.

Finally, it seems fitting to close with an old Indian Adage cited by Ravi Venkatesan (former Chairman Microsoft India) in his latest excellent book called, Conquering the Chaos, “Obstacles are what you see when you are not focused on the goal.” I am optimistic about the future of Facility Management for India – that is why I live here. I firmly believe a focused collaboration with various stakeholder groups will promote business and employment opportunities for those interested in creating a made-for-India sustainable Facility Management model and perhaps influence other emerging nations along the journey.

(Source: A Study On Evolution and Growth of Facility Management Services in India: International Journal of Engineering Sciences & Research Technology, www.ijesrt.com)

OUR BUSINESS

Some of the information contained in the following discussion, including information with respect to our business plans and strategies, contain forward-looking statements that involve risks and uncertainties. You should read the chapter titled “*Forward-Looking Statements*” beginning on page 19 of this Draft Red Herring Prospectus, for a discussion of the risks and uncertainties related to those statements and also the section “*Risk Factors*” for a discussion of certain factors that may affect our business, financial condition or results of operations. Our actual results may differ materially from those expressed in or implied by these forward-looking statements. Our fiscal year ends on March 31 of each year, so all references to a particular fiscal are to the twelve-month period ended March 31 of that year.

The financial information used in this section, unless otherwise stated, is derived from our Financial Information, as restated prepared in accordance with Indian GAAP, Companies Act and SEBI Regulations. The following information is qualified in its entirety by, and should be read together with, the more detailed financial and other information included in this Draft Red Herring Prospectus, including the information contained in the sections titled “*Risk Factors*” and “*Financial Information*” beginning on pages 20 and 189, respectively.

OVERVIEW OF THE BUSINESS:

Our Company was originally formed as a Private Limited Company in the name and style of ‘World Class Services Private Limited’ in Mumbai and received a Certificate of Incorporation issued by Registrar of Companies, Maharashtra, Mumbai on September 26, 2011 bearing Corporate Identification Number U74999MH2011PTC222374. Consequently, it was converted into a Public Limited Company pursuant to shareholders resolution passed at Extra-ordinary General Meeting of our Company held on May 28, 2018 and the name of our Company was changed to ‘World Class Services Limited’ and a fresh certificate of incorporation consequent upon Conversion of Private Company to Public Limited dated June 6, 2018 was issued by Registrar of Companies, Maharashtra, Mumbai. The fresh Corporate Identification Number of our Company is U74999MH2011PLC222374.

Our Company, World Class Services Limited (WCS), is in the business of providing human resource services to both public and private organizations mostly in organized sector in diverse roles and responsibilities since 2011, having its Corporate office situated at Indore, Madhya Pradesh. Our service portfolio can be broadly classified in 2 main categories, namely *Integrated Facility Management Services* and *Manpower Outsourcing Services*. Our Company has employed 14,671 associate employees in F.Y.2017-18 to various clients. Our Company is ISO 9001:2008, ISO 14001:2015, OHSAS 18001:2007certified for our range of services.

BUSINESS IN BRIEF:

Businesses are increasingly using an outsourcing of facilities management and manpower outsourcing model to achieve strategic advantages: to improve their competitive advantage and to achieve market preservation or dominance goals. They are pursuing these objectives by focusing on their core business activities, by acquiring marketable benefits from strategic partners through outsourcing. These strategic goals are achieved by implementing a tactical strategy to reduce costs involved in facility operations, to improve control over non-core business functions and to acquire best practice systems.

Our business offering is basically providing Client centric manpower requirements / solutions on contractual basis.

Our *Integrated Facility Management Services* include various corporate enabling activities such as Housekeeping, Office Support, Security and Manned Guarding, Horticulture, Electrical maintenance, Mailroom management and Guest House management. Our Company takes the responsibility of the entire activities starting from hiring manpower, antecedent verification, training and final deployment of manpower to deliver the solutions. All such employees are on our payroll allowing clients to focus on their core operations. The entire operations and training of manpower is managed by our team.

Our *Outsourcing Services* include placement of skilled manpower as per the clients’ needs. Under this segment, our Company takes the responsibility for services like employee hiring, attendance management, payroll management, tax and legal compliance, exit management. We cater to the human

resource requirement of the client on outsourced basis on our payroll while the job activities are managed by the client and our team. We earn management fees as our revenue for such activities.

Our Company is chosen by the Government of India to train the Indian youth to enhance their employability. This is in keeping with the aim and vision of skilling under Pradhan Mantri Kaushal Vikas Yojana. The training is provided through our two training institutes. In the current F.Y. 2018-19, we have been registered under the 'Deen Dayal Upadhyaya Grameen Kaushalya Yojana' (DDUGKY) scheme under the Ministry of Rural Development. The scheme requires job placement of trained candidates after the completion of course which can be leveraged through our experience and requirement in placement activity. Our Company holds a valid certificate and has been accorded as a Training Partner from National Institute of Entrepreneurship and Small Business Development (NIESBUD) and Domestic Workers Sector Skill Council (DWSSC). These affiliations help us achieving our Corporate Social Responsibility (CSR) goals and give us a competitive edge, as we get trained manpower for delivering our core business solutions.

Our Company is promoted and managed by Mr. Devendra Arora having an experience of over 16 years and his core professional team with over 100 years of combined experience in marketing, sales and operational activities. The team with qualified employees have enabled the Company to demonstrate the growth both in terms of operations and financials.

OUR LOCATIONAL PRESENCE:

Corporate office – 378-380, Goyal Nagar, Service Road, Near Bank of Baroda, Indore – 452016, Madhya Pradesh, India

Registered Office – Regus Times Square, Unit 1, Level 2, B Wing, Andheri Kurla Road, Andheri (E) Mumbai – 400059, Maharashtra, India

Marketing & Sales Office (Delhi) –RZA, 97C, 1st Floor, Road No. 4, Street No. 9, Mahipalpur Extn, New Delhi – 110037, India

Branch Office (Bhopal) – Hindustan chamber, 59 Zone-2, MP Nagar, Bhopal – 462011, M.P., India

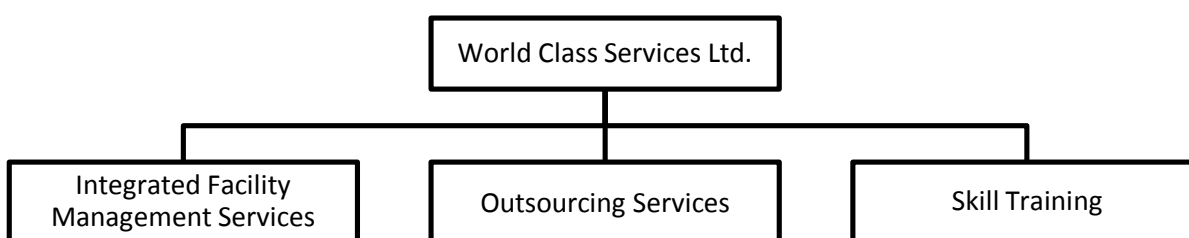
Training Institutes–

1. Indore – Dani Charity Trust, Gram Natya Mundla, By Pass Road, Indore - , M.P., India

2. Khandawa – Pragati Nagar, Near Sarvoday Colony, Civil Line Area, Khandawa, M.P., India

OUR OPERATIONS:

Our Company provides following spectrum of services:



Integrated Facility Management Services

Facilities Management is subject to continuous development and adds value to the core business of the public or private sector organisations.



We provide tailor made staffing solutions to our clients to carry out general office activities such as

- Cleaning & Housekeeping
- Security and Manned Guarding
- Business Support Services
- Garden and Lawn Maintenance
- Engineering & Electrical Maintenance
- Facade Cleaning
- Admin Outsourcing
- Minor Civil Works and fit outs
- Vendor Management (including 3rd party vendor management, reimbursable services)

These services are offered as bundled services (two or more services) or fully integrated and tailored to each customer's unique requirements. Our team of qualified and experienced professionals directly deliver these solutions at the client sites.

Our pre-deployment role requires us to carry out activities such as employee screening, preliminary interviews, hiring, negotiations, and issuing job offer letters. Subsequent to hiring of employees, we carry out the operational activities at the clients' location as per their requirements. Further, these employees are based on our payroll and accordingly all activities related to payroll, provident fund, salary disbursements and other regulatory requirements are being taken care by our Company.

Our experience and expertise help us to assess potential employees with requisite skills and knowledge within the estimated budget as provided by the clients. In addition to these, we help the employees with required training which aids them for carrying out activity in the expected manner. These activities take the burden off the client allowing them to focus on their core activity. We raise our bill to the client which includes the amount for salary, statutory compliances, relevant taxes and our operational and management fees.

Outsourcing Services

This services segment include activities such as human resource and payroll management. We provide staffing solutions to our client as per their needs for certain job roles, for a specified period of time. Such employees are required for small period of time and hence employers generally do not want to invest time in hiring and payroll related ongoing activity. Our service aids the client to pass on this activity to our Company in which we outsource employees on our payroll to them for certain period of time as per the agreement.

Under this service, we carry out the pre-employment activity related to screening, hiring, preliminary interviews and issuing offer letter. However, the job activity during the employment period is managed by the client as per their requirement. Our role is limited to managing the employees but not the work role. We also take care of monthly payroll related activities, such as salary calculation, attendance, taxes, etc. We raise our bill to the client which includes the amount for salary, relevant taxes and our management fees.

Skill Training

This is a recently commissioned activity as per the 'Deen Dayal Upadhyaya Grameen Kaushalya Yojana' (DDUGKY) scheme under the Ministry of Rural Development. Training institutes are set up by the Company as per the guidelines of the scheme. Under this service, our Company gets orders from government to operate a residential course to certain number of candidates eligible for the scheme and the fees for them will be borne by the government over a certain period of time. In F.Y. 2018-19, we have received an order of Rs. 1,120.41 Lakhs from Government of Madhya Pradesh to train 1,900 candidates over a period of 36 months. Operation and maintenance of the institute is required to be carried out by the Company including the salaries for teachers and staffs. Further, no fee is levied to the candidates as per the guidelines of the policy, while government pays defined amount to the Company over an extended period of time. This trained manpower is deputed by us to cater to our needs in delivering our core business activities.

FINANCIAL SNAPSHOT:

Financial Snapshot of our Company as per our Restated Financial Statements is as under:

(Amount in Rs. Lakhs)

| Particulars | F.Y. 2015-16 | F.Y 2016-17 | F.Y 2017-18 |
|-------------------------------|--------------|-------------|-------------|
| Total Revenue | 10,663.38 | 13,991.35 | 21,724.74 |
| CAGR (in %) | 42.7% | | |
| EBITDA | 333.03 | 287.32 | 1,028.43 |
| CAGR (in %) | 75.7% | | |
| PAT | 32.53 | 99.96 | 563.12 |
| CAGR (in %) | 316.4% | | |
| Net worth | 183.70 | 283.66 | 846.78 |
| CAGR (in %) | 114.7% | | |
| Clients (in nos.) | 83 | 94 | 123 |
| CAGR (in %) | 21.7% | | |
| Associate Employees (in nos.) | 7,945 | 8,902 | 14,671 |
| CAGR (in %) | 35.9% | | |

Segmental break-up of our Standalone Revenue from Operation is as under:

(Amount in Rs. Lakhs)

| Particulars | F.Y. 2015-16 | F.Y 2016-17 | F.Y 2017-18 |
|-------------------------------|------------------|------------------|------------------|
| Facility Management Services | 3,943.14 | 5,116.22 | 5,492.73 |
| Outsourcing Services | 6,678.23 | 8,866.23 | 16,201.87 |
| Revenue from Operation | 10,621.37 | 13,982.45 | 21,694.60 |

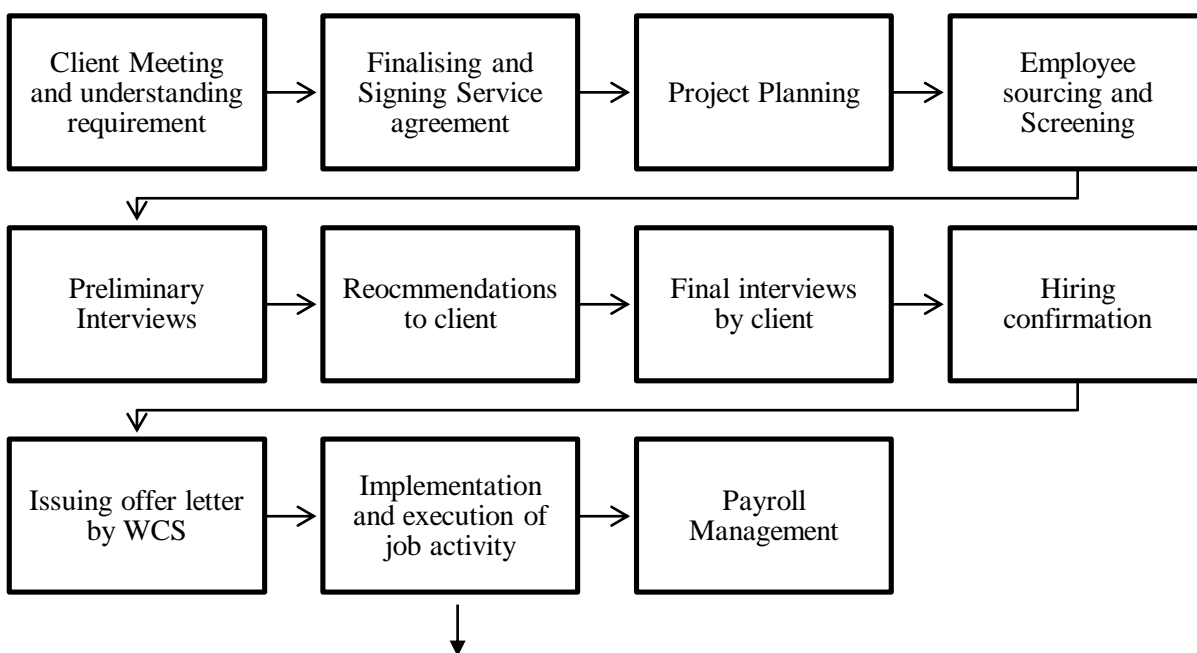
Industry wise break-up of our Standalone Revenue from Operation is as under:

(Amount in Rs. Lakhs)

| Particulars | F.Y. 2015-16 | F.Y 2016-17 | F.Y 2017-18 |
|--------------------------------|------------------|------------------|------------------|
| Bank / NBFC | 88.75 | 390.40 | 500.55 |
| Government Sector | 2,442.11 | 5,289.60 | 6,758.10 |
| Insurance Sector | 888.83 | 853.98 | 570.34 |
| Other | 37.42 | 62.50 | 43.20 |
| Retail Sector | 225.80 | 137.77 | 83.40 |
| School | 323.94 | 276.19 | 369.11 |
| Telecom Sector | 4,800.54 | 4,982.76 | 11,429.06 |
| IT Industries | 819.59 | 1,018.44 | 875.53 |
| Realty Sector | 826.05 | 502.03 | 521.34 |
| Industries | 70.52 | 279.86 | 306.14 |
| Hospital | 46.55 | 74.23 | 139.80 |
| Media & Studios | 3.74 | 60.81 | 40.47 |
| Club | 47.52 | 53.88 | 57.56 |
| Revenue from Operations | 10,621.37 | 13,982.45 | 21,694.60 |

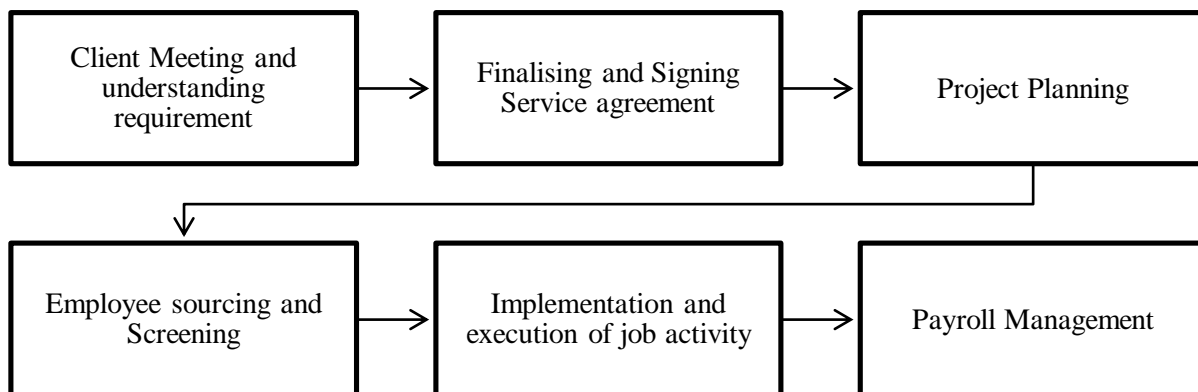
PROCESS FLOW: OUR OPERATIONAL PROCEDURE

Integrated Facility Management Service



Performed in Facility
Management Services offered
by our Company

Housekeeping Service



SERVICE OFFERINGS:

Cleaning & Housekeeping Services

Our widely used Facility Management Service offering is Housekeeping service which is aimed at both commercial as well as household clients. Under this service, we offer complete cleaning and maintenance package which includes day to day cleaning, floor maintenance, sofa cleaning, and upholstery cleaning among others.

We offer tailor made service as per the need and budget of the clients. Our trained staffs ensure satisfactory service to the clients, we provide the equipment required for the cleaning activity with a view of providing hassle free activity, in minimal time and ensure customer satisfaction.

Security Services

Amongst the most critical offering is Security service, which is offered in various facets such as industrial security, office security, residential security, hotels security, events security covering wide range of clients' needs.

Our experience in the security services enables us to meet the client need as per their requirement while our service offerings are fulfilled by trained security guards with relevant equipment, security devices and dress codes thereby ensuring security and reposing continued trust on us. We also offer add-on services in security management like dog squad, lift man and personal security. We believe quality is most critical component in this area of service and accordingly proper training is conducted before deploying any staff on duty.

Outsourcing of Manpower

With growing sizes of organisation there are many enabling activities which are to be carried out requiring excessive amount of resources and money. Our services generally include office functions such as Administrative management, mailroom management, visitor handling, and conference room management among others. Further, many of such activities requires extensive human resources which are temporary in nature leading to unwanted hiring in the payroll of the company.

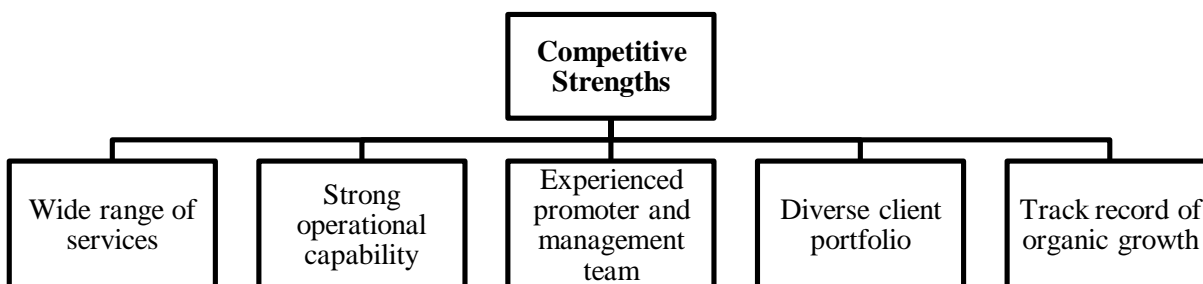
We focus on bridging that gap by deploying temporary skilled/semi-skilled associates on the clients' site but on our payroll. We manage the entire human resource activity thereby reducing the burden of client allowing them to focus on their core activity. We screen and source the prospective employees, manage the job operations and take care of the entire hiring and post-hiring activity.

Payroll Management Services

As a part of our outsourcing service, we offer to manage and maintain the employees and their database which for an organization as a whole may not be feasible to manage, owing to its increasing size and employee's headcount. We provide services like job posting, employee sourcing, screening, preliminary interviews, issuing offer letter, attendance and leave management, monthly salary slips, salary disbursement, legal compliances, tax management, reimbursements to exit management of the employee.

Such activities require substantial amount of time and energy of the organization and hence our offering reduces the strain on their resources. We manage all payroll related activity in its entirety while the managing the job activity responsibility remains with the organization allowing them to take control of their operational performance.

OUR COMPETITIVE STRENGTHS:



Wide range of services

Our range of services include *Facility Management Services* like housekeeping, administrative, security, etc. apart from our *Outsourcing services* which includes payroll management, telecom tower operation and maintenance, support services, outsourcing of human resource. These wide range of offerings to various clients across industries gives us a competitive edge. As an add-on service to the clients, we provide requisite training to the employees being hired through us, this is in line with our focus on providing wide basket of services under one roof.

Further, our range of services is offered on PAN India basis which gives comfort to our clients for we being “a one-stop solution” to them offering them the required services. This enables us to retain our clients by maintaining good customer relationship. With experience in one segment we can leverage our experience in other domains which leads to operational efficiency.

Strong operational capability

Market presence is one of the deciding factors for success in our industry, where brand recognition is important to garner more reputed clients. Our presence for more than 7 years, and combined experience of more than 100 years of our management team has enabled us to create a brand image owing to which we have reputed clients in our basket.

However, the same is not achieved just by creating brand image but also because of our focus on providing quality service to the clients. We give importance to the client's requirement and understanding their needs, job requirement and accordingly we recruit employees with requisite knowledge and skills. Our domain knowledge and recruitment capability have helped us to better address the needs of our clients therefore maintaining client relationship. As we have been serving clients from various industries, we understand the human resource scenario across such industries and have developed an expertise in the segment.

The business we are involved into requires us to be compliant with various governmental rules and regulations and accordingly we have placed a dedicated compliance team in our organization which looks after such activities for large number of associate employees in our payroll serving. Out of total 160 direct employees for our corporate activities, 12 employees from Human Resource team are directly engaged in such activities. Our focus on compliance activities have been a competitive advantage for us owing to stringent regulatory requirements in India.

Experienced promoter and strong management team

Our Promoter, Devendra Arora has around 16 years of experience in Integrated Facility Management services and related businesses. In addition to it, we are a professionally managed Company with over 100 years of combined experience of the management team in their respective domain. Our management team have helped us to continue on the growth path with sound business decisions. With the right mix of directorship in our Board, our Company is well positioned for experienced inputs required for business growth. For further details on our Management, please refer chapter titled "*Our Management*" beginning Page 166 of this Draft Red Herring Prospectus.

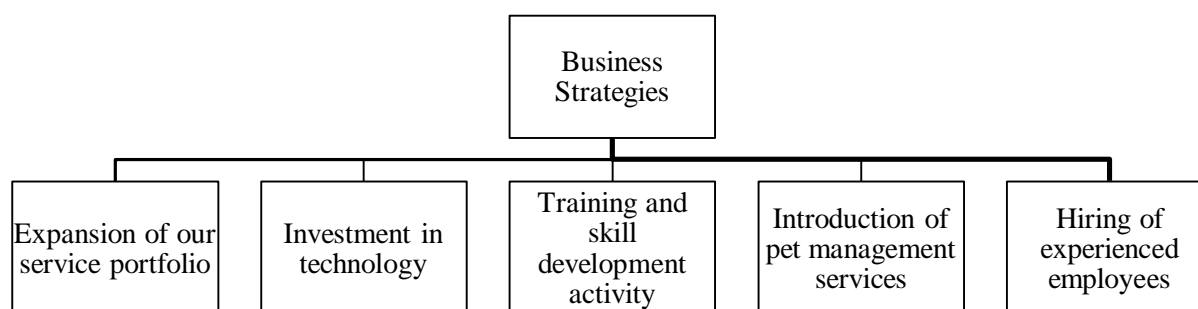
Diverse Client portfolio

Owing to presence of wide range of services in our basket, we are in a position to cater to diversified client base. We provide our services to various industry segments such as telecom, retail, government organization, hospitality, financial institutions, healthcare, Information technology, media, and real estate among others. Our ability to address the needs and requirement of our clients has been the reason for developing relationship with our clients and retaining them. Our presence in varied industry segment also ensures us to withstand uncertain industrial scenario by avoiding depending on any particular segment of industry. Owing to our expertise in managing the required employees, we are able to provide our services to varied industry given the knowledge and experience we possess.

Track record of Organic growth

Ours Company has a demonstrated operational and financial growth over the last 3 years, organically. On the financial front, our Total Revenue have grown from Rs. 10,663.38 Lakhs in FY 15-16 to Rs. 21,724.74 Lakhs in FY 17-18, whereas our Profit after Tax have grown from Rs. 32.53 Lakhs to Rs. 563.12 Lakhs in the same period. On the operational front, our number of associate employees have grown from 7,945 in FY 15-16 to 14,671 in FY 17-18. Further, for previous year ended we have served 123 clients from across 13 industries. Such operational and financial performance is the result of our domain knowledge and experience in the industry. Further, this business model requires less capital investment which has led us to keep a check on our overall fixed costs.

OUR BUSINESS STRATEGY:



Expansion of our service portfolio

With deep knowledge and experience in the industry, we are already offering various services across industries and job roles. However, this being a fragmented industry with large number of players specialising in different verticals of services, there lies an opportunity to expand our service portfolio which can be achieved both organically and inorganically. We continue our aim to provide increased service offerings to our clients which will help us retain them through better relationship and service and increase our client base.

With experienced and professional management team, we believe our Company will be in a comfortable position to take strategic decision of acquisition of small players as and when opportunity presents, thereby consolidating our range of services and our presence in different geographies. At present we are majorly present in certain regions of the country, however, going forward we intend to expand our offerings in different cities which will help us to generate more number of clients.

Investment in technology

We believe technology is becoming a critical aspect in enabling human resource activity. With host of features being offered by numerous software available in the market, we intend to invest in technology and we grow to offer more customised offerings to our clients. Such investment will not only lead to better service to our client but will also lead to cost and error minimization for our organisation by avoiding manual task thereby allowing us to utilise the available resource in more effective manner.

Training and skill development activity

Most important asset in our business is the human resource and employees we hire. The quality of resources we provide to our clients is an important parameter our clients use to judge performance among competitors. We intend to provide skilled employees to our clients and to achieve on that we believe continuous training and skill development of the employees is a necessary ongoing activity. Further, meeting the expectations of our employees is equally important for us which will help us to lower the attrition rate and retain more number of employees which will be useful for our business growth in future.

Leveraging our experience in placement of employees both skilled and unskilled, we have recently commissioned 2 Training centres under the 'Deen Dayal Upadhyaya Grameen Kaushalya Yojana' (DDUGKY) scheme under the Ministry of Rural Development in the state of Madhya Pradesh. Currently in F.Y. 2018-19, we have received an order vide Order No. 1307/MP-DAYSRLM/Skill/36/2018 of Rs. 1,120.41 Lakhs to train 1,900 candidates over a period of 36 months covering 6 districts, namely, Dhar, Indore, Khargone, Khandwa, Brawani and Harda for 3 different courses. For providing training, we have already received certificate from DWSSC as their Training Partner. The schemes requires us to place the employees after the completion of the course which we intend to achieve through industry experience.

Our Company have also received an instalment of the order amount for the said project under DDUGKY scheme, the detail of the same is as hereunder:

Amount in Rs. Lakhs

| Amount Received from | FY 2018-19 | FY 2017-18 |
|------------------------------|---------------|------------|
| Government of Madhya Pradesh | 164.70 | - |
| Total | 164.70 | - |

Owing to our in-house training facility, we are able to maintain a database of skilled employees thereby offering our clients quality services with lesser amount of time.

Introduction of pet management services

With a view of providing an add-on service to our security management offering, we intend to commence *pet management service*, particularly to dogs in our Company. Under this segment, we will be providing plethora of pet care and management services revolving around dogs which includes training, cleaning, maintenance, food and accessories retailing, hostel, games, clinics, medicines and the likes. Our Company intends to cater to the demography which owns dogs including individual households, police and military. We will be charging fees depending on services being used and also daily charges for hostel facilities. Our existing facility management service can be leveraged to better deploy such trained dogs to the required clients as an additional security feature. Providing such add-on feature would aid us generating more revenue from the same client. Our promoter, Mr. Devendra Arora is at present engaged in this business through his group company, Dogsvilla Pet Services Private Limited where he holds 75% of the shareholding.

Hiring of experienced employees

Hiring of employee is the key element of staffing and outsourcing business. Timely execution of client's agreement is an important factor of determining level of quality service we provide. To strive on that, we need to hire employee at the right time and at the right cost. As on 31st March, 2018 we have 14,671 Associate employees on our payroll. With growing business, we understand there is a need to notch up our hiring activity with strong Human Resource team which will look after hiring resource management. For that, we have our job portal (www.wcspl.org) through which prospective employees can apply to various job vacancies available. Further, we continue to attract talents locally through our presence and network.

SWOT ANALYSIS:

Strengths

- **Experienced Management** – Our Company has an experienced promoter for around 16 years in the industry assisted by an experienced and professional management team which leads the operational decisions for the Company.
- **Wide range of services offerings** – We provide wide basket of facility management and outsourcing services to our clients spread across various industries. This leads to better client relationship and accordingly retaining our clients for longer period.
- **Workforce** - Availability of an adaptable and experienced workforce drawn from a wide variety of backgrounds.
- **Strong financial performance** – Our Company have witnessed a CAGR growth of 42.7% in Revenue from FY 2015-16 to FY 2018-18 while PAT has grown at a CAGR of 316.4% in the same period.

Weaknesses

- **Manual management of payroll services** – Our Company at present manages the payroll of its staff manually without using any payroll management software. Clients prefer outsourcing companies which has an online management system reducing the chances of errors and frauds.

- **Facility Management seen by the clients as an overhead cost** – It being an add-on services to the clients, many organizations consider this as an overhead operational cost leading to lower acceptability by certain clients.
- **None of the properties are owned** – Our Company do not have any owned properties under its Assets. All of its properties including offices, training institutes, guest houses are used on rental basis.

Opportunities

- **Growing outsourcing activity and job demand**– As the organised companies are moving towards temporary staffing of employees, this along with growing working population, demand for jobs in India has been growing.
- **Consolidation among the players** – Mergers & Acquisitions is a common phenomenon in the staffing industry whereby a company can grow inorganically. This leads to expansion of geographic presence as well as services being offered.

Threats

- **Competition from established players** – There are few established players in the organised sector which are larger in size and experience in staffing and outsourcing business. Their market reach and network are stronger than our Company which may pose as a potential threat to our business.
- **Inability to hire suitable employees**– Our success depends on our ability to provide quality employees meeting the business requirement of our clients on timely basis. Inability to address the same could hamper our business operations.

COLLABORATIONS/TIE UPS/JOINT VENTURES:

As on the date of this Draft Red Herring Prospectus, our Company has not entered into any technical or other collaboration/ tie ups/ joint ventures with any third parties.

CAPACITY AND ITS UTILIZATION:

Our Company is a service provider engaged in facility management service and outsourcing activities, details relating to capacity utilisation does not apply to our Company.

For industry wide data, please refer chapter titled – Our Industry beginning Page no. 112 of this Draft Red Herring Prospectus.

EXPORT AND EXPORT OBLIGATION:

As on date of this Draft Red Herring Prospectus, Our Company does not have any Export Obligation under Export Promotion Capital Goods (EPCG) Scheme or any other scheme of Government of India.

COMPETITION:

Our Company is an integrated human resource service provider company to various clients across industries, we compete with organized as well as unorganized players. Each small player specialises in different services catering to their specific regions. Despite of large number of organized players, unorganised players accounts for majority of the manpower outsourcing industry.

We intend to continue competing vigorously to capture more market share and manage our growth in an optimal way. Further, our competitors may have access to better financial and operational resources along with experience which may give us tough competition.

For our Facility management Service, we compete with large number of unorganized players and organized player like:

- ISS Integrated Facility Services
- Kapston Facilities Management
- Compass Group
- Avon Facilities, and
- Security and Intelligence Services

For Outsourcing and Payroll Management service, we compete with few listed companies like:

- Quess Corp Limited
- Teamlease Services Limited, and
- Security and Intelligence Services

END USERS:

Our integrated services cater to various private and public organisation in the domestic markets across industries such as telecom, retail, government organization, hospitality, financial institutions, healthcare, Information technology, media, and real estate among others.

List of Top 5 clients as on 31st March, 2018

(Amount in Rs. Lakhs)

| S. No. | Customer Name | Amount | Percentage to Revenue from Operations |
|--------|---|------------------|---------------------------------------|
| 1 | Bharti Airtel Limited | 8,181.93 | 37.71% |
| 2 | Madhya Pradesh Madhya Kshetra Vidyut Vitran Company Limited | 6,114.83 | 28.19% |
| 3 | Bharti Hexacom Limited | 911.51 | 4.20% |
| 4 | Firstsource Solution Limited | 656.95 | 3.03% |
| 5 | Telenor India Communications Private Limited | 583.59 | 2.69% |
| | Total | 16,448.80 | 75.82% |

UTILITIES & INFRASTRUCTURE FACILITIES:

Infrastructure Facilities

Our **registered office** is situated at Mumbai, corporate office is situated at Indore, Marketing office is situated at Delhi and branch office is situated at Bhopal. The offices are well equipped with computer systems, internet connectivity, other communication equipment, security and other facilities, which are required for our business operations to function smoothly. We also have data centre and call centre in our office to serve our customers.

It is equipped with requisite utilities and facilities including the following:

Power - Our Company meets its basic power requirements by by procuring Electricity from Madhya Pradesh Paschim Kshetra Vidyut Vitran Company Ltd. with a sanctioned load of 34,000 W at its corporate office.

Water - Adequate arrangements with respect to water requirements for drinking purpose are made at the offices of the Company.

Further, we also have two operating training institutes at Indore and Khandwa. These training centres are equipped with infrastructure facilities required as per the policy of the scheme, namely, Domain Labs, Computer Labs, Theory Class rooms, Dinning, Mess, Recreation rooms, Accommodation facilities.

Details of training centres and courses:

| Location | Services | Type | Course Description |
|-------------------------|--------------|-------------------------|---|
| Indore, Madhya Pradesh | Housekeeping | Tourism & Hospitality | Provide training for general housekeeper in corporate offices and include usage of different chemicals required as per the surfaces and usage of Personal Protection Equipment (PPE), Deep Cleaning of Electricals and upholstery etc. |
| | Security | Unarmed Security Guards | Provide security for the infrastructure, corporate offices & industries. Course on security provides training for unarmed security guard for static guarding, communication towers and public events, exhibitions, sports events, concerts, road shows, fashion shows, wedding and private parties etc. |
| Khandwa, Madhya Pradesh | Healthcare | Multipurpose Worker | To know the medical terminology, identify medicines, equipment, injections, operate sphygmomanometer, setting of I.V. fluid line, stimulation, nebulizer and pharmacy assistant can run a basic dispensary. |

ENVIRONMENT, HEALTH AND SAFETY:

Employees being the most important asset to our Company, we always strive to be in compliant with all applicable health and safety regulations in our business operations. We continuously monitor the effectiveness of the safety regulations being followed within our organization across the employees. We believe that accidents and other adverse hazard incidents have to be controlled to avoid loss of human life and money, for this we believe that implementing safety standards properly can lead to achieve what we aim for. We have adopted a Health and Safety Policy that is aimed at ensuring the safety of our employees and the people working at clients' location or even for our corporate employees. We continuously provide appropriate training to our management team and our employees to ensure compliance with safety regulations and standards.

HUMAN RESOURCES:

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

As on 30th June, 2018 we had 160 employees, who look after our day to day business operations, administrative, secretarial, legal, marketing and accounting functions in accordance with their respective designated goals. Our manpower is a prudent mix of the experienced and youth which gives us the dual advantage of stability and growth.

Department wise bifurcation of our employee is as under:

| Department | Number of Employees |
|--------------------|---------------------|
| Operations | 59 |
| Back Office | 48 |
| Accounts & Finance | 13 |
| Human Resource | 12 |
| Sales & Marketing | 11 |
| Administration | 5 |
| Audit Department | 2 |
| Credit Control | 2 |
| Training | 8 |

| | |
|--------------|------------|
| Total | 160 |
|--------------|------------|

We had 14,671 associate employees enrolled in our payroll as on 31st March, 2018, deputed at various client locations across industries. Detail of our associate employees' for last three years is as under:

| Services | FY 2015-16 | FY 2016-17 | FY 2017-18 |
|-----------------------|-------------------|-------------------|-------------------|
| Housekeeping Services | 2,035 | 2,076 | 2,195 |
| Security Services | 444 | 828 | 1,205 |
| Outsourcing Services | 5,466 | 5,999 | 11,271 |
| Total | 7,945 | 8,902 | 14,671 |

Our Company does not have any Employee Unions. Our company work processes, our skilled associate employees together with our strong and experienced management team have enabled us to successfully implement our growth plans.

WORK CULTURE OF WCSL:

Our working process and culture reflects through:-

- Identity card & Dress Code
- Take Health policies like Mediclaim, Personal Accidental Insurance, Coverage of ESIC wherever applicable
- Internal Training, Employee Training & Personal Care
- Motivation to keep co-ordination with each other
- Motivate employees for doing jobs as per clients' rules & regulations
- Employee awards, incentives and get together
- On-time salary to employees as per statute

MARKETING:

The efficiency of the marketing and service network is critical success of our Company. We focus on direct understanding of client's job requirements combined with skill set required for the particular role. We also strive to provide various services to our client under one basket. We continuously make cold calls to clients, set-up meetings, display our presentations and track record, in order to garner clients. Our success lies in the strength of our client loyalty for our wide range of services. Our team through their experience and good rapport with the clients owing to timely and quality delivery of service plays an instrumental role in creating and expanding a work platform for our Company.

We believe our relationship with the clients is strong and established. At present, we have a dedicated marketing team of 11 employees who looks after our client relations and business development. Further we also have our own website displaying and offering our variety of services thereby supporting in promotion of our brand. We intend to expand our existing customer base by reaching out to other geographical areas. Our marketing team is ready to take up challenges so as to scale new heights.

INSURANCE:

Our Company has insurance coverage which we consider reasonably sufficient to cover all normal risks associated with our operations and which we believe is in accordance with the industry standards. We have taken insurance policies with different schemes and benefits covering our employees. Our policies are subject to customary exclusions and customary deductibles. We believe that our insurance coverage is adequate for our business needs and operations. We will continue to review our policies to ensure adequate insurance coverage is maintained.

| Policy No. | Risk Covered | Sum Assured | Name of the Insurer | Policy Period | |
|--------------------|----------------------------------|---------------------|----------------------------|---------------|-------------|
| 230231829140000003 | Group Personal Accident Schedule | Rs. 12,150.00 Lakhs | Reliance General Insurance | 20-Jun-2018 | 19-Jun-2019 |
| 230221827110000285 | Workmen Compensation | Rs. 192.18 Lakhs | Reliance General Insurance | 21-Jun-2018 | 20-Jul-2018 |
| 230221828280000090 | Health Insurance | Rs. 3 Lakhs | Reliance General Insurance | 21-Feb-2018 | 20-Feb-2019 |
| 230231729140200125 | Group Personal Accident | Rs. 360 Lakhs | Reliance General Insurance | 05-Oct-2018 | 04-Oct-2018 |
| 230221723110130843 | Private Car Package Policy | Rs. 52 Lakhs | Reliance General Insurance | 24-Dec-2017 | 23-Dec-2018 |
| 230231728120200110 | Group Mediclaim Insurance | Rs. 66 Lakhs | Reliance General Insurance | 08-Oct-2017 | 07-Oct-2018 |
| 230231728120200111 | Group Mediclaim Insurance | Rs. 90 lakhs | Reliance General Insurance | 07-Nov-2017 | 06-Nov-2018 |
| 230231828120000001 | Group Mediclaim Insurance | Rs. 252 Lakhs | Reliance General Insurance | 20-Feb-2018 | 19-Feb-2019 |
| 131521823110065387 | Private Car Package Policy | Rs. 97.85 Lakhs | Reliance General Insurance | 04-Jun-2018 | 03-Jun-2019 |

LAND AND PROPERTY:




Our Company do not own any properties under its own name, all the properties being used are taken on rent from various third parties. The details of same is as under:

| Sr. No. | Address of the Property | Owner | Rental Consideration | Rent Period | Current Usage |
|---------|---|-----------------|----------------------|--------------------------|--------------------------|
| | 378-380, Goyal Nagar, Service Road, Near Bank of Baroda, Indore – 452016, Madhya Pradesh, India | ShashankChourey | Rs. 1,05,000 p.m. | 10.06.2016 to 10.06.2021 | Corporate Office |
| | Regus Times Square, Unit 1, Level 2, B Wing, AndheriKurla Road, Andheri (E) Mumbai – 400059, Maharashtra, India | Regus Group | Rs. 23,204 p.m. | 14.07.2018 to 30.09.2018 | Registered Office |
| | RZA, 97C, 1 st Floor, Road No. 4, Street No. 9, | NeeruKhosla | Rs. 70,000 p.m. | 01.04.2016 to 31.03.2019 | Marketing & Sales Office |

| | | | | | |
|--|---|--------------------------|-------------------|--------------------------|---------------------------|
| | Mahipalpur Extn, New Delhi – 110037, India | | | | |
| | Hindustan chamber, 59 Zone-2, MP Nagar, Bhopal – 462011, M.P., India | K C Agrawal | Rs. 6,500 p.m. | 01.04.2018 to 01.03.2019 | Branch Office |
| | 26, Rukmani Nagar, Indore – 452006, M.P., India | Bharat Laxman | Rs. 22,000 p.m. | 15.02.2017 to 15.02.2021 | Vacant Training Institute |
| | Pragati Nagar, Near Sarvoday Colony, Civil Line Area, Khandawa, M.P., India | Vijay Shah | Rs. 3,00,000 p.m. | 01.04.2018 to 01.04.2019 | Training Institute |
| | Dani Charity Trust, Gram Nayta Mundla, Bypass Road, Indore, M.P., India | Dani Charity Trust | Rs. 2,25,000 p.m. | 19.04.2018 to 19.08.2021 | Training Institute |
| | Pragati Park, Plot No.14, Badiyakeema, Indore, M.P., India | Chitranjan Kumar Khaitan | Rs. 65,000 p.m. | 10.01.2018 to 10.12.2018 | Guest House |
| | 1007, Khatiwala Tank, Indore, M.P., India | Surjit Kaur | Rs. 1,00,000 p.m. | 01.07.2017 to 01.07.2020 | Guest House |

INTELLECTUAL PROPERTY RIGHTS:

We have applied for registration of the following Trademarks with the Trademarks Registry, Government of India. The details of trademark applications are as under:

| Sr. No. | Trademark | Trademark Type | Class | Applicant | Application No. | Date of Application | Registration status |
|---------|--|----------------|-------|-------------------------------|-----------------|---------------------|---------------------|
| 1. |  World Class Services Pvt. Ltd. | DEVICE | 35 | World Class Services (P) Ltd. | 3836788 | May 18, 2018 | Objected |
| 2. |  World Class Services Pvt. Ltd. | DEVICE | 37 | World Class Services (P) Ltd. | 3836789 | May 18, 2018 | Objected |
| 3. |  World Class Services Pvt. Ltd. | DEVICE | 45 | World Class Services (P) Ltd. | 3836790 | May 18, 2018 | Objected |

KEY INDUSTRY REGULATIONS AND POLICIES

Except as otherwise specified in this Draft Red Herring Prospectus, the Companies Act, 1956 / the Companies Act, 2013, we are subject to a number of central and state legislations which regulate substantive and procedural aspects of our business. Additionally, our operations require sanctions from the concerned authorities, under the relevant Central and State legislations and local bye-laws. The following is an overview of some of the important laws, policies and regulations which are pertinent to our business as a player in business of providing corporate solutions for functions like Housekeeping, Security, Payroll Management and technical services industry. Taxation statutes such as the I.T. Act, and applicable Labour laws, contractual laws, intellectual property laws as the case may be, apply to us as they do to any other Indian company. The statements below are based on the current provisions of Indian law, and the judicial and administrative interpretations thereof, which are subject to change or modification by subsequent legislative, regulatory, administrative or judicial decisions. The regulations set out below may not be exhaustive, and are only intended to provide general information to Applicants and is neither designed nor intended to be a substitute for professional legal advice.

APPROVALS

For the purpose of the business undertaken by our Company, our Company is required to comply with various laws, statutes, rules, regulations, executive orders, etc. that may be applicable from time to time. The details of such approvals have more particularly been described for your reference in the chapter titled “Government and Other Statutory Approvals” beginning on page number 216 of this Draft Red Herring Prospectus.

APPLICABLE LAWS AND REGULATIONS

BUSINESS/TRADE RELATED LAWS/REGULATIONS

The Micro, Small and Medium Enterprises Development Act, 2006

In order to promote and enhance the competitiveness of Micro, Small and Medium Enterprise (MSME) the Micro, Small and Medium Enterprises Development Act, 2006 is enacted. A National Board shall be appointed and established by the Central Government for MSME enterprise with its head office at Delhi in the case of the enterprises engaged in the manufacture or production of goods pertaining to any industry mentioned in first schedule to Industries (Development and Regulation) Act, 1951 as “micro enterprise”, where the investment in plant and machinery does not exceed twenty-five lakh rupees; “Small enterprise”, where the investment in plant and machinery is more than twenty-five lakh rupees but does not exceed five crore rupees; or a medium enterprise, where the investment in plant and machinery is more than five crore but does not exceed ten crore rupees and in the case of the enterprise engaged in the services, “Micro – enterprise”, where the investment in equipment does not exceed ten lakh rupees, “Small Enterprise” where the investment in equipment is more than ten lakh rupees but does not exceed two crore rupees, or “Medium Enterprise” where the investment in equipment is more than two crore rupees but does not exceed five crore rupees.

Private Security Agencies (Regulation) Act, 2005

The PSARA is the primary legislation for the regulation of private security agencies in India. Any person or body of persons other than a government agency, department or organisation engaged in the business of (a) providing private security services or (b) providing training to private security guards or their supervisors or (c) providing private security guards to any industrial or business undertaking or a company or any other person or property, are regulated by the PSARA, and are required to obtain a license for undertaking such activities.

Private security agencies licensed under the PSARA are required to obtain prior permission for providing

private security services abroad. A license granted under PSARA is valid for a period of five years, unless cancelled earlier. In this regard, the PSARA sets forth eligibility requirements to become a private security guard and eligibility conditions for obtaining a license for employing or engaging of private security guards. It also authorises state governments to frame rules for issuance of licenses and prescribes conditions for cancellation and suspension of licenses. Carrying on or commencing the business of a private security agency without a valid licence is an offence punishable with imprisonment for a term of up to one year, or with fine which may extend to ` 25,000, or with both.

Conditions for commencement of operations and engagement of supervisors outlined in the PSARA require the licensee to *inter alia*, commence activities within six months of obtaining the license, impart training and skills to its private security guards and supervisors and employ such number of supervisors as specified under the state specific rules. Every private security agency is required to maintain a register containing details of its managers, private security guards, customers and other prescribed details as may be specified by respective state governments. In the event of non-compliance with conditions prescribed in the PSARA, namely, appointment of eligible staff or failure to impart requisite training, the private security agency shall be punishable with a fine extending to Rs.25, 000/- and can also be subject to suspension or cancellation of its license.

Rules for administration of Private Security Agencies

The Central Government has framed the Private Securities Agencies Central Model Rules, 2006 (“PSA Model Rules”). Further, State Governments, while making any rules in respect of matters under the PSARA, are required to conform to the Model Rules. The Model Rule set out, *inter alia*, the verification process for private security agencies, conditions of training, standard of physical fitness for security guards, minimum number of supervisors, manner of application/renewal and conditions of license. Pursuant to the Model Rules, numerous states have framed rules in relation to registration and licensing of private security agencies.

Industrial Policy of Relevant State

The Maharashtra Industrial Policy 2013

The Maharashtra Industrial Policy 2013 has given special attention to encourage small scale industries. For financial stability of MSMEs (Micro Small and Medium Enterprises), the state government will provide fiscal incentives and support to less developed areas, such as 75% reimbursement of cost of water and energy admissible. There is 100% stamp duty exemption within investment period for acquiring land and for term loan purposes. Exemption from payment of electricity duty to eligible new units is also available in certain cases. Power tariff of INR 1/- per unit consumed is available for eligible new units located in Gondia, Kinvat, Chandrapur, etc. Financial incentives are available in the form of Industrial Promotion Subsidy (IPS), Interest Subsidy, Electricity duty exemption, Waiver of Stamp Duty, Power Tariff Subsidy, etc. Up to 70 lakhs can be utilized in the various ways. The Industrial Promotion Subsidy, which is receivable in cash as a specific percentage of net VAT and CST is also provided. Existing units can also be benefited under this scheme provided that they make a) minimum investment in capital assets of 25%; b) same increase in production capacity; and c) minimum 10% increase in employment.

Industrial Policy of Delhi

The industrial policy for Delhi 2010-2021 aims to: promote non-polluting and clean industries; promote high-technology and skilled industries in Delhi, to keep in migration of unskilled labour to minimum; develop world-class infrastructure within planned industrial estates and regularized industrial clusters; promote cluster approach and walk to work concepts, wherever possible; facilitate business through procedural simplifications and e-governance measures; and promote transparent and business friendly environment.

Maharashtra Shops and Establishments (Regulation of Employment and Conditions of Service) Act, 2017 (“MSEA”)

MSEA came into effect on December 20, 2017 and it has replaced the Maharashtra Shops and Establishments Act, 1948. It is an Act to provide for the regulation of conditions of employment and other conditions of service of workers employed in shops, residential hotels, restaurants, eating houses, theatres, other places of public amusement or entertainment and other establishments. The provisions of MSEA, except section 7, apply to the establishments employing ten or more workers and the provisions of section 7 apply to the establishments employing less than ten workers.

MSEA provides for the appointment of a Chief Facilitator to advise the employers and workers and provide them such information as may be considered necessary for complying with the provisions of this Act effectively and to inspect the establishment in accordance with the scheme for inspection.

Registration of establishments under MSEA, can be done either manually or in electronic format by submitting the prescribed application to the Facilitator. The Facilitator shall, register the establishment in the register of establishments and shall issue online, in the prescribed form, a registration certificate along with the Labour Identification Number (LIN) to the employer. The registration certificate shall be valid for such period as may be requested by the applicant and specified therein subject to a maximum period of ten years. However, nothing contained hereinabove applies to the establishments already having valid registration or renewal under the Maharashtra Shops and Establishments Act until expiry of their registration or renewal. MSEA makes provisions for the daily and weekly hours of work in the establishment and interval for rest. It permits the worker to accumulate earned leave upto a maximum of 45 days and also encash the leave in excess of 45 days subject to the provisions of the act. MSEA makes provision for the employer of an establishment to furnish to every worker an identity card. It provides for welfare measures such as first-aid facilities, wholesome drinking water, sufficient latrine and urinal for men and women, crèche in an establishment wherein 50 or more workers are employed and canteen wherein 100 or more workers are employed. The employer of an establishment shall furnish an annual return, in such a form and in such manner (including electronic form), to such authority as is prescribed.

Madhya Pradesh Shops and Establishment Act, 1958 (“MPSEA”)

MPSEA came into effect on September 20, 1958. It is an Act to provide for the regulation of conditions of work and employment in shops, commercial establishments, and residential hotels, restaurants, eating houses, theatres, other places of public amusements or entertainment and other establishments. MPSEA shall apply in the first instance to local areas specified in Schedule I. The state government may, by notification, direct that all or any of the provisions of this Act shall apply to local area as may be specified in the notification on such date as may be fixed therein and different dates may be fixed for different provisions of MPSEA and for different classes of establishment or class of persons as may be specified therein.

Delhi Shops and Establishment Act, 1954 (“DSEA”)

DSEA came into effect on January 17, 1955. It is an Act to amend and consolidate the law relating to the regulation of hours of work, payment of wages, leave, holidays, terms of service and other conditions of work of persons employed in shops, commercial establishment, establishment for public entertainment or amusement and other establishment and to provide for certain matters connected therewith. DSEA shall apply in the first instance only to municipal areas, notified areas and cantonment limits of Delhi, New Delhi, Shahdara, Civil lines, Mehruli, Red Fort and Delhi Cantonment but government may direct that it shall come into force in any local area or areas or shall apply to such shops or establishment or class of shops and establishment in such areas as may be specified in the notification.

Anti-Trust Laws

Competition Act, 2002

An act to prevent practices having adverse effect on competition, to promote and sustain competition in markets, to protect interest of consumer and to ensure freedom of trade in India. The act deals with prohibition of agreements and Anti-competitive agreements. No enterprise or group shall abuse its dominant position in various circumstances as mentioned under the Act.

The prima facie duty of the commission is to eliminate practices having adverse effect on competition, promote and sustain competition, protect interest of consumer and ensure freedom of trade. The commission shall issue notice to show cause to the parties to combination calling upon them to respond within 30 days in case it is of the opinion that there has been an appreciable adverse effect on competition in India. In case a person fails to comply with the directions of the Commission and Director General he shall be punishable with a fine which may exceed to Rs. 1 lakh for each day during such failure subject to maximum of Rupees One Crore.

GENERAL CORPORATE COMPLIANCE

The Companies Act 1956 and the Companies Act, 2013

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

Further, Schedule V (read with sections 196 and 197), Part I lays down the conditions to be fulfilled for the appointment of a managing or whole time director or manager. It provides the list of acts under which if a person is prosecuted, he cannot be appointed as the director or Managing Director or Manager of the firm. The provisions relating to remuneration of the directors payable by the companies is under Part II of the said schedule.

EMPLOYMENT AND LABOUR LAWS

Contract Labour (Regulation and Abolition) Act, 1970 ("CLRA")

The Contract Labour (Regulation and Abolition) Act, 1970 has been enacted to regulate the employment of contract labour in certain establishments, the regulation of their conditions and terms of service and to provide for its abolition in certain circumstances. The CLRA applies to every establishment in which 20 or more workmen are employed or were employed on any day of the preceding 12 months as contract labour. The CLRA vests the responsibility on the principal employer of an establishment to which the CLRA applies to make an application to the registered officer in the prescribed manner for registration of the establishment. In the absence of registration, a contract labour cannot be employed in the establishment. Likewise, every contractor to whom the CLRA applies is required to obtain a license and

not to undertake or execute any work through contract labour except under and in accordance with the license issued. To ensure the welfare and health of the contract labour, the CLRA imposes certain obligations on the contractor in relation to establishment of canteens, rest rooms, drinking water, washing facilities, first aid, other facilities and payment of wages. However, in the event the contractor fails to provide these amenities, the principal employer is under an obligation to provide these facilities within a prescribed time period. Penalties, including both fines and imprisonment, may be levied for contravention of the provisions of the CLRA.

Employees' Provident Funds and Miscellaneous Provisions Act, 1952 ("the EPF Act") and the Employees Provident Fund Scheme, 1952

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

Employees Deposit Linked Insurance Scheme, 1976

The scheme shall be administered by the Central Board constituted under section 5A of the EPF Act. The provisions relating to recovery of damages for default in payment of contribution with the percentage of damages are laid down under Section 8A of the act. The employer falling under the scheme shall send to the Commissioner within fifteen days of the close of each month a return in the prescribed form. The register and other records shall be produced by every employer to Commissioner or other officer so authorized shall be produced for inspection from time to time. The amount received as the employer's contribution and also Central Government's contribution to the insurance fund shall be credited to an account called as "Deposit-Linked Insurance Fund Account."

The Employees Pension Scheme, 1995

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

Employees' State Insurance Act, 1948 (the "ESI Act")

It is an act to provide for certain benefits to employees in case of sickness, maternity and 'employment injury' and to make provision for certain other matters in relation thereto. It shall apply to all factories (including factories belonging to the Government) other than seasonal factories. Provided that nothing contained in this sub-section shall apply to a factory or establishment belonging to or under the control of the Government whose employees are otherwise in receipt of benefits substantially similar or superior to the benefits provided under this Act. The ESI Act requires all the employees of the establishments to which this Act applies to be insured in the manner provided there under. Employer and employees both are required to make contribution to the fund. The return of the contribution made is required to be filed with the Employee State Insurance department.

Payment of Bonus Act, 1965

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

Payment of Gratuity Act, 1972

The Act shall apply to every factory, mine plantation, port and railway company; to every shop or establishment within the meaning of any law for the time being in force in relation to shops and establishments in a State, in which ten or more persons are employed, or were employed, on any day of the preceding twelve months; such other establishments or class of establishments, in which ten or more employees are employed, on any day of the preceding twelve months, as the Central Government, may by notification, specify in this behalf.. A shop or establishment to which this act has become applicable shall be continued to be governed by this act irrespective of the number of persons falling below ten at any day. The gratuity shall be payable to an employee on termination of his employment after he has rendered continuous service of not less than five years on superannuation or his retirement or resignation or death or disablement due to accident or disease. The five year period shall be relaxed in case of termination of service due to death or disablement.

Minimum Wages Act, 1948 (“MWA”)

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

Maternity Benefit Act, 1961

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

Equal Remuneration Act, 1979

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

Child Labour Prohibition and Regulation Act, 1986

The Child Labour Prohibition and Regulation Act 1986 prohibits employment of children below 14 years of age in certain occupations and processes and provides for regulation of employment of children in all other occupations and processes. Employment of Child Labour in our industry is prohibited.

Trade Union Act, 1926 and Trade Union (Amendment) Act, 2001

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

The Sexual Harassment of Women at workplace (Prevention, Prohibition and Redressal) Act, 2013

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

Inter-State Migrant Workmen (Regulation of Employment and Conditions of Service) Act, 1979

This Act has been enacted with an aim to regulate the employment of inter-state migrant workmen and to provide for their conditions of service. It is applicable to every establishment employing five or more inter-state migrant workmen or having employed in the past twelve months and to every contractor who employs or who employed five or more inter-state migrant workmen in the past twelve months. Every Principal Employer of the establishment employing inter-state migrant workmen has to make an application for the registration of the establishment in the prescribed manner and time. Also a contractor employing inter-state migrant workmen has to obtain a license for the same from the licensing officer appointed for the purpose by the Central or the state Government. The license is valid only for a specified period and requires to be renewed at its expiry. The Act levies some duties on the principal employer and the contractor. The contractor has to provide for adequate wages, medical facilities and other benefits while it is the responsibility of the principal employer to provide for the displacement allowance and journey allowance to the workmen.

Industrial Disputes Act, 1947 (“ID Act”) and Industrial Dispute (Central) Rules, 1957

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

TAX RELATED LEGISLATIONS

Value Added Tax ("VAT")

VAT is a system of multi-point Levy on each of the purchases in the supply chain with the facility of set-off input tax on sales whereby tax is paid at the stage of purchase of goods by a trader and on purchase of raw materials by a manufacturer. VAT is based on the value addition of goods, and the related VAT Liability of the dealer is calculated by deducting input tax credit for tax collected on the sales during a particular period. VAT is a consumption tax applicable to all commercial activities involving the production and distribution of goods and the provisions of services, and each state that has introduced VAT has its own VAT Act, under which, persons Liable to pay VAT must register and obtain a registration number from Sales Tax Officer of the respective State.

Madhya Pradesh Value Added Tax Act, 2002

It is an act to levy tax on sale and purchase of goods in the state of Madhya Pradesh. As per Section 5 (1) The incidence of tax is on every dealer whose turnover during a period of twelve months immediately preceding the commencement of the Act exceeds the prescribed limits, which shall not exceed rupees five lacs, shall from such commencement be liable to pay tax under this Act in respect of sales or supplies of goods effected by him in Madhya Pradesh. Different limits may be prescribed for different category of dealers. Every dealer to whom sub-section (1) does not apply shall be liable to pay tax under this Act in respect of sales or supplies of goods effected by him in Madhya Pradesh with effect from the date on which his turnover in a year first exceeds the limit prescribed under the said sub-section but for the purpose of assessment of the tax for that year, only so much of his turnover as is in excess of such limit, shall be taken into consideration. The tax shall be levied on goods specified in Schedule II, a tax at the rate mentioned in the corresponding entry in column (3) thereof and such tax shall be levied on the taxable turnover of a dealer liable to pay tax under this Act.

Service Tax

Chapter V of the Finance Act, 1994 as amended, provides for the levy of a service tax in respect of 'taxable services', as specified in entry 39 defined therein. The service provider of taxable services is required to collect service tax from the recipient of such services and pay such tax to the Government. Every person who is liable to pay this service tax must register himself with the appropriate authorities. According to Rule 6 of the Service Tax Rules, every assessee is required to pay service tax in TR 6 challan by the 5th / 6th of the month immediately following the month to which it relates. Further, under Rule 7 (1) of Service Tax Rules, the Company is required to file a half yearly return in Form ST 3 by the 25th of the month immediately following the half year to which the return relates.

Central Sales Tax Act, 1956 (“CST”)

The main object of this act is to formulate principles for determining (a) when a sale or purchase takes place in the course of trade or commerce (b) when a sale or purchase takes place outside a State (c) when a sale or purchase takes place in the course of imports into or export from India, to provide for levy, collection and distribution of taxes on sales of goods in the course of trade or commerce, to declare certain goods to be of special importance trade or commerce and specify the restrictions and conditions to which State Laws imposing taxes on sale or purchase of such goods of special importance (called as declared goods) shall be subject. CST Act imposes the tax on interstate sales and states the principles and restrictions as per the powers conferred by Constitution.

Goods and Service Tax (GST)

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

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

It is applicable on all goods except for alcohol for human consumption and five petroleum products.

Taxpayers with an aggregate turnover of Rs. 20 lakhs would be exempt from tax. The exemption threshold for special category of states like North-East shall be Rs. 10 lakhs. Small taxpayers with an aggregate turnover in preceding financial year upto Rs. 75 lakhs (50 lakhs in case of special category states) may opt for composition levy. Under GST, goods and services are taxed at the following rates, 0%, 5%, 12% and 18%. There is a special rate of 0.25% on rough precious and semi-precious stones and 3% on gold. In addition a cess of 15% or other rates on top of 28% GST applies on few items like aerated drinks, luxury cars and tobacco products.

Export and supplies to SEZ shall be treated as zero-rated supplies. Import of goods and services would be treated as inter-state supplies. Every person liable to take registration under these Acts shall do so within a period of 30 days from the date on which he becomes liable to registration. The Central/State authority shall issue the registration certificate upon receipt of application. The Certificate shall contain fifteen digit registration number known as Goods and Service Tax Identification Number (GSTIN). In case a person has multiple business verticals in multiple location in a state, a separate application will be made for registration of each and every location. The registered assessee are then required to pay GST as per the rules applicable thereon and file the appropriate returns as applicable thereon.

Maharashtra State Tax on Profession, Trades, Callings and Employments Act, 1975

The professional tax slabs in India are applicable to those citizens of India who are either involved in any profession or trade. The State Government of each State is empowered with the responsibility of structuring as well as formulating the respective professional tax criteria and is also required to collect

funds through professional tax. The professional taxes are charged on the incomes of individuals, profits of business or gains in vocations. The professional tax is charged as per the List II of the Constitution. The professional taxes are classified under various tax slabs in India. The State of Maharashtra, Karnataka, Tamil Nadu and Andhra Pradesh have their own professional tax structure and tax is levied on every person who exercises any profession or calling or is engaged in any trade or holds any appointment, public or private, or is employed in any manner in state is liable to pay the profession tax at the specified rate provided that no tax shall be payable by the person who have attained sixty five year of age and handicapped person with more than 40% disability or parent of a physically disabled or mentally retarded child. The tax payable under the State Acts as mentioned above by any person earning a salary or wage shall be deducted by his employer from the salary or wages payable to such person before such salary or wages is paid to him, and such employer shall, irrespective of whether such deduction has been made or not when the salary and wage is paid to such persons, be liable to pay tax on behalf of such person and employer has to obtain the registration from the assessing authority in the prescribed manner. Every person liable to pay tax under these Acts (other than a person earning salary or wages, in respect of whom the tax is payable by the employer), shall obtain a certificate of enrolment from the assessing authority.

Madhya Pradesh Professional Tax Act, 1995

It is an act to provide for levy of tax on profession, trades, callings and employments in the state of Madhya Pradesh. It is applicable to all the employees defined under section 2 (c) of the act. "Employees" means a person employed on [salary or wage] and includes

- i) A government servant receiving pays from the revenues of the Central Government or any State Government or the railway fund.
- ii) A person in the service of a body whether incorporated or not, which is owned or controlled by the Central Government or any State Government where the body operates in any part of the state, even though its headquarters may be outside the state.
- iii) A person engaged in any employment of an employer not covered by items (i) and (ii) above.

"Employer" in relation to an employee earning any [salary or wage] on regular basis under him means the person or the officer who is responsible for disbursement of such [salary or wage] and includes the head of the office or an establishment as well as the manager or agent of the employer; "Person" means any person who is engaged in any profession, trade, calling or employment in the State of Madhya Pradesh and includes a Hindu undivided family, firm, company, corporation or other corporate body, any society, club or association so engaged but does not include any person who earns [salary or wage] on casual basis. If the Act is applicable a Certificate of Registration is to be obtained by the Employer under the act.

West Bengal State Tax on Professions, Trades, Callings and Employments Act, 1979. And The West Bengal State Tax on Professions, Trades, Callings and Employments Rules, 1979

Profession Tax is a tax levied on a person engaged in any profession, trade, calling and employment in West Bengal. The West Bengal State Legislature enacted the "West Bengal State Tax on Professions, Trades, Callings and Employments Act, 1979" and Rules of 1979, and these came into effect on and from April 1, 1979. Under the said Act and Rules, Person means any person who is engaged in any profession, trade and calling or employment in West Bengal and include (i) a Hindu Undivided Family, Firm, Company, Corporation or other Corporate body, any Society, Club or Association; & (ii) every branch or office of such firm, company, corporation or other corporate body, any society, club or association, so engaged. Employer means the person or the officer who is responsible for disbursement of salary or wages, and includes the head of the office or any establishment as well as the manager or agent of the employer. An Employer requires Certificate of Registration, monthly payment of tax and filing of annual Return. Every Employer is liable to deduct profession tax from the salary or wages payable to his employee(s), as per the slab mentioned in Serial No.1 of the Schedule. Profession Tax is payable at the rates specified in the Profession Tax Schedule Such employer (not being an officer of Government) is required to apply and secure a Certificate of Registration. An employer who is liable to pay tax shall apply for registration on-line through PT Registration module. The application is to be made within 90 days

from the date of liability. All registered Employers are required to submit returns electronically through PT Return module. The hard copy of the return, as electronically transmitted, along with the acknowledgement and tax paid challan(s) are also required to be furnished within 15 days of the following month to the prescribed authority. The return period is annual. Commissioner of Profession Tax or Additional Commissioner of Profession Tax may accord permission, on the application of a registered employer having more than one place of work under the jurisdiction of different authorities, for furnishing a “consolidated return and to pay tax centrally (in respect of all such places of work) from his principal place of business.

OTHER LAWS

Shops and establishments laws in various states

Under the provisions of local Shops and Establishments laws applicable in various states, establishments are required to be registered. Such laws 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.

INTELLECTUAL PROPERTY LEGISLATIONS

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

- The Patents Act, 1970
- Indian Copyright Act, 1957
- The Trade Marks Act, 1999

Indian Patents Act, 1970

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

The Copyright Act, 1957

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

Trade Marks Act, 1999 (“TM Act”)

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

GENERAL LAWS

- Apart from the above list of laws – which is inclusive in nature and not exhaustive - general laws like the Indian Contract Act 1872, Specific Relief Act 1963, Negotiable Instrument Act 1881, The Information Technology Act, 2000, Sale of Goods Act 1930 and Consumer Protection Act 1986 are also applicable to the company.

OTHER LAWS:

Foreign Exchange Management Act, 1999 (“FEMA”)

Foreign investment in India is primarily governed by the provisions of the Foreign Exchange Management Act, 1999 and the rules and regulations promulgated there under. FEMA aims at amending the law relating to foreign exchange with facilitation of external trade and payments for promoting orderly developments and maintenance of foreign exchange market in India. It applies to all branches, offices and agencies outside India owned or controlled by a person resident in India and also to any contravention there under committed outside India by any person to whom this Act applies. Every exporter of goods is required to a) furnish to the Reserve Bank or to such other authority a declaration in such form and in such manner as may be specified, containing true and correct material particulars, including the amount representing the full export value or, if the full export value of the goods is not ascertainable at the time of export, the value which the exporter, having regard to the prevailing market conditions, expects to receive on the sale of the goods in a market outside India; b) furnish to the Reserve Bank such other information as may be required by the Reserve Bank for the purpose of ensuring the realization of the export proceeds by such exporter. The Reserve Bank may, for the purpose of ensuring that the full export value of the goods or such reduced value of the goods as the Reserve Bank determines, having regard to the prevailing market conditions, is received without any delay, direct any exporter to comply with such requirements as it deems fit. Every exporter of services shall furnish to the Reserve Bank or to such other authorities a declaration in such form and in such manner as may be specified, containing the true and correct material particulars in relation to payment for such services.

FEMA Regulations

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

THE FOREIGN DIRECT INVESTMENT

The Government of India, from time to time, has made policy pronouncements on Foreign Direct Investment (“**FDI**”) through press notes and press releases. The Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India (“**DIPP**”), has issued consolidated FDI Policy Circular of 2017 (“**FDI Policy 2017**”), which with effect from August 28, 2017, consolidates and supersedes all previous press notes, press releases and clarifications on FDI Policy issued by the DIPP that were in force. The Government proposes to update the consolidated circular on FDI policy once every year and therefore, FDI Policy 2017 will be valid until the DIPP issues an updated circular.

The Reserve Bank of India (“**RBI**”) also issues Master Directions Foreign Investment in India and updates at the same from time to time. Presently, FDI in India is being governed by Master Directions on Foreign Investment No. RBI/FED/2017-18/60 FED Master Direction No. 11/2017-18 dated January 4, 2018, as updated from time to time by RBI. In terms of the Master Directions, an Indian company may issue fresh shares to people resident outside India (who is eligible to make investments in India, for which eligibility criteria are as prescribed). Such fresh issue of shares shall be subject to inter-alia, the pricing guidelines prescribed under the Master Directions. The Indian company making such fresh issue of shares

would be subject to the reporting requirements, inter-alia with respect to consideration for issue of shares and also subject to making certain filings including the filing of Form FC-GPR.

Under the current FDI Policy of 2017, foreign direct investment in micro and small enterprises is subject to sectoral caps, entry routes and other sectoral regulations. At present 74 % foreign direct investment through automatic route is permitted in the sector in which our Company operates. Therefore, applicable foreign investment up to 74% is permitted in our company under the automatic route.

In case of investment in sectors through Government Route approval from competent authority as mentioned in Chapter 4 of the FDI Policy 2017 has to be obtained by the company.

OUR HISTORY AND CERTAIN OTHER CORPORATE MATTERS

CORPORATE PROFILE AND BRIEF HISTORY OF OUR COMPANY

Our Company was originally formed as a Private Limited Company in the name and style of ‘World Class Services Private Limited’ in Mumbai and received a Certificate of Incorporation issued by Registrar of Companies, Maharashtra, Mumbai on September 26, 2011 bearing Corporate Identification Number U74999MH2011PTC222374. Consequently, it was converted into a Public Limited Company pursuant to shareholders resolution passed at Extra-ordinary General Meeting of our Company held on May 28, 2018 and the name of our Company was changed to ‘World Class Services Limited’ and a fresh Certificate of Incorporation consequent upon Conversion of Private Company to Public Limited dated June 6, 2018 was issued by Registrar of Companies, Maharashtra, Mumbai The fresh Corporate Identification Number of our Company is U74999MH2011PLC222374.

Mr. Devendra Arora is the Promoters of our Company.

Mr. Devendra Arora and Mr. Ajay Tyagi were the initial subscriber to the Memorandum of Association of our Company. Mr. Ajay Tyagi had transferred his entire shareholding i.e. 100 Equity Shares on November 1, 2012. For further information, please refer Chapter titled, “Capital Structure” beginning on page 84 of this Draft Red Herring Prospectus.

Our Company, World Class Services Limited (WCS), is in the business of providing human resource services to both public and private organizations mostly in organized sector in diverse roles and responsibilities since 2011, having its corporate office situated at Indore, Madhya Pradesh. Our service portfolio can be broadly classified in 2 main categories, namely *Integrated Facility Management Services* and *Manpower Outsourcing Services*. Our Company has employed 14,671 associate employees in F.Y.2017-18 to various clients. Our Company is ISO 9001:2008, ISO 14001:2015, OHSAS 18001:2007 certified for our range of services.

For information on our Company’s profile, activities, market, products, etc., market of each segment, standing of our Company in comparison with prominent competitors, with reference to its products, management, managerial competence, market, major suppliers and customers, geographical segment, regulatory approvals, etc. wherever applicable, please refer to the chapters titled —Our Business, —Our Industry, —Financial Statements as Restated, —Management’s Discussion and Analysis of Financial Condition and Results of Operationl, —Government and Other Statutory Approvals beginning on page 131, 112, 189, 190 and 216 respectively of this Draft Red Herring Prospectus.

CHANGES IN THE REGISTERED OFFICE

Registered office of our company is currently situated at Regus Times Square, Unit 1, Level 2, B Wing Andheri Kurla Road, Andheri (E) Mumbai, Maharashtra, India – 400059

The details of change in address of our registered office since incorporation are set forth below:

| Effective Date | Form | To | Reasons |
|-------------------|---|---|---------------------------|
| February 28, 2014 | 412, Thacker Tower, Plot No.86, Vashi, Navi Mumbai - 400705, Maharashtra, India | Regus Times Square, Unit 1, Level 2, B Wing Andheri Kurla Road, Andheri (E) Mumbai – 400059, Maharashtra, India | Administrative Connivance |

AWARDS/ACCREDITATIONS/ MAJOR EVENTS IN THE HISTORY OF OUR COMPANY

| Year | Milestone |
|------|---|
| 2011 | Incorporation of Company |
| 2015 | Certificate acknowledged from Nexus Security Services Private Limited for completing training as per the PSAR ACT, 2005 |
| 2015 | Awarded for Excellence in Sustainable Business Practices by Telenor (India) Communications Private Limited |

| | |
|------|---|
| 2017 | Our Company was felicitated by Ministry of Finance, Govt. of India, for our remarkable contribution in the category of Service Tax in Financial Year 2016-17 |
| 2017 | Accreditation Certificate acknowledged from Domestic Workers Sector Skill Council for Housekeeper-cum-Cook and General Housekeeper services for branch office situated at 26, Rukmani Nagar, Indore. |
| 2017 | Accreditation Certificate acknowledged from Domestic Workers Sector Skill Council for Housekeeper-cum-Cook and General Housekeeper services for branch situated at 6, Dilip Nagar, Khajrana Road, Indore. |
| 2017 | Signed Letter of Association with The National Institute for Entrepreneurship & Small Business Development (NIESBUD) with respect to offering paid training programs to encourage 'Entrepreneurship'. |

AMENDMENTS TO OUR MEMORANDUM OF ASSOCIATION

Since incorporation, the following changes have been incorporated in our Memorandum of Association of our Company, after approval of our members:

| Sr. No. | Particulars of Change | Date of Shareholder's meeting | AGM/ EGM |
|----------------|--|--------------------------------------|-----------------|
| 1. | Increase in authorized share capital from Rs. 1,00,000/- divided into 10,000 Equity Shares of Rs. 10/- each to Rs. 50,00,000/- divided into 5,00,000 Equity Shares of Rs. 10/- each. | March 20, 2013 | EGM |
| 2 | Alteration of Clause IIIB of the Memorandum of Association of the Company by inserting the following New Object: To borrow or raise money or to receive money or deposit at interest or otherwise in such manners as the company may think fit and in particular by the issue of bonds, perpetual or otherwise including debentures or debentures-stock whether convertible into shares of these company or not, perpetual annuities as a security for any such moneys so borrowed, raised or received, to mortgage, pledge, or charge the whole or any part of the property, assets, or revenue or 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 said and other powers as may seem expedient and to purchase, redeem or pay off any such securities. However, the company shall not carry on business of Banking as defined under the Banking Regulations Act, 1949. Subject to the provisions of section 58A & directive of R.B.I. | May 27, 2013 | EGM |
| 3 | Increase in authorized share capital from Rs. 50,00,000/- divided into 5,00,000 Equity Shares of Rs. 10/- each to Rs. 75,00,000/- divided into 7,50,000 Equity Shares of Rs. 10/- each. | March, 22, 2016 | EGM |
| 4 | Increase in authorized share capital from Rs. 75,00,000/- divided into 7,50,000 Equity Shares of Rs. 10/- each to Rs. 15,00,00,000 /- divided into 1,50,00,000 Equity Shares of Rs. 10/- each. | May 28, 2018 | EGM |

| Sr. No. | Particulars of Change | Date Shareholder's meeting | AGM/ EGM |
|------------|--|----------------------------------|-------------|
| 5 | <p>Alteration of Clause IIIA and IIIB of the Memorandum of Association of the Company by inserting the following:</p> <p>To carry on in India and abroad the business of knowledge process outsourcing and business process outsourcing services for all processes, sub Processes, transactions, activities and all other work performed by business in various industries within India and across the world. This includes those process or sub processes that are enabled by information technology. It also includes data, voice or video collection and processing, call centre services including in bound and out bound calling services of all kinds, technical support, managed data centre, managed technical centre, Skilling &training centre, web support back office, business or financial analysis, scientific analysis, research work and analysis, storage, disaster recovery, accounting, pay roll, inventory management, customer relationship management, enterprises resources planning and to develop software, provide consultancy, software solution and services that are normally offered by the outsourcing business and information technology services providers, the software development houses and application services providers. To carry on the business of telemarketing. To carry on the business of supplying Manpower, placement and recruitment to various Industries and organizations including providing security services, in India and abroad.</p> <p>To borrow or raise money or to receive money or deposit at interest or otherwise in such manners as the company may think fit from NSDC/ other government agencies as per the requirements of Company or from otherwise the and in particular by the issue of bonds, perpetual or otherwise including debentures or debentures-stock whether convertible into shares of these company or not, perpetual annuities as a security for any such moneys so borrowed, raised or received, to mortgage, pledge, or charge the whole or any part of the property, assets, or revenue or the company, present or future, including its uncalled capital by special assignment or with standards and additional collateral as required by NSDC &otherwise or to transfer or convey the same absolutely or in trust and to give the lenders powers of said and other powers as may seem expedient and to purchase, redeem or pay off any such securities. However, the company shall not carry on business of Banking as defined under the Banking Regulations Act, 1949. Subject to the provisions of section 58A & directive of R.B.I.</p> | June 25, 2018 | EGM |

OUR MAIN OBJECTS:

The main object of our Company as stated in the Memorandum of Association is:

To carry on in India and abroad the business of knowledge process outsourcing and business process outsourcing services for all processes, sub Processes, transactions, activities and all other work performed by business in various industries within India and across the world. This includes those process or sub processes that are enabled by information technology. It also includes data, voice or video collection and processing, call centre services including inbound and outbound calling services of all kinds, technical support, managed data centre, managed technical centre, Skilling & training centre, web support back office, business or financial analysis, scientific analysis, research work and analysis, storage, disaster recovery, accounting, pay roll, inventory management, customer relationship management, enterprises resources planning and to develop software, provide consultancy, software solution and services that are normally offered by the outsourcing business and information technology services providers, the software development houses and application services providers. To carry on the business of telemarketing. To carry on the business of supplying Manpower, placement and recruitment to various Industries and organizations including providing security services, in India and abroad.

Business presently carried out and the objects of the present Issue are in accordance with our Memorandum of Association.

OUR HOLDING COMPANY

As on date of this Draft Red Herring Prospectus, our Company has no holding company.

OUR SUBSIDIARY

As on date of this Draft Red Herring Prospectus, our Company has no Subsidiary company.

CAPITAL RAISING ACTIVITIES THROUGH EQUITY OR DEBT

For details regarding our capital raising activities through equity and debt, refer to the chapter titled “Capital Structure” beginning on page 84 of this Draft Red Herring Prospectus.

INJUNCTIONS OR RESTRAINING ORDERS

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

DETAILS OF MERGER/AMALGAMATION

Our Company has not merged/ amalgamated itself, nor has acquired any business undertaking since incorporation.

TIME AND COST OVER-RUNS IN SETTING UP PROJECTS AND CERTAIN OTHER ADVERSE REMARKS

As on the date of Draft Red Herring Prospectus, our Company has not faced any time and cost over-runs in setting up projects and certain other adverse remarks.

REVALUATION OF ASSETS

There has been no revaluation of our assets and we have not issued any Equity Shares including bonus shares by capitalizing any revaluation reserves.

DEFAULTS OR RESCHEDULING OF BORROWINGS WITH FINANCIAL INSTITUTIONS/BANKS

Our Company is not in default or in the process of rescheduling in respect of any borrowings with financial institutions/banks. None of our loans have been converted into equity shares.

STRIKES, LOCK-OUTS OR LABOUR UNREST IN THE COMPANY

There have been No strikes, lock-outs or labour unrest since incorporation of our Company

CHANGES IN THE ACTIVITIES OF THE COMPANY DURING THE LAST FIVE YEARS

There has been no change in the activities of our Company during the period of 5 (five) years prior to the date of filing of this Draft Red Herring Prospectus which may have had a material effect on the profits or loss of our Company or affected our business including discontinuance of lines of business, loss of agencies or markets and similar factors.

NUMBER OF SHAREHOLDERS/MEMBERS

Our Company has 7 shareholders, as on the date of this Draft Red Herring Prospectus

JOINT VENTURE AND OTHER AGREEMENTS

As on the date of filing the Draft Red Herring Prospectus, there is no existing joint venture or other material agreements entered into by our Company which are not in its ordinary course of business.

SHAREHOLDERS AGREEMENT

Our Company has not entered into any shareholders agreement as on date of filing of this Draft Red Herring Prospectus.

OTHER AGREEMENTS

Our Company has not entered into any agreements/arrangement except under normal course of business of the Company, as on the date of filing of this Draft Red Herring Prospectus.

STRATEGIC PARTNERS

As on the date of filing of this Draft Red Herring Prospectus, our Company does not have any strategic/financial partner.

FINANCIAL PARTNERS

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

OUR MANAGEMENT

BOARD OF DIRECTORS

Under our Articles of Association, Our Company is required to have not less than three (3) directors and not more than fifteen (15) directors, subject to the applicable provisions of the Companies Act, 2013. Our Company currently has seven (7) directors on our Board.

The following table sets forth details regarding our Board of Directors as on the date of this Draft Red Herring Prospectus:

| Sr. No. | Name, Age, Father's/Husband's Name, Designation, Address, Occupation, Nationality, Term and DIN | Date of appointment/ Re appointment as Director | Other Directorship |
|---------|--|--|---|
| 1. | Name: Devendra Arora Age: 39 years Father's Name: Surjeet Singh Arora Nature of Directorship:: Managing Director Residential Address: 1007, Khatiwala Tank, Indore – 452001, Madhya Pradesh, India. Occupation: Business Nationality: Indian Term: 3 years DIN: 03622571 | Original Appointment: September 26, 2011 Designated as Managing Director: June 07, 2018 | Public Limited Company: NIL Private Limited Company: <ol style="list-style-type: none"> Shadi Byah Wale Private Limited Dogsvilla Pet Services Private Limited Limited Liability Partnership: NIL |
| 2. | Name: Ravi Arora Age: 34 years Father's Name: Surjeet Singh Arora Nature of Directorship: Executive Director Residential Address: 1007, Khatiwala Tank, Indore – 452001, Madhya Pradesh, India. Occupation: Business Nationality: Indian Term: liable to retire by rotation DIN: 06516868 | Original Appointment: October 01, 2012 Designated as Executive Director: July 20, 2017 | Public Limited Company: NIL Private Limited Company: <ol style="list-style-type: none"> M3 Services Private Limited Dogsvilla Pet Services Private Limited Limited Liability Partnership: NIL |
| 3. | Name: Navin Kasera Age: 36 years Father's Name: Narendra Kasera | Original Appointment: March 31, 2014 | Public Limited Company: NIL Private Limited Company: |

| Sr. No. | Name, Age, Father's/Husband's Name, Designation, Address, Occupation, Nationality, Term and DIN | Date of appointment/ Re appointment as Director | Other Directorship |
|---------|---|---|---|
| | Nature of Directorship: Executive Director Address: 188 Bijali Nagar, Goyal Nagar, Indore, 452016, Madhya Pradesh, India. Occupation: Service Nationality: Indian Term: liable to retire by rotation DIN: 06851555 | Designated as Executive Director: June 09, 2018 | 1. Shadi Byah Wale Private Limited Limited Liability Partnership: NIL |
| 4. | Name: Suman Manon Age: 47 years Father's Name: Prem Pal Sharma Nature of Directorship: Executive Director Address: H.No.8, 3rd Floor, Pocket 3, Delhi Public School, Sector 24, Rohini Sector-24, North West Delhi – 110085 Occupation: Service Nationality: Indian Term: liable to retire by rotation DIN: 08154301 | Original Appointment: June 15, 2018 Designated as Executive Director: June 25, 2018 | Public Limited Company: NIL Private Limited Company : NIL Limited Liability Partnership: NIL |
| 5. | Name: Ramesh Garg Age: 70 years Father's Name: Surajmal Garg Nature of Directorship: Independent Director Address: 71, Gretar Tirupati Colony Indore 452001 Occupation: Professional Nationality: Indian Term: 5 years DIN: 08163260 | Appointed as Additional Independent Director on: June 22, 2018 Regularised as Independent Director on: June 25, 2018 | Public Limited Company: NIL Private Limited Company : NIL Limited Liability Partnership: NIL |
| 6. | Name: Atul Urpit Age: 52 Years | Appointed as Additional | Public Limited Company: NIL Private Limited Company : NIL |

| Sr. No. | Name, Age, Father's/Husband's Name, Designation, Address, Occupation, Nationality, Term and DIN | Date of appointment/ Re appointment as Director | Other Directorship |
|---------|---|---|--|
| | Father's Name: Jagdish Urpit Nature of Directorship: Independent Director Address: House No. 1591, Sudama Nagar, D Sector Indore 452009 Occupation: Business Nationality: Indian Term: 5 years DIN: 07267690 | Independent Director on: June 15, 2018 Regularised as Independent Director on: June 25, 2018 | Limited Liability Partnership: NIL |
| 7. | Name: Manoj Chauhan Age: 46 Years Father's Name: Dashrath Chauhan Nature of Directorship: Independent Director Address: 48, Vinay Nagar No. 1, Jail Road, Lashkar Gwalior, Grid, Gwalior, S.P. Ashram Gwalior 474012 Occupation: Business Nationality: Indian Term: 5 years DIN: 02563644 | Appointed as Additional Independent Director on: June 15, 2018 Regularised as Independent Director on: June 25, 2018 | Public Limited Company: NIL Private Limited Company: NIL Limited Liability Partnership: NIL |

BRIEF BIOGRAPHIES OF OUR DIRECTORS

Devendra Arora

Devendra Arora, aged 39 years, is the Promoter, Chairman cum Managing Director of our Company. He was appointed as first director of our Company on September 26, 2011 and designated as Managing Director w.e.f. June 07, 2018 for three (3) years. He holds Master's Degree of Commerce from Barkatullah University, Bhopal and he also holds a Bachelor's of Business Administration from Devi Ahilya University, Indore. He has an experience of more than 16 years in facility management industry. His vision and dynamic leadership has spearheaded World Class Services Limited from scratch in the year 2011 to become one of the growing IFM Companies in India. He has developed strategies for growth, created business architecture and has also developed and delivered strategic plans. He personally oversees day to day business operations and is entrusted with the responsibility of looking after the overall management of the Company.

Ravi Arora

Ravi Arora, aged 33 years, is Executive Director of our Company. He has been designated as Executive director w.e.f. July 20, 2017. He has an experience of more than a decade in facility management industry. He oversees the day to day operations and the Government contracts. His passion is to take the company towards both external and internal growth and focus on the bottom line success.

Navin Kasera

Navin Kasera, aged 36 years, is an Executive Director of our Company. He holds a Degree in Bachelors of commerce from Vikram University. He also hold Masters Diploma in Airline Travel and Tourism Management from New Millennium Institute of Careers, Indore. He was Senior Executive in Bajaj-Allianz from February 2008 to February 2011. He has experience in handling end to end HR & ER operations extended to statutory compliance, employees relations, welfare and legal. His core competencies are talent acquisition and manpower planning.

Suman Manon

Suman Manon aged 47 years, is an Executive Director of our company. A Science graduate from the University of Jodhpur, She is a competent professional with over 23 years of experience in Sales & Marketing, Business Development and Sales Promotion. Before joining World Class Services Limited, she was responsible for generation of end to end sales and has been heading Business Development for Group 4 Securitas India Private Limited in India and thereafter for Walsons Facility Solutions, a Securitas Group Company.

Ramesh Garg

Ramesh Garg aged 70 years is an Independent Director of our Company. He enrolled as an Advocate on August 27, 1971. Further he practised on Civil, Criminal, Revenue, Constitutional, Taxation, Labour, Co-operative, Excise & Custom sides in the High Court of Madhya Pradesh at Indore. He was appointed as Additional Judge of the High Court of Madhya Pradesh and was First Judge and Acting Chief Justice of Chhattisgarh, Judge of High Court of Patna, Gujarat and Madhya Pradesh from the year 2001-2009. Later he sworn as Chief Justice of the Gauhati High Court on April 17, 2010 and retired on June 18, 2010. Currently he is a renowned Practicing Lawyer in Indore, Madhya Pradesh.

Atul Urpit

Atul Urpit aged 52 years, is an Independent Director of our company. He is an Engineering graduate from Kurukshetra University, Haryana. In addition he is also an MBA in Finance from IMS Indore. Having more than 29 years of experience in varied Management roles in Fortune 500 Companies like Essel Infra, Tata Teleservices and Bharti Airtel, Atul is considered to be an ace in his domain of Finance.

Manoj Chauhan

Manoj Chauhan aged 47 years, is an Independent Director of our company. He holds a degree in Master of Business Administration from Jiwaji University Gwalior. He also holds a Degree of Manufacturing Process Management and Industrial Relation from Jiwaji University Gwalior. He has around 25 years with companies like Reliance, Aditya Birla, ICICI Bank & Coca Cola has given him vast exposure to handle functions like sales & distribution with various multi-national & Indian Trans-nationals in FMCG, consumer durables, Insurance & banking, real estate and media. He is running Ap Infrastructures & Developers & AP foods & Agro.

CONFIRMATIONS

As on the date of this Draft Red Herring Prospectus:

1. Except as mention below, None of the Directors of the Company are related to each other as per section 2(77) of the Companies Act, 2013

| Director | Other Director | Relation |
|----------------|----------------|----------|
| Devendra Arora | Ravi Arora | Brother |

2. There are no arrangements or understanding with major shareholders, customers, suppliers or any other entity, pursuant to which any of the Directors or Key Management Personnel were selected as a Director or member of the senior management.
3. The Directors of our Company have not entered into any service contracts with our Company which provides for benefits upon termination of employment.
4. None of the above mentioned Directors are on the RBI List of willful defaulters.
5. Further, none of our Directors are or were directors of any company whose shares were (a) Suspended from trading by stock exchange(s) or (b) Delisted from the stock exchanges during the term of their directorship in such companies, In preceding five years from the date of filing of Draft Red Herring Prospectus.
6. None of the Promoters, persons forming part of our Promoter Group, Directors or persons in control of our Company, has been or is involved as a promoter, director or person in control of any other company, which is debarred from accessing the capital market under any order or directions made by SEBI or any other regulatory authority.

REMUNERATION/COMPENSATION PAID TO DIRECTORS

Except as mentioned below, no other current Directors have received remuneration during the period ended on March 31, 2018.

| Name of the Directors | Amount (in Lakhs) |
|-----------------------|-------------------|
| Devendra Arora | 48.00 |
| Ravi Arora | 46.00 |
| Navin Kasera | 7.35 |

Compensation to our Managing Director

We have not entered into any service agreement with our Managing Director providing for benefits upon termination of employment. However, the compensation payable to our Managing Director will be governed as per the terms of their appointment and shall be subject to the provisions of Sections 196, 197 and 203 and any other applicable provisions of the Companies Act, 2013 the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), read with schedule V to the Companies Act, 2013 and Articles of Association of the Company.

Terms and conditions of employment of our Managing Director:

1. Devendra Arora, Promoter

Devendra Arora, aged 39 years, is the **Promoter** and **Managing Director** of our Company. He was appointed as first director of our Company on September 26, 2011 and designated as Managing Director w.e.f. June 07, 2018 for Three (3) years, liable to retire by rotation. The terms and conditions of his employment are as follows:

| | |
|---------------------|---|
| Remuneration | Salary and Remuneration upto Rs. 1,00,00,000 p.a |
| Term of appointment | Three Years from June 07, 2018, not liable to retire by rotation |
| Perquisites | (a) Gratuity not exceeding half a month of salary for each completed year of service. (b) Car: The Company shall provide a car with driver for the Company's business. (c) Telephone: Free use of telephone and cell and internet facility. |

2. Ravi Arora

Ravi Arora, aged 33 years, is Executive Director of our Company. He has been designated as Executive director w.e.f. July 20, 2017. The terms and conditions of his employment are as follows:

| | |
|---------------------|------------------------------|
| Remuneration | Rs. 60,00,000 p.a |
| Term of appointment | Liable to retire by rotation |

| | |
|-------------|---|
| Perquisites | (a) Gratuity not exceeding half a month of salary for each completed year of service. (b) Car: The Company shall provide a car with driver for the Company's business. (c) Telephone: Free use of telephone and cell and internet facility. |
|-------------|---|

3. Navin Kasera

Navin Kasera, aged 36 years, is an Executive Director of our Company. The terms and conditions of his employment are as follows:

| | |
|---------------------|---|
| Remuneration | Rs. 7,35,816 p.a |
| Term of appointment | Liable to retire by rotation |
| Perquisites | Telephone, Cell and Internet Facility Direct and Indirect expenses such as tele calls and travelling expenses, shall be reimbursed |

4. Suman Manon

Suman Manon aged 47 years, is an Executive Director of our company. The terms and conditions of his employment are as follows:

| | |
|---------------------|---|
| Remuneration | Rs. 18,00,000 p.a. plus incentive |
| Term of appointment | Liable to retire by rotation |
| Perquisites | Telephone, Cell and Internet Facility Direct and Indirect expenses such as tele calls and travelling expenses, shall be reimbursed |

Terms and conditions of employment of our Non-Executive and Independent Directors

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

OTHER CONFIRMATIONS

As on the date on this Draft Red Herring Prospectus:

1. There is no contingent or deferred compensation payable to any Director, Managing Director which has accrued for this year and payable in current or any future period.
2. No compensation was paid to any Director pursuant to bonus or profit sharing plan.

SHAREHOLDING OF DIRECTORS IN THE COMPANY

As per the Articles of Association of our Company, a Director is not required to hold any qualification shares. Except as stated below no other directors have shareholding of our Company

The following table details the shareholding of our Directors as on the date of this Draft Red Herring Prospectus:

| Sr. No. | Name of the Director | No. of Equity Shares | % of Pre Issue Equity Share Capital | % of Post Issue Equity Share Capital |
|---------|----------------------|----------------------|-------------------------------------|--------------------------------------|
| 1. | Devendra Arora | 7258900 | 99.980% | [●] |
| 2. | Ravi Arora | 385 | 0.005% | [●] |
| 3. | Navin Kasera | 110 | 0.002% | [●] |

INTERESTS OF DIRECTORS

Interest in promote on of our Company

Some of our Directors may be deemed to be interested in the promotion of the Company to the extent of the Equity Shares held by them and also to the extent of any dividend payable to them, if any and other

distributions in respect of the aforesaid Equity Shares. For further details, refer to chapter titled “Related Party Transactions” beginning on page 187 of this Draft Red Herring Prospectus.

Interest in the property of our Company

Our Directors do not have any other interest in any property acquired by our Company in a period of two years before filing of this Draft Red Herring Prospectus or proposed to be acquired by us as on date of filing of this Draft Red Herring Prospectus.

Interest as member of our Company

As on date of this Draft Red Herring Prospectus, our Directors together hold 72,59,395 Equity Shares in our Company i.e. 99.99% of the pre issue paid up equity share capital of our Company. Therefore, our Directors are interested to the extent of their respective shareholding and the dividend declared and other distributions, if any, by our Company.

Interest as a Creditor of our Company

As on the date of this Draft Red Herring Prospectus, except as stated in the chapter titled “Financial Indebtedness” and heading titled “Related Party Transactions” under chapter titled “Financial Statements as Restated” our Company has not availed loans from Directors of our Company.

Interest as Director of our Company

Except as stated above and in the chapters titled “*Financial Statements as Restated*” and “*Capital Structure*” beginning on pages 189 and 84 respectively of this Draft Red Herring Prospectus our Directors, may deemed to be interested to the extent of remuneration, reimbursement of expenses payable to them for services rendered to us in accordance with the provisions of the Companies Act and in terms of agreements entered into with our Company, if any and AOA of our Company.

Interest as Key Managerial Personnel of our Company

Devendra Arora, Promoter and Managing Director is the Key Managerial Personnel of the Company and may deemed to be interested to the extent of remuneration or benefits to which he is entitled to as per his terms of appointment, reimbursement of expenses payable to him for services rendered to us in accordance with the provisions of the Companies Act and in terms of agreement entered into with our Company, if any and AOA of our Company and to the extent of Equity Shares held by him in our Company. He may also be deemed to be interested to the extent of any dividend payable to him and other distributions in respect of such Equity Shares. Other than as disclosed above, no other Director is interested as Key Managerial Personnel of the Company. For further details, please refer to heading titled “*Related Party Transactions*” under chapter titled “*Financial Statements as Restated*” beginning on page 189 of this Draft Red Herring Prospectus .

Interest in transactions involving acquisition of land

Our Directors/Promoters are not currently interested in any transaction with our Company involving acquisition of land. Except as stated/referred to under the heading titled “*Land and Property*” under chapter titled “*Our business*” beginning on page 131 of this Draft Red Herring Prospectus, our Directors/Promoters have not entered into any contract, agreement or arrangements in relation to acquisition of property, since incorporation in which the Promoters are interested directly or indirectly and no payments have been made to them in respect of these contracts, agreements or arrangements or are proposed to be made to them.

Other Indirect Interest

Except as stated in chapter titled “*Financial Statements as Restated*” beginning on page 189 of this Draft Red Herring Prospectus, none of our sundry debtors or beneficiaries of loans and advances are related to our Directors.

Interest in the Business of Our Company

Except as stated in “*Related Party Transactions*” in the chapter titled “*Financial Statements as Restated*” beginning on page 187 of this Draft Red Herring Prospectus, our Directors do not have any other interests in our Company as on the date of this Draft Red Herring Prospectus.

SHAREHOLDING OF DIRECTORS IN SUBSIDIARIES AND ASSOCIATE COMPANIES

As on the date of Draft Red Herring Prospectus, our Company does not have any Subsidiary or Associate Company.

CHANGES IN OUR BOARD OF DIRECTORS DURING THE LAST THREE YEARS

Following are the changes in directors of our Company in last three years prior to the date of this Draft Red Herring Prospectus:

| Sr No. | Name | Date of event | Reason |
|---------------|----------------|----------------------|--|
| 1 | Ravi Arora | June 12, 2017 | Appointed as Additional Director |
| 2 | Ravi Arora | July 20, 2017 | Regularisation as Executive Director |
| 3 | Devendra Arora | June 13, 2017 | Resignation from Directorship |
| 4 | Devendra Arora | January 29, 2018 | Appointed as Director |
| 5 | Devendra Arora | June 07, 2018 | Appointed as Managing Director |
| 6 | Manoj Chauhan | June 15, 2018 | Appointed as Additional Independent Director |
| 7 | Atul Urpit | June 15, 2018 | Appointed as Additional Independent Director |
| 8 | Suman Manon | June 15, 2018 | Appointed as Additional Director |
| 9 | Ramesh Garg | June 22, 2018 | Appointed as Additional Independent Director |
| 10 | Manoj Chauhan | June 25, 2018 | Regularisation as Independent Director |
| 11 | Atul Urpit | June 25, 2018 | Regularisation as Independent Director |
| 12 | Suman Manon | June 25, 2018 | Regularisation as Executive Director |
| 13 | Ramesh Garg | June 25, 2018 | Regularisation as Independent Director |

BORROWING POWERS OF THE BOARD

Pursuant to a special resolution passed at the Extra Ordinary General Meeting of our Company held on June 9, 2018 and pursuant to provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 as amended from Time to Time, and rules made there under and the Board of Directors (including committees) of the Company be and is hereby authorized to borrow money on such terms and conditions as may be considered and suitable by the Board of Directors up to a limit of Rs.250 Crores notwithstanding that the money(s) to be borrowed together with the money(s) already borrowed by the Company (apart from the Temporary Loans obtained from the Company’s Bankers in the ordinary course of business) may exceed the aggregate of the Paid-up Capital of the Company and its Free Reserves of the Company.

CORPORATE GOVERNANCE

In addition to the applicable provisions of the Companies Act, 2013 with respect to corporate governance, provisions of the SEBI Listing Regulations will also be complied with the extent applicable to our Company immediately upon the listing of the Equity Shares on the Stock Exchange.

Our Company stands committed to good corporate governance practices based on the principles such as accountability, transparency in dealings with our stakeholders, emphasis on communication and transparent reporting. We have complied with the requirements of the applicable regulations, including Regulations, in respect of corporate governance including constitution of the Board and Committees thereof. The Corporate governance framework is based on an effective Independent Board, the Board’s Supervisory role from the executive management team and constitution of the Board Committees, as required under law.

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

As on the date of this Draft Red Herring Prospectus, there are Seven (7) Directors on our Board out of which three (3) are Independent Directors. Our Company is in compliance with the corporate governance norms prescribed under the Companies Act, 2013, particularly, in relation to appointment of Independent Directors to our Board and constitution of Board-level committees.

Our Company undertakes to take all necessary steps to continue to comply with all the requirements of the SEBI Listing Regulations and the Companies Act, 2013.

The following committees have been constituted in terms of SEBI Listing Regulations and the Companies Act, 2013.

- A. Audit Committee
- B. Stakeholders Relationship Committee
- C. Nomination and Remuneration Committee

A) Audit Committee

Our Company has constituted an audit committee ("**Audit Committee**"), as per section 177 of the Companies Act 2013 vide resolution passed at the meeting of the Board of Directors held on 23rd June, 2018. The terms of reference of Audit Committee adhere to the requirements of Regulation 18 of the Listing Agreement, proposed to be entered into with the Stock Exchange in due course. The committee presently comprises the following three (3) directors:

| Name of the Directors | Status | Nature of Directorship |
|------------------------------|---------------|-------------------------------|
| Atul Urpit | Chairperson | Independent Director |
| Manoj Chauhan | Member | Independent Director |
| Devendra Arora | Member | Managing Director |

The Company Secretary and Compliance Officer of the Company would act as the Secretary to the Audit Committee.

The Audit Committee shall have following powers:

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

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

The role of the Audit Committee not limited to but includes:

- 1. Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
- 2. Recommending to the Board, the appointment, re-appointment and, if required, the replacement or removal of the statutory auditor and the fixation of audit fees.
- 3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors.
- 4. Reviewing, with the management, the annual financial statements before submission to the board for approval, with particular reference to:
 - i. Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of section 134 of the Companies Act, 2013;

- ii. Changes, if any, in accounting policies and practices and reasons for the same;
 - iii. Major accounting entries involving estimates based on the exercise of judgment by management;
 - iv. Significant adjustments made in the financial statements arising out of audit findings;
 - v. Compliance with listing and other legal requirements relating to financial statements;
 - vi. Disclosure of any related party transactions;
 - vii. Qualifications in the draft audit report.
5. Reviewing, with the management, the half yearly financial statements before submission to the board for approval.
 6. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, right issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/Draft Red Herring Prospectus/Prospectus/notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter.
 7. Review and monitor the auditor's independence, performance and effectiveness of audit process.
 8. Approval or any subsequent modification of transactions of the company with related parties.
 9. Scrutiny of inter-corporate loans and investments.
 10. Valuation of undertakings or assets of the company, wherever it is necessary.
 11. Evaluation of internal financial controls and risk management systems.
 12. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems.
 13. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.
 14. Discussion with internal auditors any significant findings and follow up there on.
 15. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board.
 16. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
 17. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors.
 18. To oversee and review the functioning of the vigil mechanism which shall provide for adequate safeguards against victimization of employees and directors who avail of the vigil mechanism and also provide for direct access to the Chairperson of the Audit Committee in appropriate and exceptional cases.
 19. Call for comments of the auditors about internal control systems, scope of audit including the observations of the auditor and review of the financial statements before submission to the Board.
 20. Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience & background, etc. of the candidate.
 21. To investigate any other matters referred to by the Board of Directors.
 22. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.

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

The Audit Committee shall mandatorily review the following information:

- a. Management discussion and analysis of financial condition and results of operations;
- b. Statement of significant related party transactions (as defined by the audit committee), submitted by management;
- c. Management letters / letters of internal control weaknesses issued by the statutory auditors;
- d. Internal audit reports relating to internal control weaknesses; and
- e. The appointment, removal and terms of remuneration of the Chief internal auditor shall be subject to review by the Audit Committee.

Meeting of Audit Committee and relevant Quorum

The audit committee shall meet at least four times in a year and not more than four months shall elapse between two meetings. The quorum shall be either two members or one third of the members of the Audit Committee whichever is greater, but there shall be a minimum of two members present.

B) Stakeholder's Relationship Committee

Our Company has constituted a shareholder / investors grievance committee ("*Stakeholders' Relationship Committee*") to redress complaints of the shareholders. The Stakeholders' Relationship Committee was constituted vide resolution passed at the meeting of the Board of Directors held on 23rd June, 2018.

The Stakeholders' Relationship Committee comprises the following Directors:

| Name of the Directors | Status | Nature of Directorship |
|------------------------------|---------------|-------------------------------|
| Atul Urpit | Chairperson | Independent Director |
| Devendra Arora | Member | Managing Director |
| Navin Kasera | Member | Independent Director |

The Company Secretary and Compliance Officer of the Company would act as the Secretary to the Stakeholders' Relationship Committee.

The Stakeholders Relationship Committee shall oversee all matters pertaining to investors of our Company. The scope and function of the Stakeholder's Relationship Committee and its terms of reference shall include the following:

A. Tenure: The Stakeholder's Relationship Committee shall continue to be in function as a committee of the Board until otherwise resolved by the Board, to carry out the functions of the Stakeholder's Relationship Committee as approved by the Board.

B. Meetings: The Stakeholder's Relationship Committee shall meet as and when required and shall report to the Board on quarterly basis regard the status of redressal of complaints received from the shareholders of the Company. The quorum shall be two members present.

C. Role of the Stakeholder's Relationship Committee:

The Committee shall consider and resolve grievances of security holders, including but not limited to:

1. Efficient transfer of shares including review of cases for refusal of transfer/transmission of shares and debentures;
2. Redressal of security holder's/investor's complaints efficient transfer of shares; including review of cases for refusal of transfer/transmission of shares and debentures;
3. Reviewing on a periodic basis the approval/refusal of transfer or transmission of shares, debentures or any other securities;

4. Issue of duplicate certificates and new certificates on split/consolidation/renewal;
5. Allotment and listing of shares;
6. Reference to statutory and regulatory authorities regarding investor grievances;
7. To otherwise ensure proper and timely attendance and Redressal of investor queries and grievances;
8. Any other power specifically assigned by the Board of Directors of the Company.

C) Nomination and Remuneration Committee

Our Company has constituted a Nomination and Remuneration Committee in accordance section 178 of Companies Act 2013. The constitution of the Nomination and Remuneration Committee was approved by a Meeting of the Board of Directors held on June 23, 2018. The said committee is comprised as under:

The Nomination and Remuneration Committee comprises the following Directors:

| Name of the Director | Status | Nature of Directorship |
|-----------------------------|---------------|-------------------------------|
| Atul Urpit | Chairperson | Independent Director |
| Manoj Chauhan | Member | Independent Director |
| Ramesh Garg | Member | Independent Director |
| Devendra Arora | Member | Managing Director |

The Company Secretary and Compliance Officer of the Company would act as the Secretary to the Nomination and Remuneration Committee. The scope and function of the Committee and its terms of reference shall include the following:

1) Tenure: The Nomination and Remuneration Committee shall continue to be in function as a committee of the Board until otherwise resolved by the Board.

2) Meetings: The committee shall meet as and when the need arise for review of Managerial Remuneration or anyother activity as the committee deems fit. The quorum for the meeting shall be one third of the total strength of the committee or two members, whichever is higher. Meeting of the Nomination and Remuneration Committee shall be called by at least seven days' notice in advance.

3) Role of the Nomination and Remuneration Committee not limited to but includes:

1. Formulate the criteria for determining the qualifications, positive attributes and independence of a director and recommend to the Board a policy relating to, the remuneration for directors, KMPs and other employees.
2. Identifying persons who are qualified to become directors and may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board of Directors their appointment and removal.
3. Formulation of criteria for evaluation of performance of independent directors and Board of Directors
4. Devising a policy on diversity of board of directors.
5. Deciding on, 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.
6. Decide the salary, allowances, perquisites, bonuses, notice period, severance fees and increment of Executive Directors.
7. Define and implement the Performance Linked Incentive Scheme (including ESOP of the Company) and evaluate the performance and determine the amount of incentive of the Executive Directors for that purpose.
8. Decide the amount of Commission payable to the Whole time Director / Managing Directors.

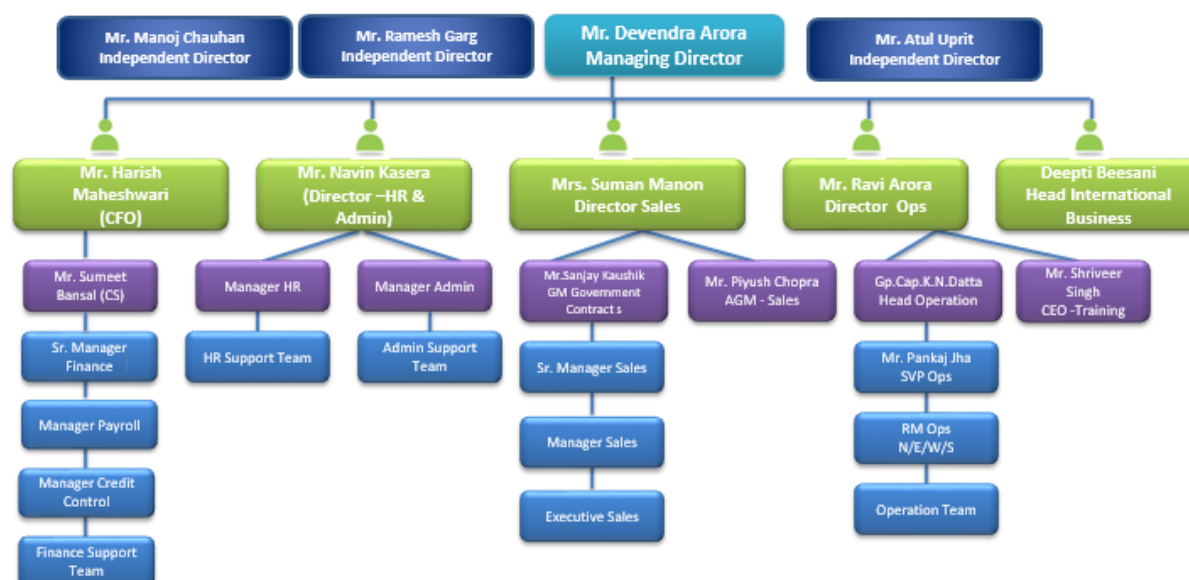
9. Review and suggest revision of the total remuneration package of the Executive Directors keeping in view the performance of the Company, standards prevailing in the industry, statutory guidelines etc.
10. To formulate and administer the Employee Stock Option Scheme.

Policy on Disclosures and Internal Procedure for Prevention of Insider Trading:

The provisions of Regulation 9(1) of the SEBI (Prohibition of Insider Trading) Regulations, 2015 will be applicable to our Company immediately upon the listing of its Equity Shares on the EMERGE Platform of National Stock Exchange of India Limited. We shall comply with the requirements of the SEBI (Prohibition of Insider Trading) Regulations, 2015 on listing of Equity Shares on stock exchanges. Further, Board of Directors at their meeting held on June 23, 2018 have formulated and adopted the code of conduct to regulate, monitor and report trading by its employees and other connected persons.

Sumeet Bansal, Company Secretary & Compliance Officer will be responsible for setting forth policies, procedures, monitoring and adherence to the rules for the preservation of price sensitive information and the implementation of the Code of Conduct under the overall supervision of the board.

ORGANISATIONAL STRUCTURE



KEY MANAGERIAL PERSONNEL

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

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

Devendra Arora

Devendra Arora, aged 39 years, is the Promoter, Chairman cum Managing Director of our Company. He was appointed as first director of our Company on September 26, 2011 and designated as Managing Director w.e.f. June 07, 2018 for three (3) years. He holds Master's Degree of Commerce Barkatullah University, Bhopal and he also holds a Bachelor's of Business Administration from Devi Ahilya University, Indore. He has an experience of more than 16 years in facility management industry. His vision and dynamic leadership has spearheaded World Class Services Limited from scratch in the year 2011 to become one of the growing IFM Companies in India. He has developed strategies for growth,

created business architecture and has also developed and delivered strategic plans. He personally oversees day to day business operations and is entrusted with the responsibility of looking after the overall management of the Company.

Harish Maheshwari

Harish Maheshwari, aged 37 years, has been associated with our Company as Assistant General Manager since May, 2016 and is designated as the Chief Financial Officer of our Company with effect from June 7, 2018. He is a Chartered Accountant by qualification and is an associate member of Institute of Chartered Accountants of India. He has an experience of more than a decade in the field of finance. He was Assistant Vice President- Accounts in Bhatia Global Trading Limited. He is responsible for looking after accounting, finance and taxation of our company.

Sumeet Bansal

Sumeet Bansal, aged 32 years, is the Company Secretary of our company w.e.f. June 7, 2018. He is an associate member of the Institute of Company Secretaries of India. He has completed Bachelors of Commerce from Devi Ahilya University, Indore. He has also been designated as Compliance Officer of the Company and entrusted with the responsibility of legal, secretarial and compliance functions of our company. He worked under Practicing Company Secretary Firm M/s. Shilpesh Dalal & Co. in the field of secretarial compliance for 4 years.

Deepthi Beesani

Deepthi Beesani, aged 38 years, is the Head of International Business Division of our company. She holds the degree in Master of Business Administration from University of New Castle Upon Tyne. She holds a diploma in Hotel Management from Institute of Hotel Management, Aurangabad and Bachelor of Arts degree from University of Huddersfield. She started her career with The Taj Exotica Resort & Spa, Maldives as Food & Beverage Supervisor and subsequently in Renaissance Mumbai Hotel & Convention Centre as Event Manager. Before joining our Company, she was working with The Leela Kempinski Palaces, Hotel & Resorts as Associate Head of Sales. Her core competencies are Communication Skills, Networking, Client Acquisition & Retention, Market Information.

Sanjay Kaushik

Sanjay Kaushik, aged 48 years, is the General Manager - Government Contracts of our company. He holds a degree in Master of Business Administration in Human Resource Management and Total Safety Management from National Institute of Management. He also holds a degree of Bachelor of Commerce from Poona University. He is a veteran from the Security industry and has worked for some of the biggest names in the fraternity. Before joining our company, he has been working with renowned companies like Tops Security Services, INOX Leisure, Mphasis and Balaji Detective & Security Services. He is responsible for generating and managing business with Government departments.

GP. CAPT. KN. Datta

KN Datta, aged 74 years, a science graduate, is the VP- Operations of our Company. An Ex-Fighter pilot, having fought two wars with Pakistan, Gp Capt. K N Datta, carries with him a vast experience of 33 years of serving Indian Air Force and 20 years corporate experience in MNCs like Daewoo Motors, G4S, Walsons and Frontline Business Solutions. Possesses excellent communication & stress management techniques. He has contributed to the corporate sector by strengthening operations foundation through process standardization, training and development.

Pankaj Jha

Pankaj Jha, aged 38 years, is the GM- Operations of our Company. He is a business management graduate, having 18 years of experience in Corporate and Facilities Management Services. Before joining WCS, he has been associated in Business Development & Operations in similar service industries like G4S Facility, Walsons Facility and Helpline Facility Management. Contributing to the P & L results for the company, he has served in some of the most challenging operational circumstances across the length & breadth of the Country.

RELATIONSHIP BETWEEN KEY MANAGERIAL PERSONNEL

None of the key managerial personnel are related to the each other within the meaning of Section 2 (77) of the Companies Act, 2013. All of Key Managerial Personnel are permanent employees of our Company.

RELATIONSHIP OF DIRECTORS / AND PROMOTERS WITH KEY MANAGERIAL PERSONNEL

Except as mention below, none of our Key Managerial Personnel within the meaning of section 2(77) of the Companies Act, 2013

| Director | Other Director | Relation |
|-----------------|-----------------------|-----------------|
| Devendra Arora | Ravi Arora | Brother |

ARRANGEMENTS AND UNDERSTANDING WITH MAJOR SHAREHOLDERS

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

SHAREHOLDING OF THE KEY MANAGERIAL PERSONNEL

Except as mentioned below, none of our Key Managerial Personnel holds any Equity shares of our company as on the date of this Draft Red Herring Prospectus.

| Sr. No. | Name of the Key Managerial Personnel | No. of Shares held | % of Shares held |
|----------------|---|---------------------------|-------------------------|
| 1. | Devendra Arora | 7258900 | 99.98% |

BONUS OR PROFIT SHARING PLAN OF THE KEY MANAGERIAL PERSONNEL

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

CONTINGENT AND DEFERRED COMPENSATION PAYABLE TO KEY MANAGERIAL PERSONNEL

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

LOANS TO KEY MANAGERIAL PERSONNEL

Our company has not given any loans and advances to the Key Managerial Personnel as on the date of this Draft Red Herring Prospectus.

INTEREST OF KEY MANAGERIAL PERSONNEL

The Key Managerial Personnel of our Company have interest in our Company to the extent of the remuneration or benefits to which they are entitled to as per their terms of appointment and reimbursement of expenses incurred by them during the ordinary course of business and to the extent of Equity Shares held by them in our Company, if any and dividends payable thereon and other distributions in respect of such equity shares, if any. Except as disclosed in this Draft Red Herring Prospectus, none of our key managerial personnel have been paid any consideration of any nature from our Company, other than their remuneration.

Except as stated otherwise in this Draft Red Herring Prospectus, we have not entered into any contract, agreement or arrangement during the preceding 2 (two) years from the date of this Draft Red Herring Prospectus in which the Key Managerial Personnel are interested directly or indirectly and no payments have been made to them in respect of these contracts, agreements or arrangements or are proposed to be made to them.

Except as stated in the chapters “*Our Management*” and “*Related Party Transactions*” beginning on pages 166 and 187 respectively of this Draft Red Herring Prospectus and described herein above, our key managerial personnel do not have any other interest in the business of our Company.

CHANGES IN KEY MANAGERIAL PERSONNEL IN THE LAST THREE YEARS

| Name of Managerial Personnel | Date of Event | Nature of event | Reason |
|-------------------------------------|----------------------|------------------------|--|
| Devendra Arora | June 7, 2018 | Appointment | Designated as Managing Director |
| Harish Maheshwari | June 7, 2018 | Appointment | Appointment as Chief Financial Officer |
| Sumeet Bansal | June 7, 2018 | Appointment | Appointed as Company Secretary |

ESOP/ESPS SCHEME TO EMPLOYEES

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

PAYMENT OR BENEFIT TO OUR OFFICERS (NON SALARY RELATED)


Except as disclosed in the heading titled “*Related Party Transactions*” in the section titled “*Financial Statements as Restated*” beginning on page 189 of this Draft Red Herring Prospectus, no amount or benefit has been paid or given within the three preceding years or is intended to be paid or given to any of our officers except the normal remuneration for services rendered as officers or employees.

OUR PROMOTER AND PROMOTER GROUP

OUR PROMOTERS

The Promoter of our Company is Devendra Arora. As on date of this Draft Red Herring Prospectus, our Promoter holds 72,58,900 Equity Shares representing 99.98% of the pre-issue Paid up Capital of our Company.

Brief profile of our Promoters are as under:

| | |
|--|---|
|  | Devendra Arora, Promoter and Managing Director |
| | <p>Devendra Arora, aged 39 years, is the Promoter, Chairman cum Managing Director of our Company. He was appointed as first director of our Company on September 26, 2011 and designated as Managing Director w.e.f. June 07, 2018 for three (3) years. He holds Master's Degree of Commerce from Barkatullah University, Bhopal and he also holds a Bachelor's of Business Administration from Devi Ahilya University, Indore. He has an experience of more than 16 years in facility management industry. His vision and dynamic leadership has spearheaded World Class Services Limited from scratch in the year 2011 to become one of the growing IFM Companies in India. He has developed strategies for growth, created business architecture and has also developed and delivered strategic plans. He personally oversees day to day business operations and is entrusted with the responsibility of looking after the overall management of the Company.</p> <p>Nationality: Indian</p> <p>Passport No: K7854377</p> <p>Driving License: MP09D-2017-0192252</p> <p>Voters ID: LMR2463537</p> <p>Address: 1007, Khatiwala Tank, Indore, Madhya Pradesh, 452001</p> <p>Other Firms and Ventures Promoted by:</p> <ol style="list-style-type: none">1. Shadi Byah Wale Private Limited2. Dogsvilla Pet Services Private Limited3. World Class Services <p>For further details relating to Devendra Arora, including terms of appointment as Managing Director and other directorships please refer to the chapter titled "<i>Our Management</i>" beginning on page 166 of this Draft Red Herring Prospectus.</p> |

DECLARATION

Our Company confirms that the Permanent Account Number, Bank Account Number and Passport Number of our Promoters shall be submitted to the Stock Exchange at the time of filing of this Draft Red Herring Prospectus with it.

INTEREST OF PROMOTERS

Our Promoter is interested in our Company to the extent that he has promoted our Company and to the extent of his shareholding and the dividend receivable, if any and other distributions in respect of the Equity Shares held by them. For details regarding shareholding of our Promoter in our Company, please refer chapter titled "*Capital Structure*" on page 84 of this Draft Red Herring Prospectus.

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

Our Promoter is the Director and KMP of our Company and may be deemed to be interested to the extent of remuneration and/ or reimbursement of expenses payable to him for services rendered to us in accordance with the provisions of the Companies Act and in terms of the agreements entered into with our Company, if any and AoA of our Company. For details refer to the chapter titled “*Our Management*”, “*Financial Statements as restated*” and “*Capital Structure*” beginning on pages 166, 189 and 84 respectively of this Draft Red Herring Prospectus.

Except as mentioned in the chapter titled "Our Business", our Promoters do not have any other interest in any property acquired or proposed to be acquired by our Company in a period of two years before filing of this Draft Red Herring Prospectus or in any transaction by our Company for acquisition of land, construction of building or supply of machinery. For details of related party transactions entered into by our Company during last financial year with our Promoters and Group Companies, the nature of transactions and the cumulative value of transactions, see our chapter titled “*Related Party Transactions*” on page no 187 of this Draft Red Herring Prospectus.

OTHER VENTURES OF OUR PROMOTERS

Save and except as disclosed in this chapter and chapter titled “*Our Group Companies*” beginning on page 186 of this Draft Red Herring Prospectus, there are no ventures promoted by our Promoter in which they have any business interests / other interests.

RELATED PARTY TRANSACTIONS

For details of related party transactions entered into by our Promoter, members of our Promoter Group and Company during the last financial year, the nature of transactions and the cumulative value of transactions, refer chapter titled “*Related Party Transactions*” on page 187 of this Draft Red Herring Prospectus.

PAYMENT OR BENEFITS TO PROMOTERS

Except as stated otherwise in the chapter titled “*Related Party Transactions*” on page 187 of this Draft Red Herring Prospectus, there have been no payments or benefits to the Promoter during the two years prior to filing of this Draft Red Herring Prospectus.

OUR PROMOTER GROUP

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

A. Individuals related to our Promoter:

| Relationship with Promoters | Devendra Arora |
|-----------------------------|---------------------|
| Father | Surjeet Singh Arora |
| Mother | Surjeet Kaur Arora |
| Spouse | - |
| Brother | Ravi Arora |
| Sister | Maninder Khanuja |
| Son | - |
| Daughter | - |
| Spouse's Father | Kuldeep Puri* |
| Spouse's Mother | Sunita Puri* |
| Spouse's Brother | Arpit Puri* |
| Spouse's Sister | - |

*Disassociation of certain immediate relatives from Promoter Group by Promoters

Our Company has issued letters dated June 14, 2018 to Kuldeep Puri, Sunita Puri and Arpit Puri, relatives of our individual promoter, Devendra Arora, asking for details of entity(ies) in

which they jointly or severally may have an interest. Our Company has sent a letter to each relative demanding their personal documents for identification of Promoter Group. However, we have not received any reply from any of these relatives. Therefore, the disclosures made in this Draft Red Herring Prospectus are limited to the extent of information that has been made available by our Promoter in relation to Promoter Group and Group Companies.

B. Companies, firms, proprietorships and HUFs which form part of our Promoter Group are as follows:

The entities and body corporate forming part of the Promoter Group are as follows:

1. Dogsvilla Pet Services Private Limited
2. Shadi Byah Wale Private Limited
3. M3 Services Private Limited
4. Avantika Solutions (Partnership Firm)
5. Perfect Solutions (Partnership Firm)
6. Man and Machine - Proprietorship concern of Ravi Arora
7. World Class Services – Proprietorship concern of Devendra Arora

RELATIONSHIP OF PROMOTERS WITH OUR DIRECTORS

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

| Name of the Promoter | Name of Director | Relationship |
|----------------------|------------------|--------------|
| Devendra Arora | Ravi Arora | Brother |

DISASSOCIATION BY THE PROMOTERS IN THE LAST THREE YEAR

Devendra Arora, Promoter of our Company has not disassociated himself from any company or firm during preceding three years.

CHANGES IN CONTROL

There has been no change in the management or control of our Company in the last three years.

LITIGATION INVOLVING OUR PROMOTERS

For details of legal and regulatory proceedings involving our Promoters, refer to the chapter titled "*Outstanding Litigation and Material Developments* on page 209 of this Draft Red Herring Prospectus.

CONFIRMATIONS

Our Company, our individual Promoter and his relatives (as defined under the Companies Act, 2013) are not Wilful Defaulters and there are no violations of securities laws committed by our Promoter in the past and no proceedings for violation of securities laws are pending against them.

Our Promoter is not interested as a member of a firm or company, and no sum has been paid or agreed to be paid to our Promoter or to such firm or company in cash or otherwise by any person for services rendered by our Promoter or by such firm or company in connection with the promotion or formation of our Company.

Our Promoter and members of the Promoter Group have not been prohibited from accessing or operating in capital markets under any order or direction passed by SEBI or any other regulatory or governmental authority.

Our Promoter is not and has never been a Promoter, Director or person in control of any other company which is prohibited from accessing or operating in capital markets under any order or direction passed by SEBI or any other regulatory or governmental authority.

Except as disclosed in "*Related Party Transactions* on page 187 of this Draft Red Herring Prospectus,

our Promoter is not related to any of the sundry debtors or are not beneficiaries of Loans and Advances given by/to our Company.

OUR GROUP COMPANIES

In accordance with the provisions of the SEBI (ICDR) Regulations, for the purpose of identification of “Group Companies”, our Company has considered companies as covered under the applicable accounting standards, i.e. Accounting Standard 18 issued by the Institute of Chartered Accountant of India and such other companies as considered material by our Board. In the above mentioned scenario, our Company does not have any Group Company

RELATED PARTY TRANSACTIONS

For details on Related Party Transactions of our Company, please refer to the section titled, “*Financial Statements as Restated*” beginning on page 189 of this Draft Red Herring Prospectus.

DIVIDEND POLICY

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

Our Company does not have a formal dividend policy. Any dividends to be declared shall be recommended by the Board of Directors depending upon the financial condition, results of operations, capital requirements and surplus, contractual obligations and restrictions, the terms of the credit facilities and other financing arrangements of our Company at the time a dividend is considered, and other relevant factors and approved by the Equity Shareholders at their discretion. Our Company has not paid any dividend for the last five years till March 31, 2018.

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

SECTION V-FINANCIAL STATEMENTS
FINANCIAL STATEMENTS AS RE-STATED

| Particulars | Page No. |
|--|-----------------|
| Restated Standalone Financial Statements x | F1- F 34 |

SECTION V – FINANCIAL STATEMENTS
FINANCIAL STATEMENTS AS RE-STATED

Independent Auditor’s Report for the Restated Financial Statements of
World Class Services Limited

Report of Auditor on the Restated Financial Information of World Class Services Limited for each of the years ended on 31st March 2018, 31st March 2017, 31st March 2016, 31st March 2015 and 31st March 2014.

The Board of Directors

World Class Services Limited

Regus Times Square, Unit 1, Level 2,
B Wing Andheri Kurla Road, Andheri (E) Mumbai
Mumbai City (MH)- 400059,
India.

Dear Sirs

1. We have examined the attached Restated Statement of Assets and Liabilities of **World Class Services Limited (“the Company”)** as at 31st March 2018, 31st March 2017, 31st March 2016, 31st March 2015 and 31st March 2014 and the related Restated Statement of Profit & Loss and Restated Statement of Cash Flows for the years ended 31st March 2018, 31st March 2017, 31st March 2016, 31st March 2015 and 31st March 2014 annexed to this report for the purpose of inclusion in the offer document prepared by the Company (collectively the **”Restated Summary Statements”** or **”Restated Financial Statements”**). These Restated Summary Statements have been prepared by the Company and approved by the Board of Directors of the Company in connection with the Initial Public Offering (IPO) on the EMERGE Platform of National Stock Exchange of India Limited (**”NSE”**).
2. These Restated Summary Statements have been prepared in accordance with the requirements of:
 - (i) Part I of Chapter III to the Companies Act, 2013 (**”Act”**) read with Companies (Prospectus and Allotment of Securities) Rules 2014;
 - (ii) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (**”ICDR Regulations”**) issued by the Securities and Exchange Board of India (**”SEBI”**) in pursuance to Section 11 of the Securities and Exchange Board of India Act, 1992 and related amendments / clarifications from time to time;
 - (iii) The terms of reference to our engagements with the Company letter dated 23.06.2018 requesting us to carry out the assignment, in connection with the Draft Prospectus/ Prospectus being issued by the Company for its proposed Initial Public Offering of equity shares in EMERGE Platform of National Stock Exchange of India Limited (**”IPO”** or **”SME IPO”**); and
 - (iv) The Guidance Note on Reports in Company Prospectus (Revised 2016) issued by the Institute of Chartered Accountants of India (**”Guidance Note”**).
3. The Restated Summary Statements of the Company have been extracted by the management from the Audited Financial Statements of the Company for the financial year ended on 31st March 2018, 31st March 2017, 31st March 2016, 31st March 2015 and 31st March 2014.
4. In accordance with the requirements of Part I of Chapter III of Act including rules made therein, ICDR Regulations, Guidance Note and Engagement Letter, we report that:
 - (i) The **”Statement of Assets and Liabilities as Restated”** as set out in **Annexure I** to this report, of the Company as at 31st March 2018, 31st March 2017, 31st March 2016, 31st March 2015 and 31st March 2014 are prepared by the Company and approved by the Board of Directors. These Statements of Assets and Liabilities, as restated have been arrived at after making such adjustments and regroupings to the individual financial statements of the Company, as in our opinion were appropriate and more

fully described in Significant Accounting Policies and Notes to Accounts as set out in **Annexure IV** to this Report.

- (ii) The “**Statement of Profit and Loss as Restated**” as set out in **Annexure II** to this report, of the Company for the years ended at 31st March 2018, 31st March 2017, 31st March 2016, 31st March 2015 and 31st March 2014 are prepared by the Company and approved by the Board of Directors. These Statements of Profit and Loss, as restated have been arrived at after making such adjustments and regroupings to the individual financial statements of the Company, as in our opinion were appropriate and more fully described in Significant Accounting Policies and Notes to Accounts as set out in **Annexure IV** to this Report.
 - (iii) The “**Statement of Cash Flow as Restated**” as set out in **Annexure III** to this report, of the Company for the years ended 31st March 2018, 31st March 2017, 31st March 2016, 31st March 2015 and 31st March 2014 are prepared by the Company and approved by the Board of Directors. These Statements of Cash Flow, as restated have been arrived at after making such adjustments and regroupings to the individual financial statements of the Company, as in our opinion were appropriate and more fully described in Significant Accounting Policies and Notes to Accounts as set out in **Annexure IV** to this Report.
5. Based on the above, we are of the opinion that the Restated Financial Statements:
 - a) have been made after adjusting for the changes in accounting policies retrospectively in respective financial years to reflect the same accounting treatment as per the changed accounting policy for all reporting periods, if any.
 - b) have been made after adjusting for prior period and other material amounts in the respective financial years to which they relate and there are no qualifications which require adjustments.
 - c) do not have any extra-ordinary items that need to be disclosed separately in the accounts and qualifications requiring adjustments.
 - d) do not have any qualifications in the Audit Reports issued by the Statutory Auditors for the financial year ended on 31st March 2018, 31st March 2017, 31st March 2016, 31st March 2015 and 31st March 2014 which would require adjustments in this Restated Financial Statements of the Company.
 - e) have profits and losses that have been arrived at after charging all expenses including depreciation and after making such adjustments/restatements and regroupings as in our opinion are appropriate and are to be read in accordance with the Significant Accounting Policies and Notes to Accounts as set out in **Annexure IV** to this report.
 6. Audit for the financial year ended on 31st March 2018, 31st March 2017, 31st March 2015 and 31st March 2014 was conducted by M/s Jain Doshi and Co, Chartered Accountants and audit for financial year ended 31st March 2016 was conducted by M/s Harish Khandelwal and Co, Chartered Accountants and accordingly reliance has been placed on the financial information examined by the said firm for the said years. The financial report included for these years is based solely on the report submitted by M/s Harish Khandelwal and Co, Chartered Accountants and M/s Jain Doshi and Co, Chartered Accountants.
 7. We have also examined the following restated financial information relating to the Company prepared by the Management and as approved by the Board of Directors of the Company and annexed to this report relating to the Company for the financial year ended on 31st March 2018, 31st March 2017, 31st March 2016, 31st March 2015 and 31st March 2014 proposed to be included in the Draft Prospectus/Prospectus (“**Offer Document**”)

| | | |
|----|---|---------------|
| 1 | Notes to Accounts as restated | Annexure V |
| 2 | Statement of Reconciliation of restated profit | Annexure VI |
| 3 | Statement of Share Capital as restated | Annexure VII |
| 4 | Statement of Reserves and Surplus as restated | Annexure VIII |
| 5 | Statement of Long Term Borrowings of the Company as restated | Annexure IX |
| 6 | Nature of security and terms of repayment for long term borrowings including current maturities | Annexure X |
| 7 | Statement of deferred tax liabilities (net) as restated | Annexure XI |
| 8 | Statement of Long term provisions as restated | Annexure XII |
| 9 | Statement of short term borrowings as restated | Annexure XIII |
| 10 | Nature of security and terms of repayment for short term borrowings | Annexure XIV |

| | | |
|----|---|-----------------|
| 11 | Statement of trade payables as restated | Annexure XV |
| 12 | Statement of other current liabilities as restated | Annexure XVI |
| 13 | Statement of short term provisions as restated | Annexure XVII |
| 14 | Statement of fixed assets as restated | Annexure XVIII |
| 15 | Statement of long term loans & advances as restated | Annexure XIX |
| 16 | Statement of trade receivables as restated | Annexure XX |
| 17 | Statement of cash and cash equivalents as restated | Annexure XXI |
| 18 | Statement of short term loans & advances as restated | Annexure XXII |
| 19 | Statement of other current assets | Annexure XXIII |
| 20 | Statement of revenue from operations as restated | Annexure XXIV |
| 21 | Statement of other income as restated | Annexure XXV |
| 22 | Statement of employee benefit expense as restated | Annexure XXVI |
| 23 | Statement of finance cost as restated | Annexure XXVII |
| 24 | Statement of other expense as restated | Annexure XXVIII |
| 25 | Statement of related parties transactions as restated | Annexure XXIX |
| 26 | Statement of summary of accounting ratios as restated | Annexure XXX |
| 27 | Statement of capitalization as restated | Annexure XXXI |
| 28 | Statement of tax shelters as restated | Annexure XXXII |

8. We, M/s M.S. Dahiya & Co, Chartered Accountants have been subjected to the peer review process of the Institute of Chartered Accountants of India (“ICAI”) and hold a valid peer review certificate issued by the “Peer Review Board” of the ICAI.
9. The preparation and presentation of the Financial Statements referred to above are based on the Audited financial statements of the Company and are in accordance with the provisions of the Act and ICDR Regulations. The Financial Statements and information referred to above is the responsibility of the management of the Company.
10. The report should not in any way be construed as a re-issuance or re-dating of any of the previous audit reports issued by any other Firm of Chartered Accountants nor should this report be construed as a new opinion on any of the financial statements referred to therein.
11. We have no responsibility to update our report for events and circumstances occurring after the date of the report.
12. In our opinion, the above financial information contained in Annexure I to XXXII of this report read with the respective Significant Accounting Policies and Notes to Accounts as set out in Annexure IV are prepared after making adjustments and regrouping as considered appropriate and have been prepared in accordance with the Act, ICDR Regulations, Engagement Letter and Guidance Note.
13. Our report is intended solely for use of the management and for inclusion in the Offer Document in connection with the SME IPO. Our report should not be used, referred to or adjusted for any other purpose except with our consent in writing.

For M/s M. S. Dahiya & Co.
Chartered Accountants
Firm Registration No.: 013855C

Harsh Firoda
Partner
Membership No.: 409391

Date: July 09, 2018
Place: Indore

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

(Amount in Lakhs)

| Particulars | As at March 31, 2018 | As at March 31, 2017 | As at March 31, 2016 | As at March 31, 2015 | As at March 31, 2014 |
|------------------------------------|----------------------------|----------------------------|----------------------------|----------------------------|----------------------------|
| I. EQUITY AND LIABILITIES | | | | | |
| 1. Shareholders' funds | | | | | |
| (a) Share capital | 66.00 | 66.00 | 66.00 | 46.00 | 46.00 |
| (b) Reserves and surplus | 780.78 | 217.66 | 117.70 | 29.17 | 9.20 |
| Sub-Total | 846.78 | 283.66 | 183.70 | 75.17 | 55.20 |
| 2. Non-current liabilities | | | | | |
| (a) Long-term borrowings | 1220.25 | 1029.81 | 1120.79 | 1280.16 | 750.18 |
| (b) Deferred tax liabilities (Net) | 5.12 | 2.90 | 1.27 | 0.34 | 0.20 |
| (C) Long-term Provisions | 5.24 | 2.75 | 1.52 | 0.91 | 0.26 |
| (c) Other Non Current Liabilities | - | - | - | - | - |
| Sub-Total | 1230.62 | 1035.46 | 1123.59 | 1281.41 | 750.63 |
| 3. Current liabilities | | | | | |
| (a) Short-term borrowings | - | 140.92 | 229.35 | 156.35 | 222.23 |
| (b) Trade payables | 224.28 | 13.16 | 10.52 | 7.56 | 25.29 |
| (c) Other current liabilities | 3153.80 | 2268.42 | 1264.26 | 459.71 | 112.32 |
| (d) Short-term provisions | 527.14 | 210.27 | 182.16 | 427.84 | 229.62 |
| Sub-Total | 3905.23 | 2632.77 | 1686.29 | 1051.46 | 589.46 |
| TOTAL | 5982.62 | 3951.89 | 2993.58 | 2408.04 | 1395.28 |
| II. ASSETS | | | | | |
| 1. Non-current assets | | | | | |
| (a) Fixed assets | | | | | |
| (i) Tangible Assets | 172.87 | 127.38 | 107.21 | 35.00 | 19.26 |
| Less:- Accumulated Depreciation | 48.87 | 30.76 | 17.58 | 10.56 | 5.61 |
| (ii) Intangible Assets | 9.08 | 3.08 | 0.58 | 0.58 | 0.51 |
| Less:- Accumulated Depreciation | 1.06 | 0.49 | 0.56 | 0.32 | 0.20 |
| (iii) Capital Work In Progress | | | | | |
| Net Block | 132.02 | 99.22 | 89.66 | 24.71 | 13.96 |
| (b) Non-current investments | - | - | - | - | - |
| (c) Deferred tax assets (net) | - | - | - | - | - |
| (d) Long –term loans & Advances | 13.62 | 20.34 | 10.57 | 9.68 | 0.15 |
| Sub-Total | 145.64 | 119.56 | 100.23 | 34.39 | 14.11 |
| 2. Current assets | | | | | |
| (a) Current investments | - | - | - | - | - |
| (b) Inventories | - | - | - | - | - |
| (c) Trade receivables | 5029.34 | 3031.45 | 2477.44 | 1669.16 | 1231.95 |
| (d) Cash and cash equivalents | 323.29 | 468.32 | 150.71 | 107.83 | 15.56 |
| (e) Short-term loans and advances | 475.50 | 331.01 | 264.99 | 596.66 | 133.59 |
| (f) Other current assets | 8.86 | 1.55 | 0.22 | - | 0.07 |
| Sub-Total | 5836.98 | 3832.33 | 2893.35 | 2373.65 | 1381.18 |
| TOTAL | 5982.62 | 3951.89 | 2993.58 | 2408.04 | 1395.28 |

STATEMENT OF PROFIT AND LOSS AS RESTATED
ANNEXURE-II

(Amount in Lakhs)

| Particulars | For the period ended March 31, 2018 | For the Period ended March 31, 2017 | For the Period ended March 31, 2016 | For the Period ended March 31, 2015 | For the year ended March 31, 2014 |
|--|-------------------------------------|-------------------------------------|-------------------------------------|-------------------------------------|-----------------------------------|
| I.Revenue from operations | 21694.60 | 13982.45 | 10621.37 | 6972.15 | 2308.16 |
| II.Other income | 30.14 | 8.89 | 42.01 | 23.69 | 0.02 |
| III. Total Revenue (I + II) | 21724.74 | 13991.35 | 10663.38 | 6995.84 | 2308.18 |
| IV. Expenses: | | | | | |
| Cost of materials consumed | - | - | - | - | - |
| Purchases of Stock-in-Trade | - | - | - | - | - |
| Changes in inventories of finished goods work-in-progress and Stock-in-Trade | - | - | - | - | - |
| Employee benefits expense | 16818.12 | 11459.18 | 8597.20 | 5563.97 | 1679.22 |
| Finance costs | 255.23 | 172.63 | 278.41 | 169.18 | 29.17 |
| Depreciation and amortization expense | 18.69 | 13.11 | 7.25 | 5.08 | 3.36 |
| Other expenses | 3878.19 | 2244.85 | 1733.15 | 1228.20 | 584.32 |
| Total expenses | 20970.23 | 13889.77 | 10616.02 | 6966.43 | 2296.06 |
| V. Profit before exceptional and extraordinary items and tax (III-IV) | 754.51 | 101.58 | 47.36 | 29.41 | 12.12 |
| VI. Exceptional items | - | - | - | - | - |
| VII. Profit before extraordinary items and tax (V - VI) | 754.51 | 101.58 | 47.36 | 29.41 | 12.12 |
| VIII. Extraordinary Items- | - | - | - | - | - |
| IX. Profit before tax (VII- VIII) | 754.51 | 101.58 | 47.36 | 29.41 | 12.12 |
| X. Tax expense: | | | | | |
| (1) Current tax | 189.17 | 20.71 | 13.89 | 9.30 | 3.88 |
| (2) Deferred tax | 2.22 | 1.62 | 0.94 | 0.14 | (0.07) |
| (3) MAT credit entitlement | - | (20.71) | - | - | - |
| XI. Profit (Loss) for the period from continuing operations (VII-VIII) | 563.12 | 99.96 | 32.53 | 19.97 | 8.32 |
| XII. Profit/(loss) from discontinuing operations | - | - | - | - | - |
| XIII. Tax expense of discontinuing operations | - | - | - | -- | - |
| XIV. Profit/(loss) from Discontinuing operations (after tax) (XII-XIII) | - | - | -- | - | - |
| XV. Profit (Loss) for the period (XI + XIV) | 563.12 | 99.96 | 32.53 | 19.97 | 8.32 |
| XVI. Earnings per equity share: | | | | | |
| Basic & Diluted EPS | 85.32 | 15.14 | 7.04 | 4.34 | 1.82 |
| Adjusted EPS | 7.76 | 1.38 | 0.46 | 0.28 | 0.12 |

STATEMENT OF CASH FLOW AS RESTATED

ANNEXURE-III

(Amount in Lakhs)

| Particulars | For the period ended March 31, 2018 | For the year ended March 31, 2017 | For the year ended March 31, 2016 | For the year ended March 31, 2015 | For the year ended March 31, 2014 |
|---|-------------------------------------|-----------------------------------|-----------------------------------|-----------------------------------|-----------------------------------|
| Cash Flow From Operating Activities | | | | | |
| Restated Net profit Before Tax and Extraordinary Items | 754.51 | 101.58 | 47.36 | 29.41 | 12.12 |
| Adjustments For: | | | | | |
| Depreciation | 18.69 | 13.11 | 7.25 | 5.08 | 3.36 |
| Interest and other Income | (30.14) | (8.89) | (42.01) | (23.69) | (0.02) |
| Interest and Finance Charges | 255.23 | 172.63 | 278.41 | 169.18 | 29.17 |
| Operating Profit before working capital changes | 998.29 | 278.42 | 291.02 | 179.98 | 44.62 |
| Adjustment For: | | | | | |
| Decrease/(Increase) in Inventories | - | - | - | - | - |
| Decrease/(Increase) in Trade receivables | (1997.89) | (554.01) | (808.27) | (437.21) | (1052.93) |
| Decrease/(Increase) in Short-term loans and advances | (144.48) | (66.02) | 331.67 | (463.06) | (114.00) |
| Decrease/Increase in Other Current Assets | (7.31) | (1.33) | (0.22) | 0.07 | (0.07) |
| (Decrease)/Increase in Trade Payables | 211.12 | 2.65 | 2.96 | (17.73) | 2.77 |
| (Decrease)/Increase in Other Current Liabilities | 885.39 | 1004.15 | 804.55 | 347.39 | 97.74 |
| (Decrease)/Increase in Short Term Provisions | 144.90 | 55.82 | (243.34) | 198.69 | 225.51 |
| (Decrease)/Increase in Long Term Provisions | 2.49 | 1.23 | 0.62 | 0.65 | 0.18 |
| Cash Generated from Operations | 92.50 | 720.91 | 378.98 | (191.23) | (796.18) |
| Taxes Paid | (17.20) | (27.71) | (16.23) | (9.77) | (1.43) |
| Net Cash From /(Used In) Operating Activities (A) | 75.30 | 693.20 | 362.75 | (201.00) | (797.61) |
| | | | | | |
| Cash Flow From Investing Activities | | | | | |
| Purchase of Fixed Assets | (116.08) | (22.67) | (72.20) | (15.83) | (11.11) |
| Sale of Fixed Assets | 64.59 | - | - | - | - |
| Interest & Other Income | 30.14 | 8.89 | 42.01 | 23.69 | 0.02 |
| (Decrease)/Increase in Long term Loans and Advances | 6.72 | (9.77) | (0.89) | (9.53) | (0.15) |
| Net Cash From /(Used In) Investing Activities (B) | (14.63) | (23.55) | (31.08) | (1.67) | (11.24) |
| | | | | | |

| Particulars | For the period ended March 31, 2018 | For the year ended March 31, 2017 | For the year ended March 31, 2016 | For the year ended March 31, 2015 | For the year ended March 31, 2014 |
|---|--|--|--|--|--|
| Cash Flow From Financing Activities | | | | | |
| Proceeds from Issue of Shares | - | - | 20.00 | - | 45.00 |
| Proceeds / (Repayments) of Share Application Money | - | - | - | - | (45.00) |
| Security Premium | - | - | 56.00 | - | - |
| Increase / (Decrease) in Secured Loans | 246.75 | 119.10 | (164.87) | 961.61 | 4.99 |
| (Decrease)/Increase in Unsecured Loans | (56.30) | (210.09) | 5.50 | (431.62) | 588.46 |
| Interest Paid | (255.23) | (172.63) | (278.41) | (169.18) | (29.17) |
| (Decrease)/Increase in Short Term Borrowing | (140.92) | (88.43) | 72.99 | (65.87) | 222.23 |
| Net Cash From Financing Activities (c) | (205.71) | (352.04) | (288.79) | 294.93 | 786.51 |
| Net Increase / (Decrease) in Cash (A)+(B)+(C) | (145.03) | 317.61 | 42.88 | 92.27 | (22.34) |
| Cash and Cash equivalents at the beginning of the year | 468.32 | 150.71 | 107.83 | 15.56 | 37.90 |
| Cash and Cash equivalents at the end of the year | 323.29 | 468.32 | 150.71 | 107.83 | 15.56 |

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

ANNEXURE-IV

Significant Accounting Policies

A. Corporate Information:

Company was originally incorporated as World Class Services Private Limited at Mumbai, Maharashtra, as a Private Limited Company under the provision of Companies Act, 1956 vide Certificate of Incorporation dated September 26, 2011 bearing Corporate Identification Number U74999MH2011PTC222374 issued by the Registrar of Companies, Mumbai. Subsequently the Company was converted into a public limited company pursuant to special resolution passed by the members in extraordinary general meeting held on 28th May, 2018 and the name of the Company was changed to World Class Services Limited vide a Fresh Certificate of Incorporation dated 06th June, 2018 issued by Registrar of Companies, Mumbai. The Corporate Identification number of Company is U74999MH2011PLC222374. The company's operations comprises of housekeeping services, security services and manpower supply.

B. Disclosure of Significant Accounting Policies

(a) Basis of Preparation of Financial Statements:

"The restated summary statement of assets and liabilities of the Company as at March 31, 2018, March 31, 2017, March 31, 2016, March 31, 2015 and March 31, 2014 and the related restated summary statement of profits and loss and cash flows for the years ended March 31, 2018, March 31, 2017, March 31, 2016, March 31, 2015 and March 31, 2014 have been compiled by the management from the audited financial statements of the Company for the years ended on March 31, 2018, March 31, 2017, March 31, 2016, March 31, 2015 and March 31, 2014 approved by the Board of Directors of the Company. Restated Summary Statements have been prepared to comply in all material respects with the provisions of Part I of Chapter III of the Companies Act, 2013 read with Companies (Prospectus and Allotment of Securities) Rules, 2014, Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (the SEBI Guidelines) issued by SEBI and Guidance note on Reports in Companies Prospectus (Revised). Restated Summary Statements have been prepared specifically for inclusion in the offer document to be filed by the Company with the EMERGE Platform of National Stock Exchange of India Limited in connection with its proposed Initial public offering of equity shares. The Company's management has recast the financial statements in the form required by Schedule III of the Companies Act, 2013 for the purpose of Restated Summary Statements."

(b) Use of Estimates

The preparation of restated financial statements in conformity with India GAAP requires the management to make estimates and assumptions considered in the reported amount of assets and liabilities (including contingent liabilities) and the reported income and expenditure during the year. The management believes that the estimates used in preparation of the financial statements are prudent and reasonable. Futures results could differ due to these estimates and the difference between the actuals results and the estimates are recognised in the period in which the results are known/materialise.

C. Cash Flow Statement:

Cash Flow Statement is reported using the indirect method, where by profit before taxes is adjusted for the effects of transactions of non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cashflow. The cashflow from operating, investing and financing activities of company is segregated based on the available information.

D. Contingencies and Events Occurring After Balance Sheet Date:

All contingencies and events occurring after the balance sheet date which have a material effect on the financial position of the company are considered for preparing the financial statements.

E. Revenue Recognition:

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the company and the revenue can be reliably measured. Revenue is recognized only when it is reasonably certain that the ultimate collection will be made.

Revenue from services represents the amounts receivable for services rendered. Revenue represents the sales value of services rendered to the customers during the period. Such revenues are recognized in the period in which the service is provided and becomes chargeable.

Interest income is recognized on a time proportion basis taking into account the amount outstanding and the rate applicable.

F. Property, Plant & Equipments:

Property, Plant & Equipment is stated at cost of acquisition or construction, less accumulated depreciation and impairment losses, if any.

The cost of Property, Plant & Equipment comprises:

- a) Its purchase price, including import duties and non-refundable purchase taxes, after deducting trade discounts and rebates.
- b) Any costs directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management.

Method of Depreciation:**2015-16, 2016-17 and 2017-18**

Deprecation on Tangible Assets has been provided on the straight line method over the useful live as prescribed in Schedule II to the Companies Act, 2013.

2013-14 and 2014-15

Depreciation on property, plant and equipment has been provided in manner prescribed by the Schedule XIV of the Companies Act, 1956. Depreciation is provided on WDV method during these years

G. Borrowing Cost:

Borrowing costs are interest and other costs incurred by an enterprise in connection with the borrowing of funds. Borrowing costs that are directly attributable to the acquisition or construction of qualifying assets are capitalized as part of the cost of such assets. A qualifying asset is one that necessarily takes substantial period of time to get ready for its intended use.

The borrowing cost other than those capitalized as above have been debited to the Statement of Profit and Loss of the current year.

H. Employee Benefits Expense:**i) Short-Term Employee Benefits**

The undiscounted amount of short term employee benefits expected to be paid in exchange for the services rendered by employees are recognised as an expense during the period when the employees render the services

ii) Post-employment benefits**Defined Contribution Plan**

A defined contribution plan is a post employment benefit plan under which the company pays specified contributions to a separate entity. The company makes specified monthly contributions towards Provident Fund. The contributions as specified under the law are paid to respective Regional Provident Fund Commissioner. The Company's contribution is recognised as an expense in the Statement of Profit & Loss during the period in which the employee renders the related service.

Defined Benefit Plan

The Company has an obligation towards gratuity, a defined benefit retirement plan covering eligible employees. The plan provides for lump sum payment to vested employees at retirement, death while in employment or termination of employment of an amount equivalent to 15 days salary payable for each completed year of service. Vesting occurs upon completion of five years of service. The liability for gratuity is accrued and provided for as determined by an independent actuarial valuation as per the requirements of Accounting Standard - 15 on "Employee Benefits"

However, Gratuity is not applicable on Company with regards to its Associated Employees (employees working on Principle Sites, i.e. client) and company is not liable to make any gratuity provision for associated employees.

I. Segment Reporting:

There is no reportable segment as the company operates in single segment therefore, segment reporting was not made as per AS -17.

J. Earnings per Share and Diluted Earnings per Share:

Basic earnings/(loss) per share are calculated by dividing the net profit/(loss) for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year. The weighted average number of equity shares outstanding during the year is adjusted for events of bonus issue and share split.

For the purpose of calculating diluted earnings/(loss) per share, the net profit/(loss) for the year attributable to equity shareholders and the weighted average number of shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares except where the results will be anti- dilutive. The dilutive potential equity shares are deemed converted as of the beginning of the period, unless they have been issued at a later date.

K. Taxes on Income:

Income tax expense comprises current tax expense and the net change in the deferred tax asset or liability during the year. Current and deferred tax is recognized in statement of profit and loss.

Current Tax:

Current tax expenses are accounted in the same period to which the revenue and expenses relate. Provision for current income tax is made for the tax liability payable on taxable income after considering tax allowances, deductions and exemptions determined in accordance with the applicable tax rates and the prevailing tax laws.

Minimum Alternate Tax (MAT) credit:

MAT Credit is recognized as an asset only when and to the extent there is convincing evidence that the company will pay normal income tax during the specified period. Such asset is reviewed at each Balance Sheet date and the carrying amount of the MAT credit asset is written down to the extent there is no longer a convincing evidence to the effect that the Company will pay normal income tax during the specified period.

Deferred tax:

Deferred tax is recognized on timing differences being the difference between taxable incomes and accounting income that originate in one period and are capable of reversal in one or more subsequent periods. The deferred tax is accounted for using the tax rates and laws that have been substantively enacted as of the balance sheet date.

Deferred tax assets/liabilities in respect of unabsorbed depreciation and carry forward of losses are recognized only if there is virtual certainty that such deferred tax Asset/ liability can be realized against future taxable profits.

L. Impairment of Assets :

The Company assesses at each reporting date as to whether there is any indication that an asset (tangible and intangible) may be impaired. An asset is treated as impaired, when the carrying cost of the asset exceeds its recoverable amount. Recoverable amount is higher of an asset's or cash generating unit's net selling price and its value in use. Value in use is the present value of estimated future cash flows expected to arise from the continuing use of an asset and from its disposal at the end of its useful life.

An impairment losses charged to Profit and Loss Account in the year in which an asset is identified as impaired. The impairment loss recognized in prior accounting period is reversed if there has been a change in the estimate of recoverable amount.

M. Provisions, Contingent Liabilities and Contingent Assets:

A provision is recognized if, as a result of a past event , the Company has a present legal obligation that is reasonably estimable ,and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are determined by the best estimate of the outflow of economic benefits required to settle the obligation at the reporting date. Where no reliable estimate can be made, a disclosure is made as contingent liability. A disclosure for a contingent liability is also made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. Where there is a possible obligation or a present obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made.

NOTES TO ACCOUNTS AS RESTATED
ANNEXURE V

1. Particulars of Payment to Directors

(Rs. In Lakhs)

| S.No. | Particulars | 2013-14 | 2014-15 | 2015-16 | 2016-17 | 2017-18 |
|-------|--------------|---------|---------|---------|---------|---------|
| A. | Remuneration | - | - | - | 12.00 | 101.35 |

2. Payment to Auditors

(Rs. In Lakhs)

| S.No. | Particulars | 2013-14 | 2014-15 | 2015-16 | 2016-17 | 2017-18 |
|-------|----------------------|---------|---------|---------|---------|---------|
| A | Statutory Audit Fees | 0.27 | 0.30 | 0.25 | 0.35 | 0.25 |
| B | Other Matters | - | - | - | - | - |

3. Contingent Liabilities

(Rs. In Lakhs)

| S.No. | Particulars | 2013-14 | 2014-15 | 2015-16 | 2016-17 | 2017-18 |
|-------|---|---------|---------|---------|--------------|---------------|
| A | Bill discounted from banks | - | - | - | - | - |
| B | Bank guarantee issued by bank | - | - | - | 12.93 | 153.80 |
| C | Claim against company not acknowledged as debts | | | | | |
| i | in respect of Income Tax | - | - | - | - | - |
| ii | in respect of Excise | - | - | - | - | - |
| iii | in respect of entry tax | - | - | - | - | - |
| | Total | - | - | - | 12.93 | 153.80 |

4. As regards gratuity, the gratuity liability of company has been worked out by a qualified actuary in accordance with the provisions of AS-15 (Revised), the accounting for contribution so made and accrued liability has been made under AS-15 (Revised 2005) on the basis of Gratuity Report of qualified actuary. The contribution so made is charged to the profit and loss account. Accordingly, in respect of the liability for gratuity, company has provided the following amounts by a charge to profit and loss account for the year.

(Rs. In Lakhs)

| 2013-14 | 2014-15 | 2015-16 | 2016-17 | 2017-18 |
|---------|---------|---------|---------|---------|
| 0.18 | 0.66 | 0.62 | 1.30 | 2.82 |

The actuarial assumption in respect of discount rate for above working used at the balance sheet date is 9.10% for 2014, 7.80% for 2015, 7.70% for 2016, 7.20% for 2017 and 7.40% for 2018.

Remuneration and other Benefits to Employees includes the following benefits paid to the employees/funds:

(Rs. In Lakhs)

| S.No. | Defined Benefit Plan | 2013-14 | 2014-15 | 2015-16 | 2016-17 | 2017-18 |
|-------|----------------------------------|---------------|---------------|---------------|----------------|----------------|
| A | Contribution to Gratuity Fund | - | - | - | - | - |
| B | Leave Encashment | - | - | - | - | - |
| | | | | | | |
| | Defined Contribution Plan | | | | | |
| A | Contribution to PF/ESIC | 205.81 | 782.37 | 860.36 | 1229.22 | 1546.08 |
| | Total | 205.81 | 782.37 | 860.36 | 1229.22 | 1546.08 |

5. In the opinion of the board, all Current Assets, Loans & Advances have a value on realisation in the ordinary course of business at least equal to the amount at which these are stated.
6. Previous year figures have been regrouped or rearranged wherever necessary to confirm to current year's classification and make them comparable.
7. The balances of Debtors, Creditors, Advances and Liabilities are subject to confirmation and consequential adjustment, if any.
8. **Details of due to micro, small and medium enterprises as defined under the MSMED Act, 2006.**
Intimation have not been received from any "Supplier" regarding their status under the Micro, Small and Medium Enterprise Act 2006 and hence following information is treated as NIL

STATEMENT OF RECONCILIATION OF RESTATED PROFIT
ANNEXURE VI

(Amount in Lakhs)

| Adjustments for | As at March 31, 2018 | As at March 31, 2017 | As at March 31, 2016 | As at March 31, 2015 | As at March 31, 2014 |
|---|----------------------------|----------------------------|----------------------------|----------------------------|----------------------------|
| Net profit/(loss) after tax as per audited statement of profit & loss | 502.14 | 41.90 | 63.08 | 36.44 | 13.31 |
| Adjustments for: | | | | | |
| Prior Period Expenses (Refer Note 1) | 0.24 | 0.26 | 0.50 | 0.08 | (0.97) |
| Deffered Tax Liability / Asset Adjustment (Refer Note 2) | (1.80) | 0.29 | (0.20) | (0.14) | (0.02) |
| Increase/(Decrease) in Income (Refer Note 3) | - | (0.22) | 0.22 | - | - |
| Decrease/(Increase) in Expense (Refer Note 4) | 43.87 | 41.83 | (44.00) | (22.68) | (7.16) |
| Gratuity (Refer Note 5) | 2.84 | (1.30) | (0.62) | (0.66) | (0.18) |
| Taxes adjusted in Current period (Refer Note 6) | 15.83 | 17.20 | 13.56 | 6.93 | 3.34 |
| Net profit/ (loss) after tax as restated | 563.12 | 99.96 | 32.53 | 19.97 | 8.32 |

Explanatory Notes to the above restatements made in Audited Financial Statements of the Company for the respective years.

Adjustments having impact on Profit:

Note: 1

Amounts relating to the Prior Period have been adjusted in the Year to with the same related to.

Note: 2

There is change in Deffered Tax Assets / Liabilities as per Audited Books of Accounts and as per Restated Books and the same has been given effect in the year to which the same relates.

Note: 3

In the financial statement for the year ended 31st March, 2017, interest on FDR which relates to FY 2015-16 has been credited in FY 2016-17. Such income has been appropriately adjusted in the financial year to which it relates.

Note: 4

In the financial statements for the year ended 31st March 2017, 31st March 2016, 31st March 2015 and 31st March 2014 certain expenses were not charged to the statement of profit and loss in the year in which they were incurred. For the purpose of restated summary of financial statements, such expenses have been appropriately adjusted in the financial years to which the transactions pertains to.

Note : 5

The difference in the Provision for Gratuity made by the company and Provision Worked out by the actuary has been adjusted in the year to which the same relates.

Note: 6

The company has provided Excess or Short Provision in the year in which the income tax return has been filled. But in restated account, the company has provided Excess or Short Provision in the year to which it relates.

STATEMENT OF SHARE CAPITAL AS RESTATED

ANNEXURE-VII

(Amount in Lakhs)

1. Statement of Share Capital:

| Particulars | As at March 31, 2018 | As at March 31, 2017 | As at March 31, 2016 | As at March 31, 2015 | As at March 31, 2014 |
|--|----------------------|----------------------|----------------------|----------------------|----------------------|
| Authorised | | | | | |
| Equity shares of Rs. 10/- each | 75.00 | 75.00 | 75.00 | 50.00 | 50.00 |
| Issued, subscribed & fully paid up: | | | | | |
| Equity shares of Rs. 10/- each | 66.00 | 66.00 | 66.00 | 46.00 | 46.00 |
| TOTAL | 66.00 | 66.00 | 66.00 | 46.00 | 46.00 |

Terms/rights attached to equity shares :

- Equity Shares: The company has one class of equity shares having par value of Rs.10 per share. Each shareholder is eligible for one vote per share held. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.
- During the Financial Year 2013-14, the company has issued and allotted 4,50,000 Equity Shares of Rs. 10 each at par.
- During the Financial Year 2015-16 the Company has issued and allotted 2,00,000 Equity Shares of Rs. 10 each at a Price of Rs. 28.00 per Equity Share.

2. Reconciliation of Shares outstanding at the beginning and at the end of the Period:

(No. of shares)

| Particulars | As at March 31, 2018 | As at March 31, 2017 | As at March 31, 2016 | As at March 31, 2015 | As at March 31, 2014 |
|---|----------------------|----------------------|----------------------|----------------------|----------------------|
| At the beginning of the period | 6.60 | 6.60 | 4.60 | 4.60 | 0.10 |
| Issued during the year | - | - | 2.00 | - | 4.50 |
| Redeemed or bought back during the period | - | - | - | - | - |
| Outstanding at the end of the Period | 6.60 | 6.60 | 6.60 | 4.60 | 4.60 |

3. For the period of five years immediately preceding the date as at which the Balance Sheet is prepared:

| Particulars | As at March 31, 2018 | As at March 31, 2017 | As at March 31, 2016 | As at March 31, 2015 | As at March 31, 2014 |
|--|----------------------------|----------------------------|----------------------------|----------------------------|----------------------------|
| Aggregate number and class of shares allotted as fully paid up pursuant to contract(s) without payment being received in cash. | - | - | - | - | - |
| Aggregate number and class of shares allotted as fully paid up by way of bonus shares. | - | - | - | - | - |
| Aggregate number and class of shares bought back. | - | - | - | - | - |

4a. Details of Shareholders holding more than 5% shares in the company (In terms of No. of Shares Holding):

(In Lakhs)

| Particulars | As at March 31, 2018 | As at March 31, 2017 | As at March 31, 2016 | As at March 31, 2015 | As at March 31, 2014 |
|-----------------------------|--------------------------|----------------------------|-------------------------|-------------------------|--------------------------|
| Name of Shareholders | No. of Shares | No. of Shares | No. of Shares | No. of Shares | No. of Shares |
| Devendra Arora | 6.599 | 6.599 | 6.599 | 4.599 | 4.599 |

4b. Details of Shareholders holding more than 5% shares in the company (In terms of % Holding):

| Particulars | As at March 31, 2018 | As at March 31, 2017 | As at March 31, 2016 | As at March 31, 2015 | As at March 31, 2014 |
|-----------------------------|-------------------------|-------------------------|-------------------------|-------------------------|-------------------------|
| Name of Shareholders | % holding | % holding | % holding | % holding | % holding |
| Devendra Arora | 99.98% | 99.98% | 99.98% | 99.98% | 99.98% |

STATEMENT OF RESERVES AND SURPLUS AS RESTATED

ANNEXURE-VIII

(Amount in Lakhs)

| Particulars | As at March 31, 2018 | As at March 31, 2017 | As at March 31, 2016 | As at March 31, 2015 | As at March 31, 2014 |
|---|----------------------------|----------------------------|----------------------------|----------------------------|----------------------------|
| A. Security premium account | | | | | |
| Opening Balance | 56.00 | 56.00 | - | - | - |
| Add: Securities premium accounts credited on account of share issue | - | - | 56.00 | - | - |
| Closing Balance | 56.00 | 56.00 | 56.00 | - | - |
| B. Profit loss account | | | | | |
| Opening Balance | 161.66 | 61.70 | 29.17 | 9.20 | 0.88* |
| Add: Net Profit/(Loss) for the year | 563.12 | 99.96 | 32.53 | 19.97 | 8.32 |
| Closing Balance | 724.78 | 161.66 | 61.70 | 29.17 | 9.20 |
| Total (A+B) | 780.78 | 217.66 | 117.70 | 29.17 | 9.20 |

* The opening balance of FY 2013-14 has arrived after certain adjustment of expenses related to previous years.

Notes:

- The figures disclosed above are based on the restated summary statement of assets and liabilities of the Company

2. The above statement should be read with the notes to restated summary statements of assets and liabilities, profits and losses and cash flows appearing in Annexure I, II and III.

STATEMENT OF LONG TERM BORROWINGS AS RESTATED

ANNEXURE-IX
(Amount in Lakhs)

| Particulars | As at March 31, 2018 | As at March 31, 2017 | As at March 31, 2016 | As at March 31, 2015 | As at March 31, 2014 |
|--|----------------------------|----------------------------|----------------------------|----------------------------|----------------------------|
| Secured | | | | | |
| (a) Term Loans | | | | | |
| From- Bank & Financial Institutions | 1,167.58 | 920.83 | 801.73 | 966.60 | 4.99 |
| Sub Total (a) | 1,167.58 | 920.83 | 801.73 | 966.60 | 4.99 |
| Unsecured | | | | | |
| (b) Loans and advances from related parties | - | - | 30.03 | 47.13 | 670.66 |
| (c) Loans and Advances from Bank & Financial Institutions | - | - | - | - | - |
| (d) Others | 52.67 | 108.97 | 289.03 | 266.44 | 74.53 |
| Sub Total (b)+(c)+(d) | 52.67 | 108.97 | 319.06 | 313.56 | 745.19 |
| Total | 1,220.25 | 1,029.81 | 1,120.79 | 1,280.16 | 750.18 |

NATURE OF SECURITY AND TERMS OF REPAYMENT FOR LONG TERM BORROWINGS
INCLUDING CURRENT MATURITIES ANNEXURE X

(Rs. In Lakhs)

| S. No. | Lender | Nature of facility | Amount outstanding as at March 31, 2018 | Rate of interest (%) | Repayment terms | Security/Principal terms and conditions |
|--------|-----------------------------------|------------------------|---|----------------------|---|---|
| 1 | HDFC Bank | Car Loan - Audi Q7 | 47.22 | 9.35% | Repayable in 84 Equal Monthly instalment of Rs. 100875 started from dtd. 5/02/2016 | Secured against respective vehicle for which loan is taken. |
| 2. | ICICI Bank | Car Loan - MarutiC iza | 10.30 | 8.60% | Repayable in 60 Equal Monthly instalment of Rs. 21182 Will Commence from dtd. 1/05/2018 | Secured against respective vehicle for which loan is taken. |
| 3. | Aditya Birla Housing Finance Ltd. | Business Loan | 143.32 | 9.95% | Repayable in 180 Equal Monthly instalment of Rs. 162876 started from dtd. 31/03/2016 | Secured against property in the name of director. Personal guarantee of director. |
| 4. | Bajaj Finance Ltd | Business Loan | 22.06 | 14.00% | Repayable in 48 Equal Monthly instalment of Rs.122969 started from dtd. 26/10/2015 | Secured against property in the name of director. Personal guarantee of director |
| 5 | Bajaj Finance Ltd - 2 | Business Loan | 214.45 | 10.75% | Repayable in 180 Equal Monthly instalment of Rs.256698 started from dtd. 29/08/2015 | Secured against property in the name of director. Personal guarantee of director |

| S. No. | Lender | Nature of facility | Amount outstanding as at March 31, 2018 | Rate of interest (%) | Repayment terms | Security/Principal terms and conditions |
|--------|--------------------------------------|--------------------|---|----------------------|---|--|
| 6 | India Infoline Housing Finance Ltd | Business Loan | 308.29 | 11.50% | Repayable in 120 Equal Monthly instalment of Rs.559915 started from dtd. 05/03/2015 | Secured against property in the name of director. Personal guarantee of director |
| 7 | India Infoline Housing Finance Ltd-2 | Business Loan | 115.85 | 11.50% | Repayable in 120 Equal Monthly instalment of Rs.170120 started from dt. 05/05/2017 | Secured against property in the name of director. Personal guarantee of director |
| 8 | India Infoline Housing Finance Ltd-3 | Business Loan | 232.00 | 11.50% | Repayable in 120 Equal Monthly instalment of Rs.336023 started from dtd. 05/08/2017 | Secured against property in the name of director. Personal guarantee of director |
| 9 | Tata Capital Housing Finance Limited | Business Loan | 138.20 | 10.85% | Repayable in 180 Equal Monthly instalment of Rs.170981 started from dtd. 27/05/2017 | Secured against property in the name of director. Personal guarantee of director |
| 10 | Kotak Mahindra Bank | Business Loan | 54.22 | 15% | Repayable in 36 Equal monthly installment of Rs.259990 started from dtd 28/02/2017 | Secured against property in the name of director. Personal guarantee of director |

**STATEMENT OF DEFERRED TAX LIABILITIES (NET) AS RESTATED
ANNEXURE XI**

| Particulars | (Amount in Lakhs) | | | | |
|---|----------------------|----------------------|----------------------|----------------------|----------------------|
| | As at March 31, 2018 | As at March 31, 2017 | As at March 31, 2016 | As at March 31, 2015 | As at March 31, 2014 |
| WDV As per Companies Act. 1956 / 2013 | 132.02 | 99.22 | 89.66 | 24.71 | 13.96 |
| WDV As per Incometax Act, 1961 | 116.52 | 90.45 | 85.59 | 23.67 | 13.37 |
| Difference in WDV | 15.49 | 8.77 | 4.06 | 1.04 | 0.58 |
| Preliminary Expense | - | - | 0.06 | 0.06 | 0.06 |
| Net | 15.49 | 8.77 | 4.12 | 1.10 | 0.64 |
| Tax Rate as per Income Tax | 0.331 | 0.331 | 0.309 | 0.309 | 0.309 |
| Transfer to Profit & Loss A/c | 2.22 | 1.62 | 0.94 | 0.14 | (0.07) |
| Net deferred tax (asset) / liability | 5.12 | 2.90 | 1.27 | 0.34 | 0.20 |

STATEMENT OF LONG TERM PROVISIONS AS RESTATED
ANNEXURE XII

(Amount in Lakhs)

| Particulars | As at March 31, 2018 | As at March 31, 2017 | As at March 31, 2016 | As at March 31, 2015 | As at March 31, 2014 |
|--|----------------------------|----------------------------|----------------------------|----------------------------|----------------------------|
| Provision for Employee Benefits | | | | | |
| Provision for Gratuity | 5.24 | 2.75 | 1.52 | 0.91 | 0.26 |
| Total | 5.24 | 2.75 | 1.52 | 0.91 | 0.26 |

STATEMENT OF SHORT TERM BORROWINGS AS RESTATED
ANNEXURE XIII

(Amount in Lakhs)

| Particulars | As at March 31, 2018 | As at March 31, 2017 | As at March 31, 2016 | As at March 31, 2015 | As at March 31, 2014 |
|---|----------------------------|----------------------------|----------------------------|----------------------------|----------------------------|
| A. From Banks (Secured) | | | | | |
| HDFC Bank OD A/c | - | 140.92 | 229.35 | 156.35 | 222.23 |
| Total (A) | - | 140.92 | 229.35 | 156.35 | 222.23 |
| B. Loans and advances from related parties | - | - | - | - | - |
| Total (B) | - | - | - | - | - |
| Total A+B | - | 140.92 | 229.35 | 156.35 | 222.23 |

NATURE OF SECURITY AND TERMS OF REPAYMENT FOR SHORT TERM BORROWINGS
ANNEXURE XIV

(Rs. In Lakhs)

| S. No. | Lender | Nature of facility | Loan | Amount outstanding as at March 31, 2018 | Rate of interest (%) | Repayment Terms | Security / Principal terms and conditions |
|--------|---------------|--------------------|-----------------|---|----------------------|---------------------|---|
| 1 | HDFC Bank Ltd | Cash Credit | Working Capital | (68.62) | 9.20% | Repayable on Demand | <p>Primary Security Secured against hypothecation of book debts and FDR.</p> <p>Collateral Security Secured by collateral House no. 1007, Khatiwala Tank, Scheme No. 44, Indore and land Survey no. 208/2/1, PatwariHalka No. 46, Gram Arandiya Indore (M.P.) owned by Director's family.</p> <p>Personal Guarantee The working capital limit are secured by personal guarantee of directors of company namely Mr. Devendra Arora, Ravi Arora and relative Mrs.Surjeet Kaur Arora.</p> |

STATEMENT OF TRADE PAYABLES AS RESTATED**ANNEXURE XV****(Amount in Lakhs)**

| Particulars | As at March 31, 2018 | As at March 31, 2017 | As at March 31, 2016 | As at March 31, 2015 | As at March 31, 2014 |
|--------------------|-------------------------------------|-------------------------------------|-------------------------------------|-------------------------------------|-------------------------------------|
| Sundry Creditors | 224.28 | 13.16 | 10.52 | 7.56 | 25.29 |
| Total | 224.28 | 13.16 | 10.52 | 7.56 | 25.29 |

Note:

Trade Payables as on March 31, 2018 has been taken as certified by the management of the company.

STATEMENT OF OTHER CURRENT LIABILITIES AS RESTATED**ANNEXURE XVI****(Amount in Lakhs)**

| Particulars | As at March 31, 2018 | As at March 31, 2017 | As at March 31, 2016 | As at March 31, 2015 | As at March 31, 2014 |
|--|-------------------------------------|-------------------------------------|-------------------------------------|-------------------------------------|-------------------------------------|
| (i) Current maturities of Long Term Debt | 118.34 | 102.31 | 90.64 | 86.47 | 1.73 |
| (ii) Statutory Remittance | 1160.02 | 844.41 | 422.12 | 0.81 | 0.054 |
| (iii) Other Payables | | | | | |
| (a) Salary Payable | 1,875.44 | 1,319.33 | 751.26 | 372.33 | 110.54 |
| (b) Bonus Payable | - | - | - | - | - |
| (c) Entry Tax Payable | - | 0.28 | - | - | - |
| (d) Income Tax demand payable | - | 0.24 | 0.24 | - | - |
| (e) Others | - | 1.85 | - | 0.10 | - |
| Total | 3,153.80 | 2,268.42 | 1,264.26 | 459.71 | 112.32 |

Notes:

Advances Received from Customers have been taken as certified by the management of the company and no security has been offered by the company against the same.

STATEMENT OF SHORT TERM PROVISIONS AS RESTATED**ANNEXURE XVII****(Amount in Lakhs)**

| Particulars | As at March 31, 2018 | As at March 31, 2017 | As at March 31, 2016 | As at March 31, 2015 | As at March 31, 2014 |
|------------------------------|-------------------------------------|-------------------------------------|-------------------------------------|-------------------------------------|-------------------------------------|
| Provision for : | | | | | |
| (a) Employee benefits | | | | | |
| (i) Contribution to PF | 355.61 | 196.46 | 163.86 | 76.51 | 41.42 |
| (ii) Gratuity Provisions | 0.41 | 0.08 | 0.01 | 0.01 | 0.002 |
| (b) Others | | | | | |
| (i) Income Tax | 148.13 | - | 3.88 | 6.21 | 3.88 |
| (ii) Audit Fees | 0.50 | 0.67 | 0.35 | 0.30 | 0.52 |
| (iii) Other Expenses | 22.48 | 13.06 | 14.07 | 344.80 | 183.79 |
| Total | 527.14 | 210.27 | 182.16 | 427.84 | 229.62 |

STATEMENT OF FIXED ASSETS AS RESTATED

ANNEXURE XVIII

(Amount in Lakhs)

| Particlaur | Office Equipments | Motor Car | Computer | Furniture & Fixtures | Plant & Machinery | Plot | Software | Total |
|---------------------------------|-------------------|-----------|----------|----------------------|-------------------|-------|----------|--------|
| Gross Block : | | | | | | | | |
| As at April 1, 2013 | 0.55 | - | 3.21 | 2.04 | 2.85 | - | - | 8.65 |
| Additions / (Deletion) | 0.19 | 9.28 | 0.30 | - | 0.83 | - | 0.51 | 11.11 |
| As at March 31, 2014 | 0.74 | 9.28 | 3.51 | 2.04 | 3.68 | - | 0.51 | 19.76 |
| As at April 1, 2014 | 0.74 | 9.28 | 3.51 | 2.04 | 3.68 | - | 0.51 | 19.76 |
| Additions / (Deletion) | 0.81 | - | 3.47 | 2.76 | 8.70 | - | 0.08 | 15.83 |
| As at March 31, 2015 | 1.55 | 9.28 | 6.98 | 4.81 | 12.38 | - | 0.58 | 35.59 |
| As at April 1, 2015 | 1.55 | 9.28 | 6.98 | 4.81 | 12.38 | - | 0.58 | 35.59 |
| Additions / (Deletion) | 1.90 | 66.40 | 1.08 | - | 2.82 | - | - | 72.20 |
| As at March 31, 2016 | 3.45 | 75.68 | 8.07 | 4.81 | 15.20 | - | 0.58 | 107.79 |
| As at April 1, 2016 | 3.45 | 75.68 | 8.07 | 4.81 | 15.20 | - | 0.58 | 107.79 |
| Additions / (Deletion) | 15.95 | - | 4.22 | - | - | - | 2.50 | 22.67 |
| As at March 31, 2017 | 19.40 | 75.68 | 12.29 | 4.81 | 15.20 | - | 3.08 | 130.46 |
| As at April 1, 2017 | 19.40 | 75.68 | 12.29 | 4.81 | 15.20 | - | 3.08 | 130.46 |
| Additions / (Deletion) | 4.49 | 15.49 | 15.60 | 2.52 | 7.39 | 64.59 | 6.00 | 116.08 |
| | - | - | - | - | - | 64.59 | - | 64.59 |
| As at March 31, 2018 | 23.89 | 91.17 | 27.89 | 7.33 | 22.59 | - | 9.08 | 181.95 |
| Accumulated Depreciation | | | | | | | | |
| As at April 1, 2013 | 0.09 | - | 1.42 | 0.46 | 0.48 | - | - | 2.45 |
| Charge for the year | 0.09 | 1.65 | 0.73 | 0.29 | 0.40 | - | 0.20 | 3.36 |
| As at March 31, 2014 | 0.18 | 1.65 | 2.15 | 0.75 | 0.88 | - | 0.20 | 5.81 |
| As at April 1, 2014 | 0.18 | 1.65 | 2.15 | 0.75 | 0.88 | - | 0.20 | 5.81 |
| Charge for the year | 0.14 | 1.98 | 1.03 | 0.60 | 1.21 | - | 0.13 | 5.08 |
| As at March 31, 2015 | 0.32 | 3.63 | 3.18 | 1.35 | 2.09 | - | 0.32 | 10.88 |
| As at April 1, 2015 | 0.32 | 3.63 | 3.18 | 1.35 | 2.09 | - | 0.32 | 10.88 |
| Charge for the year | 0.37 | 2.95 | 2.31 | 0.46 | 0.93 | - | 0.23 | 7.25 |

| Particlaurs | Office Equipm ents | Motor Car | Comp uter | Furnitur e & Fixtures | Plant & Machiner y | Plot | Softwar e | Total |
|-----------------------------|-----------------------|-----------|--------------|-----------------------------|--------------------------|------|--------------|---------------|
| As at March 31, 2016 | 0.68 | 6.58 | 5.49 | 1.80 | 3.02 | - | 0.56 | 18.13 |
| As at April 1, 2016 | 0.68 | 6.58 | 5.49 | 1.80 | 3.02 | - | 0.56 | 18.13 |
| Charge for the year | 3.25 | 7.86 | 1.65 | 0.11 | 0.32 | - | -0.07 | 13.11 |
| As at March 31, 2017 | 3.93 | 14.43 | 7.14 | 1.91 | 3.34 | - | 0.49 | 31.24 |
| As at April 1, 2017 | 3.93 | 14.43 | 7.14 | 1.91 | 3.34 | | 0.49 | 31.24 |
| Charge for the year | 3.89 | 9.23 | 3.22 | 0.60 | 1.17 | - | 0.57 | 18.69 |
| As at March 31, 2018 | 7.82 | 23.67 | 10.36 | 2.51 | 4.52 | - | 1.06 | 49.93 |
| Net Block : | | | | | | | | |
| As at March 31, 2014 | 0.56 | 7.63 | 1.36 | 1.30 | 2.80 | - | 0.31 | 13.96 |
| As at March 31, 2015 | 1.24 | 5.66 | 3.80 | 3.46 | 10.29 | - | 0.26 | 24.71 |
| As at March 31, 2016 | 2.77 | 69.11 | 2.57 | 3.00 | 12.18 | - | 0.03 | 89.66 |
| As at March 31, 2017 | 15.47 | 61.25 | 5.15 | 2.90 | 11.85 | - | 2.60 | 99.22 |
| As at March 31, 2018 | 16.07 | 67.50 | 17.53 | 4.82 | 18.07 | - | 8.02 | 132.02 |

STATEMENT OF LONG TERM LOANS & ADVANCES AS RESTATED

ANNEXURE XIX (Amount in Lakhs)

| Particlaurs | As at March 31, 2018 | As at March 31, 2017 | As at March 31, 2016 | As at March 31, 2015 | As at March 31, 2014 |
|---|----------------------------|----------------------------|----------------------------|----------------------------|----------------------------|
| <u>Unsecured & Considered Good</u> | | | | | |
| Security Deposits | 13.62 | 20.34 | 10.57 | 9.68 | 0.15 |
| Total | 13.62 | 20.34 | 10.57 | 9.68 | 0.15 |

STATEMENT OF TRADE RECEIVABLES AS RESTATED**ANNEXURE XX**
(Amount in Lakhs)

| Particlaur | As at March 31, 2018 | As at March 31, 2017 | As at March 31, 2016 | As at March 31, 2015 | As at March 31, 2014 |
|---|----------------------------|----------------------------|----------------------------|----------------------------|----------------------------|
| Unsecured & Considered Good | | | | | |
| a. From Director/Promoters/ Promoter Group / Associates / Relatives of Directors / Group Companies | - | - | - | - | - |
| b. From Others | | | | | |
| Over Six Months | 253.88 | 147.25 | 56.25 | 12.97 | 1.19 |
| Less Than Six Months | 4,775.46 | 2,884.20 | 2,421.18 | 1,656.19 | 1,230.76 |
| Total | 5,029.34 | 3,031.45 | 2,477.44 | 1,669.16 | 1,231.95 |

Notes:

- As per the view of the management of the company there is no doubtful debt and hence provision for doubtful debts have not been made
- Trade Receivables as on 31st March, 2018 has been taken as certified by the management of the company.

STATEMENT OF CASH AND CASH EQUIVALENTS AS RESTATED**ANNEXURE XXI**
(Amount in Lakhs)

| Particlaur | As at March 31, 2018 | As at March 31, 2017 | As at March 31, 2016 | As at March 31, 2015 | As at March 31, 2014 |
|----------------------------|----------------------------|----------------------------|-------------------------|-------------------------|-------------------------|
| Balances with banks | | | | | |
| -in Current Account | 248.85 | 61.54 | 141.02 | 61.75 | 5.31 |
| -In CC Account | 68.62 | - | - | - | - |
| Cash in hand | 5.74 | 6.74 | 9.69 | 46.08 | 10.25 |
| Balance in deposit account | 0.07 | 400.04 | - | - | - |
| Total | 323.29 | 468.32 | 150.71 | 107.83 | 15.56 |

STATEMENT OF SHORT TERM LOANS & ADVANCES AS RESTATED**ANNEXURE XXII**
(Amount in Lakhs)

| Particulars | As at March 31, 2018 | As at March 31, 2017 | As at March 31, 2016 | As at March 31, 2015 | As at March 31, 2014 |
|--|----------------------------|----------------------------|----------------------------|----------------------------|----------------------------|
| A. Loans and advances to related parties | - | - | - | 403.32 | - |
| B. Security Deposits | 122.19 | 40.25 | 22.85 | 16.07 | 3.51 |
| C. Balances with government authorities | | | | | |
| (i)TDS/Advance Tax/income tax refund | 340.23 | 263.08 | 229.76 | 172.92 | 129.70 |
| D. Others | | | | | |
| - Prepaid Expenses | 13.07 | 5.68 | 12.38 | 4.35 | 0.30 |
| - Others | - | 1.29 | - | - | 0.08 |
| - MAT Credit Entitlement | - | 20.71 | - | - | - |

| Particulars | As at March 31, 2018 | As at March 31, 2017 | As at March 31, 2016 | As at March 31, 2015 | As at March 31, 2014 |
|------------------------|----------------------------|----------------------------|----------------------------|----------------------------|----------------------------|
| Total (A+B+C+D) | 475.50 | 331.01 | 264.99 | 596.66 | 133.59 |

Notes:

- Advances Given to Suppliers have been taken as certified by the management of the company.
- No Securities have been taken by the company against the advances given to the suppliers.

STATEMENT OF OTHER CURRENT ASSETS

ANNEXURE XXIII

(Amount in Lakhs)

| Particulars | As at March 31, 2018 | As at March 31, 2017 | As at March 31, 2016 | As at March 31, 2015 | As at March 31, 2014 |
|------------------------------|----------------------------|----------------------------|----------------------------|----------------------------|----------------------------|
| Prepaid Rent | - | - | - | - | 0.07 |
| Accrued Interest on Deposits | 0.16 | - | 0.22 | - | - |
| Prepaid Insurance | 8.70 | 1.55 | - | - | - |
| Total | 8.86 | 1.55 | 0.22 | - | 0.07 |

STATEMENT OF REVENUE FROM OPERATIONS AS RESTATED

ANNEXURE XXIV

(Amount in Lakhs)

| Particulars | For the year ended March 31, 2018 | For the year ended March 31, 2017 | For the year ended March 31, 2016 | For the year ended March 31, 2015 | For the year ended March 31, 2014 |
|--|---|---|---|---|---|
| Sale of products | | | | | |
| Export | - | - | - | - | - |
| Domestic | - | - | - | - | - |
| Sale of Services | 21694.60 | 13982.45 | 10621.37 | 6972.15 | 2308.16 |
| Revenue from sale of products& Services | 21694.60 | 13982.45 | 10621.37 | 6972.15 | 2308.16 |
| Other operating revenues | - | - | - | - | - |
| Revenue from operations | 21694.60 | 13982.45 | 10621.37 | 6972.15 | 2308.16 |

STATEMENT OF OTHER INCOME AS RESTATED**ANNEXURE XXV**
(Amount in Lakhs)

| Particulars | For the year ended March 31, 2018 | For the year ended March 31, 2017 | For the year ended March 31, 2016 | For the year ended March 31, 2015 | For the year ended March 31, 2014 | Nature of Income |
|-------------------------------------|-----------------------------------|-----------------------------------|-----------------------------------|-----------------------------------|-----------------------------------|---|
| Profit on Sale of Plot | 5.21 | - | - | - | - | Non Recurring& Not Related to Business Activities |
| Rent Income | 1.38 | - | - | - | - | Recurring & Not Related to Business Activities |
| Interest on FDRs and Deposits | 4.71 | 5.17 | 1.75 | 0.00 | 0.02 | Recurring & Related to Business Activity |
| Interest from Inter-Corporate Loans | - | - | 36.68 | 23.69 | - | Non- Recurring and Not Related to Business Activities |
| Interest on Income Tax Refund | 18.85 | 3.73 | 3.59 | - | - | Non Recurring& Not Related to Business Activities |
| Total | 30.14 | 8.89 | 42.01 | 23.69 | 0.02 | |

STATEMENT OF EMPLOYEE BENEFIT EXPENSES AS RESTATED**Annexure XXVI**
(Amount in Lakhs)

| Particulars | For the year ended March 31, 2018 | For the year ended March 31, 2017 | For the year ended March 31, 2016 | For the year ended March 31, 2015 | For the year ended March 31, 2014 |
|------------------------------------|-----------------------------------|-----------------------------------|-----------------------------------|-----------------------------------|-----------------------------------|
| Salaries and Wages | 15163.23 | 10170.60 | 7715.83 | 4774.69 | 1467.38 |
| PF & ESIC contribution of employer | 1546.08 | 1229.22 | 860.36 | 782.37 | 205.81 |
| Director remuneration | 101.35 | 12.00 | - | - | - |
| Gratuity Expense | 2.82 | 1.30 | 0.62 | 0.66 | 0.18 |
| Staff Welfare Expense | 4.63 | 10.01 | 3.14 | 1.90 | 2.19 |
| Bonus | - | 36.04 | 17.25 | 4.35 | 3.65 |
| Total | 16,818.12 | 11,459.18 | 8,597.20 | 5,563.97 | 1,679.22 |

STATEMENT OF FINANCE COST AS RESTATED**Annexue XXVII**
(Amount in Lakhs)

| Particulars | For the year ended March 31, 2018 | For the year ended March 31, 2017 | For the year ended March 31, 2016 | For the year ended March 31, 2015 | For the year ended March 31, 2014 |
|-------------------------------------|-----------------------------------|-----------------------------------|-----------------------------------|-----------------------------------|-----------------------------------|
| <u>Interest on Bank Loan</u> | | | | | |
| Interest on vehicle loans | 10.52 | 6.37 | 3.37 | 2.28 | 0.43 |
| Interest on working capital | 21.06 | 23.58 | 29.09 | 17.68 | 3.73 |

| | | | | | |
|--|---------------|---------------|---------------|---------------|--------------|
| Interest on Mortgage and Unsecured Loans | 148.41 | 131.19 | 190.30 | 132.64 | 19.12 |
| Bank Guarantee Charges & Commission | 3.40 | 0.22 | - | - | - |
| Interest to Others | 71.03 | 10.47 | 55.05 | 0.29 | 2.76 |
| Bank Charges | 0.82 | 0.81 | 0.60 | 16.28 | 3.12 |
| Total | 255.23 | 172.63 | 278.41 | 169.18 | 29.17 |

STATEMENT OF OTHER EXPENSES AS RESTATED

Annexure XXVIII
(Amount in Lakhs)

| Particulars | For the year ended March 31, 2018 | For the year ended March 31, 2017 | For the year ended March 31, 2016 | For the year ended March 31, 2015 | For the year ended March 31, 2014 |
|--|--|--|--|--|--|
| Expenses related to the Contracts | | | | | |
| Reimbursement of Expenses | 199.10 | 110.77 | 77.31 | 222.03 | 263.03 |
| Material Charges | 114.42 | 79.79 | 98.15 | 86.42 | 15.39 |
| Service Tax Expenses | 3162.62 | 1,771.59 | 1,266.66 | 741.16 | 246.71 |
| Business Development Charges | 8.46 | 4.90 | 18.03 | 14.97 | 1.07 |
| Site Expenses | 38.47 | 48.27 | 32.67 | 13.75 | 3.46 |
| Uniform Expenses | 93.79 | 24.37 | 45.23 | 25.11 | 26.00 |
| Insurance(Sites) | 9.12 | 23.92 | 34.79 | 28.33 | - |
| Training & Recruitment Expenses | 64.34 | - | - | - | - |
| Other Expenses | 4.77 | 24.92 | 20.06 | 9.96 | 0.47 |
| Administrative Expenses | | | | | |
| Audit Fees | 0.25 | 0.35 | 0.25 | 0.30 | 0.27 |
| Conveyance Expenses | 1.20 | 3.47 | 3.01 | 1.87 | 0.15 |
| Donation | 0.05 | 0.20 | 0.42 | 0.20 | - |
| Electricity | 6.36 | 5.44 | 3.19 | 1.30 | 0.13 |
| Insurance charges | 1.94 | 0.02 | 0.23 | 0.35 | 0.17 |
| Legal / Professional Charges | 11.24 | 6.42 | 8.87 | 6.45 | 3.98 |
| Office and General Expenses | 4.76 | 5.85 | 4.74 | 10.16 | 3.32 |
| Office Rent | 62.17 | 44.98 | 27.09 | 13.08 | 5.12 |
| Printing & Stationary Expenses | 3.08 | 6.82 | 4.32 | 3.40 | 1.72 |
| Penalty | - | 0.23 | 0.04 | - | - |
| Repair & Maintenance Charges | 7.15 | 6.75 | 4.25 | 2.15 | 0.16 |
| Telephone Expenses | 4.33 | 4.28 | 3.38 | 2.25 | 1.70 |
| Vehicle Expense | 5.09 | 2.83 | 0.18 | - | 1.20 |
| Other Expenses | 0.56 | - | 0.47 | 0.43 | - |
| Selling and Distribution Expenses | | | | | |
| Travelling Expenses | 48.77 | 45.07 | 37.42 | 19.97 | 2.90 |
| Advertisement Expenses | 3.25 | 3.25 | 0.99 | 0.10 | - |
| Business Promotion | 5.44 | 1.70 | 1.48 | - | - |
| Commission & Brokerage | - | - | - | 0.70 | - |
| Tender Expenses | 2.70 | 0.23 | 0.41 | - | - |
| Discount/Rate Differences | 9.77 | 12.31 | 34.50 | 21.12 | 7.40 |
| Courier & Packing Charges | 5.00 | 6.12 | 5.01 | 2.65 | - |
| Total | 3878.19 | 2,244.85 | 1,733.15 | 1,228.20 | 584.32 |

STATEMENT OF RELATED PARTIES TRANSACTIONS AS RESTATED
ANNEXURE XXIX

(Amount in Lakhs)

| Name of the Party | Nature of Transaction | Amount Outstanding as on 31.03.2013 | Transactions debited during the Year 13-14 | Amt of Transactions credited during the Year 13-14 | Amount Outstanding as on 31.03.2014 | Amt of Transactions debited during the Year 14-15 | Amt of Transactions credited during the Year 14-15 | Amount Outstanding as on 31.03.2015 | Amt of Transactions debited during the Year 15-16 | Amt of Transactions credited during the Year 15-16 | Amount Outstanding as on 31.03.2016 | Amt of Transactions debited during the Year 16-17 | Amt of Transactions credited during the Year 16-17 | Amount Outstanding as on 31.03.2017 | Amt of Transactions debited during the Year 17-18 | Amt of Transactions credited during the Year 17-18 | Amount Outstanding as on 31.03.2018 |
|---------------------------|---------------------------|-------------------------------------|--|--|-------------------------------------|---|--|-------------------------------------|---|--|-------------------------------------|---|--|-------------------------------------|---|--|-------------------------------------|
| Devendra Arora (Director) | Reimbursement of expenses | - | 520.64 | 520.64 | - | 386.52 | 400.30 | (13.79) | 77.25 | 63.46 | - | 11.21 | 11.21 | - | - | - | - |
| | Unsecured Loan | (156.72) | 1.85 | 515.79 | (670.66) | 677.30 | 39.98 | (33.34) | 6.30 | 2.99 | (30.03) | 30.35 | 0.32 | (0.00) | - | - | (0.00) |
| | Director's Remuneration | - | - | - | - | - | - | - | - | - | - | 5.35 | - | - | 48.00 | - | - |
| | Credit Card Expense | - | - | | | - | - | - | - | - | - | - | - | - | 24.47 | - | - |
| Naveen Kasera (Director) | Unsecured Loan | - | - | | | 18.54 | 18.54 | - | - | - | - | - | - | - | - | - | - |

| Name of the Party | Nature of Transaction | Amount Outstanding as on 31.03.2013 | Transactions debited during the Year 13-14 | Amt of Transactions credited during the Year 13-14 | Amount Outstanding as on 31.03.2014 | Amt of Transactions debited during the Year 14-15 | Amt of Transactions credited during the Year 14-15 | Amount Outstanding as on 31.03.2015 | Amt of Transactions debited during the Year 15-16 | Amt of Transactions credited during the Year 15-16 | Amount Outstanding as on 31.03.2016 | Amt of Transactions debited during the Year 16-17 | Amt of Transactions credited during the Year 16-17 | Amount Outstanding as on 31.03.2017 | Amt of Transactions debited during the Year 17-18 | Amt of Transactions credited during the Year 17-18 | Amount Outstanding as on 31.03.2018 |
|---|-------------------------|-------------------------------------|--|--|-------------------------------------|---|--|-------------------------------------|---|--|-------------------------------------|---|--|-------------------------------------|---|--|-------------------------------------|
| | Director's Remuneration | - | - | | | - | - | - | - | - | - | 6.65 | - | - | 7.35 | - | - |
| | Credit Card Expense | - | - | - | - | - | - | - | - | - | - | - | - | - | 0.56 | - | - |
| Namrata Kasera(Wife of Director – Naveen Kasera) | Salary Advance | - | - | - | - | 0.06 | - | 0.06 | - | - | 0.06 | - | - | 0.06 | - | - | 0.06 |
| | Salary | - | - | - | - | - | - | - | 2.04 | - | - | 2.04 | - | - | 2.64 | - | - |
| Surjeet Kaur Arora(Mother of Director-Devendra Arora) | Plot Sale | - | - | - | - | - | - | - | - | - | - | - | - | - | 75.30 | 75.30 | - |
| | Office Rent Paid | - | - | - | - | - | - | - | - | - | - | - | - | - | 15.22 | 15.22 | - |
| Ravi Arora | Director's | - | - | - | - | - | - | - | - | - | - | - | - | - | 46.00 | - | - |

| Name of the Party | Nature of Transaction | Amount Outstanding as on 31.03.2013 | Transactions debited during the Year 13-14 | Amt of Transactions credited during the Year 13-14 | Amount Outstanding as on 31.03.2014 | Amt of Transactions debited during the Year 14-15 | Amt of Transactions credited during the Year 14-15 | Amount Outstanding as on 31.03.2015 | Amt of Transactions debited during the Year 15-16 | Amt of Transactions credited during the Year 15-16 | Amount Outstanding as on 31.03.2016 | Amt of Transactions debited during the Year 16-17 | Amt of Transactions credited during the Year 16-17 | Amount Outstanding as on 31.03.2017 | Amt of Transactions debited during the Year 17-18 | Amt of Amt of Transactions credited during the Year 17-18 | Amount Outstanding as on 31.03.2018 |
|---|--------------------------------|-------------------------------------|--|--|-------------------------------------|---|--|-------------------------------------|---|--|-------------------------------------|---|--|-------------------------------------|---|---|-------------------------------------|
| (Brother of Director) | Remuneration | | | | | | | | | | | | | | | | |
| | Reimbursement of Expense | - - | - - | - - | - - | - - | - - | - - | - - | - - | - - | - - | - - | - - | 1.12 - | 1.12 - | - - |
| Man & Machine (Prop: Ravi Arora) | Training & Recruitment Charges | - | - | - | - | - | - | - | - | - | - | - | - | - | - | 41.14 | (41.14) |
| | Unsecured Loan | - | 220.14 | 0.00 | 220.14 | 459.10 | 55.77 | 623.46 | 36.68 | 440.00 | 220.14 | - | - | - | - | - | - |
| World Class Services (Prop: Devendra Arora) | Rental Income | - | - | - | - | - | - | - | - | - | - | - | - | - | 1.38 | 1.38 | 0.00 |

STATEMENT OF SUMMARY OF ACCOUNTING RATIOS AS RESTATED

ANNEXURE XXX

(Amount in Lakhs)

| Ratio | For the year ended March 31, 2018 | For the year ended March 31, 2017 | For the year ended March 31, 2016 | For the year ended March 31, 2015 | For the year ended March 31, 2014 |
|--|--|--|--|--|--|
| Restated PAT as per P& L Account | 563.12 | 99.96 | 32.53 | 19.97 | 8.32 |
| Weighted Average Number of Equity Shares at the end of the Year/Period | 6.60 | 6.60 | 4.62 | 4.60 | 4.58 |
| Impact of issue of Bonus Shares before stub period | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 |
| Impact of issue of Bonus Shares | 66.00 | 66.00 | 66.00 | 66.00 | 66.00 |
| Weighted Average Number of Equity Shares at the end of the Year/Period after adjustment for issue of shares | 72.60 | 72.60 | 70.62 | 70.60 | 70.58 |
| No. of equity shares at the end of the year/period | 6.60 | 6.60 | 6.60 | 4.60 | 4.60 |
| Impact of issue of Bonus Shares before stub period | 66.00 | 66.00 | 66.00 | 66.00 | 66.00 |
| Impact of issue of Bonus Shares after stub period | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 |
| No. of equity shares at the end of the year/period after adjustment for issue of bonus shares | 72.60 | 72.60 | 72.60 | 70.60 | 70.60 |
| Net Worth | 846.78 | 283.66 | 183.70 | 75.17 | 55.20 |
| Earnings Per Share | | | | | |
| Basic & Diluted - before bonus | 85.32 | 15.14 | 7.04 | 4.34 | 1.82 |
| Basic & Diluted - after bonus | 7.76 | 1.38 | 0.46 | 0.28 | 0.12 |
| Return on Net Worth (%) | 0.67 | 0.35 | 0.18 | 0.27 | 0.15 |
| Net Asset Value Per Share (Rs) - before bonus | 128.30 | 42.98 | 27.83 | 16.34 | 12.00 |
| Net Asset Value Per Share (Rs) - after bonus | 11.66 | 3.91 | 2.53 | 1.06 | 0.78 |
| Nominal Value per Equity share (Rs.) | 10.00 | 10.00 | 10.00 | 10.00 | 10.00 |

Notes:

1. The ratios have been computed as per the following formulas

(i) Basic Earning per Share

$$\frac{\text{Restated Profit after Tax available to equity shareholders}}{\text{Weighted average number of equity shares outstanding at the end of the year / period}}$$

(ii) Net Asset Value (NAV) per Equity Share

$$\frac{\text{Restated Network of Equity Share Holders}}{\text{Number of equity shares outstanding at the end of the year / period}}$$

(iii) Return on Net Worth (%)

$$\frac{\text{Restated Profit after Tax available to equity shareholders}}{\text{Restated Network of Equity Share Holders}}$$

2. Net Profit as restated, as appearing in the statement of profit and losses, has been considered for the purpose of computing the above ratios. These ratios are computed on the basis of the restated financial information of the Company.
3. Earning per share calculations are done in accordance with Accounting Standard 20 "Earning Per Share", issued by the Institute of Chartered Accountants of India.

STATEMENT OF CAPITALISATION AS RESTATED AS AT 31st March 2018

ANNEXURE XXXI

(Amount in Lakhs)

| Particulars | Pre Issue | Post Issue |
|---|------------------|-------------------|
| Borrowings: | | |
| Short-term Debt (A) | - | - |
| Long-term Debt (B) | 1,338.60 | 1,338.60 |
| Total debts (C) | 1,338.60 | 1,338.60 |
| | | |
| Shareholders' funds | | |
| Share capital | 726.00 | [•] |
| Reserve and surplus | 120.78 | [•] |
| Total shareholders' funds (D) | 846.78 | [•] |
| Long term debt / shareholders' funds (B/D) | 1.58 | [•] |
| Total debt / shareholders' funds (C/D) | 1.58 | [•] |

1. Long term debts represent debts other than short term debts, as defined above but includes current maturities of long term debt.
2. The figures disclosed above are based on restated statement of Assets and Liabilities of the Company as at March 31, 2018.

STATEMENT OF TAX SHELTERS AS RESTATED

ANNEXURE XXXII

(Amount in Lakhs)

| Particulars | For the year ended March 31, 2018 | For the year ended March 31, 2017 | For the year ended March 31, 2016 | For the year ended March 31, 2015 | For the year ended March 31, 2014 |
|---|-----------------------------------|-----------------------------------|-----------------------------------|-----------------------------------|-----------------------------------|
| Restated Profit before tax (A) | 754.51 | 101.58 | 47.36 | 29.41 | 12.12 |
| Tax Rate (%) | 0.33 | 0.33 | 0.31 | 0.31 | 0.31 |
| Tax at notional rate on profits | 249.46 | 33.58 | 14.64 | 9.09 | 3.74 |
| Adjustments : | | | | | |
| Permanent Differences(B) | | | | | |
| Penalty | 0.00 | 0.23 | 0.04 | 0.00 | 0.00 |
| Interest related to Income tax | 0.00 | 0.03 | 0.03 | 0.29 | 0.00 |
| Gratuity Provision | 2.82 | 1.30 | 0.62 | 0.66 | 0.18 |
| Total Permanent Differences(B) | 2.82 | 1.56 | 0.69 | 0.94 | 0.18 |
| Timing Differences (C) | | | | | |
| Book Depreciation (a) | 18.69 | 13.11 | 7.25 | 5.08 | 3.36 |
| Income Tax Depreciation allowance (b) | 25.16 | 17.81 | 10.28 | 5.28 | 3.05 |
| Preliminary Expense (c) | 0.00 | 0.00 | (0.06) | (0.06) | (0.06) |
| Total Timing Differences (C=a-b+c) | (6.46) | (4.70) | (3.09) | (0.26) | 0.24 |
| Net Adjustments E = (B+C) | (3.65) | (3.15) | (2.40) | 0.68 | 0.43 |
| Deduction u/s 80JJAA Employment of new workman (F) | 178.72 | 98.43 | 0.00 | 0.00 | 0.00 |
| Income from business or Profession (G=A+E-F) | 572.14 | 0.00 | 44.97 | 30.09 | 12.54 |
| Income from Other Sources (G) | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 |
| Taxable Income/(Loss) (F+G)(Rounded Off) | 572.14 | 0.00 | 44.97 | 30.09 | 12.54 |
| Taxable Income/(Loss) as per MAT | 754.51 | 101.58 | 47.36 | 29.41 | 12.12 |
| Tax as per MAT (A) | 153.84 | 20.71 | 9.03 | 5.60 | 2.31 |
| Tax as per Normal Calculation (B) | 189.17 | 0.00 | 13.89 | 9.30 | 3.88 |
| MAT credit entitlement / availment | (35.33) | 20.71 | (4.87) | (3.69) | (1.57) |
| Higher of A or B | 189.17 | 20.71 | 13.89 | 9.30 | 3.88 |
| Tax paid as per normal or MAT | NORMAL | MAT | NORMAL | NORMAL | NORMAL |

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

You should read the following discussion of our financial condition and results of operations together with our Restated Financial Statements which have been included in this Draft Red Herring Prospectus. The following discussion and analysis of our financial condition and results of operations is based on our Restated Financial Statements for the years ended March 31, 2018, 2017 and 2016, including the related notes and reports, included in this Draft Red Herring Prospectus have been prepared in accordance with requirements of the Companies Act and restated in accordance with the SEBI Regulations, which differ in certain material respects from IFRS, U.S. GAAP and GAAP in other countries. Our Financial Statements, as restated have been derived from our audited financial statements for the respective financial years. Accordingly, the degree to which our Restated Financial Statements will provide meaningful information to a prospective investor in countries other than India is entirely dependent on the reader's level of familiarity with Indian GAAP, Companies Act, SEBI Regulations and other relevant accounting practices in India.

This discussion contains forward-looking statements and reflects our current views with respect to future events and financial performance. Actual results may differ materially from those anticipated in these forward-looking statements as a result of certain factors such as those described under "Risk Factors" and "Forward Looking Statements" beginning on pages 20 and 19, respectively, and elsewhere in this Draft Red Herring Prospectus.

Our Financial Year ends on March 31 of each year. Accordingly, all references to a particular Financial Year are to the 12 months ended March 31 of that year.

OVERVIEW OF OUR BUSINESS

Our Company was originally formed as a Private Limited Company in the name and style of 'World Class Services Private Limited' in Mumbai and received a Certificate of Incorporation issued by Registrar of Companies, Maharashtra, Mumbai on September 26, 2011 bearing Corporate Identification Number U74999MH2011PTC222374. Consequently, it was converted into a Public Limited Company pursuant to shareholders resolution passed at Extra-ordinary General Meeting of our Company held on May 28, 2018 and the name of our Company was changed to 'World Class Services Limited' and a fresh certificate of incorporation consequent upon Conversion of Private Company to Public Limited dated June 6, 2018 was issued by Registrar of Companies, Maharashtra, Mumbai. The fresh Corporate Identification Number of our Company is U74999MH2011PLC222374.

Our Company, World Class Services Limited (WCS), is in the business of providing human resource services to both public and private organizations mostly in organized sector in diverse roles and responsibilities since 2011, having its Corporate office situated at Indore, Madhya Pradesh. Our service portfolio can be broadly classified in 2 main categories, namely Integrated Facility Management Services and Manpower Outsourcing Services. Our Company has employed 14,671 associate employees in F.Y.2017-18 to various clients. Our Company is ISO 9001:2008, ISO 14001:2015, OHSAS 18001:2007 certified for our range of services.

SIGNIFICANT DEVELOPMENTS SUBSEQUENT TO THE LAST FINANCIAL YEAR

In the opinion of the Board of Directors of our Company, since the date of the last financial statements disclosed in this Draft Red Herring Prospectus, there have not arisen any circumstance that materially or adversely affect or are likely to affect the profitability of our Company or the value of its assets or its ability to pay its material liabilities within the next twelve months except as follows:

1. The Board approved and passed resolution on June 23, 2018, to raise funds by making Initial Public Offering; and
2. The shareholders approved and passed resolution on June 25, 2018, to authorize the Board of Directors to raise funds by making Initial Public Offering.
3. On July 06, 2018 our Company allotted 66,00,000 equity shares in the ratio of 10:1 to its existing shareholders as fully paid bonus shares.

FACTORS AFFECTING OUR RESULTS OF OPERATIONS

Our business is subjected to various risks and uncertainties, including those discussed in the section titled “*Risk Factors*” beginning on page 20 of this Draft Red Herring Prospectus. Our results of operations and financial conditions are affected by numerous factors including the following:

- General economic and market conditions;
- Trends in the Indian Facility Management sector;
- Our operational performance;
- Range of services provided;
- Employment conditions of the economy;

SIGNIFICANT ACCOUNTING POLICIES

A. Basis of Preparation of Financial Statements:

The restated summary statement of assets and liabilities of the Company as at March 31, 2018, March 31, 2017, March 31, 2016, March 31, 2015 and March 31, 2014 and the related restated summary statement of profits and loss and cash flows for the years ended March 31, 2018, March 31, 2017, March 31, 2016, March 31, 2015 and March 31, 2014 have been compiled by the management from the audited financial statements of the Company for the years ended on March 31, 2018, March 31, 2017, March 31, 2016, March 31, 2015 and March 31, 2014 approved by the Board of Directors of the Company. Restated Summary Statements have been prepared to comply in all material respects with the provisions of Part I of Chapter III of the Companies Act, 2013 read with Companies (Prospectus and Allotment of Securities) Rules, 2014, Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (the SEBI Guidelines) issued by SEBI and Guidance note on Reports in Companies Prospectus (Revised). Restated Summary Statements have been prepared specifically for inclusion in the offer document to be filed by the Company with the EMERGE Platform of National Stock Exchange of India Limited in connection with its proposed Initial public offering of equity shares. The Company's management has recast the financial statements in the form required by Schedule III of the Companies Act, 2013 for the purpose of Restated Summary Statements.

B. Use of Estimates

The preparation of restated financial statements in conformity with India GAAP requires the management to make estimates and assumptions considered in the reported amount of assets and liabilities (including contingent liabilities) and the reported income and expenditure during the year. The management believes that the estimates used in preparation of the financial statements are prudent and reasonable. Futures results could differ due to these estimates and the difference between the actual results and the estimates are recognised in the period in which the results are known/materialise.

C. Cash Flow Statement:

Cash Flow Statement is reported using the indirect method, where by profit before taxes is adjusted for the effects of transactions of non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flow. The cash flow from operating, investing and financing activities of company is segregated based on the available information.

D. Contingencies and Events Occurring After Balance Sheet Date:

All contingencies and events occurring after the balance sheet date which have a material effect on the financial position of the company are considered for preparing the financial statements.

E. Revenue Recognition:

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the company and the revenue can be reliably measured. Revenue is recognized only when it is reasonably certain that the ultimate collection will be made.

Revenue from services represents the amounts receivable for services rendered. Revenue represents the sales value of services rendered to the customers during the period. Such revenues are recognized in the period in which the service is provided and becomes chargeable.

Interest income is recognized on a time proportion basis taking into account the amount outstanding and the rate applicable.

F. Property, Plant & Equipments:

Property, Plant & Equipment is stated at cost of acquisition or construction, less accumulated depreciation and impairment losses, if any.

The cost of Property, Plant & Equipment comprises:

- a) Its purchase price, including import duties and non-refundable purchase taxes, after deducting trade discounts and rebates.
- b) Any costs directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management.

G. Method of Depreciation:

(i) 2015-16, 2016-17 and 2017-18

Deprecation on Tangible Assets has been provided on the straight line method over the useful live as prescribed in Schedule II to the Companies Act, 2013.

(ii) 2013-14 and 2014-15

Depreciation on property, plant and equipment has been provided in manner prescribed by the Schedule XIV of the Companies Act, 1956. Depreciation is provided on WDV method during these years

H. Borrowing Cost:

Borrowing costs are interest and other costs incurred by an enterprise in connection with the borrowing of funds. Borrowing costs that are directly attributable to the acquisition or construction of qualifying assets are capitalized as part of the cost of such assets. A qualifying asset is one that necessarily takes substantial period of time to get ready for its intended use.

The borrowing cost other than those capitalized as above have been debited to the Statement of Profit and Loss of the current year.

I. Employee Benefits Expense:

(i) Short-Term Employee Benefits

The undiscounted amount of short term employee benefits expected to be paid in exchange for the services rendered by employees are recognised as an expense during the period when the employees render the services.

(ii) Post-employment benefits

Defined Contribution Plan

A defined contribution plan is a post-employment benefit plan under which the company pays specified contributions to a separate entity. The company makes specified monthly contributions towards Provident Fund. The contributions as specified under the law are paid to respective Regional Provident Fund Commissioner. The Company's contribution is recognised as an expense in the Statement of Profit & Loss during the period in which the employee renders the related service.

Defined Benefit Plan

The Company has an obligation towards gratuity, a defined benefit retirement plan covering eligible employees. The plan provides for lump sum payment to vested employees at retirement, death while in employment or termination of employment of an amount equivalent to 15 days salary payable for each completed year of service. Vesting occurs upon completion of five years of service. The liability for gratuity is accrued and provided for as determined by an independent actuarial valuation as per the requirements of Accounting Standard - 15 on "Employee Benefits".

J. Segment Reporting:

There is no reportable segment as the company operates in single segment therefore, segment reporting was not made as per AS -17.

K. Earnings per Share and Diluted Earnings per Share:

Basic earnings/ (loss) per share are calculated by dividing the net profit/ (loss) for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year. The weighted average number of equity shares outstanding during the year is adjusted for events of bonus issue and share split.

For the purpose of calculating diluted earnings/(loss) per share, the net profit/(loss) for the year attributable to equity shareholders and the weighted average number of shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares except where the results will be anti- dilutive. The dilutive potential equity shares are deemed converted as of the beginning of the period, unless they have been issued at a later date.

L. Taxes on Income:

Income tax expense comprises current tax expense and the net change in the deferred tax asset or liability during the year. Current and deferred tax is recognized in statement of profit and loss.

(i) Current Tax:

Current tax expenses are accounted in the same period to which the revenue and expenses relate. Provision for current income tax is made for the tax liability payable on taxable income after considering tax allowances, deductions and exemptions determined in accordance with the applicable tax rates and the prevailing tax laws.

(ii) Minimum Alternate Tax (MAT) credit:

MAT Credit is recognized as an asset only when and to the extent there is convincing evidence that the company will pay normal income tax during the specified period. Such asset is reviewed at each Balance Sheet date and the carrying amount of the MAT credit asset is written down to the extent there is no longer a convincing evidence to the effect that the Company will pay normal income tax during the specified period.

(iii) Deferred tax:

Deferred tax is recognized on timing differences being the difference between taxable incomes and accounting income that originate in one period and are capable of reversal in one or more subsequent periods. The deferred tax is accounted for using the tax rates and laws that have been substantively enacted as of the balance sheet date.

Deferred tax assets/liabilities in respect of unabsorbed depreciation and carry forward of losses are recognized only if there is virtual certainty that such deferred tax Asset/ liability can be realized against future taxable profits.

M. Impairment of Assets :

The Company assesses at each reporting date as to whether there is any indication that an asset (tangible and intangible) may be impaired. An asset is treated as impaired, when the carrying cost of the asset exceeds its recoverable amount. Recoverable amount is higher of an asset's or cash generating unit's net selling price and its value in use. Value in use is the present value of estimated future cash flows expected to arise from the continuing use of an asset and from its disposal at the end of its useful life.

An impairment losses charged to Profit and Loss Account in the year in which an asset is identified as impaired. The impairment loss recognized in prior accounting period is reversed if there has been a change in the estimate of recoverable amount.

N. Provisions, Contingent Liabilities and Contingent Assets:

A provision is recognized if, as a result of a past event, the Company has a present legal obligation that is reasonably estimable, and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are determined by the best estimate of the outflow of economic benefits required to settle the obligation at the reporting date. Where no reliable estimate can be made, a disclosure is made as contingent liability. A disclosure for a contingent liability is also made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. Where there is a possible obligation or a present obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made.

PRINCIPAL COMPONENTS OF OUR STATEMENT OF PROFIT AND LOSS

Revenue and Expenses

Our revenue and expenses are reported in the following manner:

Total Revenue

Our Total Revenue comprises of revenue from operations and other income.

Revenue from operations: Our revenue from operations comprises of revenue from providing house keeping services, security services and outsourcing services.

The following table sets forth breakdown of our revenue from operations for the period/year indicated:

| Particulars | For the Year ended March 31, 2018 | | For the Year ended March 31, 2017 | | For the Year ended March 31, 2016 | |
|--------------------------------------|--|---------------|--|---------------|--|---------------|
| | Rs. in Lakhs | % | Rs. in Lakhs | % | Rs. in Lakhs | % |
| Revenue from House Keeping Services | 3,715.38 | 17.13 | 3,570.67 | 25.54 | 3,385.20 | 31.87 |
| Revenue from Security Services | 1,777.35 | 8.19 | 1,545.55 | 11.05 | 557.94 | 5.26 |
| Revenue from Outsourcing Services | 16,201.87 | 74.68 | 8,866.23 | 63.41 | 6,678.23 | 62.88 |
| Total Revenue from operations | 21,694.60 | 100.00 | 13,982.45 | 100.00 | 10,621.37 | 100.00 |

Other Income: Our other income comprises recurring income of interest on term deposits and non-recurring incomes such as profit on sale of fixed assets, rental income, interest on inter-corporate loans and interest on income tax refund.

Expenses

Our expenses comprise of employee benefit expenses, finance costs, depreciation and amortisation expenses and other expenses.

Employee benefit expenses: Employee benefit expense is our largest operational expense. Our employee benefit expenses include salary and wages, contribution to provident fund and ESIC, directors' remuneration, bonus, provision for gratuity and staff welfare expenses.

The following table sets forth breakdown of our employee benefit expenses for the period/year indicated:

| Particulars | For the Year ended March 31, 2018 | For the Year ended March 31, 2017 | For the Year ended March 31, 2016 |
|--------------------|--|--|--|
| Salary and wages | 15,163.23 | 10,170.60 | 7,715.83 |

| Particulars | For the Year ended March 31, 2018 | For the Year ended March 31, 2017 | For the Year ended March 31, 2016 |
|---|---|---|---|
| Contribution to provident and other funds | 1546.08 | 1229.22 | 860.36 |
| Directors' remuneration | 101.35 | 12.00 | - |
| Bonus | - | 36.04 | 17.25 |
| Provision for gratuity | 2.82 | 1.30 | 0.62 |
| Staff welfare expenses | 4.63 | 10.01 | 3.14 |
| Total Employee Benefit Expenses | 16,818.12 | 11,459.18 | 8,597.20 |

Finance costs: Our finance costs comprise of interest on secured working capital facility taken from banks and secured term loans taken from banks and financial institutions, unsecured loans from directors and inter corporate deposits. Our finance costs also include interest paid on various statutory payments (taxes etc.), bank charges, bank guarantee charges and commission and other borrowing costs.

The following table sets forth breakdown of our finance costs for the period/year indicated:

| Particulars | For the Year ended March 31, 2018 | For the Year ended March 31, 2017 | For the Year ended March 31, 2016 |
|--|---|---|---|
| Interest on secured working capital facility | 21.06 | 23.58 | 29.09 |
| Interest on vehicle loans | 10.52 | 6.37 | 3.37 |
| Interest on mortgage and unsecured loans | 148.41 | 131.19 | 190.30 |
| Interest to Others | 71.03 | 10.47 | 55.05 |
| Bank Guarantee Charges and Commission | 3.40 | 0.22 | - |
| Bank Charges and Other Borrowing Costs | 0.82 | 0.81 | 0.60 |
| Total Finance Costs | 255.23 | 172.63 | 278.41 |

Depreciation and amortisation expenses: Our depreciation and amortisation expenses comprise of depreciation on tangible fixed assets and amortisation of intangible assets.

Other expenses: Our other expenses comprise of direct expenses related to the contracts, administrative expenses and selling and business promotion expenses. Our Direct expenses primarily consist of output service tax and GST expense, reimbursement of expenses, charges for material used in providing services, uniform expenses, site expenses, site insurance expenses, training and recruitment expenses, business development expenses and other direct expenses.

Our administrative expenses majorly comprise of office rent, legal and professional charges, repairs and maintenance charges, electricity, vehicle expenses, telephone expenses, printing and stationery expenses and other office and general expenses among others. Our selling and business promotion expenses include travelling expenses, discount/rate difference expenses, business promotion expenses, courier and packing charges, advertisement and tender expenses.

The following table sets forth major bifurcation of our other expenses for the period/year indicated:

| Particulars | For the Year ended March 31, 2018 | For the Year ended March 31, 2017 | For the Year ended March 31, 2016 |
|---------------------------|---|---|---|
| Direct Expenses | | | |
| Service Tax/ GST Expense | 3,162.62 | 1,771.59 | 1,266.66 |
| Reimbursement of Expenses | 199.10 | 110.77 | 77.31 |

| Particulars | For the Year ended March 31, 2018 | For the Year ended March 31, 2017 | For the Year ended March 31, 2016 |
|--|-----------------------------------|-----------------------------------|-----------------------------------|
| Material Charges | 114.42 | 79.79 | 98.15 |
| Uniform Expenses | 93.79 | 24.37 | 45.23 |
| Training & Recruitment Expenses | 64.34 | - | - |
| Site Expenses | 38.47 | 48.27 | 32.67 |
| Insurance (Sites) | 9.12 | 23.92 | 34.79 |
| Business Development Charges | 8.46 | 4.90 | 18.03 |
| Other Expenses | 4.77 | 24.92 | 20.06 |
| Administrative Expenses | | | |
| Office Rent | 62.17 | 44.98 | 27.09 |
| Legal / Professional Charges | 11.24 | 6.42 | 8.87 |
| Repair & Maintenance Charges | 7.15 | 6.75 | 4.25 |
| Electricity | 6.36 | 5.44 | 3.19 |
| Vehicle Expense | 5.09 | 2.83 | 0.18 |
| Office and General Expenses | 4.76 | 5.85 | 4.74 |
| Telephone Expenses | 4.33 | 4.28 | 3.38 |
| Printing & Stationary Expenses | 3.08 | 6.82 | 4.32 |
| Insurance Charges | 1.94 | 0.02 | 0.23 |
| Conveyance Expenses | 1.20 | 3.47 | 3.01 |
| Selling and Business Promotion Expenses | | | |
| Travelling Expenses | 48.77 | 45.07 | 37.42 |
| Discount/Rate Difference | 9.77 | 12.31 | 34.50 |
| Business Promotion | 5.44 | 1.70 | 1.48 |
| Courier & Packing Charges | 5.00 | 6.12 | 5.01 |
| Advertisement Expenses | 3.25 | 3.25 | 0.99 |
| Tender Exp. | 2.70 | 0.23 | 0.41 |

Our Results of Operations

The following table sets forth select financial data from our restated financial statement of profit and loss for the financial years 2018, 2017 and 2016, the components of which are also expressed as a percentage of total revenue for such periods:

| Particulars | For the Year ended March 31, 2018 | | For the Year ended March 31, 2017 | | For the Year ended March 31, 2016 | |
|--|-----------------------------------|---------------|-----------------------------------|---------------|-----------------------------------|---------------|
| | Rs. in Lakhs | (%)* | Rs. in Lakhs | (%)* | Rs. in Lakhs | (%)* |
| Total Revenue: | | | | | | |
| Revenue from operations | 21,694.60 | 99.86 | 13,982.45 | 99.94 | 10,621.37 | 99.61 |
| Other income | 30.14 | 0.14 | 8.89 | 0.06 | 42.01 | 0.39 |
| Total Revenue | 21,724.74 | 100.00 | 13,991.35 | 100.00 | 10,663.38 | 100.00 |
| Expenses: | | | | | | |
| Employee benefit expenses | 16,818.12 | 77.41 | 11,459.18 | 81.90 | 8,597.20 | 80.62 |
| Finance costs | 255.23 | 1.17 | 172.63 | 1.23 | 278.41 | 2.62 |
| Depreciation and amortization expenses | 18.69 | 0.09 | 13.11 | 0.09 | 7.25 | 0.07 |
| Other expenses | 3878.19 | 17.85 | 2,244.85 | 16.04 | 1,733.15 | 16.12 |
| Total Expenses | 20,970.23 | 96.53 | 13,889.77 | 99.27 | 10,616.02 | 99.56 |

| Particulars | For the Year ended March 31, 2018 | | For the Year ended March 31, 2017 | | For the Year ended March 31, 2016 | |
|---|--------------------------------------|-------------|--------------------------------------|-------------|--------------------------------------|-------------|
| | Rs. in Lakhs | (%)* | Rs. in Lakhs | (%)* | Rs. in Lakhs | (%)* |
| Profit before exceptional, extraordinary items and tax | 754.51 | 3.47 | 101.58 | 0.73 | 47.36 | 0.44 |
| Extraordinary and Exceptional items | - | - | - | - | - | - |
| Profit before tax | 754.51 | 3.47 | 101.58 | 0.73 | 47.36 | 0.44 |
| Tax expense : | | | | | | |
| (i) Current tax | 189.17 | 0.87 | 20.71 | 0.15 | 13.89 | 0.13 |
| (ii) MAT Credit | - | - | (20.71) | (0.15) | - | - |
| (iii) Deferred tax | 2.22 | 0.01 | 1.62 | 0.01 | 0.94 | 0.01 |
| Total Tax Expense | 191.39 | 0.88 | 1.62 | 0.01 | 14.83 | 0.14 |
| Profit for the year/ period | 563.12 | 2.59 | 99.96 | 0.72 | 32.53 | 0.30 |

* (%) column represents percentage of total revenue.

FINANCIAL YEAR 2017-18 COMPARED WITH FINANCIAL YEAR 2016-17

Total Revenue

Our total revenue increased by 55.27% to Rs. 21,724.74 lakhs for the financial year 2017-18 from Rs. 13,991.35 lakhs for the financial year 2016-17 due to the factors described below:

Revenue from operations

Our revenue from operations increased by 55.16% to Rs. 21,694.60 lakhs for the financial year 2017-18 from Rs. 13,982.45 lakhs for the financial year 2016-17. The increase was on account of increase in our outsourcing service revenue by 82.74%, security services revenue by 15.00% and housekeeping services revenue by 4.08%. In FY 2017-18, our Company was awarded various new contracts which resulted in increase in our revenue from operations.

Other income

Our other income increased by 238.89% to Rs. 30.14 lakhs for financial year 2017-18 from Rs. 8.89 lakhs for the financial year 2016-17 mainly due to increase in income tax refund income by Rs. 15.12 lakhs and non-recurring profit on sale of fixed assets and rent income the of Rs. 5.21 lakhs and 1.38 lakhs. However, the increase was partially offset by decrease in interest on term deposits of Rs. 0.46 lakhs.

Total Expenses

Our total expenses, excluding tax increased by 50.98% to Rs. 20,970.23 lakhs for the financial year 2017-18 from Rs. 13,889.77 lakhs for the financial year 2016-17, due to the factors described below:

Employee benefits expenses

Our employee benefit expenses increased by 46.77% to Rs. 16,818.12 lakhs for the financial year 2017-18 from Rs. 11,459.18 lakhs for the financial year 2016-17. The increase was mainly due to increase in salary and wages by Rs. 4,992.63 lakhs, contribution to PF and ESIC by Rs. 316.86 lakhs, directors' remuneration by Rs. 89.35 lakhs and gratuity expenses by Rs. 1.51 lakhs. However, the increase was partially offset by decrease in bonus expenses by Rs. 36.04 lakhs and staff welfare expenses by Rs. 5.38 lakhs. As on March 31, 2018 our total number of employees (providing services towards client contracts) were 14,671 as compared to 8,902 as on March 31, 2017.

Finance costs

Our finance costs increased by 47.85% to Rs. 255.23 lakhs for the financial year 2017-18 from Rs. 172.63 lakhs for the financial year 2016-17. The increase was mainly on account of increase in interest on inter

corporate deposits by Rs. 60.57 lakhs, interest on mortgage and unsecured loans by Rs. 17.22 lakhs, interest on vehicle loans by Rs. 4.15 lakhs and bank guarantee and commission by Rs. 3.18 lakhs. However, the increase was partially offset by decrease in interest on working capital loan by Rs. 2.52 lakhs. The increase in our long term borrowings led to increase in our finance costs. Our long term borrowings increased from Rs. 1,132.12 lakhs as on March 31, 2017 to Rs. 1,338.60 lakhs as on March 31, 2018. However, our short term borrowings were Nil as on March 31, 2018 as compared to Rs. 140.92 lakhs as on March 31, 2017 which led to decrease in our interest cost on working capital facility.

Depreciation and amortisation expense

Our depreciation and amortisation expenses increased by 42.58% to Rs. 18.69 lakhs for the financial year 2017-18 from Rs. 13.11 lakhs for the financial year 2016-17. Our gross block of depreciable tangible and intangible assets as on March 31, 2018 was standing at Rs. 181.95 lakhs as against Rs. 130.46 lakhs as on March 31, 2017.

Other expenses

Our other expenses increased by 72.76% to Rs. 3,878.19 lakhs for the financial year 2017-18 from Rs. 2,244.85 lakhs for the financial year 2016-17. The increase was mainly due to increase in our direct expenses by Rs. 1,604.75 lakhs, administrative expenses by Rs. 20.54 lakhs and selling and business and promotion expenses by Rs. 6.25 lakhs. Our direct expenses increased mainly due to increase in our business operations. Increase in our administrative expenses was mainly due to increase in office rent by Rs. 17.19 lakhs, legal and professional charges by Rs. 4.82 lakhs and vehicle expenses by Rs. 2.26 lakhs among others. However, the increase was partially offset by decrease in printing and stationery expenses by Rs. 3.74 lakhs and office and general expenses by Rs. 1.10 lakhs among others. Increase in our selling and business promotion expenses was mainly on account of increase in business promotion expenses by Rs. 3.73 lakhs, travelling expenses by Rs. 3.70 lakhs and tender expenses by Rs. 2.47 lakhs. However, the increase was partially offset by decrease in discount/ rate difference expenses by Rs. 2.54 lakhs and courier and packing charges by Rs. 1.12 lakhs.

Profit/Loss before tax

Our profit before tax increased to Rs. 754.51 lakhs for the financial year 2017-18 from Rs. 101.58 lakhs for the financial year 2016-17 due to increase in our overall business operations.

Tax expenses

Our tax expenses increased to Rs. 191.39 lakhs for the financial year 2017-18 from Rs. 1.62 lakhs for the financial year 2016-17 mainly due to increase in our profit before tax in the financial year 2017-18. Another reason of increase in our tax expense in the financial year 2017-18 over financial year 2016-17 was availability of MAT credit entitlement of Rs. 20.71 lakhs in the financial year 2016-17 as compared to Nil for the financial year 2017-18.

Profit after tax

Our profit after tax increased to Rs. 563.12 lakhs for the financial year 2017-18 from Rs. 99.96 lakhs for the financial year 2016-17.

FINANCIAL YEAR 2016-17 COMPARED WITH FINANCIAL YEAR 2015-16

Total Revenue

Our total revenue increased by 31.21% to Rs. 13,991.35 lakhs for the financial year 2016-17 from Rs. 10,663.38 lakhs for the financial year 2015-16 due to the factors described below:

Revenue from operations

Our revenue from operations increased by 31.64% to Rs. 13,982.45 lakhs for the financial year 2016-17 from Rs. 10,621.37 lakhs for the financial year 2015-16. The increase was on account of increase in our outsourcing service revenue by 32.76%, security services revenue by 177.01% and house keeping services revenue by 5.48%.

Other income

Our other income decreased by 78.83% to Rs. 8.89 lakhs for the financial year 2016-17 from Rs. 42.01 lakhs for the financial year 2015-16 mainly due to receipt of interest income of Rs. 36.68 lakhs on inter corporate deposits given in the financial year 2015-16 which discontinued from the financial year 2016-17. However, the decrease was partially offset by increase in interest on term deposits by Rs. 3.42 lakhs and interest on income tax refund income by Rs. 0.14 lakhs.

Total Expenses

Our total expenses, excluding tax increased by 30.84% to Rs. 13,889.77 lakhs for the financial year 2016-17 from Rs. 10,616.02 lakhs for the financial year 2015-16, due to the factors described below:

Employee benefits expenses

Our employee benefit expenses increased by 33.29% to Rs. 11,459.18 lakhs for the financial year 2016-17 from Rs. 8,597.20 lakhs for the financial year 2015-16. The increase was mainly due to increase in salary and wages by Rs. 2,454.77 lakhs, contribution to PF and ESIC by Rs. 368.87 lakhs, bonus expenses by Rs. 18.79 lakhs, directors' remuneration by Rs. 12.00 lakhs, staff welfare expenses by Rs. 6.87 lakhs and gratuity expenses by Rs. 0.69 lakh. As on March 31, 2017 our total number of employees (providing services towards client contracts) were 8,902 as compared to 7,945 as on March 31, 2016.

Finance costs

Our finance costs decreased by 37.99% to Rs. 172.63 lakhs for the financial year 2016-17 from Rs. 278.41 lakhs for the financial year 2015-16. The decrease was mainly on account of decrease in interest on mortgage and unsecured loans by Rs. 59.11 lakhs, interest on inter corporate deposits by Rs. 44.58 lakhs and interest on working capital loans by Rs. 5.51 lakhs which was partially offset by increase in interest on vehicle loans by Rs. 2.99 lakhs, increase in bank guarantee and commission by Rs. 0.22 lakh and increase in bank charges by Rs. 0.21 lakh. The increase in our long term borrowings led to an increase in our finance costs. Decrease in our long term borrowings and working capital facility balance led to decrease in our overall finance costs.

Depreciation and amortisation expense

Our depreciation and amortisation expenses increased by 80.83% to Rs. 13.11 lakhs for the financial year 2016-17 from Rs. 7.25 lakhs for the financial year 2015-16. Our gross block of depreciable tangible and intangible assets as on March 31, 2017 was standing at Rs. 130.46 lakhs as against Rs. 107.79 lakhs as on March 31, 2016.

Other expenses

Our other expenses increased by 29.52% to Rs. 2,244.85 lakhs for the financial year 2016-17 from Rs. 1,733.15 lakhs for the financial year 2015-16. The increase was mainly due to increase in our direct expenses by Rs. 495.62 lakhs, administrative expenses by Rs. 27.21 lakhs which was partially offset by decrease in selling and business promotion expenses by Rs. 11.14 lakhs. Our direct expenses increased mainly due to increase in our business operations. Increase in our administrative expenses was mainly due to increase in office rent by Rs. 17.89 lakhs, vehicle expenses by Rs. 2.09 lakhs, printing and stationery expenses by Rs. 2.50 lakhs, repairs and maintenance charges by Rs. 2.50 lakhs and electricity expenses by Rs. 2.25 lakhs. However, the increase was partially offset by decrease in legal and professional charges by Rs. 2.45 lakhs. Decrease in our selling and business promotion expenses was mainly on account of decrease in discount and rate difference expenses by Rs. 22.19 lakhs which was partially offset by increase in travelling expenses by Rs. 7.65 lakhs, advertisement expenses by Rs. 2.26 lakhs and courier and packing charges by Rs. 1.11 lakhs.

Profit/Loss before tax

Our profit before tax increased by 114.48% to Rs. 101.58 lakhs for the financial year 2016-17 from Rs. 47.36 lakhs for the financial year 2015-16 due to increase in our overall business operations.

Tax expenses

Our tax expenses decreased by 89.08% to Rs. 1.62 lakhs for the financial year 2016-17 from Rs. 14.83

lakhs for the financial year 2015-16 mainly due to availability of MAT credit entitlement of Rs. 20.71 lakhs in the financial year 2016-17 as compared to Nil in the financial year 2015-16.

Profit after tax

Our profit after tax increased by Rs. 207.29% to Rs. 99.96 lakhs for the financial year 2016-17 from Rs. 32.53 lakhs for the financial year 2016-17.

Other Key Ratios

The table below summaries key ratios in our Restated Financial Statements for the financial years ended March 31, 2018, 2017 and 2016:

| Particulars | For the year ended March 31, | | |
|----------------------------|------------------------------|--------|--------|
| | 2018 | 2017 | 2016 |
| Fixed Asset Turnover Ratio | 164.33 | 140.94 | 118.48 |
| Debt Equity Ratio | 1.58 | 4.49 | 7.84 |
| Current Ratio | 1.49 | 1.46 | 1.72 |

Fixed Asset Turnover Ratio: This is defined as revenue from operations divided by total fixed assets, based on Restated Financial Statements. Intangible Assets have been included in calculation of Total Fixed Assets, however, Capital Work-in-Progress has not been included.

Debt Equity Ratio: This is defined as total debt divided by total shareholder funds. Total debt is the sum of long-term borrowings, short-term borrowings and current maturities of long term borrowings, based on Restated Financial Statements.

Current Ratio: This is defined as current assets divided by current liabilities, based on Restated Financial Statements.

Cash Flow

The table below summaries our cash flows from our Restated Financial Information for the financial years 2018, 2017 and 2016:

(Rs. in lakhs)

| Particulars | For the year ended March 31, | | |
|--|------------------------------|----------|----------|
| | 2018 | 2017 | 2016 |
| Net cash (used in)/ generated from operating activities | 75.30 | 693.20 | 362.75 |
| Net cash (used in)/ generated from investing activities | (14.63) | (23.55) | (31.08) |
| Net cash (used in)/ generated from financing activities | (205.71) | (352.04) | (288.79) |
| Net increase/ (decrease) in cash and cash equivalents | (145.03) | 317.61 | 42.88 |
| Cash and Cash Equivalents at the beginning of the period | 468.32 | 150.71 | 107.83 |
| Cash and Cash Equivalents at the end of the period | 323.29 | 468.32 | 150.71 |

Operating Activities

Financial year 2017-18

Our net cash generated from operating activities was Rs. 75.30 lakhs for the financial year 2017-18. Our operating profit before working capital changes was Rs. 998.29 lakhs for the financial year 2017-18 which was primarily adjusted payment of income tax of Rs. 17.20 lakhs, increase in trade receivables by Rs. 1,997.89 lakhs, increase in other loans and advances receivable by Rs. 144.48 lakhs, increase in other current assets by Rs. 7.31 lakhs, increase in other current liabilities by Rs. 885.39 lakhs, increase in trade

payables by Rs. 211.12 lakhs, increase in short term provisions by Rs. 144.90 lakhs and increase in long term provisions by Rs. 2.49 lakhs.

Financial year 2016-17

Our net cash generated from operating activities was Rs. 693.20 lakhs for the financial year 2016-17. Our operating profit before working capital changes was Rs. 278.42 lakhs for the financial year 2016-17, which was primarily adjusted by payment of income tax of Rs. 27.71 lakhs, increase in trade receivables by Rs. 554.01 lakhs, increase in short term loans and advances receivables by Rs. 66.02 lakhs, increase in other current assets by Rs. 1.33 lakhs, increase in other current liabilities by Rs. 1,004.15 lakhs, increase in short term provisions by Rs. 55.82 lakhs and increase in trade payables by Rs. 2.65 lakhs and increase in long term provisions by Rs. 1.23 lakhs.

Financial year 2015-16

Our net cash generated from operating activities was Rs. 362.75 lakhs for the financial year 2015-16. Our operating profit before working capital changes was Rs. 291.02 lakhs for the financial year 2015-16, which was primarily adjusted by payment of income tax of Rs. 16.23 lakhs, increase in trade receivables by Rs. 808.27 lakhs, decrease in short term loans and advances by Rs. 331.67 lakhs, increase in other current assets by Rs. 0.22 lakhs, increase in trade payables by Rs. 2.96 lakhs, increase in other current liabilities by Rs. 804.55 lakhs, decrease in short term provisions by Rs. 243.34 lakhs and increase in long term provisions by Rs. 0.62 lakhs.

Investing Activities

Financial year 2017-18

Net cash used in investing activities was Rs. 14.63 lakhs for the financial year 2017-18. This was primarily on account of purchase of fixed assets amounting to Rs. 116.08 lakhs which was partially offset by sale of fixed assets of Rs. 64.59 lakhs, receipt of interest income of Rs. 30.14 lakhs and increase in long term loans and advances by Rs. 6.72 lakhs.

Financial year 2016-17

Net cash used in investing activities was Rs. 23.55 lakhs for the financial year 2016-17. This was primarily on account of purchase of fixed assets amounting to Rs. 22.67 lakhs and decrease in long term loans and advances by Rs. 9.77 lakhs which was partially offset by receipt of interest income of Rs. 8.89 lakhs.

Financial year 2015-16

Net cash used in investing activities was Rs. 31.08 lakhs for the financial year 2015-16. This was primarily on account of purchase of fixed assets amounting to Rs. 72.20 lakhs and decrease in long term loans and advances by Rs. 0.89 lakhs which was partially offset by receipt of interest income of Rs. 42.01 lakhs.

Financing Activities

Financial year 2017-18

Net cash used in financing activities for the financial year 2017-18 was Rs. 205.71 lakhs primarily consisting of payment of interest amounting to Rs. 255.23 lakhs, decrease in short term borrowings by Rs. 140.92 lakhs and decrease in unsecured long term borrowings by Rs. 56.30 lakhs which was partially offset by increase in secured long term borrowings by Rs. 246.75 lakhs.

Financial year 2016-17

Net cash used in financing activities for the financial year 2016-17 was Rs. 352.04 lakhs primarily consisting of decrease in long term unsecured loans by Rs. 210.09 lakhs, payment of interest amounting to Rs. 172.63 lakhs and decrease in short term borrowings by Rs. 88.43 lakhs which was partially offset by increase in secured long term borrowings by Rs. 119.10 lakhs.

Financial year 2015-16

Net cash used in financing activities for the financial year 2015-16 was Rs. 288.79 lakhs primarily consisting of payment of interest amounting to Rs. 278.41 lakhs and decrease in secured long term

borrowings by Rs. 164.87 lakhs which was partially offset by proceeds from issue of share capital of Rs. 76.00 lakhs, increase in short term borrowings by Rs. 72.99 lakhs and increase in unsecured short term borrowings by Rs. 5.50 lakhs.

Financial Indebtedness

As on March 31, 2018, the total outstanding borrowings of our Company was Rs. 1,338.60 lakhs comprising of long-term borrowings amounting to Rs. 1,220.25 lakhs and current maturities of long term debt of Rs. 118.35 lakhs. For further details, refer chapter titled “*Financial Indebtedness*” beginning on page 205 of this Draft Red Herring Prospectus.

| (Rs. in lakhs) | |
|--|----------------------|
| Particulars | As at March 31, 2018 |
| Long Term Borrowings | |
| <i>Unsecured Loans</i> | |
| - Secured Term Loans from Banks and Financial Institutions | 1,167.58 |
| - Unsecured Inter Corporate Deposits | 52.67 |
| Sub Total (A) | 1,220.25 |
| Current Maturities of Long Term Borrowings (B) | 118.35 |
| | |
| Total (A)+(B) | 1,338.60 |

In the event, any of our lenders declare an event of default, such current and any future defaults could lead to acceleration of our repayment obligations, termination of one or more of our financing agreements or force us to sell our assets, any of which could adversely affect our business, results of operations and financial condition.

Related Party Transactions

Related party transactions with certain of our promoters, directors and their entities and relatives primarily relates to remuneration payable, loans & advances given and taken and Issue of Equity Shares. For further details of such related parties under AS18, refer chapter titled “*Financial Statements*” beginning on page 189 of this Draft Red Herring Prospectus.

Contingent Liabilities

Our Company had following Contingent Liabilities as of March 31, 2018:

| (Rs. In lakhs) | |
|-----------------|----------------------|
| Particulars | As of March 31, 2018 |
| Bank Guarantees | 153.80 |

Off-Balance Sheet Items

We do not have any other off-balance sheet arrangements, derivative instruments or other relationships with any entity that have been established for the purposes of facilitating off-balance sheet arrangements.

Qualitative Disclosure about Market Risk

Financial Market Risks

Market risk is the risk of loss related to adverse changes in market prices, including interest rate risk. We are exposed to interest rate risk, inflation and credit risk in the normal course of our business.

Interest Rate Risk

Our financial results are subject to changes in interest rates, which may affect our debt service obligations and our access to funds.

Effect of Inflation

We are affected by inflation as it has an impact on the raw material cost, wages, etc. In line with changing inflation rates, we rework our margins so as to absorb the inflationary impact.

Credit Risk

We are exposed to credit risk on monies owed to us by our customers. If our customers do not pay us promptly, or at all, we may have to make provisions for or write-off such amounts.

Reservations, Qualifications and Adverse Remarks

Except as disclosed in chapter titled “*Financial Statements*” beginning on page 189 of this Draft Red Herring Prospectus, there have been no reservations, qualifications and adverse remarks.

Details of Default, if any, Including Therein the Amount Involved, Duration of Default and Present Status, in Repayment of Statutory Dues or Repayment of Debentures or Repayment of Deposits or Repayment of Loans from any Bank or Financial Institution

Except as disclosed in chapter titled “*Financial Statements*” beginning on page [●] of this Draft Red Herring Prospectus, there have been no defaults in payment of statutory dues or repayment of debentures and interest thereon or repayment of deposits and interest thereon or repayment of loans from any bank or financial institution and interest thereon by the Company during the period April 01, 2015 up to March 31, 2018.

Material Frauds

There are no material frauds, as reported by our statutory auditor, committed against our Company, in the last five Fiscals.

Unusual or Infrequent Events or Transactions

As on date, there have been no unusual or infrequent events or transactions including unusual trends on account of business activity, unusual items of income, change of accounting policies and discretionary reduction of expenses.

Significant Economic Changes that Materially Affected or are Likely to Affect Income from Continuing Operations

Indian rules and regulations as well as the overall growth of the Indian economy have a significant bearing on our operations. Major changes in these factors can significantly impact income from continuing operations.

There are no significant economic changes that materially affected our Company’s operations or are likely to affect income from continuing operations except as described in chapter titled “*Risk Factors*” beginning on page 20 of this Draft Red Herring Prospectus.

Known Trends or Uncertainties that have had or are expected to have a Material Adverse Impact on Sales, Revenue or Income from Continuing Operations

Other than as described in the section titled “*Risk Factors*” beginning on page 20 of this Draft Red Herring Prospectus and in this chapter, to our knowledge there are no known trends or uncertainties that are expected to have a material adverse impact on revenues or income of our Company from continuing operations.

Future Changes in Relationship between Costs and Revenues, in Case of Events Such as Future Increase in Labour or Material Costs or Prices that will Cause a Material Change are known

Other than as described in chapter titled “*Risk Factors*” beginning on page 20 of this Draft Red Herring Prospectus and in this section, to our knowledge there are no known factors that might affect the future relationship between cost and revenue.

Extent to which Material Increases in Net Sales or Revenue are due to Increased Sales Volume, Introduction of New Products or Services or Increased Sales Prices

Changes in revenue in the last three financial years are as explained in the part “*Financial Year 2017-18 compared with financial year 2016-17 and Financial Year 2016-17 Compared With Financial Year 2015-16*” above.

Total Turnover of Each Major Industry Segment in Which the Issuer Operates

Our business is limited to a single reportable segment.

Competitive Conditions

We have competition with Indian and international facility management and outsourcing service providers and our results of operations could be affected by competition in the facility management industry in India and international market in the future. We expect competition to intensify due to possible new entrants in the market, existing competitors further expanding their operations and our entry into new markets where we may compete with well-established unorganized companies / entities. This we believe may impact our financial condition and operations. For details, please refer to the chapter titled “Risk Factors” beginning on page 20 of this Draft Red Herring Prospectus.

Increase in income

Increases in our income are due to the factors described above in in this chapter under “*Significant Factors Affecting Our Results of Operations*” and chapter titled “*Risk Factors*” beginning on page 20 of this Draft Red Herring Prospectus.

Status of any Publicly Announced New Products or Business Segments

Except as disclosed elsewhere in the Draft Red Herring Prospectus, we have not announced and do not expect to announce in the near future any new products or business segments.

Significant Dependence on a Single or Few Suppliers or Customers

Significant proportion of our revenues have historically been derived from a limited number of customers. The % of Contribution of our Company’s customer and supplier vis a vis the total revenue from operations respectively as of March 31, 2018 is as follows:

| Particulars | Customers | Suppliers |
|--------------------|------------------|------------------|
| Top 5 (%) | 77.10 | 64.75 |
| Top 10 (%) | 85.39 | 82.50 |

Seasonality of Business

The nature of business is not seasonal.

FINANCIAL INDEBTEDNESS

Our Company utilizes various credit facilities from banks and others for conducting its business. Set forth is a brief summary of our Company's secured and unsecured borrowings as on March 31, 2018 together with a brief description of certain significant terms of such financing arrangements.

SECURED BORROWINGS

1. Loan of Rs. 674.50 Lakhs from HDFC Bank as per Sanction letter dated March 14th, 2018.

(Rs.in Lakhs)

| Nature of facility | Sanctioned Amount | Rate Of Interest | Tenure/ Valid Upto | Outstanding as on March 31,2018 |
|-----------------------------------|-------------------|--|-----------------------|---------------------------------|
| Cash Credit | 470 | 9.20% (MCLR +1.1%) Current MCLR 8.10% | January 15, 2019 | Nil |
| Bank Guarantee as sub limit to CC | (10.97) | 1% | As per Bank Guarantee | Nil |
| Bank Guarantee | 104.50 | 1% | January 15, 2019 | Nil |
| Adhoc CC Limits | 100 | 10.40% (MCLR + 2.1%) Current MCLR 8.30% | 60 days | Nil |
| Sub Total | 674.50 | | | Nil |

Security:

1. Primary Security:

- Book Debts & FDR

2. Collateral Security:

- House no 1007, Khatiwala Tank, scheme No 44, Indore
- Land Survey No. 208/2/1, Patwari Halka No 46, Gram Arandiya, Indore, Madhya Pradesh.

2. Loan of Rs. 152 Lakhs from Aditya Finance Home Loan as per sanction letter dated March 23, 2016:

| Nature of Facility | Home Loan |
|---|--|
| Loan Amount | Rs. 152.00 Lakhs |
| Rate of Interest | 9.95% p.a. |
| EMI Amount | Rs.1.63 Lakhs |
| Security | Secured by hypothecation of property situated at Flat No. 106, 1 Floor, Tower A, Okar Alta Monte building, Mumbai-400097 |
| Tenor | 180 months |
| Amount Outstanding as on March 31, 2018 | 143.32 lakhs |

3. Loan of Rs. 229.00 Lakhs from Bajaj Finance Limited as per sanction letter dated July 28, 2015:

| Nature of Facility | Home Loan |
|--------------------|---------------|
| Loan Amount | Rs. 229 Lakhs |
| Rate of Interest | 10.75% p.a. |
| EMI Amount | Rs.2.57 Lakhs |

| | |
|---|---|
| Security | Secured by hypothecation of property situated at Plot No. RCM 1/3, Sector-A, Scheme No. 140, Indore, Madhya Pradesh |
| Tenor | 180 Months |
| Amount Outstanding as on March 31, 2018 | 214.46 Lakhs |

4. Vehicle Loan of Rs. 62 Lakhs from HDFC Bank as per sanction letter dated December 31, 2015:

| Nature of Facility | Car Loan |
|---|--|
| Loan Amount | Rs. 62 Lakhs |
| Rate of Interest | 9.35% p.a. |
| EMI Amount | Rs.1.01 Lakhs |
| Security | Secured against respective vehicle for which loan is taken |
| Tenor | 84 Months from December31,2015 |
| Amount Outstanding as on March 31, 2018 | 47.23 Lakhs |

5. Vehicle Loan of Rs. 10.30 Lakhs from ICICI Bank Limited as per sanction letter dated April 2, 2018:

| Nature of Facility | Car Loan |
|---|---|
| Loan Amount | Rs. 10.30 Lakhs |
| Rate of Interest | 8.60% p.a. |
| EMI Amount | Rs 0.21 Lakhs |
| Security | Secured against vehicle for which loan is taken |
| Tenor | 60 Months |
| Amount Outstanding as on March 31, 2018 | 10.30 Lakhs |

6. Loan of Rs. 375 Lakhs from India Infoline Housing Finance Limited as per sanction letter dated March 14, 2015:

| Nature of Facility | Home Loan |
|---|---|
| Loan Amount | Rs. 375 Lakhs |
| Rate of Interest | 11.00% p.a. |
| EMI Amount | Rs.5.60 Lakhs |
| Security | Pragati Park, Khasra NO. 81-4, Patwari Halka No. 25. Gram Badiya Keema, Indore 452001 |
| Tenor | 120 Months |
| Amount Outstanding as on March 31, 2018 | 308.29Lakhs |

7. Loan of Rs. 121 Lakhs from India Infoline Housing Finance Limited as per sanction letter dated April 1, 2017:

| Nature of Facility | Home Loan |
|--------------------|---|
| Loan Amount | Rs. 121 Lakhs |
| Rate of Interest | 11.50% p.a. |
| EMI Amount | Rs.1.70 Lakhs |
| Security | Pragati Park, Khasra NO. 81-4, Patwari Halka No. 25. Gram Badiya Keema, Indore 452001 |

| | |
|---|--------------|
| Tenor | 120 Months |
| Amount Outstanding as on March 31, 2018 | 115.85 Lakhs |

8. Loan of Rs. 239 Lakhs from India Infoline Housing Finance Limited as per sanction letter dated August 23, 2018:

| Nature of Facility | Home Loan |
|---|--|
| Loan Amount | Rs. 239 Lakhs |
| Rate of Interest | 11.50% p.a. |
| EMI Amount | Rs.3.36 Lakhs |
| Security | Secured by hypothecation of property situated at survey no. 86/7, Patwari Halka No. 19, Jakhya, Indore |
| Tenor | 120 Months from August 05,2017 |
| Amount Outstanding as on March 31, 2018 | 232.00 Lakhs |

9. Loan of Rs. 155 Lakhs from Tata capital housing finance limited:

| Nature of Facility | Home Loan |
|---|---|
| Loan Amount | Rs. 155 Lakhs |
| Rate of Interest | 10.85% p.a. |
| EMI Amount | Rs.1.71 Lakhs |
| Security | Secured by hypothecation of property situated at Flat no. 5, 14 th floor, Imperial Heights, Goregaon west, Mumbai-400104 |
| Tenor | 180 Months |
| Amount Outstanding as on March 31, 2018 | 138.20 Lakhs |

UNSECURED BORROWINGS**A. From Banks/ Financial Institutions**

- 1. Loan of 75 Lakhs from Kotak Mahindra Bank Limited as per sanction letter dated February 28, 2017:**

| Nature of Facility | Home Loan |
|---|---------------|
| Loan Amount | Rs. 75 Lakhs |
| Rate of interest | 15 % p.a. |
| EMI Amount | Rs.2.60 Lakhs |
| Tenor | 36 Months |
| Amount Outstanding as on March 31, 2018 | 54.22 Lakhs |

- 2. Loan of Rs. 45 Lakhs from Bajaj Finance Limited as per sanction letter dated October 26, 2015:**

| Nature of Facility | Home Loan |
|---|-----------------|
| Loan Amount | Rs. 45.00 Lakhs |
| Rate of Interest | 14% p.a. |
| EMI Amount | Rs.1.23 Lakhs |
| Tenor | 48 months |
| Amount Outstanding as on March 31, 2018 | 22.06 Lakhs |

B. From other entities

(Rupees in Lakhs)

| Sr No. | Name of Lender | Amount outstanding as on March 31, 2018 |
|--------|--|---|
| 1. | Premier Clearing Agency Private Limited | 30.79 |
| 2. | Sujata Trade Services private Limited | 12.32 |
| 3. | Procom Logistics Private Limited | 6.80 |
| 4. | H.D. Wires Private Limited | 1.33 |
| 5. | Ganesh Healthcare private Limited | 0.45 |
| 6. | Indrani Investment Consultancy Private Limited | 0.34 |
| 7. | Ayushi Finance Private Limited | 0.28 |
| 8. | Oswal Décor Private Limited | 0.23 |
| 9. | Marvellous reality Private Limited | 0.09 |
| 10. | Samyak International | 0.04 |

SECTION VI- LEGAL AND OTHER INFORMATION

OUTSTANDING LITIGATION AND MATERIAL DEVELOPMENTS

Except, as stated in this section and mentioned elsewhere in this Draft Red Herring Prospectus there are no litigations including, but not limited to suits, criminal proceedings, civil proceedings, actions taken by regulatory or statutory authorities or legal proceedings, including those for economic offences, tax liabilities, show cause notice or legal notices pending against our Company, Directors, Promoters, Subsidiaries, Group Companies or against any other company or person/s whose outcomes could have a material adverse effect on the business, operations or financial position of the Company and there are no proceedings initiated for economic, civil or any other offences (including past cases where penalties may or may not have been awarded and irrespective of whether they are specified under paragraph (a) of Part I of Schedule V of the Companies Act, 2013) other than unclaimed liabilities of our Company, and no disciplinary action has been taken by SEBI or any stock exchange against the Company, Directors, Promoters, Subsidiaries or Promoter Group Company.

Except as disclosed below there are no i) litigation or legal actions, pending or taken, by any Ministry or department of the Government or a statutory authority against our Promoters during the last five years; (ii) direction issued by such Ministry or Department or statutory authority upon conclusion of such litigation or legal action; (iii) pending proceedings initiated against our Company for economic offences; (iv) default and non-payment of statutory dues by our Company; (v) inquiries, inspections or investigations initiated or conducted under the Companies Act, 2013 or any previous companies law in the last five years against our Company and Subsidiaries including fines imposed or compounding of offences done in those five years; or (vi) material frauds committed against our Company in the last five years.

Except as stated below there are no Outstanding Material Dues (as defined below) to creditors; or (ii) outstanding dues to small scale undertakings and other creditors.

Our Board, in its meeting held on July 16, 2018 determined that outstanding dues to creditors in excess of Rs. 10.00 lakhs as per last audited financial statements shall be considered as material dues ("Material Dues").

Pursuant to SEBI ICDR Regulations, all other pending litigations except criminal proceedings, statutory or regulatory actions and taxation matters involving our Company, Promoters, Directors and Group Companies, would be considered 'material' for the purposes of disclosure if the monetary amount of claim by or against the entity or person in any such pending matter exceeds 10.00 lakhs as determined by our Board, in its meeting held on July 16, 2018.

Accordingly, we have disclosed all outstanding litigations involving our Company, Promoters, Directors and Group Companies which are considered to be material. In case of pending civil litigation proceedings wherein the monetary amount involved is not quantifiable, such litigation has been considered 'material' only in the event that the outcome of such litigation has an adverse effect on the operations or performance of our Company.

Unless otherwise stated to the contrary, the information provided is as of the date of this Draft Red Herring Prospectus.

For the purpose of this Chapter **Mr. Ravi Arora, Ms Suman Manon and Mr. Ramesh Garg** is referred as **Director I, Director II and Director III** respectively.

Income Tax Act, 1961 Is Referred As I.T Act.

Mr. Devendra Arora is referred as **Promoter I**

LITIGATIONS INVOLVING OUR COMPANY

LITIGATIONS AGAINST OUR COMPANY

Criminal Litigations

Nil

Civil Proceedings

Nil

Taxation Matters

Nil

Recent Development/Proceeding under Finance Act, 2016 in respect of Income Declaration Scheme, 2016 and The Income Declaration Scheme Rules, 2016

Nil

Proceedings against Our Company for economic offences/securities laws/ or any other law

Nil

Penalties in Last Five Years

Nil

Pending Notices against our Company

Nil

Past Notices to our Company

Nil

Disciplinary Actions taken by SEBI or stock exchanges against Our Company

Nil

Defaults including non-payment or statutory dues to banks or financial institutions

Nil

Details of material frauds against the Company in last five years and action taken by the Companies.

Nil

LITIGATIONS FILED BY OUR COMPANY

Criminal Litigations

Nil

Civil Proceedings

Nil

Taxation Matters

Nil

Recent Development/Proceeding under Finance Act, 2016 in respect of Income Declaration Scheme, 2016 and The Income Declaration Scheme Rules, 2016

Nil

Details of any enquiry, inspection or investigation initiated under Companies Act, 2013 or any previous Company Law

Nil

LITIGATIONS INVOLVING DIRECTOR/S OF OUR COMPANY

LITIGATIONS AGAINST DIRECTOR/S OF OUR COMPANY

Criminal Litigations

Nil

Civil Proceedings

Nil

Taxation Matters

- **Director I**

AY 2010-11

The Income Tax Department's website under the head '*Response to Outstanding Tax Demand*' displays an outstanding demand raised on September 26, 2016 under Section 220(2) and issued notice to Director I under Section 245 of the I.T. Act against the Director I for an outstanding demand amounting to **Rs. 1,26,977/-**. Appeal has been filed for the said demand notice and the matter is currently pending.

AY 2011-12

An assessment order dated February 25, 2014 was issued by the Deputy Commissioner of Income Tax (DCIT) circle 5(I), Indore against Director I for AY 2011-12 along with demand notice under section 156 of the I.T. Act for Rs. 3, 40, 44, 520/- .The aforesaid order also stated that penalty proceedings under section 271 (1) (c) of the I.T. Act shall be initiated separately. The Income Tax Department's website under the head '*Response to Outstanding Tax Demand*' displays an outstanding demand raised on the aforesaid date under Section 143(3)and under Section 245 of the I.T. Act against the Director I for an outstanding demand amounting to **Rs. 1,40,89,272/-**.The matter is currently pending.

AY 2012-13

The Income Tax Department's website under the head '*Response to Outstanding Tax Demand*' displays an outstanding demand raised on March 13, 2015 under Section 143(3) and issued notice to Director I under Section 245 of the I.T. Act against the Director I for an outstanding demand amounting to **Rs. 4,50,900/-**. Appeal has been filed for the said demand notice as per Harish Khandewal and company's application on July 04, 2018 and the matter is currently pending. and the matter is currently pending.

AY 2013-14

The Income Tax Department's website under the head '*Response to Outstanding Tax Demand*' displays an outstanding demand raised on March 30, 2016 under Section 143(3)and issued notice to Director I under Section 245 of the I.T. Act against the Director I for an outstanding demand amounting to **Rs. 6,54,940/-**. Appeal has been filed for the said demand notice as per the CA Harish Khandewal and company's application on July 04, 2018, and the matter is currently pending.

- **Director II**

AY 2012-13

The Income Tax Department's website under the head '*Response to Outstanding Tax Demand*' displays an outstanding demand raised on October 10, 2016 and issue notice to Director II under Section 245 of the I.T. Act against the Director II for an outstanding demand amounting to **Rs. 93,090/-**. Director II has replied to the demand notice on July 15, 2018The matter is currently pending.

- **Director III**

AY 2014-15

The Income Tax Department's website under the head '*Response to Outstanding Tax Demand*' displays an outstanding demand raised on November 18, 2017 under Section 143(3) and issued notice to Director III under Section 245 of the I.T. Act against the Director III for an outstanding demand amounting to **Rs.6,75,812/-**. The matter is currently pending.

Recent Development/Proceeding under Finance Act, 2016 in respect of Income Declaration Scheme, 2016 and The Income Declaration Scheme Rules, 2016

Nil

Past Penalties imposed on our Directors

Nil

Proceedings initiated against our directors for Economic Offences/securities laws/ or any other law

Nil

Directors on list of wilful defaulters of RBI

Nil

LITIGATIONS FILED BY DIRECTOR/S OF OUR COMPANY**Criminal Litigations**

Nil

Civil Proceedings

Nil

Taxation Matters

Nil

Recent Development/Proceeding under Finance Act, 2016 in respect of Income Declaration Scheme, 2016 and The Income Declaration Scheme Rules, 2016

Nil

LITIGATIONS INVOLVING PROMOTER/S OF OUR COMPANY**LITIGATIONS AGAINST OUR PROMOTER/S****Criminal Litigations**

Nil

Civil Proceedings

Nil

Taxation Matters

Nil

Recent Development/Proceeding under Finance Act, 2016 in respect of Income Declaration Scheme, 2016 and The Income Declaration Scheme Rules, 2016

Nil

Past Penalties imposed on our Promoters

Nil

Proceedings initiated against our Promoters for Economic Offences/securities laws/ or any other law

Nil

Litigation /Legal Action pending or taken by Any Ministry or any statutory authority against any Promoter in last five years

Nil

Penalties in Last Five Years

Nil

Litigation /defaults in respect of the companies/Firms/ventures/ with which our promoter was associated in the past.

Nil

Adverse finding against Promoter for violation of Securities laws or any other laws

Nil

LITIGATIONS FILED BY OUR PROMOTER/S

Criminal Litigations

Nil

Civil Proceedings

1. M/s WORLD CLASS SERVICES VERSUS STORE ONE RETAIL INDIA LIMITED (STORE ONE).

The Promoter I of our company vide its sole proprietorship firm M/s World Class Services had issued a notice dated March 25, 2009 to the amalgamated Company of Piramyd Retail Ltd. and India Bulls Retail Services Ltd. known as Store One Retail India Ltd. (hereinafter referred as "Store One") stating that our company had issued earlier demand notices to Store One vide notices dated December 25, 2008 and December 26, 2009 demanding Store one to pay a sum of Rs. 9, 16, 236/- along with interest payable @ 2.5% per month from seven days after submission of the respective invoice till the realization of the amount. In the aforesaid notices Our Company alleged breach of clause 9.1 of the agreement dated August 09, 2007, and consequently an arbitral dispute had arisen between the parties. Consequently, Store One has appointed the sole arbitrator and has filed their statement of claim. The cross examination proceedings of Promoter I of our company and Mr. Vijay Kumar Agarwal Employee of Store One had been conducted before the Hon'ble Arbitrator at Indore on April 21, 2018. The matter is currently pending and the amount of **Rs. 9, 16, 236/-** is yet outstanding.

2. M/s WORLD CLASS SERVICES VERSUS M/S SAHARA PRIME CITY LIMITED.

The Promoter I of our company vide its sole proprietorship firm M/s World Class Services had issued a notice on March 13, 2018 to M/S Sahara Prime City Ltd. for payment of outstanding balance amounts and settlement of various claims in respect of man power and security services provided by Our Company to Sahara Prime City Ltd. at Dewas; Indore; Mandasaur and Ujjain under an agreement with Sahara Prime City Ltd. in the years 2014-15, 2015-16 and 2016-17. Vide the notice Our Company has demanded M/S Sahara Prime City Limited to pay outstanding amount of Rs. 34, 40, 058/- for the services rendered under the manpower and security agreement facility which, Our Company call upon Sahara Prime city Home Premises to appoint an arbitrator as per the terms of the agreement in order to resolve the dispute arisen for the non- payment of the outstanding amount of **Rs. 34, 40,058/-** and to settle various claims which was raised by our

Company. Sahara Prime City Ltd. has not replied to the aforesaid notice and the amount is yet outstanding. Currently the matter is pending.

Taxation Matters

Nil

Recent Development/Proceeding under Finance Act, 2016 in respect of Income Declaration Scheme, 2016 and The Income Declaration Scheme Rules, 2016

Nil

LITIGATIONS INVOLVING OUR GROUP COMPANIES

LITIGATIONS AGAINST OUR GROUP COMPANIES

Criminal Litigations

Nil

Civil Proceedings

Nil

Taxation Matters

Nil

Recent Development/Proceeding under Finance Act, 2016 in respect of Income Declaration Scheme, 2016 and The Income Declaration Scheme Rules, 2016

Nil

Past Penalties imposed on our Group Companies

Nil

Proceedings initiated against our Group Companies for Economic Offences/securities laws/ or any other law

Nil

Litigation /Legal Action pending or taken by Any Ministry or any statutory authority against any Group Companies

Nil

Adverse finding against Group Companies for violation of Securities laws or any other laws

Nil

LITIGATIONS FILED BY OUR GROUP COMPANIES

Criminal Litigations

Nil

Civil Proceedings

Nil

Taxation Matters

Nil

Recent Development/Proceeding under Finance Act, 2016 in respect of Income Declaration Scheme, 2016 and The Income Declaration Scheme Rules, 2016

Nil

LITIGATIONS INVOLVING OUR SUBSIDIARY COMPANIES

AS ON DATE OF THIS DRAFT RED HERRING PROSPECTUS, OUR COMPANY DOES NOT HAVE SUBSIDIARY.OTHER MATTERS

OTHER MATTERS

Nil

DETAILS OF ANY INQUIRY, INSPECTION OR INVESTIGATION INITIATED UNDER PRESENT OR PREVIOUS COMPANIES LAWS IN LAST FIVE YEARS AGAINST THE COMPANY OR ITS SUBSIDIARIES

Nil

OUTSTANDING LITIGATION AGAINST OTHER COMPANIES OR ANY OTHER PERSON WHOSE OUTCOME COULD HAVE AN ADVERSE EFFECT ON OUR COMPANY

Nil

MATERIAL DEVELOPMENTS SINCE THE LAST BALANCE SHEET

Except as mentioned under the chapter — “*Management Discussion and Analysis of Financial Condition and Result of Operation*” on page 190 of this Draft Red Herring Prospectus, there have been no material developments, since the date of the last audited balance sheet.

OUTSTANDING DUES TO SMALL SCALE UNDERTAKINGS OR ANY OTHER CREDITORS

As of March 31, 2018, our Company had 65 creditors, to whom a total amount of Rs. 224.28 lakhs was outstanding. As per the requirements of SEBI ICDR Regulations, our Company, pursuant to a resolution of our Board dated July 16, 2018, considered creditors to whom the amount due exceeds Rs. 224.28 lakhs as per our Company’s restated financials for the purpose of identification of material creditors. Based on the above, the following are the material creditors of our Company.

| Creditors | Amount (Rs. in Lakhs) |
|------------------------------------|------------------------------|
| J R Techno - Chem & Consultants | 48.75 |
| Man and Machine | 41.14 |
| Splash India Private Ltd. | 28.35 |
| Sarthak Fashion | 21.21 |
| Maan Furnishing | 15.80 |
| Nbfc Solutions (Sushil Shrivastav) | 11.42 |
| Swami Enterprises | 10.92 |
| Jyoti Prints | 10.11 |
| Total | 187.69 |

Further, none of our creditors have been identified as micro enterprises and small scale undertakings by our Company based on available information. For complete details about outstanding dues to creditors of our Company, please see the website of our Company www.wcspl.org.

Information provided on the website of our Company is not a part of this Draft Red Herring Prospectus and should not be deemed to be incorporated by reference. Anyone placing reliance on any other source of information, including our Company’s website, www.wcspl.org, would be doing so at their own risk.

GOVERNMENT AND OTHER STATUTORY APPROVALS

Our Company has received the necessary consents, licenses, permissions, registrations and approvals from the Government/ RBI, various Government agencies and other statutory and/ or regulatory authorities required for carrying on our present business activities and except as mentioned under this heading, no further material approvals are required for carrying on our present business activities. Our Company undertakes to obtain all material approvals and licenses and permissions required to operate our present business activities. Unless otherwise stated, these approvals or licenses are valid as of the date of this Draft Red Herring Prospectus and in case of licenses and approvals which have expired; we have either made an application for renewal or are in the process of making an application for renewal. In order to operate our business **of providing corporate solutions for various functions not limited to Housekeeping, Security, Payroll Management and technical services**, we require various approvals and/ or licenses under various laws, rules and regulations. For further details in connection with the applicable regulatory and legal framework, please refer to the chapter titled “*Key Industry Regulations and Policies*” on page 147 of this Draft Red Herring Prospectus.

The Company has its business located at:

Registered Office:

Regus Times Square, Unit - 1 Label 2 B Wing, Andheri Kurla Road, Andheri (East) Mumbai 400069, Maharashtra, India.

Corporate Office:

380 Goyal Nagar, Near Bank of Baroda, Bangali Square, Indore – 452001, Madhya Pradesh, India

Branch Offices:

1. 59 - Zone II, Hindustan Chamber, MP Nagar, Bhopal - 462011, Madhya Pradesh, India;
2. RZA, 97C, I Floor, Road No. 4, Street No. 9, Mahipalpur Extn. New Delhi, 110037. India

Guest House:

1. 1007, Khatiwala Tank, Indore – 452001, Madhya Pradesh, India; and
2. Pragati Park, Plot No. 14, Badiyakeema, Indore – 452001, Madhya Pradesh. India

Training Centre's:

1. Dani Charity Trust, Gram Nayta Mundla, By Pass Road, Indore- 452001Madhya Pradesh, India;
2. Pragati Nagar, Near Sarvodya Colony, Civil Line, Khandwa -450001Madhya Pradesh, India; and
3. 26 Rukmini Nagar, Indore – 452001, Madhya Pradesh, India

The objects clause of the Memorandum of Association enables our Company to undertake its present business activities. The approvals required to be obtained by our Company include the following:

APPROVALS FOR THE ISSUE

Corporate Approvals:

1. The Board of Directors have, pursuant to Section 62(1)(c) of the Companies Act 2013, by a resolution passed at its meeting held on June 23, 2018, authorized the Issue, subject to the approval of the shareholders and such other authorities as may be necessary.
2. The shareholders of the Company have, pursuant to Section 62(1)(c) of the Companies Act 2013, by a special resolution passed in the Extra-Ordinary General Meeting/Annual General Meeting held on June 25, 2018 authorized the Issue.

In- principle approval from the Stock Exchange:

We have received in-principle approval from the National Stock Exchange of India Limited for the listing of our Equity Shares pursuant to letter dated [●] bearing reference no. [●].

Agreements with NSDL and CDSL

1. The Company has entered into an agreement dated [●] with the Central Depository Services (India) Limited (“**CDSL**”) and the Registrar and Transfer Agent, who in this case is, [●] for the dematerialization of its shares.
2. Similarly, the Company has also entered into an agreement dated [●] with the National Securities Depository Limited (“**NSDL**”) and the Registrar and Transfer Agent, who in this case is [●] for the dematerialization of its shares.
3. The Company's International Securities Identification Number (“ISIN”) is [●].

INCORPORATION AND OTHER DETAILS

1. The Certificate of Incorporation dated September 26, 2011, issued by the Registrar of Companies, Maharashtra- Mumbai, in the name of “**WORLD CLASS SERVICES PRIVATE LIMITED**”.
2. Fresh Certificate of Incorporation Consequent upon Conversion from Private Company to Public company issued on June 06, 2018 by the Registrar of Companies, Mumbai in the name of “**WORLD CLASS SERVICE LIMITED**”.
3. The Corporate Identification Number (CIN) of the Company is U74999MH2011PLC222374.

APPROVALS/LICENSES RELATED TO OUR BUSINESS ACTIVITIES

We require various approvals and/ or licenses under various rules and regulations to conduct our business. Some of the material approvals required by us to undertake our business activities are set out below:

| Sr. No. | Description | Authority | Registration No./ Reference No./ License No. | Date of Issue | Date of Expiry |
|----------------|--|--|---|----------------------|-----------------------|
| 1. | License to engage in the business of State Industrial Security Force SISF & Private Security Agency for Guest House I | Special D.G of. Police, State Industrial Security Force (SISF) and Private Security Agencies Bhopal. Madhya Pradesh Government. | 305 | November 08, 2016 | March 31, 2021 |
| 2. | Licence to engage in the business of Private Security Agency for Guest House I | Director General of Police, Controlling Authority, Government of Tamil Nadu. | 948/2017 | September 08, 2017 | September 07, 2022 |

| | | | | | |
|----|---|---|-----------------------------|---|-------------------|
| | (under Private Security Agencies (Regulation) Act, 2005 of the Rule 8,9(1) of Tamil Nadu Private Securities Agencies Rules, 2008 | | | | |
| 3. | Registration Certificate of Establishment for Corporate office (under Rule 3 (3) of sub – section 3 of section 6 under Madhya Pradesh Shops and Establishments Act, 1958) | Inspector, Shops and establishment Act, Indore Division Indore under the Act, 1958. | C/563513 | July 28, 2017 | December 31, 2021 |
| 4. | Registration Certificate of Establishment for Branch 2 (under Delhi Shops & Establishment Act, 1954) | Department of Labour, Government of National Capital Territory of Delhi | Registration No. 2015017278 | April 02, 2015 | NA |
| 5. | Udyog Aadhar Memorandum for Corporate Office | Ministry of Micro, Small and Medium Enterprises, Government of India | MP23E0003895 | Date of Commencement:- September 01, 2011 Date of Filing:- August 09, 2016 | NA |

TAX RELATED APPROVALS/LICENSES/REGISTRATIONS

| Sr. No. | Authorisation granted | Issuing Authority | Registration No./Reference No./License No. | Date of Issue | Validity |
|---------|---|---|--|---|-----------|
| 1. | Permanent Account Number (PAN) | Income Tax Department, Government of India | AABCW1647D | September 26, 2011 | Perpetual |
| 2. | Tax Deduction Account Number (TAN) | Income Tax Department through National Securities Depository Limited (NSDL), Ministry of Finance, Government of India | MUMW04218E | Not Traceable | Perpetual |
| 3. | Goods and Service Tax Certificate for Provisional Registration for Corporate Office | Government of Madhya Pradesh and Government of India | 23AABCW1647D1ZQ | June 26, 2017 | NA |
| 4. | Goods and Service Tax Certificate of Registration for Branch 2 | Sales Tax Officer Class II, Government of India | 07AABCW1647D1ZK | March 19, 2018 Date of Liability: October 31, 2017 Date of Validity: October 31, 2017 | NA |
| 5 | Goods and Service Tax Identification Number Certificate of Registration for Registered Office | State Tax Officer, Government of India | 27AABCW1647D1ZI | November 08, 2017 Date of Liability: October 31, 2017 Date of Validity: November 08, 2017 | NA |
| 6. | Certificate of Registration of | Central Board of Excise and | AABCW1647DSD001 | Original Issue Date: | NA |

| Sr. No. | Authorisation granted | Issuing Authority | Registration No./Reference No./License No. | Date of Issue | Validity |
|---------|---|---|--|---|------------------------------------|
| | Service Tax for Corporate Office (under Chapter V of the Finance Act, 1994 read with the Service Tax Rules, 1994) | Customs, Ministry of Finance, Department of Revenue | | September 07, 2012 Last Amended Date: April 25, 2017 | |
| 7. | Certificate of Registration of Central Sales Tax for Corporate Office (under Rule 7(1) 7(25) 5(1) of Central Sales Tax Act, 1956 (Registration and Turnover) Rules, 1957) | Assistant Commercial Tax Officer, Commercial Tax Department, Indore Circle – 9, Government of Madhya Pradesh. | Registration No. 23939095496 | January 01, 2014 | November 20, 2016 [Expired] |
| 8. | Professional Tax Registration Certificate (PTEC) for Corporate Office (under Madhya Pradesh Vritti Kar Adhiniyam, 1995) | Professional Tax Officer, Government of Madhya Pradesh | Registration No. 79839003973 | May 23, 2013 | NA |
| 9. | Professional Tax Registration Certificate (PTRC) for Corporate Office (under Madhya Pradesh Vritti Kar Adhiniyam, 1995) | Professional Tax Officer, Government of Madhya Pradesh | Registration No. 78369028983 | May 23, 2013 | NA |

LABOUR RELATED APPROVALS/REGISTRATIONS

| Sr. No. | Description | Authority | Registration No./Reference No./License No. | Date of Issue | Date of Expiry | |
|----------------|---|--|---|----------------------|-----------------------|--|
| 1. | Employees Provident Fund Registration for Guest House I (under Employees' Provident Funds and Miscellaneous Provisions Act, 1952) | Employees Provident Fund Organisation, Ministry of Labour, Government of India | No. /MP. /28048 | May 23, 2012 | NA | |
| 2. | Registration for Employees State Insurance for Guest House I (under Employees State Insurance Act, 1948) | Employees State Insurance Corporation | 1800-0192-400-001-099 | September 07, 2012 | NA | |
| 3. | License for Contract Labour - Housekeeping Service for Corporate Office (under Section 12(1) of the Contract Labour (Regulations and Abolition) Act, 1970 under Rule 25(1) of the Contract Labour | Licensing Officer, Indore, Government of Madhya Pradesh. | 8617 | January 04, 2018 | December 31, 2018 | |

| | | | | | | |
|----|---|---|-------------------------|----------------|------------------------------------|--|
| | (Regulations and Abolition) Madhya Pradesh Rules, 1973. | | | | | |
| 4. | <p>License for Contract Labour - Housekeeping Services for Corporate Office.</p> <p>(under Section 12 (1) of the Contract Labour (Regulations and Abolition) Act, 1970, under Rule 25(1) of the Contract Labour (Regulations and Abolition) Madhya Pradesh rules, 1973.)</p> | Assistant Labour Commission, Ahmedabad, Government of India | ALC/ADI/46(166)/2016 | July 14, 2016 | July 13, 2017 [Expired] | |
| 5. | <p>License for Contract Labour for Corporate Office</p> <p>(under Section 12(1) of the Contract Labour (Regulations and Abolition) Act, 1970, under Rule 25(1) of the Contract Labour (Regulations and Abolition) West Bengal Rules, 1972</p> | Licensing Officer, Office of Licensing Authority, Government of West Bengal | BST/CON/L-1867/ALC/2015 | March 07, 2017 | March 06, 2018 [Expired] | |

| | | | | | | |
|----|---|--|--------------------|---|---------------------------------------|--|
| 6. | License for Contract Labour for Corporate Office (under Section 12(1) of the Contract Labour (Regulations and Abolition) Act, 1970.) | Licensing Officer, Office of Assistant Labour Commissioner, Government of India, Karnal, Haryana | 46(L-486)/2014/ALK | November 23, 2017 | November 23, 2018. | |
| 7. | License for Contract Labour - Housekeeping Services for Branch 2 (under the Contract Labour (Regulations and Abolition) Act, 1970) | Licensing Officer, Office of Licensing Authority, Government of NCT Delhi. | CLA/C/42/SW/2015 | October 28, 2015 Date of Renewal:- July 1, 2016 Date of Renewal:- July 07, 2017 | June 30, 2018 [Expired] | |
| 8. | License for Contract Labour - outsourcing Man Power Services for Corporate Office (under Section 12(1) of the Contract Labour (Regulations and Abolition) Act, 1970, under Rule 25(1) of the Contract Labour (Regulations and Abolition) Madhya | Licensing Officer, Indore Government of Madhya Pradesh | 7893 | January 04, 2018 | December 31, 2018 | |

| | | | | | | |
|----|---|---|---------------------|----------------|-------------------|--|
| | Pradesh rules, 1973.) | | | | | |
| 9. | License for Contract Labour - Security Services for Corporate Office (under Section 12(1) of the Contract Labour (Regulations and Abolition) Act, 1970, under Rule 25(1) of the Contract Labour (Regulations and Abolition) Tamil Nadu rules, 1975. | License Officer, Inspector of Labour of Kanchipuram Government of Tamil Nadu | License No: 3349/17 | March 22, 2018 | December 31, 2018 | |

ENVIRONMENT RELATED LICENSES /APPROVALS/ REGISTRATIONS




N.A

OTHER BUSINESS RELATED APPROVALS

N.A

INTELLECTUAL PROPERTY RELATED APPROVALS/REGISTRATIONS

TRADEMARKS

| Sr. No. | Trademark | Trade mark Type | Class | Applicant | Applicati on No. | Date of Applicati on | Validity / Renewa l | Registrat ion status |
|---------|---|-----------------|-------|-------------------------------|------------------|----------------------|---------------------|----------------------|
| 1. |  | DEVICE | 35 | World Class Services (P) Ltd. | 3836788 | May 18, 2018 | NA | Objected |
| 2. |  | DEVICE | 37 | World Class Services (P) Ltd. | 3836789 | May 18, 2018 | NA | Objected |
| 3. |  | DEVICE | 45 | World Class Services (P) Ltd. | 3836790 | May 18, 2018 | NA | Objected |

Company has confirmed that no other applications have been made by the Company nor has it registered any type of intellectual property including trademarks/copyrights/patents etc.

PENDING APPROVALS:

1. Application for change of name from “**World Class Service Private Limited**” to “**World Class Service Limited**” of all the above-mentioned approvals in not made by the Company;
2. The Company has not made an application for change of address for PTEC and PTRC for the corporate office.
3. In the above-mentioned table of Intellectual Property Related Approvals/Registrations our Company has applied for registration of trademark “**World Class Service Pvt. Ltd.**” (Label) which is currently pending before the trademark registry. Before or after registration the Company will have to apply for change of registered user.

MATERIAL LICENSES / APPROVALS FOR WHICH THE COMPANY IS YET TO APPLY

1. The Company is yet to apply for renewal of License for Housekeeping Services of the Contract Labour which was issued by Assistant Labour Commission, Ahmedabad has been expired on July 13, 2017;
2. The Company is yet to apply for renewal of Licenses for Contract Labour:
 - i) under section 12(1) of the Contract Labour (Regulations and Abolition) Act, 1970, under rule 25(1) of the Contract Labour (Regulations and Abolition) West Bengal rules, 1972 which was issued by Licensing Officer, Office of Licensing Authority has been expired on March 06, 2018;
 - ii) under section 12(1) of the Contract Labour (Regulations and Abolition) Act, 1970 which was issued by Licensing Officer, Office of Licensing Authority, Government of NCT Delhi which has expired on June 30 2018;
3. The Company has not applied for renewal of Certificate of Registration Central Sales Tax and Value Added Tax which was issued by Assistant Commercial Tax Officer, Commercial Tax Department, and Government of Madhya Pradesh has been expired on November 20, 2016. As it is important to

note that VAT and CST are now replaced by GST and the Company has duly obtained the GST Certificate.

4. The Company has not provided any Certificate of Registration (under Madhya Pradesh Value Added Tax Act, 2002). However, the same is replaced by GST and the Company has duly obtained GST Certificate.
5. The Company had branches in the state of Karnataka, Maharashtra and West Bengal. However, the same is closed. Our Company will have to make an application to the relevant government departments informing closure of such branch and cancellation of relevant certificate.”

OTHER REGULATORY AND STATUTORY DISCLOSURES

AUTHORITY FOR THE ISSUE

The Issue has been authorized by the Board of Directors of our Company vide a resolution passed at its meeting held on dated June 23, 2018 and by the shareholders of our Company vide a special resolution passed pursuant to Section 62(1)(c) of the Companies Act, 2013 passed at the Extra Ordinary General Meeting of our Company held on June 25, 2018 at the Corporate office of our Company.

Our Company is considering a Pre-IPO placement of up to 3,60,000 Equity Shares and/or aggregating up to Rs.288.00 Lakhs with certain investors ("Pre-IPO Placement"). The Pre-IPO Placement is at the discretion of our Company and at a price to be decided by our Company. Our Company will complete the issuance and allotment of Equity Shares, if any, prior to the filing of the red herring prospectus with the RoC. If the Pre-IPO Placement is completed, then the number of Equity Shares issued pursuant to the Pre-IPO Placement will be reduced from the Fresh Issue, subject to a minimum issue size of 25% of the post issue paid up equity share capital being issued to the public. The Equity Shares allotted under the Pre-IPO Placement, if completed, shall be subject to a lock-in period of one(1) year from the date of Allotment pursuant to the Issue.

Our Company has obtained approval from NSE EMERGE vide letter dated [●] to use the name of National Stock Exchange of India Limited in this Draft Red Herring Prospectus for listing of equity shares on the EMERGE Platform of National Stock Exchange of India Limited. National Stock Exchange of India Limited is the Designated Stock Exchange.

PROHIBITION BY SEBI, RBI OR OTHER GOVERNMENTAL AUTHORITIES

Our Company, our Promoter or the relatives (as defined under the Companies Act) of our Promoter, our Directors, our Promoter Group, have not been prohibited from accessing or operating in capital markets under any order or direction passed by SEBI or any other regulatory or Governmental Authority.

The companies with which our Promoter, our Promoter Group our Directors or persons in control of our Company are / were associated as promoter, directors or persons in control have not been prohibited from accessing or operating in capital markets under any order or direction passed by SEBI or any other regulatory or Governmental Authority.

None of our Directors are in any manner associated with the securities market. There has been no action taken by SEBI against any of our Directors or any entity our Directors are associated with as directors.

PROHIBITION BY RBI

Neither our Company, nor our Promoter, or the relatives (as defined under the Companies Act) of our Promoters, our Directors have been identified as wilful defaulters by the RBI or any other governmental authority. There are no violations of securities laws committed by them in the past or no proceedings thereof are pending against them.

ELIGIBILITY FOR THIS ISSUE

Our Company is eligible for the Issue in accordance with regulation 106M (2) and other provisions of chapter XB of the SEBI (ICDR) Regulations as the post issue face value capital exceeds Rs. 1,000 lakhs but does not exceed Rs 2,500 lakhs. Our Company also complies with the eligibility conditions laid by the EMERGE Platform of National Stock Exchange of India Limited for listing of our Equity Shares.

We confirm that:

1. In accordance with regulation 106(P) of the SEBI (ICDR) Regulations, this issue will be hundred percent underwritten and that the BRLM will underwrite at least 15 per cent of the total Issue size. For further details pertaining to underwriting please refer to chapter titled "General Information" beginning on page 72 of this Draft Red Herring Prospectus.
2. In accordance with Regulation 106(R) of the SEBI (ICDR) Regulations, we shall ensure that the total number of proposed allottees in the issue is greater than or equal to fifty, otherwise, the entire application money will be refunded forthwith. If such money is not repaid within eight days from the

date our company becomes liable to repay it, then our company and every officer in default shall, on and from expiry of eight days, be liable to repay such application money, with interest as prescribed under section 40 of the Companies Act, 2013.

3. In accordance with Regulation 106(O) the SEBI (ICDR) Regulations, we have not filed any Issue Document with SEBI nor has SEBI issued any observations on our Offer Document. Also, we shall ensure that our Book Running Lead Manager submits the copy of Red Herring Prospectus along with a Due Diligence Certificate including additional confirmations as required to SEBI at the time of filing the Red herring Prospectus with Stock Exchange and the Registrar of Companies.
4. In accordance with Regulation 106(V) of the SEBI ICDR Regulations, the BRLM will ensure compulsory market making for a minimum period of three years from the date of listing of Equity Shares offered in the issue. For further details of the market making arrangement see chapter titled "General Information" beginning on page 72 of this Draft Red Herring Prospectus.
5. The Company has track record of 3 Years and positive cash accruals (earnings before depreciation and tax) from operations for at least 2 financial years preceding the application.
6. Net-worth of the company is positive.
7. The Company has not been referred to Board for Industrial and Financial Reconstruction.
8. No petition for winding up is admitted by a court or a liquidator has not been appointed of competent jurisdiction against the Company.
9. No material regulatory or disciplinary action has been taken by any stock exchange or regulatory authority in the past three years against the Company.
10. The Company has a website: www.wcspl.org
11. There is no material regulatory or disciplinary action taken by a stock exchange or regulatory authority in the past one year in respect of promoters/promoting company(ies), group companies, companies promoted by the promoters/promoting companies of the Company.
12. There is no default in payment of interest and/or principal to the debenture/bond/fixed deposit holders, banks, FIs by the Company, promoters/promoting company(ies), group companies, companies promoted by the promoters/promoting company(ies) during the past three years

We further confirm that we shall be complying with all the other requirements as laid down for such an issue under Chapter XB of SEBI (ICDR) Regulations and subsequent circulars and guidelines issued by SEBI and the Stock Exchange.

As per Regulation 106(M)(3) of SEBI (ICDR) Regulations, 2009, the provisions of Regulations 6(1), 6(2), 6(3), Regulation 7, Regulation 8, Regulation 9, Regulation 10, Regulation 25, Regulation 26, Regulation 27 and Sub regulation (1) of Regulation 49 of SEBI (ICDR) Regulations, 2009 shall not apply to us in this issue.

DISCLAIMER CLAUSE OF SEBI

IT IS TO BE DISTINCTLY UNDERSTOOD THAT SUBMISSION OF THE OFFER DOCUMENT TO SECURITIES AND EXCHANGE BOARD OF INDIA SHOULD NOT, IN ANY WAY, BE DEEMED OR CONSTRUED TO MEAN THAT THE SAME HAS BEEN CLEARED OR APPROVED BY SEBI. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR THE FINANCIAL SOUNDNESS OF ANY SCHEME OR THE PROJECT FOR WHICH THIS ISSUE IS PROPOSED TO BE MADE OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THE OFFER DOCUMENT. THE BOOK RUNNING LEAD MANAGER, PANTOMATH CAPITAL ADVISORS PRIVATE LIMITED HAS CERTIFIED THAT THE DISCLOSURES MADE IN THE OFFER DOCUMENT ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE SEBI (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009, IN FORCE FOR THE TIME BEING. THIS REQUIREMENT IS TO FACILITATE INVESTORS TO TAKE AN INFORMED DECISION FOR MAKING AN INVESTMENT IN THE PROPOSED 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 THIS DRAFT RED HERRING PROSPECTUS, THE BOOK RUNNING LEAD MANAGER, PANTOMATH CAPITAL ADVISORS PRIVATE LIMITED, IS EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT THE COMPANY DISCHARGES ITS RESPONSIBILITY ADEQUATELY IN THIS BEHALF AND TOWARDS THIS PURPOSE, THE BOOK RUNNING LEAD MANAGER, PANTOMATH CAPITAL ADVISORS PRIVATE LIMITED, HAS FURNISHED TO STOCK EXCHANGE A DUE DILIGENCE CERTIFICATE AND WHICH SHALL ALSO BE SUBMITTED TO SECURITIES AND EXCHANGE BOARD OF INDIA AFTER REGISTERING THE RED HERRING PROSPECTUS WITH ROC AND BEFORE OPENING OF THE ISSUE.

“WE, THE UNDER NOTED 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, CIVIL LITIGATIONS, DISPUTES WITH COLLABORATORS, CRIMINAL LITIGATIONS ETC. AND OTHER MATERIAL IN CONNECTION WITH THE FINALISATION OF THE DRAFT RED HERRING PROSPECTUS PERTAINING TO THE SAID ISSUE;**
- 2. ON THE BASIS OF SUCH EXAMINATION AND THE DISCUSSIONS WITH THE ISSUER, ITS DIRECTORS AND OTHER OFFICERS, OTHER AGENCIES, AND INDEPENDENT VERIFICATION OF THE STATEMENTS CONCERNING THE OBJECTS OF THE ISSUE, PRICE JUSTIFICATION AND THE CONTENTS OF THE DOCUMENTS AND OTHER PAPERS FURNISHED BY THE ISSUER, WE CONFIRM THAT:**
 - A. THE DRAFT RED HERRING PROSPECTUS FILED WITH THE EXCHANGE 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 BOARD, THE CENTRAL GOVERNMENT AND ANY OTHER COMPETENT AUTHORITY IN THIS BEHALF HAVE BEEN DULY COMPLIED WITH; AND**
 - C. THE DISCLOSURES MADE IN THE DRAFT 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, APPLICABLE PROVISIONS OF THE COMPANIES ACT, 2013, THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009 AND OTHER APPLICABLE LEGAL REQUIREMENTS.**
- 3. WE CONFIRM THAT BESIDES OURSELVES, ALL THE INTERMEDIARIES NAMED IN THE DRAFT RED HERRING PROSPECTUS ARE REGISTERED WITH THE BOARD AND THAT TILL DATE SUCH REGISTRATION IS VALID.**
- 4. WE HAVE SATISFIED OURSELVES ABOUT THE CAPABILITY OF THE UNDERWRITERS TO FULFILL THEIR UNDERWRITING COMMITMENTS – NOTED FOR COMPLIANCE**
- 5. WE CERTIFY THAT WRITTEN CONSENTS FROM PROMOTERS HAVE BEEN OBTAINED FOR INCLUSION OF THEIR SPECIFIED SECURITIES AS PART OF PROMOTERS’ CONTRIBUTION SUBJECT TO LOCK-IN AND THE SPECIFIED SECURITIES PROPOSED TO FORM PART OF PROMOTERS’ CONTRIBUTION SUBJECT TO LOCK-IN SHALL NOT BE DISPOSED / SOLD / TRANSFERRED BY THE PROMOTERS DURING THE PERIOD STARTING FROM THE DATE OF FILING THE**

DRAFT RED HERRING PROSPECTUS WITH THE BOARD TILL THE DATE OF COMMENCEMENT OF LOCK-IN PERIOD AS STATED IN THE DRAFT RED HERRING PROSPECTUS. - NOTED FOR COMPLIANCE

- 6. WE CERTIFY THAT REGULATION 33 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009, WHICH RELATES TO SPECIFIED SECURITIES INELIGIBLE FOR COMPUTATION OF PROMOTERS' CONTRIBUTION, HAS BEEN DULY COMPLIED WITH AND APPROPRIATE DISCLOSURES AS TO COMPLIANCE WITH THE SAID REGULATION HAVE BEEN MADE IN THE DRAFT RED HERRING PROSPECTUS. – COMPLIED WITH AND NOTED FOR COMPLIANCE**
- 7. WE UNDERTAKE THAT SUB-REGULATION (4) OF REGULATION 32 AND CLAUSE (C) AND (D) OF SUB-REGULATION (2) OF REGULATION 8 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009 SHALL BE COMPLIED WITH. WE CONFIRM THAT ARRANGEMENTS HAVE BEEN MADE TO ENSURE THAT PROMOTERS' CONTRIBUTION SHALL BE RECEIVED AT LEAST ONE DAY BEFORE THE OPENING OF THE ISSUE. WE UNDERTAKE THAT AUDITORS' CERTIFICATE TO THIS EFFECT SHALL BE DULY SUBMITTED TO THE BOARD. WE FURTHER CONFIRM THAT ARRANGEMENTS HAVE BEEN MADE TO ENSURE THAT PROMOTERS' CONTRIBUTION SHALL BE KEPT IN AN ESCROW ACCOUNT WITH A SCHEDULED COMMERCIAL BANK AND SHALL BE RELEASED TO THE ISSUER ALONG WITH THE PROCEEDS OF THE PUBLIC ISSUE. – NOT APPLICABLE**
- 8. WE CERTIFY THAT THE PROPOSED ACTIVITIES OF THE COMPANY FOR WHICH THE FUNDS ARE BEING RAISED IN THE PRESENT ISSUE FALL WITHIN THE 'MAIN OBJECTS' LISTED IN THE OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION OR OTHER CHARTER OF THE ISSUER AND THAT THE ACTIVITIES WHICH HAVE BEEN CARRIED OUT UNTIL NOW ARE VALID IN TERMS OF THE OBJECT CLAUSE OF ITS MEMORANDUM OF ASSOCIATION. – COMPLIED WITH TO THE EXTENT APPLICABLE.**
- 9. WE CONFIRM THAT NECESSARY ARRANGEMENTS HAVE BEEN MADE TO ENSURE THAT THE MONEYS RECEIVED PURSUANT TO THE ISSUE ARE KEPT IN A SEPARATE BANK ACCOUNT AS PER THE PROVISIONS OF SUB-SECTION (3) OF SECTION 40 OF THE COMPANIES ACT, 2013 AND THAT SUCH MONEYS SHALL BE RELEASED BY THE SAID BANK ONLY AFTER PERMISSION IS OBTAINED FROM ALL THE STOCK EXCHANGES MENTIONED IN THE DRAFT RED HERRING PROSPECTUS. WE FURTHER CONFIRM THAT THE AGREEMENT ENTERED INTO BETWEEN THE BANKERS TO THE ISSUE AND THE COMPANY SPECIFICALLY CONTAINS THIS CONDITION – NOTED FOR COMPLIANCE.**
- 10. WE CERTIFY THAT A DISCLOSURE HAS BEEN MADE IN THE DRAFT RED HERRING PROSPECTUS THAT THE INVESTORS SHALL BE GIVEN AN OPTION TO GET THE SHARES IN DEMAT OR PHYSICAL MODE.- NOT APPLICABLE, AS IN TERMS OF THE PROVISIONS OF SECTION 29 OF THE COMPANIES ACT, 2013, THE SHARES ISSUED IN THE PUBLIC ISSUE SHALL BE IN DEMAT FORM ONLY.**
- 11. WE CERTIFY THAT ALL THE APPLICABLE DISCLOSURES MANDATED IN THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009 HAVE BEEN MADE IN ADDITION TO DISCLOSURES WHICH, IN OUR VIEW, ARE FAIR AND ADEQUATE TO ENABLE THE INVESTOR TO MAKE A WELL INFORMED DECISION.**
- 12. WE CERTIFY THAT THE FOLLOWING DISCLOSURES HAVE BEEN MADE IN THE DRAFT RED HERRING PROSPECTUS:**
 - A. AN UNDERTAKING FROM THE ISSUER THAT AT ANY GIVEN TIME, THERE**

SHALL BE ONLY ONE DENOMINATION FOR THE EQUITY SHARES OF THE ISSUER AND

B. AN UNDERTAKING FROM THE ISSUER THAT IT SHALL COMPLY WITH SUCH DISCLOSURE AND ACCOUNTING NORMS SPECIFIED BY THE BOARD FROM TIME TO TIME.

13.WE UNDERTAKE TO COMPLY WITH THE REGULATIONS PERTAINING TO ADVERTISEMENT IN TERMS OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009 WHILE MAKING THE ISSUE. – NOTED FOR COMPLIANCE

14.WE ENCLOSE A NOTE EXPLAINING HOW THE PROCESS OF DUE DILIGENCE THAT HAS BEEN EXERCISED BY US IN VIEW OF THE NATURE OF CURRENT BUSINESS BACKGROUND OF THE ISSUER, SITUATION AT WHICH THE PROPOSED BUSINESS STANDS, THE RISK FACTORS, PROMOTERS EXPERIENCE, ETC.

15.WE ENCLOSE A CHECKLIST CONFIRMING REGULATION-WISE COMPLIANCE WITH THE APPLICABLE PROVISIONS OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009, CONTAINING DETAILS SUCH AS THE REGULATION NUMBER, ITS TEXT, THE STATUS OF COMPLIANCE, PAGE NUMBER OF THE DRAFT RED HERRING PROSPECTUS WHERE THE REGULATION HAS BEEN COMPLIED WITH AND OUR COMMENTS, IF ANY (CHECKLIST ENCLOSED)- NOTED FOR COMPLIANCE

16.WE ENCLOSE STATEMENT ON ‘PRICE INFORMATION OF PAST ISSUES HANDLED BY MERCHANT BANKER’ AS PER FORMAT SPECIFIED BY THE BOARD (SEBI) THROUGH CIRCULAR – DETAILS ARE ENCLOSED IN “ANNEXURE A”

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 REPORTED IN ACCORDANCE WITH ACCOUNTING STANDARD 18 IN THE FINANCIAL STATEMENTS OF THE COMPANY INCLUDED IN THE DRAFT RED HERRING PROSPECTUS

ADDITIONAL CONFIRMATIONS/ CERTIFICATION TO BE GIVEN BY MERCHANT BANKER IN DUE DILIGENCE CERTIFICATE TO BE GIVEN ALONG WITH OFFER DOCUMENT REGARDING SME EXCHANGE

(1) “WE CONFIRM THAT NONE OF THE INTERMEDIARIES NAMED IN THE DRAFT RED HERRING PROSPECTUS HAVE BEEN DEBARRED FROM FUNCTIONING BY ANY REGULATORY AUTHORITY.

(2) WE CONFIRM THAT ALL THE MATERIAL DISCLOSURES IN RESPECT OF THE ISSUER HAVE BEEN MADE IN DRAFT RED HERRING PROSPECTUS AND CERTIFY THAT ANY MATERIAL DEVELOPMENT IN THE COMPANY OR RELATING TO THE ISSUE UP TO THE COMMENCEMENT OF LISTING AND TRADING OF THE SPECIFIED SECURITIES ISSUED THROUGH THIS ISSUE SHALL BE INFORMED THROUGH PUBLIC NOTICES / ADVERTISEMENTS IN ALL THOSE NEWSPAPERS IN WHICH PRE- ISSUE ADVERTISEMENT AND ADVERTISEMENT FOR OPENING OR CLOSURE OF THE ISSUE HAVE BEEN GIVEN. – NOTED FOR COMPLIANCE.

(3) WE CONFIRM THAT THE ABRIDGED PROSPECTUS CONTAINS ALL THE DISCLOSURES AS SPECIFIED IN THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009. - NOTED FOR COMPLIANCE

(4) WE CONFIRM THAT AGREEMENTS HAVE BEEN ENTERED INTO WITH THE DEPOSITORIES FOR DEMATERIALISATION OF THE EQUITY SHARES OF THE ISSUER.

- (5) WE CERTIFY THAT AS PER THE REQUIREMENTS OF FIRST PROVISIO TO SUB-REGULATION (4) OF REGULATION 32 OF SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009; CASH FLOW STATEMENT HAS BEEN PREPARED AND DISCLOSED IN THE DRAFT RED HERRING PROSPECTUS.
- (6) WE CONFIRM THAT UNDERWRITING ARRANGEMENTS AND MARKET MAKING ARRANGEMENTS AS PER REQUIREMENTS OF REGULATION 106P AND 106V OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009 HAVE BEEN MADE – NOTED FOR COMPLIANCE.

Note:

The filing of this Draft Red Herring Prospectus does not, however, absolve our Company from any liabilities under Section 34 and 36 of the Companies Act, 2013 or from the requirement of obtaining such statutory and other clearances as may be required for the purpose of the proposed Issue. SEBI further reserves the right to take up at any point of time, with the Book Running Lead Manager any irregularities or lapses in this Draft Red Herring Prospectus.

All legal requirements pertaining to the Issue will be complied with at the time of registration of the Draft Red Herring Prospectus with the Registrar of Companies, Mumbai, Maharashtra, in terms of Section 26 and 32 of the Companies Act, 2013.

DISCLAIMER STATEMENT FROM OUR COMPANY AND THE BOOK RUNNING LEAD MANAGER

Our Company, our Directors and the Book Running Lead Manager accept no responsibility for statements made otherwise than in this Draft Red Herring Prospectus or in– the advertisements or any other material issued by or at instance of our Company and anyone placing reliance on any other source of information, including our website, www.wcspl.org would be doing so at his or her own risk.

Caution

The Book Running Lead Manager accepts no responsibility, save to the limited extent as provided in the Agreement for Issue management entered into among the Book Running Lead Manager and our Company dated July 16, 2018 the Underwriting Agreement dated [●], entered into among the Underwriter and our Company and the Market Making Agreement dated [●] entered into among the Market Maker(s), Book Running Lead Manager and our Company.

Our Company, and the Book Running Lead Manager shall make all information available to the public and investors at large and no selective or additional information would be available for a section of the investors in any manner whatsoever including at road show presentations, in research or sales reports or at collection centres, *etc.*

The Book Running Lead Manager and its associates and affiliates may engage in transactions with and perform services for, our Company and associates of our Company, in the ordinary course of business and may in future engage in the provision of services for which they may in future receive compensation. Pantomath Capital Advisors Private Limited is not ‘associate’ of the Company and is eligible as Book Running Lead Manager to this Issue, under the SEBI (Merchant Bankers) Regulations, 1992.

Investors who apply in this Issue will be required to confirm and will be deemed to have represented to our Company and the Underwriter and their respective directors, officers, agents, affiliates and representatives that they are eligible under all applicable laws, rules, regulations, guidelines and approvals to acquire Equity Shares and will not offer, sell, pledge or transfer the Equity Shares to any person who is not eligible under applicable laws, rules, regulations, guidelines and approvals to acquire Equity Shares. Our Company, the Book Running Lead Manager and their respective directors, officers, agents, affiliates and representatives accept no responsibility or liability for advising any investor on whether such investor is eligible to acquire Equity Shares.

PRICE INFORMATION AND THE TRACK RECORD OF THE PAST ISSUES HANDLED BY THE BOOK RUNNING LEAD MANAGER

For details regarding the price information and track record of the past issue handled by Pantomath Capital Advisors Private Limited, as specified in Circular reference CIR/CFD/DIL/7/2015 dated October 30, 2015 issued by SEBI, please refer “Annexure A” to this Draft Red Herring Prospectus and the website of Book Running Lead Manager at www.pantomathgroup.com

DISCLAIMER IN RESPECT OF JURISDICTION

This Issue is being made in India to persons resident in India (including Indian nationals resident in India who are not minors, HUFs, companies, corporate bodies and societies registered under the applicable laws in India and authorized to invest in shares, Indian Mutual Funds registered with SEBI, Indian financial institutions, commercial banks, regional rural banks, co-operative banks (subject to RBI permission), or trusts under applicable trust law and who are authorized under their constitution to hold and invest in shares, public financial institutions as specified in Section 2(72) of the Companies Act, 2013, VCFs, state industrial development corporations, insurance companies registered with Insurance Regulatory and Development Authority, provident funds (subject to applicable law) with minimum corpus of Rs. 2,500 Lakhs, pension funds with minimum corpus of Rs. 2,500 Lakhs and the National Investment Fund, and permitted non-residents including FPIs, Eligible NRIs, multilateral and bilateral development financial institutions, FVCIs and eligible foreign investors, provided that they are eligible under all applicable laws and regulations to hold Equity Shares of the Company. The Draft Red Herring Prospectus does not, however, constitute an invitation to purchase shares offered hereby in any jurisdiction other than India to any person to whom it is unlawful to make an offer or invitation in such jurisdiction. Any person into whose possession this Draft Red Herring Prospectus comes is required to inform himself or herself about, and to observe, any such restrictions. Any dispute arising out of this Issue will be subject to the jurisdiction of appropriate court(s) in Mumbai, Maharashtra only.

No action has been, or will be, taken to permit a public offering in any jurisdiction where action would be required for that purpose, except that this Draft Red Herring Prospectus has been filed with National Stock Exchange of India Limited for its observations and National Stock Exchange of India Limited shall give its observations in due course. Accordingly, the Equity Shares represented hereby may not be offered or sold, directly or indirectly, and this Draft Red Herring Prospectus may not be distributed, in any jurisdiction, except in accordance with the legal requirements applicable in such jurisdiction. Neither the delivery of this Draft Red Herring Prospectus nor any sale hereunder shall, under any circumstances, create any implication that there has been no change in the affairs of our Company since the date hereof or that the information contained herein is correct as of any time subsequent to this date

The Equity Shares have not been, and will not be, registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and applications may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction

Further, each applicant where required agrees that such applicant will not sell or transfer any Equity Shares or create any economic interest therein, including any off-shore derivative instruments, such as participatory notes, issued against the Equity Shares or any similar security, other than pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and in compliance with applicable laws, legislations and Draft Red Herring Prospectus in each jurisdiction, including India.

DISCLAIMER CLAUSE OF THE NATIONAL STOCK EXCHANGE OF INDIA LIMITED

“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.: [●] dated [●] permission to the Issuer to use the Exchange’s name in this Offer Document as one of the stock exchanges on which the Issuer’s securities are proposed to be listed. The Exchange has scrutinized 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 the 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

The Draft Red Herring Prospectus has not been filed with SEBI, nor has SEBI issued any observation on the Offer Document in terms of Regulation 106(M) (3). However, a copy of the Red Herring Prospectus and Prospectus shall be filed with SEBI. Pursuant to SEBI Circular Number SEBI/HO/CFD/DIL1/CIR/P/2018/011 dated January 19, 2018, a copy of the Red Herring Prospectus and Prospectus will be filed online through SEBI Intermediary Portal at <https://siportal.sebi.gov.in>. A copy of the Red Herring Prospectus along with the documents required to be filed under Section 32 of the Companies Act, 2013 will be delivered to the RoC situated at Registrar of Companies, Maharashtra, Mumbai, ROC 100, Everest, Marine Drive Mumbai- 400002.

LISTING

In terms of Chapter XB of the SEBI (ICDR) Regulations, there is no requirement of obtaining in- principle approval from EMERGE Platform of National Stock Exchange of India Limited. However application will be made to the EMERGE Platform of National Stock Exchange of India Limited for obtaining permission to deal in and for an official quotation of our Equity Shares. National Stock Exchange of India Limited will be the Designated Stock Exchange, with which the Basis of Allotment will be finalized.

The National Stock Exchange of India Limited has given its in-principal approval for using its name in our Prospectus vide its letter no. [●].

If the permissions to deal in and for an official quotation of our Equity Shares are not granted by the National Stock Exchange of India Limited, our Company will forthwith repay, without interest, all moneys received from the bidders in pursuance of the Draft Red Herring Prospectus. If such money is not repaid within 8 days after our Company becomes liable to repay it (i.e. from the date of refusal or within 15 working days from the Issue Closing Date), then our Company and every Director of our Company who is an officer in default shall, on and from such expiry of 8 working days, be liable to repay the money, with interest at the rate of 15 per cent per annum on application money, as prescribed under section 40 of the Companies Act, 2013 and SEBI (ICDR) Regulations.

Our Company shall ensure that all steps for the completion of the necessary formalities for listing and commencement of trading at the EMERGE Platform of the National Stock Exchange of India Limited mentioned above are taken within six Working Days from the Issue Closing Date.

CONSENTS

Consents in writing of: (a) the Directors, the Promoter, the Company Secretary & Compliance Officer, Chief Financial Officer, Statutory Auditor, Peer Reviewed Auditor, Banker to the Company and (b) Book Running Lead Manager, Underwriter, Market Maker, Registrar to the Issue, Public Issue Bank / Banker to the Issue and Refund Banker to the Issue, Legal Advisor to the Issue, Syndicate Member to the Issue to act in their respective capacities have been obtained and will be filed along with a copy of the Red Herring Prospectus/ Prospectus with the RoC, as required under Sections 32 of the Companies Act, 2013 and such consents shall not be withdrawn up to the time of delivery of the Red Herring Prospectus/ Prospectus for registration with the RoC. Our Peer Reviewed Auditors have given their written consent to the inclusion of their report in the form and context in which it appears in this Draft Red Herring Prospectus and such consent and report shall not be withdrawn up to the time of delivery of the Red Herring Prospectus/ Prospectus for filing with the RoC.

EXPERT TO THE ISSUE

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

- Report of the Peer Reviewed Auditor on Statement of Tax Benefits
- Report of the Peer Reviewed Auditor on Restated Financial Statements for Financial Year ended March 31 2018, 2017, 2016, 2015, and 2014.

EXPENSES OF THE ISSUE

The expenses of this Issue include, among others, underwriting and management fees, printing and distribution expenses, legal fees, statutory advertisement expenses and listing fees. For details of total expenses of the Issue, refer to chapter “Objects of the Issue” beginning on page 99 of this Draft Red Herring Prospectus.

DETAILS OF FEES PAYABLE

Fees Payable to the Book Running Lead Manager

The total fees payable to the Book Running Lead Manager will be as per the Mandate Letter issued by our Company to the Book Running Lead Manager, the copy of which is available for inspection at our Registered Office.

Fees Payable to the Registrar to the Issue

The fees payable to the Registrar to the Issue will be as per the Agreement signed by our Company and the Registrar to the Issue dated July 16, 2018 a copy of which is available for inspection at our Registered Office. The Registrar to the Issue will be reimbursed for all out-of-pocket expenses including cost of stationery, postage, stamp duty and communication expenses. Adequate funds will be provided by the Company to the Registrar to the Issue to enable them to send allotment advice by registered post/ speed post/ under certificate of posting.

Fees Payable to Others

The total fees payable to the Legal Advisor, Auditor and Advertiser, *etc.* will be as per the terms of their respective engagement letters if any.

UNDERWRITING COMMISSION, BROKERAGE AND SELLING COMMISSION

The underwriting commission and selling commission for this Issue is as set out in the Underwriting Agreement entered into between our Company and the Book Running Lead Manager. Payment of underwriting commission, brokerage and selling commission would be in accordance with Section 40 of Companies Act, 2013 and the Companies (Prospectus and Allotment of Securities) Rules, 2014.

PREVIOUS RIGHTS AND PUBLIC ISSUES SINCE THE INCORPORATION

We have not made any previous rights and/or public issues since Incorporation, and are an “Unlisted Issuer” in terms of the SEBI (ICDR) Regulations and this Issue is an “Initial Public Offering” in terms of the SEBI (ICDR) Regulations.

PREVIOUS ISSUES OF SHARES OTHERWISE THAN FOR CASH

Except as stated in the chapter titled “*Capital Structure*” beginning on page 84 of this Draft Red Herring Prospectus, our Company has not issued any Equity Shares for consideration otherwise than for cash.

COMMISSION AND BROKERAGE ON PREVIOUS ISSUES

Since this is the initial public issue of the Equity Shares by our Company, no sum has been paid or has been payable as commission or brokerage for subscribing to or procuring or agreeing to procure or subscribe for any of our Equity Shares since our inception.

PARTICULARS IN REGARD TO OUR COMPANY AND OTHER LISTED COMPANIES UNDER THE SAME MANAGEMENT WITHIN THE MEANING OF SECTION 370 (1B) OF THE COMPANIES ACT, 1956 WHICH MADE ANY CAPITAL ISSUE DURING THE LAST THREE YEARS

None of the equity shares of our Group Companies are listed on any recognised stock exchange. None of the above companies have raised any capital during the past 3 years.

PROMISE VERSUS PERFORMANCE FOR OUR COMPANY

Our Company is an “Unlisted Issuer” in terms of the SEBI (ICDR) Regulations, and this Issue is an “Initial Public Offering” in terms of the SEBI (ICDR) Regulations. Therefore, data regarding promise versus performance is not applicable to us.

OUTSTANDING DEBENTURES, BONDS, REDEEMABLE PREFERENCE SHARES AND OTHER INSTRUMENTS ISSUED BY OUR COMPANY

As on the date of this Draft Red Herring Prospectus, our Company has no outstanding debentures, bonds or redeemable preference shares.

STOCK MARKET DATA FOR OUR EQUITY SHARES

Our Company is an “Unlisted Issuer” in terms of the SEBI (ICDR) Regulations, and this Issue is an “Initial Public Offering” in terms of the SEBI (ICDR) Regulations. Thus there is no stock market data available for the Equity Shares of our Company.

MECHANISM FOR REDRESSAL OF INVESTOR GRIEVANCES

The Agreement between the Registrar and our Company provides for retention of records with the Registrar for a period of at least three year from the last date of dispatch of the letters of allotment, demat credit and unblocking of funds to enable the investors to approach the Registrar to this Issue for redressal of their grievances. All grievances relating to this Issue may be addressed to the Registrar with a copy to the Compliance Officer, giving full details such as the name, address of the bidder, number of Equity Shares applied for, amount paid on application and the bank branch or collection centre where the application was submitted.

All grievances relating to the ASBA process may be addressed to the SCSB, giving full details such as name, address of the applicant / Bidder, number of Equity Shares applied for, amount paid on application and the Designated Branch or the collection centre of the SCSB where the Application Form was submitted by the ASBA applicants / bidders.

DISPOSAL OF INVESTOR GRIEVANCES BY OUR COMPANY

Our Company or the Registrar to the Issue or the SCSB in case of ASBA Bidders shall redress routine investor grievances within 15 working days from the date of receipt of the complaint. In case of non-routine complaints and complaints where external agencies are involved, our Company will seek to redress these complaints as expeditiously as possible.

We have constituted the Stakeholders Relationship Committee/ Investor Grievance Committee of the Board *vide* resolution passed at the Board Meeting held on June 23, 2018. For further details, please refer to the chapter titled “*Our Management*” beginning on page 166 of this Draft Red Herring Prospectus.

Our Company has appointed Sumeet Bansal as Company Secretary and Compliance Officer and she may be contacted at the following address:

Sumeet Bansal

380-Goyal Nagar, Service Road,
Near Bank of Baroda,
Bangali Square,
Indore 452016, Madhya Pradesh, India

Tel: 0731-4268167

Fax: Not available

Email: cs@wcspl.org

Website: www.wcspl.org

Corporate Identification Number: U74999MH2011PLC222374

Investors can contact the Company Secretary and Compliance Officer or the Registrar in case of any pre-Issue or post-Issue related problems such as non-receipt of letters of allocation, credit of allotted Equity Shares in the respective beneficiary account or unblocking of funds, *etc.*

CHANGES IN AUDITORS DURING THE LAST THREE FINANCIAL YEARS

There has been change in the Auditors of our Company in last 3 years. Jain Doshi & Co., Chartered accountants were appointed as Statutory Auditor of the Company at the Annual General Meeting of the Company held on September 30, 2016 for a period of five years in place of M/s. Harish Khandelwal & Company.

CAPITALISATION OF RESERVES OR PROFITS

Save and except as stated in the chapter titled “*Capital Structure*” beginning on page 166 of this Draft Red Herring Prospectus, our Company has not capitalized its reserves or profits during the last five years.

REVALUATION OF ASSETS

Our Company has not revalued its assets since incorporation.

PURCHASE OF PROPERTY

Except as disclosed in this Draft Red Herring Prospectus, there is no property which has been purchased or acquired or is proposed to be purchased or acquired which is to be paid for wholly or partly from the proceeds of the present Issue or the purchase or acquisition of which has not been completed on the date of this Draft Red Herring Prospectus.

Except as stated elsewhere in this Draft Red Herring Prospectus, our Company has not purchased any property in which the Promoter and / or Directors have any direct or indirect interest in any payment made there under.

SERVICING BEHAVIOR

There has been no default in payment of statutory dues or of interest or principal in respect of our borrowings or deposits.

SECTION VII – ISSUE INFORMATION

TERMS OF THE ISSUE

The Equity Shares being issued and transferred pursuant to this Issue shall be subject to the provisions of the Companies Act, 2013, SEBI ICDR Regulations, SCRA, SCRR, the Memorandum and Articles of Association, the SEBI Listing Regulations, the terms of the Red Herring Prospectus, the Abridged Prospectus, Bid cum Application Form, the Revision Form, the CAN/ the Allotment Advice and other terms and conditions as may be incorporated in the Allotment Advices and other documents/certificates that may be executed in respect of the Issue. The Equity Shares shall also be subject to laws, as applicable, guidelines, rules, notifications and regulations relating to the issue of capital and listing and trading of securities issued from time to time by SEBI, the Government of India, the FIPB, the Stock Exchange, the RBI, RoC and/or other authorities, as in force on the date of the Issue and to the extent applicable or such other conditions as may be prescribed by SEBI, the RBI, the Government of India, the FIPB, the Stock Exchange, the RoC and any other authorities while granting their approval for the Issue. SEBI has notified the SEBI Listing Regulations on September 2, 2015, which among other things governs the obligations applicable to a listed company which were earlier prescribed under the Equity Listing Agreement. The Listing Regulations have become effective from December 1, 2015.

Please note that, in terms of SEBI Circular No. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015. All the investors applying in a public issue shall use only Application Supported by Blocked Amount (ASBA) facility for making payment.

Further vide the said circular Registrar to the Issue and Depository Participants have been also authorised to collect the Application forms. Investors may visit the official website of the concerned stock exchange for any information on operationalization of this facility of form collection by Registrar to the Issue and DPs as and when the same is made available.

RANKING OF EQUITY SHARES

The Equity Shares being issued and transferred in the Issue shall be subject to the provisions of the Companies Act, 2013 and the Memorandum and Articles of Association and shall rank *pari-passu* with the existing Equity Shares of our Company including rights in respect of dividend. The Allottees upon receipt of Allotment of Equity Shares under this Issue will be entitled to dividends and other corporate benefits, if any, declared by our Company after the date of Allotment in accordance with Companies Act, 1956 and Companies Act, 2013 and the Articles. For further details, please refer to the section titled “*Main Provisions of Articles of Association*” beginning on page number 301 of this Draft Red Herring Prospectus.

MODE OF PAYMENT OF DIVIDEND

The declaration and payment of dividend will be as per the provisions of Companies Act, SEBI Listing Regulations and recommended by the Board of Directors at their discretion and approved by the shareholders and will depend on a number of factors, including but not limited to earnings, capital requirements and overall financial condition of our Company. We shall pay dividend, if declared, to our Shareholders as per the provisions of the Companies Act, SEBI Listing Regulations and our Articles of Association. For further details, please refer to the chapter titled “*Dividend Policy*” on page 188 of this Draft Red Herring Prospectus.

FACE VALUE AND ISSUE PRICE PER SHARE

The face value of the Equity Shares is Rs. 10 each and the Issue Price at the lower end of Price Band is Rs. [●] per Equity Share and at the higher end of the Price Band is Rs. [●] per Equity Share.

The Price Band and the minimum Bid Lot size for the Issue will be decided by our Company in consultation with the BRLM and advertised in all editions of the English national newspaper [●], all editions of the Hindi national newspaper [●] and the Regional newspaper [●], each with wide circulation, at least five Working Days prior to the Bid/Issue Opening Date and shall be made available to the Stock Exchange 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, shall be prefilled in the Bid cum Application Forms available on the websites of the Stock Exchange.

At any given point of time there shall be only one denomination of Equity Shares.

COMPLIANCE WITH SEBI ICDR REGULATIONS

Our Company shall comply with all requirements of the SEBI ICDR Regulations. Our Company shall comply with all disclosure and accounting norms as specified by SEBI from time to time.

RIGHTS OF THE EQUITY SHAREHOLDERS

Subject to applicable laws, rules, regulations and guidelines and the Articles of Association, the Equity shareholders shall have the following rights:

- Right to receive dividend, if declared;
- Right to receive Annual Reports & notices to members;
- Right to attend general meetings and exercise voting rights, unless prohibited by law;
- Right to vote on a poll either in person or by proxy;
- Right to receive issue for rights shares and be allotted bonus shares, if announced;
- Right to receive surplus on liquidation subject to any statutory and preferential claim being satisfied;
- Right of free transferability subject to applicable law, including any RBI rules and regulations; and
- Such other rights, as may be available to a shareholder of a listed public limited company under the Companies Act, 2013 Act, the terms of the SEBI Listing Regulations and the Memorandum and Articles of Association of our Company.

For a detailed description of the main provisions of the Articles of Association relating to voting rights, dividend, forfeiture and lien and / or consolidation / splitting, please refer to the section titled “*Main Provisions of Articles of Association*” beginning on page number 301 of this Draft Red Herring Prospectus.

MINIMUM APPLICATION VALUE, 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 [●] amongst NSDL, our Company and the Registrar to the Issue; and
- Agreement dated [●] amongst CDSL, our Company and the Registrar to the Issue.

Since trading of the Equity Shares is in dematerialised form, the tradable lot is [●] Equity Share. Allotment in this Issue will be only in electronic form in multiples of one Equity Share subject to a minimum Allotment of [●] Equity Shares to the successful applicants in terms of the SEBI circular No. CIR/MRD/DSA/06/2012 dated February 21, 2012.

Allocation and allotment of Equity Shares through this Issue will be done in multiples of [●] Equity Share subject to a minimum allotment of [●] Equity Shares to the successful applicants.

MINIMUM NUMBER OF ALLOTTEES

Further in accordance with the Regulation 106R of SEBI (ICDR) Regulations, the minimum number of allottees in this Issue shall be 50 shareholders. In case the minimum number of prospective allottees is less than 50, no allotment will be made pursuant to this Issue and the monies blocked by the SCSBs shall be unblocked within 4 working days of closure of issue.

JURISDICTION

Exclusive jurisdiction for the purpose of this Issue is with the competent courts / authorities in Mumbai,

Maharashtra, India.

The Equity Shares have not been and will not be registered under the U.S. Securities Act or any state securities laws in the United States and may not be issued or sold within the United States or to, or for the account or benefit of, “U.S. persons” (as defined in Regulation S), except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable U.S. state securities laws. Accordingly, the Equity Shares are being issued and sold only outside the United States in offshore transactions in reliance on Regulation S under the U.S. Securities Act and the applicable laws of the jurisdiction where those issues and sales occur.

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be issued or sold, and applications may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

JOINT HOLDER

Where two or more persons are registered as the holders of any Equity Shares, they shall be deemed to hold the same as joint tenants with benefits of survivorship.

NOMINATION FACILITY TO BIDDERS

In accordance with Section 72 of the Companies Act, 2013 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, the Board may at any time give notice requiring any nominee to choose either to be registered himself or herself or to transfer the Equity Shares, and if the notice is not complied with within a period of ninety days, the Board may thereafter withhold payment of all dividends, bonuses or other moneys payable in respect of the Equity Shares, until the requirements of the notice have been complied with.

Since the Allotment of Equity Shares in the Issue will be made only in dematerialized mode there is no need to make a separate nomination with our Company. Nominations registered with respective depository participant of the applicant would prevail. If the investor wants to change the nomination, they are requested to inform their respective depository participant.

WITHDRAWAL OF THE ISSUE

Our Company in consultation with the BRLM, reserve the right to not to proceed with the Issue after the Bid/Issue Opening Date but before the Allotment. In such an event, our Company would issue a public notice in the newspapers in which the pre-Issue advertisements were published, within two days of the Bid/Issue Closing Date or such other time as may be prescribed by SEBI, providing reasons for not proceeding with the Issue. The Book Running Lead Manager through, the Registrar to the Issue, shall

notify the SCSBs to unblock the bank accounts of the ASBA Bidders within one Working Day from the date of receipt of such notification. Our Company shall also inform the same to the Stock Exchange on which Equity Shares are proposed to be listed.

Notwithstanding the foregoing, this Issue is also subject to obtaining

(i) the final listing and trading approvals of the Stock Exchange, which our Company shall apply for after Allotment, and (ii) the final RoC approval of the Prospectus after it is filed with the RoC. If our Company withdraws the Issue after the Bid/ Issue Closing Date and thereafter determines that it will proceed with an issue/issue for sale of the Equity Shares, our Company shall file a fresh Draft Red Herring Prospectus with Stock Exchange.

BID/ ISSUE OPENING DATE

| | |
|---|-----|
| Bid / Issue Opening Date | [●] |
| Bid / Issue Closing Date | [●] |
| Finalization of Basis of Allotment with the Designated Stock Exchange | [●] |
| Initiation of Refunds | [●] |
| Credit of Equity Shares to demat accounts of Allottees | [●] |
| Commencement of trading of the Equity Shares on the Stock Exchange | [●] |

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

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

Due to limitation of time available for uploading the Bids on the Bid/Issue Closing Date, the Bidders are advised to submit their Bids one day prior to the Bid/Issue Closing Date and, in any case, no later than 5.00 p.m. (IST) on the Bid/Issue Closing Date. All times mentioned in this Draft Red Herring Prospectus are Indian Standard Times. Bidders are cautioned that in the event a large number of Bids are received on the Bid/Issue Closing Date, as is typically experienced in public issue, some Bids may not get uploaded due to lack of sufficient time. Such Bids that cannot be uploaded will not be considered for allocation under the Issue. Bids will be accepted only on Business Days. Neither our Company nor the Book Running Lead Manager is liable for any failure in uploading the Bids due to faults in any software/hardware system or otherwise. Any time mentioned in this Draft Red Herring Prospectus is Indian Standard Time.

Our Company in consultation with the BRLM, reserves the right to revise the Price Band during the Bid/ Issue Period, provided that the Cap Price shall be less than or equal to 120% of the Floor Price and the Floor Price shall not be less than the face value of the Equity Shares. The revision in Price Band shall not exceed 20% on the either side i.e. the floor price can move up or down to the extent of 20% of the Floor Price and the Cap Price will be revised accordingly.

In case of revision of the Price Band, the Bid/Issue Period will be extended for at least three additional working days after revision of Price Band subject to the Bid/ Issue Period not exceeding 10 working days. Any revision in the Price Band and the revised Bid/ Issue Period, if applicable, will be widely disseminated by notification to the Stock Exchange, by issuing a press release and

also by indicating the changes on the websites of the Book Running Lead Manager and at the terminals of the Syndicate Member.

In case of any discrepancy in the data entered in the electronic book vis-à-vis the data contained in the Bid cum Application Form, for a particular Bidder, the Registrar to the Issue shall ask for rectified data

MINIMUM SUBSCRIPTION

This Issue is not restricted to any minimum subscription level and is 100% underwritten.

As per Section 39 of the Companies Act, 2013, if the “stated minimum amount” has not been subscribed and the sum payable on application is not received within a period of 30 days from the date of the Red Herring Prospectus, the application money has to be returned within such period as may be prescribed. If our Company does not receive the 100% subscription of the issue through the Issue Document including devolvement of Underwriters, if any, within sixty (60) days from the date of closure of the issue, our Company shall forthwith refund the entire subscription amount received. If there is a delay beyond eight days after our Company becomes liable to pay the amount, our Company and every officer in default will, on and from the expiry of this period, be jointly and severally liable to repay the money, with interest or other penalty as prescribed under the SEBI Regulations, the Companies Act 2013 and applicable law.

In accordance with Regulation 106 P (1) of the SEBI (ICDR) Regulations, our Issue shall be hundred percent underwritten. Thus, the underwriting obligations shall be for the entire hundred percent of the issue through the Draft Red Herring Prospectus and shall not be restricted to the minimum subscription level.

Further, in accordance with Regulation 106(R) of the SEBI (ICDR) Regulations, our Company shall ensure that the number of prospective allottees to whom the Equity Shares will be allotted will not be less than 50 (Fifty)

Further, in accordance with Regulation 106(Q) of the SEBI (ICDR) Regulations, our Company shall ensure that the minimum application size in terms of number of specified securities shall not be less than Rs.1,00,000/- (Rupees One Lakh) per application.

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be issued or sold, and applications may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

MIGRATION TO MAIN BOARD

Our company may migrate to the Main board of NSE from SME Exchange on a later date subject to the following:

- *If the Paid up Capital of our Company is likely to increase above Rs. 2,500 lakhs by virtue of any further issue of capital by way of rights issue, preferential issue, bonus issue etc. (which has been approved by a special resolution through postal ballot wherein the votes cast by the shareholders other than the Promoter in favour of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal and for which the company has obtained in-principal approval from the Main Board), our Company shall apply to NSE for listing of its shares on its Main Board subject to the fulfilment of the eligibility criteria for listing of specified securities laid down by the Main Board.*

OR

- *If the Paid up Capital of our company is more than Rs. 1,000 lakhs but below Rs. 2,500 lakhs, our Company may still apply for migration to the Main Board and if the Company fulfils the eligibility criteria for listing laid by the Main Board and if the same has been approved by a special resolution through postal ballot wherein the votes cast by the shareholders other than the Promoter in favour of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal.*

MARKET MAKING

The shares issued and transferred through this Issue are proposed to be listed on the EMERGE Platform of National Stock Exchange of India Limited with compulsory market making through the registered Market Maker of the SME Exchange for a minimum period of three years or such other time as may be prescribed by the Stock Exchange, from the date of listing on NSE EMERGE. For further details of the market making arrangement please refer to chapter titled “*General Information*” beginning on page 72 of this Draft Red Herring Prospectus.

ARRANGEMENT FOR DISPOSAL OF ODD LOT

The trading of the equity shares will happen in the minimum contract size of [●] shares in terms of the SEBI circular no. CIR/MRD/DSA/06/2012 dated February 21, 2012. However, the market maker shall buy the entire shareholding of a shareholder in one lot, where value of such shareholding is less than the minimum contract size allowed for trading on NSE EMERGE.

AS PER THE EXTANT POLICY OF THE GOVERNMENT OF INDIA, OCBS CANNOT PARTICIPATE IN THIS ISSUE

The current provisions of the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000, provides a general permission for the NRIs, FIIs and foreign venture capital investors registered with SEBI to invest in shares of Indian Companies by way of subscription in an IPO. However, such investments would be subject to other investment restrictions under the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000, RBI and/or SEBI regulations as may be applicable to such investors.

The Allotment of the Equity Shares to Non-Residents shall be subject to the conditions, if any, as may be prescribed by the Government of India / RBI while granting such approvals.

OPTION TO RECEIVE SECURITIES IN DEMATERIALIZED FORM

In accordance with the SEBI ICDR Regulations, Allotment of Equity Shares to successful applicants will only be in the dematerialized form. Applicants will not have the option of Allotment of the Equity Shares in physical form. The Equity Shares on Allotment will be traded only on the dematerialized segment of the Stock Exchange. Allottees shall have the option to re-materialize the Equity Shares, if they so desire, as per the provisions of the Companies Act and the Depositories Act.

NEW FINANCIAL INSTRUMENTS

There are no new financial instruments such as deep discounted bonds, debenture, warrants, secured premium notes, etc. issued by our Company.

APPLICATION BY ELIGIBLE NRIs, FPI'S REGISTERED WITH SEBI, VCF'S, AIF'S REGISTERED WITH SEBI AND QFI'S

It is to be understood that there is no reservation for Eligible NRIs or FPIs or QFIs or VCFs or AIFs registered with SEBI. Such Eligible NRIs, QFIs, FPIs, VCFs or AIFs registered with SEBI will be treated on the same basis with other categories for the purpose of Allocation.

RESTRICTIONS, IF ANY ON TRANSFER AND TRANSMISSION OF EQUITY SHARES

Except for lock-in of the pre-Issue Equity Shares and Promoter's minimum contribution in the Issue as detailed in the chapter “*Capital Structure*” beginning on page 84 of this Draft Red herring Prospectus and except as provided in the Articles of Association, there are no restrictions on transfers of Equity Shares. There are no restrictions on transmission of shares and on their consolidation / splitting except as provided in the Articles of Association. For details please refer to the section titled “*Main Provisions of the Articles of Association*” beginning on page 301 of this Draft Red herring Prospectus.

The above information is given for the benefit of the Applicants. The Applicants are advised to make their own enquiries about the limits applicable to them. Our Company and the Book Running Lead Manager do not accept any responsibility for the completeness and accuracy of the information stated hereinabove. Our Company and the Book Running Lead Manager are not liable to inform the investors of any amendments or modifications or changes in applicable laws or regulations, which may occur after the

date of the Draft Red herring Prospectus. Applicants are advised to make their independent investigations and ensure that the number of Equity Shares Applied for do not exceed the applicable limits under laws or regulations.

ISSUE STRUCTURE

This Issue is being made in terms of Regulation 106(M)(2) of Chapter XB of SEBI (ICDR) Regulations, 2009, as amended from time to time, whereby, our post issue face value capital exceeds ten crore rupees but does not exceed twenty five crores. The Company shall issue specified securities to the public and propose to list the same on the Small and Medium Enterprise Exchange ("SME Exchange", in this case being the EMERGE Platform of National Stock Exchange of India Limited). For further details regarding the salient features and terms of such an issue please refer chapter titled "*Terms of the Issue*" and "*Issue Procedure*" on page 238 and 250 respectively of this Draft Red Herring Prospectus.

Following is the issue structure:

Initial Public Issue of upto 31,12,000 Equity Shares of face value of Rs. 10/- each fully paid (the 'Equity Shares') for cash at a price of Rs. [●] (including a premium of Rs. [●]) aggregating to Rs. [●]. The Issue comprises a Net Issue to the public of up to [●] Equity Shares (the "Net Issue"). The Issue and Net Issue will constitute [●] % and [●] % of the post-Issue paid-up Equity Share capital of our Company.

The issue comprises a reservation of upto [●] Equity Shares of Rs. 10 each for subscription by the designated Market Maker ("the Market Maker Reservation Portion").

Our Company is considering a Pre-IPO placement of up to 3,60,000 Equity Shares and/or aggregating up to Rs.288.00 Lakhs with certain investors ("Pre-IPO Placement"). The Pre-IPO Placement is at the discretion of our Company and at a price to be decided by our Company. Our Company will complete the issuance and allotment of Equity Shares, if any, prior to the filing of the red herring prospectus with the RoC. If the Pre-IPO Placement is completed, then the number of Equity Shares issued pursuant to the Pre-IPO Placement will be reduced from the Fresh Issue, subject to a minimum issue size of 25% of the post issue paid up equity share capital being issued to the public. The Equity Shares allotted under the Pre-IPO Placement, if completed, shall be subject to a lock-in period of one(1) year from the date of Allotment pursuant to the Issue.

| Particulars | Qualified Institutional Buyers | Market Makers Reservation Portion | Non – Institutional Bidders | Retail Individual Bidders |
|---|---|-----------------------------------|---|--|
| Number of Equity Shares available for allocation/ allotment | Upto [●]* Equity Shares | Upto [●]* Equity Shares | Upto [●]* Equity Shares available for allocation or Net Issue less allocation to QIB Bidders and Retail Individual Bidders. | Upto [●]* Equity Shares available for allocation or Net Issue less allocation to QIB Bidders and Non Institutional Bidders |
| Percentage of Issue Size available for allocation/ allotment | [●]% of Net the Issue size was available for allocation to QIBs. However, up to 5% of net QIB Portion was available for allocation proportionately to Mutual Fund only. Mutual Funds participating in the Mutual Fund Portion will also be eligible for allocation in the | [●]% of the total Issue Size | Not less than 15% of the Net Issue | Not less than 35% of the Net Issue |

| Particulars | Qualified Institutional Buyers | Market Makers Reservation Portion | Non – Institutional Bidders | Retail Individual Bidders |
|---|---|---|--|---|
| | remaining balance QIB Portion. Any unsubscribed portion in the Mutual Fund reservation will be added to the QIB Portion. | | | |
| Basis of Allotment / Allocation if respective category is oversubscribed | <p>Proportionate as follows:-</p> <p>a) [●]* Equity Shares, constituting 5% of the Net QIB portion, was available for allocation on a proportionate basis to Mutual Funds only and;</p> <p>b) [●]* Equity shares shall be allotted on a proportionate basis to all QIBs including Mutual Funds receiving allocation as per (a) above</p> <p>For further details please refer to the section titled “<i>Issue Procedure</i>” beginning on page 250 of the Draft Red Herring Prospectus</p> | Firm allotment | Proportionate | Proportionate subject to minimum allotment of [●] equity shares and further allotment in multiples of [●] equity shares each. For further details please refer to the section titled “ <i>Issue Procedure</i> ” beginning on page 250 of the Draft Red Herring Prospectus |
| Mode of Bid cum Application | Online or Physical through ASBA Process only | Through ASBA Process only | Through the ASBA Process only | Through ASBA Process only |
| Minimum Bid Size | Such number of Equity Shares and in multiples of [●] Equity Shares thereafter such that the Bid Amount exceeds Rs. 2,00,000 | [●] Equity Shares of Face Value of Rs. 10.00 each | Such number of Equity shares in multiple of [●] Equity shares that Application size exceeds Rs. 2,00,000 | [●] Equity Shares |
| Maximum Bid Size | Such number of Equity Shares in multiples of [●] equity shares not exceeding the size of the Net Issue, subject to | [●] Equity Shares of Face Value of Rs 10 each | Such number of Equity Shares in multiples of [●] equity shares not exceeding the | Such number of Equity Shares in multiples of [●] Equity Shares so that the Bid |

| Particulars | Qualified Institutional Buyers | Market Makers Reservation Portion | Non – Institutional Bidders | Retail Individual Bidders |
|--------------------------|---|---|--|--|
| | the regulations as applicable to the Bidder. | | size of the Net Issue, subject to the regulations as applicable to the Bidder. | amount does not exceed Rs. 2,00,000. |
| Mode of Allotment | Compulsorily in Dematerialized mode | Compulsorily in Dematerialized mode | Compulsorily in Dematerialized mode | Compulsorily in Dematerialized mode |
| Trading Lot | [●] Equity Shares | [●] Equity Shares, however the Market Makers may accept odd lots if any in the market as required under the SEBI ICDR Regulations | [●] Equity Shares and in multiples thereof | [●] Equity Shares and in multiples thereof |
| Terms of payment | <p>The entire amount shall be blocked at the time of submission of Bid cum Application Form to the members of the syndicate.</p> <p>In case of ASBA Bidders, the SCSBs shall be authorized to block the Bid amount mentioned in the Bid Cum Application Form.</p> | | | |

- 1) * In the event of over-subscription, Allotment shall be made on a proportionate basis, subject to valid Bids received at or above the Issue Price;
- 2) Subject to valid Bids being received at or above the Issue Price, under-subscription, if any, in the Non- Institutional Portion and Retail Portion would be allowed to be met with spill-over from other categories or a combination of categories at the discretion of our Company, in consultation with the BRLM and the Designated Stock Exchange. However, under-subscription, if any, in the QIB Portion will not be allowed to be met with spill-over from other categories or a combination of categories.
- 3) In terms of Rule 19(2)(b)(i) of the Securities Contracts (Regulation) Rules, 1957, as amended (the “SCRR”) the Issue is being made for at least 25% of the post-Issue paid-up Equity Share capital of our Company. The Issue is being made through the Book Building Process, in accordance with chapter XB of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended (the “SEBI ICDR Regulations”) wherein [●] % of the Issue will be allocated on a proportionate basis to Qualified Institutional Buyers (“QIBs”) (the “QIB Category”), 5% of the QIB Category shall be available for allocation on a proportionate basis to Mutual Funds only and the remainder shall be available for allocation on a proportionate basis to QIBs including Mutual Funds, subject to valid Bids being received from them at or above the Issue Price. Further, not less than 15% of the Issue will be available for allocation on a proportionate basis to Non-Institutional Investors and not less than 35% of the Issue will be available for allocation to Retail Individual Investors, in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Issue Price.

- 4) *Such number of Equity Shares representing [●] % of the QIB Portion shall be available for allocation on a proportionate basis to Mutual Funds only. The remainder of the Net QIB Portion shall be available for allocation on a proportionate basis to QIBs, subject to valid Bids being received from them at or above the Issue Price. In the event that the demand from Mutual Funds is greater than [●] Equity Shares, allocation shall be made to Mutual Funds proportionately, to the extent of the Mutual Fund Portion. The remaining demand by the Mutual Funds shall, as part of the aggregate demand by QIBs, be available for allocation proportionately out of the remainder of the Net QIB Portion, after excluding the allocation in the Mutual Fund Portion. However, in the event of under-subscription in the Mutual Fund Portion, the balance Equity Shares in the Mutual Fund Portion will be added to the Net QIB Portion and allocated to QIBs (including Mutual Funds) on a proportionate basis, subject to valid Bids at or above Issue Price.*
- 5) *In case of joint Bids, the Bid cum Application Form should contain only the name of the first Bidder whose name should also appear as the first holder of the beneficiary account held in joint names. The signature of only such first Bidder would be required in the Bid cum Application Form and such first Bidder would be deemed to have signed on behalf of the joint holders.*

WITHDRAWAL OF THE ISSUE

Our Company in consultation with the BRLM, reserve the right to not to proceed with the Issue after the Bid/Issue Opening Date but before the Allotment. In such an event, our Company would issue a public notice in the newspapers in which the pre-Issue advertisements were published, within two days of the Bid/Issue Closing Date or such other time as may be prescribed by SEBI, providing reasons for not proceeding with the Issue. The Book Running Lead Manager through, the Registrar to the Issue, shall notify the SCSBs to unblock the bank accounts of the ASBA Bidders within one Working Day from the date of receipt of such notification. Our Company shall also inform the same to the Stock Exchange on which Equity Shares are proposed to be listed.

Notwithstanding the foregoing, this Issue is also subject to obtaining (i) the final listing and trading approvals of the Stock Exchange, which our Company shall apply for after Allotment, and (ii) the final RoC approval of the Prospectus after it is filed with the RoC. If our Company withdraws the Issue after the Bid/ Issue Closing Date and thereafter determines that it will proceed with an issue for sale of the Equity Shares, our Company shall file a fresh Draft Red Herring Prospectus with Stock Exchange. In terms of the SEBI Regulations, Non retail applicants shall not be allowed to withdraw their Application after the Issue Closing Date.

BID/ ISSUE OPENING DATE

| | |
|---|-----|
| Bid / Issue Opening Date | [●] |
| Bid / Issue Closing Date | [●] |
| Finalization of Basis of Allotment with the Designated Stock Exchange | [●] |
| Initiation of Refunds | [●] |
| Credit of Equity Shares to demat accounts of Allottees | [●] |
| Commencement of trading of the Equity Shares on the Stock Exchange | [●] |

The above timetable is indicative and does not constitute any obligation on our Company or the BRLM. While our Company shall ensure that all steps for the completion of the necessary formalities for the listing and the commencement of trading of the Equity Shares on the Stock Exchange are taken within 6 (six) Working Days of the Bid/Offer Closing Date, the timetable may change due to various factors, such as extension of the Bid/Offer Period by our Company in consultation with the BRLM, revision of the Price Band or any delay in receiving the final listing and trading approval from the Stock Exchange. The commencement of trading of the Equity Shares will be entirely at the discretion of the Stock Exchange and in accordance with the applicable laws.

Applications and any revisions to the same will be accepted only between 10.00 a.m. to 5.00 p.m. (Indian Standard Time) during the Issue Period at the Application Centers mentioned in the Application Form. On the Issue Closing Date when applications will be accepted only between 10.00 a.m. to 4.00 p.m. (Indian Standard Time).

Due to limitation of time available for uploading the application on the Issue Closing Date, Applicants are advised to submit their applications one day prior to the Offer Closing Date and, in any case, not later than 1.00 p.m. IST on the Issue Closing Date. Any time mentioned in this Draft Red Herring Prospectus is IST. Applicants are cautioned that, in the event a large number of applications are received on the Issue Closing Date, as is typically experienced in public Issuing, some applications may not get uploaded due to lack of sufficient time. Such applications that cannot be uploaded will not be considered for allocation under this Issue.

Applications will be accepted only on Working Days, i.e., Monday to Friday (excluding any public holiday).

ISSUE PROCEDURE

All 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 ("General Information Document"), and including SEBI circular bearing number CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 and SEBI circular bearing number SEBI/HO/CFD/DIL/CIR/P/2016/26 dated January 21, 2016 included below under "Part B – General Information Document", which highlights the key rules, processes and procedures applicable to public issues in general in accordance with the provisions of the Companies Act, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957 and the SEBI ICDR Regulations. The General Information Document has been updated to reflect the enactments and regulations, to the extent applicable to a public issue. The General Information Document is also available on the websites of the Stock Exchange and the BRLM. Please refer to the relevant provisions of the General Information Document which are applicable to the Issue.

Our Company and the BRLM do not accept any responsibility for the completeness and accuracy of the information stated in this section and are not liable for any amendment, modification or change in the applicable law which may occur after the date of this Draft Red Herring Prospectus. Bidders are advised to make their independent investigations and ensure that their Bids are submitted in accordance with applicable laws and do not exceed the investment limits or maximum number of the Equity Shares that can be held by them under applicable law or as specified in this Draft Red Herring Prospectus.

Please note that all the Bidders can participate in the Issue only through the ASBA process. All Bidders shall ensure that the ASBA Account has sufficient credit balance such that the full Bid Amount can be blocked by the SCSB at the time of submitting the Bid. Please note that all Bidders are required to make payment of the full Bid Amount along with the Bid cum Application Form.

Bidders are required to submit Bids to the Selected Branches / Offices of the RTAs, DPs, Designated Bank Branches of SCSBs or to the Syndicate Member. The lists of banks that have been notified by SEBI to act as SCSB (Self Certified Syndicate Banks) for the ASBA Process are provided on <http://www.sebi.gov.in>. For details on designated branches of SCSB collecting the Bid cum Application Form, please refer the above mentioned SEBI link. The list of Stock Brokers, Depository Participants ("DP"), Registrar to an Issue and Share Transfer Agent ("RTA") that have been notified by National Stock Exchange of India Ltd. to act as intermediaries for submitting Bid cum Application Forms are provided on <http://www.nseindia.com> For details on their designated branches for submitting Bid cum Application Forms, please see the above mentioned NSE website.

Pursuant to the SEBI (Issue of Capital and Disclosure Requirements) (Fifth Amendment) Regulations, 2015, the ASBA process become mandatory for all investors w.e.f. January 1, 2016 and it allows the registrar, share transfer agents, depository participants and stock brokers to accept Bid cum Application Forms.

BOOK BUILDING PROCEDURE

The Issue is being made under Regulation 106(M) (2) of Chapter XB of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 via book building process wherein [●] % of the Net Issue shall be available for allocation to Qualified Institutional Buyers on a proportionate basis. 5% of the QIB Portion shall be available for allocation on a proportionate basis to Mutual Funds only, and the remainder of the QIB Portion shall be available for allocation on a proportionate basis to all QIB Bidders, including Mutual Funds, subject to valid Bids being received at or above the Issue Price. In the event the aggregate demand from Mutual Funds is less than as specified above, the balance Equity Shares available for Allotment in the Mutual Fund Portion will be added to the QIB Portion and allocated proportionately to the QIB Bidders in proportion to their Bids.

In terms of Rule 19(2)(b)(i) of the Securities Contracts (Regulation) Rules, 1957, as amended (the "SCRR") the Issue is being made for at least 25% of the post-Issue paid-up Equity Share capital of our Company. The Issue is being made through the Book Building Process, in accordance with chapter XB of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended the ("SEBI ICDR Regulations") wherein [●] % of the Net Issue will be

allocated on a proportionate basis to Qualified Institutional Buyers (“QIBs”) (the “QIB Category”), 5% of the QIB Category shall be available for allocation on a proportionate basis to Mutual Funds only and the remainder shall be available for allocation on a proportionate basis to QIBs including Mutual Funds, subject to valid Bids being received from them at or above the Issue Price. Further, not less than 15% of the Net Issue will be available for allocation on a proportionate basis to Non-Institutional Investors and not less than 35% of the Net Issue will be available for allocation to Retail Individual Investors, in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Issue Price.

Subject to the valid Bids being received at or above the Issue Price, allocation to all categories in the Net Issue, shall be made on a proportionate basis, except for the Retail Portion where Allotment to each Retail Individual Bidders shall not be less than the minimum Bid lot, subject to availability of Equity Shares in Retail Portion, and the remaining available Equity Shares, if any, shall be allotted on a proportionate basis. Under subscription, if any, in any category, would be allowed to be met with spill over from any other category or a combination of categories at the discretion of our Company in consultation with the BRLM and the Stock Exchange.

Investors should note that according to section 29(1) of the Companies Act, 2013, allotment of Equity Shares to all successful Bidders will only be in the dematerialised form. The Bid cum Application Forms which do not have the details of the Bidder’s depository account including DP ID, PAN and Beneficiary Account Number shall be treated as incomplete and rejected. In case DP ID, Client ID and PAN mentioned in the Bid cum Application Form and entered into the electronic system of the stock exchange, do not match with the DP ID, Client ID and PAN available in the depository database, the bid is liable to be rejected. Bidders will not have the option of getting allotment of the Equity Shares in physical form. The Equity Shares on allotment shall be traded only in the dematerialised segment of the Stock Exchange.

BID CUM APPLICATION FORM

Copies of the Bid cum Application Form and the abridged prospectus will be available at the offices of the BRLM, the Designated Intermediaries at Bidding Centres, and Registered Office of our Company. An electronic copy of the Bid cum Application Form will also be available for download on the websites of the NSE (www.nseindia.com), the SCSBs, the Registered Brokers, the RTAs and the CDPs at least one day prior to the Bid/Issue Opening Date.

All Bidders 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 Bid cum Application Form and the Bid cum Application Forms that do not contain such details are liable to be rejected.

ASBA Bidders shall ensure that the Bids are made on Bid cum Application Forms bearing the stamp of the Designated Intermediary, submitted at the Collection Centres only (except in case of electronic Bid cum Application Forms) and the Bid cum Application Forms not bearing such specified stamp are liable to be rejected.

The prescribed colour of the Bid cum Application Form for 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 and Eligible NRIs, FII, FVCIs, etc. FIIs, their Sub-Accounts (other than Sub-Accounts which are foreign corporates or foreign individual bidding under the QIB portion), applying on a repatriation basis. | Blue |

**excluding electronic Bid cum Application Form*

Designated Intermediaries (other than SCSBs) shall submit/deliver the Bid cum Application Forms to respective SCSBs where the Bidder has a bank account and shall not submit it to any non-SCSB Bank.

Applicants shall only use the specified Application Form for the purpose of making an application in terms of the Draft Red Herring Prospectus. The Application Form shall contain information about the Applicant and the price and the number of Equity Shares that the Applicants wish to apply for. Application Forms downloaded and printed from the websites of the Stock Exchange shall bear a system generated unique application number. ASBA Bidders are required to ensure that the ASBA Account has sufficient credit balance as an amount equivalent to the full Bid Amount can be blocked by the SCSB at the time of submitting the Bid.

Applicants are required to submit their applications only through any of the following Application Collecting Intermediaries

- i) an SCSB, with whom the bank account to be blocked, is maintained
- ii) a syndicate member (or sub-syndicate member)
- iii) a stock broker registered with a recognised stock exchange (and whose name is mentioned on the website of the stock exchange as eligible for this activity) ('broker')
- iv) a depository participant ('DP') (whose name is mentioned on the website of the stock exchange as eligible for this activity)
- v) a registrar to an issue and share transfer agent ('RTA') (whose name is mentioned on the website of the stock exchange as eligible for this activity)

The aforesaid intermediaries shall, at the time of receipt of application, give an acknowledgement to investor, by giving the counter foil or specifying the application number to the investor, as a proof of having accepted the application form, in physical or electronic mode, respectively.

The upload of the details in the electronic bidding system of stock exchange will be done by:

| | |
|---|--|
| For applications submitted by investors to SCSB: | After accepting the form, SCSB shall capture and upload the relevant details in the electronic bidding system as specified by the stock exchange and may begin blocking funds available in the bank account specified in the form, to the extent of the application money specified. |
| For applications submitted by investors to intermediaries other than SCSBs: | After accepting the application form, respective intermediary shall capture and upload the relevant details in the electronic bidding system of stock exchange. Post uploading, they shall forward a schedule as per prescribed format along with the application forms to designated branches of the respective SCSBs for blocking of funds within one day of closure of Issue. |

Upon completion and submission of the Application Form to Application Collecting intermediaries, the Applicants are deemed to have authorised our Company to make the necessary changes in the Draft Red Herring Prospectus, without prior or subsequent notice of such changes to the Applicants.

WHO CAN BID?

In addition to the category of Bidders set forth under "*General Information Document for Investing in Public Issues – Category of Investors Eligible to participate in an Issue*", the following persons are also eligible to invest in the Equity Shares under all applicable laws, regulations and guidelines, including:

- FPIs and sub-accounts registered with SEBI other than Category III foreign portfolio investor;
- Category III foreign portfolio investors, which are foreign corporates or foreign individuals only under the Non Institutional Investors (NIIs) category;
- Scientific and / or industrial research organisations authorised in India to invest in the Equity Shares.

MAXIMUM AND MINIMUM APPLICATION SIZE

a) For Retail Individual Bidders:

The Bid must be for a minimum of [●] Equity Shares and in multiples of [●] Equity Shares thereafter, so as to ensure that the Bid Amount payable by the Bidder does not exceed Rs 2,00,000. In case of revision of Bid, the Retail Individual Bidders have to ensure that the Bid Amount does not exceed Rs. 2,00,000.

b) For Other Bidders (Non-Institutional Bidders and QIBs):

The Bid cum Application must be for a minimum of such number of Equity Shares such that the Bid Amount exceeds Rs.2,00,000 and in multiples of [●] Equity Shares thereafter. A Bid cannot be submitted for more than the Issue Size. However, the maximum Bid by a QIB investor should not exceed the investment limits prescribed for them by applicable laws. **A QIB and a Non-Institutional Bidder cannot withdraw or lower the size of their Bid at any stage and are required to pay the entire Bid Amount upon submission of the Bid.** The identity of QIBs applying in the Net Issue shall not be made public during the Issue Period. In case of revision in Bid, the Non-Institutional Bidders, who are individuals, have to ensure that the Bid Amount is greater than Rs 2,00,000 for being considered for allocation in the Non-Institutional Portion.

INFORMATION FOR THE BIDDERS

- a. Our Company shall register the Red Herring Prospectus with the RoC at least three working days before the Bid / Issue Opening Date.
- b. Our Company shall, after registering the Red Herring Prospectus with the RoC, make a pre-Issue advertisement, in the form prescribed under the ICDR Regulations, in English and Hindi national newspapers and one regional newspaper with wide circulation. In the pre-Issue advertisement, our Company and the Book Running Lead Manager shall advertise the Issue Opening Date, the Issue Closing Date. This advertisement, subject to the provisions of the Companies Act, shall be in the format prescribed in Part A of Schedule XIII of the ICDR Regulations.
- c. The Price Band as decided by our Company in consultation with the Book Running Lead Manager is Rs. [●] per Equity Share. The Floor Price of Equity Shares is Rs. [●] per Equity Share and the Cap Price is Rs. [●] per Equity Share and the minimum bid lot is of [●] Equity Shares. Our Company shall also announce the Price Band at least five Working Days before the Issue Opening Date in English and Hindi national newspapers and one regional newspaper with wide circulation.
- d. This announcement shall contain relevant financial ratios computed for both upper and lower end of the Price Band. Further, this announcement shall be disclosed on the websites of the Stock Exchange where the Equity Shares are proposed to be listed and shall also be pre-filled in the Bid cum Application Forms available on the websites of the stock exchange.
- e. The Issue Period shall be for a minimum of three Working Days. In case the Price Band is revised, the Issue Period shall be extended, by an additional three Working Days, subject to the total Issue Period not exceeding ten Working Days. The revised Price Band and Issue Period will be widely disseminated by notification to the SCSBs and Stock Exchange, and by publishing in English and Hindi national newspapers and one regional newspaper with wide circulation and also by indicating the change on the websites of the Book Running Lead Manager and at the terminals of the members of the Syndicate.

The Bidders should note that in case the PAN, the DP ID and Client ID mentioned in the Bid cum Application Form and entered into the electronic bidding system of the Stock Exchange by the Syndicate Member does not match with the PAN, DP ID and Client ID available in the database of Depositories, the Bid cum Application Form is liable to be rejected.

OPTION TO SUBSCRIBE IN THE ISSUE

- a. As per Section 29(1) of the Companies Act, 2013 allotment of Equity Shares shall be in dematerialised form only.
- b. The Equity Shares, on allotment, shall be traded on the Stock Exchange in demat segment only.

A single Bid cum application from any investor shall not exceed the investment limit / minimum number of specified securities that can be held by him/her/it under the relevant regulations / statutory guidelines and applicable law

AVAILABILITY OF RED HERRING PROSPECTUS AND BID CUM APPLICATION FORM

Copies of the Bid cum Application Form and the abridged prospectus will be available at the offices of the BRLM, the Designated Intermediaries at Bidding Centres, and Registered Office of our Company. An electronic copy of the Bid cum Application Form will also be available for download on the websites of SCSBs (via Internet Banking) and NSE (www.nseindia.com) at least one day prior to the Bid/Issue Opening Date.

APPLICATIONS BY ELIGIBLE NRI'S/ RFPI's ON REPATRIATION BASIS

Copies of the Bid cum Application Form and the abridged prospectus will be available at the offices of the BRLM, the Designated Intermediaries at Bidding Centres, and Registered Office of our Company. An electronic copy of the Bid cum Application Form will also be available for download on the websites of SCSBs (via Internet Banking) and NSE (www.nseindia.com) at least one day prior to the Bid/Issue Opening Date.

PARTICIPATION BY ASSOCIATED/ AFFILIATES OF BOOK RUNNING LEAD MANAGER AND SYNDICATE MEMBER

The BRLM and the Syndicate Member, if any, shall not be allowed to purchase in this Issue in any manner, except towards fulfilling their underwriting obligations. However, the associates and affiliates of the BRLM and the Syndicate Member, if any, may subscribe the Equity Shares in the Issue, either in the QIB Category or in the Non-Institutional Category as may be applicable to such Bidders, where the allocation is on a proportionate basis and such subscription may be on their own account or on behalf of their clients.

APPLICATIONS BY ELIGIBLE NRI'S

NRIs may obtain copies of Bid cum Application Form from the offices of the BRLM and 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") ASBA Accounts, and eligible NRI Bidders bidding on a non-repatriation basis by using Resident Forms should authorize their SCSB 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 FPI INCLUDING FIIs

In terms of the SEBI FPI Regulations, any qualified foreign investor or FII who holds a valid certificate of registration from SEBI shall be deemed to be an FPI until the expiry of the block of three years for which fees have been paid as per the SEBI FII Regulations. An FII or a sub-account may participate in this Issue, in accordance with Schedule 2 of the FEMA Regulations, until the expiry of its registration with SEBI as an FII or a sub-account. An FII shall not be eligible to invest as an FII after registering as an FPI under the SEBI FPI Regulations.

In case of Bids made by FPIs, a certified copy of the certificate of registration issued by the designated depository participant under the FPI Regulations is required to be attached to the Bid cum Application Form, failing which our Company reserves the right to reject any Bid without assigning any reason. An FII or subaccount may, subject to payment of conversion fees under the SEBI FPI Regulations, participate in the Issue, until the expiry of its registration as a FII or sub-account, or until it obtains a certificate of registration as FPI, whichever is earlier. Further, in case of Bids made by SEBI-registered FIIs or sub-accounts, which are not registered as FPIs, a certified copy of the certificate of registration as an FII issued

by SEBI is required to be attached to the Bid cum Application Form, failing which our Company reserves the right to reject any Bid without assigning any reason.

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 10.00% of our post-Issue Equity Share capital. Further, in terms of the FEMA Regulations, the total holding by each FPI shall be below 10.00% of the total paid-up Equity Share capital of our Company and the total holdings of all FPIs put together shall not exceed 24% of the paid-up Equity Share capital of our Company. The aggregate limit of 24% may be increased up to the sectorial cap by way of a resolution passed by the Board of Directors followed by a special resolution passed by the Shareholders of our Company and subject to prior intimation to RBI. In terms of the FEMA Regulations, for calculating the aggregate holding of FPIs in a company, holding of all registered FPIs as well as holding of FIIs (being deemed FPIs) shall be included. The existing individual and aggregate investment limits an FII or sub account in our Company is 10.00% and 24% of the total paid-up Equity Share capital of our Company, respectively.

FPIs are permitted to participate in the Issue subject to compliance with conditions and restrictions which may be specified by the Government from time to time.

Subject to compliance with all applicable Indian laws, rules, regulations, guidelines and approvals in terms of Regulation 22 of the SEBI FPI Regulations, an FPI, other than Category III foreign portfolio and unregulated broad based funds, which are classified as Category II foreign portfolio investor by virtue of their investment Manager being appropriately regulated, may issue or otherwise deal in offshore derivative instruments (as defined under the SEBI FPI Regulations as any instrument, by whatever name called, which is issued overseas by an FPI against securities held by it that are listed or proposed to be listed on any recognized stock exchange in India, as its underlying) directly or indirectly, only in the event (i) such offshore derivative instruments are issued only to persons who are regulated by an appropriate regulatory authority; and (ii) such offshore derivative instruments are issued after compliance with know your client norms. An FPI is also required to ensure that no further issue or transfer of any offshore derivative instrument is made by or on behalf of it to any persons that are not regulated by an appropriate foreign regulatory authority.

FPIs who wish to participate in the Issue are advised to use the Bid cum Application Form for Non-Residents (blue in colour).

BIDS BY SEBI REGISTERED VCFs, AIFs and FVCIs

The SEBI FVCI Regulations and the SEBI AIF Regulations inter-alia prescribe the investment restrictions on the VCFs, FVCIs and AIFs registered with SEBI. Further, the SEBI AIF Regulations prescribe, among others, the investment restrictions on AIFs.

The holding by any individual VCF registered with SEBI in one venture capital undertaking should not exceed 25% of the corpus of the VCF. Further, VCFs and FVCIs can invest only up to 33.33% of the investible funds by way of subscription to an initial public offering.

The category I and II AIFs cannot invest more than 25% of the corpus in one Investee Company. A category III AIF cannot invest more than 10% of the corpus in one Investee Company. A venture capital fund registered as a category I AIF, as defined in the SEBI AIF Regulations, cannot invest more than 1/3rd of its corpus by way of subscription to an initial public offering of a venture capital undertaking. Additionally, the VCFs which have not re-registered as an AIF under the SEBI AIF Regulations shall continue to be regulated by the VCF Regulation until the existing fund or scheme managed by the fund is wound up and such funds shall not launch any new scheme after the notification of the SEBI AIF Regulations.

All FIIs and FVCIs should note that refunds, dividends and other distributions, if any, will be payable in Indian Rupees only and net of Bank charges and commission.

Our Company or the BRLM will not be responsible for loss, if any, incurred by the Bidder on account of conversion of foreign currency.

There is no reservation for Eligible NRIs, FPIs and FVCIs and all Bidders will be treated on the same basis with other categories for the purpose of allocation.

BIDS BY MUTUAL FUNDS

No Mutual Fund scheme shall invest more than 10% of its net asset value in equity shares or equity related instruments of any single company provided that the limit of 10% shall not be applicable for investments in index funds or sector or industry specific funds. No Mutual Fund under all its schemes should own more than 10% of any company's paid-up share capital carrying voting rights.

With respect to Bids by Mutual Funds, a certified copy of their SEBI registration certificate must be lodged with the Bid cum Application Form. Failing this, our Company reserves the right to accept or reject any Bid cum Application in whole or in part, in either case, without assigning any reason thereof.

In case of a mutual fund, a separate Bid cum Application can be made in respect of each scheme of the mutual fund registered with SEBI and such Applications in respect of more than one scheme of the mutual fund will not be treated as multiple applications provided that the Bids clearly indicate the scheme concerned for which the Bids has been made.

The Bids made by the asset management companies or custodians of Mutual Funds shall specifically state the names of the concerned schemes for which the Applications are made.

BIDS BY LIMITED LIABILITY PARTNERSHIPS

In case of Bids made by limited liability partnerships registered under the Limited Liability Partnership Act, 2008, a certified copy of certificate of registration issued under the Limited Liability Partnership Act, 2008, must be attached to the Bid cum Application Form. Failing this, our Company reserves the right to reject any bid without assigning any reason thereof. Limited liability partnerships can participate in the Issue only through the ASBA process.

BIDS BY INSURANCE COMPANIES

In case of Bids made by insurance companies registered with the IRDA, a certified copy of certificate of registration issued by IRDA must be attached to the Bid cum Application Form. Failing this, our Company reserves the right to reject any Bid by Insurance Companies without assigning any reason thereof. The exposure norms for insurers, prescribed under the Insurance Regulatory and Development Authority (Investment) Regulations, 2000, as amended, are broadly set forth below:

- 1) equity shares of a company: the least of 10.00% of the investee company's subscribed capital (face value) or 10.00% of the respective fund in case of life insurer or 10.00% of investment assets in case of general insurer or reinsurer;
- 2) the entire group of the investee company: not more than 15% of the respective fund in case of a life insurer or 15% of investment assets in case of a general insurer or reinsurer or 15% of the investment assets in all companies belonging to the group, whichever is lower; and
- 3) the industry sector in which the investee company belong to: not more than 15% of the fund of a life insurer or a general insurer or a reinsurer or 15% of the investment asset, whichever is lower.

The maximum exposure limit, in the case of an investment in equity shares, cannot exceed the lower of an amount of 10% of the investment assets of a life insurer or general insurer and the amount calculated under (a), (b) and (c) above, as the case may be. Insurance companies participating in this Issue shall comply with all applicable regulations, guidelines and circulars issued by IRDAI from time to time.

BIDS UNDER POWER OF ATTORNEY

In case of Bids made pursuant to a power of attorney or by limited companies, corporate bodies, registered societies, FIIs, Mutual Funds, insurance companies and provident funds with a minimum corpus of Rs. 2500 Lakhs (subject to applicable law) and pension funds with a minimum corpus of Rs. 2500 Lakhs, a certified copy of the power of attorney or the relevant resolution or authority, as the case may be, along with a certified copy of the memorandum of association and articles of association and/or bye laws must be lodged along with the Bid cum Application Form. Failing this, our Company reserves the right to

accept or reject any Bid in whole or in part, in either case, without assigning any reasons thereof. In addition to the above, certain additional documents are required to be submitted by the following entities:

- a) With respect to Bids by FIIs and Mutual Funds, a certified copy of their SEBI registration certificate must be lodged along with the Bid cum Application Form.
- b) With respect to Bids by insurance companies registered with the Insurance Regulatory and Development Authority, in addition to the above, a certified copy of the certificate of registration issued by the Insurance Regulatory and Development Authority must be lodged along with the Bid cum Application Form.
- c) With respect to Bids made by provident funds with a minimum corpus of Rs. 2500 Lakhs (subject to applicable law) and pension funds with a minimum corpus of Rs. 2500 Lakhs, a certified copy of a certificate from a chartered accountant certifying the corpus of the provident fund/pension fund must be lodged along with the Bid cum Application Form.
- d) With respect to Bids made by limited liability partnerships registered under the Limited Liability Partnership Act, 2008, a certified copy of certificate of registration issued under the Limited Liability Partnership Act, 2008, must be attached to the Bid cum Application Form
- e) Our Company in its absolute discretion, reserves the right to relax the above condition of simultaneous lodging of the power of attorney along with the Bid cum Application Form, subject to such terms and conditions that our Company and the BRLM may deem fit.

The above information is given for the benefit of the Bidders. Our Company, the Book Running Lead Manager and the Syndicate Member are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of the Draft Red Herring Prospectus. Bidders are advised to make their independent investigations and Bidders are advised to ensure that any single Bid from them does not exceed the applicable investment limits or maximum number of Equity Shares that can be held by them under applicable law or regulation or as specified in the Draft Red Herring Prospectus.

BIDS BY PROVIDENT FUNDS/PENSION FUNDS

In case of Bids made by provident funds with minimum corpus of Rs. 25 Crore (subject to applicable law) and pension funds with minimum corpus of Rs. 25 Crore, a certified copy of certificate from a chartered accountant certifying the corpus of the provident fund/ pension fund must be lodged along with the Bid Cum Application Form. Failing this, the Company reserves the right to accept or reject any bid in whole or in part, in either case, without assigning any reason thereof.

BIDS BY BANKING COMPANY

In case of Bids made by banking companies registered with RBI, certified copies of: (i) the certificate of registration issued by RBI, and (ii) the approval of such banking company's investment committee are required to be attached to the Bid cum application Form, failing which our Company reserve the right to reject any Bid by a banking company without assigning any reason.

Bid cum Application Form, failing which our Company reserve the right to reject any Bid by a banking company 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 banks' 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 banks' 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 RBI. A banking company would require a prior approval of RBI

to make (i) investment in a subsidiary and a financial services company that is not a subsidiary (with certain exception 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 SEBI circulars dated September 13, 2012 and January 2, 2013. Such SCSBs are required to ensure that for making Bid cum 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 Bid cum application in public issues and clear demarcated funds should be available in such account for such Bid cum applications.

ISSUANCE OF A CONFIRMATION NOTE ("CAN") AND ALLOTMENT IN THE ISSUE

1. Upon approval of the basis of allotment by the Designated Stock Exchange, the BRLM or Registrar to the Issue shall send to the SCSBs a list of their Bidders who have been allocated Equity Shares in the Issue.
2. The Registrar will then dispatch a CAN to their Bidders who have been allocated Equity Shares in the Issue. The dispatch of a CAN shall be deemed a valid, binding and irrevocable contract for the Bidder

TERMS OF PAYMENT

Terms of Payment

The entire Issue price of Rs. [●] per share is payable on Bid cum application. In case of allotment of lesser number of Equity Shares than the number applied, the Registrar to the issue shall instruct the SCSBs to unblock the excess amount blocked.

SCSBs will transfer the amount as per the instruction received by the Registrar to the Public Issue Bank Account, post finalisation of basis of Allotment. The balance amount after transfer to the Public Issue Account shall be unblocked by the SCSBs.

The Bidders should note that the arrangement with Bankers to the issue or the Registrar is not prescribed by SEBI and has been established as an arrangement between our Company, the Bankers to the Issue and the Registrar to the Issue to facilitate collections from the Bidders.

Payment mechanism for Bidders

The Bidders shall specify the bank account number in the Bid cum Application Form and the SCSBs shall block an amount equivalent to the Bid cum Application Amount in the bank account specified in the Bid cum Application Form. The SCSB shall keep the Application Amount in the relevant bank account blocked until withdrawal/ rejection of the bid cum application or receipt of instructions from the Registrar to unblock the Application Amount. However, Non Retail Bidders shall neither withdraw nor lower the size of their bid cum applications at any stage. In the event of withdrawal or rejection of the Bid cum Application Form or for unsuccessful Application Forms, the Registrar to the Issue shall give instructions to the SCSBs to unblock the application money in the relevant bank account within one day of receipt of such instruction. The Application Amount shall remain blocked in the ASBA Account until finalisation of the Basis of Allotment in the Issue and consequent transfer of the Application Amount to the Public Issue Account, or until withdrawal/ failure of the Issue or until rejection of the bid cum application by the ASBA Applicant, as the case may be.

Please note that pursuant to the applicability of the directions issued by SEBI vide its circular bearing number CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015, all Investors are applying in this Issue shall mandatorily make use of ASBA facility.

SIGNING OF UNDERWRITING AGREEMENT AND FILING OF PROSPECTUS WITH ROC

- a) Our Company has entered into an Underwriting agreement dated [●].

- b) A copy of the Red Herring Prospectus and Prospectus will be registered with the RoC in terms of Section 32 of the Companies Act.

PRE- ISSUE ADVERTISEMENT

Subject to Section 30 of the Companies Act, 2013, our Company shall, after registering the Red Herring Prospectus with the RoC, publish a pre-Issue advertisement, in the form prescribed by the SEBI Regulations, in: (i) English National Newspaper; (ii) Hindi National Newspaper; and (iii) Regional Newspaper, each with wide circulation. In the pre-Issue advertisement, we shall state the Bid Opening Date and the Bid Closing Date. This advertisement, subject to the provisions of Section 30 of the Companies Act, 2013, shall be in the format prescribed in Part A of Schedule XIII of the SEBI Regulations.

ADVERTISEMENT REGARDING ISSUE PRICE AND PROSPECTUS

Our Company will issue a statutory advertisement after the filing of the Prospectus with the RoC. This advertisement, in addition to the information that has to be set out in the statutory advertisement, shall indicate the final derived Issue Price. Any material updates between the date of the Red Herring Prospectus and the date of Prospectus will be included in such statutory advertisement.

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 the details about the PAN, DP ID and Client ID are correct and the Bidders depository account is active, as Allotment of the Equity Shares will be in the dematerialized form only;
5. Ensure that your Bid cum Application Form bearing the stamp of a Designated Intermediary is submitted to the Designated Intermediary at the Bidding Centre;
6. If the first applicant is not the account holder, ensure that the Bid cum Application Form is signed by the account holder. Ensure that you have mentioned the correct bank account number in the Bid cum Application Form;
7. Ensure that the signature of the First Bidder in case of joint Bids, is included in the Bid cum Application Forms;
8. Ensure that the name(s) given in the Bid cum Application Form is/are exactly the same as the name(s) in which the beneficiary account is held with the Depository Participant. In case of joint Bids, the Bid cum Application Form should contain only the name of the First Bidder whose name should also appear as the first holder of the beneficiary account held in joint names;
9. Ensure that you request for and receive a stamped acknowledgement of the Bid cum Application Form for all your Bid options;
10. Ensure that you have funds equal to the Bid Amount in the ASBA Account maintained with the SCSB before submitting the Bid cum Application Form under the ASBA process to the respective member of the Syndicate (in the Specified Locations), the SCSBs, the Registered Broker (at the Broker Centres), the RTA (at the Designated RTA Locations) or CDP (at the Designated CDP Locations);
11. Submit revised Bids to the same Designated Intermediary, through whom the original Bid was placed and obtain a revised acknowledgment;
12. Except for Bids (i) on behalf of the Central or State Governments and the officials appointed by the courts, who, in terms of a SEBI circular dated June 30, 2008, may be exempt from specifying their PAN for transacting in the securities market, and (ii) Bids by persons resident in the state of Sikkim, who, in terms of a SEBI circular dated July 20, 2006, may be exempted from specifying their PAN for

transacting in the securities market, all Bidders should mention their PAN allotted under the IT Act. The exemption for the Central or the State Government and officials appointed by the courts and for investors residing in the State of Sikkim is subject to (a) the Demographic Details received from the respective depositories confirming the exemption granted to the beneficiary owner by a suitable description in the PAN field and the beneficiary account remaining in “active status”; and (b) in the case of residents of Sikkim, the address as per the Demographic Details evidencing the same. All other applications in which PAN is not mentioned will be rejected;

13. Ensure that the Demographic Details are updated, true and correct in all respects;
14. Ensure that thumb impressions and signatures other than in the languages specified in the Eighth Schedule to the Constitution of India are attested by a Magistrate or a Notary Public or a Special Executive Magistrate under official seal;
15. Ensure that the category and the investor status is indicated;
16. Ensure that in case of Bids under power of attorney or by limited companies, corporates, trust etc., relevant documents are submitted;
17. Ensure that Bids submitted by any person outside India should be in compliance with applicable foreign and Indian laws;
18. Bidders should note that in case the DP ID, Client ID and the PAN mentioned in their Bid cum Application Form and entered into the online IPO system of the Stock Exchange by the relevant Designated Intermediary, as the case may be, do not match with the DP ID, Client ID and PAN available in the Depository database, then such Bids are liable to be rejected. Where the Bid cum Application Form is submitted in joint names, ensure that the beneficiary account is also held in the same joint names and such names are in the same sequence in which they appear in the Bid cum Application Form;
19. Ensure that the Bid cum Application Forms are delivered by the Bidders within the time prescribed as per the Bid cum Application Form and the Red Herring Prospectus;
20. Ensure that you have mentioned the correct ASBA Account number in the Bid cum Application Form;
21. Ensure that you have correctly signed the authorization/undertaking box in the Bid cum Application Form, or have otherwise provided an authorization to the SCSB via the electronic mode, for blocking funds in the ASBA Account equivalent to the Bid Amount mentioned in the Bid cum Application Form at the time of submission of the Bid;
22. Ensure that you receive an acknowledgement from the concerned Designated Intermediary, for the submission of your Bid cum Application Form; and

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 pay the Bid Amount in cash, by money order, cheques or demand drafts or by postal order or by stock invest;
4. Do not send Bid cum Application Forms by post; instead submit the same to the Designated Intermediary only;
5. Do not submit the Bid cum Application Forms to any non-SCSB bank or our Company;
6. Do not Bid on a Bid cum Application Form that does not have the stamp of 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 Bid for a Bid Amount exceeding Rs. 200,000 (for Bids by Retail Individual Bidders);
10. Do not fill up the Bid cum Application Form such that the Equity Shares Bid for exceeds the Issue size and / or investment limit or maximum number of the Equity Shares that can be held under the applicable laws or regulations or maximum amount permissible under the applicable regulations or under the terms of the Red Herring Prospectus;
11. Do not submit the General Index Register number instead of the PAN;
12. Do not submit the Bid without ensuring that funds equivalent to the entire Bid Amount are blocked in the relevant ASBA Account;
13. 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;
14. Do not submit a Bid in case you are not eligible to acquire Equity Shares under applicable law or your relevant constitutional documents or otherwise;
15. Do not Bid if you are not competent to contract under the Indian Contract Act, 1872 (other than minors having valid depository accounts as per Demographic Details provided by the depository);
16. Do not submit more than five 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.

BIDS AT DIFFERENT PRICE LEVELS AND REVISION OF BIDS

- a) Our Company in consultation with the BRLM, and without the prior approval of, or intimation, to the Bidders, reserves the right to revise the Price Band during the Bid/ Issue Period, provided that the Cap Price shall be less than or equal to 120% of the Floor Price and the Floor Price shall not be less than the face value of the Equity Shares. The revision in Price Band shall not exceed 20% on the either side i.e. the floor price can move up or down to the extent of 20% of the floor price disclosed. If the revised price band decided, falls within two different price bands than the minimum application lot size shall be decided based on the price band in which the higher price falls into.
- b) Our Company in consultation with the BRLM, will finalize the Issue Price within the Price Band, without the prior approval of, or intimation, to the Bidders
- c) The Bidders can Bid at any price within the Price Band. The Bidder has to Bid for the desired number of Equity Shares at a specific price. Retail Individual Bidders may Bid at the Cut-off Price. However, bidding at Cut-off Price is prohibited for QIB and Non-Institutional Bidders and such Bids from QIB and Non-Institutional Bidders shall be rejected.
- d) Retail Individual Bidders, who Bid at Cut-off Price agree that they shall purchase the Equity Shares at any price within the Price Band. Retail Individual Bidders shall submit the Bid cum Application Form along with a cheque/demand draft for the Bid Amount based on the Cap Price with the Syndicate. In case of ASBA Bidders (excluding Non-Institutional Bidders and QIB Bidders) bidding at Cut-off Price, the ASBA Bidders shall instruct the SCSBs to block an amount based on the Cap Price.

COMMUNICATIONS

All future communications in connection with Bids made in this Issue should be addressed to the Registrar quoting the full name of the sole or First Bidder, Bid cum Application Form number, Bidders Depository Account Details, number of Equity Shares applied for, date of Bid cum Application Form, name and address of the Application Collecting Intermediary where the Application was submitted thereof and a copy of the acknowledgement slip.

Bidders can contact the Compliance Officer or the Registrar in case of any pre Issue or post Issue related problems such as non-receipt of letters of allotment, credit of allotted shares in the respective beneficiary accounts, etc.

IMPERSONATION

Attention of the Bidders is specifically drawn to the provisions of sub-section (1) of Section 38 of the Companies Act, 2013 which is reproduced below:

“Any person who—

- a) makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or
- b) makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or
- c) otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name,

Shall be liable for action under Section 447.”

UNDERTAKINGS BY THE COMPANY

Our Company undertake as follows:

1. That the complaints received in respect of the Issue shall be attended expeditiously and satisfactorily;
2. That all steps will be taken for the completion of the necessary formalities for listing and commencement of trading at EMERGE Platform of National Stock Exchange of India Limited where the Equity Shares are proposed to be listed within six working days from Issue Closure date.
3. That the funds required for making refunds as per the modes disclosed or dispatch of allotment advice by registered post or speed post shall be made available to the Registrar and Share Transfer Agent to the Issue by our Company;
4. That our Promoter's contribution in full has already been brought in;
5. That no further issue of Equity Shares shall be made till the Equity Shares issued through the Prospectus are listed or until the Application monies are refunded on account of non-listing, under-subscription etc.; and
6. That adequate arrangement shall be made to collect all Applications Supported by Blocked Amount while finalizing the Basis of Allotment.
7. If our Company does not proceed with the Issue after the Bid/Issue Opening Date but before allotment, then the reason thereof shall be given as a public notice to be issued by our Company within two days of the Bid/Issue Closing Date. The public notice shall be issued in the same newspapers where the Pre-Issue advertisements were published. The stock exchange on which the Equity Shares are proposed to be listed shall also be informed promptly;
8. If our Company withdraw the Issue after the Bid/Issue Closing Date, our Company shall be required to file a fresh Draft Red Herring Prospectus with the Stock exchange/RoC/SEBI, in the event our Company subsequently decides to proceed with the Issue;
9. Allotment is not made within the prescribed time period under applicable law, the entire subscription amount received will be refunded/unblocked within the time prescribed under applicable law. If there is delay beyond the prescribed time, our Company shall pay interest prescribed under the Companies Act, 2013, the SEBI Regulations and applicable law for the delayed period

UTILIZATION OF THE ISSUE PROCEEDS

The Board of Directors of our Company certifies that:

1. all monies received out of the issue shall be transferred to a separate Bank Account other than the bank account referred to in Sub-Section (3) of Section 40 of the Companies Act, 2013;
2. details of all monies utilized out of the issue referred above shall be disclosed and continue to be disclosed till the time any part of the Issue Proceeds remains unutilised, under an appropriate separate head in the balance sheet of our Company indicating the purpose for which such monies have been

utilized;

3. details of all unutilized monies out of the issue, if any, shall be disclosed under an appropriate separate head in the balance sheet of our Company indicating the form in which such unutilized monies have been invested; and
4. Our Company shall comply with the requirements of the SEBI Listing Regulations in relation to the disclosure and monitoring of the utilisation of the proceeds of the Issue.
5. Our Company shall not have recourse to the Issue Proceeds until the approval for listing and trading of the Equity Shares from all the Stock Exchange where listing is sought has been received.
6. The Book Running Lead Manager undertakes that the complaints or comments received in respect of the Issue shall be attended by our Company expeditiously and satisfactory.

EQUITY SHARES IN DEMATERIALISED FORM WITH NSDL OR CDSL

To enable all shareholders of the Company to have their shareholding in electronic form, the Company is in the process of signing the following tripartite agreements with the Depositories and the Registrar and Share Transfer Agent:

- a. Agreement dated [●] among NSDL, the Company and the Registrar to the Issue;
- b. Agreement dated [●] among CDSL, the Company and the Registrar to the Issue;

The Company's shares bear ISIN no [●].

PART B

GENERAL INFORMATION DOCUMENT FOR INVESTING IN PUBLIC ISSUES

This General Information Document highlights the key rules, processes and procedures applicable to public issues in accordance with the provisions of the Companies Act, 2013 (to the extent notified and in effect), the Companies Act, 1956 (without reference to the provisions thereof that have ceased to have effect upon the notification of the Companies Act, 2013), the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957 and the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009. Bidders 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 should rely on their own examination of the Issue and the Issuer, and should carefully read the Draft Red Herring prospectus before investing in the Issue.

SECTION 1: PURPOSE OF THE GENERAL INFORMATION DOCUMENT (GID)

This document is applicable to the public issues undertaken *inter-alia* through the Book-Building Process as well as to the Fixed Price Issue. The purpose of the “General Information Document for Investing in Public Issues” is to provide general guidance to potential Bidders in IPOs, 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 should note that investment in equity and equity related securities involves risk and Bidder 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 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 exchange, on the website(s) of the BRLM 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 may refer to the section “Definition and Abbreviations” beginning on page 03 of this Draft Red Herring Prospectus.

SECTION 2: BRIEF INTRODUCTION TO IPOs ON SME EXCHANGE

2.1 Initial public offer (IPO)

An IPO means an offer of specified securities by an unlisted Issuer to the public for subscription and may include an Offer for Sale of specified securities to the public by any existing holder of such securities in an unlisted Issuer.

For undertaking an IPO, an Issuer is *inter-alia* required to comply with the eligibility requirements of in terms of either Regulation 26(1) or Regulation 26(2) of the SEBI ICDR Regulations, 2009. For details of compliance with the eligibility requirements by the Issuer, Bidders/Applicants may refer to the DRHP.

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.

The Issuer may also undertake IPO under of chapter XB of the SEBI (ICDR) Regulations, wherein

as per,

- Regulation 106M (1): An issuer whose post- issue face value capital does not exceed ten crore rupees shall issue its specified securities in accordance with provisions of this Chapter.
- Regulation 106M (2): An issuer, whose post issue face value capital, is more than ten crore rupees and up to twenty five crore rupees, may also issue specified securities in accordance with provisions of this Chapter.

The present Issue being made under Regulation 106M (2) of Chapter XB of SEBI (ICDR) Regulation.

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, 1956 and the Companies Act, 2013 (the “Companies Act”), The Securities Contracts (Regulation) Rules, 1957 (the “SCRR”), industry-specific regulations, if any, and other applicable laws for the time being in force. Following are the eligibility requirements for making an SME IPO under Regulation 106M (2) of Chapter XB of SEBI (ICDR) Regulation:

- (a) In accordance with regulation 106(P) of the SEBI (ICDR) Regulations, issue has to be 100% underwritten and the BRLM has to underwrite at least 15% of the total issue size.
- (b) In accordance with Regulation 106(R) of the SEBI (ICDR) Regulations, total number of proposed allottees in the issue shall be greater than or equal to fifty, otherwise, the entire application money will be refunded forthwith. If such money is not repaid within eight days from the date the company becomes liable to repay it, than the Company and every officer in default shall, on and from expiry of eight days, be liable to repay such application money, with interest as prescribed under section 40 of the Companies Act, 2013.
- (c) In accordance with Regulation 106(O) the SEBI (ICDR) Regulations, Company is not required to file any Offer Document with SEBI nor has SEBI issue any observations on the Offer Document. The Book Running Lead Manager shall submit the copy of Red Herring Prospectus and Prospectus along with a Due Diligence Certificate including additional confirmations as required to SEBI at the time of filing the Red Herring Prospectus and Prospectus with the Registrar of Companies.
- (d) In accordance with Regulation 106(V) of the SEBI ICDR Regulations, the BRLM has to ensure compulsory market making for a minimum period of three years from the date of listing of Equity Shares offered in the issue.
- (e) The company should have track record of at least 3 years
- (f) The company should have positive cash accruals (earnings before depreciation and tax) from operations for at least 2 financial years preceding the application and its net-worth should be positive
- (g) The post issue paid up capital of the company (face value) shall not be more than Rs. 25 crore.
- (h) The issuer shall mandatorily facilitate trading in demat securities.
- (i) The issuer should not been referred to Board for Industrial and Financial Reconstruction.
- (j) No petition for winding up is admitted by a court or a liquidator has not been appointed of competent jurisdiction against the Company
- (k) No material regulatory or disciplinary action should have been taken by any stock exchange or regulatory authority in the past three years against the issuer
- (l) The Company should have a website. Issuer shall also comply with all the other requirements as laid down for such an Issue under Chapter XB of SEBI (ICDR) Regulations and subsequent circulars and guidelines issued by SEBI and the Stock Exchange.

As per Regulation 106(M)(3) of SEBI (ICDR) Regulations, 2009, the provisions of Regulations 6(1), 6(2), 6(3), Regulation 7, Regulation 8, Regulation 9, Regulation 10, Regulation 25, Regulation 26, Regulation 27 and Sub regulation (1) of Regulation 49 of SEBI (ICDR) Regulations, 2009 shall not apply to this issue.

Thus Company is eligible for the issue in accordance with regulation 106M (1) and other provisions of chapter XB of the SEBI (ICDR) Regulations as the post issue face value capital does not exceed Rs. 1000 Lakhs. Company also complies with the eligibility conditions laid by the EMERGE Platform of NSE for listing of our Equity Shares.

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 issues”**) or undertake a Fixed Price Issue (**“Fixed Price Issues”**). An issuer may mention Price or Price Band in the Draft Red Herring Prospectus (in case of a fixed price Issue) and Floor price or price band in the red herring prospectus (in case of a book built 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 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.

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 Exchange and the BRLM and the advertisement in the newspaper(s) issued in this regard

2.6 MIGRATION TO MAIN BOARD

SME Issuer may migrate to the Main Board of SE from the SME Exchange at a later date subject to the following:

- (a) If the Paid up Capital of the Company is likely to increase above Rs. 25 crores by virtue of any further issue of capital by way of rights, preferential issue, bonus issue etc. (which has been approved by a special resolution through postal ballot wherein the votes cast by the shareholders other than the Promoter in favor of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal and for which the company has obtained in-principal approval from the main board), the Company shall apply to SE for listing of its shares on its Main Board subject to the fulfillment of the eligibility criteria for listing of specified securities laid down by the Main Board.

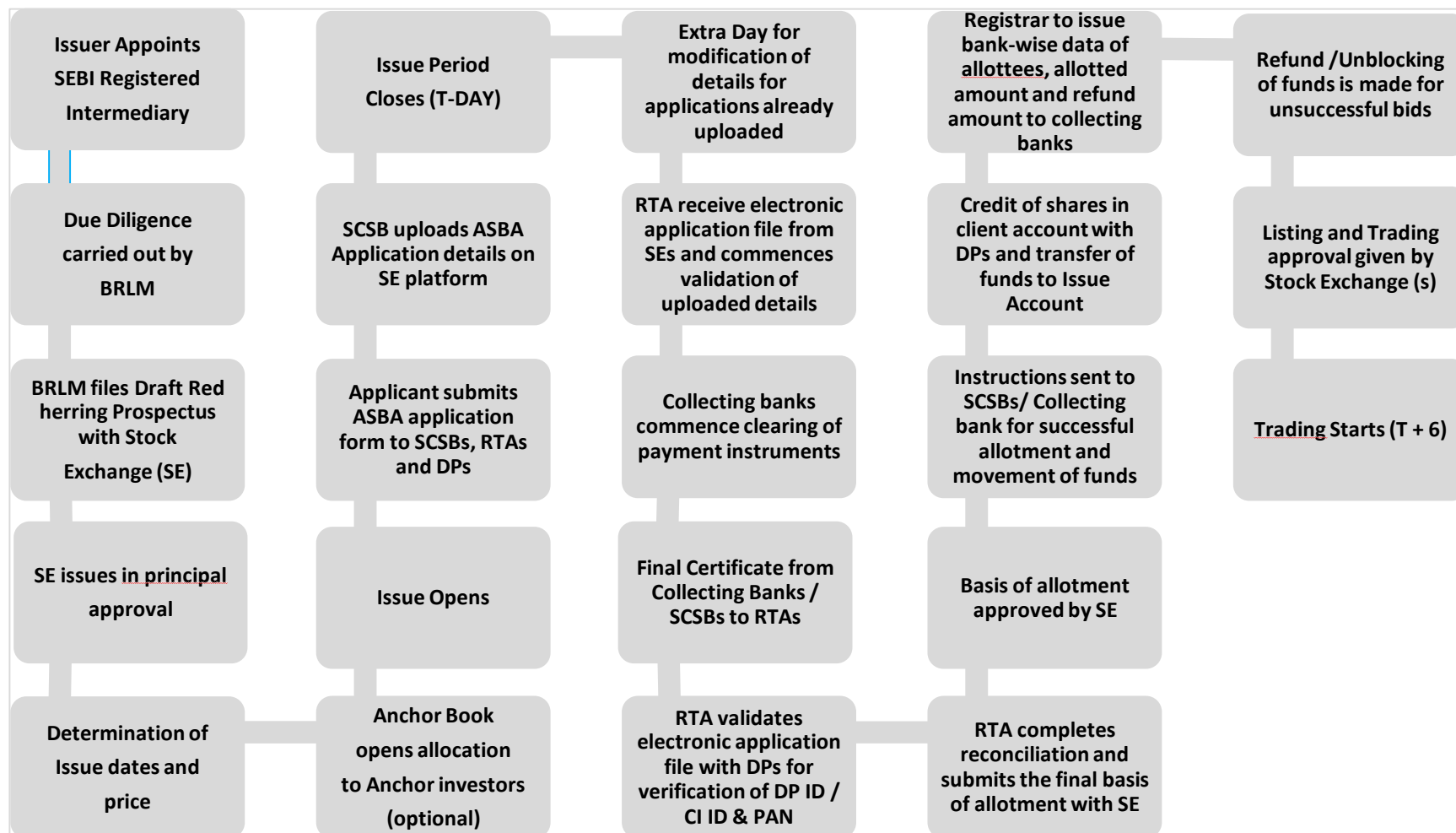
OR

- (b) If the Paid up Capital of the company is more than 10 crores but below Rs. 25 crores, the Company may still apply for migration to the main board if the same has been approved by a special resolution

through postal ballot wherein the votes cast by the shareholders other than the Promoter in favour of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal.

2.7 FLOWCHART OF TIMELINES

A flow chart of process flow in Fixed Price and Book Built Issues is as follows



SECTION 3: CATEGORY OF INVESTORS ELIGIBLE TO PARTICIPATE IN AN ISSUE

Each Bidder should check whether it is eligible to apply under applicable law. Furthermore, certain categories of Bidders, such as NRIs, FPIs and FVCIs may not be allowed to apply in the Issue or to hold Equity Shares, in excess of certain limits specified under applicable law. Bidders are requested to refer to the DRHP for more details.

Subject to the above, an illustrative list of Bidders is as follows:

1. Indian nationals resident in India who are not incompetent to contract in single or joint names (not more than three) or in the names of minors through natural/legal guardian;
2. Hindu Undivided Families or HUFs, in the individual name of the Karta. The Bidders should specify that the Bid is being made in the name of the HUF in the Bid cum Application Form as follows: Name of Sole or First Bidder: XYZ Hindu Undivided Family applying through XYZ, where XYZ is the name of the Karta. Bids by HUFs would be considered at par with those from individuals;
3. Companies, Corporate Bodies and Societies registered under the applicable laws in India and authorized to invest in the Equity Shares under their respective constitutional and charter documents;
4. Mutual Funds registered with SEBI;
5. Eligible NRIs on a repatriation basis or on a non-repatriation basis, subject to applicable laws. NRIs other than Eligible NRIs are not eligible to participate in this Issue;
6. Indian Financial Institutions, scheduled commercial banks, regional rural banks, co-operative banks (subject to RBI permission, and the SEBI Regulations and other laws, as applicable);
7. FPIs other than Category III FPI; VCFs and FVCIs registered with SEBI
8. Limited Liability Partnerships (LLPs) registered in India and authorized to invest in equity shares;
9. State Industrial Development Corporations;
10. Trusts/societies registered under the Societies Registration Act, 1860, as amended, or under any other law relating to Trusts and who are authorized under their constitution to hold and invest in equity shares;
11. Scientific and/or Industrial Research Organizations authorized to invest in equity shares;
12. Insurance Companies registered with IRDA;
13. Provident Funds and Pension Funds with minimum corpus of Rs. 2,500 Lakhs and who are authorized under their constitution to hold and invest in equity shares;
14. Multilateral and Bilateral Development Financial Institutions;
15. National Investment Fund set up by resolution no. F. No. 2/3/2005-DDII dated November 23, 2005 of Government of India published in the Gazette of India;
16. Insurance funds set up and managed by army, navy or air force of the Union of India or by Department of Posts, India;
17. Any other person eligible to apply in this Issue, under the laws, rules, regulations, guidelines and policies applicable to them and under Indian laws

As per the existing regulations, OCBs cannot participate in this Issue.

SECTION 4: APPLYING IN THE ISSUE

Book Built Issue: Bidders should only use the specified Bid cum Application Form (or in case of Anchor Investors, the Anchor Investor Application Form) either bearing the stamp of a member of the Syndicate or any other Designated Intermediary, bearing a stamp of the Registered Broker or stamp of SCSBs as available or downloaded from the websites of the Stock Exchange.

Bid cum Application Forms are available with the Book Running Lead Manager, members of the Syndicate, Registered Brokers, Designated Intermediaries at Branches of the Bidding Centres, SCSBs and at the registered office of the Issuer. Electronic Bid cum Application Forms will be available on the websites of the Stock Exchange at least one day prior to the Bid/Offer Opening Date. For further details, regarding availability of Bid cum Application Forms, Bidders may refer to the DRHP/RHP.

Fixed Price Issue: Applicants should only use the specified cum Application Form bearing the stamp of an SCSB as available or downloaded from the websites of the Stock Exchange. Application Forms are available with the Designated Branches of the SCSBs and at the Registered and Corporate Office of the Issuer. For further details, regarding availability of Application Forms, Applicants may refer to the 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 (Excluding downloaded forms from SE website) |
|---|---|
| Resident Indian, Eligible NRIs applying on a non repatriation basis | White |
| Non-Residents and Eligible NRIs, FIIs, FVCIs, etc. applying on a repatriation basis | Blue |
| Anchor Investors (where applicable) & Bidders applying in the reserved category | Not Applicable |

Securities issued in an IPO can only be in dematerialized form in compliance with Section 29 of the Companies Act, 2013. Bidders will not have the option of getting the allotment of specified securities in physical form. However, they may get the specified securities rematerialized subsequent to allotment.

4.1 INSTRUCTIONS FOR FILING THE BID CUM APPLICATION FORM/ ASBA FORM

Bidders 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:

R Bid cum Application Form

| | | |
|---|--|---|
| <p style="text-align: center;">COMMON BID CUM APPLICATION FORM</p> | <p>WORLD CLASS SERVICES LIMITED - INITIAL PUBLIC ISSUE - R Registered Office: Regus Times Square, Unit 1, Level 2, B Wing Andheri Kurla Road, Andheri (E) Mumbai, Maharashtra 400059 India Tel. No.: [●] Fax No.: Not Available; E-mail: ipo@wcsl.org; Website: www.wcspl.org; CIN NO: U74999MH2011PLC222374</p> | <p style="text-align: center;">FOR RESIDENT INDIANS INCLUDING RESIDENT QIBs AND ELIGIBLE NRIs APPLYING ON A NON-REPATRIATION BASIS</p> |
| | <p>To, The Board of Directors WORLD CLASS SERVICES LIMITED</p> | <p style="text-align: center;">BOOK BUILT ISSUE ISIN - INE</p> |
| | | <p style="text-align: right;">Bid Cum Application Form No. </p> |

| | | |
|---|---|---|
| <p>SYNDICATE MEMBER'S STAMP & CODE</p> | <p>BROKER'S / SCSEB / CDP / RTA STAMP & CODE</p> | <p>1. NAME & CONTACT DETAILS OF SOLE/FIRST BIDDER</p> <p>Mr./Ms./M/s. </p> <p style="text-align: right;">Age </p> <p>Address </p> <p>Email </p> <p>Tel. No (with STD code) / Mobile </p> |
| <p>SUB-BROKER'S / SUB-AGENT'S STAMP & CODE</p> | <p>ESCROW BANK / SCSEB BRANCH STAMP & CODE</p> | <p>2. PAN OF SOLE/FIRST BIDDER</p> <p></p> |
| <p>BANK BRANCH SERIAL NO.</p> | <p>SCSB SERIAL NO.</p> | |

| | |
|---|---|
| <p>3. BIDDER'S DEPOSITORY ACCOUNT DETAILS <input type="checkbox"/> NSDL <input type="checkbox"/> CDSL</p> <p>For NSDL enter 8 Digit DP ID followed by 8 Digit Client ID / For CDSL enter 16 Digit Client ID.</p> | <p>6. INVESTOR STATUS</p> <p><input type="checkbox"/> Individual(s) - IND</p> <p><input type="checkbox"/> Hindu Undivided Family* - HUF</p> <p><input type="checkbox"/> Non-Resident Indians - NRI</p> <p>(Non-Repatriation basis)</p> <p><input type="checkbox"/> Bodies Corporate - CO</p> <p><input type="checkbox"/> Banks & Financial Institutions - FI</p> <p><input type="checkbox"/> Mutual Funds - MF</p> <p><input type="checkbox"/> National Investment Funds - NIF</p> <p><input type="checkbox"/> Insurance Companies - IC</p> <p><input type="checkbox"/> Venture Capital Funds - VCF</p> <p><input type="checkbox"/> Alternate Investment Funds - AIF</p> <p><input type="checkbox"/> Others (Please Specify) - OTH</p> <p><small>*HUF should apply only through Karta (Application by HUF would be treated on par with individual)</small></p> |
|---|---|

| <p>4. BID OPTIONS (Only Retail individual Bidders can BID at "Cut-Off"). Price band Rs. [●]/- to Rs. [●]/-</p> <table style="width: 100%; border-collapse: collapse;"> <tr> <th rowspan="2">Bid Options</th> <th colspan="8">No. of Equity Shares Bid (In Figures) (Bids must be in multiples of [●] equity shares)</th> <th colspan="8">Price per Equity Share (₹) / "Cut-off"</th> <th rowspan="2">"Cut-Off" (Please (✓) tick)</th> </tr> <tr> <th>8</th><th>7</th><th>6</th><th>5</th><th>4</th><th>3</th><th>2</th><th>1</th> <th>Bid Price</th><th>Retail Discount</th><th>Net Price</th><th>3</th><th>2</th><th>1</th> </tr> <tr> <td>Option 1</td> <td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td> <td></td><td></td><td></td><td></td><td></td><td></td> <td><input type="checkbox"/></td> </tr> <tr> <td>(OR) Option 2</td> <td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td> <td></td><td></td><td></td><td></td><td></td><td></td> <td><input type="checkbox"/></td> </tr> <tr> <td>(OR) Option 3</td> <td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td> <td></td><td></td><td></td><td></td><td></td><td></td> <td><input type="checkbox"/></td> </tr> </table> | Bid Options | No. of Equity Shares Bid (In Figures) (Bids must be in multiples of [●] equity shares) | | | | | | | | Price per Equity Share (₹) / "Cut-off" | | | | | | | | "Cut-Off" (Please (✓) tick) | 8 | 7 | 6 | 5 | 4 | 3 | 2 | 1 | Bid Price | Retail Discount | Net Price | 3 | 2 | 1 | Option 1 | | | | | | | | | | | | | | | <input type="checkbox"/> | (OR) Option 2 | | | | | | | | | | | | | | | <input type="checkbox"/> | (OR) Option 3 | | | | | | | | | | | | | | | <input type="checkbox"/> | <p>5. CATEGORY</p> <p><input type="checkbox"/> Retail Individual Bidder</p> <p><input type="checkbox"/> Non Institutional Bidder</p> <p><input type="checkbox"/> QIB</p> |
|---|-------------|---|---|---|---|---|---|---|-----------|--|-----------|---|---|---|--------------------------|--|--|-----------------------------|-----------------------------|---|---|---|---|---|---|---|-----------|-----------------|-----------|---|---|---|----------|--|--|--|--|--|--|--|--|--|--|--|--|--|--|--------------------------|---------------|--|--|--|--|--|--|--|--|--|--|--|--|--|--|--------------------------|---------------|--|--|--|--|--|--|--|--|--|--|--|--|--|--|--------------------------|---|
| Bid Options | | No. of Equity Shares Bid (In Figures) (Bids must be in multiples of [●] equity shares) | | | | | | | | Price per Equity Share (₹) / "Cut-off" | | | | | | | | | "Cut-Off" (Please (✓) tick) | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| | 8 | 7 | 6 | 5 | 4 | 3 | 2 | 1 | Bid Price | Retail Discount | Net Price | 3 | 2 | 1 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Option 1 | | | | | | | | | | | | | | | <input type="checkbox"/> | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| (OR) Option 2 | | | | | | | | | | | | | | | <input type="checkbox"/> | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| (OR) Option 3 | | | | | | | | | | | | | | | <input type="checkbox"/> | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |

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| <p>7. PAYMENT DETAILS</p> <p>Amount Blocked (₹ in Figures) (₹ in words)</p> <p>ASBA Bank A/c No. </p> <p>Bank Name & Branch </p> | <p>PAYMENT OPTION : Full Payment <input type="checkbox"/></p> |
|---|--|

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.

| | | |
|---|---|--|
| <p>8A. SIGNATURE OF SOLE / FIRST BIDDER</p> <p>Date: _____, 2018</p> | <p>8B. SIGNATURE OF ASBA BANK ACCOUNT HOLDER(S) (AS PER BANK RECORDS)</p> <p>I/We authorize the SCSEB to do all acts as are necessary to make the Application in the Issue</p> <p>1) _____</p> <p>2) _____</p> <p>3) _____</p> | <p>SYNDICATE MEMBER/BROKER / SCSEB / CDP / RTA STAMP (Acknowledging upload of Bid in Stock Exchange system)</p> |
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| <p style="text-align: center;"></p> <p style="text-align: center;">WORLD CLASS SERVICES LIMITED - INITIAL PUBLIC ISSUE - R</p> | <p style="text-align: center;">Acknowledgement Slip for Syndicate Member Broker/SCSEB/CDP/RTA</p> | <p style="text-align: right;">Bid Cum Application Form No. </p> |
|---|--|---|

| | | |
|--|---|--|
| <p>DPID / CLID </p> | <p>PAN of Sole / First Bidder </p> | |
|--|---|--|

| | |
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| <p>Amount Blocked (₹ in figures) ASBA A/c. No. </p> <p>Bank & Branch </p> <p>Received from Mr./Ms./M/s. </p> <p>Telephone / Mobile Email </p> | <p style="text-align: center;">Stamp & Signature of SCSEB Branch</p> |
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|--|-----------------------------|-----------------|-----------------|-----------------|------------------|-----------------|-----------------|-----------------|---------------------------|-----------------|-----------------|-----------------|--|
| <p>WORLD CLASS SERVICES LIMITED - INITIAL PUBLIC ISSUE - R</p> <table style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 20%;"> <p>No. of Equity Shares</p> </td> <td style="width: 20%;"> <p>Option 1</p> </td> <td style="width: 20%;"> <p>Option 2</p> </td> <td style="width: 20%;"> <p>Option 3</p> </td> </tr> <tr> <td style="width: 20%;"> <p>Bid Price</p> </td> <td style="width: 20%;"> <p>Option 1</p> </td> <td style="width: 20%;"> <p>Option 2</p> </td> <td style="width: 20%;"> <p>Option 3</p> </td> </tr> <tr> <td style="width: 20%;"> <p>Amount Blocked (₹)</p> </td> <td style="width: 20%;"> <p>Option 1</p> </td> <td style="width: 20%;"> <p>Option 2</p> </td> <td style="width: 20%;"> <p>Option 3</p> </td> </tr> </table> <p>ASBA Bank A/c No.: </p> <p>Bank & Branch: </p> | <p>No. of Equity Shares</p> | <p>Option 1</p> | <p>Option 2</p> | <p>Option 3</p> | <p>Bid Price</p> | <p>Option 1</p> | <p>Option 2</p> | <p>Option 3</p> | <p>Amount Blocked (₹)</p> | <p>Option 1</p> | <p>Option 2</p> | <p>Option 3</p> | <p style="text-align: center;">Stamp & Signature of Syndicate Member / Registered Broker / SCSEB / CDP / RTA</p> <p style="text-align: right;">Name of Sole / First Bidder</p> <p style="text-align: right;">Acknowledgment Slip for Bidder</p> <p style="text-align: right;">Bid Cum Application Form No. </p> |
| <p>No. of Equity Shares</p> | <p>Option 1</p> | <p>Option 2</p> | <p>Option 3</p> | | | | | | | | | | |
| <p>Bid Price</p> | <p>Option 1</p> | <p>Option 2</p> | <p>Option 3</p> | | | | | | | | | | |
| <p>Amount Blocked (₹)</p> | <p>Option 1</p> | <p>Option 2</p> | <p>Option 3</p> | | | | | | | | | | |

WORLD CLASS SERVICES LIMITED 1

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BOOK BUILT ISSUE
ISIN - INE

**Bid Cum
Application
Form No.**

1

Bid Cum
Application
Form No.

| | |
|----------------|--|
| Name of Seller | |
|----------------|--|

www.sagepub.com

4.1.1 NAME AND CONTACT DETAILS OF THE SOLE/ FIRST BIDDER

Bidders should ensure that the name provided in this field is exactly the same as the name in which the Depository Account is held.

- (a) **Mandatory Fields:** Bidders should note that the name and address fields are compulsory and e-mail and/or telephone number/ mobile number fields are optional. Bidders 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 member of the Syndicate, the Registered Broker and the Registrar to the Issue only for correspondence(s) related to an Issue and for no other purposes.
- (b) **Joint Bids:** In the case of Joint Bids, the Bids should be made in the name of the Bidder 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 would be required in the Bid cum Application Form/ Application Form and such first Bidder would be deemed to have signed on behalf of the joint holders. All payments may be made out in favour of the Bidder whose name appears in the Bid cum Application Form/ Application Form or the Revision Form and all communications may be addressed to such Bidder and may be dispatched to his or her address as per the Demographic Details received from the Depositories.
- (c) **Impersonation:** Attention of the Bidders is specifically drawn to the provisions of sub section (1) of Section 38 of the Companies Act, 2013 which is reproduced below:

Any person who:

- *makes or abets making of an application in a fictitious name to a Company for acquiring, or subscribing for, its securities; or*
- *makes or abets making of multiple applications to a Company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or*
- *otherwise induces directly or indirectly a Company to allot, or register any transfer of securities to him, or to any other person in a fictitious name,*

Shall be liable for action under section 447 of the said Act.

- (d) **Nomination Facility to Bidder:** Nomination facility is available in accordance with the provisions of Section 72 of the Companies Act, 2013. In case of allotment of the Equity Shares in dematerialized form, there is no need to make a separate nomination as the nomination registered with the Depository may prevail. For changing nominations, the Bidders should inform their respective DP.

4.1.2 PAN NUMBER OF SOLE /FIRST BIDDER

- a) PAN (of the sole/first Bidder) 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 on behalf of the Central or State Government, Bids by officials appointed by the courts and Bids by Bidders residing in Sikkim ("PAN Exempted Bidders"). Consequently, all Bidders, other than the PAN Exempted Bidders, are required to disclose their PAN in the Bid cum Application Form, irrespective of the Bid Amount. Bids by the Bidders 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 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 by Bidders 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 BIDDERS DEPOSITORY ACCOUNT DETAILS

- a) Bidder should ensure that DP ID and the Client ID are correctly filled in the Bid cum Application Form. The DP ID and Client ID provided in the Bid cum 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) Bidder should ensure that the beneficiary account provided in the Bid cum Application Form is active.
- c) Bidder should note that on the basis of DP ID and Client ID as provided in the Bid cum Application Form, the Bidder may be deemed to have authorized the Depositories to provide to the Registrar to the Issue, any requested Demographic Details of the as available on the records of the depositories. These Demographic Details may be used, among other things, for sending allocation advice and for other correspondence(s) related to the Issue.
- d) Bidders 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’ sole risk.

4.1.4 : BID OPTIONS

- a) Price or Floor Price or Price Band, minimum Bid Lot and Discount (if applicable) may be disclosed in the 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 undertaken through the Book Building Process. Cut-Off Price: Retail Individual Investors 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 NIIs and such Bids from QIBs and NIIs may be rejected.
- c) **Cut-Off Price:** Retail Individual Investors 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 NIIs and such Bids from QIBs and NIIs may be rejected.
- d) **Minimum Bid Value and Bid Lot:** The Issuer in consultation with the BRLM may decide the minimum number of Equity Shares for each Bid to ensure that the minimum Bid value is within the range of above Rs.1,00,000. The minimum Bid Lot is accordingly determined by an Issuer on basis of such minimum Bid value.
- e) **Allotment:** The Allotment of specified securities to each RII shall not be less than the minimum Bid Lot, subject to availability of shares in the RII 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 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 Investors, 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 Rs. 200,000.
- b) In case the Bid Amount exceeds Rs. 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 Rs. 200,000 may be considered under the Retail Category for the purposes of allocation and a Bid Amount exceeding Rs. 200,000 may be considered under the Non-Institutional Category for the purposes of allocation.
- d) Bids by QIBs and NIIs must be for such minimum number of shares such that the Bid Amount exceeds Rs. 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. Non-Institutional Investors and QIBs are not allowed to Bid at Cut off Price.
- e) RII may revise or withdraw their bids until Bid/Offer Closing Date. QIBs and NII's cannot withdraw or lower their Bids (in terms of quantity of Equity Shares or the Bid Amount) at any stage after Bidding and are required to pay the Bid Amount upon submission of the Bid.
- f) In case the Bid Amount reduces to Rs. 200,000 or less due to a revision of the Price Band, Bids by the Non-Institutional Investors who are eligible for allocation in the Retail Category would be considered for allocation under the Retail Category.
- g) For Anchor Investors, if applicable, the Bid Amount shall be least Rs 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/Offer 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 Offer Price, the amount in excess of the Issue Price paid by the Anchor Investors shall not be refunded to them.
- h) A Bid cannot be submitted for more than the issue size.
- i) The maximum Bid by any Bidder including QIB Bidder should not exceed the investment limits prescribed for them under the applicable laws.
- j) 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 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.

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 Bids at three 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 member of the Syndicate, SCSB or Registered Broker 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 and FII sub-accounts, Bids bearing the same PAN may be treated as multiple Bids by a Bidder and may be rejected.

ii. For Bids from Mutual Funds and FII sub-accounts, 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 Offer 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, and sub-accounts of FIIs (or FIIs and its sub-accounts) 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 Portion.

4.1.5 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 RIIs, NIIs and QIBs.

(b) An Issuer can make reservation for certain categories of Bidders as permitted under the SEBI ICDR Regulations, 2009. For details of any reservations made in the Issue, Bidders may refer to the RHP.

(c) 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 may refer to the DRHP.

4.1.6 INVESTOR STATUS

(a) Each Bidder 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 Bidder, such as NRIs, FPIs and FVCIs may not be allowed to Bid/apply in the Issue or hold Equity Shares exceeding certain limits specified under applicable law. Bidders are requested to refer to the Draft Red Herring Prospectus for more details.

(c) Bidders 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 should ensure that their investor status is updated in the Depository records.

4.1.7 PAYMENT DETAILS

- i. The full Bid Amount (net of any Discount, as applicable) shall be blocked in the ASBA Account based on the authorisation provided in the Bid cum Application Form. If discount is applicable in the Issue, the RIIs 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 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.
- ii. Bid Amount cannot be paid in cash, through money order or through postal order or through stock invest.
- iii. Bidders who Bid at Cut-off Price shall DEPOSIT the Bid Amount based on the Cap Price.
- iv. All Bidders can participate in the Offer only through the ASBA mechanism.
- v. Please note that, providing bank account details in the space provided in the Bid cum Application Form is mandatory and Applications that do not contain such details are liable to be rejected.

4.1.7.1. Payment instructions for Bidders

- a) Bidders may submit the Bid cum Application 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, 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 Bid cum Application 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 Bid cum Application Forms can be submitted.
- f) Bidders should submit the Bid cum Application Form only at the Bidding Centre i.e. to the respective member of the Syndicate at the Specified Locations, the SCSBs, the Registered Broker at the Broker Centres, the RTA at the Designated RTA Locations or CDP at the Designated CDP Locations
- g) Bidders bidding through a Designated Intermediary, other than a SCSB, should note that Bid cum Application 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 Bid cum Application Forms.
- h) Bidders bidding directly through the SCSBs should ensure that the Bid cum Application Form is submitted to a Designated Branch of a SCSB where the ASBA Account is maintained.
- i) Upon receipt of the Bid cum Application 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 Bid cum Application 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 Bid cum Application 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 Bid cum Application Form in the ASBA Account maintained with the SCSBs
- m) The Bid Amount may remain blocked in the aforesaid ASBA Account until finalization of the Basis of Allotment and consequent transfer of the Bid Amount against the Allotted Equity Shares to the Public Issue Account, or until withdrawal 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.

4.1.8. Unblocking of ASBA Account

- (a) Once the Basis of Allotment is approved by the Designated Stock Exchange, the Registrar to the Issue may provide the following details to the controlling branches of each SCSB, along with instructions to unblock the relevant bank accounts and for successful Bids 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 Bid cum Application 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.
- (d) In the event of withdrawal or rejection of the Bid cum Application Form and for unsuccessful Bidders, the Registrar to the Issue may give instructions to the SCSB to unblock the Bid Amount in the relevant ASBA Account within 6 Working Days of the Bid/Issue Closing Date.

4.1.8.1. Discount (if applicable)

- (a) The Discount is stated in absolute rupee terms.
- (b) Bidders applying under RII 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 make payment for an amount i.e. the Bid Amount less Discount (if applicable).

Bidder may note that in case the net payment (post Discount) is more than two lakh Rupees, the bidding system automatically considers such Bids for allocation under Non-Institutional Category. These Bids are neither eligible for Discount nor fall under RII category.

4.1.8.2. Additional Payment Instructions for NRIs

The Non-Resident Indians who intend to block funds through Non-Resident Ordinary (NRO) accounts shall use the form meant for Resident Indians (non-repatriation basis). In the case of Bids by NRIs applying on a repatriation basis, payment shall not be accepted out of NRO Account.

4.1.9. SIGNATURES AND OTHER AUTHORISATIONS

- (a) Only the First Bidder is required to sign the Bid cum Application Form. Bidders 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, then the Signature of the ASBA Account holder(s) is also required.
- (c) In relation to the Bids, signature has to be correctly affixed in the authorization/undertaking box in the Bid cum 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 Form.
- (d) Bidders must note that Bid cum Application Form without signature of Bidder and /or ASBA Account holder is liable to be rejected.

4.1.10. ACKNOWLEDGEMENT AND FUTURE COMMUNICATION

- (a) Bidders should ensure that they receive the acknowledgment duly signed and stamped by Bid Collecting Intermediary or SCSB, as applicable, for submission of the Bid cum Application Form.
- (b) All communications in connection with Bid made in the Offer should be addressed as under:
 - i. In case of queries related to Allotment, non-receipt of Allotment Advice, credit of allotted equity shares, the Bidders should contact the Registrar to the Issue.
 - ii. In case of ASBA Bids submitted to the Designated Branches of the SCSBs, the Bidders should contact the relevant Designated Branch of the SCSB.
 - iii. Bidders may contact the Company Secretary and Compliance Officer or BRLM in case of any other complaints in relation to the Offer.
 - iv. In case of queries relating to uploading of Bids by a Syndicate Member, the Bidders should contact the relevant Syndicate Member.
 - v. In case of queries relating to uploading of Bids by a Registered Broker, the Bidders should contact the relevant Registered Broker
 - vi. In case of Bids submitted to the RTA, the Bidders should contact the relevant RTA.
 - vii. In case of Bids submitted to the DP, the Bidders should contact the relevant DP.
- (c) The following details (as applicable) should be quoted while making any queries -
 - i. Full name of the sole or First Bidder, Bid cum Application Form number, Bidder' DP ID, Client ID, PAN, number of Equity Shares applied for, amount paid on Bid.
 - ii. name and address of the Designated Intermediary, where the Bid was submitted; orFor further details, Bidder may refer to the Draft Red Herring Prospectus and the Bid cum Application Form.

4.2. INSTRUCTIONS FOR FILING THE REVISION FORM

- (a) During the Bid/Offer Period, any Bidder (other than QIBs and NIIs, who can only revise their Bid amount upwards) who has registered his or her interest in the Equity Shares for a particular number of shares is free to revise number of shares applied using revision forms available separately.
- (b) RII may revise / withdraw their Bid till closure of the Bid/Offer period.
- (c) Revisions can be made only in the desired number of Equity Shares by using the Revision

Form.

- (d) The Bidder can make this revision any number of times during the Bid/Offer Period. However, for any revision(s) in the Bid, the Bidders will have to use the services of the SCSB through which such Bidder had placed the original Bid.

A sample Revision form is reproduced below:

Revision Form – R

| | | |
|--------------------------------|---|--|
| COMMON BID REVISION FORM | WORLD CLASS SERVICES LIMITED - INITIAL PUBLIC ISSUE - R Registered Office: Regus Times Square, Unit 1, Level 2, B Wing Andheri Kurla Road, Andheri (E) Mumbai, Maharashtra 400059 India Tel. No.: [●]; Fax No.: Not Available; E-mail: ipo@wcspl.org; Website: www.wcspl.org; CIN NO: U74999MH2011PLC222374 | FOR RESIDENT INDIANS INCLUDING RESIDENT QIBs AND ELIGIBLE NRIs APPLYING ON A NON-REPATRIATION BASIS |
| | | |



To,
The Board of Directors
WORLD CLASS SERVICES LIMITED

BOOK BUILT ISSUE
ISIN - INE

Bid Cum
Application
Form No.

| | | |
|---------------------------------------|---|--|
| SYNDICATE MEMBER'S STAMP & CODE | REGISTERED BROKER / SCSEB / CDP / RTA STAMP & CODE | 1. NAME & CONTACT DETAILS OF SOLE/FIRST BIDDER Mr./Ms./M/s. _____ Address _____ Email _____ Tel. No (with STD code) / Mobile _____ |
| SUB-BROKER'S/SUB-AGENT'S STAMP & CODE | ESCROW BANK / SCSEB BRANCH STAMP & CODE | 2. PAN OF SOLE / FIRST BIDDER _____ |
| BANK BRANCH SERIAL NO. | SCSEB SERIAL NO. | 3. BIDDERS 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) | | Price per Equity Share (₹) / "Cut-off" (In Figures) | | | | | | | | | | | |
|---------------------------------------|---|---|--|--|--|--|--|--|--|--|--|--|--|
| Bid Options | No. of Equity Shares Bid (In Figures) (Bids must be in multiples of [●] equity shares) | Bid Price | | | | | | | | | | | |
| | | Retail Discount, if any | | | | | | | | | | | |
| Option 1 | | Net Price | | | | | | | | | | | |
| (OR) Option 2 | | "Cut-off" (Please ✓ tick) | | | | | | | | | | | |
| (OR) Option 3 | | | | | | | | | | | | | |

| 5. TO (REVISED BID) (Only Retail individual Bidders can BID at "Cut-Off") | | Price per Equity Share (₹) / "Cut-off" (In Figures) | | | | | | | | | | | |
|---|---|---|--|--|--|--|--|--|--|--|--|--|--|
| Bid Options | No. of Equity Shares Bid (In Figures) (Bids must be in multiples of [●] equity shares) | Bid Price | | | | | | | | | | | |
| | | Retail Discount, if any | | | | | | | | | | | |
| Option 1 | | Net Price | | | | | | | | | | | |
| (OR) Option 2 | | "Cut-off" (Please ✓ tick) | | | | | | | | | | | |
| (OR) Option 3 | | | | | | | | | | | | | |

| | | | |
|--|--|---|--|
| 6. PAYMENT DETAILS | | PAYMENT OPTION : FULL PAYMENT <input type="checkbox"/> PART PAYMENT : <input checked="" type="checkbox"/> | |
| 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 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.

| | | |
|---|--|--|
| 7A. SIGNATURE OF SOLE / FIRST BIDDER Date: _____, 2018 | 7B. SIGNATURE OF ASBA BANK ACCOUNT HOLDER(S) (AS PER BANK RECORDS) I/We authorize the SCSEB to do all acts as are necessary to make the Application in the Issue 1) _____ 2) _____ 3) _____ | SYNDICATE MEMBER/BROKER / SCSEB / CDP / RTA STAMP (Acknowledging upload of Bid in Stock Exchange system) |
|---|--|--|

TEAR HERE

| | | |
|--|--|------------------------------------|
| WORLD CLASS SERVICES LIMITED - BID REVISION FORM - INITIAL PUBLIC ISSUE - R | Acknowledgement Slip for Syndicate Member Broker/SCSEB/CDP/RTA | Bid Cum Application Form No. |
| PAN of Sole / First Bidder _____ | | |
| DPID / CLID | Additional Amount Blocked (₹ in figures) | ASBA A/c No. |
| Bank & Branch | Stamp & Signature of SCSEB Branch | |
| Received from Mr./Ms. | | |
| Telephone / Mobile | Email | |

TEAR HERE

| | | | | | |
|--|-------------------------------|----------|----------|--|------------------------------------|
| WORLD CLASS SERVICES LIMITED - BID REVISION FORM - INITIAL PUBLIC ISSUE - R | Option 1 | Option 2 | Option 3 | Stamp & Signature of Syndicate Member / Registered Broker / SCSEB / CDP / RTA | Name of Sole / First Bidder |
| | No. of Equity Shares | | | | |
| | Bid Price | | | | |
| | Additional Amount Blocked (₹) | | | | |
| ASBA Bank A/c No.: | Bank & Branch: | | | | Acknowledgment Slip for Bidder |
| | | | | | Bid Cum Application Form No. |

10 WORLD CLASS SERVICES LIMITED

Revision Form – NR

| | | |
|--------------------------------|---|--|
| COMMON BID REVISION FORM | WORLD CLASS SERVICES LIMITED - INITIAL PUBLIC ISSUE - R Registered Office: Regus Times Square, Unit 1, Level 2, B Wing Andheri Kurla Road, Andheri (E) Mumbai, Maharashtra 400059 India Tel. No.: [●]; Fax No.: Not Available; E-mail: ipo@wcspl.org; Website: www.wcspl.org; CIN NO: U74999MH2011PLC222374 | FOR RESIDENT INDIANS INCLUDING RESIDENT QIBs AND ELIGIBLE NRIs APPLYING ON A NON-REPATRIATION BASIS |
| | | |



To,
The Board of Directors
WORLD CLASS SERVICES LIMITED

BOOK BUILT ISSUE
ISIN - INE

Bid Cum
Application
Form No.

| | | |
|---------------------------------------|---|--|
| SYNDICATE MEMBER'S STAMP & CODE | REGISTERED BROKER / SCSEB / CDP / RTA STAMP & CODE | 1. NAME & CONTACT DETAILS OF SOLE/FIRST BIDDER Mr./Ms./M/s. _____ Address _____ Email _____ Tel. No (with STD code) / Mobile _____ |
| SUB-BROKER'S/SUB-AGENT'S STAMP & CODE | ESCROW BANK / SCSEB BRANCH STAMP & CODE | 2. PAN OF SOLE / FIRST BIDDER _____ |
| BANK BRANCH SERIAL NO. | SCSEB SERIAL NO. | 3. BIDDERS 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) | | Price per Equity Share (₹) / "Cut-off" (In Figures) | |
|---------------------------------------|---|---|-----------|
| Bid Options | No. of Equity Shares Bid (In Figures) (Bids must be in multiples of [●] equity shares) | Bid Price | Net Price |
| Option 1 | 8 7 6 5 4 3 2 1 | 4 3 2 1 | 4 3 2 1 |
| (OR) Option 2 | | | |
| (OR) Option 3 | | | |

| 5. TO (REVISED BID) (Only Retail individual Bidders can BID at "Cut-Off") | | Price per Equity Share (₹) / "Cut-off" (In Figures) | |
|---|---|---|-----------|
| Bid Options | No. of Equity Shares Bid (In Figures) (Bids must be in multiples of [●] equity shares) | Bid Price | Net Price |
| Option 1 | 8 7 6 5 4 3 2 1 | 4 3 2 1 | 4 3 2 1 |
| (OR) Option 2 | | | |
| (OR) Option 3 | | | |

| | | |
|--|--|---|
| 6. PAYMENT DETAILS | | PAYMENT OPTION : FULL PAYMENT <input type="checkbox"/> PART PAYMENT : <input checked="" type="checkbox"/> |
| 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 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.

| | | |
|--|---|--|
| 7.A. SIGNATURE OF SOLE / FIRST BIDDER Date: _____, 2018 | 7.B. SIGNATURE OF ASBA BANK ACCOUNT HOLDER(S) (AS PER BANK RECORDS) I/We authorize the SCSEB to do all acts as are necessary to make the Application in the Issue 1) _____ 2) _____ 3) _____ | SYNDICATE MEMBER/BROKER / SCSEB / CDP / RTA STAMP (Acknowledging upload of Bid in Stock Exchange system) |
|--|---|--|

TEAR HERE

| | | |
|--|--|------------------------------------|
| WORLD CLASS SERVICES LIMITED - BID REVISION FORM - INITIAL PUBLIC ISSUE - R | Acknowledgement Slip for Syndicate Member Broker/SCSEB/CDP/RTA | Bid Cum Application Form No. |
| PAN of Sole / First Bidder _____ | | |
| DPID / CLID | Additional Amount Blocked (₹ in figures) | ASBA A/c No. |
| Bank & Branch | Stamp & Signature of SCSEB Branch | |
| Received from Mr./Ms. | | |
| Telephone / Mobile | Email | |

TEAR HERE

| | | | | | |
|--|-------------------------------|----------|----------|--|-----------------------------|
| WORLD CLASS SERVICES LIMITED - BID REVISION FORM - INITIAL PUBLIC ISSUE - R | Option 1 | Option 2 | Option 3 | Stamp & Signature of Syndicate Member / Registered Broker / SCSEB / CDP / RTA | Name of Sole / First Bidder |
| | No. of Equity Shares | | | | |
| | Bid Price | | | | |
| | Additional Amount Blocked (₹) | | | | |
| ASBA Bank A/c No.: | | | | Acknowledgment Slip for Bidder | |
| Bank & Branch: | | | | Bid Cum Application Form No. | |

10 WORLD CLASS SERVICES LIMITED

4.2.1. NAME AND CONTACT DETAILS OF SOLE/FIRST BIDDER, PAN OF SOLE/FIRST BIDDER & DEPOSITORY ACCOUNT DETAILS OF THE BIDDER

Bidders should refer to instructions contained in paragraphs 4.1.1, 4.1.2 and 4.1.3.

4.2.2. BID OPTIONS REVISION 'FROM' AND 'TO'

- (a) Apart from mentioning the revised number of shares in the Revision Form, the Bidder must also mention the details of shares applied/bid for given in his or her Bid cum Application Form or earlier Revision Form. For example, if a Bidder has Bid for three options in the Bid cum Application Form and such Bidder is changing only one of the options in the Revision Form, the Bidder must still fill the details of the other two options that are not being revised, in the Revision Form. The members of the Syndicate, the Registered Brokers and the Designated Branches of the SCSBs may not accept incomplete or inaccurate Revision Form.
- (b) In case of revision, Bid options should be provided by Bidders in the same order as provided in the Bid cum Application Form.
- (c) In case of revision of Bids by RIIs, Employees and Retail Individual Shareholders, such Bidders should ensure that the Bid Amount, subsequent to revision, does not exceed Rs. 200,000. In case the Bid Amount exceeds Rs. 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 RIIs, 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 Rs. 200,000, the Bid will be considered for allocation under the Non-Institutional Category in terms of the RHP. If, however, the RII does not either revise the Bid or make additional payment and the Issue Price is higher than the cap of the Price Band prior to revision, the number of Equity Shares Bid for shall be adjusted downwards for the purpose of allocation, such that no additional payment would be required from the RII and the RII is deemed to have approved such revised Bid at Cut-off Price.
- (e) In case of a downward revision in the Price Band, RIIs 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 in case of Bidders.

4.2.3. PAYMENT DETAILS

- a) All Bidders are required to make payment of the full Bid Amount (less Discount, if applicable) along with the Bid Revision Form. 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) Bidder 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 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 Rs. 200,000, the Bid may be considered for allocation under the Non-Institutional Category in terms of the DRHP. If, however, the Bidder does not either revise the Bid or make additional payment and the Issue Price is higher than the cap of the Price Band prior to revision, the number of Equity Shares Bid for may be adjusted

downwards for the purpose of Allotment, such that additional amount is required blocked and the Bidder is deemed to have approved such revised Bid at the Cut-off Price.

- d) In case of a downward revision in the Price Band, RIIs, Employees and Retail Individual Shareholders, 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.

4.2.4. SIGNATURES AND ACKNOWLEDGEMENTS

Bidders may refer to instructions contained at paragraphs 4.1.8 and 4.1.9 for this purpose.

4.3. SUBMISSION OF REVISION FORM/ BID CUM APPLICATION FORM /APPLICATION FORM

4.3.1. Bidders may submit completed Bid cum Application form / Revision Form in the following manner:-

| Mode of Bid | Submission of Bid cum Application Form |
|--------------------|---|
| All investors Bids | To the Bid cum Application Collecting Intermediaries as mentioned in the Red herring Prospectus/ Bid cum Application Form |

Bidders should submit the Revision Form to the same Designated Intermediary through which such Bidders had placed the original Bid.

SECTION 5: INSTRUCTIONS FOR FILING APPLICATION FORM IN ISSUES MADE OTHER THAN THROUGH THE BOOK BUILDING PROCESS (FIXED PRICE ISSUE)

This being book built issue procedure for fixed price issue is not applicable.

SECTION 6- 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.

6.1 SUBMISSION OF BIDS

- a) During the Bid/Issue Period, Bidders 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 (excluding NIIs and QIBs) Bidding at Cut-off Price, the Bidders 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 Exchange's Platform Bidders are requested to refer to the RHP.

6.2 ELECTRONIC REGISTRATION OF BIDS

- a) The Designated Intermediary may register the Bids using the on-line facilities of the Stock Exchange. 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 Exchange.
- c) Only Bids that are uploaded on the Stock Exchange's Platform are considered for allocation/Allotment. The Designated Intermediaries are given till 1:00 pm on the 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.

6.3 BUILD UP OF THE BOOK

- a. Bids received from various Bidders through the Designated Intermediaries may be electronically uploaded on the Bidding Platform of the Stock Exchange on a regular basis. The book gets built up at various price levels. This information may be available with the BRLM at the end of the Bid/Issue Period.
- b. Based on the aggregate demand and price for Bids registered on the Stock Exchange Platform, a graphical representation of consolidated demand and price as available on the websites of the Stock Exchange may be made available at the Bidding centres during the Bid/Issue Period.

6.4 WITHDRAWAL OF BIDS

- a) RIIs can withdraw their Bids until Bid/Issue Closing Date. In case a RII 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 on the Designated Date. QIBs and NIIs can neither withdraw nor lower the size of their Bids at any stage.

6.5 REJECTION & RESPONSIBILITY FOR UPLOAD OF BIDS

- a) **The Designated Intermediaries are individually responsible for the acts, mistakes or errors or omission in relation to:**
 - 1) the Bids accepted by the Designated Intermediaries,
 - 2) the Bids uploaded by the Designated Intermediaries, and
 - 3) the Bid cum Application Forms accepted but not uploaded by the Designated Intermediaries.
- b) The BRLM and their affiliate Syndicate Member, 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) BRLM and their affiliate Syndicate Member (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, NIIs & RIIs Bids can be rejected on technical grounds listed herein.

GROUNDS OF REJECTIONS

Bidders are advised to note that Bids are liable to be rejected inter alia on the following technical grounds:

- Amount blocked does not tally with the amount payable for the Equity Shares applied for;
- In case of partnership firms, Equity Shares may be registered in the names of the individual partners and no firm as such shall be entitled to apply;
- Bid by persons not competent to contract under the Indian Contract Act, 1872 including minors, insane persons;
- PAN not mentioned in the Bid cum Application Form;

- Bids at a price less than the Floor Price and Bids at a price more than the Cap Price;
- GIR number furnished instead of PAN;
- Bid for lower number of Equity Shares than specified for that category of investors;
- Bids at Cut-off Price by NIIs and QIBs;
- Submission of more than five Bid cum Application Forms/Application Form as through a single ASBA Account
- Bids for number of Equity Shares which are not in multiples Equity Shares which are not in multiples as specified in the DRHP;
- The amounts mentioned in the Bid cum Application Form/Application Form does not tally with the amount payable for the value of the Equity Shares Bid/Applied for;
- Bids for lower number of Equity Shares than the minimum specified for that category of investors;
- Category not ticked;
- Multiple Bids as defined in the DRHP;
- In case of Bids under power of attorney or by limited companies, corporate, trust etc., where relevant documents are not submitted;
- Bid accompanied by Stock invest/ money order/ postal order/ cash/ cheque/ demand draft/ pay order;
- Signature of sole Bidder is missing;
- Bid cum Application Forms not delivered by the Bidder within the time prescribed as per the Bid cum Application Forms, Bid/Issue Opening Date advertisement, as per the instructions in the RHP and the Bid cum Application Forms;
- In case no corresponding record is available with the Depositories that matches three parameters namely, names of the Bidders (including the order of names of joint holders), the Depository Participant's identity (DP ID) and the beneficiary's account number;
- Bids for amounts greater than the maximum permissible amounts prescribed by the regulations;
- Bid by OCBs;
- Bids by US persons other than in reliance on Regulation S or "qualified institutional buyers" as defined in Rule 144A under the Securities Act;
- Inadequate funds in the bank account to block the Bid Amount specified in the Bid cum Application Form/Application Form at the time of blocking such Bid Amount in the bank account;
- Bids not uploaded on the terminals of the Stock Exchange; and
- Where no confirmation is received from SCSB for blocking of funds
- Bids 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. Bids not duly signed by the sole/First Bidder;
- Bids by any persons outside India if not in compliance with applicable foreign and Indian laws;
- Bids that do not comply with the securities laws of their respective jurisdictions are liable to be rejected;

- Bids by persons prohibited from buying, selling or dealing in the shares directly or indirectly by SEBI or any other regulatory authority;
- Bids by persons who are not eligible to acquire Equity Shares of the Company in terms of all applicable laws, rules, regulations, guidelines, and approvals;
- Details of ASBA Account not provided in the Bid cum Application Form

For details of instructions in relation to the Bid cum Application Form, Bidders may refer to the relevant section the GID.

BIDDERS SHOULD NOTE THAT IN CASE THE PAN, THE DP ID AND CLIENT ID MENTIONED IN THE BID CUM APPLICATION FORM AND ENTERED INTO THE ELECTRONIC APPLICATION SYSTEM OF THE STOCK EXCHANGE BY THE BIDS COLLECTING INTERMEDIARIES DO NOT MATCH WITH PAN, THE DP ID AND CLIENT ID AVAILABLE IN THE DEPOSITORY DATABASE, THE BID CUM APPLICATION FORM IS LIABLE TO BE REJECTED.

BASIS OF ALLOCATION

- The SEBI ICDR Regulations, 2009 specify the allocation or Allotment that may be made to various categories of Bidders 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. For details in relation to allocation, the Bidder may refer to the RHP.
- 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 BRLM 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.
- 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 may refer to the RHP.
- 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 Rs.20 to Rs 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 at various prices and is collated from Bids received from various investors.

| Bid Quantity | Bid Amount (Rs.) | 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 Offer the desired number of Equity Shares is the price at which the book cuts off, i.e., Rs. 22.00 in the above example. The Issuer, in consultation with the BRLM, may finalise the Issue Price at or below such Cut-Off Price, i.e., at or below Rs. 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.

SECTION 6: ISSUE PROCEDURE IN FIXED PRICE ISSUE

This being Book Built Issue, this section is not applicable for this Issue.

SECTION 7: ALLOTMENT PROCEDURE AND BASIS OF ALLOTMENT

The Allotment of Equity Shares to Bidders other than Retail Individual Investors and Anchor Investors may be on proportionate basis. For Basis of Allotment to Anchor Investors, Bidders may refer to DRHP. No Retail Individual Investor will be allotted less than the minimum Bid Lot subject to availability of shares in Retail Individual Investor 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 Offer (excluding any Offer for Sale of specified securities). However, in case the Offer is in the nature of Offer for Sale only, then minimum subscription may not be applicable.

7.1 BASIS OF ALLOTMENT

a. For Retail Individual Bidders

Bids received from the RIIs 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 Portion at or above the Issue Price, full Allotment may be made to the RIIs to the extent of the valid Bids. If the aggregate demand in this category is greater than the allocation in the Retail Portion at or above the Issue Price, then the maximum number of RIIs who can be allotted the minimum Bid Lot will be computed by dividing the total number of Equity Shares available for Allotment to RIIs by the minimum Bid Lot ("Maximum RII Allottees"). The Allotment to the RIIs will then be made in the following manner:

- (a) In the event the number of RIIs who have submitted valid Bids in the Issue is equal to or less than Maximum RII Allottees, (i) all such RIIs shall be Allotted the minimum Bid Lot; and (ii) the balance available Equity Shares, if any, remaining in the Retail Portion shall be Allotted on a proportionate basis to the RIIs 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 RIIs who have submitted valid Bids in the Issue is more than Maximum RII Allottees, the RIIs (in that category) who will then be allotted minimum Bid Lot shall be determined on the basis of draw of lots.

b. For Non-Institutional Bidders

Bids received from Non-Institutional Bidders at or above the Issue Price shall be grouped together to determine the total demand under this category. The Allotment to all successful Non- Institutional Bidders will be made at the Issue Price.

The Issue size less Allotment to QIBs and Retail shall be available for Allotment to Non- Institutional Bidders who have Bid in the Issue at a price that is equal to or greater than the Issue Price. If the aggregate demand in this category is less than or equal to [●] Equity Shares at or above the Issue Price, full Allotment shall be made to Non-Institutional Bidders to the extent of their demand.

In case the aggregate demand in this category is greater than [●] Equity Shares at or above the Issue Price, Allotment shall be made on a proportionate basis up to a minimum of [●] Equity Shares and in multiples of [●] Equity Shares thereafter. For the method of proportionate Basis of Allotment refer below.

c. For QIBs

For the Basis of Allotment to Anchor Investors, Bidders/Applicants may refer to the SEBI ICDR Regulations 2009 or RHP/Prospectus. Bids received from the QIB Category (net of Anchor Portion) at or above the Issue Price shall be grouped together to determine the total demand under this portion. The Issue size less Allotment to Non Institutional Bidders and Retail shall be available for Allotment to Non- QIB Bidders who have Bid in the Issue at a price that is equal to or greater than the Issue Price. The Allotment to all the QIB Bidders will be made at the Issue Price. The QIB Portion shall be available

for Allotment to QIB Bidders who have Bid in the Issue at a price that is equal to or greater than the Issue Price.

Allotment shall be undertaken in the following manner:

(a) In the first instance allocation to Mutual Funds for [●]% of the QIB Portion shall be determined as follows:

- In the event that Bids by Mutual Fund exceeds [●]% of the QIB Portion, allocation to Mutual Funds shall be done on a proportionate basis for [●]% of the QIB Portion.
- In the event that the aggregate demand from Mutual Funds is less than [●]% of the QIB Portion then all Mutual Funds shall get full Allotment to the extent of valid Bids received above the Issue Price.
- Equity Shares remaining unsubscribed, if any, not allocated to Mutual Funds shall be available for Allotment to all QIB Bidders as set out in (b) below;

(b) In the second instance Allotment to all QIBs shall be determined as follows:

- In the event that the oversubscription in the QIB Portion, all QIB Bidders who have submitted Bids above the Issue Price shall be allotted Equity Shares on a proportionate basis, upto a minimum of [●] Equity Shares and in multiples of [●] Equity Shares thereafter for [●]% of the QIB Portion.
- 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, upto a minimum of [●] Equity Shares and in multiples of [●] Equity Shares thereafter, along with other QIB Bidders.

7.2 Under-subscription below [●]% of the QIB Portion, if any, from Mutual Funds, would be included for allocation to the remaining QIB Bidders on a proportionate basis. The aggregate Allotment to QIB Bidders shall not be more than [●] Equity Shares.

7.3 DESIGNATED DATE AND ALLOTMENT OF EQUITY SHARES

(a) **Designated Date:** On the Designated Date, the SCSBs shall transfer the funds represented by allocation of Equity Shares into the Public Issue Account with the Bankers to the Issue.

(b) **Issuance of Allotment Advice:** Upon approval of the Basis of Allotment by the Designated Stock Exchange, the Registrar shall upload the same on its website. On the basis of the approved Basis of Allotment, the Issuer shall pass necessary corporate action to facilitate the Allotment and credit of Equity Shares. **Bidders 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 who have been Allotted Equity Shares in the Issue.

(c) The dispatch of Allotment Advice shall be deemed a valid, binding and irrevocable contract.

(d) Issuer will ensure that: (i) the Allotment of Equity Shares; and (ii) initiate corporate action for credit of shares to the successful Bidders Depository Account will be completed within 4 Working Days of the Issue Closing Date. The Issuer also ensures the credit of shares to the successful Bidder depository account is completed within one Working Day from the date of Allotment, after the funds are transferred from the Public Issue Account on the Designated Date.

SECTION 8: INTEREST AND REFUNDS

8.1 COMPLETION OF FORMALITIES FOR LISTING & COMMENCEMENT OF TRADING

The Issuer may ensure that all steps for the completion of the necessary formalities for listing and commencement of trading at all the Stock Exchange are taken within 6 Working Days of the

Bid/Issue Closing Date. The Registrar to the Issue may give instructions for credit to Equity Shares the beneficiary account with DPs, and dispatch the Allotment Advice within 6 Working Days of the 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. The Stock Exchange from where such permission is sought are disclosed in Red Herring Prospectus/ Prospectus. The Designated Stock Exchange may be as disclosed in the Red Herring Prospectus/ Prospectus with which the Basis of Allotment may be finalised.

If the permissions to deal in and for an official quotation of the Equity Shares are not granted by any of the Stock Exchange(s), the Issuer may forthwith repay, without interest, all moneys received from the Bidders in pursuance of the RHP/Prospectus.

If such money is not repaid within eight days after the Issuer becomes liable to repay it, then the Issuer and every director of the Issuer who is an officer in default may, on and from such expiry of eight days, be liable to repay the money, with interest at such rate, as prescribed under Section 73 of the Companies Act, 2013 and as disclosed in the DRHP.

8.2.2 NON RECEIPT OF MINIMUM SUBSCRIPTION

This Issue is not restricted to any minimum subscription level. This Issue is 100% underwritten. As per Section 39 of the Companies Act, 2013, if the “stated minimum amount” has not been subscribed and the sum payable on application is not received within a period of 30 days from the date of the Red Herring Prospectus, the application money has to be returned within such period as may be prescribed. If the Issuer does not receive the subscription of 100% of the Issue through this offer document including devolvement of Underwriters within sixty days from the date of closure of the Issue, the Issuer shall forthwith refund the entire subscription amount received. If there is a delay beyond eight days after the Issuer becomes liable to pay the amount, the Issuer shall pay interest prescribed under section 73 of the Companies Act, 1956 (or the Company shall follow any other substitutional or additional provisions as has been or may be notified under the Companies Act, 2013).

8.2.3 MINIMUM NUMBER OF ALLOTTEES

The Issuer may ensure that the number of prospective Allottees to whom Equity Shares may be allotted may not be less than 50 failing which the entire application monies may be refunded forthwith.

8.3 MODE OF REFUND

Within 6 Working Days of the Bid/Issue Closing Date, the Registrar to the Issue may give instructions to SCSBs for unblocking the amount in ASBA Account on unsuccessful Bids and also for any excess amount blocked on Bids.

8.3.1 Mode of making refunds

The Registrar to the Issue may instruct the controlling branch of the SCSB to unblock the funds in the relevant ASBA Account for any withdrawn, rejected or unsuccessful ASBA Bids or in the event of withdrawal or failure of the Issue.

8.4 INTEREST IN CASE OF DELAY IN ALLOTMENT OR REFUND

The Issuer may pay interest at the rate of 15% per annum /or demat credits are not made to Bidders or instructions for unblocking of funds in the ASBA Account are not dispatched within the 4 Working days of the Bid/Issue Closing Date.

The Issuer may pay interest at 15% per annum for any delay beyond 6 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 |
|--|---|
| Acknowledgement Slip | The slip or document issued by the Designated Intermediary to a Bidder as proof of registration of the Bid. |
| Allotment Advice | Note or advice or intimation of Allotment sent to the successful 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. |
| Allotment/ Allot/ Allotted | Unless the context otherwise requires, issue / allotment of Equity Shares pursuant to the Issue to successful Applicants. |
| Allottee(s) | Successful Bidders(s) to whom Equity Shares have been allotted/transferred. |
| Application Supported by Blocked Amount Form/ASBA Form | An application from, 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. |
| ASBA / Application Supported by Blocked Amount | An application, whether physical or electronic, used by Bidders, to make a Bid authorising an SCSB to block the Bid Amount in the ASBA Account |
| ASBA Account | An account maintained with an SCSB and specified in the Bid cum Application Form submitted by Bidders for blocking the Bid Amount mentioned in the Bid cum Application Form |
| ASBA Application Location(s) / Specified Cities | Locations at which ASBA Applications can be uploaded by the SCSBs, namely Mumbai, New Delhi, Chennai, Kolkata, Mumbai , Ahmedabad and Indore. |
| ASBA form | An application form, whether physical or electronic, used by Bidders which will be considered as the application for Allotment in terms of the Red Herring Prospectus. |
| Banker(s) to the Issue | The banks which are clearing members and registered with SEBI as Banker to an Issue with whom the Public Issue Account will be opened and in this case being HDFC Bank Limited |
| Basis of Allotment | The basis on which Equity Shares will be Allotted to the successful Bidders under the Offer and which is described under chapter titled “ <i>Issue Procedure</i> ” beginning on page 250 of this Draft Red Herring Prospectus. |
| Bid | An indication to make an offer during the Bid/Offer Period by a Bidder pursuant to submission of the Bid cum 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 in accordance with the Red Herring Prospectus and Bid cum Application Form |
| Bid Amount | The highest value of optional Bids indicated in the Bid cum Application Form and in the case of Retail Individual Bidders Bidding at Cut Off Price, the Cap Price multiplied by the number of Equity Shares Bid for by such Retail Individual Bidder and mentioned in the Bid cum Application Form and payable by the Retail Individual Bidder or blocked in the ASBA Account upon submission of the Bid in the Issue |
| Bid cum Application Form | An application form, whether physical or electronic, used by Bidders, other than Anchor Investors, to make a Bid and which will be considered as the application for Allotment in terms of the Red Herring Prospectus and the Prospectus |

| Term | Description |
|---|--|
| Bid/ Issue Opening Date | The date on which the Syndicate, the Designated Branches and the Registered Brokers shall start accepting Bids, which shall be notified in [●] edition of the English national newspaper [●], [●] edition of the Hindi national newspaper [●], and [●] edition of the regional newspaper [●], each with wide circulation, and in case of any revision, the extended Bid/Offer Opening Date also to be notified on the website and terminals of the Syndicate and SCSBs, as required under the SEBI ICDR Regulations. |
| Bid/ Issue Period | The period between the Bid/Issue Opening Date and the Bid/Issue Closing Date, inclusive of both days, during which Bidders can submit their Bids, including any revisions thereof. |
| Bidder | Any prospective investor who makes a Bid/Application pursuant to the terms of the DRHP/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 Building Process | Book building process, as provided in Schedule XI of the SEBI ICDR Regulations, in terms of which the Offer is being made |
| Book Running Lead Manager or BRLM | The Book Running Lead Manager to the Issue namely Pantomath Capital Advisors Private Limited, SEBI Registered Category I Merchant Bankers |
| Broker Centres | Broker centres notified by the Stock Exchanges, where the Bidders can submit the Bid cum application forms to a Registered Broker. The details of such broker centres, along with the names and contact details of the Registered Brokers, are available on the website of National Stock Exchange of India Limited. |
| Business Day | Monday to Friday (except public holiday) |
| CAN or Confirmation of Allocation Note | The note or advice or intimation sent to each successful Bidder indicating the Equity Shares which will be Allotted/ transferred, after approval of Basis of Allotment by the Designated Stock Exchange. |
| Cap Price | The higher end of the Price Band, above which the Offer Price will not be finalised and above which no Bids will 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 |
| Controlling Branch/Designated Branch | Such branch of the SCSBs which coordinate Bid cum Applications under this Offer by the ASBA Applicants with the Registrar to the Offer and the Stock Exchanges and a list of which is available at http://www.sebi.gov.in or at such other website as may be prescribed by SEBI from time to time |
| Cut-off Price | Issue Price, which shall be any price within the Price Band finalised by our Company in consultation with the BRLM. Only Retail Individual Bidders are entitled to Bid at the Cut-off Price. QIBs and Non-Institutional Bidders are not entitled to Bid at the Cut-off Price. |
| Demographic Details | The demographic details of the Bidders such as their address, PAN, occupation and bank account details |

| Term | Description |
|--------------------------------------|--|
| Depositories | Depositories registered with SEBI under the Securities and Exchange Board of India (Depositories and Participants) Regulations, 1996, as amended from time to time, being NSDL and CDSL |
| Designated Branches | Such branches of the SCSBs which may collect the Bid cum Application Forms used by Bidders/Applicants (exc Anchor Investor) and a list of which is available on http://www.sebi.gov.in/cms/sebi_data/attachdocs/1316087201341.html |
| Designated Locations | CDP Such locations of the CDPs where Bidders can submit the Bid cum Application Forms to Collecting Depository Participants. The details of such Designated CDP Locations, along with names and contact details of the Collecting Depository Participants eligible to accept Bid cum Application Forms are available on the respective websites of the Stock Exchanges (www.nseindia.com) |
| Designated Locations | CDP Such centres of the CDPs where Bidders can submit the Bid Cum Application Forms. The details of such Designated CDP Locations, along with names and contact details of the Collecting Depository Participants eligible to accept Bid cum Application Forms are available on the website of the Stock Exchange (www.nseindia.com) and updated from time to time |
| Designated Date | The date on which the Collection Banks transfer funds from the public issue Accounts, and the SCSBs issue instructions for transfer of funds from the ASBA Accounts, to the Public Issue Account or the Refund Account, as appropriate, in terms of the Red Herring Prospectus following which the Board of Directors may Allot Equity Shares to successful Bidders in the Issue. |
| Designated Intermediary(ies) | Syndicate, Sub-Syndicate Members/agents, SCSBs, Registered Brokers, CDPs and RTAs, who are authorized to collect ASBA Forms from the Bidders, in relation to the Offer |
| Designated Locations | RTA Such centres of the RTAs where Bidder can submit the Bud cum Application Forms. The details of such Designated RTA Locations, along with the names and contact details of the RTAs are available on the respective websites of the Stock Exchange (www.nseindia.com) and updated from time to time |
| Designated Exchange | Stock The designated stock exchange as disclosed in the Draft Red herring Prospectus/ Red herring Prospectus/ Prospectus of the issuer |
| Discount | Discount to the Offer Price that may be provided to Bidders/Applicants in accordance with the SEBI ICDR Regulations, 2009. |
| DP | Depository Participant |
| DP ID | Depository Participant's Identification Number |
| Draft Red Herring Prospectus or DRHP | This Draft Red Herring Prospectus dated July 18, 2018 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 Offer |
| 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 DRHP |
| Equity Shares | Equity Shares of the Issuer |
| FCNR Account | Foreign Currency Non-Resident Account |
| FII(s) | Foreign Institutional Investors as defined under the SEBI (Foreign Institutional Investors) Regulations, 1995 and registered with SEBI under applicable laws in India |

| Term | Description |
|--|--|
| First/sole Bidder | Bidder whose name shall be mentioned in the Bid cum Application Form or the Revision Form and in case of joint Bids, whose name shall also appear as the first holder of the beneficiary account held in joint names |
| Floor Price | The lower end of the Price Band, subject to any revision thereto, at or above which the Offer Price will be finalised and below which no Bids will be accepted |
| 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 |
| FPIs | Foreign Portfolio Investors as defined under the Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014 |
| FPO | Further public offering |
| Issue | The Initial Public Issue of upto 31,12,000 Equity Shares of face value of Rs.10 each for cash at a price of Rs. [●] each, aggregating up to Rs.[●] |
| Issuer/Company | The Issuer proposing the initial public offering/further public offering as applicable |
| Maximum RII Allottees | The maximum number of RIIs who can be Allotted the minimum Bid Lot. This is computed by dividing the total number of Equity Shares available for Allotment to RIIs by the minimum Bid Lot |
| MICR | Magnetic Ink Character Recognition - nine-digit code as appearing on a cheque leaf |
| Mutual Fund(s) | A mutual fund registered with SEBI under the SEBI (Mutual Funds) Regulations, 1996, as amended from time to time |
| 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 DRHP/RHP/Prospectus and Bid cum Application Form |
| NEFT | National Electronic Fund Transfer |
| Net Issue | Issue less Market maker reservation portion |
| Non-Institutional Category | The portion of the Offer being such number of Equity Shares available for allocation to NIIs on a proportionate basis and as disclosed in the DRHP/RHP/Prospectus and the Bid cum Application Form |
| Non-Institutional Investors or NIIs | All Bidders/Applicants, including sub accounts of FIIs 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-Resident | A person resident outside India, as defined under FEMA and includes FIIs and FPIs |
| NRE Account | Non-Resident External Account |
| NRI | NRIs from such jurisdictions outside India where it is not unlawful to make an offer or invitation under the Offer and in relation to whom the DRHP/RHP/Prospectus constitutes an invitation to subscribe to or purchase the Equity Shares |
| NRO Account | Non-Resident Ordinary Account |
| 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 |
| Issue Price | The final price at which Equity Shares will be Allotted in terms of the Red Herring Prospectus The Offer Price will be decided by our Company |

| Term | Description |
|---|---|
| | in consultation with the BRLM on the Pricing Date in accordance with the Book-Building Process and the Red Herring Prospectus |
| Other Investors | Investors other than Retail Individual Investors in a Fixed Price Issue. These include individual applicants other than retail individual investors and other investors including corporate bodies or institutions irrespective of the number of specified securities applied for. |
| PAN | Permanent Account Number allotted under the Income Tax Act, 1961 |
| Price Band | <p>Price band of a minimum price of Rs.[●] per Equity Share (Floor Price) and the maximum price of Rs.[●] per Equity Share (Cap Price) including revisions thereof.</p> <p>The Price Band and the minimum Bid Lot size for the Offer will be decided by our Company in consultation with the BRLM and will be advertised at least five Working Days prior to the Bid/ Issue Opening Date, in [●] edition of the English national newspaper [●], [●] edition of the Hindi national newspaper [●] and [●] edition of the regional newspaper [●], each with wide circulation</p> |
| Pricing date | The date on which our Company in consultation with the BRLM, will finalise the Issue Price |
| Prospectus | The Prospectus to be filed with the RoC on or after the Pricing Date in accordance with Section 32 of the Companies Act, 2013, and the SEBI ICDR Regulations containing, inter alia, the Issue Price, the size of the Issue and certain other information |
| Public Issue Account | Account opened with the Banker to the Issue i.e. HDFC Bank Limited under Section 40 of the Companies Act, 2013 to receive monies from the SCSBs from the bank accounts of the bidders on the Designated Date. |
| Qualified Institutional Buyers or QIBs | Qualified Institutional Buyers as defined under Regulation 2(1)(zd) of the SEBI (ICDR) Regulations, 2009. |
| Red Herring Prospectus or RHP | <p>The Red Herring Prospectus to be issued in accordance with Section 32 of the Companies Act, 2013, and the provisions of the SEBI ICDR Regulations, which will not have complete particulars of the price at which the Equity Shares will be offered and the size of the Offer, including any addenda or corrigenda thereto.</p> <p>The Red Herring Prospectus will be registered with the RoC at least three days before the Bid/Issue Opening Date and will become the Prospectus upon filing with the RoC on or after the Pricing Date</p> |
| Refund Account(s) | The account opened with the Refund Bank(s), from which refunds, if any, of the whole or part of the Bid Amount (excluding refund to Bidders) shall be made. |
| Refund Bank(s) / Refund Banker(s) | Bank which is / are clearing member(s) and registered with the SEBI as Bankers to the Issue at which the Refund Account will be opened, in this case being HDFC Bank Limited |
| Refund through electronic transfer of funds | Refunds through NECS, direct credit, RTGS or NEFT, as applicable |
| Registered Broker | <p>Individuals or companies registered with SEBI as "Trading Members" (except Syndicate/Sub-Syndicate Members) who hold valid membership of NSE having right to trade in stocks listed on Stock Exchanges, through which investors can buy or sell securities listed on stock exchanges, a list of which is available on http://www.nseindia.com/membership/dynaContent/find_a_broker.htm</p> |
| Registrar /Registrar to the Issue | Registrar to the Issue, in this case being Link Intime India Private Limited having its office at C-101, 1 st Floor, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West), Mumbai 400083 |

| Term | Description |
|---|--|
| Registrar and Share Transfer Agents or RTAs | Registrar and share transfer agents registered with SEBI and eligible to procure Bid cum Applications at the Designated RTA Locations in terms of circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 issued by SEBI |
| Reservation Portion | The portion of the issue reserved for category of eligible Bidders as provided under the SEBI (ICDR) Regulations, 2009 |
| Reserved Category / Categories | Categories of persons eligible for making Bids under reservation portion. |
| Revision Form | Form used by the Bidders, to modify the quantity of the Equity Shares or the Bid Amount in any of their Bid cum Application Forms or any previous Revision Form(s) |
| RoC | The Registrar of Companies |
| RTGS | Real Time Gross Settlement |
| SCSB/ Self Certified Syndicate Banker | Shall mean a Banker to an Issue registered under SEBI (Bankers to an Issue) Regulations, 1994, as amended from time to time, and which offer the service of making Bids/Application/s Supported by Blocked Amount including blocking of bank account and a list of which is available on http://www.sebi.gov.in/sebiweb/home/list/5/33/0/0/RecognisedIntermediaries or at such other website as may be prescribed by SEBI from time to time |
| 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 |
| Specified Locations | Bidding centres where the Syndicate shall accept Bid cum Application Forms from Bidders, a list of which is available on the website of SEBI (www.sebi.gov.in) and updated from time to time |
| Stock Exchanges / SE | The stock exchanges as disclosed in the DRHP/RHP/Prospectus of the Issuer where the Equity Shares Allotted pursuant to the issue are proposed to be listed |
| Syndicate Agreement | Agreement dated [●] entered into amongst the BRLM, the Syndicate Members, our Company in relation to the procurement of Bid cum Application Forms by Syndicate |
| Syndicate Member | Intermediaries registered with SEBI who are permitted to carry out activities as an underwriter, namely, Pantomath Capital Advisors Private Limited |
| Syndicate or Members of the Syndicate | The BRLM and the Syndicate Member |

| | |
|------------------------|--|
| Underwriter | Pantomath Capital Advisors Private Limited |
| Underwriting Agreement | The agreement dated [●] entered into between the Underwriter and our Company |
| Working Day | <ol style="list-style-type: none"> 1. Till Application / Issue closing date: All days other than a Saturday Sunday or a public holiday 2. Post Application / Issue closing date and till the Listing of Equity Shares: All trading days, of stock exchanges excluding Sundays and public holidays, in accordance with the SEBI circular no. SEBI/HO/CFD/DIL/CIR/P/2016/26 dated January 21, 2016 India |

RESTRICTIONS ON FOREIGN OWNERSHIP OF INDIAN SECURITIES

Foreign investment in Indian securities is regulated through the Industrial Policy, 1991 of the Government of India and Foreign Exchange Management Act, 1999 (“**FEMA**”). While the Industrial Policy, 1991 prescribes the limits and the conditions subject to which foreign investment can be made in different sectors of the Indian economy, FEMA regulates the precise manner in which such investment may be made. Under the Industrial Policy, unless specifically restricted, foreign investment is freely permitted in all sectors of Indian economy up to any extent and without any prior approvals, but the foreign investor is required to follow certain prescribed procedures for making such investment. The government bodies responsible for granting foreign investment approvals are Foreign Investment Promotion Board (“**FIPB**”) and the Reserve Bank of India (“**RBI**”).

The Government of India, from time to time, has made policy pronouncements on Foreign Direct Investment (“**FDI**”) through press notes and press releases. The Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India (“**DIPP**”), has issued consolidated FDI Policy Circular of 2017 (“**FDI Policy 2017**”), which with effect from August 28, 2017, consolidates and supersedes all previous press notes, press releases and clarifications on FDI Policy issued by the DIPP that were in force. The Government proposes to update the consolidated circular on FDI policy once every year and therefore, FDI Policy 2017 will be valid until the DIPP issues an updated circular.

The Reserve Bank of India (“**RBI**”) also issues Master Circular on Foreign Investment in India every year. Presently, FDI in India is being governed by Master Circular on Foreign Investment dated July 01, 2015 as updated from time to time by RBI. In terms of the Master Circular, an Indian company may issue fresh shares to people resident outside India (who is eligible to make investments in India, for which eligibility criteria are as prescribed). Such fresh issue of shares shall be subject to inter-alia, the pricing guidelines prescribed under the Master Circular. The Indian company making such fresh issue of shares would be subject to the reporting requirements, inter-alia with respect to consideration for issue of shares and also subject to making certain filings including filing of Form FC-GPR.

Under the current FDI Policy of 2017, foreign direct investment in micro and small enterprises is subject to sectoral caps, entry routes and other sectoral regulations. At present 100 % foreign direct investment through automatic route is permitted in the sector in which our Company operates. Therefore applicable foreign investment up to 100% is permitted in our company under automatic route. The transfer of shares between an Indian resident and a non-resident does not require the prior approval of the FIPB or the RBI, subject to fulfilment of certain conditions as specified by DIPP/RBI, from time to time. Such conditions include (i) the activities of the investee company are under the automatic route under the FDI Policy and transfer does not attract the provisions of the Takeover Regulations; (ii) the non-resident shareholding is within the sectoral limits under the FDI Policy; and (iii) the pricing is in accordance with the guidelines prescribed by the SEBI/ RBI. As per the existing policy of the Government of India, OCBs cannot participate in this Issue and in accordance with the extant FDI guidelines on sectoral caps, pricing guidelines etc. as amended by Reserve bank of India, from time to time. Investors are advised to confirm their eligibility under the relevant laws before investing and / or subsequent purchase or sale transaction in the Equity Shares of Our Company. Investors will not offer, sell, pledge or transfer the Equity Shares of our Company to any person who is not eligible under applicable laws, rules, regulations, guidelines. Our Company, the Underwriters and their respective directors, officers, agents, affiliates and representatives, as applicable, accept no responsibility or liability for advising any investor on whether such investor is eligible to acquire Equity Shares of our Company.

Investment conditions/restrictions for overseas entities

Under the current FDI Policy 2017, the maximum amount of Investment (sectoral cap) by foreign investor in an issuing entity is composite unless it is explicitly provided otherwise including all types of foreign investments, direct and indirect, regardless of whether it has been made for FDI, FII, FPI, NRI, FVCI, LLPs, DRs and Investment Vehicles under Schedule 1, 2, 2A, 3, 6, 9, 10 and 11 of FEMA (Transfer or Issue of Security by Persons Resident outside India) Regulations. Any equity holding by a person resident outside India resulting from conversion of any debt instrument under any arrangement shall be reckoned as foreign investment under the composite cap.

Portfolio Investment upto aggregate foreign investment level of 49 % or sectoral/statutory cap, whichever is lower, will not be subject to either Government approval or compliance of sectoral conditions, if such investment does not result in transfer of ownership and/or control of Indian entities from resident Indian citizens to non-resident entities. Other foreign investments will be subject to conditions of Government approval and compliance of sectoral conditions as per FDI Policy. The total foreign investment, direct and indirect, in the issuing entity will not exceed the sectoral/statutory cap.

i. Investment by FIIs under Portfolio Investment Scheme (PIS):

With regards to purchase/sale of share/s convertible debentures by a registered FII under PIS the total holding by each FII/SEBI approved sub-account of FII shall not exceed 10 % of the total paid-up equity capital or 10% of the paid-up value of each series of convertible debentures issued by an Indian company and the total holdings of all FIIs/sub-accounts of FIIs put together shall not exceed 24 % of paid-up equity capital or paid-up value of each series of convertible debentures. However, this limit of 24 % may be increased up to sectoral cap/statutory ceiling, as applicable, by the Indian company concerned by passing a resolution by its Board of Directors followed by passing of a special resolution to that effect by its general body. For arriving at the ceiling on holdings of FIIs, shares/ convertible debentures acquired both through primary as well as secondary market will be included. However, the ceiling will not include investment made by FII through off-shore Funds, Global Depository receipts and Euro-Convertible Bonds. With regard to convertible debentures, these investments permitted to be made shall not exceed 5 % of the total paid-up equity capital or 5% of the paid-up value of each series of convertible debentures issued by an Indian Company, and shall also not exceed the over-all ceiling limit of 24 % of paid-up equity capital or paid up value of each series of convertible debentures.

ii. Investment by Registered Foreign Portfolio Investor (RFPI) under Foreign Portfolio Investment (FPI) Scheme

With respect to purchase/sale of shares or convertible debentures or warrants, a RFPI registered in accordance with SEBI (FPI) Regulations, 2014 as amended in regular intervals may purchase shares or convertible debentures or warrants of an Indian company under FPI scheme. The total holding by each RFPI shall be below 10 % of the total paid-up equity capital or 10 % of the paid-up value of each series of convertible debentures issued by an Indian company and the total holdings of all RFPI put together shall not exceed 24 % of paid-up equity capital or paid up value of each series of convertible debentures. The said limit of 24 % will be called aggregate limit. However, the aggregate limit of 24 % may be increased up to the sectoral cap/statutory ceiling, as applicable, by the Indian company concerned by passing a resolution by its Board of Directors followed by passing of a special resolution to that effect by its General Body. For arriving at the ceiling on holdings of RFPI, shares or convertible debentures or warrants acquired both through primary as well as secondary market will be included. However, the ceiling will exclude investment made by RFPI through off-shore Funds, Global Depository Receipts and Euro-Convertible Bonds but include holding of RFPI and deemed RFPI in the investee company for computation of 24 % or enhanced limit.

iii. Investment by NRI on repatriation and non-repatriation basis under PIS:

With respect to purchase/sale of shares and/or convertible debentures by a NRI on a stock exchange in India on repatriation and/or non-repatriation basis under PIS is allowed subject to certain conditions under Schedule 3 of the FEMA (Transfer or Issue of security by a person resident outside India) Regulations, 2000. Further, with regard to limits:

- the paid-up value of shares of an Indian company, purchased by each NRI both on repatriation and on non-repatriation basis, does not exceed 5 % of the paid-up value of shares issued by the company concerned;
- the paid-up value of each series of convertible debentures purchased by each NRI both on repatriation and non-repatriation basis does not exceed 5 % of the paid-up value of each series of convertible debentures issued by the company concerned;
- the aggregate paid-up value of shares of any company purchased by all NRIs does not exceed 10 % of the paid up capital of the company and in the case of purchase of convertible debentures

- the aggregate paid-up value of each series of debentures purchased by all NRIs does not exceed 10 % of the paid-up value of each series of convertible debentures;
- However, the aggregate ceiling of 10 % may be raised to 24 % if a special resolution to that effect is passed by the General Body of the Indian company concerned.

iv. Investment by NRI on Non-repatriation basis

As per current FDI Policy 2016, schedule 4 of FEMA (Transfer or Issue of Security by Persons Resident outside India) Regulations – Purchase and sale of shares and convertible debentures or warrants by a NRI on Non-repatriation basis – will be deemed to be domestic investment at par with the investment made by residents. This is further subject to remittance channel restrictions.

The Equity Shares have not been and will not be registered under the U.S. Securities Act of 1933, as amended (“US Securities Act”) or any other state securities laws in the United States of America and may not be sold or offered within the United States of America, or to, or for the account or benefit of “US Persons” as defined in Regulation S of the U.S. Securities Act), except pursuant to exemption from, or in a transaction not subject to, the registration requirements of US Securities Act and applicable state securities laws.

Accordingly, the equity shares are being offered and sold only outside the United States of America in an offshore transaction in reliance upon Regulation S under the US Securities Act and the applicable laws of the jurisdiction where those offers and sale occur.

Further, no offer to the public (as defined under Directive 2003/71/EC, together with any amendments) and implementing measures thereto, (the “Prospectus Directive”) has been or will be made in respect of the Issue in any member State of the European Economic Area which has implemented the Prospectus Directive except for any such offer made under exemptions available under the Prospectus Directive, provided that no such offer shall result in a requirement to publish or supplement a prospectus pursuant to the Prospectus Directive, in respect of the Issue.

Any forwarding, distribution or reproduction of this document in whole or in part may be unauthorised. Failure to comply with this directive may result in a violation of the Securities Act or the applicable laws of other jurisdictions. Any investment decision should be made on the basis of the final terms and conditions and the information contained in this Draft Red Herring Prospectus.

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Application may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

The above information is given for the benefit of the Applicants. Our Company and the Book Running Lead Manager are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Draft Red Herring Prospectus. Applicants are advised to make their independent investigations and ensure that the Applications are not in violation of laws or regulations applicable to them and do not exceed the applicable limits under the laws and regulations

. SECTION VIII – MAIN PROVISIONS OF ARTICLES OF ASSOCIATION

**THE COMPANIES ACT, 2013
(COMPANY LIMITED BY SHARES)
ARTICLES OF ASSOCIATION
OF**

WORLD CLASS SERVICES LIMITED

***(Resolution passed by the members of the Company at Extra-Ordinary General Meeting held
on 28/05/2018 for**

Conversion of Private Limited to Public Limited Company)

| Sr. No | Particulars | |
|---------------|---|--------------------------------------|
| 1. | No regulation contained in Table “F” in the First Schedule to Companies Act, 2013 shall apply to this Company but the regulations for the Management of the Company and for the observance of the Members thereof and their representatives shall be as set out in the relevant provisions of the Companies Act, 2013 and subject to any exercise of the statutory powers of the Company with reference to the repeal or alteration of or addition to its regulations by Special Resolution as prescribed by the said Companies Act, 2013 be such as are contained in these Articles unless the same are repugnant or contrary to the provisions of the Companies Act, 2013 or any amendment thereto. | Table F Applicable. |
| | Interpretation Clause | |
| 2. | In the interpretation of these Articles the following expressions shall have the following meanings unless repugnant to the subject or context: | |
| | (a) "The Act" means the Companies Act, 2013 and includes any statutory modification or re-enactment thereof for the time being in force. | Act |
| | (b) "These Articles" means Articles of Association for the time being in force or as may be altered from time to time vide Special Resolution. | Articles |
| | (c) "Auditors" means and includes those persons appointed as such for the time being of the Company. | Auditors |
| | (d) "Capital" means the share capital for the time being raised or authorized to be raised for the purpose of the Company. | Capital |
| | (e) *"The Company" shall mean World Class Services Limited | |
| | (f) "Executor" or "Administrator" means a person who has obtained a probate or letter of administration, as the case may be from a Court of competent jurisdiction and shall include a holder of a Succession Certificate authorizing the holder thereof to negotiate or transfer the Share or Shares of the deceased Member and shall also include the holder of a Certificate granted by the Administrator General under section 31 of the Administrator General Act, 1963. | Executor or Administrator |
| | (g) "Legal Representative" means a person who in law represents the estate of a deceased Member. | Legal Representative |
| | (h) Words importing the masculine gender also include the feminine gender. | Gender |
| | (i) "In Writing" and "Written" includes printing lithography and other modes of representing or reproducing words in a visible form. | In Writing and Written |
| | (j) The marginal notes hereto shall not affect the construction thereof. | Marginal notes |

| Sr. No | Particulars | |
|---------------|--|--|
| | (k) "Meeting" or "General Meeting" means a meeting of members. | Meeting or General Meeting |
| | (l) "Month" means a calendar month. | Month |
| | (m) "Annual General Meeting" means a General Meeting of the Members held in accordance with the provision of section 96 of the Act. | Annual General Meeting |
| | (n) "Extra-Ordinary General Meeting" means an Extraordinary General Meeting of the Members duly called and constituted and any adjourned holding thereof. | Extra-Ordinary General Meeting |
| | (o) "National Holiday" means and includes a day declared as National Holiday by the Central Government. | National Holiday |
| | (p) "Non-retiring Directors" means a director not subject to retirement by rotation. | Non-retiring Directors |
| | (q) "Office" means the registered Office for the time being of the Company. | Office |
| | (r) "Ordinary Resolution" and "Special Resolution" shall have the meanings assigned thereto by Section 114 of the Act. | Ordinary and Special Resolution |
| | (s) "Person" shall be deemed to include corporations and firms as well as individuals. | Person |
| | (t) "Proxy" means an instrument whereby any person is authorized to vote for a member at General Meeting or Poll and includes attorney duly constituted under the power of attorney. | Proxy |
| | (u) "The Register of Members" means the Register of Members to be kept pursuant to Section 88(1) (a) of the Act. | Register of Members |
| | (v) "Seal" means the common seal for the time being of the Company. | Seal |
| | (w) Words importing the Singular number include where the context admits or requires the plural number and vice versa. | Singular number |
| | (x) "The Statutes" means the Companies Act, 2013 and every other Act for the time being in force affecting the Company. | Statutes |
| | (y) "These presents" means the Memorandum of Association and the Articles of Association as originally framed or as altered from time to time. | These presents |
| | (z) "Variation" shall include abrogation; and "vary" shall include abrogate. | Variation |
| | (aa) "Year" means the calendar year and "Financial Year" shall have the meaning assigned thereto by Section 2(41) of the Act. | Year and Financial Year |
| | Save as aforesaid any words and expressions contained in these Articles shall bear the same meanings as in the Act or any statutory modifications thereof for the time being in force. | Expressions in the Act to bear the same meaning in Articles |
| | CAPITAL | |
| 3. | The Authorized Share Capital of the Company shall be such amount as may be mentioned in Clause V of Memorandum of Association of the Company from time to time. | Authorized Capital. |
| 4. | The Company may in General Meeting from time to time by Ordinary Resolution increase its capital by creation of new Shares which may be unclassified and may be classified at the time of issue in one or more classes and of such amount or amounts as may be deemed expedient. The new Shares shall be issued upon such terms and conditions and with such rights and privileges annexed thereto as the resolution shall prescribe and in particular, such Shares may be issued with a preferential or | Increase of capital by the Company how carried into effect |

| Sr. No | Particulars | |
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| | qualified right to dividends and in the distribution of assets of the Company and with a right of voting at General Meeting of the Company in conformity with Section 47 of the Act. Whenever the capital of the Company has been increased under the provisions of this Article the Directors shall comply with the provisions of Section 64 of the Act. | |
| 5. | Except so far as otherwise provided by the conditions of issue or by these Presents, any capital raised by the creation of new Shares shall be considered as part of the existing capital, and shall be subject to the provisions herein contained, with reference to the payment of calls and installments, forfeiture, lien, surrender, transfer and transmission, voting and otherwise. | New Capital same as existing capital |
| 6. | The Board shall have the power to issue a part of authorized capital by way of non-voting Shares at price(s) premia, dividends, eligibility, volume, quantum, proportion and other terms and conditions as they deem fit, subject however to provisions of law, rules, regulations, notifications and enforceable guidelines for the time being in force. | Non-Voting Shares |
| 7. | Subject to the provisions of the Act and these Articles, the Board of Directors may issue redeemable preference shares to such persons, on such terms and conditions and at such times as Directors think fit either at premium or at par, and with full power to give any person the option to call for or be allotted shares of the company either at premium or at par, such option being exercisable at such times and for such consideration as the Board thinks fit. | Redeemable Preference Shares |
| 8. | The holder of Preference Shares shall have a right to vote only on Resolutions, which directly affect the rights attached to his Preference Shares. | Voting rights of preference shares |
| 9. | <p>On the issue of redeemable preference shares under the provisions of Article 7 hereof, the following provisions shall take effect:</p> <p>(a) No such Shares shall be redeemed except out of profits of which would otherwise be available for dividend or out of proceeds of a fresh issue of shares made for the purpose of the redemption;</p> <p>(b) No such Shares shall be redeemed unless they are fully paid;</p> <p>(c) Subject to section 55(2)(d)(i) the premium, if any payable on redemption shall have been provided for out of the profits of the Company or out of the Company's security premium account, before the Shares are redeemed;</p> <p>(d) Where any such Shares are redeemed otherwise then out of the proceeds of a fresh issue, there shall out of profits which would otherwise have been available for dividend, be transferred to a reserve fund, to be called "the Capital Redemption Reserve Account", a sum equal to the nominal amount of the Shares redeemed, and the provisions of the Act relating to the reduction of the share capital of the Company shall, except as provided in Section 55 of the Act apply as if the Capital Redemption Reserve Account were paid-up share capital of the Company; and</p> <p>(e) Subject to the provisions of Section 55 of the Act, the redemption of preference shares hereunder may be effected in accordance with the terms and conditions of their issue and in the absence of any specific terms and conditions in that behalf, in such manner as the Directors may think fit. The reduction of Preference Shares under</p> | Provisions to apply on issue of Redeemable Preference Shares |

| Sr. No | Particulars | |
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| | the provisions by the Company shall not be taken as reducing the amount of its Authorized Share Capital | |
| 10. | The Company may (subject to the provisions of sections 52, 55, 66, both inclusive, and other applicable provisions, if any, of the Act) from time to time by Special Resolution reduce (a) the share capital; (b) any capital redemption reserve account; or (c) any security premium account In any manner for the time being, authorized by law and in particular capital may be paid off on the footing that it may be called up again or otherwise. This Article is not to derogate from any power the Company would have, if it were omitted. | Reduction of capital |
| 11. | Any debentures, debenture-stock or other securities may be issued at a discount, premium or otherwise and may be issued on condition that they shall be convertible into shares of any denomination and with any privileges and conditions as to redemption, surrender, drawing, allotment of shares, attending (but not voting) at the General Meeting, appointment of Directors and otherwise. Debentures with the right to conversion into or allotment of shares shall be issued only with the consent of the Company in the General Meeting by a Special Resolution. | Debentures |
| 12. | The Company may exercise the powers of issuing sweat equity shares conferred by Section 54 of the Act of a class of shares already issued subject to such conditions as may be specified in that sections and rules framed thereunder. | Issue of Sweat Equity Shares |
| 13. | The Company may issue shares to Employees including its Directors other than independent directors and such other persons as the rules may allow, under Employee Stock Option Scheme (ESOP) or any other scheme, if authorized by a Special Resolution of the Company in general meeting subject to the provisions of the Act, the Rules and applicable guidelines made there under, by whatever name called. | ESOP |
| 14. | Notwithstanding anything contained in these articles but subject to the provisions of sections 68 to 70 and any other applicable provision of the Act or any other law for the time being in force, the company may purchase its own shares or other specified securities. | Buy Back of shares |
| 15. | Subject to the provisions of Section 61 of the Act, the Company in general meeting may, from time to time, sub-divide or consolidate all or any of the share capital into shares of larger amount than its existing share or sub-divide its shares, or any of them into shares of smaller amount than is fixed by the Memorandum; subject nevertheless, to the provisions of clause (d) of sub-section (1) of Section 61; Subject as aforesaid the Company in general meeting may also cancel shares which have not been taken or agreed to be taken by any person and diminish the amount of its share capital by the amount of the shares so cancelled. | Consolidation, Sub-Division And Cancellation |
| 16. | Subject to compliance with applicable provision of the Act and rules framed thereunder the company shall have power to issue depository receipts in any foreign country. | Issue of Depository Receipts |
| 17. | Subject to compliance with applicable provision of the Act and rules framed thereunder the company shall have power to issue any kind of securities as permitted to be issued under the Act and rules framed thereunder. | Issue of Securities |
| | MODIFICATION OF CLASS RIGHTS | |

| Sr. No | Particulars | |
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| 18. | <p>(a) If at any time the share capital, by reason of the issue of Preference Shares or otherwise is divided into different classes of shares, all or any of the rights privileges attached to any class (unless otherwise provided by the terms of issue of the shares of the class) may, subject to the provisions of Section 48 of the Act and whether or not the Company is being wound-up, be varied, modified or dealt, with the consent in writing of the holders of not less than three-fourths of the issued shares of that class or with the sanction of a Special Resolution passed at a separate general meeting of the holders of the shares of that class. The provisions of these Articles relating to general meetings shall mutatis mutandis apply to every such separate class of meeting.</p> <p>Provided that if variation by one class of shareholders affects the rights of any other class of shareholders, the consent of three-fourths of such other class of shareholders shall also be obtained and the provisions of this section shall apply to such variation.</p> | Modification of rights |
| | (b) The rights conferred upon the holders of the Shares including Preference Share, if any) of any class issued with preferred or other rights or privileges shall, unless otherwise expressly provided by the terms of the issue of shares of that class, be deemed not to be modified, commuted, affected, abrogated, dealt with or varied by the creation or issue of further shares ranking pari passu therewith. | New Issue of Shares not to affect rights attached to existing shares of that class. |
| 19. | Subject to the provisions of Section 62 of the Act and these Articles, the shares in the capital of the company for the time being shall be under the control of the Directors who may issue, allot or otherwise dispose of the same or any of them to such persons, in such proportion and on such terms and conditions and either at a premium or at par and at such time as they may from time to time think fit and with the sanction of the company in the General Meeting to give to any person or persons the option or right to call for any shares either at par or premium during such time and for such consideration as the Directors think fit, and may issue and allot shares in the capital of the company on payment in full or part of any property sold and transferred or for any services rendered to the company in the conduct of its business and any shares which may so be allotted may be issued as fully paid up shares and if so issued, shall be deemed to be fully paid shares. | Shares at the disposal of the Directors. |
| 20. | The Company may issue shares or other securities in any manner whatsoever including by way of a preferential offer, to any persons whether or not those persons include the persons referred to in clause (a) or clause (b) of sub-section (1) of section 62 subject to compliance with section 42 and 62 of the Act and rules framed thereunder. | Power to issue shares on preferential basis. |
| 21. | The shares in the capital shall be numbered progressively according to their several denominations, and except in the manner hereinbefore mentioned no share shall be sub-divided. Every forfeited or surrendered share shall continue to bear the number by which the same was originally distinguished. | Shares should be Numbered progressively and no share to be subdivided. |
| 22. | An application signed by or on behalf of an applicant for shares in the Company, followed by an allotment of any shares therein, shall be an acceptance of shares within the meaning of these Articles, and every person who thus or otherwise accepts any shares and whose name is on the Register shall for the purposes of these Articles, be a Member. | Acceptance of Shares. |

| Sr. No | Particulars | |
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| 23. | Subject to the provisions of the Act and these Articles, the Directors may allot and issue shares in the Capital of the Company as payment or part payment for any property (including goodwill of any business) sold or transferred, goods or machinery supplied or for services rendered to the Company either in or about the formation or promotion of the Company or the conduct of its business and any shares which may be so allotted may be issued as fully paid-up or partly paid-up otherwise than in cash, and if so issued, shall be deemed to be fully paid-up or partly paid-up shares as aforesaid. | Directors may allot shares as full paid-up |
| 24. | The money (if any) which the Board shall on the allotment of any shares being made by them, require or direct to be paid by way of deposit, call or otherwise, in respect of any shares allotted by them shall become a debt due to and recoverable by the Company from the allottee thereof, and shall be paid by him, accordingly. | Deposit and call etc.to be a debt payable immediately. |
| 25. | Every Member, or his heirs, executors, administrators, or legal representatives, shall pay to the Company the portion of the Capital represented by his share or shares which may, for the time being, remain unpaid thereon, in such amounts at such time or times, and in such manner as the Board shall, from time to time in accordance with the Company's regulations, require on date fixed for the payment thereof. | Liability of Members. |
| 26. | Shares may be registered in the name of any limited company or other corporate body but not in the name of a firm, an insolvent person or a person of unsound mind. | Registration of Shares. |
| | RETURN ON ALLOTMENTS TO BE MADE OR RESTRICTIONS ON ALLOTMENT | |
| 27. | The Board shall observe the restrictions as regards allotment of shares to the public, and as regards return on allotments contained in Sections 39 of the Act | |
| | CERTIFICATES | |
| 28. | (a) Every member shall be entitled, without payment, to one or more certificates in marketable lots, for all the shares of each class or denomination registered in his name, or if the Directors so approve (upon paying such fee as provided in the relevant laws) to several certificates, each for one or more of such shares and the company shall complete and have ready for delivery such certificates within two months from the date of allotment, unless the conditions of issue thereof otherwise provide, or within one month of the receipt of application for registration of transfer, transmission, sub-division, consolidation or renewal of any of its shares as the case may be. Every certificate of shares shall be under the seal of the company and shall specify the number and distinctive numbers of shares in respect of which it is issued and amount paid-up thereon and shall be in such form as the directors may prescribe or approve, provided that in respect of a share or shares held jointly by several persons, the company shall not be bound to issue more than one certificate and delivery of a certificate of shares to one of several joint holders shall be sufficient delivery to all such holder. Such certificate shall be issued only in pursuance of a resolution passed by the Board and on surrender to the Company of its letter of allotment or its fractional coupons of requisite value, save in cases of issues against letter of acceptance or of renunciation or in cases of issue | Share Certificates. |

| Sr. No | Particulars | |
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| | <p>of bonus shares. Every such certificate shall be issued under the seal of the Company, which shall be affixed in the presence of two Directors or persons acting on behalf of the Directors under a duly registered power of attorney and the Secretary or some other person appointed by the Board for the purpose and two Directors or their attorneys and the Secretary or other person shall sign the share certificate, provided that if the composition of the Board permits of it, at least one of the aforesaid two Directors shall be a person other than a Managing or whole-time Director. Particulars of every share certificate issued shall be entered in the Register of Members against the name of the person, to whom it has been issued, indicating the date of issue.</p> <p>(b) Any two or more joint allottees of shares shall, for the purpose of this Article, be treated as a single member, and the certificate of any shares which may be the subject of joint ownership, may be delivered to anyone of such joint owners on behalf of all of them. For any further certificate the Board shall be entitled, but shall not be bound, to prescribe a charge not exceeding Rupees Fifty. The Company shall comply with the provisions of Section 39 of the Act.</p> <p>(c) A Director may sign a share certificate by affixing his signature thereon by means of any machine, equipment or other mechanical means, such as engraving in metal or lithography, but not by means of a rubber stamp provided that the Director shall be responsible for the safe custody of such machine, equipment or other material used for the purpose.</p> | |
| 29. | <p>If any certificate be worn out, defaced, mutilated or torn or if there be no further space on the back thereof for endorsement of transfer, then upon production and surrender thereof to the Company, a new Certificate may be issued in lieu thereof, and if any certificate lost or destroyed then upon proof thereof to the satisfaction of the company and on execution of such indemnity as the company deem adequate, being given, a new Certificate in lieu thereof shall be given to the party entitled to such lost or destroyed Certificate. Every Certificate under the Article shall be issued without payment of fees if the Directors so decide, or on payment of such fees (not exceeding Rs.50/- for each certificate) as the Directors shall prescribe. Provided that no fee shall be charged for issue of new certificates in replacement of those which are old, defaced or worn out or where there is no further space on the back thereof for endorsement of transfer. Provided that notwithstanding what is stated above the Directors shall comply with such Rules or Regulation or requirements of any Stock Exchange or the Rules made under the Act or the rules made under Securities Contracts (Regulation) Act, 1956, or any other Act, or rules applicable in this behalf.</p> <p>The provisions of this Article shall mutatis mutandis apply to debentures of the Company.</p> | <p>Issue of new certificates in place of those defaced, lost or destroyed.</p> |
| 30. | <p>(a) If any share stands in the names of two or more persons, the person first named in the Register shall as regard receipts of dividends or bonus or service of notices and all or any other matter connected with the Company except voting at meetings, and the transfer of the shares, be deemed sole holder thereof but</p> | <p>The first named joint holder deemed Sole holder.</p> |

| Sr. No | Particulars | |
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| | the joint-holders of a share shall be severally as well as jointly liable for the payment of all calls and other payments due in respect of such share and for all incidentals thereof according to the Company's regulations. | |
| | (b) The Company shall not be bound to register more than three persons as the joint holders of any share. | Maximum number of joint holders. |
| 31. | Except as ordered by a Court of competent jurisdiction or as by law required, the Company shall not be bound to recognise any equitable, contingent, future or partial interest in any share, or (except only as is by these Articles otherwise expressly provided) any right in respect of a share other than an absolute right thereto, in accordance with these Articles, in the person from time to time registered as the holder thereof but the Board shall be at liberty at its sole discretion to register any share in the joint names of any two or more persons or the survivor or survivors of them. | Company not bound to recognise any interest in share other than that of registered holders. |
| 32. | If by the conditions of allotment of any share the whole or part of the amount or issue price thereof shall be payable by installment, every such installment shall when due be paid to the Company by the person who for the time being and from time to time shall be the registered holder of the share or his legal representative. | Installment on shares to be duly paid. |
| | UNDERWRITING AND BROKERAGE | |
| 33. | Subject to the provisions of Section 40 (6) of the Act, the Company may at any time pay a commission to any person in consideration of his subscribing or agreeing, to subscribe (whether absolutely or conditionally) for any shares or debentures in the Company, or procuring, or agreeing to procure subscriptions (whether absolutely or conditionally) for any shares or debentures in the Company but so that the commission shall not exceed the maximum rates laid down by the Act and the rules made in that regard. Such commission may be satisfied by payment of cash or by allotment of fully or partly paid shares or partly in one way and partly in the other. | Commission |
| 34. | The Company may pay on any issue of shares and debentures such brokerage as may be reasonable and lawful. | Brokerage |
| | CALLS | |
| 35. | (1) The Board may, from time to time, subject to the terms on which any shares may have been issued and subject to the conditions of allotment, by a resolution passed at a meeting of the Board and not by a circular resolution, make such calls as it thinks fit, upon the Members in respect of all the moneys unpaid on the shares held by them respectively and each Member shall pay the amount of every call so made on him to the persons and at the time and places appointed by the Board. (2) A call may be revoked or postponed at the discretion of the Board. (3) A call may be made payable by installments. | Directors may make calls |
| 36. | Fifteen days' notice in writing of any call shall be given by the Company specifying the time and place of payment, and the person or persons to whom such call shall be paid. | Notice of Calls |
| 37. | A call shall be deemed to have been made at the time when the resolution of the Board of Directors authorising such call was passed and may be made payable by the members whose names appear on the Register of Members on such date or at the discretion of the Directors on such subsequent date as may be fixed by Directors. | Calls to date from resolution. |

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| 38. | Whenever any calls for further share capital are made on shares, such calls shall be made on uniform basis on all shares falling under the same class. For the purposes of this Article shares of the same nominal value of which different amounts have been paid up shall not be deemed to fall under the same class. | Calls on uniform basis. |
| 39. | The Board may, from time to time, at its discretion, extend the time fixed for the payment of any call and may extend such time as to all or any of the members who on account of the residence at a distance or other cause, which the Board may deem fairly entitled to such extension, but no member shall be entitled to such extension save as a matter of grace and favour. | Directors may extend time. |
| 40. | If any Member fails to pay any call due from him on the day appointed for payment thereof, or any such extension thereof as aforesaid, he shall be liable to pay interest on the same from the day appointed for the payment thereof to the time of actual payment at such rate as shall from time to time be fixed by the Board not exceeding 21% per annum but nothing in this Article shall render it obligatory for the Board to demand or recover any interest from any such member. | Calls to carry interest. |
| 41. | If by the terms of issue of any share or otherwise any amount is made payable at any fixed time or by installments at fixed time (whether on account of the amount of the share or by way of premium) every such amount or installment shall be payable as if it were a call duly made by the Directors and of which due notice has been given and all the provisions herein contained in respect of calls shall apply to such amount or installment accordingly. | Sums deemed to be calls. |
| 42. | On the trial or hearing of any action or suit brought by the Company against any Member or his representatives for the recovery of any money claimed to be due to the Company in respect of his shares, if shall be sufficient to prove that the name of the Member in respect of whose shares the money is sought to be recovered, appears entered on the Register of Members as the holder, at or subsequent to the date at which the money is sought to be recovered is alleged to have become due on the share in respect of which such money is sought to be recovered in the Minute Books: and that notice of such call was duly given to the Member or his representatives used in pursuance of these Articles: and that it shall not be necessary to prove the appointment of the Directors who made such call, nor that a quorum of Directors was present at the Board at which any call was made was duly convened or constituted nor any other matters whatsoever, but the proof of the matters aforesaid shall be conclusive evidence of the debt. | Proof on trial of suit for money due on shares. |
| 43. | Neither a judgment nor a decree in favour of the Company for calls or other moneys due in respect of any shares nor any part payment or satisfaction thereunder nor the receipt by the Company of a portion of any money which shall from time to time be due from any Member of the Company in respect of his shares, either by way of principal or interest, nor any indulgence granted by the Company in respect of the payment of any such money, shall preclude the Company from thereafter proceeding to enforce forfeiture of such shares as hereinafter provided. | Judgment, decree, partial payment motto proceed for forfeiture. |
| 44. | (a) The Board may, if it thinks fit, receive from any Member willing to advance the same, all or any part of the amounts of his respective shares beyond the sums, actually called up and upon the moneys so paid in advance, or upon so much thereof, from time to time, and at any time thereafter as exceeds the amount of the calls then made | Payments in Anticipation of calls may carry interest |

| Sr. No | Particulars | |
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| | <p>upon and due in respect of the shares on account of which such advances are made the Board may pay or allow interest, at such rate as the member paying the sum in advance and the Board agree upon. The Board may agree to repay at any time any amount so advanced or may at any time repay the same upon giving to the Member three months' notice in writing: provided that moneys paid in advance of calls on shares may carry interest but shall not confer a right to dividend or to participate in profits.</p> <p>(b) No Member paying any such sum in advance shall be entitled to voting rights in respect of the moneys so paid by him until the same would but for such payment become presently payable. The provisions of this Article shall mutatis mutandis apply to calls on debentures issued by the Company.</p> | |
| | LIEN | |
| 45. | The Company shall have a first and paramount lien upon all the shares/debentures (other than fully paid-up shares/debentures) registered in the name of each member (whether solely or jointly with others) and upon the proceeds of sale thereof for all moneys (whether presently payable or not) called or payable at a fixed time in respect of such shares/debentures and no equitable interest in any share shall be created except upon the footing and condition that this Article will have full effect. And such lien shall extend to all dividends and bonuses from time to time declared in respect of such shares/debentures. Unless otherwise agreed the registration of a transfer of shares/debentures shall operate as a waiver of the Company's lien if any, on such shares/debentures. The Directors may at any time declare any shares/debentures wholly or in part to be exempt from the provisions of this clause. | Company to have Lien on shares. |
| 46. | For the purpose of enforcing such lien the Directors may sell the shares subject thereto in such manner as they shall think fit, but no sale shall be made until such period as aforesaid shall have arrived and until notice in writing of the intention to sell shall have been served on such member or the person (if any) entitled by transmission to the shares and default shall have been made by him in payment, fulfillment of discharge of such debts, liabilities or engagements for seven days after such notice. To give effect to any such sale the Board may authorise some person to transfer the shares sold to the purchaser thereof and purchaser shall be registered as the holder of the shares comprised in any such transfer. Upon any such sale as the Certificates in respect of the shares sold shall stand cancelled and become null and void and of no effect, and the Directors shall be entitled to issue a new Certificate or Certificates in lieu thereof to the purchaser or purchasers concerned. | As to enforcing lien by sale. |
| 47. | The net proceeds of any such sale shall be received by the Company and applied in or towards payment of such part of the amount in respect of which the lien exists as is presently payable and the residue, if any, shall (subject to lien for sums not presently payable as existed upon the shares before the sale) be paid to the person entitled to the shares at the date of the sale. | Application of proceeds of sale. |
| | FORFEITURE AND SURRENDER OF SHARES | |
| 48. | If any Member fails to pay the whole or any part of any call or installment or any moneys due in respect of any shares either | If call or installment not paid, notice may be given. |

| Sr. No | Particulars | |
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| | by way of principal or interest on or before the day appointed for the payment of the same, the Directors may, at any time thereafter, during such time as the call or installment or any part thereof or other moneys as aforesaid remains unpaid or a judgment or decree in respect thereof remains unsatisfied in whole or in part, serve a notice on such Member or on the person (if any) entitled to the shares by transmission, requiring him to pay such call or installment of such part thereof or other moneys as remain unpaid together with any interest that may have accrued and all reasonable expenses (legal or otherwise) that may have been accrued by the Company by reason of such non-payment. Provided that no such shares shall be forfeited if any moneys shall remain unpaid in respect of any call or installment or any part thereof as aforesaid by reason of the delay occasioned in payment due to the necessity of complying with the provisions contained in the relevant exchange control laws or other applicable laws of India, for the time being in force. | |
| 49. | <p>The notice shall name a day (not being less than fourteen days from the date of notice) and a place or places on and at which such call or installment and such interest thereon as the Directors shall determine from the day on which such call or installment ought to have been paid and expenses as aforesaid are to be paid.</p> <p>The notice shall also state that, in the event of the non-payment at or before the time and at the place or places appointed, the shares in respect of which the call was made or installment is payable will be liable to be forfeited.</p> | Terms of notice. |
| 50. | If the requirements of any such notice as aforesaid shall not be complied with, every or any share in respect of which such notice has been given, may at any time thereafter but before payment of all calls or installments, interest and expenses, due in respect thereof, be forfeited by resolution of the Board to that effect. Such forfeiture shall include all dividends declared or any other moneys payable in respect of the forfeited share and not actually paid before the forfeiture. | On default of payment, shares to be forfeited. |
| 51. | When any shares have been forfeited, notice of the forfeiture shall be given to the member in whose name it stood immediately prior to the forfeiture, and an entry of the forfeiture, with the date thereof shall forthwith be made in the Register of Members. | Notice of forfeiture to a Member |
| 52. | Any shares so forfeited, shall be deemed to be the property of the Company and may be sold, re-allotted, or otherwise disposed of, either to the original holder thereof or to any other person, upon such terms and in such manner as the Board in their absolute discretion shall think fit. | Forfeited shares to be property of the Company and may be sold etc. |
| 53. | Any Member whose shares have been forfeited shall notwithstanding the forfeiture, be liable to pay and shall forthwith pay to the Company, on demand all calls, installments, interest and expenses owing upon or in respect of such shares at the time of the forfeiture, together with interest thereon from the time of the forfeiture until payment, at such rate as the Board may determine and the Board may enforce the payment of the whole or a portion thereof as if it were a new call made at the date of the forfeiture, but shall not be under any obligation to do so. | Members still liable to pay money owing at time of forfeiture and interest. |
| 54. | The forfeiture shares shall involve extinction at the time of the forfeiture, of all interest in all claims and demand against the Company, in respect of the share and all other rights incidental | Effect of forfeiture. |

| Sr. No | Particulars | |
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| | to the share, except only such of those rights as by these Articles are expressly saved. | |
| 55. | A declaration in writing that the declarant is a Director or Secretary of the Company and that shares in the Company have been duly forfeited in accordance with these articles on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the shares. | Evidence of Forfeiture. |
| 56. | The Company may receive the consideration, if any, given for the share on any sale, re-allotment or other disposition thereof and the person to whom such share is sold, re-allotted or disposed of may be registered as the holder of the share and he shall not be bound to see to the application of the consideration: if any, nor shall his title to the share be affected by any irregularly or invalidity in the proceedings in reference to the forfeiture, sale, re-allotment or other disposal of the shares. | Title of purchaser and allottee of Forfeited shares. |
| 57. | Upon any sale, re-allotment or other disposal under the provisions of the preceding Article, the certificate or certificates originally issued in respect of the relative shares shall (unless the same shall on demand by the Company have been previously surrendered to it by the defaulting member) stand cancelled and become null and void and of no effect, and the Directors shall be entitled to issue a duplicate certificate or certificates in respect of the said shares to the person or persons entitled thereto. | Cancellation of share certificate in respect of forfeited shares. |
| 58. | In the meantime and until any share so forfeited shall be sold, re-allotted, or otherwise dealt with as aforesaid, the forfeiture thereof may, at the discretion and by a resolution of the Directors, be remitted as a matter of grace and favour, and not as was owing thereon to the Company at the time of forfeiture being declared with interest for the same unto the time of the actual payment thereof if the Directors shall think fit to receive the same, or on any other terms which the Director may deem reasonable. | Forfeiture may be remitted. |
| 59. | Upon any sale after forfeiture or for enforcing a lien in purported exercise of the powers hereinbefore given, the Board may appoint some person to execute an instrument of transfer of the Shares sold and cause the purchaser's name to be entered in the Register of Members in respect of the Shares sold, and the purchasers shall not be bound to see to the regularity of the proceedings or to the application of the purchase money, and after his name has been entered in the Register of Members in respect of such Shares, the validity of the sale shall not be impeached by any person and the remedy of any person aggrieved by the sale shall be in damages only and against the Company exclusively. | Validity of sale |
| 60. | The Directors may, subject to the provisions of the Act, accept a surrender of any share from or by any Member desirous of surrendering on such terms the Directors may think fit. | Surrender of shares. |
| | TRANSFER AND TRANSMISSION OF SHARES | |
| 61. | (a) The instrument of transfer of any share in or debenture of the Company shall be executed by or on behalf of both the transferor and transferee. (b) The transferor shall be deemed to remain a holder of the share or debenture until the name of the transferee is entered in the Register of Members or Register of Debenture holders in respect thereof. | Execution of the instrument of shares. |

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| 62. | The instrument of transfer of any share or debenture shall be in writing and all the provisions of Section 56 and statutory modification thereof including other applicable provisions of the Act shall be duly complied with in respect of all transfers of shares or debenture and registration thereof. The instrument of transfer shall be in a common form approved by the Exchange; | Transfer Form. |
| 63. | The Company shall not register a transfer in the Company other than the transfer between persons both of whose names are entered as holders of beneficial interest in the records of a depository, unless a proper instrument of transfer duly stamped and executed by or on behalf of the transferor and by or on behalf of the transferee and specifying the name, address and occupation if any, of the transferee, has been delivered to the Company along with the certificate relating to the shares or if no such share certificate is in existence along with the letter of allotment of the shares: Provided that where, on an application in writing made to the Company by the transferee and bearing the stamp, required for an instrument of transfer, it is proved to the satisfaction of the Board of Directors that the instrument of transfer signed by or on behalf of the transferor and by or on behalf of the transferee has been lost, the Company may register the transfer on such terms as to indemnity as the Board may think fit, provided further that nothing in this Article shall prejudice any power of the Company to register as shareholder any person to whom the right to any shares in the Company has been transmitted by operation of law. | Transfer not to be registered except on production of instrument of transfer. |
| 64. | Subject to the provisions of Section 58 of the Act and Section 22A of the Securities Contracts (Regulation) Act, 1956, the Directors may, decline to register— (a) any transfer of shares on which the company has a lien. That registration of transfer shall however not be refused on the ground of the transferor being either alone or jointly with any other person or persons indebted to the Company on any account whatsoever; | Directors may refuse to register transfer. |
| 65. | If the Company refuses to register the transfer of any share or transmission of any right therein, the Company shall within one month from the date on which the instrument of transfer or intimation of transmission was lodged with the Company, send notice of refusal to the transferee and transferor or to the person giving intimation of the transmission, as the case may be, and there upon the provisions of Section 56 of the Act or any statutory modification thereof for the time being in force shall apply. | Notice of refusal to be given to transferor and transferee. |
| 66. | No fee shall be charged for registration of transfer, transmission, Probate, Succession Certificate and letter of administration, Certificate of Death or Marriage, Power of Attorney or similar other document with the Company. | No fee on transfer. |
| 67. | The Board of Directors shall have power on giving not less than seven days previous notice in accordance with section 91 and rules made thereunder close the Register of Members and/or the Register of debentures holders and/or other security holders at such time or times and for such period or periods, not exceeding thirty days at a time, and not exceeding in the aggregate forty five days at a time, and not exceeding in the aggregate forty five days in each year as it may seem expedient to the Board. | Closure of Register of Members or debentureholder or other security holders.. |
| 68. | The instrument of transfer shall after registration be retained by the Company and shall remain in its custody. All instruments of transfer which the Directors may decline to register shall on | Custody of transfer Deeds. |

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| | demand be returned to the persons depositing the same. The Directors may cause to be destroyed all the transfer deeds with the Company after such period as they may determine. | |
| 69. | Where an application of transfer relates to partly paid shares, the transfer shall not be registered unless the Company gives notice of the application to the transferee and the transferee makes no objection to the transfer within two weeks from the receipt of the notice. | Application for transfer of partly paid shares. |
| 70. | For this purpose the notice to the transferee shall be deemed to have been duly given if it is dispatched by prepaid registered post/speed post/ courier to the transferee at the address given in the instrument of transfer and shall be deemed to have been duly delivered at the time at which it would have been delivered in the ordinary course of post. | Notice to transferee. |
| 71. | <p>(a) On the death of a Member, the survivor or survivors, where the Member was a joint holder, and his nominee or nominees or legal representatives where he was a sole holder, shall be the only person recognized by the Company as having any title to his interest in the shares.</p> <p>(b) Before recognising any executor or administrator or legal representative, the Board may require him to obtain a Grant of Probate or Letters Administration or other legal representation as the case may be, from some competent court in India.</p> <p>Provided nevertheless that in any case where the Board in its absolute discretion thinks fit, it shall be lawful for the Board to dispense with the production of Probate or letter of Administration or such other legal representation upon such terms as to indemnity or otherwise, as the Board in its absolute discretion, may consider adequate</p> <p>(c) Nothing in clause (a) above shall release the estate of the deceased joint holder from any liability in respect of any share which had been jointly held by him with other persons.</p> | Recognition of legal representative. |
| 72. | The Executors or Administrators of a deceased Member or holders of a Succession Certificate or the Legal Representatives in respect of the Shares of a deceased Member (not being one of two or more joint holders) shall be the only persons recognized by the Company as having any title to the Shares registered in the name of such Members, and the Company shall not be bound to recognize such Executors or Administrators or holders of Succession Certificate or the Legal Representative unless such Executors or Administrators or Legal Representative shall have first obtained Probate or Letters of Administration or Succession Certificate as the case may be from a duly constituted Court in the Union of India provided that in any case where the Board of Directors in its absolute discretion thinks fit, the Board upon such terms as to indemnity or otherwise as the Directors may deem proper dispense with production of Probate or Letters of Administration or Succession Certificate and register Shares standing in the name of a deceased Member, as a Member. However, provisions of this Article are subject to Sections 72 of the Companies Act. | Titles of Shares of deceased Member |
| 73. | Where, in case of partly paid Shares, an application for registration is made by the transferor, the Company shall give notice of the application to the transferee in accordance with the provisions of Section 56 of the Act. | Notice of application when to be given |

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| 74. | Subject to the provisions of the Act and these Articles, any person becoming entitled to any share in consequence of the death, lunacy, bankruptcy, insolvency of any member or by any lawful means other than by a transfer in accordance with these presents, may, with the consent of the Directors (which they shall not be under any obligation to give) upon producing such evidence that he sustains the character in respect of which he proposes to act under this Article or of this title as the Director shall require either be registered as member in respect of such shares or elect to have some person nominated by him and approved by the Directors registered as Member in respect of such shares; provided nevertheless that if such person shall elect to have his nominee registered he shall testify his election by executing in favour of his nominee an instrument of transfer in accordance so he shall not be freed from any liability in respect of such shares. This clause is hereinafter referred to as the 'Transmission Clause'. | Registration of persons entitled to share otherwise than by transfer. (Transmission clause). |
| 75. | Subject to the provisions of the Act and these Articles, the Directors shall have the same right to refuse or suspend register a person entitled by the transmission to any shares or his nominee as if he were the transferee named in an ordinary transfer presented for registration. | Refusal to register nominee. |
| 76. | Every transmission of a share shall be verified in such manner as the Directors may require and the Company may refuse to register any such transmission until the same be so verified or until or unless an indemnity be given to the Company with regard to such registration which the Directors at their discretion shall consider sufficient, provided nevertheless that there shall not be any obligation on the Company or the Directors to accept any indemnity. | Board may require evidence of transmission. |
| 77. | The Company shall incur no liability or responsibility whatsoever in consequence of its registering or giving effect to any transfer of shares made, or purporting to be made by any apparent legal owner thereof (as shown or appearing in the Register or Members) to the prejudice of persons having or claiming any equitable right, title or interest to or in the same shares notwithstanding that the Company may have had notice of such equitable right, title or interest or notice prohibiting registration of such transfer, and may have entered such notice or referred thereto in any book of the Company and the Company shall not be bound or require to regard or attend or give effect to any notice which may be given to them of any equitable right, title or interest, or be under any liability whatsoever for refusing or neglecting so to do though it may have been entered or referred to in some book of the Company but the Company shall nevertheless be at liberty to regard and attend to any such notice and give effect thereto, if the Directors shall so think fit. | Company not liable for disregard of a notice prohibiting registration of transfer. |
| 78. | In the case of any share registered in any register maintained outside India the instrument of transfer shall be in a form recognized by the law of the place where the register is maintained but subject thereto shall be as near to the form prescribed in Form no. SH-4 hereof as circumstances permit. | Form of transfer Outside India. |
| 79. | No transfer shall be made to any minor, insolvent or person of unsound mind. | No transfer to insolvent etc. |
| | NOMINATION | |
| 80. | i) Notwithstanding anything contained in the articles, every holder of securities of the Company may, at any time, | Nomination |

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| | <p>nominate a person in whom his/her securities shall vest in the event of his/her death and the provisions of Section 72 of the Companies Act, 2013 shall apply in respect of such nomination.</p> <p>ii) No person shall be recognized by the Company as a nominee unless an intimation of the appointment of the said person as nominee has been given to the Company during the lifetime of the holder(s) of the securities of the Company in the manner specified under Section 72 of the Companies Act, 2013 read with Rule 19 of the Companies (Share Capital and Debentures) Rules, 2014</p> <p>iii) The Company shall not be in any way responsible for transferring the securities consequent upon such nomination.</p> <p>iv) If the holder(s) of the securities survive(s) nominee, then the nomination made by the holder(s) shall be of no effect and shall automatically stand revoked.</p> | |
| 81. | <p>A nominee, upon production of such evidence as may be required by the Board and subject as hereinafter provided, elect, either-</p> <p>(i) to be registered himself as holder of the security, as the case may be; or</p> <p>(ii) to make such transfer of the security, as the case may be, as the deceased security holder, could have made;</p> <p>(iii) if the nominee elects to be registered as holder of the security, himself, as the case may be, he shall deliver or send to the Company, a notice in writing signed by him stating that he so elects and such notice shall be accompanied with the death certificate of the deceased security holder as the case may be;</p> <p>(iv) a nominee shall be entitled to the same dividends and other advantages to which he would be entitled to, if he were the registered holder of the security except that he shall not, before being registered as a member in respect of his security, be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the Company.</p> <p>Provided further that the Board may, at any time, give notice requiring any such person to elect either to be registered himself or to transfer the share or debenture, and if the notice is not complied with within ninety days, the Board may thereafter withhold payment of all dividends, bonuses or other moneys payable or rights accruing in respect of the share or debenture, until the requirements of the notice have been complied with.</p> | Transmission of Securities by nominee |
| | DEMATERIALISATION OF SHARES | |
| 82. | Subject to the provisions of the Act and Rules made thereunder the Company may offer its members facility to hold securities issued by it in dematerialized form. | Dematerialisation of Securities |
| | JOINT HOLDER | |
| 83. | Where two or more persons are registered as the holders of any share they shall be deemed to hold the same as joint Shareholders with benefits of survivorship subject to the following and other provisions contained in these Articles. | Joint Holders |
| 84. | (a) The Joint holders of any share shall be liable severally as well as jointly for and in respect of all calls and other payments which ought to be made in respect of such share. | Joint and several liabilities for all payments in respect of shares. |

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| | (b) on the death of any such joint holders the survivor or survivors shall be the only person recognized by the Company as having any title to the share but the Board may require such evidence of death as it may deem fit and nothing herein contained shall be taken to release the estate of a deceased joint holder from any liability of shares held by them jointly with any other person; | Title of survivors. |
| | (c) Any one of two or more joint holders of a share may give effectual receipts of any dividends or other moneys payable in respect of share; and | Receipts of one sufficient. |
| | (d) only the person whose name stands first in the Register of Members as one of the joint holders of any share shall be entitled to delivery of the certificate relating to such share or to receive documents from the Company and any such document served on or sent to such person shall deemed to be service on all the holders. | Delivery of certificate and giving of notices to first named holders. |
| SHARE WARRANTS | | |
| 85. | The Company may issue warrants subject to and in accordance with provisions of the Act and accordingly the Board may in its discretion with respect to any Share which is fully paid upon application in writing signed by the persons registered as holder of the Share, and authenticated by such evidence(if any) as the Board may, from time to time, require as to the identity of the persons signing the application and on receiving the certificate (if any) of the Share, and the amount of the stamp duty on the warrant and such fee as the Board may, from time to time, require, issue a share warrant. | Power to issue share warrants |
| 86. | <p>(a) The bearer of a share warrant may at any time deposit the warrant at the Office of the Company, and so long as the warrant remains so deposited, the depositor shall have the same right of signing a requisition for call in a meeting of the Company, and of attending and voting and exercising the other privileges of a Member at any meeting held after the expiry of two clear days from the time of deposit, as if his name were inserted in the Register of Members as the holder of the Share included in the deposit warrant.</p> <p>(b) Not more than one person shall be recognized as depositor of the Share warrant.</p> <p>(c) The Company shall, on two day's written notice, return the deposited share warrant to the depositor.</p> | Deposit of share warrants |
| 87. | <p>(a) Subject as herein otherwise expressly provided, no person, being a bearer of a share warrant, shall sign a requisition for calling a meeting of the Company or attend or vote or exercise any other privileges of a Member at a meeting of the Company, or be entitled to receive any notice from the Company.</p> <p>(b) The bearer of a share warrant shall be entitled in all other respects to the same privileges and advantages as if he were named in the Register of Members as the holder of the Share included in the warrant, and he shall be a Member of the Company.</p> | Privileges and disabilities of the holders of share warrant |
| 88. | The Board may, from time to time, make bye-laws as to terms on which (if it shall think fit), a new share warrant or coupon may be issued by way of renewal in case of defacement, loss or destruction. | Issue of new share warrant coupons |
| CONVERSION OF SHARES INTO STOCK | | |
| 89. | The Company may, by ordinary resolution in General Meeting. <p>a) convert any fully paid-up shares into stock; and</p> | Conversion of shares into stock or reconversion. |

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| | b) re-convert any stock into fully paid-up shares of any denomination. | |
| 90. | The holders of stock may transfer the same or any part thereof in the same manner as and subject to the same regulation under which the shares from which the stock arose might before the conversion have been transferred, or as near thereto as circumstances admit, provided that, the Board may, from time to time, fix the minimum amount of stock transferable so however that such minimum shall not exceed the nominal amount of the shares from which the stock arose. | Transfer of stock. |
| 91. | The holders of stock shall, according to the amount of stock held by them, have the same rights, privileges and advantages as regards dividends, participation in profits, voting at meetings of the Company, and other matters, as if they hold the shares for which the stock arose but no such privilege or advantage shall be conferred by an amount of stock which would not, if existing in shares, have conferred that privilege or advantage. | Rights of stock Holders. |
| 92. | Such of the regulations of the Company (other than those relating to share warrants), as are applicable to paid up share shall apply to stock and the words "share" and "shareholders" in those regulations shall include "stock" and "stockholders" respectively. | Regulations. |
| | BORROWING POWERS | |
| 93. | Subject to the provisions of the Act and these Articles, the Board may, from time to time at its discretion, by a resolution passed at a meeting of the Board generally raise or borrow money by way of deposits, loans, overdrafts, cash credit or by issue of bonds, debentures or debenture-stock (perpetual or otherwise) or in any other manner, or from any person, firm, company, co-operative society, anybody corporate, bank, institution, whether incorporated in India or abroad, Government or any authority or any other body for the purpose of the Company and may secure the payment of any sums of money so received, raised or borrowed; provided that the total amount borrowed by the Company (apart from temporary loans obtained from the Company's Bankers in the ordinary course of business) shall not without the consent of the Company in General Meeting exceed the aggregate of the paid up capital of the Company and its free reserves that is to say reserves not set apart for any specified purpose. | Power to borrow. |
| 94. | Subject to the provisions of the Act and these Articles, any bonds, debentures, debenture-stock or any other securities may be issued at a discount, premium or otherwise and with any special privileges and conditions as to redemption, surrender, allotment of shares, appointment of Directors or otherwise; provided that debentures with the right to allotment of or conversion into shares shall not be issued except with the sanction of the Company in General Meeting. | Issue of discount etc. or with special privileges. |
| 95. | The payment and/or repayment of moneys borrowed or raised as aforesaid or any moneys owing otherwise or debts due from the Company may be secured in such manner and upon such terms and conditions in all respects as the Board may think fit, and in particular by mortgage, charter, lien or any other security upon all or any of the assets or property (both present and future) or the undertaking of the Company including its uncalled capital for the time being, or by a guarantee by any Director, Government or third party, and the bonds, debentures and debenture stocks and other securities may be made | Securing payment or repayment of Moneys borrowed. |

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| | assignable, free from equities between the Company and the person to whom the same may be issued and also by a similar mortgage, charge or lien to secure and guarantee, the performance by the Company or any other person or company of any obligation undertaken by the Company or any person or Company as the case may be. | |
| 96. | Any bonds, debentures, debenture-stock or their securities issued or to be issued by the Company shall be under the control of the Board who may issue them upon such terms and conditions, and in such manner and for such consideration as they shall consider to be for the benefit of the Company. | Bonds, Debentures etc. to be under the control of the Directors. |
| 97. | If any uncalled capital of the Company is included in or charged by any mortgage or other security the Directors shall subject to the provisions of the Act and these Articles make calls on the members in respect of such uncalled capital in trust for the person in whose favour such mortgage or security is executed. | Mortgage of uncalled Capital. |
| 98. | Subject to the provisions of the Act and these Articles if the Directors or any of them or any other person shall incur or be about to incur any liability whether as principal or surety for the payment of any sum primarily due from the Company, the Directors may execute or cause to be executed any mortgage, charge or security over or affecting the whole or any part of the assets of the Company by way of indemnity to secure the Directors or person so becoming liable as aforesaid from any loss in respect of such liability. | Indemnity may be given. |
| | MEETINGS OF MEMBERS | |
| 99. | All the General Meetings of the Company other than Annual General Meetings shall be called Extra-ordinary General Meetings. | Distinction between AGM & EGM. |
| 100. | (a) The Directors may, whenever they think fit, convene an Extra-Ordinary General Meeting and they shall on requisition of requisition of Members made in compliance with Section 100 of the Act, forthwith proceed to convene Extra-Ordinary General Meeting of the members | Extra-Ordinary General Meeting by Board and by requisition |
| | (b) If at any time there are not within India sufficient Directors capable of acting to form a quorum, or if the number of Directors be reduced in number to less than the minimum number of Directors prescribed by these Articles and the continuing Directors fail or neglect to increase the number of Directors to that number or to convene a General Meeting, any Director or any two or more Members of the Company holding not less than one-tenth of the total paid up share capital of the Company may call for an Extra-Ordinary General Meeting in the same manner as nearly as possible as that in which meeting may be called by the Directors. | When a Director or any two Members may call an Extra Ordinary General Meeting |
| 101. | No General Meeting, Annual or Extraordinary shall be competent to enter upon, discuss or transfer any business which has not been mentioned in the notice or notices upon which it was convened. | Meeting not to transact business not mentioned in notice. |
| 102. | The Chairman (if any) of the Board of Directors shall be entitled to take the chair at every General Meeting, whether Annual or Extraordinary. If there is no such Chairman of the Board of Directors, or if at any meeting he is not present within fifteen minutes of the time appointed for holding such meeting or if he is unable or unwilling to take the chair, then the Members present shall elect another Director as Chairman, and if no Director be present or if all the Directors present decline to take | Chairman of General Meeting |

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| | the chair then the Members present shall elect one of the members to be the Chairman of the meeting. | |
| 103. | No business, except the election of a Chairman, shall be discussed at any General Meeting whilst the Chair is vacant. | Business confined to election of Chairman whilst chair is vacant. |
| 104. | <p>a) The Chairperson may, with the consent of any meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn the meeting from time to time and from place to place.</p> <p>b) No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.</p> <p>c) When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.</p> <p>d) Save as aforesaid, and as provided in section 103 of the Act, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.</p> | Chairman with consent may adjourn meeting. |
| 105. | In the case of an equality of votes the Chairman shall both on a show of hands, on a poll (if any) and e-voting, have casting vote in addition to the vote or votes to which he may be entitled as a Member. | Chairman's casting vote. |
| 106. | Any poll duly demanded on the election of Chairman of the meeting or any question of adjournment shall be taken at the meeting forthwith. | In what case poll taken without adjournment. |
| 107. | The demand for a poll except on the question of the election of the Chairman and of an adjournment shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll has been demanded. | Demand for poll not to prevent transaction of other business. |
| VOTES OF MEMBERS | | |
| 108. | No Member shall be entitled to vote either personally or by proxy at any General Meeting or Meeting of a class of shareholders either upon a show of hands, upon a poll or electronically, or be reckoned in a quorum in respect of any shares registered in his name on which any calls or other sums presently payable by him have not been paid or in regard to which the Company has exercised, any right or lien. | Members in arrears not to vote. |
| 109. | Subject to the provision of these Articles and without prejudice to any special privileges, or restrictions as to voting for the time being attached to any class of shares for the time being forming part of the capital of the company, every Member, not disqualified by the last preceding Article shall be entitled to be present, and to speak and to vote at such meeting, and on a show of hands every member present in person shall have one vote and upon a poll the voting right of every Member present in person or by proxy shall be in proportion to his share of the paid-up equity share capital of the Company, Provided, however, if any preference shareholder is present at any meeting of the Company, save as provided in sub-section (2) of Section 47 of the Act, he shall have a right to vote only on resolution placed before the meeting which directly affect the rights attached to his preference shares. | Number of votes each member entitled. |
| 110. | On a poll taken at a meeting of the Company a member entitled to more than one vote or his proxy or other person entitled to vote for him, as the case may be, need not, if he votes, use all his votes or cast in the same way all the votes he uses. | Casting of votes by a member entitled to more than one vote. |

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| 111. | A member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, or a minor may vote, whether on a show of hands or on a poll, by his committee or other legal guardian, and any such committee or guardian may, on a poll, vote by proxy. | Vote of member of unsound mind and of minor |
| 112. | Notwithstanding anything contained in the provisions of the Companies Act, 2013, and the Rules made there under, the Company may, and in the case of resolutions relating to such business as may be prescribed by such authorities from time to time, declare to be conducted only by postal ballot, shall, get any such business/ resolutions passed by means of postal ballot, instead of transacting the business in the General Meeting of the Company. | Postal Ballot |
| 113. | A member may exercise his vote at a meeting by electronic means in accordance with section 108 and shall vote only once. | E-Voting |
| 114. | <p>a) In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders. If more than one of the said persons remain present than the senior shall alone be entitled to speak and to vote in respect of such shares, but the other or others of the joint holders shall be entitled to be present at the meeting. Several executors or administrators of a deceased Member in whose name share stands shall for the purpose of these Articles be deemed joint holders thereof.</p> <p>b) For this purpose, seniority shall be determined by the order in which the names stand in the register of members.</p> | Votes of joint members. |
| 115. | Votes may be given either personally or by attorney or by proxy or in case of a company, by a representative duly Authorised as mentioned in Articles | Votes may be given by proxy or by representative |
| 116. | A body corporate (whether a company within the meaning of the Act or not) may, if it is member or creditor of the Company (including being a holder of debentures) authorise such person by resolution of its Board of Directors, as it thinks fit, in accordance with the provisions of Section 113 of the Act to act as its representative at any Meeting of the members or creditors of the Company or debentures holders of the Company. A person authorised by resolution as aforesaid shall be entitled to exercise the same rights and powers (including the right to vote by proxy) on behalf of the body corporate as if it were an individual member, creditor or holder of debentures of the Company. | Representation of a body corporate. |
| 117. | (a) A member paying the whole or a part of the amount remaining unpaid on any share held by him although no part of that amount has been called up, shall not be entitled to any voting rights in respect of the moneys paid until the same would, but for this payment, become presently payable. | Members paying money in advance. |
| | (b) A member is not prohibited from exercising his voting rights on the ground that he has not held his shares or interest in the Company for any specified period preceding the date on which the vote was taken. | Members not prohibited if share not held for any specified period. |
| 118. | Any person entitled under Article 73 (transmission clause) to transfer any share may vote at any General Meeting in respect thereof in the same manner as if he were the registered holder of such shares, provided that at least forty-eight hours before the time of holding the meeting or adjourned meeting, as the case may be at which he proposes to vote he shall satisfy the | Votes in respect of shares of deceased or insolvent members. |

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| | Directors of his right to transfer such shares and give such indemnify (if any) as the Directors may require or the directors shall have previously admitted his right to vote at such meeting in respect thereof. | |
| 119. | No Member shall be entitled to vote on a show of hands unless such member is present personally or by attorney or is a body Corporate present by a representative duly Authorised under the provisions of the Act in which case such members, attorney or representative may vote on a show of hands as if he were a Member of the Company. In the case of a Body Corporate the production at the meeting of a copy of such resolution duly signed by a Director or Secretary of such Body Corporate and certified by him as being a true copy of the resolution shall be accepted by the Company as sufficient evidence of the authority of the appointment. | No votes by proxy on show of hands. |
| 120. | The instrument appointing a proxy and the power-of-attorney or other authority, if any, under which it is signed or a notarised copy of that power or authority, shall be deposited at the registered office of the company not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll; and in default the instrument of proxy shall not be treated as valid. | Appointment of a Proxy. |
| 121. | An instrument appointing a proxy shall be in the form as prescribed in the rules made under section 105. | Form of proxy. |
| 122. | A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the Member, or revocation of the proxy or of any power of attorney which such proxy signed, or the transfer of the share in respect of which the vote is given, provided that no intimation in writing of the death or insanity, revocation or transfer shall have been received at the office before the meeting or adjourned meeting at which the proxy is used. | Validity of votes given by proxy notwithstanding death of a member. |
| 123. | No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes. | Time for objections to votes. |
| 124. | Any such objection raised to the qualification of any voter in due time shall be referred to the Chairperson of the meeting, whose decision shall be final and conclusive. | Chairperson of the Meeting to be the judge of validity of any vote. |
| DIRECTORS | | |
| 125. | (A) The First Directors of the Company were: (1) Mr. Devendra Arora (2) Mr. Ajay Tyagi (B) The Present Directors of the Company are: (1) Devendra Arora (2) Ravi Arora (3) Navin kumar kasera | Name of First Directors Name of Present Directors |
| 126. | Until otherwise determined by a General Meeting of the Company and subject to the provisions of Section 149 of the Act, the number of Directors (including Debenture and Alternate Directors) shall not be less than three and not more than fifteen. Provided that a company may appoint more than fifteen directors after passing a special resolution | Number of Directors |
| 127. | A Director of the Company shall not be bound to hold any Qualification Shares in the Company. | Qualification Shares. |

| Sr. No | Particulars | |
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| 128. | <p>(a) Subject to the provisions of the Companies Act, 2013 and notwithstanding anything to the contrary contained in these Articles, the Board may appoint any person as a director nominated by any institution in pursuance of the provisions of any law for the time being in force or of any agreement</p> <p>(b) The Nominee Director/s so appointed shall not be required to hold any qualification shares in the Company nor shall be liable to retire by rotation. The Board of Directors of the Company shall have no power to remove from office the Nominee Director/s so appointed. The said Nominee Director/s shall be entitled to the same rights and privileges including receiving of notices, copies of the minutes, sitting fees, etc. as any other Director of the Company is entitled.</p> <p>(c) If the Nominee Director/s is an officer of any of the financial institution the sitting fees in relation to such nominee Directors shall accrue to such financial institution and the same accordingly be paid by the Company to them. The Financial Institution shall be entitled to depute observer to attend the meetings of the Board or any other Committee constituted by the Board.</p> <p>(d) The Nominee Director/s shall, notwithstanding anything to the contrary contained in these Articles, be at liberty to disclose any information obtained by him/them to the Financial Institution appointing him/them as such Director/s.</p> | Nominee Directors. |
| 129. | The Board may appoint an Alternate Director to act for a Director (hereinafter called "The Original Director") during his absence for a period of not less than three months from India. An Alternate Director appointed under this Article shall not hold office for period longer than that permissible to the Original Director in whose place he has been appointed and shall vacate office if and when the Original Director returns to India. If the term of Office of the Original Director is determined before he so returns to India, any provision in the Act or in these Articles for the automatic re-appointment of retiring Director in default of another appointment shall apply to the Original Director and not to the Alternate Director. | Appointment of alternate Director. |
| 130. | Subject to the provisions of the Act, the Board shall have power at any time and from time to time to appoint any other person to be an Additional Director. Any such Additional Director shall hold office only upto the date of the next Annual General Meeting. | Additional Director |
| 131. | Subject to the provisions of the Act, the Board shall have power at any time and from time to time to appoint a Director, if the office of any director appointed by the company in general meeting is vacated before his term of office expires in the normal course, who shall hold office only upto the date upto which the Director in whose place he is appointed would have held office if it had not been vacated by him. | Directors power to fill casual vacancies. |
| 132. | Until otherwise determined by the Company in General Meeting, each Director other than the Managing/Whole-time Director (unless otherwise specifically provided for) shall be entitled to sitting fees not exceeding a sum prescribed in the Act (as may be amended from time to time) for attending meetings of the Board or Committees thereof. | Sitting Fees. |

| Sr. No | Particulars | |
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| 133. | The Board of Directors may subject to the limitations provided in the Act allow and pay to any Director who attends a meeting at a place other than his usual place of residence for the purpose of attending a meeting, such sum as the Board may consider fair, compensation for travelling, hotel and other incidental expenses properly incurred by him, in addition to his fee for attending such meeting as above specified. | Travelling expenses Incurred by Director on Company's business. |
| | PROCEEDING OF THE BOARD OF DIRECTORS | |
| 134. | (a) The Board of Directors may meet for the conduct of business, adjourn and otherwise regulate its meetings as it thinks fit. (b) A director may, and the manager or secretary on the requisition of a director shall, at any time, summon a meeting of the Board. | Meetings of Directors. |
| 135. | a) The Directors may from time to time elect from among their members a Chairperson of the Board and determine the period for which he is to hold office. If at any meeting of the Board, the Chairman is not present within five minutes after the time appointed for holding the same, the Directors present may choose one of the Directors then present to preside at the meeting. b) Subject to Section 203 of the Act and rules made there under, one person can act as the Chairman as well as the Managing Director or Chief Executive Officer at the same time. | Chairperson |
| 136. | Questions arising at any meeting of the Board of Directors shall be decided by a majority of votes and in the case of an equality of votes, the Chairman will have a second or casting vote. | Questions at Board meeting how decided. |
| 137. | The continuing directors may act notwithstanding any vacancy in the Board; but, if and so long as their number is reduced below the quorum fixed by the Act for a meeting of the Board, the continuing directors or director may act for the purpose of increasing the number of directors to that fixed for the quorum, or of summoning a general meeting of the company, but for no other purpose. | Continuing directors may act notwithstanding any vacancy in the Board |
| 138. | Subject to the provisions of the Act, the Board may delegate any of their powers to a Committee consisting of such member or members of its body as it thinks fit, and it may from time to time revoke and discharge any such committee either wholly or in part and either as to person, or purposes, but every Committee so formed shall in the exercise of the powers so delegated conform to any regulations that may from time to time be imposed on it by the Board. All acts done by any such Committee in conformity with such regulations and in fulfillment of the purposes of their appointment but not otherwise, shall have the like force and effect as if done by the Board. | Directors may appoint committee. |
| 139. | The Meetings and proceedings of any such Committee of the Board consisting of two or more members shall be governed by the provisions herein contained for regulating the meetings and proceedings of the Directors so far as the same are applicable thereto and are not superseded by any regulations made by the Directors under the last preceding Article. | Committee Meetings how to be governed. |
| 140. | a) A committee may elect a Chairperson of its meetings. b) If no such Chairperson is elected, or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the meeting, the members | Chairperson of Committee Meetings |

| Sr. No | Particulars | |
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| | present may choose one of their members to be Chairperson of the meeting. | |
| 141. | a) A committee may meet and adjourn as it thinks fit. b) Questions arising at any meeting of a committee shall be determined by a majority of votes of the members present, and in case of an equality of votes, the Chairperson shall have a second or casting vote. | Meetings of the Committee |
| 142. | Subject to the provisions of the Act, all acts done by any meeting of the Board or by a Committee of the Board, or by any person acting as a Director shall notwithstanding that it shall afterwards be discovered that there was some defect in the appointment of such Director or persons acting as aforesaid, or that they or any of them were disqualified or had vacated office or that the appointment of any of them had been terminated by virtue of any provisions contained in the Act or in these Articles, be as valid as if every such person had been duly appointed, and was qualified to be a Director. | Acts of Board or Committee shall be valid notwithstanding defect in appointment. |
| | RETIREMENT AND ROTATION OF DIRECTORS | |
| 143. | Subject to the provisions of Section 161 of the Act, if the office of any Director appointed by the Company in General Meeting vacated before his term of office will expire in the normal course, the resulting casual vacancy may in default of and subject to any regulation in the Articles of the Company be filled by the Board of Directors at the meeting of the Board and the Director so appointed shall hold office only up to the date up to which the Director in whose place he is appointed would have held office if had not been vacated as aforesaid. | Power to fill casual vacancy |
| | POWERS OF THE BOARD | |
| 144. | The business of the Company shall be managed by the Board who may exercise all such powers of the Company and do all such acts and things as may be necessary, unless otherwise restricted by the Act, or by any other law or by the Memorandum or by the Articles required to be exercised by the Company in General Meeting. However no regulation made by the Company in General Meeting shall invalidate any prior act of the Board which would have been valid if that regulation had not been made. | Powers of the Board |
| 145. | Without prejudice to the general powers conferred by the Articles and so as not in any way to limit or restrict these powers, and without prejudice to the other powers conferred by these Articles, but subject to the restrictions contained in the Articles, it is hereby, declared that the Directors shall have the following powers, that is to say | Certain powers of the Board |
| | (1) Subject to the provisions of the Act, to purchase or otherwise acquire any lands, buildings, machinery, premises, property, effects, assets, rights, creditors, royalties, business and goodwill of any person firm or company carrying on the business which this Company is authorised to carry on, in any part of India. | To acquire any property , rights etc. |
| | (2) Subject to the provisions of the Act to purchase, take on lease for any term or terms of years, or otherwise acquire any land or lands, with or without buildings and out-houses thereon, situate in any part of India, at such conditions as the Directors may think fit, and in any such purchase, lease or acquisition to accept such title as the Directors may believe, or may be advised to be reasonably satisfy. | To take on Lease. |

| Sr. No | Particulars | |
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| | (3) To erect and construct, on the said land or lands, buildings, houses, warehouses and sheds and to alter, extend and improve the same, to let or lease the property of the company, in part or in whole for such rent and subject to such conditions, as may be thought advisable; to sell such portions of the land or buildings of the Company as may not be required for the company; to mortgage the whole or any portion of the property of the company for the purposes of the Company; to sell all or any portion of the machinery or stores belonging to the Company. | To erect & construct. |
| | (4) At their discretion and subject to the provisions of the Act, the Directors may pay property rights or privileges acquired by, or services rendered to the Company, either wholly or partially in cash or in shares, bonds, debentures or other securities of the Company, and any such share may be issued either as fully paid up or with such amount credited as paid up thereon as may be agreed upon; and any such bonds, debentures or other securities may be either specifically charged upon all or any part of the property of the Company and its uncalled capital or not so charged. | To pay for property. |
| | (5) To insure and keep insured against loss or damage by fire or otherwise for such period and to such extent as they may think proper all or any part of the buildings, machinery, goods, stores, produce and other moveable property of the Company either separately or co-jointly; also to insure all or any portion of the goods, produce, machinery and other articles imported or exported by the Company and to sell, assign, surrender or discontinue any policies of assurance effected in pursuance of this power. | To insure properties of the Company. |
| | (6) To open accounts with any Bank or Bankers and to pay money into and draw money from any such account from time to time as the Directors may think fit. | To open Bank accounts. |
| | (7) To secure the fulfillment of any contracts or engagement entered into by the Company by mortgage or charge on all or any of the property of the Company including its whole or part of its undertaking as a going concern and its uncalled capital for the time being or in such manner as they think fit. | To secure contracts by way of mortgage. |
| | (8) To accept from any member, so far as may be permissible by law, a surrender of the shares or any part thereof, on such terms and conditions as shall be agreed upon. | To accept surrender of shares. |
| | (9) To appoint any person to accept and hold in trust, for the Company property belonging to the Company, or in which it is interested or for any other purposes and to execute and to do all such deeds and things as may be required in relation to any such trust, and to provide for the remuneration of such trustee or trustees. | To appoint trustees for the Company. |
| | (10) To institute, conduct, defend, compound or abandon any legal proceeding by or against the Company or its Officer, or otherwise concerning the affairs and also to compound and allow time for payment or satisfaction of any debts, due, and of any claims or demands by or against the Company and to refer any difference to arbitration, either according to Indian or Foreign law and either in India or abroad and observe and perform or challenge any award thereon. | To conduct legal proceedings. |

| Sr. No | Particulars | |
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| | (11) To act on behalf of the Company in all matters relating to bankruptcy insolvency. | Bankruptcy & Insolvency |
| | (12) To make and give receipts, release and give discharge for moneys payable to the Company and for the claims and demands of the Company. | To issue receipts & give discharge. |
| | (13) Subject to the provisions of the Act, and these Articles to invest and deal with any moneys of the Company not immediately required for the purpose thereof, upon such authority (not being the shares of this Company) or without security and in such manner as they may think fit and from time to time to vary or realise such investments. Save as provided in Section 187 of the Act, all investments shall be made and held in the Company's own name. | To invest and deal with money of the Company. |
| | (14) To execute in the name and on behalf of the Company in favour of any Director or other person who may incur or be about to incur any personal liability whether as principal or as surety, for the benefit of the Company, such mortgage of the Company's property (present or future) as they think fit, and any such mortgage may contain a power of sale and other powers, provisions, covenants and agreements as shall be agreed upon; | To give Security by way of indemnity. |
| | (15) To determine from time to time persons who shall be entitled to sign on Company's behalf, bills, notes, receipts, acceptances, endorsements, cheques, dividend warrants, releases, contracts and documents and to give the necessary authority for such purpose, whether by way of a resolution of the Board or by way of a power of attorney or otherwise. | To determine signing powers. |
| | (16) To give to any Director, Officer, or other persons employed by the Company, a commission on the profits of any particular business or transaction, or a share in the general profits of the company; and such commission or share of profits shall be treated as part of the working expenses of the Company. | Commission or share in profits. |
| | (17) To give, award or allow any bonus, pension, gratuity or compensation to any employee of the Company, or his widow, children, dependents, that may appear just or proper, whether such employee, his widow, children or dependents have or have not a legal claim on the Company. | Bonus etc. to employees. |
| | (18) To set aside out of the profits of the Company such sums as they may think proper for depreciation or the depreciation funds or to insurance fund or to an export fund, or to a Reserve Fund, or Sinking Fund or any special fund to meet contingencies or repay debentures or debenture-stock or for equalizing dividends or for repairing, improving, extending and maintaining any of the properties of the Company and for such other purposes (including the purpose referred to in the preceding clause) as the Board may, in the absolute discretion think conducive to the interests of the Company, and subject to Section 179 of the Act, to invest the several sums so set aside or so much thereof as may be required to be invested, upon such investments (other than shares of this Company) as they may think fit and from time to time deal with and vary such investments and dispose of and apply and extend all or any part | Transfer to Reserve Funds. |

| Sr. No | Particulars | |
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| | thereof for the benefit of the Company notwithstanding the matters to which the Board apply or upon which the capital moneys of the Company might rightly be applied or expended and divide the reserve fund into such special funds as the Board may think fit; with full powers to transfer the whole or any portion of a reserve fund or division of a reserve fund to another fund and with the full power to employ the assets constituting all or any of the above funds, including the depredation fund, in the business of the company or in the purchase or repayment of debentures or debenture-stocks and without being bound to keep the same separate from the other assets and without being bound to pay interest on the same with the power to the Board at their discretion to pay or allow to the credit of such funds, interest at such rate as the Board may think proper. | |
| | (19) To appoint, and at their discretion remove or suspend such general manager, managers, secretaries, assistants, supervisors, scientists, technicians, engineers, consultants, legal, medical or economic advisers, research workers, labourers, clerks, agents and servants, for permanent, temporary or special services as they may from time to time think fit, and to determine their powers and duties and to fix their salaries or emoluments or remuneration and to require security in such instances and for such amounts they may think fit and also from time to time to provide for the management and transaction of the affairs of the Company in any specified locality in India or elsewhere in such manner as they think fit and the provisions contained in the next following clauses shall be without prejudice to the general powers conferred by this clause. | To appoint and remove officers and other employees. |
| | (20) At any time and from time to time by power of attorney under the seal of the Company, to appoint any person or persons to be the Attorney or attorneys of the Company, for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Board under these presents and excluding the power to make calls and excluding also except in their limits authorised by the Board the power to make loans and borrow moneys) and for such period and subject to such conditions as the Board may from time to time think fit, and such appointments may (if the Board think fit) be made in favour of the members or any of the members of any local Board established as aforesaid or in favour of any Company, or the shareholders, directors, nominees or manager of any Company or firm or otherwise in favour of any fluctuating body of persons whether nominated directly or indirectly by the Board and any such powers of attorney may contain such powers for the protection or convenience for dealing with such Attorneys as the Board may think fit, and may contain powers enabling any such delegated Attorneys as aforesaid to sub-delegate all or any of the powers, authorities and discretion for the time being vested in them. | To appoint Attorneys. |
| | (21) Subject to Sections 188 of the Act, for or in relation to any of the matters aforesaid or otherwise for the purpose of the Company to enter into all such negotiations and contracts and rescind and vary all such contracts, and | To enter into contracts. |

| Sr. No | Particulars | |
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| | execute and do all such acts, deeds and things in the name and on behalf of the Company as they may consider expedient. | |
| (22) | From time to time to make, vary and repeal rules for the regulations of the business of the Company its Officers and employees. | To make rules. |
| (23) | To effect, make and enter into on behalf of the Company all transactions, agreements and other contracts within the scope of the business of the Company. | To effect contracts etc. |
| (24) | To apply for, promote and obtain any act, charter, privilege, concession, license, authorization, if any, Government, State or municipality, provisional order or license of any authority for enabling the Company to carry any of this objects into effect, or for extending and any of the powers of the Company or for effecting any modification of the Company's constitution, or for any other purpose, which may seem expedient and to oppose any proceedings or applications which may seem calculated, directly or indirectly to prejudice the Company's interests. | To apply & obtain concessions licenses etc. |
| (25) | To pay and charge to the capital account of the Company any commission or interest lawfully payable there out under the provisions of Sections 40 of the Act and of the provisions contained in these presents. | To pay commissions or interest. |
| (26) | To redeem preference shares. | To redeem preference shares. |
| (27) | To subscribe, incur expenditure or otherwise to assist or to guarantee money to charitable, benevolent, religious, scientific, national or any other institutions or subjects which shall have any moral or other claim to support or aid by the Company, either by reason of locality or operation or of public and general utility or otherwise. | To assist charitable or benevolent institutions. |
| (28) (29) | (28) To pay the cost, charges and expenses preliminary and incidental to the promotion, formation, establishment and registration of the Company. (29) To pay and charge to the capital account of the Company any commission or interest lawfully payable thereon under the provisions of Sections 40 of the Act. | |
| (30) | To provide for the welfare of Directors or ex-Directors or employees or ex-employees of the Company and their wives, widows and families or the dependents or connections of such persons, by building or contributing to the building of houses, dwelling or chawls, or by grants of moneys, pension, gratuities, allowances, bonus or other payments, or by creating and from time to time subscribing or contributing, to provide other associations, institutions, funds or trusts and by providing or subscribing or contributing towards place of instruction and recreation, hospitals and dispensaries, medical and other attendance and other assistance as the Board shall think fit and subject to the provision of Section 181 of the Act, to subscribe or contribute or otherwise to assist or to guarantee money to charitable, benevolent, religious, scientific, national or other institutions or object which shall have any moral or other claim to support or aid by the Company, either by reason of locality of operation, or of the public and general utility or otherwise. | |

| Sr. No | Particulars | |
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| | <p>(31) To purchase or otherwise acquire or obtain license for the use of and to sell, exchange or grant license for the use of any trade mark, patent, invention or technical know-how.</p> <p>(32) To sell from time to time any Articles, materials, machinery, plants, stores and other Articles and thing belonging to the Company as the Board may think proper and to manufacture, prepare and sell waste and by-products.</p> <p>(33) From time to time to extend the business and undertaking of the Company by adding, altering or enlarging all or any of the buildings, factories, workshops, premises, plant and machinery, for the time being the property of or in the possession of the Company, or by erecting new or additional buildings, and to expend such sum of money for the purpose aforesaid or any of them as they be thought necessary or expedient.</p> <p>(34) To undertake on behalf of the Company any payment of rents and the performance of the covenants, conditions and agreements contained in or reserved by any lease that may be granted or assigned to or otherwise acquired by the Company and to purchase the reversion or reversions, and otherwise to acquire on free hold sample of all or any of the lands of the Company for the time being held under lease or for an estate less than freehold estate.</p> <p>(35) To improve, manage, develop, exchange, lease, sell, resell and re-purchase, dispose off, deal or otherwise turn to account, any property (movable or immovable) or any rights or privileges belonging to or at the disposal of the Company or in which the Company is interested.</p> <p>(36) To let, sell or otherwise dispose of subject to the provisions of Section 180 of the Act and of the other Articles any property of the Company, either absolutely or conditionally and in such manner and upon such terms and conditions in all respects as it thinks fit and to accept payment in satisfaction for the same in cash or otherwise as it thinks fit.</p> <p>(37) Generally subject to the provisions of the Act and these Articles, to delegate the powers/authorities and discretions vested in the Directors to any person(s), firm, company or fluctuating body of persons as aforesaid.</p> <p>(38) To comply with the requirements of any local law which in their opinion it shall in the interest of the Company be necessary or expedient to comply with.</p> | |
| | MANAGING AND WHOLE-TIME DIRECTORS | |
| 146. | <p>a) Subject to the provisions of the Act and of these Articles, the Directors may from time to time in Board Meetings appoint one or more of their body to be a Managing Director or Managing Directors or whole-time Director or whole-time Directors of the Company for such term not exceeding five years at a time as they may think fit to manage the affairs and business of the Company, and may from time to time (subject to the provisions of any contract between him or them and the Company) remove or dismiss him or them from office and appoint another or others in his or their place or places.</p> <p>b) The Managing Director or Managing Directors or whole-time Director or whole-time Directors so appointed shall be liable to retire by rotation. A Managing Director or Whole-time Director who is appointed as Director</p> | Powers to appoint Managing/ Wholetime Directors. |

| Sr. No | Particulars | |
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| | immediately on the retirement by rotation shall continue to hold his office as Managing Director or Whole-time Director and such re-appointment as such Director shall not be deemed to constitute a break in his appointment as Managing Director or Whole-time Director. | |
| 147. | The remuneration of a Managing Director or a Whole-time Director (subject to the provisions of the Act and of these Articles and of any contract between him and the Company) shall from time to time be fixed by the Directors, and may be, by way of fixed salary, or commission on profits of the Company, or by participation in any such profits, or by any, or all of these modes. | Remuneration of Managing or Wholetime Director. |
| 148. | <p>(1) Subject to control, direction and supervision of the Board of Directors, the day-to-day management of the company will be in the hands of the Managing Director or Whole-time Director appointed in accordance with regulations of these Articles of Association with powers to the Directors to distribute such day-to-day management functions among such Directors and in any manner as may be directed by the Board.</p> <p>(2) The Directors may from time to time entrust to and confer upon the Managing Director or Whole-time Director for the time being save as prohibited in the Act, such of the powers exercisable under these presents by the Directors as they may think fit, and may confer such objects and purposes, and upon such terms and conditions, and with such restrictions as they think expedient; and they may subject to the provisions of the Act and these Articles confer such powers, either collaterally with or to the exclusion of, and in substitution for, all or any of the powers of the Directors in that behalf, and may from time to time revoke, withdraw, alter or vary all or any such powers.</p> <p>(3) The Company's General Meeting may also from time to time appoint any Managing Director or Managing Directors or Whole-time Director or Whole-time Directors of the Company and may exercise all the powers referred to in these Articles.</p> <p>(4) The Managing Director shall be entitled to sub-delegate (with the sanction of the Directors where necessary) all or any of the powers, authorities and discretions for the time being vested in him in particular from time to time by the appointment of any attorney or attorneys for the management and transaction of the affairs of the Company in any specified locality in such manner as they may think fit.</p> <p>(5) Notwithstanding anything contained in these Articles, the Managing Director is expressly allowed generally to work for and contract with the Company and especially to do the work of Managing Director and also to do any work for the Company upon such terms and conditions and for such remuneration (subject to the provisions of the Act) as may from time to time be agreed between him and the Directors of the Company.</p> | Powers and duties of Managing Director or Whole-time Director. |
| | Chief Executive Officer, Manager, Company Secretary or Chief Financial Officer | |
| 149. | <p>a) Subject to the provisions of the Act,—</p> <p>i. A chief executive officer, manager, company secretary or chief financial officer may be appointed by the</p> | Board to appoint Chief Executive Officer/ Manager/ |

| Sr. No | Particulars | |
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| | <p>Board for such term, at such remuneration and upon such conditions as it may think fit; and any chief executive officer, manager, company secretary or chief financial officer so appointed may be removed by means of a resolution of the Board;</p> <p>ii. A director may be appointed as chief executive officer, manager, company secretary or chief financial officer.</p> <p>b) A provision of the Act or these regulations requiring or authorising a thing to be done by or to a director and chief executive officer, manager, company secretary or chief financial officer shall not be satisfied by its being done by or to the same person acting both as director and as, or in place of, chief executive officer, manager, company secretary or chief financial officer.</p> | Company Secretary/ Chief Financial Officer |
| | THE SEAL | |
| 150. | <p>(a) The Board shall provide a Common Seal for the purposes of the Company, and shall have power from time to time to destroy the same and substitute a new Seal in lieu thereof, and the Board shall provide for the safe custody of the Seal for the time being, and the Seal shall never be used except by the authority of the Board or a Committee of the Board previously given.</p> <p>(b) The Company shall also be at liberty to have an Official Seal in accordance with of the Act, for use in any territory, district or place outside India.</p> | The seal, its custody and use. |
| 151. | The seal of the company shall not be affixed to any instrument except by the authority of a resolution of the Board or of a committee of the Board authorized by it in that behalf, and except in the presence of at least two directors and of the secretary or such other person as the Board may appoint for the purpose; and those two directors and the secretary or other person aforesaid shall sign every instrument to which the seal of the company is so affixed in their presence. | Deeds how executed. |
| | Dividend and Reserves | |
| 152. | <p>(1) Subject to the rights of persons, if any, entitled to shares with special rights as to dividends, all dividends shall be declared and paid according to the amounts paid or credited as paid on the shares in respect whereof the dividend is paid, but if and so long as nothing is paid upon any of the shares in the Company, dividends may be declared and paid according to the amounts of the shares.</p> <p>(2) No amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of this regulation as paid on the share.</p> <p>(3) All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid; but if any share is issued on terms providing that it shall rank for dividend as from a particular date such share shall rank for dividend accordingly.</p> | Division of profits. |
| 153. | The Company in General Meeting may declare dividends, to be paid to members according to their respective rights and interests in the profits and may fix the time for payment and the Company shall comply with the provisions of Section 127 of the Act, but no dividends shall exceed the amount recommended by the Board of Directors, but the Company may declare a smaller dividend in general meeting. | The company in General Meeting may declare Dividends. |

| Sr. No | Particulars | |
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| 154. | <p>a) The Board may, before recommending any dividend, set aside out of the profits of the company such sums as it thinks fit as a reserve or reserves which shall, at the discretion of the Board, be applicable for any purpose to which the profits of the company may be properly applied, including provision for meeting contingencies or for equalizing dividends; and pending such application, may, at the like discretion, either be employed in the business of the company or be invested in such investments (other than shares of the company) as the Board may, from time to time, thinks fit.</p> <p>b) The Board may also carry forward any profits which it may consider necessary not to divide, without setting them aside as a reserve.</p> | Transfer to reserves |
| 155. | Subject to the provisions of section 123, the Board may from time to time pay to the members such interim dividends as appear to it to be justified by the profits of the company. | Interim Dividend. |
| 156. | The Directors may retain any dividends on which the Company has a lien and may apply the same in or towards the satisfaction of the debts, liabilities or engagements in respect of which the lien exists. | Debts may be deducted. |
| 157. | No amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of this articles as paid on the share. | Capital paid up in advance not to earn dividend. |
| 158. | All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid but if any share is issued on terms providing that it shall rank for dividends as from a particular date such share shall rank for dividend accordingly. | Dividends in proportion to amount paid-up. |
| 159. | The Board of Directors may retain the dividend payable upon shares in respect of which any person under Articles has become entitled to be a member, or any person under that Article is entitled to transfer, until such person becomes a member, in respect of such shares or shall duly transfer the same. | Retention of dividends until completion of transfer under Articles . |
| 160. | No member shall be entitled to receive payment of any interest or dividend or bonus in respect of his share or shares, whilst any money may be due or owing from him to the Company in respect of such share or shares (or otherwise however, either alone or jointly with any other person or persons) and the Board of Directors may deduct from the interest or dividend payable to any member all such sums of money so due from him to the Company. | No Member to receive dividend whilst indebted to the company and the Company's right of reimbursement thereof. |
| 161. | A transfer of shares does not pass the right to any dividend declared thereon before the registration of the transfer. | Effect of transfer of shares. |
| 162. | Any one of several persons who are registered as joint holders of any share may give effectual receipts for all dividends or bonus and payments on account of dividends in respect of such share. | Dividend to joint holders. |
| 163. | a) Any dividend, interest or other monies payable in cash in respect of shares may be paid by cheque or warrant sent through the post directed to the registered address of the holder or, in the case of joint holders, to the registered address of that one of the joint holders who is first named on the register of members, or to such person and to such address as the holder or joint holders may in writing direct. | Dividends how remitted. |

| Sr. No | Particulars | |
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| | b) Every such cheque or warrant shall be made payable to the order of the person to whom it is sent. | |
| 164. | Notice of any dividend that may have been declared shall be given to the persons entitled to share therein in the manner mentioned in the Act. | Notice of dividend. |
| 165. | No unclaimed dividend shall be forfeited before the claim becomes barred by law and no unpaid dividend shall bear interest as against the Company. | No interest on Dividends. |
| | CAPITALIZATION | |
| 166. | <p>(1) The Company in General Meeting may, upon the recommendation of the Board, resolve:</p> <p>(a) that it is desirable to capitalize any part of the amount for the time being standing to the credit of any of the Company's reserve accounts, or to the credit of the Profit and Loss account, or otherwise available for distribution; and</p> <p>(b) that such sum be accordingly set free for distribution in the manner specified in clause (2) amongst the members who would have been entitled thereto, if distributed by way of dividend and in the same proportions.</p> <p>(2) The sums aforesaid shall not be paid in cash but shall be applied subject to the provisions contained in clause (3) either in or towards:</p> <p>(i) paying up any amounts for the time being unpaid on any shares held by such members respectively;</p> <p>(ii) paying up in full, unissued shares of the Company to be allotted and distributed, credited as fully paid up, to and amongst such members in the proportions aforesaid; or</p> <p>(iii) Partly in the way specified in sub-clause (i) and partly in that specified in sub-clause (ii).</p> <p>(3) A Securities Premium Account and Capital Redemption Reserve Account may, for the purposes of this regulation, only be applied in the paying up of unissued shares to be issued to members of the Company and fully paid bonus shares.</p> <p>(4) The Board shall give effect to the resolution passed by the Company in pursuance of this regulation.</p> | Capitalization. |
| 167. | <p>(1) Whenever such a resolution as aforesaid shall have been passed, the Board shall —</p> <p>(a) make all appropriations and applications of the undivided profits resolved to be capitalized thereby and all allotments and issues of fully paid shares, if any, and</p> <p>(b) Generally to do all acts and things required to give effect thereto.</p> <p>(2) The Board shall have full power -</p> <p>(a) to make such provision, by the issue of fractional certificates or by payment in cash or otherwise as it thinks fit, in case of shares becoming distributable in fractions; and also</p> <p>(b) to authorise any person to enter, on behalf of all the members entitled thereto, into an agreement with the Company providing for the allotment to them respectively, credited as fully paid up, of any further shares to which they may be entitled upon such capitalization, or (as the case may require) for the payment by the Company on their behalf, by the application thereto of their respective proportions, of the profits resolved to be capitalized, of the amounts or any</p> | Fractional Certificates. |

| Sr. No | Particulars | |
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| | <p>part of the amounts remaining unpaid on their existing shares.</p> <p>(3) Any agreement made under such authority shall be effective and binding on all such members.</p> <p>(4) That for the purpose of giving effect to any resolution, under the preceding paragraph of this Article, the Directors may give such directions as may be necessary and settle any questions or difficulties that may arise in regard to any issue including distribution of new equity shares and fractional certificates as they think fit.</p> | |
| 168. | <p>(1) The books containing the minutes of the proceedings of any General Meetings of the Company shall be open to inspection of members without charge on such days and during such business hours as may consistently with the provisions of Section 119 of the Act be determined by the Company in General Meeting and the members will also be entitled to be furnished with copies thereof on payment of regulated charges.</p> <p>(2) Any member of the Company shall be entitled to be furnished within seven days after he has made a request in that behalf to the Company with a copy of any minutes referred to in sub-clause (1) hereof on payment of Rs. 10 per page or any part thereof.</p> | Inspection of Minutes Books of General Meetings. |
| 169. | <p>a) The Board shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations, the accounts and books of the company, or any of them, shall be open to the inspection of members not being directors.</p> <p>b) No member (not being a director) shall have any right of inspecting any account or book or document of the company except as conferred by law or authorised by the Board or by the company in general meeting.</p> | Inspection of Accounts |
| | FOREIGN REGISTER | |
| 170. | The Company may exercise the powers conferred on it by the provisions of the Act with regard to the keeping of Foreign Register of its Members or Debenture holders, and the Board may, subject to the provisions of the Act, make and vary such regulations as it may think fit in regard to the keeping of any such Registers. | Foreign Register. |
| | DOCUMENTS AND SERVICE OF NOTICES | |
| 171. | Any document or notice to be served or given by the Company be signed by a Director or such person duly authorised by the Board for such purpose and the signature may be written or printed or lithographed. | Signing of documents & notices to be served or given. |
| 172. | Save as otherwise expressly provided in the Act, a document or proceeding requiring authentication by the company may be signed by a Director, the Manager, or Secretary or other Authorised Officer of the Company and need not be under the Common Seal of the Company. | Authentication of documents and proceedings. |
| | WINDING UP | |
| 173. | <p>Subject to the provisions of Chapter XX of the Act and rules made thereunder—</p> <p>(i) If the company shall be wound up, the liquidator may, with the sanction of a special resolution of the company and any other sanction required by the Act, divide amongst the members, in specie or kind, the whole or any part of the assets of the company, whether they shall consist of property of the same kind or not.</p> | |

| Sr. No | Particulars | |
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| | <p>(ii) For the purpose aforesaid, the liquidator may set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the members or different classes of members.</p> <p>(iii) The liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the contributories if he considers necessary, but so that no member shall be compelled to accept any shares or other securities whereon there is any liability.</p> | |
| | INDEMNITY | |
| 174. | <p>Subject to provisions of the Act, every Director, or Officer or Servant of the Company or any person (whether an Officer of the Company or not) employed by the Company as Auditor, shall be indemnified by the Company against and it shall be the duty of the Directors to pay, out of the funds of the Company, all costs, charges, losses and damages which any such person may incur or become liable to, by reason of any contract entered into or act or thing done, concurred in or omitted to be done by him in any way in or about the execution or discharge of his duties or supposed duties (except such if any as he shall incur or sustain through or by his own wrongful act neglect or default) including expenses, and in particular and so as not to limit the generality of the foregoing provisions, against all liabilities incurred by him as such Director, Officer or Auditor or other officer of the Company in defending any proceedings whether civil or criminal in which judgment is given in his favor, or in which he is acquitted or in connection with any application under Section 463 of the Act on which relief is granted to him by the Court.</p> | Directors' and others right to indemnity. |
| 175. | <p>Subject to the provisions of the Act, no Director, Managing Director or other officer of the Company shall be liable for the acts, receipts, neglects or defaults of any other Directors or Officer, or for joining in any receipt or other act for conformity, or for any loss or expense happening to the Company through insufficiency or deficiency of title to any property acquired by order of the Directors for or on behalf of the Company or for the insufficiency or deficiency of any security in or upon which any of the moneys of the Company shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortuous act of any person, company or corporation, with whom any moneys, securities or effects shall be entrusted or deposited, or for any loss occasioned by any error of judgment or oversight on his part, or for any other loss or damage or misfortune whatever which shall happen in the execution of the duties of his office or in relation thereto, unless the same happens through his own dishonesty.</p> | Not responsible for acts of others |
| | SECRECY | |
| 176. | <p>(a) Every Director, Manager, Auditor, Treasurer, Trustee, Member of a Committee, Officer, Servant, Agent, Accountant or other person employed in the business of the company shall, if so required by the Directors, before entering upon his duties, sign a declaration pleading himself to observe strict secrecy respecting all transactions and affairs of the Company with the customers and the state of the accounts with individuals and in matters relating thereto, and shall by such declaration pledge himself not to reveal any of the matter which may come to his knowledge in the discharge of his duties except when required so to do by the Directors or</p> | Secrecy |

| Sr. No | Particulars | |
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| | by any meeting or by a Court of Law and except so far as may be necessary in order to comply with any of the provisions in these presents contained. | |
| | (b) No member or other person (other than a Director) shall be entitled to enter the property of the Company or to inspect or examine the Company's premises or properties or the books of accounts of the Company without the permission of the Board of Directors of the Company for the time being or to require discovery of or any information in respect of any detail of the Company's trading or any matter which is or may be in the nature of trade secret, mystery of trade or secret process or of any matter whatsoever which may relate to the conduct of the business of the Company and which in the opinion of the Board it will be inexpedient in the interest of the Company to disclose or to communicate. | Access to property information etc. |

SECTION IX – OTHER INFORMATION

MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION

The following contracts not being contracts entered into in the ordinary course of business carried on by our Company or contracts entered into more than two (2) years before the date of filing of this Draft Red Herring Prospectus which are or may be deemed material have been entered or are to be entered into by our Company. These contracts, copies of which will be attached to the copy of the Draft Red Herring Prospectus will be delivered to the RoC for registration and also the documents for inspection referred to hereunder, may be inspected at the Corporate Office of our Company located at 380-Goyal Nagar, Service Road, Near Bank of Baroda, Bangali Square, Indore – 452016 Madhya Pradesh, India from date of filing this Draft Red Herring Prospectus with RoC to Bid Closing Date on working days from 10.00 a.m. to 5.00 p.m.

Material Contracts

1. Issue Agreement dated July 16, 2018 between our Company and the BRLM.
2. Registrar Agreement dated July 16, 2018 between our Company and Link Intime India Private Limited, Registrar to the Issue.
3. Underwriting Agreement dated [●] between our Company and Underwriter viz. BRLM
4. Market Making Agreement dated [●] between our Company, Market Maker and the BRLM.
5. Bankers to the Issue Agreement dated [●] amongst our Company, the BRLM, Banker(s) to the Issue and the Registrar to the Issue.
6. Tripartite agreement among the NSDL, our Company and Registrar to the Issue dated [●]
7. Tripartite agreement among the CDSL, our Company and Registrar to the Issue dated [●]
8. Syndicate Agreement dated [●] between our Company, the BRLM and Syndicate Member viz. Pantomath Stock Brokers Private Limited.

Material Documents

1. Certified copies of the updated Memorandum and Articles of Association of our Company along with certificates of incorporation as amended from time to time.
2. Resolutions of the Board of Directors dated June 23, 2018 in relation to the Issue and other related matters.
3. Special resolution of the Shareholders' passed at the Extra Ordinary General meeting dated June 25, 2018 authorising the Issue.
4. Statement of Tax Benefits dated July 09, 2018 issued by our Peer Reviewed Auditor, M.S. Dahiya & Co., Chartered Accountants.
5. Report of the Peer Reviewed Auditor, M.S. Dahiya, Chartered Accountants, dated July 09, 2018 on the Restated Financial Statements for the period ended March 31, 2018 and the Financial Years ended as on March 31, 2018, 2017, 2016, 2015 & 2014 of our Company.
6. Consents of Promoters, Directors, Company Secretary and Compliance Officer, Statutory Auditors, Peer Reviewed Auditors, Banker to the Company, Legal Advisor to the Issue, the Book Running Lead Manager, Registrar to the Issue, Underwriter, Lenders to the Company, Market Maker, Bankers to the Issue, Refund Banker to the Offer and Syndicate Member to the Issue to act in their respective capacities.
7. Copy of In Principle approval from EMERGE Platform of National Stock Exchange of India Limited *vide* letter dated [●], to use the name of National Stock Exchange of India Limited in this Issue document for listing of Equity Shares on EMERGE Platform of National Stock Exchange of India Limited.

None of the contracts or documents mentioned in this Draft Red Herring Prospectus may be amended or modified at any time without reference to the shareholders, subject to compliance of the provisions contained in the Companies Act and other relevant statutes.

DECLARATION

We, the under signed, hereby certify and declare that, all relevant provisions of the Companies Act and the rules, regulations and guidelines issued by the Government of India or the regulations / guidelines issued by SEBI, as the case may be, have been complied with and no statement made in the Draft Red Herring Prospectus / Red Herring Prospectus / Prospectus is contrary to the provisions of the Companies Act, the Securities and Exchange Board of India Act, 1992 or rules made there under or regulations / guidelines issued, as the case may be. We further certify that all the disclosures and statements made in the Draft Red Herring Prospectus / Red Herring Prospectus / Prospectus are true and correct.

Signed by all the Directors, Chief Financial Officer and Company Secretary and Compliance Officer of our Company

| Name and Designation | Signature |
|--|-----------|
| <i>Devendra Arora</i> <i>Chairman and Managing Director</i> | Sd/- |
| <i>Ravi Arora</i> <i>Executive Director</i> | Sd/- |
| <i>Navin Kasera</i> <i>Executive Director</i> | Sd/- |
| <i>Suman Manon</i> <i>Executive Director</i> | Sd/- |
| <i>Atul Urpit</i> <i>Independent Director</i> | Sd/- |
| <i>Ramesh Garg</i> <i>Independent Director</i> | Sd/- |
| <i>Manoj Chauhan</i> <i>Independent Director</i> | Sd/- |

Signed by Chief Financial Officer and Company Secretary and Compliance Officer of the Company

Sd/-

Harish Maheshwari
Chief Financial Officer

Sd/-

Sumeet Bansal
Company Secretary & Compliance Officer

Place: Mumbai

Date: July 18, 2018

Annexure A

**DISCLOSURE OF PRICE INFORMATION OF PAST ISSUES HANDLED BY
PANTOMATH CAPITAL ADVISORS PRIVATE LIMITED**

| Sr . No | Issue Name | Issue Size (Cr) | Issue Price (Rs.) | Listing date | Opening price on listing date | +/- % change in closing price, [+/- % change in closing benchmark] - 30th calendar days from listing | +/- % change in closing price, [+/- % change in closing benchmark] - 90th calendar days from listing | +/- % change in closing price, [+/- % change in closing benchmark] - 180th calendar days from listing |
|--------------------|---|------------------------|--------------------------|---------------------|--------------------------------------|---|---|--|
| | Softtech Engineers Limited | 22.81 | 80.00 | May 11, 2018 | 88.00 | -22.50% (-0.18%) | Not Applicable | Not Applicable |
| | Innovators Façade Systems Limited | 40.76 | 72.00 | May 24, 2018 | 72.00 | -13.19% (2.96%) | Not Applicable | Not Applicable |
| | Shree Vasu Logistics Limited | 9.29 | 45.00 | June 4, 2018 | 48.00 | 24.00% (0.67%) | Not Applicable | Not Applicable |
| | Affordable Robotic & Automation Limited | 22.79 | 85.00 | June 4, 2018 | 90.05 | 35.29% (1.05%) | Not Applicable | Not Applicable |
| | Latteys Industries Limited | 8.07 | 66.00 | June 5, 2018 | 68.00 | 0.68% (1.67%) | Not Applicable | Not Applicable |
| | Nakoda Group of Industries Limited | 6.43 | 35.00 | June 6, 2018 | 36.00 | 5.43% (1.12%) | Not Applicable | Not Applicable |
| | ShreeOswal Seeds and Chemicals Limited | 11.90 | 26.00 | June 20, 2018 | 27.00 | Not Applicable | Not Applicable | Not Applicable |
| | Priti International Limited | 5.25 | 75.00 | June 21, 2018 | 81.00 | Not Applicable | Not Applicable | Not Applicable |
| | Accuracy Shipping Limited | 35.76 | 84.00 | June 22, 2018 | 88.00 | Not Applicable | Not Applicable | Not Applicable |
| | Ganga Forging Limited | 5.00 | 21.00 | July 11, 2018 | 21.10 | Not Applicable | Not Applicable | Not Applicable |

Note: Ushanti Colour Chem Limited has registered its Prospectus with the Registrar of Companies for Initial Public Offering

Sources: All share price data is from www.bseindia.com and www.nseindia.com

Note:-

1. The BSE Sensex and CNX Nifty are considered as the Benchmark Index
2. Prices on BSE/NSE are considered for all of the above calculations
3. In case 30th/90th/180th day is not a trading day, closing price on BSE/NSE of the next trading day has been considered
4. In case 30th/90th/180th days, scrips are not traded then last trading price has been considered.

As per SEBI Circular No. CIR/CFD/DIL/7/2015 dated October 30, 2015, the above table should reflect maximum 10 issues (Initial Public Offers) managed by the lead manager. Hence, disclosures pertaining to recent 10 issues handled by the lead manager are provided.

SUMMARY STATEMENT OF DISCLOSURE

| Financial year | Total no. of IPO | Total funds raised (Rs. Cr) | Nos of IPOs trading at discount on 30th Calendar day from listing date | | | Nos of IPOs trading at premium on 30th Calendar day from listing date | | | Nos of IPOs trading at discount on 180th Calendar day from listing date | | | Nos of IPOs trading at premium on 180th Calendar day 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 % |
| 15-16 | *9 | 54.01 | - | - | 1 | 3 | 2 | 3 | - | 1 | 1 | 4 | 3 | - |
| 16-17 | **24\$ | 204.56 | - | - | 5 | 5 | 3 | 8 | - | 1 | 5 | 10 | 1 | 6 |
| 17-18 | ***30\$ | 610.90 | - | - | 4 | 10 | 7 | 9 | - | 1 | 3 | 12 | 2 | 4 |
| 18-19 | ****16\$\$\$ | 260.74 | 1 | 1 | 3 | 1 | 1 | 7 | - | - | - | - | - | - |

*The scripts of Filtra Consultants and Engineers Limited, Ambition Mica Limited, Jiya Eco Products Limited, M.D. Inducto Cast Limited, Majestic Research Services and Solutions Limited, Mangalam Seeds Limited, Sri Krishna Constructions (India) Limited, Patdiam Jewellery Limited and Vidli Restaurants Limited were listed on April 15, 2015, s 14, 2015, July 16, 2015, July 16, 2015, July 16, 2015, August 12, 2015, October 01, 2015, October 16, 2015 and February 15, 2016 respectively.

**The scripts Ruby Cables Limited, Sysco Industries Limited, Lancer Containers Lines Limited, Yash Chemex Limited, Titaanium Ten Enterprise Limited, Commercial Syn Bags Limited, Shiva Granito Export Limited, Spraying Agro Equipment Limited, Narayani Steels Limited, Nandani Creation Limited, DRA Consultant Limited, Gretex Industries Limited, Sakar Health Care Limited, Bindal Exports Limited, Mewar Hi-Tech Engineering Limited, Shashijit Infraprojects Limited, Agro Phos (India) Limited, Majestic Research Services and Solutions Limited, Maheshwari Logistics Limited, Madhav Copper Limited, Chemcrux Enterprises Limited, Manomay Tex India Limited, Oceanic Foods Limited and Euro India Fresh Foods Limited were listed on April 13, 2016, April 13, 2016, April 13, 2016, June 20, 2016, July 14, 2016, July 14, 2016, September 06, 2016, September 14, 2016, September 14, 2016, October 10, 2016, October 13, 2016, October 14, 2016, October 14, 2016, October 17, 2016, October 17, 2016, October 17, 2016, November 16, 2016 December 14, 2016, January 16, 2017, February 06, 2017, March 28, 2017, March 28, 2017, March 31, 2017 and March 31, 2017 respectively.

***The scripts Bohra Industries Limited, Creative Peripherals and Distribution Limited, Panache Digilife Limited, Zota Health Care Limited, Gautam Exim Limited, Bansal Multiflex Limited, Shrenik Limited, Jigar Cables Limited, Vaishali Pharma Limited, Lexus Granito (India) Limited, Worth Peripherals Limited, R M Drip and Sprinklers Systems Limited, Shree Tirupati Balajee FIBC Limited, Innovative Tyres and Tubes Limited, Poojawestern Metaliks Limited, Airo Lam Limited, Goldstar Power Limited, IRIS Business Services Limited, Tirupati Forge Limited, Beta Drugs Limited, One Point One Solutions Limited, Astron Paper & Board Mill Limited, Shree Ram Proteins Limited and Gujarat Hy – Spin Limited, Focus Suites Solutions & Services Limited, A and M Jumbo Bags Limited, Sintercom India Limited, Mohini Health & Hygiene Limited, South West Pinnacle Exploration Limited and Macpower CNC Machines Limited were listed on April 05, 2017, April 12, 2017, April 25, 2017,

May 10, 2017 July 11, 2017, July 12, 2017, July 18, 2017, July 28, 2017, August 22, 2017, August 23, 2017, September 27, 2017, October 04, 2017, October 05, 2017, October 05, 2017, October 05, 2017, October 06, 2017, October 10, 2017, October 11, 2017, October 12, 2017, October 12, 2017, December 26, 2017, December 29, 2017, February 05, 2018, February 08, 2018, February 09, 2018, February 12, 2018, February 15, 2018, February 16, 2018, February 19, 2018 and March 22, 2018 respectively.

****The scripts of Benara Bearings and Pistons Limited, Soya Products Limited, Vera Synthetic Limited, S.S. Infrastructure Development Consultants Limited, Mahickra Chemicals Limited, Akshar Spintex Limited, Softtech Engineers Limited, Innovators Façade Systems Limited, Shree Vasu Logistics Limited, Affordable Robotic & Automation Limited, Latteys Industries Limited, Nakoda Group of Industries Limited, ShreeOswal Seeds and Chemicals Limited, Priti International Limited, Accuracy Shipping Limited and Ganga Forging Limited were listed on April 3, 2018, April 12, 2018, April 12, 2018, April 12, 2018, April 26, 2018, May 11, 2018, May 11, 2018, May 24, 2018, June 4, 2018, June 4, 2018, June 5, 2018, June 6, 2018, June 20, 2018, June 21, 2018, June 22, 2018 and July 11, 2018 respectively.

\$. As on 30th trading day the closing price of the scripts Ruby Cables Limited and Shashijit Infraprojects Limited were at par with the issue price. Hence, they are not considered for counting the number of IPOs trading at discount and premium.

\$\$ The scripts of Shree Ram Proteins Limited, Gujarat Hy – Spin Limited, Focus Suites Solutions & Services Limited, A and M Jumbo Bags Limited, Sintercom India Limited, Mohini Health & Hygiene Limited, South West Pinnacle Exploration Limited and Macpower CNC Machines Limited have not completed 180 Days, 180 Days, 180 Days, 180 Days, 180 Days, 180 days, 180 Days and 180 Days respectively from the date of listing.

\$\$\$ The scripts of Benara Bearings and Pistons Limited, Soni Soya Products Limited, Vera Synthetic Limited, S.S. Infrastructure Development Consultants Limited, Mahickra Chemicals Limited, Akshar Spintex Limited, Softtech Engineers Limited, Innovator Façade Systems Limited, Shree Vasu Logistics Limited, Affordable Robotic & Automation Limited, Latteys Industries Limited, Nakoda Group of Industries Limited, ShreeOswal Seeds and Chemicals Limited, Priti International Limited, Accuracy Shipping Limited and Ganga Forging Limited have not completed 180 Days, 180 Days, 180 Days, 180 Days, 180 Days, 180 Days, 180 Days, 180 Days, 180 Days, 180 Days, 180 Days, 30 Days, 30 Days, 30 Days and 30 Days respectively from the date of listing.

***Note:** Majestic Research Services and Solutions Limited and Ambition Mica Limited are Further Public Offerings lead managed by Pantomath Capital Advisors Private Limited in the Financial Years 2016-17 and 2017-18 respectively and the same have not been included in the above mentioned Summary Statement of Disclosure as the disclosure is limited to IPOs only.*