DRAFT RED HERRING PROSPECTUS
Dated: May 19, 2017
(This Draft Red Herring Prospectus will be updated upon filing with the RoC)
(Please read Section 32 of the Companies Act, 2013)
100% Book Built Offer

Dixon™

DIXON TECHNOLOGIES (INDIA) LIMITED

Our Company was incorporated as 'Weston Utilities Limited' at Alwar, Rajasthan, on January 15, 1993 under the Companies Act, 1956 as a public limited company. The certificate of commencement of business was issued by the Registrar of Companies, Jaipur on January 28, 1993. The name of our Company was changed to 'Dixon Utilities and Exports Limited' pursuant to a resolution of the shareholders of our Company on July 12, 1993 and a fresh certificate of incorporation consequent on change of name was issued by the Registrar of Companies, Jaipur on July 14, 1993. Subsequently, pursuant to a resolution of the shareholders of our Company on November 20, 2002, our Company was converted to a private limited company and the name of our Company was changed to 'Dixon Utilities and Exports Private Limited' and a fresh certificate of incorporation consequent upon change of name/status was issued by the Registrar of Companies, Jaipur on December 10, 2002. Pursuant to a resolution of the shareholders of our Company passed on September 29, 2005 the name of our Company was further changed to 'Dixon Technologies (India) Private Limited' to emphasise the relevance of technology in the operations of our Company and a fresh certificate of incorporation consequent on change of name was issued by the Registrar of Companies, Jaipur on January 3, 2006. Our Company was converted to a public limited company pursuant to a resolution of our Shareholders on April 18, 2017 and a fresh certificate of incorporation consequent upon conversion from private company to public company was issued by the Registrar of Companies, Uttar Pradesh and Uttarakhand at Kanpur on May 2, 2017 in the name of "Dixon Technologies (India) Limited". For further details of change in name and registered office of our Company, please refer to the section titled "*History and Corporate Structure*" on page 198.

Registered and Corporate Office: B-14 & 15, Phase-II, Noida, Gautam Buddha Nagar, Uttar Pradesh 201 305
Contact Person: Ashish Kumar, Company Secretary and Compliance Officer; **Tel**: +91 120 473 7200; **Fax**: +91 120 473 7263
Email: investorrelations@dixoninfo.com; **Website**: www.dixoninfo.com
Corporate Identity Number: U32101UP1993PLC066581

OUR PROMOTER: SUNIL VACHANI

INITIAL PUBLIC OFFER OF UP TO [●] EQUITY SHARES OF FACE VALUE OF ₹ 10 EACH (THE "EQUITY SHARES") OF DIXON TECHNOLOGIES (INDIA) LIMITED, (THE "COMPANY" OR THE "ISSUER") FOR CASH AT A PRICE OF ₹ [●] PER EQUITY SHARE (INCLUDING A SHARE PREMIUM OF ₹ [●] PER EQUITY SHARE) (THE "OFFER PRICE") AGGREGATING UP TO ₹ [●] MILLION (THE "OFFER"). THE OFFER COMPRISES OF A FRESH ISSUE OF [●] EQUITY SHARES AGGREGATING UP TO ₹ 600 MILLION BY OUR COMPANY (THE "FRESH ISSUE") AND AN OFFER FOR SALE OF UP TO 3,753,739 EQUITY SHARES CONSISTING OF UP TO 634,368 EQUITY SHARES BY SUNIL VACHANI (THE "PROMOTER SELLING SHAREHOLDER"), UP TO 2,146,265 EQUITY SHARES BY INDIA BUSINESS EXCELLENCE FUND I AND UP TO 495,313 EQUITY SHARES BY INDIA BUSINESS EXCELLENCE FUND (THE "INVESTOR SELLING SHAREHOLDERS"), AND UP TO 477,793 EQUITY SHARES BY ATUL B. LALL, KAMLA VACHANI, GEETA VASWANI, SUNITA MANKANI AND SHOBHA SIPPY (THE "OTHER SELLING SHAREHOLDERS") (THE PROMOTER SELLING SHAREHOLDER, INVESTOR SELLING SHAREHOLDERS AND OTHER SELLING SHAREHOLDERS COLLECTIVELY, THE "SELLING SHAREHOLDERS") AGGREGATING UP TO ₹ [●] MILLION (THE "OFFER FOR SALE"). THE OFFER SHALL CONSTITUTE [●]% OF THE FULLY DILUTED POST OFFER PAID-UP EQUITY SHARE CAPITAL OF OUR COMPANY.
THE FACE VALUE OF THE EQUITY SHARES IS ₹ 10 EACH AND THE OFFER PRICE IS [●] TIMES THE FACE VALUE OF THE EQUITY SHARES. THE PRICE BAND WILL BE DECIDED BY OUR COMPANY AND THE INVESTOR SELLING SHAREHOLDERS IN CONSULTATION WITH THE BOOK RUNNING LEAD MANAGERS AND THE MINIMUM BID LOT WILL BE DECIDED BY OUR COMPANY IN CONSULTATION WITH THE BOOK RUNNING LEAD MANAGERS AND WILL BE ADVERTISED AT LEAST FIVE (5) WORKING DAYS PRIOR TO THE BID/OFFER OPENING DATE IN [●] EDITION OF ENGLISH NATIONAL DAILY NEWSPAPER [●], [●] EDITION OF THE HINDI NATIONAL DAILY NEWSPAPER [●], AND [●] EDITION OF THE HINDI DAILY NEWSPAPER [●], HINDI ALSO BEING THE REGIONAL LANGUAGE OF UTTAR PRADESH WHERE OUR REGISTERED OFFICE IS LOCATED, EACH OF WIDE CIRCULATION, AND SHALL BE MADE AVAILABLE TO THE BSE LIMITED ("BSE") AND THE NATIONAL STOCK EXCHANGE OF INDIA LIMITED ("NSE", AND TOGETHER WITH BSE, THE "STOCK EXCHANGES") FOR UPLOADING ON THEIR RESPECTIVE WEBSITES IN ACCORDANCE WITH SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009, AS AMENDED ("SEBI ICDR REGULATIONS").

In case of revision in the Price Band, the Bid/Offer Period will be extended by at least three (3) additional Working Days after such revision of the Price Band, subject to the Bid/Offer Period not exceeding ten (10) Working Days. Any revision in the Price Band and the revised Bid/Offer 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 websites of the Book Running Lead Managers ("**BRLMs**") and at the terminals of the Syndicate Members.

In terms of Rule 19(2)(b)(ii) of the Securities Contracts (Regulation) Rules, 1957, as amended, (the "**SCRR**") the Offer is being made for at least such percentage of the post-Offer paid-up Equity Share capital of our Company that will be equivalent to ₹4,000 million calculated at the Offer Price, such that the post-Offer capital of our Company calculated at the Offer Price is more than ₹16,000 million but less than or equal to ₹ 40,000 million. The Offer is being made through the Book Building Process, in compliance with Regulation 26(1) of the SEBI ICDR Regulations wherein 50% of the Offer shall be allocated on a proportionate basis to Qualified Institutional Buyers ("**QIBs**") (the "**QIB Portion**"), provided that our Company may, in consultation with the BRLMs, allocate up to 60% of the QIB Portion to Anchor Investors, on a discretionary basis (the "**Anchor Investor Portion**"), out of which one-third shall be reserved for domestic Mutual Funds only, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price. Further, 5% of the QIB Portion (excluding the Anchor Investor Portion) shall be available for allocation on a proportionate basis to Mutual Funds only. The remainder shall be available for allocation on a proportionate basis to QIBs and Mutual Funds, subject to valid Bids being received from them at or above the Offer Price. Further, not less than 15% of the Offer will be available for allocation on a proportionate basis to Non-Institutional Bidders and not less than 35% of the Offer will be available for allocation to Retail Individual Bidders, in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Offer Price. All potential Bidders, other than Anchor Investors, are required to mandatorily utilise the Application Supported by Blocked Amount ("**ASBA**") process by providing details of their respective bank account which will be blocked by the Self Certified Syndicate Banks ("**SCSBs**"), to participate in the Offer. For details, see the section titled "*Offer Procedure*" on page 409.

RISK IN RELATION TO THE FIRST OFFER

This being the first public issue of our Company, there is no formal market for the Equity Shares of our Company. The face value of the Equity Shares is ₹ 10 each. The Floor Price is [●] times of the face value and the Cap Price is [●] times of the face value. The Offer Price (determined and justified by our Company and the Investor Selling Shareholders in consultation with the BRLMs as stated under the section titled "*Basis for Offer Price*" on page 115) 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 of our Company or regarding the price at which the Equity Shares will be traded after listing.

GENERAL RISKS

Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds in the Offer 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 Offer. For taking an investment decision, investors must rely on their own examination of our Company and the Offer, including the risks involved. The Equity Shares offered in the Offer have not been recommended or approved by the Securities and Exchange Board of India ("**SEBI**"), nor does SEBI guarantee the accuracy or adequacy of the contents of this Draft Red Herring Prospectus. Specific attention of investors is invited to see the section titled "*Risk Factors*" beginning on page 18.

ISSUER'S AND SELLING SHAREHOLDERS' ABSOLUTE RESPONSIBILITY

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 Offer, which is material in the context of the Offer, 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. Each Selling Shareholder accepts responsibility only for statements specifically made by such Selling Shareholder in this Draft Red Herring Prospectus with respect to itself and the Equity Shares offered by it in the Offer for Sale, and that such statements are true, complete and correct in all material respects and are not misleading in any material respect. Each Selling Shareholder, severally and not jointly, does not assume any responsibility for any other statements, including without limitation, any and all of the statements made by or in relation to our Company or the other Selling Shareholders in this Draft Red Herring Prospectus.

LISTING

The Equity Shares offered through the Red Herring Prospectus are proposed to be listed on the BSE and the NSE. We have received an 'in-principle' approval from BSE and NSE for the listing of the Equity Shares pursuant to the letters dated [●] and [●], respectively. For the purposes of the Offer, the Designated Stock Exchange shall be [●]. A copy of the Red Herring Prospectus and the Prospectus shall be delivered for registration to the RoC in accordance with Section 26(4) of the Companies Act, 2013. For details of the material contracts and documents available for inspection from the date of the Red Herring Prospectus up to the Bid/Offer Closing Date, see the section titled "*Material Contracts and Documents for Inspection*" on page 504.

BOOK RUNNING LEAD MANAGERS				REGISTRAR TO THE OFFER
IDFC BANK	IIFL	MOTILAL OSWAL Investment Banking	YES SECURITIES	KARVY Computershare
IDFC BANK LIMITED Naman Chambers, C-32, G Block, Bandra Kurla Complex, Bandra (East), Mumbai 400 051 Maharashtra, India Tel: +91 22 6622 2600 Fax: +91 22 6622 2501 Email: dixon.ipo@idfcbank.com Investor grievance email: mb.ig@idfcbank.com Website: www.idfcbank.com Contact Person: Gaurav Goyal / Mohit Baser SEBI Registration No.: MB/INM000012250	**IIFL HOLDINGS LIMITED** 10th Floor, IIFL Centre, Kamala City, Senapati Bapat Marg, Lower Parel (West), Mumbai 400 013, Maharashtra, India Tel: +91 22 4646 4600 Fax: +91 22 2493 1073 E-mail: dixon.ipo@iiflcap.com Investor grievance E-mail: ig.ib@iiflcap.com Website: www.iiflcap.com Contact Person: Sachin Kapoor / Pinak Bhattacharyya SEBI Registration No.: INM000010940	**MOTILAL OSWAL INVESTMENT ADVISORS LIMITED***[(1)] Motilal Oswal Tower Rahimtullah Sayani Road Opposite Parel ST Depot, Prabhadevi Mumbai 400 025 Maharashtra, India Tel: +91 22 3980 4380 Fax: +91 22 3980 4315 Email: dixon.ipo@motilaloswal.com Investor grievance email: moiaplredressal@motilaloswal.com Website: www.motilaloswalgroup.com Contact Person: Kristina Dias / Subodh Mallya SEBI Registration No.: INM000011005 ** Formerly Motilal Oswal Investment Advisors Private Limited.*	**Yes Securities (India) Limited** IFC, Tower 1 & 2, Unit no. 602 A, 6th Floor, Senapati Bapat Marg, Elphinstone Road, Mumbai 400 013 Tel.: +91 22 3347 7364 Fax: +91 22 2421 4508 E-mail: dixon.ipo@yessecuritiesltd.in Investor grievance E-mail: igc@yessecuritiesltd.in Website: www.yesinvest.in Contact Person: Mukesh Garg SEBI Registration No.: MB/INM000012227	**KARVY COMPUTERSHARE PRIVATE LIMITED** Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad, Telangana 500 032, India Tel: +91 40 6716 2222 Fax: +91 40 2343 1551 Email: einward.ris@karvy.com Investor grievance email: dixon.ipo@karvy.com Website: www.karisma.karvy.com Contact Person: M Murali Krishna SEBI Registration No: INR000000221

BID /OFFER PERIOD

BID/OFFER OPENS ON:	[●][(2)]	BID/OFFER CLOSES ON:	[●][(3)]

(1) In compliance with the proviso to Regulation 21A(1) and explanation (iii) to Regulation 21A(1) of the SEBI (Merchant Bankers) Regulations, 1992, as amended, read with proviso to Regulation 5(3) of the SEBI ICDR Regulations, Motilal Oswal Investment Advisors Limited will be involved only in the marketing of the Offer.
(2) Our Company may, in consultation with the BRLMs, consider participation by Anchor Investors in accordance with the SEBI ICDR Regulations. The Anchor Investor Bid/Offer Period shall be one (1) Working Day prior to the Bid/ Offer Opening Date.
(3) Our Company may, in consultation with the BRLMs, consider closing the Bid/Offer Period for QIBs, one Working Day prior to the Bid/Offer Closing Date in accordance with the SEBI ICDR Regulations.

TABLE OF CONTENTS

SECTION I: GENERAL

DEFINITIONS AND ABBREVIATIONS

Unless the context otherwise indicates or implies, the following terms have the following meanings in this Draft Red Herring Prospectus, and references to any statute or regulations or acts or policies shall include amendments thereto, from time to time. The words and expressions used in this Draft Red Herring Prospectus but not defined herein, shall have, to the extent applicable, the meaning ascribed to such terms under the Companies Act, the SEBI ICDR Regulations, the SCRA, the Depositories Act or the rules and regulations made thereunder.

General Terms

Term	Description
Company/our Company/DTIL/ Issuer	Dixon Technologies (India) Limited, a company incorporated under the Companies Act, 1956 and having its registered office at B-14 & 15, Phase II Noida, Gautam Buddha Nagar Uttar Pradesh 201 305, India
We/us/our	Unless the context otherwise indicates or implies, refers to our Company on a consolidated basis together with the Subsidiary and Joint Ventures

Company Related Terms

Term	Description
ADTPL	One of our Joint Ventures, AIL Dixon Technologies Private Limited. For further details, please refer to the section titled "*Our Subsidiary and Joint Ventures*" on page 207
Amalgamation Order	The order dated April 13, 2017 passed by the NCLT, Allahabad by way of which the Scheme was approved
Appointed Date	The appointed date from which the assets and liabilities of DAPL and DBMPL, as described in the Scheme, stand transferred to and vested in our Company, i.e. April 1, 2016
Articles/ Articles of Association	Articles of association of our Company, as amended from time to time
Audit Committee	The committee of the Board of Directors constituted as our Company's audit committee in accordance with Regulation 18 of the SEBI Listing Regulations and Section 177 of the Companies Act, 2013
Auditor/Statutory Auditor	The statutory auditor of our Company, Singhi & Co, Chartered Accountants
Board / Board of Directors	Board of Directors of our Company or a duly constituted committee thereof
Compliance Officer	Our company secretary who has been appointed as the compliance officer of our Company
Corporate Social Responsibility Committee	The committee of the Board of Directors constituted as our Company's corporate social responsibility committee in accordance with the Companies Act, 2013
DATTI	Dixon Applied Technology Training Institute, a partnership firm. For further details, refer to the section titled "*Our Group Companies*" on page 232
DAPL	Our erstwhile subsidiary, Dixon Appliances Private Limited. For further details, please refer to the section titled "*History and Corporate Structure – Scheme of Amalgamation*" on page 202
Dehradun I Facility	Our manufacturing facility located at Khasra No 1050, Central Hope Town, Selaqui Industrial Area, Dehradun, Uttarakhand
Dehradun II Facility	Our manufacturing facility located at Plot No- C-3/1, Selaqui Industrial Area, Dehradun, Uttarakhand
Dehradun III Facility	Our manufacturing facility located at Plot No. 262M, Selaqui Industrial Area, Dehradun, Uttarakhand
Director(s)	The director(s) on the Board of our Company, unless otherwise specified
DBMPL	Our erstwhile subsidiary, Dixon Bhurji Moulding Private Limited. For further details, please refer to the section titled "*History and Corporate Structure – Scheme of Amalgamation*" on page 202
DGPL	Our Subsidiary, Dixon Global Private Limited. For further details, please refer to the section titled "*Our Subsidiary and Joint Ventures*" on page 206
Effective Date	The date on which the Scheme came into effect, i.e., April 20, 2017
Equity Shares	Equity shares of our Company of face value of ₹ 10 each
ESOP Plan	The employee stock option plan of our Company, namely '2010 Dixon Employees Stock Option Plan'.
Facilities	Our manufacturing facilities namely Noida I Facility, Noida II Facility, Noida III Facility, Dehradun I Facility, Dehradun II Facility and Dehradun III Facility

Term	Description
FLPL	Fincraft Learnings Private Limited, our Group Company. For further details, refer to the section titled "*Our Group Companies*" on page 231
Government Order	G.O.MS.No.170 dated December 9, 2016 read with G.O.MS.No.37 dated March 3, 2017 and G.O.MS.No. 65 dated May 4, 2017 issued by the GoAP, including any amendments and/or supplements thereto
Group Companies	The group companies of our Company in accordance with the SEBI ICDR Regulations. For details, please refer to the section titled "*Our Group Companies*" on page 231
IPO Committee	The committee of the Board of Directors as described in the section titled "*Our Management*" on page 221
Joint Venture(s)	The joint ventures of our Company. For details, please refer to the section titled "*Our Subsidiary and Joint Ventures*" on page 206
Key Managerial Personnel/KMP	Those individuals described in the sub-section titled "*Our Management – Key Managerial Personnel*" on page 224
Memorandum/ Memorandum of Association	Memorandum of association of our Company, as amended from time to time
Noida Authority	New Okhla Industrial Development Authority
Noida I Facility	Our manufacturing facility located at B-14 and 15, Phase II, Noida, Gautam Buddha Nagar, Uttar Pradesh 201 305
Noida II Facility	Our manufacturing facility located at B-18, Phase II, Noida, Gautam Buddha Nagar, Uttar Pradesh 201 305
Noida III Facility	Our manufacturing facility located at C-33, Phase II, Noida, Gautam Buddha Nagar, Uttar Pradesh 201 305
Nomination and Remuneration Committee	The committee of the Board of Directors constituted as our Company's nomination and remuneration committee in accordance with Regulation 19 of the SEBI Listing Regulations and Section 178 of the Companies Act, 2013
PEPL	One of our Joint Ventures, Padget Electronics Private Limited, for further details, please refer to the section titled "*Our Subsidiary and Joint Ventures*" on page 206
Promoter	The promoter of our Company, namely, Sunil Vachani
Promoter Group	The persons and entities constituting our promoter group pursuant to Regulation 2(1)(zb) of the SEBI ICDR Regulations. For details of our Company's Promoter Group, please refer to the section titled "*Our Promoter and Promoter Group*" on page 230
Registered Office	The registered office of our Company, situated at B-14 & 15, Phase II Noida, Gautam Buddha Nagar Uttar Pradesh 201 305, India
Registrar of Companies/RoC	Registrar of Companies, Uttar Pradesh and Uttarakhand at Kanpur
Restated Consolidated Financial Statements	Restated consolidated summary statement of assets and liabilities as at December 31, 2016 and March 31, 2016, 2015, 2014, 2013 and 2012 and restated consolidated summary statement of profit and loss and restated consolidated summary statement of cash flows for the nine-month period ended December 31, 2016 and each of the years ended March 31, 2016, 2015, 2014, 2013 and 2012 of our Company, its subsidiaries and its joint ventures read along with all the notes thereto and included in the section titled "*Financial Statements*" on page 290
Restated Financial Statements	Collectively, the Restated Standalone Financial Statements and Restated Consolidated Financial Statements
Restated Standalone Financial Statements	Restated standalone summary statement of assets and liabilities as at December 31, 2016 and March 31, 2016, 2015, 2014, 2013 and 2012 and restated standalone summary statement of profit and loss and restated standalone summary statement of cash flows for the nine-month period ended December 31, 2016 and each of the years ended March 31, 2016, 2015, 2014, 2013 and 2012 of our Company read along with all the notes thereto and included in the section titled "*Financial Statements*" beginning on page 238
Scheme	The scheme of amalgamation for the amalgamation of our erstwhile subsidiaries, DAPL and DBMPL, with and into our Company. For details, refer to the section titled "*History and Corporate Structure*" on page 202
Shareholders	Shareholders of our Company, from time to time
Stakeholders' Relationship Committee	The committee of the Board of Directors constituted as our Company's Stakeholders' Relationship Committee in accordance with Regulation 20 of the SEBI Listing Regulations
Subsidiary	The subsidiary of our Company namely Dixon Global Private Limited. For details, please refer to the section titled "*Our Subsidiary and Joint Ventures*" beginning on page 206
Tirupati Facility	Our manufacturing facility being set up in Tirupati, Andhra Pradesh, pursuant to the Government Order.

Offer Related Terms

Term	Description
Acknowledgement Slip	The slip or document issued by the Designated Intermediary to a Bidder as proof of registration of the Bid Cum Application Form
Allot/Allotment/Allotted	Unless the context otherwise requires, the allotment of the Equity Shares pursuant to the Fresh Issue and transfer of the Equity Shares offered by the Selling Shareholders pursuant to the Offer for Sale to the successful Bidders
Allotment Advice	Note or advice or intimation of Allotment sent to the Bidders who have been or are to be Allotted Equity Shares after the Basis of Allotment has been approved by the Designated Stock Exchange
Allottee	A successful Bidder to whom the Equity Shares are Allotted
Anchor Investor	A Qualified Institutional Buyer, applying under the Anchor Investor Portion, with a minimum Bid of ₹ 100.00 million, in accordance with the SEBI ICDR Regulations
Anchor Investor Allocation Price	The price at which Equity Shares will be allocated to the Anchor Investor in terms of the Red Herring Prospectus and the Prospectus, which will be decided by our Company and the Investor Selling Shareholders in consultation with the BRLMs on the Anchor Investor Bid/ Offer Period
Anchor Investor Application Form	The form used by an Anchor Investor to make a Bid in the Anchor Investor Portion and which will be considered as an application for Allotment in terms of the Red Herring Prospectus and the Prospectus
Anchor Investor Bid/ Offer Period	The day, one Working Day prior to the Bid/Offer Opening Date, on which Bids by Anchor Investors shall be submitted, prior to and after which the BRLMs will not accept any bids from Anchor investors, and allocation to Anchor Investors shall be completed
Anchor Investor Offer Price	Final price at which the Equity Shares will be issued and Allotted to Anchor Investors in terms of the Red Herring Prospectus and the Prospectus, which price will be equal to or higher than the Offer Price, but not higher than the Cap Price. The Anchor Investor Offer Price will be decided by our Company and the Investor Selling Shareholders in consultation with the BRLMs
Anchor Investor Portion	Up to 60% of the QIB Portion, consisting of [●] Equity Shares, which may be allocated by our Company in consultation with the BRLMs, to Anchor Investors on a discretionary basis. 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 Anchor Investor Allocation Price
Application Supported by Blocked Amount/ASBA	An application, whether physical or electronic, used by ASBA Bidders, to make a Bid authorizing a SCSB to block the Bid Amount in the ASBA Account
ASBA Account	A bank account maintained with an SCSB and specified in the ASBA Form submitted by Bidders for blocking the Bid Amount mentioned in the ASBA Form
ASBA Bid	A Bid made by an ASBA Bidder including all revisions and modifications thereto as permitted under the SEBI ICDR Regulations
ASBA Bidder	All Bidders except Anchor Investors
ASBA Form	An application form, whether physical or electronic, used by ASBA Bidders, which will be considered as the application for Allotment in terms of the Red Herring Prospectus and the Prospectus
Basis of Allotment	Basis on which the Equity Shares will be Allotted to successful Bidders under the Offer and which is described in the sub-section titled "*Offer Procedure- Allotment Procedure and Basis of Allotment*" on page 443
Bid	An indication to make an offer during the Bid/Offer Period by a Bidder (other than Anchor Investor) pursuant to submission of the Bid cum Application Form, or during the Anchor Investor Bid/Offer Period by the Anchor Investors, 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 terms of 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 payable by the Bidder/blocked in the ASBA Account on submission of a bid in the Offer
Bid cum Application Form	The Anchor Investor Application Form or the ASBA Form, as the context requires
Bid/ Offer Closing Date	Except in relation to any Bids received from the Anchor Investors, the date after which the Designated Intermediaries will not accept any Bids, which shall be notified in [●] edition of English national newspaper [●], [●] edition of Hindi national newspaper [●] and [●] edition of the Hindi daily newspaper [●], Hindi also being the regional language of Uttar Pradesh where our Registered Office is located, each with wide circulation and in case of any revision
Bid/ Offer Opening Date	Except in relation to any Bids received from the Anchor Investors, the date on which the Designated Intermediaries shall start accepting ASBA Bids for the Offer, which

Term	Description
	shall be notified in [●] edition of English national newspaper [●], [●] edition of Hindi national newspaper [●] and [●] edition of the Hindi daily newspaper [●], Hindi also being the regional language of Uttar Pradesh where our Registered Office is located, each with wide circulation
Bid/ Offer Period	Except in relation to Anchor Investors, the period between the Bid/Offer Opening Date and the Bid/Offer Closing Date, inclusive of both days, during which prospective investors can submit their Bids, including any revisions thereof. Our Company in consultation with the BRLMs, may consider closing the Bid/Offer Period for QIBs one (1) Working Day prior to the Bid/Offer Closing Date, in accordance with the SEBI ICDR Regulations
Bid Lot	[●] Equity Shares. The minimum Bid Lot for the Offer will be decided by our Company in consultation with the Book Running Lead Managers and will be advertised, at least five (5) Working Days prior to the Bid/Offer Opening Date, in [●] edition of English national newspaper [●], [●] edition of Hindi national newspaper [●] and [●] edition of the Hindi daily newspaper [●], Hindi also being the regional language of Uttar Pradesh where our Registered Office is located, each with wide circulation
Bidder	Any prospective investor who makes a Bid pursuant to the terms of the Red Herring Prospectus and the Bid cum Application Form
Bidding Centres	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	The book building process, as provided in Schedule XI of the SEBI ICDR Regulations, in terms of which the Offer is being made
Broker Centres	Broker centres notified by the Stock Exchanges, where Bidders can submit the ASBA Forms to a Registered Broker. The details of such Broker Centers, along with the names and contact details of the Registered Brokers are available on the websites of the respective Stock Exchanges (www.bseindia.com and www.nseindia.com)
BRLMs/Book Running Lead Managers	The book running lead managers to the Offer, being IDFC Bank Limited, IIFL Holdings Limited, Motilal Oswal Investment Advisors Limited and Yes Securities (India) Limited. In compliance with the proviso to Regulation 21A(1) and explanation (iii) to Regulation 21A(1) of the SEBI (Merchant Bankers) Regulations, 1992, as amended, read with proviso to Regulation 5(3) of the SEBI ICDR Regulations, Motilal Oswal Investment Advisors Limited will be involved only in the marketing of the Offer
CAN / Confirmation of Allocation Note	Notice or intimation of allocation of the Equity Shares sent to Anchor Investors, who have been allocated the Equity Shares, after the Anchor Investor Bid/Offer Period
Cap Price	The higher end of the Price Band, subject to any revisions thereto, above which the Offer Price and the Anchor Investor Offer Price will not be finalised and above which no Bids will be accepted
Cash Escrow Agreement	Agreement to be entered into by our Company, the Selling Shareholders, the Registrar to the Offer, the BRLMs, the Escrow Collection Bank(s), the Refund Banker and the Public Offer Bank(s) for collection of the Bid Amounts from the Anchor Investors, transfer of funds from the Escrow Account to the Public Offer Account and where applicable, refunds of the amounts collected from the Bidders, on the terms and conditions thereof
Collecting Depository Participant(s) or CDP(s)	A depository participant as defined under the Depositories Act, 1996, registered with SEBI and who is eligible to procure Bids at the Designated CDP Locations in terms of circular no. GR/CFD/POLICYCELL/11/2015 dated November 10, 2015 issued by SEBI
Controlling Branches	Such branches of SCSBs which coordinate Bids under the Offer with the BRLMs, the Registrar and the Stock Exchanges, a list of which is available on the website of SEBI at http://www.sebi.gov.in
Cut-off Price	The Offer Price, finalised by our Company and the Investor Selling Shareholders in consultation with BRLMs, which shall be any price within the Price Band. 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	Details of the Bidders including the Bidder's address, name of the Bidder's father/ husband, investor status, occupation and bank account details
Designated Date	The date on which the funds are transferred by the Escrow Collection Bank(s) from the Escrow Account(s) or the instructions are given to the SCSBs to unblock the

Term	Description
	ASBA Accounts and transfer the amounts blocked by SCSBs as the case may be, to the Public Offer Account or the Refund Account, as appropriate in terms of the Red Herring Prospectus and the Prospectus, and the aforesaid transfer and instructions shall be issued only after finalisation of the Basis of Allotment in consultation with the Designated Stock Exchange
Designated Intermediaries	Syndicate, sub-syndicate, SCSBs, Registered Brokers, the CDPs and RTAs, who are authorised to collect ASBA Forms from the Bidders, in relation to the Offer
Designated CDP Locations	Such locations of the CDPs where ASBA Bidders can submit the ASBA Forms. The details of such Designated CDP Locations, along with names and contact details of the Collecting Depository Participants eligible to accept ASBA Forms are available on the respective websites of the Stock Exchanges (http://www.bseindia.com/Static/Markets/PublicIssues/RtaDp.aspx?expandable=6 and http://www.nseindia.com/products/content/equities/ipos/asba_procedures.htm)
Designated RTA Locations	Such locations of the RTAs where ASBA Bidders can submit the ASBA Forms to RTAs. The details of such Designated RTA Locations, along with names and contact details of the RTAs eligible to accept ASBA Forms are available on the respective websites of the Stock Exchanges (http://www.bseindia.com/Static/Markets/PublicIssues/RtaDp.aspx?expandable=6 and http://www.nseindia.com/products/content/equities/ipos/asba_procedures.htm)
Designated SCSB Branches	Such branches of the SCSBs which shall collect the ASBA Forms submitted by ASBA Bidders, a list of which is available on the website of SEBI at http://www.sebi.gov.in/sebiweb/home/list/5/3/3/0/0/Recognised-Intermediaries or such other website as may be prescribed by SEBI from time to time
Designated Stock Exchange	[●]
Draft Red Herring Prospectus or DRHP	This Draft Red Herring Prospectus dated May 19, 2017 issued in accordance with the SEBI ICDR Regulations
Eligible NRI(s)	NRIs from jurisdictions outside India where it is not unlawful to make an offer or invitation under the Offer and in relation to whom the ASBA Form and the Red Herring Prospectus constitutes an invitation to subscribe to or purchase the Equity Shares
Escrow Account(s)	Account(s) opened for the Offer with the Escrow Collection Bank(s) and in whose favour the Anchor Investors may issue or transfer money through direct credit/NECS/NEFT/RTGS in respect of the Bid Amount when submitting a Bid
Escrow Agent	[●]
Escrow Collection Bank(s)	Banks which are clearing members and registered with SEBI as bankers to an issue and with whom Escrow Account(s) will be opened, in this case being [●]
Equity Listing Agreements	The listing agreements to be entered into by our Company with the Stock Exchanges in relation to our Equity Shares
First Bidder	The Bidder whose name appears first in the Bid cum Application Form in case of a joint Bid and whose name shall also appear as the first holder of the beneficiary account held in joint names or any revisions thereof
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
Fresh Issue	The fresh issue of up to [●] Equity Shares aggregating up to ₹ 600 million by our Company
General Information Document/GID	The General Information Document prepared and issued in accordance with the circular (CIR/CFD/DIL/12/2013) dated October 23, 2013 notified by SEBI and updated pursuant to the circulars (CIR/CFD/POLICYCELL/III/2015) dated November 10, 2015 and (SEBI/HO/CFD/DIL/CIR/P/2016/26) dated January 21, 2016, suitably modified and included in the section titled "*Offer Procedure*" on page 421
India Business Excellence Fund/IBEF	A unit scheme of Business Excellence Trust, a venture capital fund registered under the Securities and Exchange Board of India (Venture Capital Funds) Regulations, 1996 and represented by its trustee, Vistra ITCL (India) Limited*, having its registered office at IL&FS Financial Center, 7th Floor, Plot C-22, G Block, Bandra Kurla Complex, Bandra (East), Mumbai 400 051, Maharashtra, India **Formerly IL&FS Trust Company Limited*
India Business Excellence Fund I/IBEF I	A public limited life company organised under the laws of the Republic of Mauritius and having its registered office at Suite 304, Third Floor, NG Tower, Cyber City, Ebene, Mauritius
Investor Selling Shareholders	Shall collectively mean

Term	Description
	(i) India Business Excellence Fund I; and (ii) India Business Excellence Fund
Mutual Funds	Mutual funds registered with SEBI under the Securities and Exchange Board of India (Mutual Funds) Regulations, 1996
Mutual Fund Portion	5% of the QIB Portion (excluding the Anchor Investor Portion), or [●] Equity Shares which shall be available for allocation to Mutual Funds only
Net Proceeds	Proceeds of the Fresh Issue less our Company's share of Offer related expenses. For further information about the Offer related expenses, see the section titled "*Objects of the Offer*" on page 112
Non-Institutional Bidders	All Bidders that are not QIBs or Retail Individual Bidders and who have Bid for the Equity Shares for an amount more than ₹ 200,000 (but not including NRIs other than Eligible NRIs)
Non-Institutional Portion	The portion of the Offer being not less than 15% of the Offer consisting of [●] Equity Shares which shall be available for allocation on a proportionate basis to Non-Institutional Bidders, subject to valid Bids being received at or above the Offer Price
Offer	Public issue of up to [●] Equity Shares for cash at a price of ₹ [●] each, aggregating up to ₹ [●] million comprising the Fresh Issue and the Offer for Sale
Offer Agreement	The agreement dated May 19, 2017 between our Company, the Selling Shareholders and the BRLMs, pursuant to which certain arrangements are agreed to in relation to the Offer
Offer Price	The final price at which the Equity Shares will be Allotted to Bidders other than Anchor Investors. Equity Shares will be Allotted to Anchor Investors at the Anchor Investor Offer Price in terms of the Red Herring Prospectus. The Offer Price will be decided by our Company and the Investor Selling Shareholders in consultation with the BRLMs, on the Pricing Date. Unless otherwise stated or the context otherwise implies, the term Offer Price refers to the Offer Price applicable to investors other than Anchor Investors
Offer Proceeds	The proceeds of the Fresh Issue which shall be available to the Company and the proceeds of the Offer for Sale which shall be available to the Selling Shareholders. For further information about use of the Offer Proceeds, see the section titled "*Objects of the Offer*" on page 105
Offer for Sale	The offer for sale of up to 3,753,739 Equity Shares by the Selling Shareholders aggregating to up to ₹ [●] million, comprising of such number of Equity Shares by each of the Selling Shareholders as set out in the section titled "*The Offer*" on page 79
Other Selling Shareholders	Atul B. Lall, Kamla Vachani, Geeta Vaswani, Sunita Mankani and Shobha Sippy
Price Band	Price Band of a minimum price of ₹ [●] per Equity Share (Floor Price) and the maximum price of ₹ [●] per Equity Share (Cap Price), including any revisions thereof. The Price Band will be decided by our Company and the Investor Selling Shareholders in consultation with the BRLMs and will be advertised, at least five (5) Working Days prior to the Bid/Offer Opening Date, in [●] edition of English national newspaper [●], [●] edition of Hindi national newspaper [●] and [●] edition of the Hindi daily newspaper [●], Hindi also being the regional language of Uttar Pradesh, where our Registered Office is located, each with wide circulation
Pricing Date	The date on which our Company and the Investor Selling Shareholders in consultation with BRLMs will finalise the Offer Price
Promoter Selling Shareholder	Sunil Vachani
Prospectus	The Prospectus to be filed with the RoC in accordance with section 26 of the Companies Act, 2013 and the SEBI ICDR Regulations containing, *inter alia*, the Offer Price that is determined through the Book Building Process, the size of the Offer and certain other information, including any addenda or corrigenda thereto
Public Offer Account	Account opened with the Public Offer Bank(s) to receive monies from the Escrow Account(s) and to which the funds shall be transferred by the SCSBs from the ASBA Accounts of the successful Allottees, on or after the Designated Date
Public Offer Bank(s)	Bank(s) with whom the Public Offer Account for collection of bidding amount from Escrow Account(s) and ASBA Accounts of the successful Allottees will be opened
QIB Portion	The portion of the Offer (including the Anchor Investor Portion) amounting to 50% of the Offer being [●] Equity Shares, which shall be available for allocation to QIBs, including the Anchor Investors
Qualified Institutional Buyers/QIBs	Qualified institutional buyers as defined under Regulation 2(1)(zd) of the SEBI

Term	Description
	ICDR Regulations. FVCIs registered with SEBI and multilateral and bilateral development financial institutions are not permitted to participate in the Offer
Red Herring Prospectus/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 Offer, and includes any addenda and corrigenda thereto. The Red Herring Prospectus will be filed with the RoC at least three (3) Working Days before the Bid/Offer Opening Date and will become the Prospectus upon filing with the RoC after the Pricing Date
Refund Account(s)	The account opened with the Refund Banker, from which refunds, if any, of the whole or part of the Bid Amount to Anchor Investors shall be made
Refund Banker	[●]
Refunds through electronic transfer of funds	Refunds through NECS, Direct Credit, RTGS or NEFT, as applicable
Registered Brokers	Stock brokers registered with the Stock Exchanges having nationwide terminals, other than the members of the Syndicate
Registrar Agreement	The agreement dated May 18, 2017 between our Company, the Selling Shareholders and the Registrar to the Offer in relation to the responsibilities and obligations of the Registrar to the Offer pertaining to the Offer
Registrar and Share Transfer Agents/RTAs	Registrar and share transfer agents registered with SEBI and eligible to procure Bids at the Designated RTA Locations in terms of circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 issued by SEBI
Registrar to the Offer/Registrar	Registrar to the Offer, in this case being, Karvy Computershare Private Limited
Retail Individual Bidder(s)	Individual Bidders who have Bid for the Equity Shares for an amount not more than ₹ 200,000 in any of the bidding options in the Offer (including HUFs applying through their Karta and Eligible NRIs)
Retail Portion	The portion of the Offer being not less than 35% of the Offer consisting of [●] Equity Shares which shall be available for allocation to Retail Individual Bidder(s) subject to valid Bids being received at or above the Offer Price
Revision Form	Form used by the Bidders to modify the quantity of the Equity Shares or the Bid Amount in any of their ASBA Forms or any previous revision form(s) before closure of the Offer. Kindly note that QIBs and Non-Institutional Bidders are not allowed to withdraw or lower their Bid (in terms of quality of Equity Shares or the Bid Amount) at any stage, once submitted. Retail Individual Bidders can revise their Bids during the Bid/Offer Period and withdraw the Bids until the Bid/Offer Closing Date.
Self-Certified Syndicate Banks or SCSBs	The banks registered with SEBI, offering services in relation to ASBA, a list of which is available on the website of SEBI at http://www.sebi.gov.in/sebiweb /home /list/5/33/0/0/Recognised-Intermediaries or at such other website as may be prescribed by SEBI from, time to time
Share Escrow Agreement	Agreement to be entered into amongst the Selling Shareholders, our Company, the BRLMs and the Escrow Agent in connection with the transfer of Equity Shares under the Offer for Sale by the Selling Shareholders and credit of such Equity Shares to the demat account of the Allottees
Selling Shareholders	The Promoter Selling Shareholder, the Investor Selling Shareholders and the Other Selling Shareholders
Specified Locations	Bidding centres where the Syndicate shall accept ASBA Forms from Bidders
Stock Exchanges	BSE and NSE
Syndicate Agreement	The agreement to be entered into amongst the BRLMs, the Syndicate Members, the Registrar to the Offer, our Company and the Selling Shareholders in relation to the collection of Bid cum Application Forms by the Syndicate
Syndicate Members	Intermediaries registered with the SEBI who are permitted to carry out activities as an underwriter, namely, [●]
Syndicate/ members of the Syndicate	BRLMs and the Syndicate Members
TRS/Transaction Registration Slip	The slip or document issued by the Syndicate, or the SCSB (only on demand), as the case may be, to the Bidder as proof of registration of the Bid
Underwriters	BRLMs and the Syndicate Members
Underwriting Agreement	The agreement amongst the Underwriters, our Company and the Selling Shareholders to be entered into on or after the Pricing Date
Working Days	"Working Day", with reference to (a) announcement of Price Band; and (b) Bid/Offer Period, shall mean all days, excluding Saturdays, Sundays and public holidays, on which commercial banks in Mumbai are open for business; and (c) the

Term	Description
	time period between the Bid/Offer Closing Date and the listing of the Equity Shares on the Stock Exchanges, shall mean all trading days of Stock Exchanges, excluding Sundays and bank holidays, as per the SEBI Circular SEBI/HO/CFD/DIL/CIR/P/2016/26 dated January 21, 2016

Industry Related Terms

Term	Description
3PLs	Third Party Logistics
BLY	Bachat Lamp Yojana
CCEA	Cabinet Committee on Economic Affairs
CCTV	Closed Circuit Television
CEAMA	Consumer Electronics and Appliances Manufacturers Association
CFL	Compact Fluorescent Lamps
COF	Chip on Film
CRT	Cathode Ray Tube
DELP	Domestic Efficient Lighting Program
DTH	Direct to Home
DVRs	Digital Video Recorders
ELCINA	Electronic Industries Association of India
EMI-RFI	Electromagnetic interference - Radio-frequency interference
EMS	Electronic Manufacturing Services
ESD	Electrostatic discharge
FA WM	Fully-automatic washing machines
FPC	Finger Print Card
FPD	Flat Panel Display
IC	Integrated Circuit
LED	Light Emitting Diode
LCD	Liquid Crystal Display
MANIREDA	Manipur Renewable Energy Development Agency
MIS	Management Information System
MSIPS	Modified Special Incentives Package Scheme
NEC	National Electronics Code
NPE	National Policy on Electronics, 2012
OCA	Optically Clear Adhesive
OEM	Original Equipment Manufacturer
ODM	Original Design Manufacturer
PCB	Printed Circuit Board
PCBA	Printed Circuit Board Assembly
PMA	Preferential Market Access
SA WM	Semi-automatic washing machines
SLNP	Street Lighting Nation Program
SMT	Surface Mount Technology
TL FA WM	Top loading fully automatic washing machines
SICLD	Semiconductor Integrated Circuits Act, 2000
TRIPS	Trade Related Aspects of Intellectual Property Rights
UHD TV	Ultra high definition television
UJALA	Unnat Jeevan by Affordable LEDs and Appliances for All
UPNEDA	Uttar Pradesh New and Renewable Energy Development Agency
WPI	Wholesale Price Index
y-o-y	Year Over Year

Conventional Terms/ Abbreviations and Reference to Other Business Entities

Term	Description
AGM	Annual General Meeting
AIF	Alternative Investment Fund as defined in and registered with SEBI under the Securities and Exchange Board of India (Alternative Investments Funds) Regulations, 2012
AS/Accounting Standards	Accounting Standards issued by the ICAI
AY	Assessment Year
BSE	BSE Limited
Banking Regulation Act	The Banking Regulation Act, 1949

Term	Description
CAGR	Compounded Annual Growth Rate
Calendar Year	Unless the context requires, shall refer to the 12 month period ending December 31, of the year
Category II foreign portfolio investor(s)/ Category II FPIs	FPIs who are registered as "Category II foreign portfolio investors" under the SEBI FPI Regulations
Category III foreign portfolio investor(s)/ Category III FPIs	FPIs who are registered as "Category III foreign portfolio investors" under the SEBI FPI Regulations
CCI	Competition Commission of India
CDSL	Central Depository Services (India) Limited
CEO	Chief Executive Officer
CENVAT	Central Value Added Tax
CESTAT	Customs, Excise and Service Tax Appellate Tribunal
CFO	Chief Financial Officer
CIN	Corporate identity number
CIT	Commissioner of Income Tax
Client ID	Client identification number of the Bidder's beneficiary account
Companies Act/Act	Companies Act, 1956 and/or the Companies Act, 2013, as applicable
Companies Act, 1956	Companies Act, 1956, as amended (without reference to the provisions thereof that have ceased to have effect upon the notification of the Notified Sections)
Companies Act, 2013	The Companies Act, 2013, to the extent in force pursuant to the notification of the Notified Sections
CPCB	Central Pollution Control Board
CSR	Corporate social responsibility
CST	Central Sales Tax
Depositories	NSDL and CDSL
Depositories Act	Depositories Act, 1996
DIN	Director Identification Number
DIPP	Department of Industrial Policy and Promotion
DP/ Depository Participant	A depository participant as defined under the Depositories Act
DP ID	Depository participant's identification
EBITDA	Earnings Before Interest, Tax, Depreciation and Amortization
ECS	Electronic Clearing Service
EESL	Energy Efficiency Services Limited
EGM	Extraordinary General Meeting
Electricity Act	Electricity Act, 2003
EPS	Earnings Per Share i.e., profit after tax for a Fiscal divided by the weighted average outstanding number of equity shares at the end of that Fiscal
ESOP	Employee Stock Option Plan
FCNR	Foreign currency non-resident
Factories Act	Factories Act, 1948
FDI	Foreign Direct Investment
FEMA	Foreign Exchange Management Act, 1999 read with rules and regulations thereunder
FEMA Regulations	Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000
FIFO	First in first out
FII(s)	Foreign Institutional Investors as defined under the SEBI FPI Regulations
FPI(s)	Foreign Portfolio Investors as defined under the SEBI FPI Regulations
Financial Year/ Fiscal/ fiscal/ FY	Period of twelve months ended March 31 of that particular year
FIPB	Foreign Investment Promotion Board
Frost & Sullivan	Frost & Sullivan India Private Limited
Frost & Sullivan Report	The report titled "Project Rise - Indian Consumer Electronics & Appliances Market Study" issued by Frost & Sullivan
FVCI	Foreign Venture Capital Investors as defined and registered with SEBI under the SEBI FVCI Regulations
GDP	Gross Domestic Product
GIR	General index register
GoI/Government	Government of India
GoAP	Government of Andhra Pradesh
GST	Goods and Services Tax
HNI	High Networth Individual
HUF	Hindu Undivided Family
ICSI	Institute of Company Secretaries of India
IFRS	International Financial Reporting Standards issued by International Accounting

Term	Description
	Standards Board
Indian GAAP	Generally Accepted Accounting Principles in India
IPO	Initial public offering
ISIN	International Securities Identification Number
ISO	International Organization for Standardization
IT	Information Technology
I.T. Act	The Income Tax Act, 1961
ITAT	Income Tax Appellate Tribunal
km	Kilometre
kWh	Kilowatt hour
LC	Letter of Credit
LLP Act	Limited Liability Partnership Act, 2008
MCA	Ministry of Corporate Affairs, Government of India
Mn / mn	Million
MICR	Magnetic ink character recognition
N.A.	Not applicable
NCT	National Capital Territory
NCLT	National Company Law Tribunal
NECS	National Electronic Clearing Service
NEFT	National Electronic Fund Transfer
NGO	Non-Governmental Organisation
Notified Sections	The sections of the Companies Act, 2013 that have been notified as having come into effect prior to the date of this Draft Red Herring Prospectus
NOC	No Objection Certificate
NR/Non-Resident	A person resident outside India, as defined under the FEMA and includes an NRI, FIIs registered with SEBI and FVCIs registered with SEBI
NRE Account	Non Resident External Account
NRI	A person resident outside India, who is a citizen of India or a person of Indian origin, and shall have the meaning ascribed to such term in the Foreign Exchange Management (Deposit) Regulations, 2000
NRO Account	Non Resident Ordinary Account
NSDL	National Securities Depository Limited
NSE	National Stock Exchange of India Limited
OCB / Overseas Corporate Body	A company, partnership, society or other corporate body owned directly or indirectly to the extent of at least 60% 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
p.a.	Per annum
P&L	Profit and loss
P/E Ratio	Price/earnings Ratio
PAN	Permanent Account Number allotted under the Income Tax Act, 1961
PAT	Profit after tax
PIO	Persons of Indian Origin
PLR	Prime Lending Rate
QE	Quarter ended
QIB	Qualified Institutional Buyer
RBI	The Reserve Bank of India
Registration Act	Registration Act, 1908
ROCE	Return on Capital Employed
RONW	Return on Net Worth
Rupees / Rs. / ₹ / INR	Indian Rupees
RTGS	Real Time Gross Settlement
SBI	State Bank of India
SCRA	Securities Contracts (Regulation) Act, 1956
SCRR	Securities Contracts (Regulation) Rules, 1957
SEBI	The Securities and Exchange Board of India constituted under the SEBI Act, 1992
SEBI Act	Securities and Exchange Board of India Act 1992
SEBI AIF Regulations	Securities and Exchange Board of India (Alternative Investments Funds) Regulations, 2012
SEBI 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,

Term	Description
	2014
SEBI FVCI Regulations	Securities and Exchange Board of India (Foreign Venture Capital Investor) Regulations, 2000
SEBI ICDR Regulations	Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009
SEBI Listing Regulations	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015
SEBI Takeover Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011
SEBI VCF Regulations	Securities and Exchange Board of India (Venture Capital Funds) Regulations, 1996 as repealed pursuant to the SEBI AIF Regulations
Securities Act	United States Securities Act, 1933
SICA	Sick Industrial Companies (Special Provisions) Act, 1985
Sq. Ft./sq. ft.	Square feet
State Government	The Government of a state in India
Sec.	Section
SEZ	Special Economic Zone
Stamp Act	The Indian Stamp Act, 1899
Stock Exchange(s)	BSE and/ or NSE as the context may refer to
STT	Securities Transaction Tax
TAN	Tax Deduction Account Number
TDS	Tax Deducted at Source
T.P. Act	Transfer of Property Act, 1882
UIN	Unique Identification Number
US / USA	United States of America
US GAAP	Generally Accepted Accounting Principles in the United States of America
USD / US$	United States Dollars
VAT	Value added tax
VCFs	Venture capital funds as defined in and registered with SEBI under the SEBI VCF Regulations or the SEBI AIF Regulations, as the case may be
WC	Working capital
WPI	Wholesale Price Index

Notwithstanding the foregoing, terms in the sections titled "*Statement of Tax Benefits*", "*Financial Statements*", "*Offer Procedure – Part B - General Information Document for Investing in Public Issues*" and "*Main Provisions of Articles of Association*" on pages 118, 237, 421 and 453, respectively, shall have the meaning given to such terms in such sections.

CERTAIN CONVENTIONS: PRESENTATION OF FINANCIAL, INDUSTRY AND MARKET DATA AND CURRENCY OF PRESENTATION

All references to "India" contained in this Draft Red Herring Prospectus are to the Republic of India, all references to the "U.S.", "U.S.A." or the "United States" are to the United States of America. Unless stated otherwise, all references to page numbers in this Draft Red Herring Prospectus are to the page numbers of this Draft Red Herring Prospectus.

Financial Data

Unless stated otherwise, financial data included in this Draft Red Herring Prospectus is derived from the Restated Financial Statements of our Company, prepared in accordance with Indian GAAP and the Companies Act, 1956 to the extent applicable and the Companies Act, 2013 to the extent enforced and restated in accordance with the SEBI ICDR Regulations. The Restated Financial Statements have been included in the section titled "*Financial Statements*" beginning on page 237.

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

There are significant differences between Indian GAAP, U.S. GAAP and IFRS. The reconciliation of the financial information to IFRS or U.S. GAAP financial information has not been provided. Our Company has not attempted to explain those differences or quantify their impact on the financial data included in this Draft Red Herring Prospectus, and it is urged that you consult your own advisors regarding such differences and their impact on our financial data. Accordingly, the degree to which the financial information 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, the Companies Act and the SEBI ICDR Regulations. Any reliance by persons not familiar with Indian accounting practices, Indian GAAP, the Companies Act, the SEBI ICDR Regulations on the financial disclosures presented in this Draft Red Herring Prospectus should accordingly be limited.

Additionally, Government of India has decided to adopt the "Convergence of its existing standards with IFRS", referred to in India as the Indian Accounting Standards ("**Ind AS**"). In terms of a notification issued by the Ministry of Corporate Affairs, Government of India, our Company is required to prepare its financial statements in accordance with Ind AS for periods beginning on or after April 1, 2017. Accordingly, our financial statements for the period commencing from April 1, 2017 may not be comparable to our historical financial statements. We have not attempted to quantify the impact of Ind AS on the financial information included in this Draft Red Herring Prospectus, nor have we provided a reconciliation of our financial statements to those under Ind AS. We have conducted a preliminary review of the impact of Ind AS on our accounting policies, details of which are disclosed in the section titled "*Significant Differences between Indian GAAP and Ind AS*" on page 357. See also the section titled "*Risk Factors – Companies in India, including our Company, are required to prepare financial statements under the new Indian Accounting Standards. In addition, all income-tax assessees in India, including our Company, will be required to follow the Income Computation and Disclosure Standards.*" on page 40.

Unless otherwise indicated, any percentage amounts, as set forth in this Draft Red Herring Prospectus, including in the sections titled "*Risk Factors*", "*Our Business*", "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" beginning on pages 18, 167 and 335 respectively, have been calculated on the basis of the Restated Financial Statements prepared in accordance with Indian GAAP and the Companies Act, 1956 to the extent applicable and the Companies Act, 2013 to the extent enforced and restated in accordance with the SEBI ICDR Regulations. Certain figures contained in this Draft Red Herring Prospectus, including financial information, have been subject to rounding adjustments. Any discrepancies in any table between the totals and the sum of the amounts listed are due to rounding off. All decimals have been rounded off to two decimal points. However, certain figures in percentage and certain figures not derived from our Restated Financial Statements (including in the sections titled "*Summary of Industry*", "*Industry Overview*" and "*Our Business*") have been rounded off to one decimal point.

In certain instances, (i) the sum or percentage change of such numbers may not conform exactly to the total figure given, and (ii) the sum of the figures in a column or row in certain tables may not conform exactly to the total figure given for that column or row. However, figures sourced from third-party industry sources may be expressed in denominations other than millions or may be rounded off to other than two decimal points in the respective sources, and such figures have been expressed in this Draft Red Herring Prospectus in such denominations or rounded-off to such number of decimal points as provided in such respective sources

Industry and Market Data

The sections titled "*Summary of Industry*" and "*Industry Overview*" quotes and otherwise includes information from a commissioned report, or the Frost & Sullivan Report, prepared by Frost & Sullivan India Private Limited for the purposes of this Draft Red Herring Prospectus. We commissioned Frost & Sullivan India Private Limited to provide an independent assessment of the opportunities, dynamics and competitive landscape of the markets in India for the business we are engaged in.

Except for the Frost & Sullivan Report, we have not commissioned any report for purposes of this Draft Red Herring Prospectus and any market and industry related data, other than that derived from the Frost & Sullivan Report, used in this Draft Red Herring Prospectus has been obtained or derived from publicly available documents and other industry sources. Industry sources and publications generally state that the information contained therein has been obtained from sources generally believed to be reliable, but their accuracy, completeness and underlying assumptions are not guaranteed and their reliability cannot be assured and accordingly, investment decisions should not be based on such information. 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*" on page 18. Accordingly, investment decisions should not be based solely on such information.

Further, the extent to which the market and industry data used 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. In addition, certain data in relation to our Company used in this Draft Red Herring Prospectus has been obtained or derived from the F&S Report which may differ in certain respects from our Restated Financial Statements as a result of, *inter alia*, the methodologies used in compiling such data. Accordingly, no investment decision should be made based on such information.

Further, in accordance with Regulation 51A of the SEBI ICDR Regulations and SEBI Listing Regulations, as applicable, our Company may be required to undertake an annual updation of the disclosures made in this Draft Red Herring Prospectus and make it publicly available in the manner specified by SEBI.

In accordance with the SEBI ICDR Regulations, the section titled "*Basis for the Offer Price*" on page 115 includes information relating to our peer group companies. Such information has been derived from publicly available sources, and neither we, nor the BRLMs have independently verified such information.

Currency and Units of Presentation

All references to "**Rupees**", "**₹**" or "**Rs**." or "**INR**" are to Indian Rupees, the official currency of the Republic of India. All references to "**USD**" or "**$**" or United States Dollars are to the official currency of the United States of America.

Our Company has presented certain numerical information in this Draft Red Herring Prospectus in "million" units. One million represents 1,000,000 and one billion represents 1,000,000,000. All the numbers in the document, have been presented in million or in whole numbers where the numbers have been too small to present in millions.

Exchange Rates

This Draft Red Herring Prospectus contains conversions of certain currency amounts into Indian Rupees that have been presented solely to comply with the requirements of the SEBI ICDR Regulations.

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

(*In* ₹)

Currency	Exchange rate as on					
	March 31, 2012	**March 31, 2013**	**March 31, 2014**	**March 31, 2015**	**March 31, 2016**	**March 31, 2017**
1 US$	51.16	54.39	60.10	62.59	66.33	64.84

Source: www.rbi.org.in
Note: In case March 31 of any of the respective years is a public holiday, the previous calendar day not being a public holiday has been considered.

Such conversions should not be considered as a representation that such currency amounts have been, could have been or could be converted into Rupees at any particular rate, the rates stated above or at all.

Definitions

For definitions, see the section titled "*Definitions and Abbreviations*" on page 2.

FORWARD-LOOKING STATEMENTS

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

Forward-looking statements reflect current views as of the date of this Draft Red Herring Prospectus and are not a guarantee of future performance. These statements are based on the management's beliefs and assumptions, which in turn are based on currently available information. Although we believe the assumptions upon which these forward-looking statements are based are reasonable, any of these assumptions could prove to be inaccurate, and the forward-looking statements based on these assumptions could be incorrect.

Further the actual results may differ materially from those suggested by the forward-looking statements due to risks or uncertainties associated with our expectations with respect to, but not limited to, regulatory changes pertaining to the industry in India and our ability to respond to them, our ability to successfully implement our strategy, our development plan, our growth and expansion, technological changes, our exposure to market risks, general economic and political conditions in India and overseas, which have an impact on our business activities or investments, the monetary and fiscal policies of India and other jurisdictions in which we operate, inflation, deflation, unanticipated turbulence in interest rates, foreign exchange rates, equity prices or other rates or prices, the performance of the financial markets in India and globally, changes in domestic laws, regulations and taxes, changes in competition in our industry and incidence of any natural calamities and/or acts of violence.

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

- our business prospects;
- future developments, trends and conditions in the industry and markets in which we operate;
- change or volatility in interest rates, foreign exchange rates, equity prices or other rates or prices;
- our business strategies and plans to achieve these strategies;
- general economic, political and business conditions in the markets in which we operate;
- changes to the regulatory environment and general outlook in the industry and markets in which we operate;
- the effects of the global financial markets and economic crisis;
- our ability to reduce costs;
- our dividend policy;
- the amount and nature of, and potential for, future development of our business;
- capital market developments;
- the actions and developments of our customers as well as our competitors;
- volumes, operations, margins, risk management and overall market trend;
- Non-compliance with specific obligations under the financing agreements by us;
- Inability to obtain and retain adequate numbers of skilled and qualified employees in addition to other manpower that we require for our projects;
- Inability to manage our working capital (including obtaining financing in order to meet our capital expenditure requirements) or maintain quality in the products we manufacture;
- Contingent liabilities, environmental problems and uninsured losses;
- Our ability to manage risks that arise from these factors.

For further discussion of factors that could cause our actual results to differ, see the sections titled "*Risk Factors*", "*Our Business*" and "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" on pages 18, 167 and 335, respectively.

By their nature, certain risk disclosures are only estimates and could be materially different from what actually occurs in the future. As a result, actual future gains or losses could materially differ from those that have been estimated. There can be no assurance to Bidders that the expectations reflected in these forward-looking statements will prove to be correct. Given these uncertainties, Bidders are cautioned not to place undue reliance on such forward-looking statements and not to regard such statements to be a guarantee of our future performance. Our Company, the Selling Shareholders, our Directors, the BRLMs, other members of the Syndicate and their respective affiliates or associates do not have any obligation to, and do not intend to, update or otherwise revise any statements reflecting circumstances arising after the date hereof or to reflect the occurrence of underlying events, even if the underlying assumptions do not come to fruition. In accordance with the SEBI requirements, our Company, the Selling Shareholders (in respect of its own information and information relating to the Equity Shares being offered for sale by the Selling Shareholders included in this Draft Red Herring Prospectus) and the BRLMs will ensure that investors in India are informed of material developments until such time as the grant of listing and trading permissions by the Stock Exchanges.

SECTION II: RISK FACTORS

An investment in equity shares involves a high degree of risk. Investors should carefully consider all the information in this Draft Red Herring Prospectus, including the risks and uncertainties described below, before making an investment in the Equity Shares. 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, cash flows and financial condition could suffer, the price of the Equity Shares could decline, and you may lose all or part of your investment. In making an investment decision, prospective investors must rely on their own examination of us and the terms of the Offer including the merits and risks involved. Investors should consult their tax, financial and legal advisors about particular consequences to them of an investment in the Offer. The financial and other related implications of the risk factors, wherever quantifiable, have been disclosed in the risk factors mentioned below. However, there are certain risk factors where the financial impact is not quantifiable and, therefore, cannot be disclosed in such risk factors.

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

To obtain a complete understanding, prospective investors should read this section in conjunction with the sections titled "Our Business" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" on pages 167 and 335, respectively, as well as the other financial and statistical information contained in this Draft Red Herring Prospectus.

Unless, otherwise specifically indicated the financial information in this section is derived from our Restated Consolidated Financial Statements.

Internal Risk Factors

1. ***We are highly dependent on certain key customers for a substantial portion of our revenues. Loss of relationship with any of these customers may have a material adverse effect on our profitability and results of operations.***

We depend on certain customers who have contributed to a substantial portion of our total revenues. In the aggregate, our top five customers accounted for 82.32%, 79.43%, 73.28%, 76.95%, 79.67% and 73.09% of our total revenue in the nine-month period ended December 31, 2016, and for the years ending March 31, 2016, 2015, 2014, 2013 and 2012, respectively; across each of our five business verticals namely lighting, consumer electronics, home appliances, reverse logistics and mobile phones. Our largest customer (across our business verticals) accounted for 41.89% (including sales made to a supplier of our largest customer) of our consolidated total revenue in the nine-month period ended December 31, 2016 and 35.19%, 24.79%, 30.10%, 29.09% and 31.71% of our total revenue for the Fiscals 2016, 2015, 2014, 2013 and 2012, respectively. There is no guarantee that we will retain the business of our existing key customers or maintain the current level of business with each of these customers.

Reliance on a limited number of customers for our business may generally involve several risks. These risks may include, but are not limited to, reduction, delay or cancellation of orders from our significant customers; failure to renew sales contracts with one or more of our significant customers; failure to renegotiate favourable terms with our key customers; the loss of these customers; all of which would have a material adverse effect on the business, financial condition, results of operations and future prospects of our Company. In order to retain some of our existing customers we may also be required to offer terms to such customers which we may place restraints on our resources.

Maintaining strong relationships with our key customers is, therefore, essential to our business strategy and to the growth of our business. Some of these customers have been associated with us for the past three years. Some of our customers may place demands on our resources or may require us to undertake additional obligations which have the effect of increasing our operating costs and therefore affect our profitability. Additionally, the loss of any key customer, may significantly affect our revenues, and we may have difficulty securing comparable levels of business from other customers to offset any loss of revenue from the loss of any of our key customers including our largest customer or even our top five customers. We may also not be able to easily re-allocate our resources and assets in a timely or efficient manner.

In addition, we generate account receivables in connection with providing manufacturing services to our key customers. If one or more of our customers were to become insolvent or otherwise unable to pay for the products supplied by us, this could have a have an impact on our business as we may not be able to recoup the unpaid production costs and materials incurred for manufacturing purposes.

Our revenue from ODM contributed to 20.00%, 26.88%, 14.72% and 14.24% of our total revenue in the nine-month period ending December 31, 2016, Fiscals 2016, 2015 and 2014 respectively. The revenues generated from ODM attributable to lighting products vertical was 7.70%, consumer electronics was 4.39% and home appliances was 7.91% of our revenue from operations (net)for the nine month period ended December 31, 2016.

Our revenue from OEM contributed to 80.00%, 73.12%, 85.28% and 85.76% of our total revenue in the nine-month period ending December 31, 2016, Fiscals 2016, 2015 and 2014 respectively and for the nine-month period ended December 31, 2016, the revenues generated from OEM by the lighting, consumer electronics, home appliances, reverse logistics and mobile phones verticals contributed to 11.96%, 31.99%, nil, 2.45%. 33.59% of our revenue from operations (net).

Our profitability also depends on the performance and business of our key customers. In the ODM and OEM verticals in which we operate in, our revenues are directly affected by the resales of our products by our customers under their own brand names. We rely on the success of our customers in marketing and selling these products and therefore any negative impact on their reputation may also have an effect on our business. Accordingly, risks that could seriously harm our key customers could harm us as well, including:

- action undertaken by the government to tax the business of ours or that of our customers;
- reduced consumer spending on discretionary items in our customers' key markets;
- recession in our countries in which our key customers' operate their businesses;
- loss of market share of our key customers' products which are manufactured by us;
- failure of our key customers' products to gain widespread commercial acceptance;
- our key customers' inability to effectively manage their operations or also seeing a change in their management or constitution which may render us not being a preferred choice for manufacturing products for them; and
- changes in laws affecting our customers to operate profitably.

There can be no assurance that the past performance of our business verticals including under ODM or OEM can continue in the future.

2. ***We do not obtain firm and long-term volume purchase commitments from our customers. If our customers choose not to renew their agreements with us or continue to place orders with us, our business and results of operations will be adversely affected.***

We enter into agreements with our customers for specific products, which are generally valid for one to three years and are renewed on a regular basis if both the parties decide to do so. These agreements include general terms of sale, specification requirements and pricing policy, but such agreements do not obligate our customers to place an order with us. Actual orders are based on purchase orders issued by our customers from time to time. However, such orders may be amended or cancelled prior to finalisation, and should such an amendment or cancellation take place, it may adversely impact our production schedules. Based on these agreements, our customers provide us with forecasts of the expected demand for certain months and eventually place orders. The precise terms for each shipment, such as pricing and quantities, are also confirmed at the time each order is placed. There is no guarantee that inspite of having contractual arrangement with our customers, that we are assured of generating revenues in the future as they are not under any obligations to outsource their manufacturing requirements to us. Accordingly, we are not in a position to predict the extent of revenues that we can generate for each of the products manufactured by us in the future. The short-term nature of our customers' commitments and the changes in demand for their products (which are in turn manufactured by us) could reduce our ability to estimate accurately future customer requirements, make it difficult to schedule production and limit our ability to maximize utilization of our manufacturing capacity.

Accordingly, we face the risk that our customers might not place any order or might place orders of lesser than-expected size or may even cancel existing orders (including where deliveries were to be made in the future) or make change in their policies which may result in reduced quantities being manufactured by us for our customers. Although our customers might be contractually obligated to purchase products on specific terms from us for particular orders placed with us owing to the current contractual arrangements, we may be unable to or may choose not to enforce our contractual rights if our customers choose to cancel existing or change or even terminate their orders with us. Cancellations, reductions or instructions to delay production (thereby delaying delivery of products manufactured by us) by a significant customer could adversely affect our results of operations by reducing our sales volume, as well as by possibly causing delay in our customers' paying us for the order placed for purchasing the inventory with us which we would have manufactured for them. Lower utilization of our manufacturing facilities, could also result in our realizing lower margins as we may not be able to undertake manufacturing in large numbers which is critical to our business. Consequently, there is no commitment on the part of the customer to continue to place new work orders with us and as a result, our sales from period to period may fluctuate significantly as a result of changes in our customers' preferences.

In addition, we make significant decisions, including determining the levels of business that we will seek and accept, production schedules, component procurement commitments, personnel requirements and other resource requirements, based on our estimates of customer orders. The short-term nature of our customers' commitments and the changes in demand for their products (which are in turn manufactured by us) could reduce our ability to estimate accurately future customer requirements, make it difficult to schedule production and limit our ability to maximize utilization of our manufacturing capacity. The requirements of our customers are not restricted to one type of product and therefore variations in demand for certain types of products also requires us to make certain changes in our manufacturing processes thereby affecting our production schedules. We often increase staffing, increase capacity, engage sub-contractors and incur other expenses to meet the anticipated demand of our customers, which could cause reductions in our margins if a customer order gets delayed or cancelled or modified.

3. ***The markets in which our customers compete are characterized by consumers and their rapidly changing preferences, advancement in technology and other related factors including lower manufacturing costs and therefore as a result our Company may be affected by any disruptions in the industry.***

We are a design-focused products and solutions company in India engaged in manufacturing products in the lighting, consumer electronics, home appliances, reverse logistics and mobile phones verticals. The markets in which we and our customers compete are characterized by rapidly changing technology, evolving industry standards and continuous improvements in products and services. These conditions frequently result in short product life cycles. Some of the customers for whom we manufacture products for may also chose not to continue operations in India for many reasons which can also include customer preferences, among others. For the nine month period ended December 31, 2016, our lighting, consumer electronics, home appliances, reverse logistics and mobile phones verticals have contributed 19.66%, 36.38%, 7.91%, 2.45%, 33.59% respectively of our revenue from operations (net).

If the end-user demand is low for our customers products, companies for who we manufacture products may see significant changes in orders from customers and may experience greater pricing pressures. Therefore, risks that could harm the customers of our industry could, as a result, adversely affect our Company as well. Our success is therefore dependent on the success achieved by our customers in developing and marketing their products. If technologies or standards supported by our customers become obsolete or fail to gain widespread commercial acceptance, our customers may experience a reduced demand for their products which may affect our sales, a decline in sales and in operating margins depending on the nature of the product and the end user demand and all of these combined may gradually result in a loss of customers including key ones. We are attempting to reduce the risks inherent in relying on a small number of products by developing and producing new products in the verticals in which we operate and to keep pace with the rapidly emerging technological changes taking place; especially in the consumer durables segment. However, there can be uncertainty regarding the development and production of these products as planned and failure to anticipate or respond rapidly to advances in technology can have a material adverse effect on our financial condition, results of operations and prospects.

Additionally, industry-wide competition for market share of various products can result in aggressive pricing practices by our customers and therefore our customers may also choose to import some of these products which provide them better cost benefits as compared to us or source the products from our competitors. This price-pressure from our customers may adversely affect the prices of the products which we supply, which may lead to reduced revenues, lower profit margins or loss of market share etc, any of which would have a material adverse effect on our business, financial condition and results of operations. For e.g, two of our customers in the consumer electronics space for who we manufactured televisions/LED TVs in the past have ceased to have operations in India resulting in customer loss. We cannot assure you that our other customers would take similar actions such as cease to have operations in India which may affect our business.

4. ***Our business and results of operations are dependent on the contracts that we enter into. Any breach of the conditions under these contracts may adversely affect our business and results of operations.***

We enter into contracts with our customers which, depending on the customer, may contain terms and conditions which include among others the nature and specification of products to be manufactured and supplied by us, details of vendors of raw materials that are approved by some of our customers, manner of inspection and testing of products manufactured, representation and warranties made by us in relation to our manufacturing capabilities, process to be followed in case of defects, steps to ensure compliance with applicable laws, quality of products, undertakings in relation to protection of intellectual property of our customers, indemnification of our customers due to our negligence or breach of any term of the agreement, defect warranties in relation to the products manufactured or assembled by us. In case of our ODM business, orders are placed by our customers directly by way of purchase orders which do not contain detailed terms and conditions as in the case of our OEM business.

At times we may have to agree with certain onerous terms laid down by our customers. For eg., some of our customers have in the past required us to undertake not to manufacture similar products for other customers. Some of our customers also restrict us from selling our products at a price which is lower than their purchase price which affects our ability to undertake business. Such onerous terms may have an effect on our future growth including expansion of customer base.

While, we consider all factors internally prior to entering into such contractual agreements, we cannot assure that we will not enter into such agreements in the future. This may result in potential loss of customers as we may not be able to be able to manufacture products for such customers in the future as we may not be willing to work with them. Additionally, non-compliance with the terms of the contractual arrangements may lead to among others damages or penalties, termination of the agreements and will also result in us being unable to attract further business in the future.

5. ***We may, from time to time, look for opportunities to enter strategic alliances, acquire businesses or enter into joint venture arrangements. Any failure to manage the integration of the businesses or facilities post such acquisition or joint venture may cause our profitability to suffer***

We may, from time to time, look for opportunities to acquire businesses or enter into strategic partnerships or alliances. Such acquisitions may not contribute to our profitability, and we may be required to incur or assume debt, or additional expenses beyond our forecasts or assume contingent liabilities, as part of any acquisition. Further, the acquisitions may give rise to unforeseen contingent risks relating to these businesses that may only become apparent after the merger or the acquisition is finalised. We may also face difficulty in assimilating and retaining the personnel, operations and assets of the acquired company. Further, we may not be able to accurately identify or forge an alliance with appropriate companies in line with our growth strategy. In the event that the alliance does not perform as estimated, or the inability on the part of our joint venture partner to meet the customer requirements may lead to a failure of such an arrangement which may adversely affect our business.

6. ***Our continued success is dependent on our senior management and skilled manpower. Our inability to attract and retain key personnel or the loss of services of our Promoter or Managing Director may have an adverse effect on our business prospects.***

Our experienced Promoter, Managing Director and senior management have significantly contributed to the growth of our business, and our future success is dependent on the continued services of our senior management team. Our Managing Director has been employed with our Company since our incorporation. An inability to retain any key managerial personnel may have an adverse effect on our operations. Our ability to execute orders and to obtain new clients also depends on our ability to attract, train, motivate and retain highly skilled professionals, particularly at managerial levels. We might face challenges in recruiting suitably skilled personnel, particularly as we continue to grow and diversify our operations. In the future, we may also not be unable to compete with other larger companies for suitably skilled personnel due to their ability to offer more competitive compensation and benefits. The loss of any of the members of our senior management team, our whole time directors or other key personnel or an inability on our part to manage the attrition levels; may materially and adversely impact our business, results of operations, financial condition and growth prospects.

The success of our business is also dependent upon our ability to hire, retain, and utilize qualified personnel, including engineers, designers, and corporate management professionals who have the required experience and expertise. From time to time, it may be difficult to attract and retain qualified individuals with the requisite expertise and we may not be able to satisfy the demand from customers for our services because of our inability to successfully hire and retain qualified personnel. For every new product we expand into, we require suitably skilled personnel.

Such skilled personnel may also not be easily available in the market. In addition, as some of our key personnel approach retirement age, we need to have appropriate succession plans in place and to successfully implement such plans. If we cannot attract and retain qualified personnel or effectively implement appropriate succession plans, it could have a material adverse impact on our business, financial condition, and results of operations. Moreover, we may be unable to manage knowledge developed internally, which may be lost in the event of our inability to retain employees.

7. ***Shortages in, or rises in the prices of, raw materials or components for products we manufacture, which account for majority of our costs, may adversely affect our business.***

Our production depends on obtaining adequate supplies of input components on a timely basis. We procure the raw materials for our business from local suppliers as well from overseas supplies. For example, we procure plastic parts, packaging, PCB from local suppliers and electronic components and open cells from suppliers who are located in China. We do not typically maintain large inventories of input components, rather we purchase input components on a just-in-time basis or within shorter periods from various approved/empanelled third-party component manufacturers that satisfy our quality standards and meet our volume requirements. Given the variety of products and services that we manufacture and with the number of our suppliers dispersed across the country and outside; coupled with the long lead times involved in a typical the manufacturing process; delays in the delivery of certain of these components could result in delays and planning production and our failure to efficiently manage inventory levels could have an adverse effect on us, including the possibility of not being able to detect defective parts, or resulting in an increase in input component costs, reduced control over delivery schedules, and shortages of input components. We also do not have control of the schedules of the suppliers and hence there can be delays in us receiving the raw materials. Similarly, in cases where we import the raw materials we are also exposed to exchange fluctuations and we may not be able to control any sudden escalation in prices during the production cycle.

The purchase orders we issue to our suppliers do not contain detailed terms and conditions for eventualities where the supply is not done in accordance with the supply terms agreed with our suppliers. For instance, where we have specified the delivery schedule to be four weeks from the date of the purchase order, our purchase order does not specify the damages that we may levy on our suppliers in case the material is not delivered to us with 4 weeks. The purchase orders do not provide for clauses relating to indemnification, liquidated damages, dispute resolution and termination. Such purchase orders may have commercial implications on our Company in case of a dispute with our suppliers. In the absence of a contractual basis for a liability, we may have to approach the courts with relevant jurisdiction for enforcing our rights against our suppliers, which may lead to delays in supply, strained relationship with our suppliers, protracted litigation and delays in our obligations with our customers resulting in an adverse effect on our business, results of operations, financial condition and cash flows. The costs incurred towards the manufacturing including procuring raw materials is borne by us while the cost of shipping of the manufactured products are borne by customers.

Further, under our OEM business model, the raw material specifications are given by the customers and, in some cases, the suppliers from whom the raw materials are to be purchased are also identified by the customers. Any volatility in prices of such raw materials does not affect our profitability as the contract with the customer states these parameters, on the basis of which the raw material cost is a pass-through item for us. The conversion cost is agreed upon prior to placing of orders as the cost sheet is shared with the customers. Conversion cost is the entire value-add provided by us for converting the raw material into finished goods till the final dispatch to the customer. Similarly, under our ODM business model, raw material procurement is directly carried out by us. We manage the supply chain of raw materials and components by implementation of strategic drivers, business tools and processes which aim to improve the overall effectiveness and efficiency of designing, manufacturing and delivering of products. We monitor raw material price trend in international markets, freight rate and transit time, Oracle based software at centralized warehouses across product verticals, budget costing for each product vertical and monitoring the same against actual cost of manufacturing.

Therefore, irrespective of the mode of our manufacturing activity we are exposed to the risk that we may be unable to acquire necessary raw materials and components for our business on time. At various times, supplies of some of the raw materials and electronic components that we use, have been scarce as a result of strong demand for those input components or problems experienced by suppliers. We may face similar situations or shortages in the future. In addition, in certain circumstances, we are required to source certain key components from suppliers on approved vendor lists, who have been qualified by our customers and we may not be able to obtain alternative sources of supply should such qualified suppliers be unable to supply our requirements in the future.

Since we do not maintain long term inventories of raw materials and components, we may also be exposed to price risks should the cost of the components we require increase due to market conditions or any other factors. Shortages of raw materials and components at prices favourable to us could result in reduced production or delays in production, which may restrict our capacity to fulfil large orders at short notice or prevent us from making scheduled shipments to customers. Any future inability to accept high volume orders at short notice or make scheduled shipments could cause us to experience a reduction in our sales and could adversely affect our relationship with existing customers as well as prospective customers. Component shortages may also increase our costs of goods sold because we may be required to pay higher prices for components in short supply and redesign or reconfigure products to accommodate substitute components. As a result, component shortages could adversely affect our operating results for a particular period due to the resulting revenue shortfall and increased manufacturing or component costs.

8. ***We are subject to fluctuations in the prices of raw material and component prices and this may result in a decline in the stated value of our inventory thereby affecting our inventory management which may adversely affect our business.***

As we procure raw materials for short periods of our manufacturing cycle, there can be shortages or oversupply (as the case maybe) of key components. A shortage of any of these components generally increases their prices, and may depress our margins to the extent that it is not possible to pass these higher component prices on to our customers. This could be possible in the case of our ODM business model. In our experience, such shortages, can quickly end and result in oversupply as suppliers ramp up production following capital expenditures to increase capacity. If we fail to anticipate customer demand properly, a temporary oversupply could result in excess or obsolete components which could affect our gross margin and my also affect our working capital management. Such volatility in supply of raw materials or components may adversely affect our business if we cannot manage our supply of such components and react quickly to market changes. We believe that shortages and oversupply are cyclical in nature and integral to our business cycle, and hence there can be no assurance that shortages or oversupply of key components (among others) will not occur in the future or that any such shortages or oversupply will not be a major contributing factor on the results of our operations.

9. ***We depend on a certain suppliers for our raw materials and other components required for our manufacturing process which could result in delays and adversely affect our output.***

Our production depends on obtaining adequate supplies of components on a timely basis. We purchase our main components from domestic and international third-party component manufacturers that can satisfy our quality standards as well as those of our customers and meet our volume requirements and with who we have good relations with. Therefore, in light of this there are few suppliers we believe who may supply (within time) the raw materials of the required specifications and up to the quality standards which we believe are essential in our manufacturing process and for our products. In some cases, pursuant to our contractual arrangements and requirements therein, we are required to procure components from certain identified suppliers which are set out by our customers in the agreements that we enter into with them. Therefore, we place reliance on these key suppliers and this generally involves several risks, including a shortage of components, increases in component costs and reduced control over delivery schedules. Also the capacity of certain of these suppliers may not be equipped to cope with increase in orders on short notice or may prefer other customers to make supplies to over us.

Our reliance on certain key suppliers could result in delays that could adversely affect our output, results of operations and financial condition. Where alternative sources of components are available, qualification of the alternative suppliers, establishment of reliable supplies from such sources and reliance on them over time may result in delays that could adversely affect our manufacturing processes, results of operations or financial condition.

10. ***We may be subject to financial and reputational risks due to product quality and liability issues which may have an adverse effect on our business, financial condition and results of our operations.***

In the event that we and our component suppliers are not able to meet the regulatory quality standards, or strict quality standards imposed by our customers, which are applicable to us in our manufacturing processes, it could have an adverse effect on our business, financial condition, and results of operations. The contracts we enter into with our customers typically include warranties that the products we deliver will be free from defects and perform in accordance with specifications agreed with the customers. To the extent that products shipped by us to our customers do not, or are not deemed to, satisfy such warranties, we could be responsible for repairing or replacing any defective products, or, in certain circumstances, for the cost of effecting a recall of all products which might contain a similar defect, as well as for consequential damages. However, we are still subject to claims from our customers if end products sold by our customers fail to perform or cause injury, death or damage due to problems in our products due to defects attributable to us. If any of the products sold by us fail to comply with applicable quality standards, it may result in customer dissatisfaction, which may have an adverse effect on our business, sales and results of operations. From time to time, due to human or operational error, orders may not meet the specifications required by those customers and may therefore be rejected by customers. Any ongoing issues with products not meeting required specifications could reduce our revenue and negatively impact our reputation and financial performance.

While we undertake sample based testing of our products in accordance with the agreements entered into with customers, the possibility of future product failures could cause our Company to incur substantial expense to replace defective products, provide refunds or resolve disputes with our customers through litigation, arbitration or other means. While we maintain provision for warranties for the products we manufacture, this may not be sufficient. There can be no assurance that we will be able to recover any losses incurred as a result of product liability in the future from any third party, or that defects in the products sold by us, regardless of whether we are responsible for such defects, would not adversely affect our standing and reputation in the marketplace and customer relationships, result in monetary losses and have a material adverse effect on our business, financial condition and results of operations.

11. ***Our manufacturing facilities are critical to our business. Any disruption in the continuous operations of our manufacturing facilities would have a material adverse effect on our business, results of operations and financial condition.***

We have total of six manufacturing facilities, which are located in the states of Uttarakhand and Uttar Pradesh. The majority of our revenue is presently from products manufactured at these manufacturing facilities, therefore, any disruption to our manufacturing facilities may result in production shutdowns. These facilities are subject to certain operating risks, such as the breakdown or failure of equipment, power supply or processes, performance below expected levels of efficiency, obsolescence of equipment or machinery, labour disputes, natural disasters, industrial accidents and the need to comply with the directives of relevant government and regulatory authorities. Our customers rely significantly on the timely delivery of our products and our ability to provide an uninterrupted supply of our products is critical to our business. The Noida I Facility, Noida II Facility and Noida III Facility are currently operating on a long-term leasehold basis and have been taken on lease from Noida Authority. The lease deeds entered into by us with the Noida Authority require us to obtain their written consent prior to, among others, change in capital structure. We have made applications to Noida Authority seeking consent for the change in capital structure pursuant to the Offer and are awaiting their consent for the same. In the event that the consents sought by us are not received prior to the Offer or Noida Authority initiates any actions adverse to our interest, our business operations, especially in our manufacturing facilities located in Noida, may be adversely affected as these facilities are located on the land leased from Noida Authority.

Further, our electricity requirements for our manufacturing facilities are directly sourced from local utilities. While we maintain power back-up in the form of diesel generator sets, we cannot assure you that we will successfully be able to prevent disruptions in our manufacturing processes in case of non-availability of adequate supply of power.

In particular, if operations at our manufacturing facilities were to be disrupted as a result of any significant workplace accident, equipment failure, natural disaster, power outage, fire, explosion, terrorism, adverse weather conditions, labour dispute or unrest, obsolescence or other reasons, our financial performance may be adversely affected as a result of our inability to meet customer demand or committed delivery schedules for our products. Interruptions in production may also increase our costs and reduce our sales, and may require us to make substantial capital expenditures to remedy the situation or to defend litigation that we may become involved in as a result, which may negatively affect our profitability, business, financial condition, results of operations, cash flows and prospects. For instance, in April 2017, a portion of our Noida I Facility was subject to fire and our Company has estimated the loss incurred due to this fire to be around ₹ 30.00 million. In the event that our Company files a claim under the applicable insurance policy, there is no assurance that we will be able to recover all or part of the losses incurred.

Further, we are in the process of construction of a manufacturing facility in Dehradun on land which is subject to litigation. In the event that the any adverse order is issued against us, we could suffer losses as to the cost of the land, expenses incurred by us towards the construction of this facility or work stoppages and our financial performance may be adversely affected as a result of our inability to meet customer demand or committed delivery schedules for our products which shall be manufactured at this proposed facility.

12. *Our manufacturing facilities located in Dehradun are availing certain tax benefits which are available for a specified period of time. Expiry or early withdrawal of such tax benefits may adversely affect our results of operations and prospects.*

We benefit from certain tax exemptions provided by the Government of India in relation some of the manufacturing activities undertaken by us at our Dehradun I Facility, Dehradun II Facility and Dehradun III Facility. These tax exemptions are related to tax holiday under section 80IC of the Income Tax Act, 1961 and the Central Excise Act, 1944, Uttarakhand Value Added Tax Act, 2005 and the Central Sales Tax Act, 1956. Most of these benefits available to us will expire between Fiscal 2018 to Fiscal 2020. For further details, refer to the "*Statement of Tax Benefits*" on page 118.

When these tax benefits expire or terminate, our tax expense is likely to materially increase thereby impacting our profitability after tax. Our profitability will be affected to the extent that such benefits will not be available beyond the periods currently contemplated. Our profitability may be further affected if we are subject to any dispute with the tax authorities in relation to these benefits or in the event we are unable to comply with the conditions required to be complied with in order to avail ourselves of these benefits.

Further, with the introduction of the GST, the tax benefits available to us under the Central Excise Act, 1944, Uttarakhand Value Added Tax Act, 2005 and the Central Sales Tax Act, 1956, may be withdrawn or partly withdrawn prior to the contemplated expiration or termination of such benefits. At this stage, we are unable to quantify the impact that such changes may have on our business, results of operations and profitability, due to limited information available in the public domain. See section titled "*Risk Factor- The GoI may implement a new national tax regime by imposing GST*" on page 37.

13. *Our Company's production capacity may not correspond precisely to its production demand which may affect our results of operations.*

Our customers may require us to have a certain percentage of excess capacity that would allow our Company to meet unexpected increases in purchase orders. On occasion, however, customers may require rapid increases in production beyond our Company's production capacity, and we may not have sufficient capacity at any given time to meet sharp increases in these requirements. On the other hand, at times there is also a risk of the underutilization of the production line, which may result in lower profit margins. To soften the impact of this, our Company closely coordinates with customers to have in place regular capacity reports and action plans for common reference and future capacity utilizations. Our Company also closely collaborates with its customers to understand the required technology roadmaps, anticipate changes in technological requirements, and discuss possible future solutions. However, any mismatch in production demand and our production capacity can adversely affect our profitability or results of operations.

14. *Our operating results may fluctuate from period to period or be subject to seasonality which may affect our business and financial condition.*

There is a risk that our operating results may fluctuate. Some of the principal factors affecting our operating results include:

- our customers' sales and future business prospect, purchasing patterns and inventory adjustments;
- terms and conditions of the contractual arrangements entered into with customers;
- the mix of the types of products we supply to our customers;
- our effectiveness in managing manufacturing processes and inventory management;
- breakdown, failure, or substandard performance of equipment and our ability to repair them thereby reducing the impact on manufacturing process;
- changes in demand for our products;
- our ability to make optimal use of available manufacturing capacity;
- technological changes and changes in manufacturing processes;

- changes in the cost and availability of labour, raw materials and components and which affect our margins and our ability to meet delivery schedules;
- our ability to manage the timing of our component purchases so that components are available when needed for production, while avoiding the risks of purchasing inventory in excess of immediate production needs;
- timing of new technology development and the qualification of this technology by our customers;
- new product introductions and delays in developing the capability to produce new products;
- our ability to obtain financing in a timely manner; and
- local conditions and events that may affect our production volumes, such as labour conditions and political instability.

The occurrence of any such or other problems could materially and adversely affect our business, financial condition, and results of operation. Thus, it is possible that in some future period our operating results or growth rate may be below the expectations of investors. In addition, sales of consumer-related products may be subject to seasonality. We generally experience seasonal peaks during the third quarter of the year, primarily as a result of increased demand for home appliances, mobile phones and consumer electronics from the holiday season sales. We expect that our ongoing operations will continue to be materially affected by seasonality in our results of operations.

15. *We may not be able to optimally utilise our integrated service model to enhance and support our business which may affect our operations, reputation and profitability.*

We strive to provide end-to-end solutions to our customers, in manufacturing, from designing, global sourcing, manufacturing, quality testing, packaging to logistics support. We have backward integration of our facilities to enable us to be cost efficient, reduce dependency on third party suppliers (providing raw materials and components) and control quality of components used in the manufacture of products. As part of our backward integration model, we have developed in house capabilities for panel assembly, PCB assembly, wound components, sheet metal and plastic moulding, which are essential components of our manufacturing processes. We rely on our integrated services for timely and quality manufacturing of our products to fulfil our customers' demands. Should there be any disruptions or malfunctions at any of our facilities as a result of which the components required for manufacturing the end products are not available on time, we may have to procure such components from third party suppliers which may not be available at short notice in the volume required by us, within the timelines required by us or at the rates favourable to us which may have an adverse effect on our profitability and results of operations. Such failure to procure quality components on time may also harm our reputation and cause our customers to terminate our agreements.

16. *A significant portion of our sales come from our consumer electronics vertical. If there is a decrease in the demand for these products or a decrease in the average selling prices of these units, our results of operations could be adversely affected.*

A significant portion of our revenue is attributed to sales of the consumer electronics vertical which accounted for 36.38%, 55.43%, 64.56% and 63.84% of revenue from operations (net) for the nine months ended December 31, 2016, and Fiscals 2016, 2015 and 2014, respectively. Demand for these products is affected by, among other things, average selling prices, changes in technology and user preferences. If such demand were to decrease, or average selling prices were to decrease further, our results of operations could be materially adversely affected. We cannot assure you that we would be in a position to be able to service our customers if the selling price of such products to our customer decreases in the future.

17. *Success of the products manufactured by us is driven by user preferences. Obsolescence arising form the changes in technology may affect on the demand of our products which may result in price declines.*

Our industry is characterized by the changing technology (including advances in both software and hardware functionality and performance) and user preferences, evolving industry standards and the frequent introduction of new products and enhancements. As a result, the price of our technology driven products tends to decline over the product life cycles, reflecting product obsolescence, decreased costs of input components, decreased demand and increased competition as more manufacturers are able to produce similar products in large numbers as such products become standardized. The trend towards declining average selling prices over the life cycles of our products has resulted in constant downward pressure on our margins.

Owing to advancement in technology and/or changes in consumer preferences, we may be forced to reduce the price of our products which we sell to our customers as they may face reduced demand for such products and therefore may have to resort to discounts and price reductions to continue to sell these products. Any such an impact on our customers also has an effect on us, therefore to mitigate the effects of price declines in our existing products and to sustain margins, we are constantly trying to improve our production efficiency by reducing our input costs, reducing our inventory levels and lowering among other things, our operating costs to be able to continue to make margins at all times. Our ability to do so depends on factors both within and outside our control and may be constrained by the distinct characteristics and production requirements of individual products. Therefore, changes in the technology could not only renders the products sold by our customers obsolete it also reduces our ability to be able to manufacture more such products and accordingly we are also required to be able to move with the trends that our customers see from their customers.

We cannot be certain that we will be able to continue to improve production efficiency and maintain reasonable margins for all our existing products. To maintain profitability, our strategy, in addition to improving our production efficiency for our existing products, has been to design new and improvised original products designs, prior to our competitors doing the same and thereby being able to retain and acquire new customers. This strategy requires us to obtain and incorporate new hardware, software, communications and peripheral technologies into our product range, some of which are primarily developed by others. These newer products generally carry higher profit margins but require large expenditures for research and development or the acquisition of new technologies. Our product strategy focuses on designing and producing products that comply with evolving industry performance standards, meet customer quality expectations and are available at prices appealing to our customers.

There can be no assurance that our strategy will be successfully implemented or that it will be effective in maintaining our profitability. Because of the pace of technological advances, we may in addition to our existing products also be required to also introduce new products that offer our customers the latest competitive technologies while managing the production of our existing products on a timely basis. The success of any new product is dependent on factors including timely completion of new product design, acceptable production yields and market acceptance. Since the product design process is sometimes carried out well in advance of production and sales, we must seek to anticipate factors including the expected demand for the product as well as advances in technology. In light of the foregoing, we cannot be sure that new products designed by us will gain market acceptance or will not be adversely affected by new technological changes or new product designs by our competitors. Any delay in developing new products, or commencing commercial production of such new products or in replacing existing products with new products or our continued inability to not be able to predict trends and be able to service our customers may have an adverse effect on our business, financial condition and results of operations.

18. *Our success also depends to an extent on our research and development capabilities and failure to derive the desired benefits from our product research and development efforts may hurt our competitiveness and profitability.*

Our success is dependent on our ability to develop new products and continue to work on and improve production capabilities. We make investments in product research and development, in particular, to improve the quality of our products and expand our new product offerings, which we believe are factors crucial for our future growth and prospects.

We cannot assure you that our future product research and development initiatives will be successful or be completed within the anticipated time frame or budget, or that our newly developed or improvised products will achieve wide market acceptance from our customers. Even if such products can be commercially successful, there is no guarantee that they will be accepted by our customers and achieve anticipated sales target or in a profitable manner. Additionally, there can be no guarantee that the time and effort that we spend in research and development would be beneficial to the Company. There can be assurance that costs incurred by us towards research and development may in the future actually reduce the costs incurred by us towards production of these products.

In addition, we cannot assure you that our existing or potential competitors will not develop products which are similar or superior to our products. It is often difficult to project the time frame for developing new products and the duration of market window for these products, there is a substantial risk that we may have to abandon a potential product that is no longer commercially viable, even after we have invested significant resources in the development of such product. If we continue to fail in our product launching efforts, our business, prospects, financial condition and results of operations may be materially and adversely affected.

19. ***If companies with products that we currently manufacture or may manufacture in the future do not continue to outsource manufacturing to electronics manufacturing companies in India, our sales could be adversely affected.***

We are engaged in the business of providing end to end product solutions as well as original design manufacturing of consumer durables and lighting products. In recent years, branded companies operating and selling products under their respective brands in these segments, have increasingly outsourced the manufacturing of their products to EMS providers in India.

We believe that we have benefited from this outsourcing trend in large part due to our flexibility and ability to reduce costs in manufacturing these products. A customer's decision to outsource is affected by its ability and capacity for internal manufacturing and the competitive advantages of outsourcing. There can be no assurance that the customers will continue to outsource or increase the share of outsourcing. If branded consumer electronics and durable companies do not continue to outsource the manufacturing of their products or reduce the amount of manufacturing outsourced by them or if our customers decide to perform these functions internally or because they use other providers of these services, our Company's future growth could be limited our sales and operating results may suffer.

20. ***Our overall margins may fluctuate as a result of the product mix manufactured by us.***

In general, our overall margins may fluctuate depending on the product mix manufactured. For example, the gross margin of any given product could depend on the product's end market, total volume manufactured, complexity of manufacturing processes, stage of lifecycle, maturity of technology, and other factors. As a result, a change in product mix may decrease the gross margins and operating margins of our Company, which could have a material adverse effect on our business, financial condition and results of operations.

21. ***Our Company as well as our customers operate in a highly competitive industry. Failure to compete effectively may have an adverse impact on our business, financial condition, results of operations and prospects.***

Some of our Company's competitors in the industry may have greater design, engineering, manufacturing, financial capabilities, or superior resources. Our customers evaluate the product suppliers based on, among other things, manufacturing capabilities, speed, quality, engineering services, flexibility, and costs. Therefore, we are exposed to risks of our competitors having to better resources that us.

Further, OEMs continuously seek to reduce cost. Therefore, our ability to be cost efficient is a critical factor in being preferred by our customers. In addition, major OEMs typically outsource the same type of products to at least two or three outsourcing partners in order to diversify their supply risks. The competitive nature of the industry may result in substantial price competition. The industry could become even more competitive if OEMs fail to significantly increase their overall levels of outsourcing or start manufacturing in-house. This would result in an increasingly competitive market with a smaller market share for the existing players. Increased competition could result in significant price competition, reduced revenues, lower profit margins, or loss of market share, any of which would have a material adverse effect on our Company's business, financial condition, and results of operations. Similarly, in the ODM business model, our ability to be cost efficient in addition to resulting in more customers also results in better margins.

Our Company's customers may opt to transact with our competitors instead of our Company or if the Company fails to develop and provide the technology and skills required by its customers at a rate comparable to its competitors. There can be no assurance that we will be able to competitively develop the higher value add solutions necessary to retain business or attract new customers. There can also be no assurance that we will be able to establish a compelling advantage over our competitors.

22. ***The activities carried out at our manufacturing facilities can cause injury to people or property in certain circumstances.***

The activities carried out at our manufacturing facilities may be potentially dangerous to our employees. While we employ safety procedures in the operation of our manufacturing facilities and maintain what we believe to be adequate insurance, there is a risk that an accident may occur at any of our manufacturing facilities. An accident may result in personal injury to our employees or the labour deployed at our facilities, destruction of property or equipment, manufacturing or delivery delays, environmental damage, or may lead to suspension of our operations and/or imposition of liabilities. Any such accident may result in litigation, the outcome of which is difficult to assess or quantify, and the cost to defend such litigation can be significant. As a result, the costs to defend any action or the potential liability resulting from any such accident or death or arising out of any other litigation, and any negative publicity associated therewith, may have a negative effect on our business, financial condition, results of operations, cash flows and prospects.

23. *We are in the process of setting up our Tirupati Facility pursuant to the Government Order issued in our favour.*

Pursuant to the terms as set out in Government Order, we are entitled to undertake manufacturing activities for the manufacture of LED televisions of various sizes, automatic washing machine (twin tub & single tub), LED lighting products (not restricted to but including LED lamps, down lighters, street light, led baton, mobile phones, home theatres, CFL lamps for export purposes, air conditioners etc.), injection moulding infrastructure for backward integration of all products produced and also a repair and refurbishment centre for mobile phones, LED television and digital set top box. The Tirupati facility shall be leased to us (and/or to such other entities where our Company has a certain prescribed shareholding) for a period of 30 years in addition to power supply which shall be provided for the manufacturing activities. We may be required to enter into a lease deed or other documents with the relevant authorities closer to the commencement of production at the Tirupati Facility to avail the aforementioned facilities. Some of the benefits provided include transport subsidies. If the Government Order is revoked or cancelled for any reason whatsoever, or if the documentation required to be executed with the relevant authorities is not completed within the expected timelines or at all, this may have an impact on our growth prospects in addition to incurring losses on the amounts we would have incurred towards our Tirupati Facility. A portion of the Net Proceeds are proposed to be utilized for setting up a unit for manufacturing of LED TVs at the Tirupati Facility.

24. *We may not be able to successfully develop new production processes and new products if we are unable to identify emerging trends and are not able to predict user preferences.*

The consumer durables, lighting and mobile phones industry are characterized by rapidly changing technology, evolving industry standards, new service and product introductions and changing customer demands. Our ability to anticipate changes in technology and to successfully develop and introduce new and enhanced products on a timely basis is a significant factor in our ability to remain competitive. Our Company evaluates new products and production processes on a regular basis. We believe that our future success will depend in part upon our ability to develop new production processes and to develop and market new products which meet evolving customers' needs and successfully anticipate or respond to technological changes in production processes in a cost-effective manner and on a timely basis. Our Company has co-operated in the past and continues to be actively involved as an OEM and ODM player and intends to continue engaging in research and development activities to keep pace with market developments and remain competitive.

There can be no assurance that we will be able to secure the necessary technological knowledge or will be successful in developing new manufacturing processes and new products that will allow us to adapt to the changing consumer preferences. If we are unable to develop these in a timely manner, or at all, we may be unable to effectively implement our strategies, and our business and results of operations may be adversely affected. To compete effectively in the electronics manufacturing industry, we must be able to develop and produce new products to meet our customers' demand in a timely manner.

We cannot assure you, however, that we will be able to install and commission the equipment needed to manufacture products for our customers' new product programs in time for the start of manufacturing, or that the transitioning of our manufacturing facilities and resources to full production under new product programs will not impact production capacity or other operational efficiency measures at our facilities. As a result, we may incur capital expenditures to develop products to meet customer demands. Our failure to successfully develop and manufacture new products, or a failure by our customers to successfully launch new products, could materially adversely affect our results of operations.

25. *If we fail to keep our technical knowledge and process know-how confidential, we may suffer a loss of our competitive advantage.*

We possess extensive technical knowledge about our products and such technical knowledge has been developed through our own experiences. Our technical knowledge is an independent asset of ours, which may not be adequately protected by intellectual property rights such as patent registration or design registration. Some of our technical knowledge is protected only by secrecy. As a result, we cannot be certain that our technical knowledge will remain confidential in the long run.

Certain proprietary knowledge may be leaked (either inadvertently or wilfully), at various stages of the manufacturing process. A significant number of our employees have access to confidential design and product information and there can be no assurance that this information will remain confidential. Moreover, certain of our employees may leave us and join our various competitors. Although we may seek to enforce non-disclosure agreements in respect of research and development, we cannot guarantee that we will be able to successfully enforce such agreements. We also enter into non-disclosure agreements with some of our customers and suppliers but we cannot assure you that such agreements will be successful in protecting our technical knowledge. The potential damage from such disclosure is increased as many of our designs and products are not patented, and thus we may have no recourse against copies of our products and designs that enter the market subsequent to such leakages. In the event that the confidential technical information in respect of our products or business becomes available to third parties or to the general public, any competitive advantage we may have over other companies in the electronics manufacturing sector could be compromised. If a competitor is able to reproduce or otherwise capitalise on our technology, it may be difficult, expensive or impossible for us to obtain necessary legal protection. Consequently, any leakage of confidential technical information could have an adverse effect on our business, results of operations, financial condition and future prospects.

26. *Our statutory auditors have included certain qualifications and observations on certain matters in their audit reports.*

Our Auditors have included certain observations with respect to matters specified in the main audit report and in terms of the Companies (Auditors Report) Order, 2015 (applicable for Fiscal 2015) and Companies (Auditors Report) Order, 2016 (applicable for Fiscal 2016), in relation to our audited standalone financial statements and audited consolidated financial statements as of and for the financial years ended March 31, 2015 and March 31, 2016. For further details on these qualifications and observations, please refer to the section titled "*Summary Financial Information*" on page 75. Investors should consider the same in evaluating our financial position, results of operations and cash flows.

27. *Our Company has in the past been involved in an intellectual property dispute and there can be no assurance that such or similar instances will not occur in the future.*

Our Company's business depends, on its ability to provide customers with technologically advanced products. Our Company's failure to protect its own intellectual property or the intellectual property of its customers exposes it to legal liability, loss of business to competition and could hurt customer relationships and affect its ability to obtain future business. It could incur costs in either defending or settling any intellectual property disputes. Customers typically require that our Company indemnify them against claims of intellectual property infringement. If any claims are brought against our customers for such infringement, whether these have merit or not, we could be required to expend resources in defending such claims. In the event our Company is subjected to any infringement claims, it may be required to spend a significant amount of money to develop non-infringing alternatives or obtain licenses. Our Company may not be successful in developing such alternatives or in obtaining such licenses on reasonable terms or at all, which could disrupt manufacturing processes, damage its reputation, and affect its profitability. In addition, competitors may hold or receive patents that contain claims covering other technology included in our current or future products that could hinder or prevent the sale of our products or require us to obtain licenses to such technology, which might not be available on acceptable terms or at all. Our Company observes strict adherence to approved processes and specifications and adopts appropriate controls to ensure that its intellectual property and that of its customers are protected and respected. We continuously monitor compliance with confidentiality undertakings of our Company and the management. In 2015, we made provisions for a payment of ₹ 144.89 million to a customer towards breach of certain covenants in the agreements entered into with such customer.

28. *The trademark being used by us for our business are not registered and our inability to obtain this registration may adversely affect our competitive business position. Our inability to protect or use our intellectual property rights may adversely affect our business.*

In March 2017, we have filed applications for the registration of the word "Dixon" and device Dixon™ under classes 7, 9, 11 and 37. However, this registration has not yet been granted as on the date of this Draft Red Herring Prospectus. In the absence of such protection, we may not be able to prevent infringement of our trademark and a passing off action may not provide sufficient protection until such time that this registration is granted.

If our unregistered trademark is registered in favour of a third party, we may not be able to claim registered ownership of the trademark and consequently, we may be unable to seek remedies for infringement of this trademark by third parties other than relief against passing off by other entities. Further, we may become subject to claims by third parties if we use the trademark in breach of any intellectual property rights registered by such third parties. Any legal proceedings pursuant to such claims, or settlements thereunder, may divert management attention and require us to pay financial compensation to such third parties. We have also not obtained any registrations for the designs developed by us in our R&D centre. These designs have contributed to the growth of our ODM revenues over the last three years. Our inability to obtain or maintain these registrations may adversely affect our competitive business position.

29. *Certain corporate records and regulatory filings of our Company are not traceable.*

Certain corporate records and regulatory filings, including those in relation to issue and allotment of Equity Shares by our Company during the year 1996, annual return for Fiscal 1997, registration of resolutions and agreements, appointment of some directors and annual return on foreign liabilities and assets for the years 2009 to 2011 (which we have subsequently re-filed) are not traceable. While we believe that these filings were duly made, we have not been able to trace copies of the same. Copies of such relevant documents, including from the relevant regulatory or statutory authorities in India, wherever applicable, are not available. We have placed reliance on other documents, including our annual returns, audited financial statements and minutes of the meetings of our Board of Directors and Shareholders for corroborating the share capital history of our Company for such period. We cannot assure you that these corporate records and regulatory filings will be available in the future or that we will not be subject to any penalties imposed by the relevant regulatory authority in this respect.

30. *Our business requires us to obtain and renew certain licenses and permits from government, regulatory authorities and the failure to obtain or renew them in a timely manner may adversely affect our business operations.*

Our business requires us to obtain and renew from time to time, certain approvals, licenses, registrations and permits, some of which have expired and for which we have either made or are in the process of making an application for obtaining the approval or its renewal. In addition, we require certain approvals, licenses, registrations and permissions under various regulations, guidelines, circulars and statutes regulated by authorities such as the Government of India, the State Governments and certain other regulatory and government authorities, for operating our business. In particular, we are required to obtain certificate of registrations for carrying on certain of our business activities from the Government of India, the State Governments and other such regulatory authorities that are subject to numerous conditions.

Failure by us to renew, maintain or obtain the required permits or approvals at the requisite time may result in the interruption of our operations and may have an adverse effect on our business, financial condition and results of operations. Further, we cannot assure 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. Any failure to renew the approvals that have expired or apply for and obtain the required approvals, licenses, registrations or permits, or any suspension or revocation of any of the approvals, licenses, registrations and permits that have been or may be issued to us, may impede our operations. We have applied for certain regulatory approvals that have not been received as of the date of this Draft Red Herring Prospectus. For further details, please refer to the section titled "*Government and Other Approvals*" on page 379.

While as of the date of this Draft Red Herring Prospectus, we are not subject to any environmental legal proceedings, we may be impleaded in such legal proceedings in the course of our business in the future. There can be no assurance that we will not become involved in future litigation or other proceedings or be held responsible in any such future litigation or proceedings relating to safety, health and environmental matters in the future, could divert management time and attention, and consume financial resources in defence or prosecution of such legal proceedings or cause delays in the construction, development or commencement of operations of our projects. No assurance can be given that we will be successful in all, or any, of such proceedings. Further, clean-up and remediation costs, as well as damages, other liabilities and related litigation, could adversely affect our business, financial condition and results of operations.

In the event that we are unable to obtain such approvals in a timely manner or at all, our business operations may be adversely affected.

31. *Our insurance coverage may not adequately protect us against all material hazards.*

Our Company has obtained coverage under insurance policies against certain risks. The main insurance policies obtained by us consist of fire and special perils insurance with add on cover for earthquakes and in certain cases,, for our manufacturing facilities, machinery and other equipment and products that we manufacture. While we believe that the insurance coverage that we maintain is in accordance with industry standards, there can be no assurance that any claim under the insurance policies maintained by us will be honoured fully, in part or on time, or that we have taken out sufficient insurance to cover all material losses. To the extent that we suffer loss or damage for which we did not obtain or maintain insurance, that is not covered by insurance or exceeds our insurance coverage, the loss would have to be borne by us and our cash flows, results of operations and financial performance could be adversely affected. For instance, in April 2017, a portion of our Noida I Facility was subject to fire and our Company has estimated the loss incurred due to this fire to be around ₹ 30.00 million. In the event that our Company files a claim under the applicable insurance policy, there is no assurance that we will be able to recover all or part of the losses incurred.

32. *We have issued Equity Shares during the last 12 months at a price that may be lower than the Offer Price.*

We have issued Equity Shares during the last 12 months preceding the date of this Draft Red Herring Prospectus at a price that may be lower than the Offer Price, as detailed in the following table:

Date of allotment	Number of Equity Shares	Face value (₹)	Issue price (₹)	Reasons for allotment
August 27, 2016	1,290,041	10.00	290.66	Conversion of compulsorily convertible debentures
September 17, 2016	177,380	10.00	119.00	Allotment pursuant to exercise of ESOPs under ESOP Plan
September 17, 2016	137,426	10.00	290.00	Allotment pursuant to exercise of ESOPs under ESOP Plan
September 20, 2016	6,277,337	10.00	Nil	Bonus issue to all Shareholders in the ratio of 4:3

For further details in relation to the above issuance of Equity Shares, refer to the section titled "*Capital Structure*" on page 91.

The Offer Price is not indicative of the price that will prevail in the open market following listing of the Equity Shares.

33. *We have certain contingent liabilities and our cash flows, financial condition and profitability may be adversely affected if any of these contingent liabilities materialise.*

As of December 31, 2016, the following contingent liabilities, on a standalone and on a consolidated basis, were not provided for in our Restated Financial Statements:

(*₹ in million*)

S. No.	Particulars	As of December 31, 2016 (on a standalone basis)	As of December 31, 2016 (on a consolidated basis)
1.	Letter of credit (outstanding)	97.99	329.55
2.	Guarantees issued by bankers on behalf of Company and amount outstanding. (These are covered by the charge created in favour of Company's banker by way of hypothecation of stock and debtors besides pledge of fixed deposits as margin money)	1.84	2.91
3.	Corporate guarantees given to bank on behalf of subsidiaries/ associates for purpose of financial assistance.	535.00	535.00
4.	Bill discounting with banks	46.60	46.60

S. No.	Particulars	As of December 31, 2016 (on a standalone basis)	As of December 31, 2016 (on a consolidated basis)
5.	Demand for Income Tax under appeal with CIT (A), Tribunal and objection filed under dispute resolution panel	16.96	16.96
6.	Demand for Sales Tax under appeal with Department/Tribunal/ Courts and show cause notice etc.	6.03	6.83
7.	Demand for excise, custom duty, service tax under appeal with department/tribunal/ courts and show cause notice etc. excluding penalty and Interest	168.45	168.45
8.	Cases pending in labour court and not provided for	1.67	1.67
9.	Stamp duty appeal filed with Chief Controller of Revenue, Allahabad	1.78	1.78
10.	Surety bond given to excise department	957.00	1,089.00

If any of these contingent liabilities materialize, we may have to fulfil our payment obligations, which may have an adverse impact on our cash flows, financial conditions and results of operations. For further details, see the section titled "*Financial Statements*" on pages 273 and 322.

34. ***Our Company had negative cash flows in the past years, details of which are given below. Sustained negative cash flow could impact our growth and business.***

We have experienced negative cash flows in the past which have been set out below:

(*₹in million*)

Particulars	Nine-month period ended December 31, 2016	Fiscal				
		2016	2015	2014	2013	2012
Net cash generated from/(used in) operating activities	294.97	422.54	445.00	103.96	448.99	39.12
Net cash generated from/(used in) investing activities	(305.22)	(216.11)	(222.69)	12.43	(86.30)	(41.82)
Net cash generated from/ (used in) financing activities	68.60	(200.55)	(222.69)	(127.58)	(367.16)	6.85
Net increase in cash and cash equivalents	58.35	5.88	(0.38)	(11.19)	(4.47)	4.15

Cash flows of a company is a key indicator to show the extent of cash generated from the operations of a company 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, it may adversely affect our business and financial operations. For further details, see section titled "*Financial Statements*" and "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" on pages 237 and 335, respectively.

35. ***Some of our Group Companies have incurred losses in the past and may incur losses in the future.***

Some of our group companies have incurred losses in the preceding three fiscals. The details of profit/loss incurred by such Group Companies for the preceding four fiscals are as follows:

(*₹in million, unless otherwise stated*)

S. No.	Name	Profit/(losses) after tax			
		Fiscal 2017	Fiscal 2016	Fiscal 2015	Fiscal 2014
1.	Fincraft Learnings Private Limited	(0.01)	(0.01)	-	-
2.	Dixon Applied Technology Training Institute	N.A.	(0.04)	(0.04)	0.00*

** Negligible as less than 0.01*

For further details on the financial information of our Group Companies, see the section titled "*Our Group Companies*" on page 231.

36. ***Our Promoter, Managing Director and certain Key Managerial Personnel hold Equity Shares in our Company and are therefore interested in our Company's performance in addition to their remuneration and reimbursement of expenses.***

Our Promoter, Managing Director and Key Managerial Personnel are interested in our Company, in addition to regular remuneration or benefits and reimbursement of expenses, to the extent of their shareholding in our Company. There can be no assurance that our Directors (including our Promoter) and our Key Managerial Management Personnel will exercise their rights as shareholders to the benefit and best interest of our Company. Also, see sub-section titled "*Our Management – Loans to Directors and Key Managerial Personnel*" on page 227.

37. ***Our Promoter, Managing Director and one individual forming part of our Promoter Group, who are also Selling Shareholders, will receive proceeds from the Offer for Sale.***

The Offer comprises of the Fresh Issue and the Offer for Sale by the Selling Shareholders. The entire proceeds from the Offer for Sale will be paid to the Selling Shareholders, which includes our Promoter, our Managing Director and one individual forming part of our Promoter Group. Our Company will not receive any proceeds from the Offer for Sale. For further details, see section titled "*Objects of the Offer*" on page 105.

38. ***We do not own certain premises used by our Company and some of these premises which we have leased may not be duly registered or adequately stamped.***

Certain premises used by our Company, such as the Dehradun II Facility, Dehradun III Facility and the services centres operated by us, have been obtained on a lease. If any of the owners of such leased or licensed premises do not renew the agreements under which we occupy or use the premises on terms and conditions acceptable to us, or at all, we may suffer a disruption in our operations. Further, some of the lease agreements which our Company has executed in relation to the service centres are not adequately stamped and registered. Unless such documents are adequately stamped or duly registered, such documents may be rendered as inadmissible as evidence in a court in India or attract penalty as prescribed under applicable law, which may result in an adverse effect on the continuance of the operations and business of our Company. We have purchased a property from our Promoter which is jointly held by him and have paid ₹ 21.40 million towards the same. For further details, please refer to the section titled "*Our Promoter and Promoter Group – Interest of Promoter in the property of our Company*" on page 228.

39. ***There are outstanding litigations against our Company, Promoter, Directors and Subsidiary. An adverse outcome in any of these proceedings may affect our reputation and standing and impact our future business and could have a material adverse effect on our business, financial condition, results of operations and cash flows.***

As on the date of this Draft Red Herring Prospectus, we are involved in certain civil, tax and criminal legal proceedings which are pending at different levels of adjudication before various courts, tribunals, forums and appellate authorities. We cannot assure you that these legal proceedings will be decided in our favour. Decisions in proceedings adverse to our interests may have a significant adverse effect on our business, financial condition, results of operations and cash flows. In relation to tax proceedings, in the event of any adverse outcome, we may be required to pay the disputed amounts along with applicable interest and penalty and may also incur additional tax incidence going forward.

A summary of pending material civil, tax and criminal proceedings involving our Company, Promoter, Directors, and Subsidiary, as identified by our Company pursuant to the materiality policy adopted by our Board is provided below:

Nature of Cases	Number of Cases	Total Amount Involved(1) (in ₹ million)
Proceedings against our Company		
Civil	2	3.24(2)
Criminal	1	-
Tax	45	142.27
Proceedings by our Company		
Civil	1	2.92
Criminal	5	0.68
Proceedings against our Promoter		
Civil	3	1,099.80(2)

Nature of Cases	Number of Cases	Total Amount Involved[(1)] (in ₹ million)
Tax	8	115.17
Proceedings against our Directors		
Civil	3	1,099.80[(2)]
Tax	8	115.17
Proceedings against our Subsidiary		
Tax	3	1.18
Proceedings by our Subsidiary		
Criminal	1	11.98

[(1)] *To the extent quantified.*

[(2)] *Includes ₹3.24 million sought cumulatively from our Company Sunil Vachani and Atul B. Lall and others in the matter filed by PVR Infotech. For further details, see section titled "Outstanding Litigation and Material Developments" on page 370.*

The amounts claimed in these proceedings have been disclosed to the extent ascertainable and include amounts claimed jointly and severally. If any new developments arise, such as a change in Indian law or rulings against us by appellate courts or tribunals, we may need to make provisions in our financial statements that could increase our expenses and current or long term liabilities or reduce our cash and bank balance. For further details, see section titled "*Outstanding Litigation and Material Developments*" on page 369.

40. ***Our Promoter and Promoter Group will continue to retain majority shareholding in our Company after the Offer, which will allow them to exercise significant influence over us.***

After the completion of the Offer, our Promoter and Promoter Group will hold approximately [●]% of our outstanding Equity Shares. Accordingly, our Promoter and Promoter Group will continue to exercise significant influence over our business and all matters requiring shareholders' approval, including the composition of our Board of Directors, the adoption of amendments to our certificate of incorporation, the approval of mergers, strategic acquisitions or joint ventures or the sales of substantially all of our assets, and the policies for dividends, lending, investments and capital expenditures. This concentration of ownership may also delay, defer or even prevent a change in control of our Company and may make some transactions more difficult or impossible without the support of our Promoter and Promoter Group. Further, the Takeover Regulations may limit the ability of a third party to acquire control. The interests of our Promoter, as our Company's controlling shareholder, could conflict with our Company's interests, your interests or the interests of our other shareholders. There is no assurance that our Promoter will act to resolve any conflicts of interest in our Company's or your favour.

41. ***The interests of our Promoter or Directors may cause conflicts of interest in the ordinary course of our business.***

Conflicts may arise in the ordinary course of decision-making by the Promoter or Board of Directors of our Company. Our Promoter or some of our non-executive Directors may also be on the board of certain companies engaged in businesses similar to the business of our Company. For instance one of our Group Companies is authorised to carry our out business similar to ours, which is, manufacture and/or trading of consumer durables, electronic goods and other appliances, however, it is currently not carrying out any business activities. Further there is no assurance that our Directors will not provide competitive services or otherwise compete in business lines in which we are already present or will enter into in future. Such factors may have an adverse effect on the results of our operations and financial condition.

42. ***Reliance has been placed on declarations and affidavits furnished by certain of our Directors and Key Managerial Personnel for details of their profiles included in this Draft Red Herring Prospectus.***

Certain of our Directors and Key Managerial Personnel have been unable to trace copies of certain documents pertaining to their educational qualifications, prior professional experience and previous employment. Accordingly, reliance has been placed on declarations, undertakings and affidavits furnished by these Directors and Key Managerial Personnel to disclose details of their educational qualifications, prior professional experience and previous employment in this Draft Red Herring Prospectus and we have not been able to independently verify these details. Therefore, we cannot assure you that all information relating to the educational and professional background of certain of our Directors and Key Managerial Personnel included in the section and "*Our Management*" beginning on page 224 is complete, true and accurate.

43. ***We have not entered into any definitive arrangements to utilize certain portions of the net proceeds of the Offer. Our funding requirements and deployment of the Net Proceeds of the Offer are based on management estimates and have not been independently appraised, and are not subject to monitoring by any independent monitoring agency.***

We intend to use the net proceeds of the Offer for the purposes described in the section titled *"Objects of the Offer"* on page 105. The objects of the Offer and our funding requirement is based on management estimates and have not been appraised by any bank or financial institution, and are not subject to monitoring by any independent agency. These are based on current conditions and are subject to changes in external circumstances or costs, or in other financial condition, business or strategy, as discussed further below. In addition, while we have received quotations, we have not yet placed orders for the machinery and equipment that we propose to purchase from the net proceeds of the Offer. The actual amount and timing of our future capital requirements may differ from our estimates as a result of, among other things, unforeseen delays or cost overruns, unanticipated expenses, regulatory changes, engineering design changes and technological changes. Our management, in accordance with the policies established by our Board of Directors from time to time, will have flexibility in deploying the net proceeds of the Offer. Based on the competitive nature of our industry, we may have to revise our business plan and/ or management estimates from time to time and consequently our funding requirements may also change. Our management estimates may differ from the value that would have been determined by third party appraisals, which may require us to reschedule or reallocate our expenditure, subject to applicable laws, and may have an adverse impact on our business, financial condition, results of operations and cash flows.

44. ***Any variation in the utilisation of the Net Proceeds as disclosed in this Draft Red Herring Prospectus shall be subject to certain compliance requirements, including prior approval from Shareholders.***

We propose to utilize the Net Proceeds for the following purposes:

- repayment/pre-payment, in full or in part, of certain borrowings availed by our Company;
- setting up a unit for manufacturing of LED TVs at the Tirupati Facility;
- enhancement of our backward integration capabilities in the lighting products vertical at our Dehradun I Facility;
- upgradation of the information technology infrastructure of our Company; and
- general corporate purposes.

For further details of the proposed objects of the Offer, see the section titled "*Objects of the Offer*" on page 105. At this juncture, we cannot determine with any certainty if we would be able to completely utilise the Net Proceeds towards the objects aforementioned. In accordance with Section 27 of the Companies Act, 2013, we cannot undertake any variation in the utilisation of the Net Proceeds as disclosed in this Draft Red Herring Prospectus without obtaining the Shareholders' approval through a special resolution. In the event of any such circumstances that require us to undertake variation in the disclosed utilisation of the Net Proceeds, we may not be able to obtain the Shareholders' approval in a timely manner, or at all. Any delay or inability in obtaining such Shareholders' approval may adversely affect our business or operations.

Further, our Promoter or controlling shareholders would be required to provide an exit opportunity to the Shareholders who do not agree with our proposal to modify the objects of the Offer, at a price and in the manner set out under the SEBI ICDR Regulations. Additionally, the requirement on Promoter or controlling shareholders to provide an exit opportunity to such dissenting shareholders may deter the Promoter or controlling shareholders from agreeing to the variation of the proposed utilisation of the Net Proceeds, even if such variation is in the interest of our Company. Further, we cannot assure you that the Promoter or the controlling shareholders of our Company will have adequate resources at their disposal at all times to enable them to provide an exit opportunity at the price prescribed by SEBI under Chapter VI-A of the SEBI ICDR Regulations.

In light of these factors, we may not be able to undertake variation of objects of the Offer to use unutilised proceeds of the Offer, if any, even if such variation is in the interest of our Company. This may restrict our Company's ability to respond to any change in our business or financial condition by re-deploying the unutilized portion of the Net Proceeds, if any, which may adversely affect our business and results of operations. Further, pending utilisation, we are required to deposit the Net Proceeds only in scheduled commercial banks listed under schedule II of the Reserve Bank of India Act, 1934.

45. ***We are subject to certain restrictive covenants in our financing arrangements which may limit our operational and financial flexibility, and our future results of operations and financial condition may be adversely affected if we fail to comply with these covenants.***

Some of our financing agreements set limits on us or require us to obtain lender consents before, among other things, undertaking certain projects, issuing new securities, changing our business, merging, consolidating, selling significant assets or making certain acquisitions or investments. For instance, as per one of our financing arrangements with one of our lenders we have to obtain their prior written consent before changing or altering our capital structure. In addition, these restrictive covenants may also affect some of the rights of our shareholders and our ability to pay dividends if we are in breach of our obligations under the applicable financing agreement. For further information, see section titled "*Financial Indebtedness*" on page 366.

Further, certain of our financing arrangements include covenants such as take prior consent of the lender, to declare or pay any dividend or authorize or make any distribution to its shareholders or members, or to withdraw any funds brought in by the promoter, directors and their associates, unless all dues have been paid as stipulated, or in an event of default. We cannot assure prospective investors that such covenants will not hinder our business development and growth in the future. In the event that we breach any of these covenants, the outstanding amounts due under such financing agreements could become due and payable immediately. Defaults under one or more of our Company's financing agreements may limit our flexibility in operating our business, which could have an adverse effect on our cash flows, business, results of operations and financial condition. Such restrictive covenants may restrict our flexibility in managing our business or projects and could in turn adversely affect our business and prospects.

We believe that our relationships with our lenders are good, and we have in the past obtained consents from them to undertake various actions and have informed them of our corporate activities from time to time. Compliance with the various terms of such financing arrangements, however, is subject to interpretation and there can be no assurance that we have requested or received all relevant consents from our lenders as contemplated under our financing arrangements. It may be possible for a lender to assert that we have not complied with all applicable terms under our existing financing documents. Any failure to comply with the requirement to obtain a consent, or other condition or covenant under our financing agreements that is not waived by our lenders or is not otherwise cured by us, may lead to a termination of our credit facilities, acceleration of all amounts due under such facilities and may materially and adversely affect our ability to conduct our business and operations or implement our business plans. We cannot assure that the budgeting of our working capital requirements for a particular year will be accurate. There may be situations where we may under-budget for our working capital requirements, in which case there may be delays in arranging the additional working capital requirements, which may delay the execution of orders leading to loss of reputation and an adverse effect on the cash flows. Further we cannot assure that we will have adequate funds at all times to repay these credit facilities and may also be subject to demands for the payment of penal interest.

46. ***This Draft Red Herring Prospectus contains information from an industry report which we have commissioned from Frost & Sullivan (India) Private Limited.***

This Draft Red Herring Prospectus includes information that is derived from the Frost & Sullivan Report prepared by Frost & Sullivan (India) Private Limited, pursuant to an engagement with our Company. We commissioned this report for the purpose of confirming our understanding of the EMS industry in India. Neither we (except as otherwise indicated), nor any of the Selling Shareholders or the BRLMs, nor any other person connected with the Offer has verified the information in such report. The Frost & Sullivan Report also highlights certain industry and market data, which may be subject to assumptions. There are no standard data gathering methodologies in the industry in which we conduct our business, and methodologies and assumptions vary widely among different industry sources. Further, such assumptions may change based on various factors. We cannot assure you that assumptions set out in the Frost & Sullivan Report are correct or will not change and, accordingly, our position in the market may differ from that presented in this Draft Red Herring Prospectus. Further, the commissioned report is not a recommendation to invest or disinvest in our Company.

External Risks

1. ***The GoI may implement a new national tax regime by imposing GST.***

The GoI is in the process of implementing a comprehensive national GST regime that will combine taxes and levies by the Central and State Governments into a unified rate structure. GST is a dual levy with state GST and central GST. Central GST will replace the current central taxes and duties such as excise duty, service tax, counter vailing duty, special additional duty of customs, central charges and cesses. The state GST will replace local state taxes like VAT, CST, octroi and others including state cesses and charges.

Further, any disagreements between certain state governments may also create further uncertainty towards the implementation of the GST. Any such future increases or amendments may affect the overall tax efficiency of companies operating in India and may result in significant additional taxes becoming payable.

Our business being manufacturing centric, most of the current central taxes and duties and local state taxes and duties are applicable to our business. We are unable to quantify the impact of this development at this stage due to limited information available in the public domain. If we are taxed at a higher rate than the current tax rates, our financial condition and results of operations may be adversely affected.

Further, we may also be required to make changes in our IT infrastructure and other internal process to adapt to the requirements of GST, once implemented. We cannot assure you if we will be able to effectively carry out such changes. To ensure compliance with the requirements of the GST laws, we may also need to allocate additional resources, which may increase our regulatory compliance costs and divert management attention. Any increase in our compliance requirements or in our compliance costs may have an adverse effect on our business and results of operations

2. ***Recent global economic conditions have been unprecedented and challenging and continue to affect the Indian market, which may adversely affect our business, financial condition, results of operations and prospects.***

The Indian economy and its securities markets are influenced by economic developments and volatility in securities markets in other countries. Investors' reactions to developments in one country may have adverse effects on the market price of securities of companies located in other countries, including India. For instance, the economic downturn in the U.S. and several European countries during a part of Fiscal 2008 and 2009 adversely affected market prices in the global securities markets, including India. Negative economic developments, such as rising fiscal or trade deficits, or a default on national debt, in other emerging market countries may also affect investor confidence and cause increased volatility in Indian securities markets and indirectly affect the Indian economy in general.

Although economic conditions are different in each country, investors' reactions to developments in one country can have materially adverse effects on the securities of companies in other countries, including India. The Indian financial markets experienced the contagion effect of the volatility and turmoil in the global financial markets, which was evident from the sharp decline in the benchmark index of the S&P BSE SENSEX from its peak levels in early 2008 to the first quarter of 2009. Furthermore, as a consequence of the severe tightening of credit associated with that financial turmoil, many economies experienced periods of severe recession accompanied by a significant deterioration of consumer confidence and demand.

A loss of investor confidence in the financial systems of other emerging markets may cause increased volatility in Indian financial markets and the Indian economy in general. Any worldwide financial instability could also have a negative impact on the Indian economy, including the movement of exchange rates and interest rates in India. In June 2016, a majority of voters in the United Kingdom elected to withdraw from the European Union in a national referendum which has created significant uncertainty about the future relationship between the United Kingdom and the European Union, including with respect to the laws and regulations that will apply as the United Kingdom determines which European Union laws to replace or replicate in the event of a withdrawal. These developments, or the perception that any of them could occur, have had and may continue to have a material adverse effect on global economic conditions and the stability of global financial markets, and may significantly reduce global market liquidity and restrict the ability of key market participants to operate in certain financial markets. Any of these factors could depress economic activity and restrict our access to capital, which could have a material adverse effect on our business, financial condition and results of operations and reduce the price of our equity shares. Any financial disruption could have an adverse effect on our business, financial condition and results of operations as well as the price of our Equity Shares.

3. ***Political, economic or other factors beyond our control may have an adverse impact on our business, results of operations and prospects.***

The following external risks may have an adverse impact on our business, results of operations and prospects, should any of them materialise:

- the lingering effects of the global economic slowdown have generally dampened business confidence and made the credit markets more volatile, besides negatively impacting other industry players;

- increase in interest rates may adversely affect our access to capital and increase our borrowing costs, which may constrain our ability to grow our business and operate profitably;

- a downgrade of India's sovereign rating by domestic and international credit rating agencies may adversely affect our access to capital (domestically and internationally) and may increase our borrowing costs, which may constrain our ability to grow our business and operate profitably;

- a decline in India's foreign exchange reserves may affect liquidity and interest rates in the Indian economy as well as the valuation of the Indian Rupee, which may adversely affect our financial condition;

- political instability, resulting from a change in government or in economic and fiscal policies, may adversely affect economic conditions in India, which in turn may adversely affect the financial condition, business operations and future prospects of the business;

- civil unrest, acts of violence, terrorist attacks, regional conflicts or situations or war. If our operations are disrupted by any such agitation, particularly in locations where we have a significant concentration or presence, our business, results of operations and prospects could be adversely affected; and

- India has experienced natural calamities such as earthquakes, tsunamis, floods and drought in recent years. The extent and severity of these natural disasters determines their effect on the economy. If any of the offices, studios or other facilities were to be damaged as a result of an earthquake or other natural calamities, or if such events should otherwise impact the national or any regional economies, our business, results of operations and prospects may be adversely affected.

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

The regulatory and policy environment in which we operate is evolving and subject to change. Tax and other levies imposed by the central and state governments in India that affect our tax liability include central and state taxes and other levies, income tax, value added tax, turnover tax, service tax, stamp duty and other special taxes and surcharges which are introduced on a temporary or permanent basis from time to time. The final determination of our tax liabilities involves the interpretation of local tax laws and related regulations in each jurisdiction as well as the significant use of estimates and assumptions regarding the scope of future operations and results achieved and the timing and nature of income earned and expenditures incurred. We are involved in various disputes with tax authorities. For details of these disputes, see the section titled "*Outstanding Litigation and Material Developments*" on page 369. Moreover, the central and state tax scheme in India is extensive and subject to change from time to time. For instance, the Government of India has proposed a comprehensive national GST regime that will combine taxes and levies by the Central and State Governments into a unified rate structure.

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

In addition, unfavourable changes in or interpretations of existing, or the promulgation of new, laws, rules and regulations including foreign investment laws governing our business, operations and group structure could result in us being deemed to be in contravention of such laws and/or may require us to apply for additional approvals. We may incur increased costs and other burdens relating to compliance with such new requirements, which may also require significant management time and other resources, and any failure to comply may adversely affect our business, results of operations and prospects. Uncertainty in applicability, interpretation or implementation of any amendment to, or change in, law, regulation or policy, including due to an absence, or a limited body, of administrative or judicial precedent may be time consuming and costly for us to resolve and may impact the viability of our current business or restrict our ability to grow our business in the future.

5. *Significant differences exist between Indian GAAP and other accounting principles, such as IFRS, which may be material to investors' assessments of our financial condition.*

Our restated financial statements provided in this Draft Red Herring Prospectus, are prepared in accordance with Indian GAAP. US GAAP and IFRS differ in significant respects from Indian GAAP. As a result, our financial statements and reported earnings could be different from those which would be reported under IFRS or US GAAP. Such differences may be material. We have not attempted to quantify the impact of US GAAP or IFRS on the financial data included in this Draft Red Herring Prospectus, nor do we provide a reconciliation of our financial statements to those of US GAAP or IFRS.

Accordingly, the degree to which the Indian GAAP 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. Had the financial statements and other financial information been prepared in accordance with IFRS or US GAAP, the results of operations and financial position may have been materially different. Because differences exist between Indian GAAP and IFRS or US GAAP, the financial information in respect of our Company contained in this Draft Red Herring Prospectus may not be an effective means to compare us with other companies that prepare their financial information in accordance with IFRS or US 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. In making an investment decision, investors must rely upon their own examination of our Company, the terms of this Offer and the financial information relating to our Company.

Potential investors should consult their own professional advisers for an understanding of these differences between Indian GAAP and IFRS or US GAAP, and how such differences might affect the financial information contained herein.

6. *Companies in India, including our Company, are required to prepare financial statements under the new Indian Accounting Standards. In addition, all income-tax assessees in India, including our Company, will be required to follow the Income Computation and Disclosure Standards.*

The Ministry of Corporate Affairs ("**MCA**"), Government of India, has through notification dated February 16, 2015 issued the Indian Accounting Standards Rules, 2015 ("**Ind AS**") which have come into effect from April 1, 2015 and are applicable to companies which fulfil certain conditions. In accordance with this circular, our Company is required to prepare its financial statements in accordance with Ind AS for the financial years beginning on April 1, 2017. Given that Ind AS is different in many respects from Indian GAAP, our financial statements for the period commencing from April 1, 2017 and its comparable period included in accordance with Ind AS may not be comparable to our historical financial statements prepared under Indian GAAP. For instance, accounting policies related to employee benefits, operating lease rentals, investments, borrowings, deferred taxes, etc. in terms of the Ind AS are different from the accounting policies for these items under Indian GAAP.

We have not provided a reconciliation of our financial statements to those under Ind AS. While we have conducted a preliminary review of the impact of Ind AS on our accounting policies and certain key line items in our profit and loss account, details of which are disclosed in the section titled "*Significant differences between Indian GAAP and Ind AS*" on page 357, the full impact of the adoption of Ind AS cannot be ascertained at this stage. There can be no assurance that the adoption of Ind AS will not affect our reported results of operations or cash flows. In addition, our management may also have to divert its time and other resources for the successful and timely implementation of Ind AS. Any failure to successfully adopt Ind AS may have an adverse effect on the trading price of our Equity Shares and/or may lead to regulatory action and other legal consequences. Any of these factors relating to the use of Ind AS may adversely affect our financial condition, results of operations and cash flows.

Further, the Ministry of Finance, Government of India has issued a notification dated September 29, 2016 notifying Income Computation and Disclosure Standards ("**ICDS**"), thereby creating a new framework for the computation of taxable income. The ICDS shall apply from the assessment year 2017-2018 and subsequent years. The adoption of ICDS is expected to significantly alter the way companies compute their taxable income, as ICDS deviates from several concepts that are followed under general accounting standards, including Indian GAAP and Ind AS. In addition, ICDS shall be applicable for the computation of income for tax purposes but shall not be applicable for the computation of income for minimum alternate tax. There can be no assurance that the adoption of ICDS will not adversely affect our business, results of operations and financial condition.

7. *The recent currency demonetisation measures imposed by the Government of India may adversely affect our business and the Indian economy.*

Through notifications dated November 8, 2016 issued by the Ministry of Finance, GoI and the RBI ₹ 500 and ₹ 1,000 denominations of bank notes of then existing series issued by the RBI have ceased to be legal tender. Pursuant to this currency demonetisation, these high denomination notes have no value and cannot be used for transactions or exchange purposes with effect from November 9, 2016. These notes have been replaced with a new series of bank notes. The process of demonetisation and replacement of these high denomination notes is likely to reduce the liquidity in the Indian economy which has significant reliance on cash. These factors may result in reduction of purchasing power, and alteration in consumption patterns of the economy in general. While the comprehensive and long-term impact of this currency demonetisation measure cannot be ascertained at the moment, it is possible that there will be a slowdown in the economic activities in India, at least in the short term, given that demonetization impacts a majority quantity of the cash currency in circulation. Such a slowdown can adversely affect the Indian economy, impacting the consumer sector, in turn affecting the operations of our customers, which can affect their decisions on future orders placed with us.

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

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

On March 4, 2011, the Government issued and brought into force the combination regulation (merger control) provisions under the Competition Act with effect from June 1, 2011. These provisions require acquisitions of shares, voting rights, assets or control or mergers or amalgamations that cross the prescribed asset and turnover based thresholds to be mandatorily notified to and pre-approved by the Competition Commission of India (the "**CCI**"). Additionally, on May 11, 2011, the CCI issued the Competition Commission of India (Procedure in regard to the transaction of business relating to combinations) Regulations, 2011, which sets out the mechanism for implementation of the merger control regime in India. The Competition Act aims to, among others, prohibit all agreements and transactions which may have an appreciable adverse effect on competition in India. Further, the CCI has extra-territorial powers and can investigate any agreements, abusive conduct or combination occurring outside India if such agreement, conduct or combination has an appreciable adverse effect on competition in India. In the event that we enter into any agreements or transactions that are held to have an appreciable adverse effect on competition in the relevant market in India, the provisions of the Competition Act will be applicable. Any prohibition or substantial penalties levied under the Competition Act could materially and adversely affect our financial condition, cash flows and results of operations.

9. *Investors may be adversely affected due to retrospective tax law changes made by the GoI affecting us.*

Certain recent changes to the Income Tax Act provide that income arising directly or indirectly through the sale of a capital asset of an offshore company, including shares, will be subject to tax in India, if such shares derive indirectly or directly their value substantially from assets located in India. The term "substantially" has not been defined under the Income Tax Act and therefore, the applicability and implications of these changes are largely unclear. Due to these recent changes, investors may be subject to Indian income taxes on the income arising directly or indirectly through the sale of the Equity Shares. In the past, there have been instances where changes in the Income Tax Act have been made retrospectively and to that extent, there cannot be an assurance that such retrospective changes will not happen again.

Risks Related to our Equity Shares

1. ***Our Equity Shares have not been publicly traded prior to this Offer. After this Offer, our Equity Shares may experience price and volume fluctuations and an active trading market for our Equity Shares may not develop. Further, the price of our Equity Shares may be volatile, and you may be unable to resell your Equity Shares at or above the Offer Price, or at all.***

Prior to this Offer, there has been no public market for our Equity Shares. An active trading market on the Stock Exchanges may not develop or be sustained after this Offer. Moreover, the Offer Price is intended to be determined through a book-building process and may not be indicative of the price of our Equity Shares at the time of commencement of trading of our Equity Shares or at any time thereafter.

The trading price of our Equity Shares after this Offer may be subject to significant fluctuations in response to factors including general economic, political and social factors, developments in India's fiscal regime, variations in our operating results, volatility in Indian and global securities markets, developments in our business as well as our industry and market perception regarding investments in our business, changes in the estimates of our performance or recommendations by financial analysts, and announcements by us or others regarding contracts, acquisitions, strategic partnerships, joint ventures, or capital commitments. The trading price of our Equity Shares may also decline in reaction to events that affect the entire market and/or other companies in our industry even if these events do not directly affect us and/or are unrelated to our business or operating results.

2. ***The Offer Price of the Equity Shares may not be indicative of the market price of the Equity Shares after the Offer.***

The Offer Price of the Equity Shares will be determined by our Company and the Investor Selling Shareholders in consultation with the BRLMs through the Book Building Process. This price will be based on numerous factors, as described under section titled "*Basis for Offer* Price" on page 115 and may not be indicative of the market price for the Equity Shares after the Offer. The market price of the Equity Shares could be subject to significant fluctuations after the Offer, and may decline below the Offer Price. We cannot assure you that the investor will be able to resell their Equity Shares at or above the Offer Price.

3. ***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 and Retail Individual Investors are not permitted to withdraw their Bids after Bid/Offer Closing Date.***

Pursuant to the SEBI ICDR Regulations, QIBs and Non-Institutional Investors are required to pay the Bid Amount on submission of the Bid, and 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/Offer Period and withdraw their Bids until Bid/Offer Closing Date.

Therefore, QIBs and Non-Institutional Investors would not be able to withdraw or lower their Bids, notwithstanding adverse changes in international or national monetary policy, financial, political or economic conditions, our business, results of operations, or otherwise, at any stage after the submission of their Bids.

4. ***Fluctuation in the exchange rate between the Indian Rupee and foreign currencies may have an adverse effect on the value of our Equity Shares, independent of our operating results.***

On listing, our Equity Shares will be quoted in Indian Rupees on the Stock Exchanges. Any dividends in respect of our Equity Shares will also be paid in Indian Rupees and subsequently converted into the relevant foreign currency for repatriation, if required. Any adverse movement in currency exchange rates during the time that it takes to undertake such conversion may reduce the net dividend to foreign investors. In addition, any adverse movement in currency exchange rates during a delay in repatriating outside India the proceeds from a sale of Equity Shares, for example, because of a delay in regulatory approvals that may be required for the sale of Equity Shares may reduce the proceeds received by Equity Shareholders.

For example, the exchange rate between the Rupee and the U.S. dollar has fluctuated substantially in recent years and may continue to fluctuate substantially in the future, which may have an adverse effect on the trading price of our Equity Shares and returns on our Equity Shares, independent of our operating results.

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

Capital gains arising from the sale of equity shares within 12 months in an Indian company are generally taxable in India. Any gain realised on the sale of listed equity shares on a stock exchange held for more than 12 months will not be subject to capital gains tax in India if Securities Transaction Tax ("**STT**") is paid on the transaction. STT is levied on and collected by a domestic stock exchange on which equity shares are sold. Any gain realised on the sale of equity shares held for more than 12 months to an Indian resident, which are sold other than on a recognized stock exchange and on which no STT has been paid, is subject to long term capital gains tax in India. Further, any gain realised on the sale of listed equity shares held for a period of 12 months or less will be subject to short term capital gains tax in India. Capital gains arising from the sale of equity shares is exempt from taxation in India where an exemption from taxation in India is provided under a treaty between India and the country of which the seller is resident.

Generally, Indian tax treaties do not limit India's ability to impose tax on capital gains. As a result, residents of other countries may be liable to pay tax in India as well as in their own jurisdiction on a gain on the sale of equity shares.

6. *Under Indian law, foreign investors are subject to restrictions that limit their ability to transfer shares, which may adversely impact the trading price of our Equity Shares.*

Under 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 and reporting requirements specified by the RBI. If a transfer of shares is not compliant with such pricing or reporting requirements and does not fall under any of the exceptions specified by the RBI, then the RBI's prior approval is required. Additionally, shareholders who seek to convert Rupee proceeds from a sale of shares in India into foreign currency and repatriate that foreign currency from India require a no-objection or a tax clearance certificate from the Indian income tax authorities. We cannot assure you that any required approval from the RBI or any other Government agency can be obtained on any particular terms, or at all.

7. *Any future issuance of Equity Shares or convertible securities, including options under any stock option plan or other equity linked securities may dilute your shareholding, and significant sales of Equity Shares by our major shareholders, may adversely affect the trading price of our Equity Shares.*

Future issuances of Equity Shares by our Company after this Offer will dilute investors' holdings in our Company. Further, any significant sales of Equity Shares after this Offer may adversely affect the trading price of our Equity Shares. In addition, the perception that such issuance or significant sales of Equity Shares may occur may adversely affect the trading price of our Equity Shares and impair our future ability to raise capital through offerings of Equity Shares.

8. *Holders of Equity Shares may be restricted in their ability to exercise pre-emptive rights under Indian law and thereby suffer future dilution of their ownership position.*

A public limited company incorporated in India must offer its equity shareholders pre-emptive rights to subscribe to a proportionate number of equity shares to maintain their existing ownership, prior to issuance of any new equity shares, unless the pre-emptive rights have been waived by the adoption of a special resolution by a three-fourths majority of the equity shareholders voting on such resolution.

If you are a foreign investor and the law of the foreign jurisdiction that you are in does not permit the exercise of such pre-emptive rights without our filing an offering document or registration statement with the applicable authority in such foreign jurisdiction, you will be unable to exercise such pre-emptive rights, unless we make such a filing. If we elect not to file a registration statement, the new securities may be issued to a custodian, who may sell the securities for your benefit. The value such custodian receives on the sale of any such securities and the related transaction costs cannot be predicted. To the extent that you are unable to exercise pre-emptive rights granted in respect of our Equity Shares, your proportional interests in our Company would be diluted.

9. *Rights of shareholders under Indian laws may be more limited than under the laws of other jurisdictions.*

Indian legal principles related to corporate procedures, directors' fiduciary duties and liabilities, and shareholders' rights may differ from those that would apply to a company in another jurisdiction. Shareholders' rights under Indian law may not be as extensive as shareholders' rights under the laws of other countries or jurisdictions. Investors may have more difficulty in asserting their rights as shareholder in an Indian company than as shareholder of a corporation in another jurisdiction.

Prominent Notes:

1. Initial public offering of up to [●] Equity Shares for cash at the price of ₹ [●] (including a premium of ₹ [●]) aggregating to ₹ [●] million comprising of a Fresh Issue of [●] Equity Shares amounting to ₹ 600 million and an Offer of Sale of 3,753,739 Equity Shares by the Selling Shareholders amounting to ₹ [●] million.

2. Our net worth as on March 31, 2016 was ₹ 1,134.08 million and ₹ 1,229.81 million, in accordance with our Restated Standalone Financial Statements and Restated Consolidated Financial Statements, respectively. Our net worth as on December 31, 2016 was ₹ 1,846.30 million and ₹ 1,909.93 million, in accordance with our Restated Standalone Financial Statements and Restated Consolidated Financial Statements, respectively. For details, see section titled "*Financial Statements*" on page 237.

3. Our book value per Equity Share was ₹ 120.90 and ₹ 131.10 as at March 31, 2016, as per our Restated Standalone Financial Statements and Restated Consolidated Financial Statements, respectively. Our book value per Equity Share was ₹ 168.07 and ₹ 173.86 as at December 31, 2016, as per our Restated Standalone Financial Statements and Restated Consolidated Financial Statements, respectively.

4. The average cost of acquisition of Equity Shares by our Promoter is negligible per Equity Share. For details, refer to the section titled "*Capital Structure*" on page 94.

5. Except as disclosed under sections titled "*Our Group Companies*", "*Financial Statements- Restated Standalone Financial Statements- Annexure XXV – Restated Standalone Summary Statement of Related Party Transactions" and "Financial Statements- Restated Consolidated Financial Statements- Annexure XXV- Restated Consolidated Summary Statement of Related Party Transactions*" on pages 231, 281 and 328 respectively, none of our Group Companies have business interests or other interests in our Company.

6. The details of the transactions of our Company with our subsidiaries, Joint Venture(s) and Group Companies during the year ended March 31, 2016 and the nine-month period ended December 31, 2016 are provided below:

(*₹ in million*)

S. No.	Name of entity	Nature of transaction	March 31, 2016	December 31, 2016
1.	DGPL	Purchase and sale of goods, job work receipt, rent receipt, surety bond and guarantees	6,826.87	2,968.52
2.	DBMPL	Purchase and sale of goods, job work charges paid, investment in shares and interest received	193.76	N.A.
3.	DAPL	Purchase of goods, investment in share, interest received and service charges received	101.01	N.A.
4.	PEPL	Sale and purchase of goods, rent receipt, surety bond and investment in share capital	578.94	1,017.75
5.	DATTI	Sale of goods	Nil	0.09
6.	Rage	Purchase of goods	Nil	0.34

For further details of related party transactions entered into by our Company, please refer to the sub-sections titled "*Financial Statements- Restated Standalone Financial Statements- Annexure XXV – Restated Standalone Summary Statement of Related Party Transactions" and "Financial Statements- Restated Consolidated Financial Statements- Annexure XXV- Restated Consolidated Summary Statement of Related Party Transactions*" on pages 281 and 328, respectively.

7. The name of our Company was changed to 'Dixon Technologies (India) Limited' upon conversion of our Company into a public limited company pursuant to a special resolution of our Shareholders dated April 18, 2017 and a fresh certificate of incorporation consequent upon conversion from private company to public company issued by the RoC on May 2, 2017 and there was no other change at any time during the last three years immediately preceding the date of filing of Draft Red Herring Prospectus.

8. There have been no financing arrangements whereby our Promoter Group, Directors and their relatives

have financed the purchase by any other person of the Equity Shares other than in the normal course of our business during the period of six months immediately preceding the date of filing of this Draft Red Herring Prospectus with SEBI.

9. Investors may contact any of the Book Running Lead Managers as well as the Registrar to the Offer for any complaint pertaining to the Offer. For details of the Book Running Lead Managers and the Registrar to the Offer, please refer to the section titled "*General Information*" on page 83.

10. All grievances, in relation to the ASBA process, may be addressed to the Registrar to the Offer, with a copy to the relevant Designated Intermediary with whom the ASBA Form was submitted, quoting the full name of the sole or first Bidder, ASBA Form number, Bidders' DP ID, Client ID, PAN, number of Equity Shares applied for, date of submission of ASBA Form, address of Bidder, the name and address of the relevant Designated Intermediary, where the ASBA Form was submitted by the Bidder and ASBA Account number in which the amount equivalent to the Bid Amount was blocked. Further, the Bidder shall enclose the Acknowledgment Slip from the Designated Intermediaries in addition to the documents or information mentioned hereinabove.

SECTION III: INTRODUCTION

SUMMARY OF INDUSTRY

The information in this section includes extracts from publicly available information, data and statistics and has been derived from the report titled "Project Rise - Indian Consumer Electronics & Appliances Market Study" prepared by Frost & Sullivan. None of the Company (except as otherwise indicated), the Selling Shareholders, the BRLMs and any other person connected with the Offer has independently verified this information. Industry sources and publications generally state that the information contained therein has been obtained from sources believed to be reliable, but their accuracy, completeness and underlying assumptions are not guaranteed and their reliability cannot be assured. Industry sources and publications are also prepared based on information as of specific dates and may no longer be current or reflect current trends. Industry sources and publications may also base their information on estimates, projections, forecasts and assumptions that may prove to be incorrect. Accordingly, investors should not place undue reliance on, or base their investment decision on this information.

Global and Indian Macroeconomic Overview

Subdued Optimism and Stagnancy Characterize the Global Economy

After 5 years of relatively muted growth, 2016 witnessed a 6th year of subdued global economy. Uncertainties in policy direction in the USA, coupled with the effects of Brexit contribute to the expectations for 2017 to also remain conservative. At 3.1%, the global GDP growth in 2016 witnessed signs of hope in the emerging economies which benefitted from policy stimulus.

Chart 1: Global GDP Forecasts

E refers to Estimates; USD refers to US dollars, unless mentioned otherwise — Source: IMF, Wall Street Journal

Banking on the resurgence of global majors and the continuing policy stimulus driven growth in economies of China, India and similar growing economies, the outlook for global GDP CAGR is expected to be 3.6% over the period of 2016-2021.

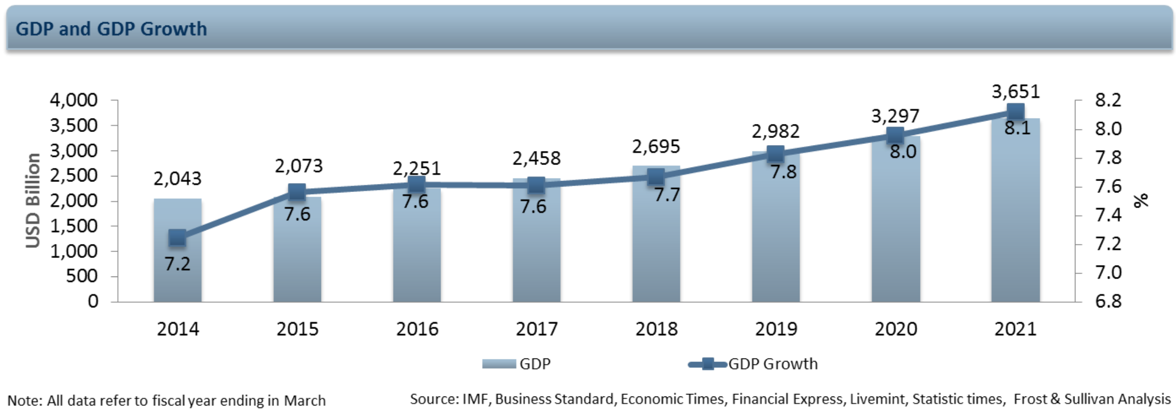
India's Macro Economy Exhibits Robust Optimism

India's economy has remained resilient even amidst sluggish global growth driven by the strong fundamentals and prudent economic, fiscal and social policies and also the strong consumer confidence in the country. Indications are rife that India's GDP is well positioned to reach USD 3,000 Billion (INR 200 trillion) by 2020 and in the event of accelerated manufacturing and investments growth, there is potential for the GDP to scale higher to USD 3,600 billion (INR 240 trillion). (*Source: IMF, HBL, Frost & Sullivan*)

Positive Consumer Confidence

Despite the temporary sluggishness in consumer spending mooted through the demonetization initiatives, consumer confidence in India largely remains optimistic, which is indicative of continuing spending. actors such as the pay commission hike, favourable lending rates and an average monsoon have enabled surplus disposable income with consumers thus benefitting sectors such as consumer durables, retail, automotive and tourism. **Growing at a rate of over 16%, the overall consumption expenditure in the country is expected to scale to USD 3,200 billion by 2020** *(Source: World Bank, AC Nielson, IBEF)***.** There have been paradigm shifts in consumer spending patterns over the years catapulting spending on consumer durables and automobiles amongst the key spending categories. Reducing replacement cycles of consumer goods due to the dynamicity in product evolutions, characteristic change in perception of consumer goods ownership from symbols of affluence to essentials for day to day life, increasing affordability and easy finance availability have been identified as some of the significant propellants to the rise in spending on consumer durables in India, in both urban and rural economies alike.

Chart 2: India Economic Outlook



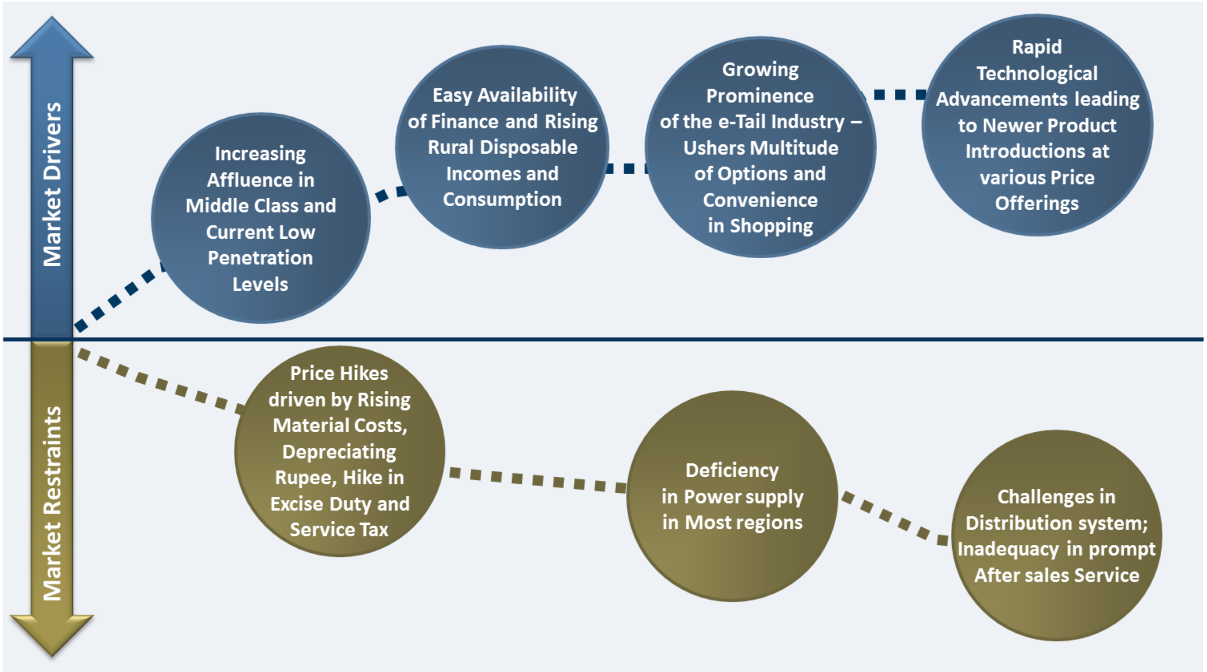
Local Manufacturing Boost to meet Growing Demand

Demand for consumer durables is on the rise ably supported by the rising consumer confidence. Even as the demand for consumer electronics and appliances is expected to spiral, policy mooted initiatives are influencing a surge momentum in the domestic manufacturing. Spearheading the policy initiatives is the Make in India campaign which emphasizes electronics as one of the focus sectors. Electronics industry focused policy initiatives such as the Modified special incentive package scheme (MSIPS), Electronic Development fund (EDF), Electronic Manufacturing Clusters (EMC), and Preferential market access scheme (PMA) have been initiated to encourage more of domestic manufacturing by making available capital subsidies, funds for research, skill development support and demand creation. The impetus for electronics manufacturing bodes well for electronics manufacturing services (EMS) sector, as EMS investments are expected to benefit from the enabling policy environment.

THE INDIAN CONSUMER ELECTRONICS & APPLIANCES (CEA) INDUSTRY

Indian Consumer Electronics and Appliances (CEA) market has been witnessing sustained double digit growth rate in the past few years. Increasing product awareness, affordable pricing, innovative products and the high disposable incomes have aided in the strong growth in the CEA market in India. Rapidly shrinking replacement cycle for consumer durables is observed as sustaining demand in urban India. The existing low penetration rates and the increasing usage of consumer durables have catapulted rural India to the high demand (30% annual growth) generating segment.

Chart 3: Drivers and Restraints for CEA market



Source: Frost & Sullivan analysis

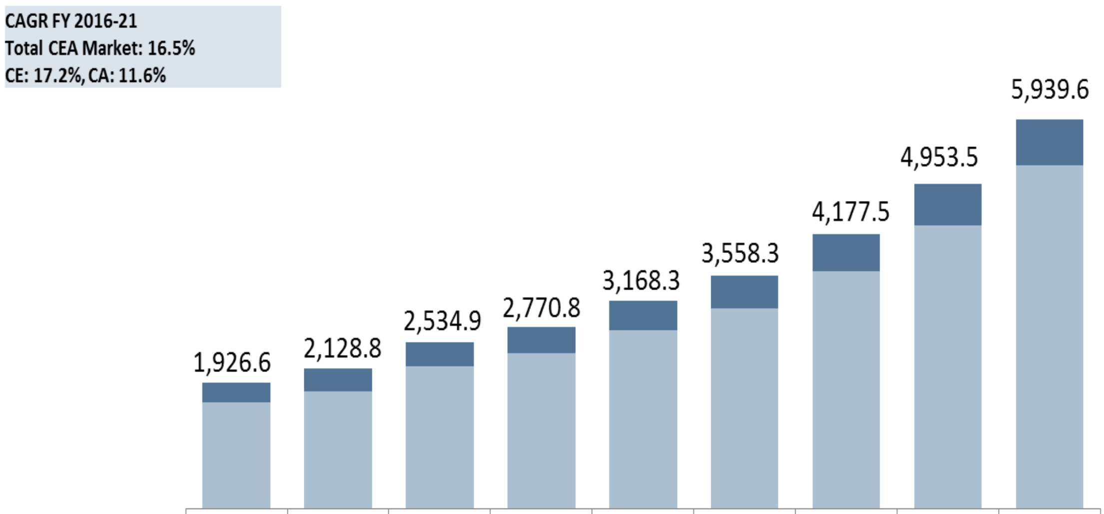
Innovative retail marketing initiatives such as the exchange programs, bundled offers, attractive discounts, freebies and extended warranty services **are fuelling consumer spending. Availability of** easy financing schemes is also placing more buying power **in the hand of consumers. The rapid proliferation of e-commerce/m-commerce and e-tail has contributed to a higher penetration of the CEA market in urban and semi urban centres.**

Depreciating Rupee and the increasing raw material costs are observed to be the critical restraints faced by the product manufacturers as it negatively impacts their margins. The high reliance of the manufacturing ecosystem on raw material imports has resulted in surge in product prices owing to the restrictive duty structure. This has resulted in some amount of price fluctuation over the past 2-3 years. Inadequacy in the ecosystem is seen as a persisting challenge to the local production of certain consumer electronics products, especially the more sophisticated products such as digital cameras, camcorders, high end FPD TVs which are completely imported.

Market Size Estimates and Forecasts

The CEA market has been witnessing robust growth trends in the past 5 years. Moving forward, the market is expected to foresee double digit growth reinforced by the surging rural consumption, reducing replacement cycles, increasing penetration of lifestyle appliances, and availability of multiple brands at various price points.
The CE market revenues is expected to grow at a cumulative average growth rate (CAGR) of 17.2% from FY16 to FY21 while the Appliances segment is expected to grow at a CAGR of 11.6% over the same period, resulting in a CAGR of **16.5% for the overall CEA market.** In comparison to global growth averages, this is almost double that of other economies.

Chart 4: India CEA Market Forecast, FY13 to FY21 (INR Billion)



	FY 13	FY 14	FY 15	FY 16	FY 17	FY 18	FY 19	FY 20	FY 21
Appliances	306.2	337.7	369.7	406.9	450.4	503.8	562.9	627.6	703.4
Consumer Electronics	1620.5	1791.1	2165.1	2363.9	2717.9	3054.5	3614.6	4325.8	5236.2

(Source: Frost & Sullivan analysis, CEAMA)

Note: CE product market includes Mobiles, AV Players, Camcorders and Digital camera, FPD TV, STB and WM.

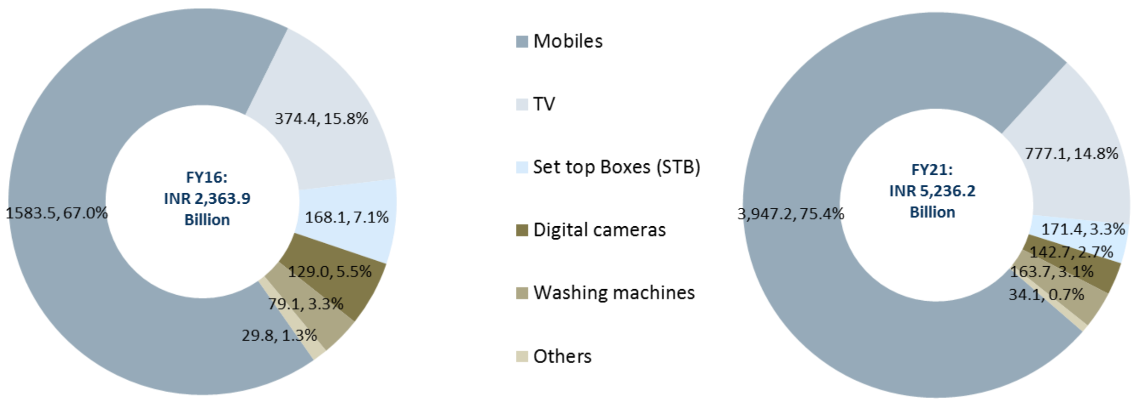
CA product market includes AC, Refrigerator, Microwave oven, Water Purifier, Air coolers, Mixer grinders, Blenders, OTG, Electric kettle and rice cookers, Induction cooktop, Food processors, Juicer/ Extractor, Electric shavers, etc.

Consumer Electronics Market

The Mobiles phones represent the largest category in the CE market. Apart from increasing penetration across rural and urban areas, the shortening replacement cycle, need for greater mobile phone data, better features and power management is driving sales of phones in the country. The narrowing gap between a feature phone and smartphone has seen a tilt in the demand for smartphones across the country.

Televisions the next big category as it enjoys an overall penetration of 60%. Despite the high penetration the market is expected to witness continued growth contributed by the replacement demand, increasing preference for a 2nd TV in households, upgradation to a newer technology/advanced model and more purchases in the rural regions.

Chart 5: India CE Market: Revenue breakup, FY16, FY21



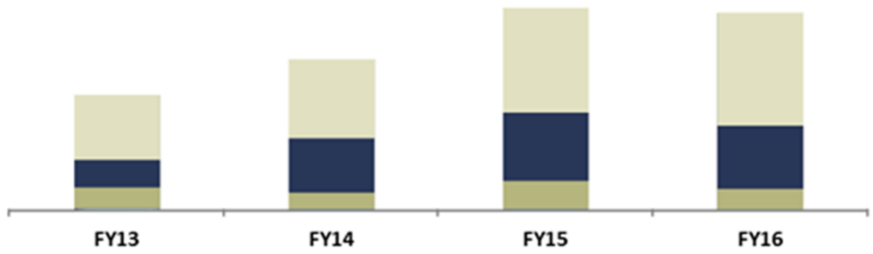
(Source: Frost & Sullivan analysis, CEAMA)

The following are some of the key factors contributing to the growth of the consumer electronics market:

- Exponential rise in use of mobile phones, increasing penetration of smartphone in urban-rural markets, continuous up gradation and addition of features
- Continually spiralling replacement demand for all consumer electronic products
- Phenomenal penetration of FPD TVs – replacement of Cathode Ray Tubes (CRT) by FPDs and up gradation of FPD TVs – from LCD to LED to 3D/Smart/4K
- Significant growth in consumer durable purchase in rural India which is currently under penetrated.
- The digitization regulation is the driver for the uptake of STB – both cable and satellite.
- Entry of numerous foreign and local brands that enhance the competitive spirit by ushering wide range of offerings at varied price points which increases the option available to consumers
- Easy financing and zero down payment schemes
- Penetration of e-tail and emergence of numerous delivery models. Proliferation on net banking is another critical propellant for the surge in e-tail purchases. Moreover e-tailers offer consumer electronic products at prices very competitive when compared to physical retail and thus encouraging more online purchases.

Import and Export of key products – Trend from Last 5 Years

Chart 6: Import trend of key products (INR Billion), FY13 to FY16



	FY13	FY14	FY15	FY16
Smart Phones	444.1	541.2	717.8	774.6
Feature Phones	190.2	372.8	467.3	432.8
FPD TV	141.4	112.5	193.6	141.5
WM-Semi Automatic	4.7	3.5	4.3	3.5
WM-Fully Automatic	11.3	5.3	5.0	3.5

(*Source: Ministry of Commerce*)

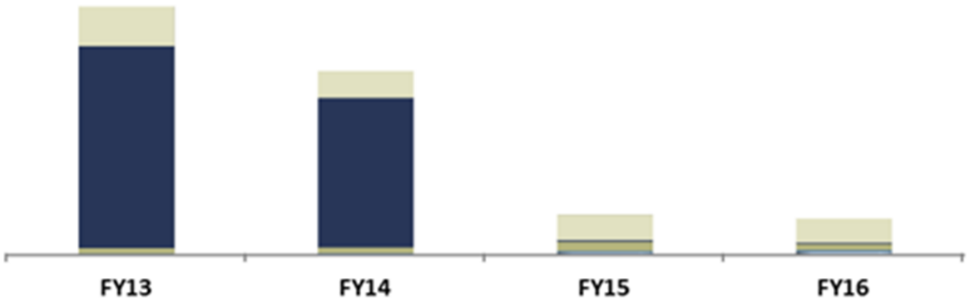
Mobile phone demand is reflected in the significantly large imports in the past 5 years followed by the FPD TVs. The latter has declined owing to the increased assembly activities in India.

Most manufacturers in India have historically been operating their plants at approximately 80% capacity, and rely on imports to meet local demand. In WM, majority of local production is centred on semi-automatic as well as top-loading units; front loading WM are majorly imported. Multiplicity of factors including steadily rising local demand and favourable policy environment for domestic manufacturing is expected to alter the trend associated with imports.

Local manufacturing of FPD TVs has gained due to reduction on custom duties on components. Also, there has been significant increase in localization in refrigerator and washing machines. Mobile Phone segment is expected to lead the growth with domestic manufacturing exceeding the demand by FY20.

Many manufacturers are planning to shift their manufacturing base from China to India because of rising labour and real-estate cost in China. India is increasingly seen as a destination to manufacture to cater to huge local demand as well as to export to South Asian, Middle East, and African countries and this is expected to positively impact the exports in coming years.

Chart 7: Export trend of key products (INR Billion) FY 13 to FY16



	FY13	FY14	FY15	FY16
Smart Phones	30.2	20.5	19.8	18.7
Feature Phones	155.1	114.9	1.2	0.9
FPD TV	4.2	4.4	6.8	4.6
WM-Semi Automatic	0.4	1.0	1.1	1.3
WM-Fully Automatic	0.6	0.4	1.9	2.4

(*Source: Ministry of Commerce*)

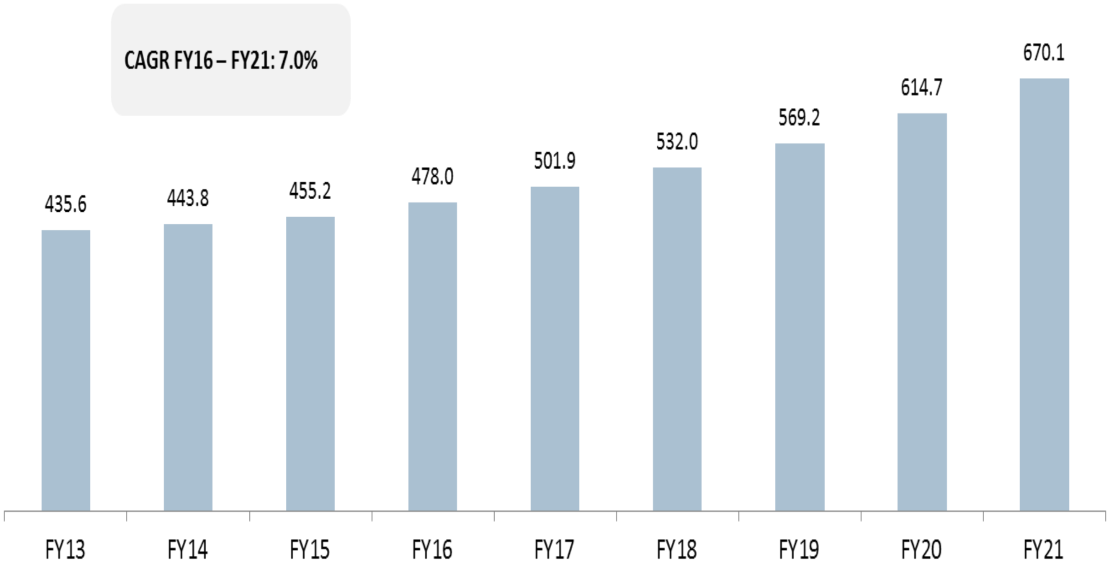
There has been a consistent rise in the exports turnover of FPD TV and WM over the past 5 years. However, there has been a sharp decline in the export revenues of mobile segment post FY13 especially that of feature phones as Nokia shut down its operations in India. In the coming years, we expect imports of key CE products to decline further with exports picking up aided by the aggressive Government sponsored programs such as 'Make in India'.

EMS & ODM Industry

Technology and product dynamism in the electronics industry is increasingly influencing OEMs to restrict their focus to their core competence areas of innovation, differentiation, marketing and distribution. Innovation in business models aimed at enhancing productivity and profitability have been driving OEMs to embrace the services of EMS companies. Economies of scale are also in favour of EMS companies and this is further encouraging OEMs to collaborate with EMS partners for their design, manufacturing and even reverse logistics requirements.

The global EMS market was estimated to be USD 478.0 billion in FY16 and growing at a CAGR of 7% to reach USD 670.1 billion by FY21. Growing demand, higher electronics consumption and faster time to market are some of the factors driving the dependency of OEMs on EMS/ODM companies.

Chart 8: Global EMS/ODM Market by Value (USD billion)



(Source: Frost & Sullivan Analysis)

Indian EMS Market Overview

A booming consumption economy where demand for consumer and industrial electronics is on an exponential rise has cast the Indian EMS market into the limelight zone. Propelled by the need for import substitution, domestic manufacturing of electronics in India has attracted immense attention from both industry and policy makers. Favourable policy initiatives in recent years along with the changing dynamics in global manufacturing landscape have shifted the focus onto India for being a preferred destination for electronics manufacturing investments.

The EMS market in India has benefitted from this increased focus on manufacturing and overall increased use of electronics in all spheres of life; rising labor cost in other parts of the globe; practice of bigger OEMs to outsource the manufacturing instead of building their own infrastructure. EMS market in India enjoys unique benefits of an explosive domestic demand and the migration of manufacturing from other manufacturing havens driven by multiplicity of factors. These reasons have resulted in the Indian EMS market growing at a higher rate than average global market and is expected to intensify in the next decade.

Critical factors that are expected to influence strong growth in the Indian EMS market are:

- The Make in India initiative and the tax/ duty cuts in the mobile phones segment have driven the growth of local manufacturing on a large scale. More than 40 manufacturing units have been established in India since H2 2015 and more than two thirds of the manufacturing facilities are owned by EMS.
- Many sectors such as consumer electronics, aerospace & defense, healthcare, etc. are warming up to EMS activities owing to cost-effectiveness, increasing local demand, and increased focus on localization
- 100% FDI in defense will boost local manufacturing and the possibility of leveraging EMS route for a range of services which will also assist the development of ecosystem for other electronics segments.
- A number of global majors like Foxconn Technology (India) Private Limited (Foxconn), Flextronics Technologies (India) Private Limited (Flextronics) and Jabil Circuit (India) Private Limited (Jabil) have been operating in India along with domestic majors like Dixon, steadily adding capabilities and capacities to cater to the domestic demand for electronics.
- Government support through various policies, most notably, MSIPS, have been instrumental in encouraging new investment from EMS companies.

Growth Drivers

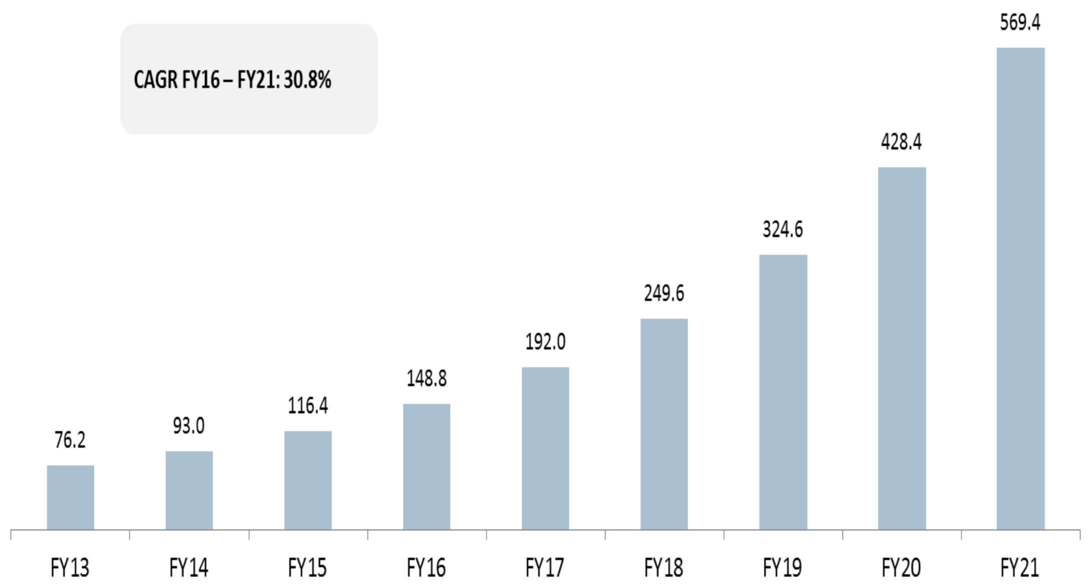
Consumer electronics OEMs globally are focused on addressing consumer needs, which are dynamic in nature. In order to keep pace with the local needs and introduction of new technologies and designs, continuous investment is required. On the other hand, ever intensifying competition in the market leads to pressure on profitability, thus leaving OEMs with the difficult choice of investing in marketing and design/ manufacturing activities. This situation is amplified in the Indian industry as specific product requirement and price sensitivity combine to pose challenges for the OEMs. The dependence on imports for many products has been adversely impacted by the regular volatility in currency.

EMS offer OEMs flexibility in product design updates, faster time to market, cost effectiveness, avoid manufacturing challenges besides value added services like design and aftermarket services. The need to offer a wider portfolio of models is necessary to achieve a presence across the target markets. Wider portfolio also offers the risk of negating the benefits of economies of scale, which the EMS can help de-risk. Thus OEMs can focus on their core functions and avoid spreading their resources thin in their quest to achieve higher performance.

On the other hand, the government's stated objective of enhancing manufacturing content within India has been backed up by creation of a favourable environment. Whether it is the customs duty for certain products or removal of duties on components or encouraging local component manufacturing, there has been appreciable movement to drive local manufacturing. This traction is visible in the growth of EMS companies more than direct investments made by OEMs in manufacturing.

This environment has certainly encouraged the EMS segment as OEMs continue to push for partnerships with them. While OEMs with smaller share of the market have naturally gravitated towards EMS to conserve their resources and maintain focus, larger players have also found merit in forging partnerships to retain their edge. Moreover, new players entering India find it easier to bank on EMS companies' services while they focus on building the brand and establishing an effective distribution network. Many of these new players also find the aftermarket services of the EMS a viable component in deepening their presence. The following chart exhibits the upward trend in the potential growth of the Indian EMS industry.

Chart 9: Indian EMS/ODM Market by Value (INR billion)



(***Source: Frost & Sullivan Analysis***)

EMS companies which started off as pure contract manufacturers have over time enhanced their capabilities to offer systems design and aftermarket services. This trend has been facilitated by the growing confidence of OEMs in outsourcing activities beyond the core assembly. The increase in production volumes has enabled the EMS companies to negotiate favourable sourcing contracts for components and strengthen its supply chain. As the EMS

companies move into lower cost zone, they are able to offer better contract terms to OEMs making it a win-win for parties involved.
The sign of heightened activity in the EMS segment can be gauged from the number of new players and investments made to support the partners in the past three years. 2016 has witnessed a steady growth of the output revenues of the EMS segment.

India as a favourable destination for electronics manufacturing

India has always been considered to be a high cost destination with lower ease of doing business. In the recent years, India has made quantum jumps in its global rankings to become a preferred destination for investment.
India's electronics industry, hitherto plagued by low demand and value addition was not considered among the top destination by decision makers. This status underwent a change with electronics being recognized as a key segment for policy focus. The National Policy on Electronics (NPE) brought the spotlight on local value addition and an enabling environment was devised.

China, given the long history and dominance in the electronics manufacturing has been the favourite target for companies. The downturn in global economic conditions and years of high growth resulted in downward movement in China's fortunes. Also many countries in the Asian region offered global investors with options which encouraged them to explore. Though the electronics ecosystem is still the strongest, the recent years have witnessed an increase in labour costs which have dampened its standing as a low cost manufacturing location.

On the other hand, India has been leveraging its demographic dividend while bringing in the much required flexibility in its manufacturing policies. The conscious efforts to attract global investors have led to increase in FDI and also investor confidence.

The following driving factors reflect the increasing preference for India for electronics manufacturing:

- Stable political government that assures global investors on consistency in policies
- Rising cost of labour in China while India is still at a lower end of this cost
- Creation of National Manufacturing Zones (NMZ), Electronics Manufacturing Clusters (EMC), close coordination between centre and states for investment promotion
- High domestic demand for products and services; local needs
- Investment by EMS companies
- Duties and tariffs to discourage imports and encourage domestic value addition
- Digitalization that accentuates demand for select products

The following tables compare India with China on multiple factors and products within electronics manufacturing:

Chart 10: FPD TV India – China Comparison of Cost

FPD TV						
	FY 14		FY 17		FY 21	
						
Raw Material	65.0%	60.0%	60.0%	55.0%	50.0%	50.0%
Utilities	13.0%	13.0%	13.0%	14.0%	12.0%	14.5%

FPD TV						
Labour & Overheads	12.0%	13.0%	12.5%	16.0%	13.0%	20.0%

(Source: Ministry of Labour & Employment, Frost & Sullivan Analysis)

The planned panel manufacturing in India is expected to provide the key raw material for TV in the mid to long term. This will help overcome the import cost on account of the same. Mid-level Chinese FPD manufacturers have more than 10 million annual capacity which enabled them to enjoy sourcing advantages. Currently, the scale is improving for manufacturers in India making them equivalent to Chinese manufacturers in sourcing of open cells. The increasing level of manufacturing of PCBA in India will also help bring down the cost of raw materials.

The states in India are competing with each other to offer best incentives to manufacturers. This includes tax holiday and waiver on utility charges, thus lowering this cost component. The creation of industrial clusters is expected to be highly beneficial in reducing the utilities costs for manufacturers.

Labour costs in China is witnessing a steep increase with many manufacturers either moving production out of China or enhancing automation levels. India with its high availability of manpower and relatively less automation is expected to remain highly competitive on labour costs through 2021. The ongoing skills development programmes in India are also expected to offer bigger pool of skilled workforce thus permitting only a marginal increase in the labour cost component till 2021.

Tier-II Indian OEMs prefer the ODM engagement model for LED TV and India has a better developed ODM ecosystem which is cost competitive too. Moreover, the prevailing customs duty of 26% on TVs while zero duty on panels makes manufacturing in India an attractive proposition.

A major pull factor for major manufacturers is the political friction between Japan and China, which has influenced Japanese brands such as Sony, Panasonic, Toshiba to prefer India as a manufacturing destination for local market and exports.

Chart 11: Mobile Phones India – China Comparison of Cost

Mobile Phones						
	FY 14		**FY 17**		**FY 21**	
						
Raw Material	**70.0%**	**60.0%**	**65.0%**	**55.0%**	**55.0%**	**53.0%**
Utilities	**12.0%**	**13.0%**	**12.0%**	**14.0%**	**13.0%**	**14.5%**
Labour & Overheads	**12.0%**	**13.0%**	**13.0%**	**18.0%**	**13.0%**	**20.0%**

(*Source: Ministry of Labour & Employment, Frost & Sullivan Analysis*)

India's huge domestic demand for low and mid end smart phones is driving local investments by domestic and Chinese manufacturers in India. Presence of local design capability is helping design led manufacturing in India. Supported by government through policy measures, progressive value addition is expected to increase from current 6% to over 30% by 2020.

Moreover, EMS companies are taking the lead with majority of the OEMs outsourcing their assembly/manufacturing and are themselves of Chinese origin. The higher customs tariff on key components like PCBs will give rise to higher local sourcing where the current CVD is 12.5%.

Since 2013, salaries increased by 21% to 41% in places like Chongqing, Taiyuan and Chengdu. The cost of labour is expected to rise during the forecast period and in some cases become equivalent to even Europe. India on the other hand will witness low to moderate increase in wages, thus attracting more manufacturers more trained manpower will be available and standardization will become the norm.

India with its large number of mobile manufacturing units is anticipated to undertake greater value addition thus reducing its component input cost over the next 3 to 4 years. Components that are imported will also become favourable on account of scale.

Chart 12: WM India – China Comparison of Cost

WM						
	FY 14		**FY 17**		**FY 21**	
						
Raw Material	**58.0%**	**54.0%**	**54.0%**	**52.0%**	**45.0%**	**50.0%**
Utilities	**13.0%**	**12.0%**	**12.0%**	**13.0%**	**12.0%**	**14.0%**
Labour & Overheads	**12.0%**	**13.0%**	**12.5%**	**16.0%**	**13.0%**	**18.0%**

(Source: Ministry of Labour & Employment, Frost & Sullivan Analysis)

The penetration of WM in the Indian market remains abysmally low offering huge opportunities for growth. Semi-Automatic (SA) WM is still a steadily growing market in India and with huge export potential to ME and African economies thus creating large demand; Further India has immense design potential too. Price sensitive nature of Indian customers leads to greater demand for SA WM where Indian manufacturers enjoy distinct advantage over China. The maturity of this product ensures standardization and hence an ideal product for outsourced manufacturing and lower cost.

Also, global factors such as political friction between Japan and China has influenced Japanese brands such as Panasonic to prefer Indian manufacturing partners; Most recently US has also imposed high duties on Chinese imports of WM. To source from China, manufacturers have to plan 6 months in advance to book capacities. To hedge better against consumer demand volatilities and manage inventory efficiently, manufacturing in India is cost effective and advantageous. OEMs prefer the ODM engagement model for SA WM as it's a mature market and Indian manufacturers have better cost efficiencies in the ODM approach.

The labour cost in China is increasing on account of lower availability of manpower. The aspiration level of Chinese workers has increased and they focus on high-tech jobs, leaving gaps in the low end of manufacturing value chain. This has led to shortage of labour and a higher cost due to lack of availability of manpower.

Chart 13: LED Lamps India – China Comparison of Cost

LED Lamps						
	FY 14		**FY 17**		**FY 21**	
						
Raw Material	70.0%	65.0%	60.0%	50.0%	50.0%	48.0%

LED Lamps						
Utilities	12.0%	13.0%	12.0%	14.0%	13.0%	15.0%
Labour & Overheads	12.0%	13.0%	12.5%	16.0%	13.0%	18.0%

(Source: Frost & Sullivan Analysis)

Although current manufacturing cost is higher in India in comparison to China, it is expected to come down in future. Chinese manufacturers are facing challenges of price escalation caused by – withdrawal of subsidies to LED suppliers, rising labor costs, regulated supply and rise in cost of raw materials like aluminum, devaluation and subsequent volatility in local currency. On the other hand, Indian manufacturers are enjoying advantage of progressively lowering production costs enabled by increasing level of product indigenization, government subsidies for capital equipment., tax and duty structure revisions, lower labor wages and rapidly growing demand which ushers the economies of scale.

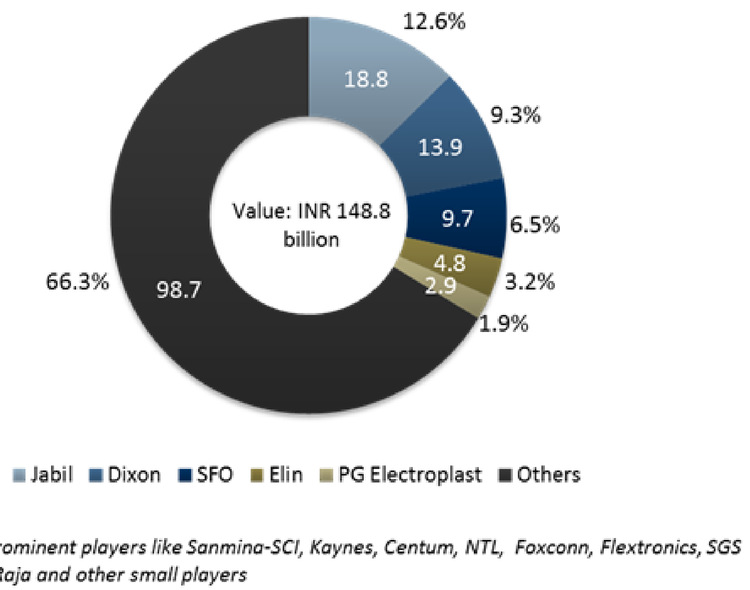
The EESL tender, offers huge volumes to manufacturers, which has resulted in lower costs of manufacturing. The 9W bulb has reached its lowest bid price of INR 38, thus making India an economical location for bulbs compared to China. The key component of LED packages accounts for 30% of the LED bulb which is lower than China for an equivalent product.

The expected enforcement of PMA policy, by the government, for local sourcing of raw materials will lead to establishment of LED package manufacturing in India. This will have a substantial positive impact on India's move to attain competitiveness in LED lighting over China.

Competition Assessment in the Indian EMS Market

Indian EMS market comprises of different tiers of companies including the global EMS companies with operations in India, large Indian EMS companies and mid/small Indian EMS companies. The competition concentration is moderate as the top 3 companies account for 28.5% of the market. EMS companies in India have matured from being mere contract manufacturers to end-to-end support partners today. Companies are observed to follow either of the two unique business models – High volume/low mix or Low volume/high mix and seldom do companies adopt a mixed approach.

Chart 14: India EMS Market Shares (Revenue in INR billion)



(Source: Frost & Sullivan Analysis)

ODM as the Key Differentiator for EMS companies

The growth in the consumer electronics market in India has interestingly brought about gradual but radical change in the suppliers composition. The market which was dominated by tier-I players witnessed increasing share of tier-II players. The factor behind their increasing acceptance has been the availability of technology and regional presence. While the tier-I players with their financial strength rely on their product design and development, tier-II players are content with brand positioning and not on in-house product capabilities.

The surge in the demand for consumer electronics hasn't been met with a commensurate investment by OEMs in their manufacturing infrastructure. This is because they have the option of EMS companies offering an attractive proposition to produce them locally. This has given impetus to ODM companies which develop designs that become part of the tier-II players' portfolio. Advantage such as nil or low design investment, standard designs to choose from, low cost of product, quicker production turnaround and aftermarket product support makes it a compelling value proposition. The ODM companies with their versatile capabilities in system designs, plastic moulding, PCBA, software engineering and more importantly manufacturing encourage OEMs to increasing the width of their partnership.

SA WM is absent from the portfolio of many global companies. However, in India, without it, the offering is not complete and can impact the market prospects of the OEMs. Instead of investing in the R&D, these companies partner with ODMs like Dixon to pick and choose existing models and also design specific models. The collateral advantage for ODMs through such tie-ups is enhancement of competencies to address newer clients.

In the long run, ODMs will also move into feature phones as OEMs focus on smart phones while keeping this high volume segment serviced. FPD TVs with basic features are already being supported by ODMs and this trend will strengthen over the forecast period. LED lamps manufacturing is currently being supported by OEM designs but given the high level of dynamism and tremendous opportunity at the low end of the usage spectrum, ODM play is just a matter of time. Similar to the consumer electronics, LED lamps with its multiplicity of models is expected to follow suit.

Gradually, there is a belief that there is a growing outsourcing trend in certain product verticals wherein regional and private labels have been gaining market share and the ODM model allows Dixon to service this market as well. As the products move towards maturity phase, more products are expected to become standard and fall under the ambit of ODMs. Hence in the long run, ODM companies will become an indispensable element in the success plan of OEMs, from both tiers.

SUMMARY OF BUSINESS

Some of the information contained in the following discussion, including information with respect to our plans and strategies, contain forward-looking statements that involve risks and uncertainties. You should read the section titled "Forward-Looking Statements" on page 16 for a discussion of the risks and uncertainties related to those statements and also the sections titled "Risk Factors" on page 18, "Financial Statements" on page 237 and "Management's Discussion and Analysis of Financial Condition and Results of Operations" on page 335 for a discussion on 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 financial year ends on March 31 of each year, so all references to a particular financial year/ Fiscal are to the twelve months period ended March 31 of that year.

Unless otherwise indicated, financial information included herein is based on our Restated Consolidated Financial Statements included in this Draft Red Herring Prospectus.

We are the largest home grown design-focused and solutions company engaged in manufacturing products in the consumer durables, lighting and mobile phones markets in India (*Source: Frost & Sullivan Report*). Our diversified product portfolio includes (i) consumer electronics like LED TVs; (ii) home appliances like washing machines; (iii) lighting products like LED bulbs and tubelights, downlighters and CFL bulbs; and (iv) mobile phones. We also provide solutions in reverse logistics i.e. repair and refurbishment services of set top boxes, mobile phones and LED TV panels. As per the Frost & Sullivan Report, we are the leading manufacturer of lighting products of CFL, LED bulbs, LED TVs and semi-automatic washing machines in India. Our key customers include Panasonic India Private Limited, Philips Lighting India Limited, Haier Appliance (I) Pvt. Ltd., Gionee, Surya Roshni Limited, Reliance Retail Limited, Intex Technologies (I) Ltd., Mitashi Edutainment Pvt. Ltd., Dish Infra Services Private Limited.

We are a fully integrated end-to-end product and solution suite to original equipment manufacturers ("**OEM**s") ranging from global sourcing, manufacturing, quality testing and packaging to logistics. We are also a leading Original Design Manufacturer ("**ODM**") of lighting products, LED TVs and semi-automatic washing machines in India (*Source: Frost & Sullivan Report*). As an ODM, we develop and design products in-house at our R&D centre. We manufacture and supply these products to well-known companies in India who in turn distribute these products under their own brands.

Our Company was incorporated in 1993 and, in 1994, we commenced manufacture of consumer electronics such as colour televisions. In 2007 we commenced manufacturing of LCD TVs and subsequently progressed into manufacturing of LED TVs in 2010. We entered the lighting products segment in 2008 with the manufacturing of CFL products and gradually increased our product portfolio to LED products in 2016. In 2010, we started manufacturing semi-automatic washing machines. We also started providing reverse logistics services in 2008. The most recent segment that we have entered into is the manufacturing of mobile phones through a JV. We believe that we have continuously diversified our product portfolio to keep pace with changing consumer trends and development in technology.

The table below sets out our sales volume across our key product portfolio for the period indicated:

S. No.	Product/Vertical	Installed capacity p.a. (in units)$^{(1)}$	Sales for the nine-month period ended December 31, 2016 (in units)
1.	**Consumer Electronics**		
	LED TVs	1,200,000	613,880
2.	**Lighting products**	**260,400,000**	**66,983,248**
	LED bulbs	126,000,000	28,301,109
	Downlighters	1,200,000	326,092
	Tubelights and battens	3,600,000	69,775
	LED drivers	6,000,000	1,862,505
	CFL lamps	48,000,000	17,789,048
	Electronic ballasts	15,600,000	9,171,736
	Others (CFL PCB, Deco lamp)	60,000,000	9,462,983
3.	**Home Appliances**		
	Washing machines	550,000	295,059
4.	**Mobile phones**	10,080,000	2,931,961
5.	**Reverse logistics**	**3,660,000**	1,000,165

S. No.	Product/Vertical	Installed capacity p.a. (in units)[1]	Sales for the nine-month period ended December 31, 2016 (in units)
	Set top boxes	2,400,000	955,890
	Mobile phones	1,200,000	42,299
	LED TV panels	60,000	1,976

[1] *Calculated as on December 31, 2016*

In line with our focus to provide end to end product solutions, we have backward integrated our major manufacturing processes by developing in-house capabilities in plastic moulding products, sheet metal products, wound components and LED panel assembly. We believe that this improves our cost efficiency, reduces dependency on third party suppliers and gives better control on production time and quality of critical components used in the manufacturing of products.

Our in-house R&D centre, apart from undertaking electronics hardware designing, system architecture, mechanical design, component engineering and optics design, also assists our customers in cost reduction through product engineering. This enables us to address consumer requirements across geographies, introduce new and unique products in the market and enhance existing products with emerging technologies. As on March 31, 2017, our R&D team consisted of 19 employees, including electrical engineers. We have recently applied to the Department of Scientific and Industrial Research for recognition of our R&D centre and are currently awaiting approval of the same. Our revenue from ODM contributed to 14.24%, 14.72%, 26.88% and 20.00% of our revenue from operations (net) in Fiscals 2014, 2015 and 2016 and the nine-month period ending December 31, 2016.

We have six state-of-the-art manufacturing facilities which are strategically located in the states of Uttar Pradesh and Uttarakhand meeting the quality requirements of our customers, including global brands. Out of our six manufacturing facilities, three are located in Noida in the state of Uttar Pradesh and manufacture CFL as well as LED lamps and drivers and mobile phones, while the other three are located at Dehradun in the state of Uttarakhand and manufacture CFL as well as LED lamps and drivers, electronic ballasts, LED TVs and washing machines. Our backward integration process like plastic moulding, sheet metal, wound components and LED panel assembly are carried out at the manufacturing facilities in Dehradun. Most of our manufacturing facilities have been accredited with quality management systems and environmental management systems certificates for compliance with ISO 9001-2008, ISO 14001-2004 and 14001:2015 requirements respectively. Further, few of our products are also certified to be compliant with quality standards issued by the Bureau of Indian Standards. For further details, refer to the sub-section titled "*Our Business – Our Manufacturing Facilities*" on page 186. We are in the process of setting up a new manufacturing facility in Tirupati, Andhra Pradesh.

Our reverse logistics services are carried out from Noida III Facility and 17 other service centres located across India.

Our Promoter and Executive Chairman, Sunil Vachani has been awarded the 'Man of Electronics' award by CEAMA in the 2015, the "Outstanding Citizen Award 2012" by the Sindhi Chamber of Commerce and one of the "Top 100 people influencing EMS" in 2012 by ventureoutsource.com. He has held positions like chairman of the Electronics and Computer Software Export Promotion Council of India and Co-Chair of the CII ICTE Committee and is currently the vice president of CEAMA. Atul B. Lall, our Managing Director, has been associated with our Company since inception and has more than 25 years' experience in the EMS industry. He has served as a member of the Technical Evaluation Committee for Electronic Manufacturing Services under M-SIPS (Electronic Manufacturing Services-EMS) constituted by the DeitY. For further details, refer to the section titled *"Our Management"* on page 210.

In 2008, IBEF I and IBEF, whose investments are advised and managed by MOPE Investment Advisors Private Limited, subsidiary of Motilal Oswal Financial Services Limited, invested in our Company. IBEF I and IBEF currently hold 19.54% and 10.52% of the pre-Offer Equity Share capital of our Company, respectively. For further information, see the sections titled "*History and Corporate Structure*" and "*Capital Structure*" on pages 203 and 91 respectively.

As on March 31, 2017, we had 629 permanent employees and also employed around 4,030 contract labour at our manufacturing facilities. Our revenue from operations (net), EBITDA and profit after tax, as restated, on a consolidated basis, for the periods indicated are provided in the table below-

Particulars	For the periods ended March 31				For the nine-month period ended December 31, 2016
	2013	2014	2015	2016	
Revenue from operations (net) (₹ in million)	7,669.24	10,937.19	12,013.39	13,894.17	18,444.50
EBITDA (₹ in million)	212.39	293.62	339.92	605.30	725.61
EBITDA (%)	2.77	2.68	2.83	4.36	3.93
Profit after tax (₹ in million)	49.80	135.90	118.56	426.53	401.65
Profit after tax (%)	0.65	1.24	0.99	3.07	2.18

Our revenue from operations (net), profit after tax and EBITDA, as restated, on a consolidated basis, grew at a CAGR of 34.60%, 192.65% and 68.82%, respectively from Fiscal 2013 to Fiscal 2016.

The following table sets out the vertical-wise revenue proportion and revenue attributable to the top customer in each vertical, during the periods indicated:

Nine months ended December 31, 2016					
S. No.	Verticals	Revenue (₹ in million)	Percentage of revenue from operations (%)	Revenue from top customer (₹ in million)	Percentage of vertical revenue (%)
1.	Consumer electronics	6,710.53	36.38	4,327.11	64.48
2.	Lighting products	3,625.92	19.66	3,265.24	90.05
3.	Home appliances	1,459.04	7.91	326.23	22.36
4.	Mobile phones	6,196.37	33.59	3,072.46	49.58
5.	Reverse logistics	452.63	2.45	304.08	67.18

Year ended March 31, 2016					
S. No.	Verticals	Revenue (₹ in million)	Percentage of revenue from operations (%)	Revenue from top customer (₹ in million)	Percentage of vertical revenue (%)
1.	Consumer electronics	7,701.20	55.43	4,530.32	58.83
2.	Lighting products	4,295.05	30.91	3,065.54	71.37
3.	Home appliances	1,306.45	9.40	221.96	16.99
4.	Mobile phones	200.09	1.44	137.33	68.63
5.	Reverse logistics	391.38	2.82	277.93	71.01

Competitive Strengths

We believe that our success to date and our potential for future growth are attributed to a combination of our competitive strengths set out as follows:

Leading market position in key verticals

We are a leading player in most verticals we operate in. According to the Frost & Sullivan report, we enjoyed market leadership in manufacturing of FPD TVs, washing machines, LED and CFL lights in India in Fiscal 2016.

The table below setting out our share of the total production by EMS/ODM players in India, demonstrates our leading position across our key product portfolio in Fiscal 2016:

S. No.	Product	Our production (in units)	Production by EMS/ODM players in India (in units)*	Market share*
1.	FPD TVs	0.6 million	1.2 million	50.4 %
2.	Washing machines	0.3 million	0.6 million	42.6%
3.	LED and CFL lights	88.4 million	227.0 million	38.9%

**Source: Frost & Sullivan Report. For further details, refer to the section titled "Industry Overview" on pages 139, 144 and 153.*

We believe that our experience in manufacturing, successful backward integration and design capabilities, strong relationships with our global suppliers and anchor customers has resulted in us achieving leading position in our key verticals. We believe our leading position helps us in buying critical components at competitive prices, achieve operational efficiencies, helps us in continuing to expand our customer base and further strengthens our relationship with anchor customers. It further enhances our ability to diversify into related products and enter new geographies.

Strong relationships with a diverse top-tier customer base

We have established and will continue to focus on strengthening our long-standing relationships with well-known customers across product verticals. We view these customers as our partners and seek to provide them with quality end-to-end product solutions. We believe that our customers are long term reputed players in the industry. Our relationships with them have enabled us to continuously develop, diversify and improve our product portfolio, plan our production in anticipation of demand from retail customers and ensure continuous focus on quality. Such long term business relationships stem from our commitment to quality products and timely delivery of customers' orders under tight delivery schedules and short production lead time.

Our major customers are well respected players in one or more product categories offered by us and include:

- *Global brands*: Panasonic India Private Limited, Philips Lighting India Limited, Haier Appliance (I) Pvt. Ltd., Gionee
- *National brands:* Intex Technologies (I) Ltd., Surya Roshni Limited
- *Domestic retail private labels*: Reliance Retail Limited, Vijay Sales
- *Regional brands in Tier I and Tier II cities*: Mitashi Edutainment Pvt. Ltd., Abaj Electronics Pvt. Ltd.

The following table summarizes the duration of the relationship between us and the top five customers for the nine-month period ended December 31, 2016:

S. No.	Top five customers	Products purchased	Percentage of total revenue attributable to such customer (in %)	Duration of relationship with the Company, not less than
1.	Panasonic India Private Limited*	Consumer electronics / home appliances / mobile phones	41.89	4 years
2.	Philips Lighting India Limited	Lighting	17.70	8 years (includes the supplies made to Philips India Limited)
3.	Gionee**	Mobile phones	14.30	1 year
4.	Intex Technologies (I) Ltd.	Consumer electronics/ home appliances/ reverse logistics	4.60	2 years
5.	Reliance Retail Limited	Consumer electronics / reverse logistics	3.83	1 year

**Out of 41.89%, 23.46% is attributable to consumer electronics, 1.77% is attributable to home appliances and 16.66% is attributable to sale of Panasonic branded mobile phones to Jaina Marketing and Associates, supplier of Panasonic India Private Limited*

***refers to sales made to distributors of RStar Limited*

Over the years, while maintaining and strengthening our relationships with our existing customers, we have successfully expanded and diversified our customer mix. In addition to targeting global players, we also cater to various leading local players across product verticals. We believe that by broadening our customer portfolio, we are able to reduce our reliance on just a few customers for our revenue streams.

Our strong relationships with top-tier brands extend across multiple products that allow for further diversification of our revenue streams. For example, the first order received by us from Panasonic India Private Limited was for manufacturing of LED TVs, however, over the years we have leveraged our relationship and diversified into manufacturing washing machines and mobile phones (through their supplier) for them.

Our global customers typically implement stringent approval processes and quality audits checks in the selection of their suppliers, and our ability to be a key supplier and establish long term relationships with many of our customers demonstrates our ability to maintain customer stickiness and strong delivery capabilities.

We believe, our strong customer base has not only been instrumental in our success to date, but also will be a strong driver of our future growth and help expand our market share, develop new products and enter newer markets. Our ability to maintain and grow these customer relationships stems from our history of continuously creating value for our customers. This is demonstrated by the fact that we have received awards, such as the 'Development Excellence Award (semi-automatic washing machine)' from Panasonic India Private Limited in 2016.

Experienced Promoter and seasoned management team

Our Promoter and Executive Chairman, Sunil Vachani, and Managing Director, Atul B. Lall, have been associated with our Company since our inception. Sunil Vachani has more than two decades of experience in the EMS industry has been awarded the 'Man of Electronics' by CEAMA in the past. He has held positions like chairman of the Electronics and Computer Software Export Promotion Council of India and Co-Chair of the CII ICTE Committee, He is currently the vice president of CEAMA. Our Managing Director, Atul B. Lall, has been employed with our Company since our inception and has more than 25 years' experience in the EMS industry. He has served as a member of the Technical Evaluation Committee for Electronic Manufacturing Services under M-SIPS (Electronic Manufacturing Services-EMS) constituted by the DeitY and served as a representative of ELCINA on the Committee for Reliability of Electronic and Electrical Components and Equipment (LITD. 02) of the BIS.

Additionally, our senior management also possesses extensive industry and management experience which we believe has given us a specialized understanding of the complexities involved in the electronic manufacturing services industry in India and its processes. We believe that our business growth is attributable to our strong management culture fostered by an entrepreneurial spirit, each product vertical being managed by experienced and hands-on vertical heads having in-depth knowledge of our industry. Our ability to retain talented pool of employees is backed by issuance of ESOPs from time to time. Our experienced management team has successfully led our operations, increased our capacity, revenues and profits since our inception and is passionate and dedicated to our business and innovation.

Our Key Managerial Personnel has an average experience of over 20 years, comprises of experienced professionals with extensive experience in their domains, helping us develop new products through in-house R&D capabilities, thereby quickly adapting to changing client requirements across varying product mix. We have a track record of establishing and growing new lines of product segments in the past, such as lighting products (since 2008), washing machines (since 2010), and mobile phones (since 2016).

We believe that our highly experienced and dedicated management team enable us to capture market opportunities, formulate and execute business strategies, manage client expectations as well as proactively manage changes in market conditions.

End to end solutions provider with dedicated research and development capabilities

Since inception, we have expanded our product portfolio, customer base and gained technological expertise in designing and manufacturing of consumer durable and lighting products. We place a high emphasis on integrating our services to continue to serve as an end-to-end product solutions provider and maintain an edge over our competitors. We believe that our dedication to design, manufacturing and our service infrastructure ensure customer satisfaction, foster customer loyalty and generate repeat business. Our capabilities which enable us to provide end-to-end solutions are:

Research and development

Leveraging on the experience and knowledge derived from manufacturing consumer durable products, our Company has set-up an R&D centre focusing on the research and development of electronics hardware designing, system architecture, mechanical design, component engineering and optics design and provide design enhancement and verification to our customers. As at March 31, 2017, our R&D team consists of 19 employees including electrical engineers. Our R&D centre located at Noida has access to latest equipment such as photometric system for light source and colour analysers. The R&D team has the capabilities to verify and develop conceptual designs received from customers and convert such designs into deliverable products by improving the designs, recommending suitable raw materials and testing of trial products. The R&D team also aims to provide solutions to improve manufacturing efficiency on the existing products, reduce production costs and also assists our customers in designing consumer durable and lighting products by providing design and engineering support.

We have received awards, such as the 'Development Excellence Award (semi-automatic washing machine)' from Panasonic India Private Limited in 2016.

Global sourcing

With an increase in the scale of our operations over the years, we have access to and have established continuous relationships with domestic and international suppliers and gained expertise in global procurement of components which meet strict quality standards and adhere to the time schedules laid down by our customers, on competitive rates. The benefits of placing large orders with our suppliers allows us to source at competitive prices thereby improving our margins and ability to win further business.

Backward integration

We have gradually backward integrated our services by setting up in-house manufacturing of plastic moulding for lighting products, LED TVs and washing machines; wound components for lighting products and back light unit clean room for LED TVs. Backward integration provides us the benefit of greater control on the manufacturing process, quality and the corresponding benefits of cost efficiencies thereby improving our margins. As a result, we are able to fulfil our customers' diverse needs in a timely manner and enhance our ability to offer cost-competitive 'one-stop-shop' solutions.

Reverse Logistics

As a step towards further enhancing our integrated services, we started the reverse logistics vertical which currently includes repair and refurbishment services for STBs, LED panels and mobile phones. These services are provided by trained team members at the Noida III Facility with support from 17 service centres spread across different states in India who are assisted by our R&D team. Our ability to design and manufacture products like LED TVs and mobile phones gives us an edge for repairs and refurbishments of the same and similar products.

Flexible and cost-effective manufacturing capabilities

We have a proven track record of serving product requirements of our customers and we continue to pursue greater efficiencies of cost, time, quality and scale in our manufacturing processes. We maintain the flexibility of our manufacturing facilities by measures such as multiple-function training and standardization of equipment. For example, our Dehradun I Facility is equipped with surface mounting technology lines which has an annual production capacity of 144,750,000 units, as on December 31, 2016. The surface mounting technology lines can be used to manufacture LED TVs, CFL and LED products thus providing us flexibility to manufacture diverse products with standardized equipment.

Due to the large scale of our operations, extensive experience in manufacturing, backward integrated manufacturing facilities, global sourcing and processes and availability of skilled and unskilled manpower at our manufacturing facilities, we are able to offer cost effective solutions to our customers while maintaining our margins. For instance, in August 2015 we received an order of 15 million LED lamps from our key customer Philips Lighting India Limited, who had been awarded contracts for manufacture and supply of LED lamps by a Government entity.

Because of our cost-effective solutions, we are able to offer prices which are competitive to similar products imported from China in some of our product verticals. For details on India's cost competitiveness against China, refer to the section titled "*Industry Overview*" on page 131.

We attribute our ability to deliver quality products because of our control on manufacturing processes, robust engineering and quality assurance systems. The quality control team is tasked with thorough pre-manufacturing checks and balances. This prevents or, where necessary, uncovers defects which ensures that time and resources are not wasted in the production of defective products. Most of our manufacturing facilities are ISO 9001: 2008 and ISO 14001: 2004 certified in accordance with international quality standards.

Strong Financial Performance and stable cash flows

We have a track record of sustained growth in revenue and profitability. For the last four fiscals ended March 31, 2016, we achieved a CAGR of 34.60% in revenue from operations (net) and 68.82% in EBITDA.

Further, as on December 31, 2016, our long term borrowings to equity ratio was 0.08. During the nine-month period ended December 31, 2016 and fiscals 2016, 2015, 2014 and 2013, we reported RoCE of 38.44%, 27.95%, 15.96%, 14.72% and 9.92%, respectively. We believe that our robust financial position illustrates not only the growth of our operations over the years, but also the effectiveness of allocation of our capital and strong working capital management across our business. Among other things, our strong financial position has enabled us to increase our production capacities and diversify into newer products and services through internal accruals without increasing our external borrowings.

Our financial stability and positive cash flow from operations enable us to meet the present and future requirement of our customers. Our strong balance sheet gives our customers the confidence that we will be able to support them in terms of both capabilities and capacities. This also helps strengthen trust and engagement with our customers, thereby increasing customer stickiness.

Our Strategies

We intend to build on our existing strengths of product design, manufacturing and service to enhance our position as the ODM provider of choice for top-tier brands. Most of the below strategies have helped us in the past 2-3 years to improve our return ratios. Key elements of our business strategy are described below:

Continue to focus on ODM model

While OEM sales continue to be a major source of our revenue, we plan to gradually expand our share of the ODM model of manufacturing. As an ODM, we control the entire manufacturing cycle of a product from the initial stage of designing and are responsible for all the aspects of manufacturing, including planning and sourcing of raw materials and components. Under ODM, we sell our products to companies who in turn distribute these products under their own brand to end users, however, warranties with respect to defects in raw materials and workmanship affecting normal use of products are provided by us. The ODM model of business requires additional investment in R&D as well as working capital but provides higher margins as compared to the OEM model.

We have in the past three years expanded our presence as an ODM in home appliances, lighting products and consumer electronics verticals. The contribution of ODM sales, by vertical, to our revenue from such vertical for the periods indicated is as below-

S. No.	Vertical	% of revenue from vertical in the period ending			
		December 31, 2016	March 31, 2016	March 31, 2015	March 31, 2014
1.	Home appliances	100.00	100.00	100.00	100.00
2.	Lighting products	39.15	40.21	12.44	3.52
3.	Consumer electronics	12.08	9.10	4.22	8.60

Our strategy to move towards the ODM model is to service all major customer requirements across the industry and product verticals. This also helps us in improving our overall profitability as we are able to control all aspects of the manufacturing cycle. Gradually, we believe there is a trend in certain product verticals wherein regional and private labels have been gaining market share and the ODM model allows us to service this market as well.

Continue to strengthen our existing product portfolio and diversify into products with attractive growth and profitability prospects

Currently, our product offerings include consumer electronics, home appliances, lighting products and mobile phones, which accounted for 36.38%, 7.91%, 19.66% and 33.59%, respectively, of our revenue from operations (net) in the nine-month period ended December 31, 2016, and 55.43%, 9.40%, 30.91% and 1.44%, respectively, of our revenue from operations (net) in Fiscal 2016. We plan to continue to increase offerings in our current product verticals as well as diversify into new verticals by tapping into segments which in the view of our management have attractive growth prospects and higher return ratios where we have distinctive competence and compelling value propositions.

In the last six years, we have entered into the LED lighting products, washing machines, mobile phones and the reverse logistics verticals. We expect to gain additional opportunities in the home appliances and lighting product segments. For eg., we currently manufacture semi-automatic washing machines and intend to leverage our existing capabilities to enter the fully automatic washing machine segment. As per the Frost & Sullivan report, the narrowing price difference between semi-automatic and low end models of top load washing machines is driving the adoption of top load fully automatic washing machines. Similarly, we had in the recent past expanded our product portfolio in the lighting segment by adding LED bulbs, T-LEDs, downlighters and battens. We may also explore export opportunities with our existing customers or establish relationships with new customers as and when the opportunity arises. We have in the past exported CFL bulbs and LED bulbs to Thailand, Egypt, France, UK, Poland, Tanzania and Kenya and continue to export CFL and LED bulbs.

We also plan to continue to enter into joint ventures to initiate diversification into new product segments. For example, in 2015, we had entered into a joint venture for manufacture of mobile phones in India. In 2017 we entered into a joint venture agreement with a company for manufacture of security systems including CCTVs and digital video recorders (DVRs).

Development of our service offerings

We commenced the reverse logistics vertical in the year 2008 with a view to complement our portfolio offering and provide end-to-end solutions in the industry we operate. The reverse logistics vertical is an extension of our existing skill set of manufacturing electronics and we have been able to acquire new customers in this vertical as well as expand the scope of our offerings to the existing customers.

We currently offer repair and refurbishment services for STBs and repair of mobile phones, LCD and LED TVs, LED panels, home theatres, printers etc. With a focus on increasing our expertise as an end-to-end solutions provider, we plan to further expand our reverse logistics portfolio with support of our R&D team. For example, we have acquired technology for repair of LED panels of TVs and mobile phones. As an extension of our value added services in the reverse logistics vertical, we have also recently started spare parts management for a mobile phone brand.

We believe that the reverse logistics vertical provides high return on capital employed and has a high potential for growth. As per the Frost & Sullivan Report, average return rates in reverse logistics of electronics items are: mobile phones (9%), set top box (16%), FPD TV (8%), washing machines (8%), and computer peripherals (10%). For details of growth potential in the reverse logistics vertical, refer to the section titled "*Industry Overview*" on page 164.

Currently we focus only on B2B reverse logistics and do not have consumer facing service centres which is in line with our strategy of building relationships with brand owners and OEMs.

Expand existing relationships with customers into other product verticals

We plan to continue to focus on customers with whom we have long-standing relationships in order to develop and supply more sophisticated, higher margin products. For example, we started manufacturing TVs for Panasonic India Private Limited and are now also manufacturing washing machines and mobile phones (through their supplier) for them. Similarly, we started manufacturing colour televisions for Philips India Limited in 2007 and over the years have expanded our offerings with DVD players, home theatres and currently manufacturing lighting products both as an OEM and ODM. Our experienced R&D team enables us to bring innovations to our existing customers that translate into new opportunities. Our R&D team has the ability to add new features to existing products and develop new product lines and customized software. For example, we have added a waterfall mechanism and magic filter in the washing machines manufactured by us.

Expansion of industrial footprint into new geographies

We seek to expand our geographical footprint by enhancing current manufacturing capacities and setting up of new manufacturing facilities, especially in South India. We are in the process of setting up a new manufacturing facility in Tirupati, Andhra Pradesh. The Tirupati Facility is being set up pursuant to an order passed by the Government of Andhra Pradesh whereby our Company has been granted certain subsidies in relation to, *inter alia*, the land rentals, capital subsidies like water and electricity as well as certain tax exemptions for a defined period. We also seek to further enhance our manufacturing capacity across our product verticals as well as set up infrastructure for manufacturing of CCTVs and DVRs, through our joint venture, ADTPL, at the Tirupati Facility. This would further help us in strengthening our relationships with our existing customers and gaining new customers as we would be able to penetrate the markets in South India.

The Tirupati Facility being closer to the Krishnapatnam and Chennai ports would provide us easier access to the exports market and we will be well placed to offer export quality products for the South East Asia market to our customers.

Continue to strive for cost leadership

We intend to continue to be the most cost-efficient player in each of the product verticals we will enter. This cost leadership will be achieved through initiatives like having large manufacturing capacities, backward integration and being a sizeable player in the industry in that particular vertical. Economies of scale will also enable us to continuously improve our operational efficiencies. One of the strategies we have adopted in the past is flexibility in manufacturing lines for different product verticals thereby giving us higher utilisation levels despite lower capital investments. We will continue with this strategy of flexible manufacturing and deploying minimum working capital which will also help us in attaining cost leadership.

SUMMARY FINANCIAL INFORMATION

The following tables set forth the summary financial statements derived from our restated standalone financial statements for and as of the nine-month period ended December 31, 2016 and Fiscals 2016, 2015, 2014, 2013 and 2012 and our restated consolidated financial statements for and as of the nine-month period ended December 31, 2016 and Fiscals 2016, 2015, 2014, 2013 and 2012. The Restated Financial Statements have been prepared in accordance with Indian GAAP and the Companies Act and restated in accordance with the SEBI ICDR Regulations and are presented in the section titled "*Financial Statements*" on page 237. The summary financial statements presented below should be read in conjunction with our Restated Financial Statements, the notes and annexures thereto and the section titled "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" on page 335.

RESTATED STANDALONE FINANCIAL STATEMENTS

Restated Standalone Summary Statement of Asset and Liabilities

(₹ *in million*)

Particulars	As on					
	December 31, 2016	**March 31, 2016**	**March 31, 2015**	**March 31, 2014**	**March 31, 2013**	**March 31, 2012**
I. EQUITY AND LIABILITIES						
(1) Shareholder's Funds						
(a) Share Capital	109.85	31.03	31.03	31.03	31.03	31.03
(b) Stock Option Outstanding	0.00	19.84	19.16	19.16	19.16	12.77
(c) Reserves & Surplus	1,736.44	1,083.21	765.03	672.94	573.38	557.66
	1,846.30	**1,134.08**	**815.22**	**723.13**	**623.57**	**601.46**
(2)Non-Current Liabilities						
(a) Long-Term Borrowings	116.43	508.34	388.69	398.00	455.25	509.59
(b) Deferred Tax Liabilities (Net)	85.28	62.07	60.08	59.53	32.41	17.42
(c) Other Long Term liabilities	0.00	0.00	0.00	0.00	0.00	0.00
(d) Long Term Provisions	43.84	22.48	15.47	13.33	13.46	14.24
	245.55	**592.89**	**464.24**	**470.87**	**501.11**	**541.25**
(3) Current Liabilities						
(a) Short Term Borrowings	405.32	168.68	244.07	404.65	345.60	574.04
(b) Trade Payables						
Total outstanding dues of micro enterprises and small enterprises	165.20	66.74	61.54	78.05	50.79	23.15
Total outstanding dues of creditors other than micro enterprises and small enterprises	1,776.47	1,158.10	1,148.65	807.81	945.38	730.99
(c) Other Current Liabilities	456.72	87.66	65.94	159.52	111.77	129.81
(d) Short Term Provisions	135.26	70.27	32.27	33.77	16.18	11.11
	2,938.96	**1,551.45**	**1,552.47**	**1,483.80**	**1,469.72**	**1,469.10**
TOTAL	**5,030.81**	**3,278.43**	**2,831.93**	**2,677.80**	**2,594.41**	**2,611.82**
II. ASSETS						
(1)Non-Current Assets						
(a) Property, Plant and Equipment						
(i) Tangible assets	1,206.77	852.85	762.81	706.73	657.57	663.40
(ii) Intangible assets	0.95	1.20	1.15	2.36	2.65	1.14
(iii) Capital work-in-progress	0.00	0.09	0.00	0.00	52.17	38.19
	1,207.72	**854.14**	**763.96**	**709.09**	**712.39**	**702.73**
(b) Non Current Investments	85.00	254.00	85.88	85.95	76.45	72.85
(c) Long Term Loans and Advances	258.86	174.16	131.54	137.54	127.10	231.56
(d)Trade receivables	15.00	19.84	17.23	15.77	7.16	8.82
(e) Other non Current assets	0.00	0.00	0.00	0.00	5.51	6.98
	1,566.58	**1,302.14**	**998.61**	**948.35**	**928.61**	**1,022.94**
(2)Current Assets						
(a) Inventories	1,720.79	887.14	989.18	866.24	801.63	674.40
(b) Trade Receivables	1,193.43	686.43	457.61	377.99	369.80	528.82

Particulars	As on					
	December 31, 2016	**March 31, 2016**	**March 31, 2015**	**March 31, 2014**	**March 31, 2013**	**March 31, 2012**
(c) Cash & Bank Balances	103.76	27.69	40.81	37.25	53.00	47.74
(d) Short-Term Loans and Advances	440.84	370.84	340.06	430.85	427.55	328.57
(e) Other assets	5.42	4.19	5.66	17.13	13.83	9.34
	3,464.23	**1,976.29**	**1,833.32**	**1,729.45**	**1,665.80**	**1,588.87**
TOTAL	**5,030.81**	**3,278.43**	**2,831.93**	**2,677.80**	**2,594.41**	**2,611.82**

The above statement should be read with the notes on adjustments for Restated Standalone Summary Financial Information appearing in Annexure IV, and Restated Standalone Summary Statement of Cash Flow as appearing in Annexure III and significant accounting policies and other explanatory information as appearing in Annexure V of the Restated Standalone Financial Statements.

Restated Standalone Summary Statement of Profit and Loss

(*₹ in million*)

Particulars	For the period ended	For the Year ended				
	December 31, 2016	**March 31, 2016**	**March 31, 2015**	**March 31, 2014**	**March 31, 2013**	**March 31, 2012**
(I) Revenue from operations (Net)	12,231.31	12,520.75	11,151.65	10,616.95	7,248.69	5,676.60
(II) Other Income	10.77	15.79	16.53	33.20	13.64	16.99
(III) Total Revenue (I+II)	**12,242.09**	**12,536.54**	**11,168.18**	**10,650.15**	**7,262.33**	**5,693.59**
(IV) Expenses:						
Cost of Material Consumed	10,578.85	11,098.65	10,314.84	9,854.98	6,487.96	4,877.87
Change in Inventories of Finished Goods, Work In Progress , Stock in trade	(134.49)	22.70	(89.67)	(19.18)	6.74	(47.08)
Employee's Benefits Expense	439.21	489.06	320.96	276.23	175.82	349.24
Finance Cost	93.32	71.88	60.91	82.68	83.94	85.15
Depreciation and Amortisation Expenses	69.20	64.80	53.95	44.28	38.93	41.70
Other Expenses	694.76	506.60	377.18	325.57	434.61	461.24
Total Expenses	**11,740.85**	**12,253.69**	**11,038.17**	**10,564.56**	**7,228.01**	**5,768.11**
(V) Profit before exceptional items and tax (III-IV)	501.23	282.84	130.01	85.59	34.32	(74.53)
(VI) Exceptional Items	0.00	132.94	0.00	54.28	0.00	0.00
(VII) Profit before tax (V+VI)	**501.23**	**415.78**	**130.01**	**139.87**	**34.32**	**(74.53)**
(VIII)Tax Expenses:						
(1) Current tax	117.66	59.05	30.63	25.03	10.96	0.00
(2) Deferred tax (assets)/Liabilities	12.11	1.98	1.74	27.13	14.99	(14.88)
(3) Tax Credit written back U/s 115JAA	0.00	(10.11)	(0.50)	(22.73)	(10.96)	0.00
(4) short/(Excess)provision of Tax for Earlier Years	0.00	0.00	0.00	0.00	0.00	0.00
(IX) Profit After Tax (VII-VIII)	**371.46**	**364.86**	**98.13**	**110.45**	**19.33**	**(59.65)**

The above statement should be read with the notes on adjustments for Restated Standalone Summary Financial Information appearing in Annexure IV, and Restated Standalone Summary Statement of Cash Flow as appearing in Annexure III and significant accounting policies and other explanatory information as appearing in Annexure V of the Restated Standalone Financial Statements.

Restated Standalone Summary Statement of Cash Flow

(*₹ in million*)

Particulars	As on December 31, 2016	As on March 31, 2016	As on March 31, 2015	As on March 31, 2014	As on March 31, 2013	As on March 31, 2012
Cash Inflow / (Outflow) from Operating Activities						
Restated Profit / (Loss) before tax & provisions	**501.23**	**415.78**	**130.01**	**139.87**	**34.32**	**(74.53)**
Adjusted for:						
Depreciation	69.20	64.80	53.95	44.28	38.93	41.70
Sundry Credit balances written back	0.00	(0.64)	(1.39)	(11.21)	(1.84)	(0.68)
Excess Liability/Provision Written Back	0.00	(0.40)	0.00	(1.14)	(0.37)	(0.22)
Rent Received	(4.16)	(3.30)	(0.17)	(0.23)	(1.25)	(1.75)
Fluctuation of Foreign Exchange (Gain) / Loss	0.00	0.00	0.00	(5.52)	0.95	8.69
(Profit)/ Loss on sale of property plant & Equipment (Including Exceptional Items)	10.03	23.15	1.95	(50.16)	9.02	1.57
Dividend Income	0.00	0.00	(0.08)	0.00	(1.11)	0.00
Provision for doubtful debts / loans & Advances (Net)	10.24	0.69	0.54	(0.29)	2.10	6.04
Provision for Impairment (Net)	0.00	0.60	9.54	(9.50)	4.68	0.00
Assets Write off	0.00	0.00	0.46	7.37	1.09	0.47
(Profit)on Sale of Share	0.00		(4.57)	0.00	0.00	0.00
(Profit) on sale of Share in Associate (Exceptional items)	0.00	(132.94)	0.00	0.00	0.00	0.00
Interest Received	(4.37)	(6.09)	(7.89)	(7.41)	(4.06)	(6.57)
Provision for wealth Tax	0.00	0.00	0.14	0.15	0.00	0.00
Expense on Employee Stock Option Scheme (ESOP)	0.00	0.69			6.39	6.39
Finance Cost	93.32	71.88	60.91	82.68	83.94	85.15
Total	**174.26**	**18.43**	**113.40**	**49.02**	**138.47**	**140.80**
Operating Profit / (Loss) before working capital changes	**675.49**	**434.21**	**243.41**	**188.89**	**172.79**	**66.27**
Adjusted for:						
(Increase) / Decrease in Trade and Other Receivables	(316.23)	(232.12)	(81.62)	(17.00)	157.50	(49.61)
(Increase) / Decrease in Inventories	(728.34)	102.04	(122.94)	(64.61)	(127.23)	(141.06)
(Increase) / Decrease in Loans & Advances and Other Assets	(248.80)	(24.14)	106.71	(29.20)	25.93	(15.35)
Increase / (Decrease) in Trade Payables	908.89	36.03	278.96	(46.42)	226.33	221.84
Increase / (Decrease) in Provisions	30.45	12.32	2.17	(0.56)	(10.29)	(12.74)
Total	**(354.04**	**(105.87)**	**183.27**	**(157.80)**	**272.25**	**3.08**
Net Cash Inflow from Operating Activities before tax	**321.46**	**328.34**	**426.68**	**31.10**	**445.04**	**69.35**
Tax (Paid) / Refund Received	(89.43)	(68.45)	(23.00)	29.59	(12.50)	(25.81)
Net Cash Inflow from Operating Activities	**232.03**	**259.89**	**403.68**	**60.68**	**432.54**	**43.54**
Cash Inflow / (Outflow) from Investing Activities						
Purchase of fixed assets (including CWIP)	(231.55)	(181.76)	(130.00)	(70.37)	(70.17)	(69.89)
Sale/ (Investment) in Shares (Net)	(3.00)	(35.18)	4.64	(9.50)	(3.60)	(3.35)
Investment / (Refund) in margin money/security deposit	(32.52)	13.62	0.81	1.15	(5.18)	28.57
Rent Received	4.16	3.30	0.17	0.23	1.25	1.75
Dividend received	0.00	0.00	0.08	0.00	1.11	0.00
Recovery of Tools Amortisations	0.00	0.00	0.00	0.00	0.00	0.00
Sale of property plant & equipment	3.89	3.03	6.70	88.91	11.92	2.86
Interest and other income	4.37	6.09	7.89	7.41	4.06	6.57
Net Cash Inflow /(Outflow) from Investing Activities	**(254.64)**	**(190.89)**	**(109.71)**	**17.83**	**(60.61)**	**(33.49)**

Particulars	As on December 31, 2016	As on March 31, 2016	As on March 31, 2015	As on March 31, 2014	As on March 31, 2013	As on March 31, 2012
Cash Inflow / (Outflow) from Financing Activities						
Proceed from share capital & Premium	435.93	0.00	0.00	0.00	0.00	0.00
Conversion of Debenture in Equity	(374.97)	0.00	0.00	0.00	0.00	0.00
Increase / (Decrease) in Borrowings (Secured Creditors)	(13.34)	121.15	(56.98)	(61.35)	(58.09)	(46.20)
Finance Charges	(92.00)	(72.00)	(61.05)	(83.20)	(85.33)	(84.69)
Dividend and tax thereon Paid	(50.70)	(42.26)	(10.98)	(7.24)	(0.38)	(3.62)
Increase / (Decrease) in Working Capital Borrowings	156.18	(75.39)	(160.58)	59.05	(228.44)	122.92
Net Cash Inflow / (Outflow) from Financing Activities	**61.09**	**(68.50)**	**(289.60)**	**(92.74)**	**(372.24)**	**(11.58)**
Net Increase / (Decrease) in Cash and Cash Equivalents	**38.48**	**0.50**	**4.37**	**(14.22)**	**(0.30)**	**(1.54)**
Opening balance of Cash and Cash Equivalents	**8.35**	**7.85**	**3.48**	**17.70**	**18.00**	**19.54**
Amount transferred consequent to amalgamation of subsidiaries	**4.90**	**0.00**	**0.00**	**0.00**	**0.00**	**0.00**
Closing balance of Cash and Cash Equivalents	**51.73**	**8.35**	**7.85**	**3.48**	**17.70**	**18.00**

Notes:-

1. The cash flow statement has been prepared under indirect method as per accounting standard (AS-3)
2. Previous year figures have been regrouped /rearranged wherever considered necessary, to make them comparable.
3. The above statement should be read with the notes on adjustments for Restated Standalone Summary Financial Information appearing in Annexure IV, and significant accounting policies and other explanatory information as appearing in Annexure V of the Restated Standalone Financial Statements.

RESTATED CONSOLIDATED FINANCIAL STATEMENTS

Restated Consolidate Summary Statement of Asset and Liabilities

(*₹ in million*)

Particulars	As on					
	December 31, 2016	March 31, 2016	March 31, 2015	March 31, 2014	March 31, 2013	March 31, 2012
I.EQUITY AND LIABILITIES						
(1)Shareholder's Funds						
(a) Share Capital	109.85	31.03	31.03	31.03	31.03	31.03
(b) Stock Option Outstanding	0.00	19.84	19.16	19.16	19.16	12.77
(c) Reserves & Surplus	1,800.08	1,178.94	799.08	686.72	565.28	519.08
	1,909.93	**1,229.82**	**849.27**	**736.91**	**615.47**	562.88
Minority Interest	0.00	0.00	29.85	20.87	11.16	6.44
	0.00	**0.00**	**29.85**	**20.87**	**11.16**	**6.44**
(2)Non-Current Liabilities						
(a) Long-Term Borrowings	116.43	521.38	407.50	398.00	455.25	509.59
(b) Deferred Tax Liabilities (Net)	90.81	71.57	61.85	59.54	32.41	17.42
(c) Other Long Term liabilities	0.00	0.00	0.00	0.00	0.00	0.00
(d) Long Term Provisions	44.31	24.14	17.01	14.31	14.08	14.61
	251.55	**617.09**	**486.36**	**471.85**	**501.74**	**541.62**
(3)Current Liabilities						
(a) Short Term Borrowings	423.83	249.14	391.22	470.56	423.52	620.36
(b) Trade Payables						
Total outstanding dues of micro enterprises and small enterprises	168.48	89.09	71.85	96.79	56.89	24.46

Particulars	As on					
	December 31, 2016	March 31, 2016	March 31, 2015	March 31, 2014	March 31, 2013	March 31, 2012
Total outstanding dues of creditors other than micro enterprises and small enterprises	3,225.50	1,766.40	1,286.91	894.92	1,026.37	835.42
(c) Other Current Liabilities	614.08	124.65	85.04	176.11	125.09	133.41
(d) Short Term Provisions	145.68	97.74	43.77	45.31	6.05	11.89
	4,577.58	**2,327.02**	**1,878.80**	**1,683.68**	**1,637.91**	**1,625.55**
TOTAL	**6,739.07**	**4,173.93**	**3,244.29**	**2,913.31**	**2,766.28**	**2,736.49**
II.ASSETS						
(1)Non-Current Assets						
(a) Property, Plant and Equipment						
(i) Tangible assets	1,286.22	1,123.51	968.90	840.07	792.27	785.04
(ii) Intangible assets						
a) Others	1.48	1.20	1.15	2.10	2.65	1.14
b) Goodwill on Consolidation	0.00	111.19	0.00	0.00	3.57	3.57
(iii) Capital work-in-progress	0.00	0.09	0.00	0.00	52.17	38.19
	1,287.70	**1,235.97**	**970.05**	**842.17**	**850.66**	**827.94**
(b) Non-Current Investments	0.00	1.00	60.34	63.20	65.49	43.81
(c) Long Term Loans and Advances	263.08	200.50	148.63	149.11	131.04	237.49
(d)Trade receivables	17.88	22.72	18.45	16.80	7.83	9.50
(e) Other Non-Current assets	0.00	0.01	0.00	0.06	5.63	7.22
	1,568.66	**1,460.21**	**1,197.47**	**1,071.34**	**1,060.66**	**1,125.96**
(2)Current Assets						
(a) Inventories	2,761.79	1,362.82	1,130.33	933.28	885.91	737.15
(b) Trade Receivables	1,610.36	876.99	543.88	463.85	418.89	566.06
(c) Cash & Bank Balances	200.76	74.61	68.92	46.25	57.88	56.78
(d) Short-Term Loans and Advances	591.93	393.53	293.69	379.76	328.86	240.58
(e) Other Current assets	5.57	5.76	9.99	18.83	14.09	9.96
	5,170.41	**2,713.72**	**2,046.81**	**1,841.97**	**1,705.62**	**1,610.54**
TOTAL	**6,739.07**	**4,173.93**	**3,244.29**	**2,913.31**	**2,766.28**	**2,736.49**

Note: The above statement should be read with the notes on adjustments for Restated Consolidated Summary Financial Information appearing in Annexure IV, and Restated Consolidated Summary Statement of Cash Flow as appearing in Annexure III and significant accounting policies and other explanatory information as appearing in Annexure V of the Restated Consolidated Financial Statements.

Restated Consolidated Summary Statement of Profit and Loss

(₹ *in million*)

Particulars	For the period	For the Year ended				
	December 31, 2016	March 31, 2016	March 31, 2015	March 31, 2014	March 31, 2013	March 31, 2012
(I) Revenue from operations (Net)	18,444.50	13,894.17	12,013.39	10,937.19	7,669.24	5,724.00
(II) Other Income	11.31	17.57	17.86	33.74	11.18	13.69
(III) Total Revenue (I+II)	**18,455.80**	**13,911.73**	**12,031.25**	**10,970.93**	**7,680.43**	**5,737.70**
(IV) Expenses:						
Cost of Material Consumed	17,004.98	12,284.41	10,952.85	9,954.50	6,606.83	4,801.58
Change in Inventories of Finished Goods, Work In Progress , Stock in trade	(584.53)	(161.34)	(108.84)	6.98	(10.22)	(43.41)
Employee's Benefits Expense	480.18	549.57	368.59	322.66	353.08	361.85
Finance Cost	104.39	131.07	98.45	112.27	114.73	105.84
Depreciation and Amortization Expenses	74.37	84.38	68.97	53.37	47.03	48.84
Other Expenses	829.57	633.81	478.72	393.16	518.35	552.40
Total Expenses	**17,908.95**	**13,521.89**	**11,858.74**	**10,842.96**	**7,629.81**	**5,827.09**

Particulars	For the period	For the Year ended				
	December 31, 2016	March 31, 2016	March 31, 2015	March 31, 2014	March 31, 2013	March 31, 2012
(V) Profit (Loss) Before Tax, Exceptional items, Minority Interest and Associate (III-	546.85	389.85	172.51	127.97	50.62	(89.40)
(VI) Exceptional Items	0.00	117.02	0.00	54.28	0.00	0.00
(VII) Profit (Loss) Before Tax, Minority Interest and Associate (V+VI)	**546.85**	**506.87**	**172.51**	**182.26**	**50.62**	**(89.40)**
(VIII)Tax Expenses:						
(1) Current tax	(128.09)	(86.47)	(42.09)	(36.54)	(11.81)	(0.74)
(2) Deferred tax assets/(Liabilities)	(19.24)	(9.72)	(3.50)	(27.13)	(14.99)	14.88
(3) Tax Credit Entitlement U/s 115JAA	2.12	15.86	0.00	29.31	11.51	0.00
(4) Tax Credit Written Back U/s	0.00	0.00	3.44	0.00	0.00	0.00
(IX) Profit / (Loss) Before Minority Interest and Share in Associates (VII-VIII)	**401.65**	**426.53**	**130.35**	**147.90**	**35.33**	**(75.26)**
Share of (Profit)/loss in Associates	0.00	0.00	2.79	2.29	(19.19)	0.55
(X) Profit / (Loss) Before Minority	**401.65**	**426.53**	**127.56**	**145.61**	**54.52**	**(74.71)**
Share of Profit /(loss) transferred to minority interest	0.00	0.00	9.00	9.71	4.72	(5.67)
(XI) Profit For the Period/Year After Tax	**401.65**	**426.53**	**118.56**	**135.90**	**49.80**	**(70.14)**

The above statement should be read with the notes on adjustments for Restated Consolidated Summary Financial Information appearing in Annexure IV, and Restated Consolidated Summary Statement of Cash Flow as appearing in Annexure III and significant accounting policies and other explanatory information as appearing in Annexure V of the Restated Consolidated Financial Statements.

Restated Consolidated Summary Statement of Cash Flow

(*₹in million*)

Particulars	As on December 31, 2016	As on March 31, 2016	As on March 31, 2015	As on March 31, 2014	As on March 31, 2013	As on March 31, 2012
Cash Inflow / (Outflow) from Operating Activities						
Restated Profit / (Loss) before tax & provisions	**546.85**	**506.87**	**172.51**	**182.26**	**50.62**	**(89.40)**
Adjusted for:						
Depreciation	74.37	84.38	68.97	53.37	47.03	48.84
Sundry Credit balances written back	(0.09)	(0.66)	(1.67)	(11.66)	(2.98)	(0.88)
Excess Liability/Provision Written Back	(0.02)	(0.40)	0.00	(1.60)	(0.37)	(0.22)
Rent Received	(2.02)	(2.46)	0.00	0.00	0.00	0.00
(Profit)/ Loss on sale of property plant & Equipment (Including Exceptional Items)	10.03	23.29	2.56	(50.16)	8.26	1.57
(Profit) on sale of Share in Associate	0.00	(117.02)	0.00	0.00	0.00	0.00
(Profit) on sale of Share	0.00	0.00	(4.57)	0.00	0.00	0.00
Interest Income	(6.87)	(8.90)	(8.71)	(8.04)	(4.07)	(6.58)
Dividend Income	0.00	0.00	(0.08)	0.00	0.00	0.00
Provision for doubtful debts / loans & Advances (Net)	10.24	(0.63)	1.27	0.59	1.90	4.77
Provision for Impairment (Net)	0.00	0.60	9.54	(9.50)	4.68	0.00
Miscellaneous Assets Write off	0.00	0.00	0.46	6.88	0.00	2.17
Pre-Operative & Preliminary Expenses Written off	0.00	0.06	0.06	0.06	0.06	3.46
Bad Debts	0.00	0.07	1.75	0.62	1.95	0.92
Expense on Employee Stock Option Scheme (ESOP)	0.00	0.69	0.00	0.00	6.39	6.39
Finance Cost	104.39	131.07	98.45	112.27	114.73	105.84
Total	**190.02**	**110.07**	**168.03**	**92.84**	**177.59**	**166.27**
Operating Profit / (Loss) before working capital changes	**736.88**	**616.95**	**340.53**	**275.10**	**228.21**	**76.88**

Particulars	As on December 31, 2016	As on March 31, 2016	As on March 31, 2015	As on March 31, 2014	As on March 31, 2013	As on March 31, 2012
Adjusted for:						
(Increase) / Decrease in Trade and Other Receivables	(738.76)	(336.81)	(84.71)	(55.14)	144.99	(96.63)
(Increase) / Decrease in Inventories	(1,398.96)	(232.49)	(197.06)	(47.37)	(148.76)	(159.99)
(Increase) / Decrease in Loans & Advances and Other Assets	(235.65)	(87.35)	103.27	(64.80)	29.05	(41.79)
Increase / (Decrease) in Trade Payables	2,010.02	536.41	321.07	(29.03)	219.26	299.41
Increase / (Decrease) in Provisions	30.92	12.42	2.89	(0.05)	(10.04)	(12.94)
Total	**(332.43)**	**(107.82)**	**145.47**	**(196.38)**	**234.49**	**(11.94)**
Net Cash Inflow from Operating Activities before tax	**404.45**	**509.13**	**486.00**	**78.72**	**462.70**	**64.93**
Tax (Paid) / Refund Received	(109.48)	(86.58)	(41.00)	25.24	(13.71)	(25.81)
Net Cash Inflow from Operating Activities	**294.97**	**422.54**	**445.00**	**103.96**	**448.99**	**39.12**
Cash Inflow / (Outflow) from Investing Activities						
Purchase of fixed assets (including CWIP)	(251.25)	(270.26)	(220.74)	(84.58)	(87.48)	(82.86)
Sale of / (Investment) in Shares (Net)	1.00	176.36	4.65	(0.00)	(2.49)	(3.35)
Purchases of shares of Subsidiary	0.00	(141.03)	(0.01)	0.00	0.00	8.50
Investment / (Refund) in margin money/security deposit	(67.80)	0.19	(23.05)	0.06	(5.19)	28.56
Dividend Income	0.00	0.00	0.08	0.00	0.00	0.00
Sale of property plant & equipment	3.95	7.25	7.66	88.91	4.78	0.75
Rent Received	2.02	2.46	0.00	0.00	0.00	0.00
Recovery of Tools Amortizations	0.00	0.00	0.00	0.00	0.00	0.00
Interest and other income	6.87	8.90	8.71	8.04	4.07	6.58
Net Cash Inflow /(Outflow) from Investing Activities	**(305.22)**	**(216.11)**	**(222.69)**	**12.43**	**(86.30)**	**(41.82)**
Cash Inflow / (Outflow) from Financing Activities						
Proceed from share capital & Premium	435.93					
Conversion of Debenture in Equity	(374.97)					
Increase / (Decrease) in Long Term Borrowings	(13.34)	115.28	(33.74)	(54.61)	(54.05)	(34.81)
Increase / (Decrease) in Short Term Borrowings	174.69	(142.08)	(79.33)	47.04	(196.84)	150.58
Dividend and dividend distribution tax paid during the year	(50.70)	(42.26)	(10.98)	(7.24)	(0.38)	(3.62)
Interest and other finance charges	(103.02)	(131.48)	(98.63)	(112.77)	(115.90)	(105.31)
Net Cash Inflow / (Outflow) from Financing Activities	**68.60**	**(200.55)**	**(222.69)**	**(127.58)**	**(367.16)**	**6.85**
Net Increase / (Decrease) in Cash and Cash Equivalents	**58.35**	**5.88**	**(0.38)**	**(11.19)**	**(4.47)**	**4.15**
Opening balance of Cash and Cash Equivalents	**16.76**	**10.88**	**11.26**	**22.45**	**26.92**	**22.76**
Closing balance of Cash and Cash Equivalents	**75.12**	**16.76**	**10.88**	**11.26**	**22.45**	**26.92**

Notes:

1. The above statement should be read with the notes on adjustments for Restated Consolidated Summary Financial Information appearing in Annexure IV, and significant accounting policies as appearing in Annexure V of the Restated Consolidated Financial Statements.
2. The above Cash Flow Statement has been prepared under indirect method as per accounting standard (AS-3) on "cash flow statement" prescribed in Companies (Accounting Standard) Rules. 2006, which continues to apply under section 133 of the Companies Act, 2013 (The 'Act') read with Companies (Accounting Standards)
3. Previous year figures have been regrouped /rearranged wherever considered necessary, to make them comparable.

RESERVATIONS, QUALIFICATIONS AND ADVERSE REMARKS OF AUDITORS IN THE LAST FIVE FISCALS AND NINE MONTH PERIOD ENDED DECEMBER 31, 2016

Our Auditors have included certain observations with respect to matters specified in the main audit report and in terms of the Companies (Auditors Report) Order, 2015 (applicable for Fiscal 2015) and Companies (Auditors Report) Order, 2016 (applicable for Fiscal 2016), in relation to our audited standalone financial statements and audited consolidated financial statements as of and for the financial years provided below. We have provided below, these observations as well as our Company's corrective steps in connection with these remarks:

Financial year ending	Reservations, Qualifications, Adverse Remarks and Emphasis of Matters	Impact on the Financial Statements and Financial Position of the Company	Corrective steps taken by our Company
Audited standalone financial statements of our Company			
March 31, 2016	Emphasis of matter: Non reconciliations / confirmations in respect of certain accounts of sundry debtors ₹ 40.71 million, creditors ₹ 30.84 million, other loan and advance to supplier, contractors etc. have not been received and they are subject to confirmations and reconciliation. However, signatures on confirmations have not been identified, in absence of any documentary evidence available with the Company	It is mandatory as per Auditing Standard to have confirmations of debtors and creditors once in a year, therefore it needs to be disclosed in the Notes on Accounts. Generally, the company makes provisions against short payment received from the debtors, so no material impact will be there on the profit and loss of the company.	Our Company has made appropriate provisions for doubtful debts and advances and the management is of the opinion that adjustments, if any, arising out of such reconciliation would not be material affecting financial statements of the current year.
	The Board of Directors of the Company via Board resolution dated November 25, 2015 passed to amalgamate it's subsidiaries companies Dixon Appliances Private Limited and Dixon Bhurji Moulding Private Limited with the Company with effect from April 1, 2016.	Informatory	NCLT via order dated April 13, 2017 approved the scheme of amalgamation of our Company to amalgamate its subsidiary companies, DAPL and DBMPL w.e.f. appointed date of April 1, 2016 and effective date for the scheme is April 20, 2017.
	Show cause cum demand notice received from Directorate of Revenue Intelligence relating to differential of custom duty on import of LCD/LED Television made by the Company on behalf of one of its customers amounting to ₹ 4.44 million duty and ₹ 3.06 million interest and same has been deposited by the customer . The customer and Company jointly filed application with Settlement Commission on March 1, 2016 and if any demand arises by Settlement Commission, same will be paid by the customer.	Since settled so no impact on profit and loss of the Company.	All the demand raised by Directorate of Revenue Intelligence and Settlement Commission have been fulfilled by the customer. There are no outstanding dues on the part of our Company. The customer has paid amounting to ₹ 0.45 million as penalty on July 27, 2016 on behalf of our Company.
Audited consolidated financial statements of our Company			
March 31, 2016	Emphasis of Matter Non reconciliations / confirmations in respect creditors accounts having debit balance ₹ 3.50 million and credit balance ₹ 206.68 million and debtors having debit balances ₹ 68.21 million have not been independently confirmed as at the close of the year and they are subject to confirmations. The management is of the opinion that adjustments, if any arising out of such confirmation would not be material effecting financial statements of the year. However, signatures on confirmations have	It is mandatory as per Auditing Standard to have confirmations of debtors and creditors once in a year, therefore it needs to be disclosed in the Notes on Accounts. Generally, the Company makes provisions against short payment received from the debtors, so no material impact will be there on the profit and loss of the Company.	Our Company has made appropriate provisions for doubtful debts and advances and the management is of the opinion that adjustments, if any arising out of such reconciliation would not be material effecting financial statements of the current year.

Financial year ending	Reservations, Qualifications, Adverse Remarks and Emphasis of Matters	Impact on the Financial Statements and Financial Position of the Company	Corrective steps taken by our Company
	not been identified, in absence of any documentary evidence available with the Company.		
	The Board of Directors of the Company via Board Resolution dated 25th November, 2015 passed to amalgamate it's subsidiary companies Dixon Appliances Private Limited and Dixon Bhurji Moulding Private Limited with the Company with effect from April 1, 2016.	Informatory	NCLT via order dated April 13, 2017 approved the scheme of amalgamation of our Company to amalgamate its subsidiary companies, DAPL and DBMPL w.e.f. appointed date of April 1, 2016 and effective date for the scheme is April 20, 2017.
	Show cause cum demand notice from Directorate of Revenue Intelligence relating to differential of custom duty on import of LCD/LED Television made by the Company on behalf of its customer amounting to ₹ 4.44 million duty and ₹ 3.06 million as interest and same has been deposited by the customer and for penalty the customer and Company jointly filed application with settlement commission on March 1, 2016 and if any demand arises by settlement Commission same will be paid by the customer and same show cause cum demand notice received in subsidiary company, Dixon Global Private Limited amounting to ₹ 35.76 million duty and ₹ 21.34 million as interest and same has been deposited by customer and for penalty customer and Company jointly filed application with settlement commission on March 1, 2016 and if any demand arises by settlement Commission same will be paid by the customer.	Since settled so no impact on Profit and loss of the company.	All the demands raised by Directorate of Revenue Intelligence and Settlement Commission have been fulfilled by the customer on behalf of our Company. The customer has paid amounting to ₹ 0.45 million as penalty on July 27, 2016 on behalf of the Company and ₹ 3.50 million on July 27, 2016 on behalf of DGPL. There are no outstanding dues on the part of our Company.
March 31, 2015	<u>Qualification:</u> In case of one of the subsidiaries of the Company (Dixon Appliances Private Limited) audited by us, we reported that the management has not made provisions for demand raised for VAT, CST and SAD (Special Additional Duty) of ₹ 34.99 million as per order of the Deputy Commissioner of Commercial Tax Department Uttarakhand and Joint Commissioner of Central Excise Commissionerate Noida as stated in Note No. – (1) of Other notes 27(B). The auditor's report states that had the management made provision for such demand raised, the profit for the year after tax ₹ 110.23 million would have	CST & VAT cases has been re-opened and settled during the year 2015-2016 with the demand of ₹ 0.10 million which was paid and accounted for in books of accounts and for SAD amounting to ₹ 1.76 million, case is pending before CESTAT Allahabad.	Our Company had filed appeal against the demand of SAD amounting to ₹ 1.76 Million and the same is pending before CESTAT Allahabad.

Financial year ending	Reservations, Qualifications, Adverse Remarks and Emphasis of Matters	Impact on the Financial Statements and Financial Position of the Company	Corrective steps taken by our Company
	resulted in profit of ₹ 75.23 million , reserves and surplus (surplus in statement of profit and loss) would have been ₹ 785.15 million instead of surplus (reserve & surplus) of ₹ 820.14 million.		

THE OFFER

The following table summarises the details of the Offer:

Offer	Up to [●] Equity Shares aggregating to ₹ [●] million
of which:	
(i) Fresh Issue(1)	Up to [●] Equity Shares aggregating up to ₹ 600 million
(ii) Offer for Sale(2)(3)	Up to 3,753,739 Equity Shares aggregating up to ₹ [●] million
A) QIB Portion(4)(5)	[●] Equity Shares
of which	
Anchor Investor Portion	Up to [●] Equity Shares
Balance available for allocation to QIBs other than Anchor Investors (assuming Anchor Investor Portion is fully subscribed)	[●] Equity Shares
of which	
Available for allocation to Mutual Funds only (5% of the QIB Portion (excluding the Anchor Investor Portion))	[●] Equity Shares
Balance of QIB Portion for all QIBs including Mutual Funds	[●] Equity Shares
B) Non – Institutional Portion(5)	Not less than [●] Equity Shares
C) Retail Portion(5)	Not less than [●] Equity Shares
Pre and post Offer Equity Shares	
Equity Shares outstanding prior to the Offer	10,985,341 Equity Shares
Equity Shares outstanding after the Offer	[●] Equity Shares
Utilisation of Net Proceeds	For details, see the section titled "*Objects of the Offer*" on page 105. Our Company will not receive any proceeds from the Offer for Sale.

Allocation to Bidders in all categories, except the Retail Portion and the Anchor Investor Portion, if any, shall be made on a proportionate basis. For further details, see the sub-section titled "*Offer Procedure – Allotment Procedure and Basis of Allotment*" on page 443.

(1) The Fresh Issue has been authorised by our Board pursuant to a resolution passed at its meeting held on May 3, 2017 and by our Shareholders pursuant to a resolution passed at the EGM held on May 5, 2017.

(2) The Offer for Sale has been authorised by the Selling Shareholders as follows: (i) IBEF I has authorised offer of up to 2,146,265 Equity Shares in the Offer for Sale by way of their letter dated May 16, 2017 and board resolution dated May 10, 2017;(ii) IBEF has authorised offer of up to 495,313 Equity Shares in the Offer for Sale by way of letter dated May 16, 2017 from MOPE Investment Advisors Private Limited, it's investment manager and board resolution dated April 26, 2017; and (iii) Sunil Vachani has authorised offer of up to 634,368 Equity Shares in the Offer for Sale by way of their consent letter dated May 12, 2017; (iv) Atul B. Lall has authorised offer of up to 233,333 Equity Shares in the Offer for Sale by way of their consent letter dated May 15, 2017; (v) Kamla Vachani has authorised offer of up to 160,879 Equity Shares in the Offer for Sale by way of their consent letter dated May 15, 2017 (vi) Geeta Vaswani has authorised offer of up to 32,099 Equity Shares in the Offer for Sale by way of their consent letter dated May 15, 2017; (vii) Sunita Mankani has authorised offer of up to 25,741 Equity Shares in the Offer for Sale by way of their consent letter dated May 15, 2017; and (viii) Shobha Sippy has authorised offer of up to 25,741 Equity Shares in the Offer for Sale by way of their consent letter dated May 15, 2017.

(3) Except the Equity Shares allotted pursuant to the bonus issue in the ratio of 4:3 authorised by resolutions of the Board and the Shareholders dated September 19, 2016 and September 20, 2016, respectively, the Equity Shares offered by the Selling Shareholders in the Offer have been held by them for a period of at least one year prior to the date of this Draft Red Herring Prospectus. The Selling Shareholders confirm that the Equity Shares being offered as part of the Offer for Sale have been held in compliance with Regulation 26(6) of the SEBI ICDR Regulations and, to the extent that such Equity Shares have resulted from a bonus issue, the bonus issue has been on Equity Shares held for a period of at least one year prior to the filing of this Draft Red Herring Prospectus and issued by capitalizing of free reserves of our Company and accordingly, are eligible for being offered for sale in the Offer, in accordance with Regulation 26(6) of the SEBI ICDR Regulations.

(4) *Our Company in consultation with the BRLMs, may allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis. 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 Anchor Investor Allocation Price. For details, see the section titled "Offer Procedure" on page 409.*

(5) *Undersubscription, if any, in any category, except in the QIB portion, would be allowed to be met with spill over from any other category or combination of categories at the discretion of our Company in consultation with the BRLMs and the Designated Stock Exchange. The Offer is being made in terms of Rule 19(2)(b)(ii) of the SCRR, read with Regulation 41 of the SEBI ICDR Regulations, for at least such percentage of the post-Offer paid-up Equity Share capital of our Company that will be equivalent to ₹ 4,000 million calculated at the Offer Price, such that the post offer capital of our Company calculated at the Offer Price is more than ₹ 16,000 million but less than or equal to ₹ 40,000 million. In case of under-subscription in the Offer, subject to receiving minimum subscription for 90% of the Fresh Issue and complying with Rule 19(2)(b)(ii) of the SCRR, our Company and the BRLMs shall first ensure Allotment of Equity Shares in the Fresh Issue followed by Allotment of Equity Shares offered to the Investor Selling Shareholders, then Allotment of Equity Shares offered by Other Selling Shareholders and then the Promoter Selling Shareholder. In case of any reduction in the size of the Offer for Sale by the Investor Selling Shareholders on account of under-subscription, the Equity Shares offered by IBEF I shall be in preference over and in priority to the Equity Shares offered by IBEF. The Selling Shareholders agree and acknowledge that in the event that any Equity Shares are not sold in the Offer for Sale on account of under-subscription, such unsold Equity Shares shall be subject to lock-in in accordance with this Draft Red Herring Prospectus and SEBI ICDR Regulations.*

The allocation to each Retail Individual Bidder shall not be less than the minimum Bid Lot, subject to availability of equity shares in Retail Individual Bidder category, and the remaining available Equity Shares, if any, shall be Allocated on a proportionate basis.

For details of the Offer procedure, including the grounds for rejection of Bids, please refer to the section titled "*Offer Procedure*" on page 409. For details of the terms of the Offer, please refer to the section titled "*Terms of the Offer*" on page 401.

GENERAL INFORMATION

Our Company was incorporated as 'Weston Utilities Limited' at Alwar, Rajasthan, on January 15, 1993 under the Companies Act, 1956 as a public limited company. The certificate of commencement of business was issued by the RoC, Jaipur on January 28, 1993. The name of our Company was changed to 'Dixon Utilities and Exports Limited' pursuant to a resolution of our Shareholders on July 12, 1993 for business reasons and a fresh certificate of incorporation consequent on change of name was issued by the RoC, Jaipur on July 14, 1993. Subsequently, pursuant to a resolution of our Shareholders on November 20, 2002, our Company was converted to a private limited company and the name of our Company was changed to 'Dixon Utilities and Exports Private Limited' and a fresh certificate of incorporation consequent upon change of name/status was issued by the RoC, Jaipur on December 10, 2002. Pursuant to a resolution of our Shareholders passed on September 29, 2005 the name of our Company was further changed to 'Dixon Technologies (India) Private Limited' to emphasise the relevance of technology in the operations of our Company and a fresh certificate of incorporation consequent on change of name was issued by the RoC, Jaipur on January 3, 2006. Our Company was converted to a public limited company pursuant to a resolution of our Shareholders on April 18, 2017 and a fresh certificate of incorporation consequent upon conversion from private company to public company was issued by the RoC on May 2, 2017 in the name of "Dixon Technologies (India) Limited".

Pursuant to the Amalgamation Order, our erstwhile subsidiaries, DAPL and DBMPL were amalgamated with and into our Company. For details, refer to the sub-section titled "*History and Corporate Structure – Scheme of Amalgamation*" on page 202.

Registered and Corporate Office

The details of the registered and corporate office of our Company are set forth below:

B-14 & 15, Phase-II
Noida
Gautam Buddha Nagar
Uttar Pradesh 201 305
Tel: +91 120 473 7200
Fax: +91 120 473 7263
Website: www.dixoninfo.com

For details in relation to change in the location of the registered office of our Company, please see the section titled "*History and Corporate Structure*" on page 198.

Company Registration Number and Corporate Identity Number

The registration number and corporate identity number of our Company are set forth below:

Particulars	Number
Company Registration Number	066581
Corporate Identity Number	U32101UP1993PLC066581

The Registrar of Companies

Our Company is registered with the Registrar of Companies, Uttar Pradesh and Uttarakhand at Kanpur situated at the following address:

37/17, Westcott Building
The Mall, Kanpur
Uttar Pradesh 208 001
India

Board of Directors

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

S. No.	Name/Designation	Age (in years)	DIN	Address
1.	**Sunil Vachani** Executive Chairman	48	00025431	B-22, Mayfair Garden, Delhi 110 016, India
2.	**Atul B. Lall** Managing Director	55	00781436	405, Nilgiri Apartments, Alaknanda, Kalkaji, Chittranjan Park, Delhi 110 019, India
3.	**Ramesh Chandra Chopra** Non-executive independent Director	70	01525964	C-21, Tarang Apartments, 19, I.P. Extension, Delhi 110 092, India
4.	**Poornima Shenoy** Non-executive independent Director	52	02270175	B-1, Hulkul Residency, No. 81, Lavelle Road, Bengaluru 560 001, Karanataka, India
5.	**Manuji Zarabi** Non-executive independent Director	69	00648928	C-28, Pamposh Enclave, Greater Kailash I, Delhi 110 048, India
6.	**Manoj Maheshwari** Non-executive independent Director	51	02581704	552, Vasundhara Enclave, Abhinav Apartments, Delhi 110 096, India

For further details of our Directors, see the section titled "*Our Management*" on page 209.

Company Secretary and Compliance Officer

Our Company has appointed Ashish Kumar, as our Company Secretary and Compliance Officer. His contact details are as follows:

B-14 & 15, Phase-II
Noida
Gautam Buddha Nagar
Uttar Pradesh 201 305
Tel: +91 120 473 7200
Fax: +91 120 473 7263
Email: investorrelations@dixoninfo.com

Investor Grievances

Bidders may contact the Company Secretary and Compliance Officer, BRLMs, the Registrar to the Offer or the respective SCSBs in case of any pre-Offer or post-Offer related problems, such as non-receipt of Allotment Advice, non-receipt of refund orders (in case of Anchor Investors), non-credit of Allotted Equity Shares in the respective beneficiary account or unblocking of funds, non-receipt of funds by electronic mode.

All grievances relating to the ASBA process may be addressed to the Registrar to the Offer, with a copy to the relevant Designated Intermediary with whom the ASBA Form was submitted, quoting the full name of the sole or first Bidder, Bid cum Application Form number, Bidders' DP ID, Client ID, PAN, number of Equity Shares applied for, date of Bid cum Application Form, name and address of the relevant Designated Intermediary, where the Bid was submitted and ASBA Account number in which the amount equivalent to the Bid Amount was blocked. Further, the Bidder shall also enclose the Acknowledgment Slip from the Designated Intermediaries in addition to the documents or information mentioned hereinabove.

All grievances of the Anchor Investors may be addressed to the Registrar to the Offer, giving full details such as the name of the sole or first Bidder, Anchor Investor Application Form number, Bidders' DP ID, Client ID, PAN, date of the Anchor Investor Application Form, address of the Bidder, number of Equity Shares applied for, Bid Amount paid on submission of the Anchor Investor Application Form and the name and address of the Book Running Lead Manager with whom the Bid cum Application Form was submitted by the Anchor Investor.

Additionally, Bidders may also contact the BRLMs for redressal of complaints. All complaints, queries or comments received by SEBI shall be forwarded to the BRLMs, who shall respond to such complaints, queries or comments.

Chief Financial Officer

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

B-14 & 15, Phase-II
Noida
Gautam Buddha Nagar
Uttar Pradesh 201 305
Tel: +91 120 473 7200
Fax: +91 120 473 7263
Email: gopaljagwan@dixoninfo.com

Book Running Lead Managers

IDFC Bank Limited
Naman Chambers, C-32, G Block,
Bandra Kurla Complex, Bandra (East),
Mumbai 400 051
Maharashtra, India
Tel: +91 22 6622 2600
Facsimile: +91 22 6622 2501
Email: dixon.ipo@idfcbank.com
Investor grievance email: mb.ig@idfcbank.com
Website: www.idfcbank.com
Contact Person: Gaurav Goyal / Mohit Baser
SEBI Registration No.: MB/INM000012250

IIFL Holdings Limited
10th Floor, IIFL Centre,
Kamala City, Senapati Bapat Marg,
Lower Parel (West),
Mumbai 400 013, Maharashtra, India
Tel: +91 22 4646 4600
Facsimile: +91 22 2493 1073
E-mail: dixon.ipo@iiflcap.com
Investor grievance E-mail: ig.ib@iiflcap.com
Website: www.iiflcap.com
Contact Person: Sachin Kapoor / Pinak Bhattacharyya
SEBI Registration No.: INM000010940

Motilal Oswal Investment Advisors Limited*#
Motilal Oswal Tower,
Rahimtullah Sayani Road,
Opposite Parel ST Depot, Prabhadevi,
Mumbai 400 025
Maharashtra, India
Tel: +91 22 3980 4380
Facsimile: +91 22 3980 4315
Email: dixon.ipo@motilaloswal.com
Investor grievance email: moiaplredressal@motilaloswal.com
Website: www.motilaloswalgroup.com
Contact Person: Kristina Dias/ Subodh Mallya
SEBI Registration No.: INM000011005
** Formerly Motilal Oswal Investment Advisors Private Limited*

Yes Securities (India) Limited
IFC, Tower 1 & 2,
Unit no. 602 A,
6th Floor, Senapati Bapat Marg,
Elphinstone Road, Mumbai 400 013
Tel.: +91 22 3347 7364
Facsimile: +91 22 2421 4508
E-mail: dixon.ipo@yessecuritiesltd.in
Investor grievance E-mail: igc@yessecuritiesltd.in
Website: www.yesinvest.in
Contact Person: Mukesh Garg
SEBI Registration No.: MB/INM000012227

#In compliance with the proviso to Regulation 21A(1) and explanation (iii) to Regulation 21A(1) of the SEBI (Merchant Bankers) Regulations, 1992, as amended, read with proviso to Regulation 5(3) of the SEBI ICDR Regulations, Motilal Oswal Investment Advisors Limited would be involved only in the marketing of the Offer.

Syndicate Members

[●]

Legal Counsel to the Offer as to Indian Law

Khaitan & Co
Ashoka Estate,
12th Floor, 24,
Barakhamba Road,
New Delhi 110 001
India
Tel: +91 11 4151 5454
Fax: +91 11 4151 5318

One Indiabulls Centre
13th Floor, Tower 1,
841, Senapati Bapat Marg,
Mumbai 400 013
Maharashtra, India
Tel: +91 22 6636 5000
Fax: +91 22 6636 5050

Legal Counsel to the Promoter

Dhir & Dhir Associates
Advocates & Solicitors
D-55, Defence Colony
New Delhi 110 024
Tel: +91 11 4241 0000
Fax: +91 11 4241 0091
Email: project.rise@dhirassociates.com
Website: www.dhirassociates.com

Statutory Auditor to our Company

Singhi & Co
Unit No. 1704, 17th Floor,
Tower – B, World Trade Tower,
C – 01, Sector – 16,
Noida 201 301
Gautambudh Nagar, Uttar Pradesh
Tel: +91 120 256 4657
Fax: +91 120 297 0005
Email: blchoraria@singhico.com
Firm Registration No: 302049E

Registrar to the Offer

Karvy Computershare Private Limited
Karvy Selenium Tower B,
Plot 31-32, Gachibowli, Financial District,
Nanakramguda, Hyderabad 500 032,
India
Tel: +91 40 6716 2222
Fax: +91 40 2343 1551
Email: einward.ris@karvy.com
Investor grievance email: dixon.ipo@karvy.com
Website: www.karisma.karvy.com
Contact Person: M Murali Krishna
SEBI Registration No: INR000000221

Escrow Collection Bank(s)

[●]

Refund Banker

[●]

Public Offer Bank(s)

[●]

Key bankers to our Company

IDFC Bank Limited
4th Floor, Sood Towers,
Barakhamba Road,
New Delhi 110 001
India
Telephone: +91 11 6671 2030
Fax: Not available

Standard Chartered Bank
Narain Manzil,
23 Barakhamba Road,
New Delhi 110 001
India
Telephone: +91 124 487 6750
Fax: +91 22 6115 7133

Yes Bank Limited
D-12, South Extension-II,
New Delhi 110 049
India
Telephone: +91 11 4602 9084
Fax: +91 11 2625 4000
Email: dheeraj.ahlawat@yesbank.in

Email: amit.gupta@idfcbank.com Contact Person: Amit Gupta Website: www.idfcbank.com	Email: delhi.csc@sc.com Contact Person: Surabhi Tiwari Website: www.sc.com	Contact Person: Dheeraj Ahlawat Website: www.yesbank.in

Designated Intermediaries

Self-Certified Syndicate Banks

The list of banks that have been notified by SEBI to act as SCSBs under the SEBI Bankers to the Issue Regulations, 1994 for the ASBA process in accordance with the SEBI ICDR Regulations is provided on the website of SEBI at http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes and updated from time to time. For details of the list of the Designated SCSB Branches named by the respective SCSB which shall collect the Bid cum Application Forms, please refer to the above-mentioned link.

Syndicate SCSB Branches

In relation to Bids submitted under the ASBA process to a member of the Syndicate, the list of branches of the SCSBs at the Specified Locations named by the respective SCSBs to collect of Bid cum Application Forms from the members of the Syndicate is available on the website of the SEBI (http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes) and updated from time to time.

Registered Brokers

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

RTAs

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

Collecting Depository Participants

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

Monitoring Agency

There is no requirement for appointing a monitoring agency for the Offer under Regulation 16(1) of the SEBI ICDR Regulations since the proposed size of the Fresh Issue is less than ₹ 5,000 million. However, as per Regulation 18(3) of the SEBI Listing Regulations and section 177 of the Companies Act, upon listing of the Equity Shares in accordance with the corporate governance requirements, the Audit Committee would be monitoring the utilization of the proceeds of the Fresh Issue.

IPO Grading

No credit agency registered with SEBI has been appointed in respect of obtaining grading for the Offer.

Credit Rating

As this is an offer of Equity Shares, there is no credit rating for the Offer.

Trustees

As this is an offer of Equity Shares, the appointment of trustees is not required.

Project Appraisal

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

Experts

Except as stated below, our Company has not obtained any expert opinion in connection with this Draft Red Herring Prospectus:

1. Our Company has received the written consent dated May 19, 2017 from the statutory auditors of our Company namely, Singhi & Co, Chartered Accountants, to include their name as an expert under Section 26(5) of the Companies Act, 2013 in this Draft Red Herring Prospectus in relation to the reports of the Statutory Auditor on the Restated Standalone Financial Statements and Restated Consolidated Financial Statements and Statement of Tax Benefits included in this Draft Red Herring Prospectus and such consent has not been withdrawn as of the date of this Draft Red Herring Prospectus.

2. Our Company has received written consent dated May 10, 2017 from V. S. Gupta, Chartered Engineer, in connection with his certificate dated May 10, 2017 issued in relation to the installed and utilised capacities of our Facilities, included in this Draft Red Herring Prospectus and such consent has not been withdrawn as of the date of this Draft Red Herring Prospectus.

The term “expert” shall not be construed to mean an “expert” as defined under the Securities Act.

Statement of Inter-se Allocation of Responsibilities for the Offer

The following table sets forth the distribution of responsibility and coordination for various activities in the Offer amongst the Book Running Lead Managers:

S. No.	Activity	Responsibility	Co-ordinator
1.	Capital Structuring with relative components and formalities such as type of instruments, etc.	All BRLMs	IDFC
2.	Due diligence of Company's operations / management / business plans / legal etc. Drafting and design of Draft Red Herring Prospectus, Red Herring Prospectus including memorandum containing salient features of the Prospectus. The BRLMs shall ensure compliance with stipulated requirements and completion of prescribed formalities with the Stock Exchanges, RoC and SEBI including finalization of Prospectus and RoC filing, follow up and coordination till final approval from all regulatory authorities	All BRLMs	IDFC
3.	Drafting and approval of all statutory advertisement	All BRLMs	IDFC
4.	Drafting and approval of all publicity material other than statutory advertisement as mentioned in 3 above including media monitoring, corporate advertisement, brochure etc.	All BRLMs	Yes Securities
5.	Appointment of other intermediaries viz., Registrar, Printers, Advertising Agency and Bankers to the Offer	All BRLMs	IDFC
6.	Preparation of road show presentation & FAQs	All BRLMs	IDFC
7.	International institutional marketing strategy • Finalize the list and division of investors for one to one meetings, in consultation with the Company and Selling Shareholders • Finalizing roadshow schedule and investor meeting schedules	All BRLMs	IDFC
8.	Domestic institutions / banks / mutual funds marketing strategy • Finalize the list and division of investors for one to one meetings, in consultation with the Company and Selling Shareholders • Finalizing roadshow schedule and investor meeting schedules	All BRLMs	Motilal*
9.	Non-Institutional marketing of the Offer, which will cover, inter alia, • Formulating marketing strategies for Non-institutional Investors • Finalize Media and PR strategy	All BRLMs	IIFL

S. No.	Activity	Responsibility	Co-ordinator
10.	Retail marketing of the Offer, which will cover, inter alia, • Formulating marketing strategies, preparation of publicity budget • Finalize Media and PR strategy • Finalizing centers for holding conferences for press and brokers • Finalizing collection centres; • Finalizing and follow-up on distribution of publicity and Offer material including form, prospectus and deciding on the quantum of the Offer material	All BRLMs	Motilal*
11.	Co-ordination with Stock Exchanges for Book Building software, bidding terminals and mock trading, payment of 1% security deposit through cash and bank guarantee, Anchor Investor Allocation letters etc.	All BRLMs	IIFL
12.	Finalization of pricing and managing the book in consultation with the Company and the Selling Shareholders	All BRLMs	IDFC
13.	Post-issue activities, which shall involve essential follow-up steps including follow-up with Bankers to the Offer and Designated Intermediaries to get quick estimates of collection and advising the issuer about the closure of the Offer, based on correct figures, finalisation of the basis of allotment or weeding out of multiple applications, listing of instruments, dispatch of certificates or demat credit and refunds and coordination with various agencies connected with the post-issue activity such as Registrar to the Offer, Bankers to the Offer, Designated Intermediaries etc. Including responsibility for underwriting arrangements, as applicable. The designated coordinating BRLM shall also be responsible for coordinating the redressal of investor grievances in relation to post Offer activities and coordinating with Stock Exchanges and SEBI for Release of 1% security deposit post closure of the Offer.	All BRLMs	IIFL
14.	Payment of the applicable Securities Transaction Tax ("**STT**") on sale of unlisted equity shares by the Selling Shareholders under the offer for sale included in the Offer to the Government and filing of the STT return by the prescribed due date as per Chapter VII of Finance (No. 2) Act, 2004	All BRLMs	IIFL

Note: IDFC refers to IDFC Bank Limited, IIFL refers to IIFL Holdings Limited, Yes Securities refers to Yes Securities (India) Limited and Motilal refers to Motilal Oswal Investment Advisors Limited.

**In compliance with the proviso to Regulation 21A(1) and explanation (iii) to Regulation 21A(1) of the SEBI (Merchant Bankers) Regulations, 1992, read with proviso to Regulation 5(3) of the SEBI ICDR Regulations, Motilal Oswal Investment Advisors Limited will be involved only in the marketing of the Offer.*

Book Building Process

The Book Building Process, with reference to the Offer, refers to the process of collection of Bids on the basis of the Red Herring Prospectus and the Bid Cum Application Form within the Price Band and will be decided by our Company and the Investor Selling Shareholders in consultation with the Book Running Lead Managers and the minimum Bid Lot will be decided by our Company in consultation with the Book Running Lead Managers and advertised in [●] edition of English national newspaper [●], [●] edition of Hindi national newspaper [●] and [●] edition of the Hindi daily newspaper [●], Hindi also being the regional language of Uttar Pradesh where the Registered Office of our Company is situated, each with wide circulation at least five Working Days prior to the Bid/Offer Opening Date and shall be made available to the Stock Exchanges for the purpose of uploading on their websites. The Offer Price shall be determined by our Company and the Investor Selling Shareholders, in consultation with the Book Running Lead Managers through the Book Building Process, after the Bid/Offer Closing Date.

All Bidders, other than Anchor Investors, shall mandatorily participate in the Offer only through the ASBA process.

In accordance with the SEBI ICDR Regulations, QIBs Bidding in the QIB Portion (other than the Anchor Investor Portion) and Non-Institutional Bidders bidding in the Non-Institutional Portion 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 their Bids during the Bid/ Offer Period and withdraw their Bids until the Bid/Offer Closing Date. Further, Anchor Investors cannot withdraw their Bids after the Anchor Investor Bid/Offer Period. Allocation to QIBs in the QIB Portion (other than the Anchor Investor Portion) will be on a proportionate basis and allocation to Anchor Investors will be on a discretionary basis. For further details, see the section titled "*Terms of the Offer*" and "*Offer Procedure*" on pages 401 and 409

respectively.

Our Company and the Selling Shareholders will comply with the SEBI ICDR Regulations and any other directions issued by SEBI in relation to the Offer. In this regard, our Company and the Selling Shareholders have appointed the Book Running Lead Managers to manage the Offer and procure Bids to the Offer.

The Book Building Process and the Bidding Process under the SEBI ICDR Regulations is subject to change from time to time and Investors are advised to make their own judgment prior to submitting a Bid.

Illustration of Book Building and Price Discovery Process

For an illustration of the Book Building Process and price discovery process, see "*Offer Procedure - Part B - Basis of Allocation - Illustration of Book Building Process and Price Discovery Process*" on page 442.

The Offer is subject to the receipt of the final approval from the RoC of the Red Herring Prospectus and the Prospectus and the issuance of the final listing and trade approval from the Stock Exchange(s).

Each Bidder by submitting a Bid in the Offer will be deemed to have acknowledged the above restrictions and terms of Offer.

Bid/Offer Programme

For details of the Bid/Offer Programme, please refer to the section titled "*Terms of the Offer*" on page 403.

Underwriting Agreement

After the determination of the Offer Price but prior to the filing of Prospectus with the RoC, our Company and the Selling Shareholders will enter into the Underwriting Agreement with the Underwriters for the Equity Shares proposed to be offered through the Offer. It is proposed that, pursuant to the terms of the Underwriting Agreement, the BRLMs shall be responsible for bringing in the amount devolved in the event that their respective Syndicate Members do not fulfil their underwriting obligations. The Underwriting Agreement is dated [●]. Pursuant to the terms of the Underwriting Agreement, the obligations of the Underwriters are several and are subject to certain conditions specified therein

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

This table below has been intentionally left blank and would be finalized after pricing and subject to the provisions of Regulation 13(2) of the SEBI ICDR Regulations and will be filled in before filing of the Prospectus with the RoC.

(*₹ in million, except share data*)

Name, address, telephone number, fax number and email of the Underwriters	**Indicative Number of the Equity Shares to be Underwritten**	**Amount Underwritten**
[●]	[●]	[●]

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

Allocation among the Underwriters may not necessarily be in proportion to their underwriting commitment. Notwithstanding the above table, the BRLMs and the Syndicate Members shall be severally and not jointly responsible for ensuring payment with respect to Equity Shares allocated to investors procured by them. In the event of any default in payment, the respective Underwriter, in addition to other obligations defined in the Underwriting Agreement, will also be required to procure/subscribe to Equity Shares to the extent of the defaulted amount in accordance with and subject to the terms of the Underwriting Agreement. The underwriting arrangement stated above shall not apply to the applications by the ASBA Bidders in the Offer, except for ASBA Bids procured by any member of the Syndicate. The Underwriting Agreement has not been executed as on the date of this Draft Red Herring Prospectus and will be executed after the determination of the Offer Price, but prior to the filing of the Prospectus with the RoC.

CAPITAL STRUCTURE

The share capital of our Company as at the date of this Draft Red Herring Prospectus, is set forth below:

S. No.	Particulars	Aggregate nominal value (₹)	Aggregate value at Offer Price[1]
A.	**Authorised Share Capital**		
	26,000,000 Equity Shares	260,000,000	
B.	**Issued, subscribed and paid up share capital before the Offer**		
	10,985,341 Equity Shares	109,853,410	
C.	**Present Offer in terms of this Draft Red Herring Prospectus[2]**		
	Up to [●] Equity Shares	[●]	[●]
	of which		
	Fresh Issue		
	Up to [●] Equity Shares	[●]	[●]
	Offer for Sale		
	Up to 3,753,739 Equity Shares[3]	[●]	[●]
D.	**Issued, subscribed and paid up share capital after the Offer**		
	[●] Equity Shares	[●]	[●]
E.	**Share premium account**		
	Before the Offer		392,219,104
	After the Offer[1]		[●]

(1) *To be finalized upon determination of the Offer Price.*

(2) *The Fresh Issue has been authorized by a resolution of our Board of Directors in their meeting held on May 3, 2017 and a resolution of our Shareholders in their Extraordinary General Meeting held on May 5, 2017.*

(3) *The Offer for Sale has been authorised by the Selling Shareholders as follows: (i) IBEF I has authorised offer of up to 2,146,265 Equity Shares in the Offer for Sale by way of their letter dated May 16, 2017 and board resolution dated May 10, 2017;(ii) IBEF has authorised offer of up to 495,313 Equity Shares in the Offer for Sale by way of letter dated May 16, 2017 from MOPE Investment Advisors Private Limited, it's investment manager and board resolution dated April 26, 2017; and (iii) Sunil Vachani has authorised offer of up to 634,368 Equity Shares in the Offer for Sale by way of their consent letter dated May 12, 2017; (iv) Atul B. Lall has authorised offer of up to 233,333 Equity Shares in the Offer for Sale by way of their consent letter dated May 15, 2017; (v) Kamla Vachani has authorised offer of up to 160,879 Equity Shares in the Offer for Sale by way of their consent letter dated May 15, 2017 (vi) Geeta Vaswani has authorised offer of up to 32,099 Equity Shares in the Offer for Sale by way of their consent letter dated May 15, 2017; (vii) Sunita Mankani has authorised offer of up to 25,741 Equity Shares in the Offer for Sale by way of their consent letter dated May 15, 2017; and (viii) Shobha Sippy has authorised offer of up to 25,741 Equity Shares in the Offer for Sale by way of their consent letter dated May 15, 2017.*

Changes in the authorised share capital of our Company

1. The initial authorised share capital of ₹ 1.00 million divided into 100,000 Equity Shares was increased to ₹ 20.00 million divided into 2,000,000 Equity Shares pursuant to a special resolution of our Shareholders on July 12, 1993.

2. The authorised share capital of ₹ 20.00 million divided into 2,000,000 Equity Shares was increased to ₹ 50.00 million divided into 5,000,000 Equity Shares pursuant to a special resolution of our Shareholders passed on September 29, 1994.

3. The authorised share capital of ₹ 50.00 million divided into 5,000,000 Equity Shares was increased to ₹ 50.05 million divided into 5,000,000 Equity Shares and 5,000 Preference Shares pursuant to a special resolution of our Shareholders passed on July 21, 2006.

4. The authorised share capital of ₹ 50.05 million divided into 5,000,000 Equity Shares and 5,000 Preference Shares was increased to ₹ 200.00 million divided into 19,995,000 Equity Shares and 5,000 Preference Shares pursuant to an ordinary resolution of our Shareholders passed on September 9, 2016.

5. The authorised share capital ₹ 200.00 million divided into 19,995,000 Equity Shares and 5,000 Preference Shares was reclassified into ₹ 200.00 million divided into 20,000,000 Equity Shares pursuant to a special resolution of our Shareholders passed on April 18, 2017.

6. The authorised share capital of ₹ 200.00 million divided into 20,000,000 Equity Shares was increased to ₹ 260.00 million divided into 26,000,000 Equity Shares due to the transfer and addition of the authorised

share capital of DAPL and DBMPL to the authorised share capital of our Company, pursuant to the Scheme with effect from the Appointed Date.

Notes to Capital Structure:

1. Share capital history of our Company

(a) *Equity share capital history*

Date of allotment of Equity Shares	No. of Equity Shares allotted	Face value (₹)	Issue price (₹)	Nature of consideration	Reasons for allotment	Cumulative number of Equity Shares	Cumulative issued and paid up Equity Share capital (₹)
January 15, 1993	70	10.00	10.00	Cash	Subscription to Memorandum(1)	70	700
March 25, 1994	1,500,000	10.00	10.00	Cash	Further allotment(2)	1,500,070	15,000,700
March 25, 1996	642,857	10.00	40.00	Cash	Preferential allotment(3)	2,142,927	21,429,270
October 24, 1996	850,030	10.00	10.00	Cash	Rights issue(4)	2,992,957	29,929,570
August 23, 2006	328,865	10.00	210.50	Cash	Further allotment(5)	3,321,822	33,218,220
August 23, 2006	110,000	10.00	Nil	Other than cash	Allotment of sweat Equity Shares(6)	3,431,822	34,318,220
June 21, 2008	100	10.00	330.00	Cash	Preferential allotment(7)	3,431,922	34,319,220
June 18, 2009	(328,765)	10.00	(245.90)	Cash	Buy-back(8)	3,103,157	31,031,570
August 27, 2016	1,290,041	10.00	290.66	Cash	Conversion of compulsorily convertible debentures(9)	4,393,198	43,931,980
September 17, 2016	177,380	10.00	119.00	Cash	Allotment pursuant to exercise of ESOPs under ESOP Plan(10)	4,570,578	45,705,780

Date of allotment of Equity Shares	No. of Equity Shares allotted	Face value (₹)	Issue price (₹)	Nature of consideration	Reasons for allotment	Cumulative number of Equity Shares	Cumulative issued and paid up Equity Share capital (₹)
September 17, 2016	137,426	10.00	290.00	Cash	Allotment pursuant to exercise of ESOPs under ESOP Plan(11)	4,708,004	47,080,040
September 20, 2016	6,277,337	10.00	Nil	Other than cash	Bonus issue(12)	10,985,341	109,853,410

(1) *10 Equity Shares each were subscribed to by Sunder T. Vachani, Ravi Vachani, Kamal Vachani, Sunil Vachani, Arvind Kharabanda, Pawan Kumar and D. K. Nagpaul*

(2) *Allotment of 425,000 Equity Shares to Sunil Vachani, 425,000 Equity Shares to Tina Vachani, 425,000 Equity Shares to Kamla Vachani, 75,000 Equity Shares to Geeta Vaswani, 75,000 Equity Shares to Shobha Sippy and 75,000 Equity Shares to Sunita Mankani*

(3) *Allotment of 642,857 Equity Shares to Agiv India (Holdings) Limited*

(4) *Allotment of 255,000 Equity Shares to Agiv India (Holdings) Limited, 222,057 Equity Shares to Sunil Vachani, 84,323 Equity Shares to Tina Vachani, 100,000 Equity Shares to Kamla Vachani, 140,900 Equity Shares to Sati Vachani, 29,750 Equity Shares to Geeta Vaswani, 9,000 Equity Shares to Shobha Sippy and 9,000 Equity Shares to Sunita Mankani pursuant to the rights issue in the ratio of 1:2.521*

(5) *Allotment of 328,865 Equity Shares to Bennett Coleman & Co. Limited*

(6) *Allotment of 100,000 Equity Shares to Atul B. Lall and 10,000 Equity Shares to Sanjay Jaswani*

(7) *Allotment of 50 Equity Shares to IBEF and 50 Equity Shares to IBEF I*

(8) *Buy-back of Equity Shares from Bennett Coleman & Co Limited*

(9) *Conversion of 243,729 compulsorily convertible debentures held by IBEF I into 838,528 Equity Shares and 131,238 compulsorily convertible debentures held by IBEF into 451,513 Equity Shares*

(10) *Allotment of 11,017 Equity Shares to Pankaj Sharma, 8,322 Equity Shares to Umesh Kumar Chadha, 13,540 Equity Shares to Vineet Kumar Mishra, 13,345 Equity Shares to Kailash Chander Sharma, 6,017 Equity Shares to Gopal Jagwan, 100,000 Equity Shares to Atul B. Lall, 4,113 Equity Shares to Bharat Bhushan Chalana, 4,946 Equity Shares to Sitaram Patel, 1,925 Equity Shares to Sumeet Verma, 1,769 Equity Shares to Vimal Kumar Sharma, 4,790 Equity Shares to Lalit Kumar Shukla, 1,925 Equity Shares to Sumit Rai Gambhir, 1,925 Equity Shares to Mahipal Singh Bisht, 1,873 Equity Shares to Pawan Sharma and 1,873 Equity Shares to Vinod Sachar. For further details of ESOP Plan, refer to the sub-section titled "Capital Structure- Employee Stock Option Plan" on page 100*

(11) *Allotment of 100,000 Equity Shares to Atul B Lall, 3,983 Equity Shares to Pankaj Sharma, 1,460 Equity Shares to Vineet Kumar Mishra, 8,983 Equity Shares to Gopal Jagwan, 5,000 Equity Shares to Sitaram Patel, 2,000 Equity Shares to Lalit Kumar Shukla, 10,000 Equity Shares to Rajeev Lonial, 2,000 Equity Shares to Nityanand Pandey, 2,000 Equity Shares to Mangi Lal Kedia and 2,000 Equity Shares to Jyoti Prakash Nanda. For further details of ESOP Plan, refer to the section titled "Capital Structure- Employee Stock Option Plan" on page 100*

(12) *Bonus issue in the ratio of 4:3 to all Shareholders as on September 20, 2016*

(b) *Preference share capital history*

Date of allotment of preference shares	No. of preference shares allotted	Face value (₹)	Issue price (₹)	Nature of consider ation	Reasons for allotment	Cumulativ e number of preference shares	Cumulative issued and paid up preference share capital (₹)
August 23, 2006	3,677	10.00	210.50	Cash	Allotment[1]	3,677	36,770
June 18, 2009	(3,677)	10.00	(245.90)	Cash	Buy-back[2]	Nil	Nil

[1] *Allotment of 3,677 preference shares to Bennett Coleman & Co. Limited*

[2] *Buy-back of preference shares from Bennett Coleman & Co Limited*

As on the date of this Draft Red Herring Prospectus, our Company does not have any outstanding preference shares.

(c) *Issue of Equity Shares in the last one year at a price lower than the Offer Price*

Details of the Equity Shares issued by our Company in the last one year at a price which may be lower than the Offer Price are as follows:

S. No.	Date of allotment	Number of Equity Shares	Issue price per Equity Share (₹)	Whether part of Promoter Group	Name of allottee(s)	Reason for allotment
1.	August 27, 2016	1,290,041	290.66	No	IBEF I and IBEF	Conversion of compulsorily convertible debentures
2.	September 17, 2016	177,380	119.00	No	Pankaj Sharma, Umesh Kumar Chadha, Vineet Kumar Mishra, Kailash Chander Sharma, Gopal Jagwan, Atul B. Lall, Bharat Bhushan Chalana, Sitaram Patel, Sumeet Verma, Vimal Kumar Sharma, Lalit Kumar Shukla, Sumit Rai Gambhir, Mahipal Singh Bisht, Pawan Sharma and Vinod Sachar	Allotment pursuant to exercise of ESOPs under ESOP Plan
3.	September 17, 2016	137,426	290.00	No	Atul B. Lall, Pankaj Sharma, Vineet Kumar Mishra, Gopal Jagwan, Sitaram Patel, Lalit Kumar Shukla, Rajeev Lonial, Nityanand Pandey, Mangi Lal Kedia and Jyoti Prakash Nanda	Allotment pursuant to exercise of ESOPs under ESOP Plan
4.	September 20, 2016	6,277,337	Nil	Yes, some Shareholders are forming part of the Promoter Group	All Shareholders as on September 20, 2016	Bonus issue to all Shareholders in the ratio of 4:3
	TOTAL	**7,882,184**				

(d) *Issue of Equity Share for consideration other than cash*

Following are the details of Equity Shares allotted by our Company for consideration other than cash:

Date of allotment	No. of Equity Shares	Details of allotment and benefits accrued, if any
August 23, 2006	110,000	Allotment of sweat Equity Shares to certain employees for bringing in their varied experience and adding value to our Company
September 20, 2016	6,277,337	Bonus issue
TOTAL	**6,387,337**	

5. **History of Build-up, Contribution and Lock in of Promoter's Shareholding**

(a) *Build-up of our Promoter's shareholding in our Company*

Set forth below is the build-up of the shareholding of our Promoter since incorporation of our Company:

SUNIL VACHANI							
Date of Allotment / Transfer	**No. of Equity Shares**	**Face Value (₹)**	**Issue/ Acquisition Price (₹)**	**Nature of Consideration**	**Nature of Transaction**	**% of the pre-Offer capital**	**% of the post-Offer capital**
January 15, 1993	10	10.00	10.00	Cash	Subscription to Memorandum	Negligible	[●]
March 25, 1994	425,000	10.00	10.00	Cash	Further allotment	3.87	[●]
October 24, 1996	222,057	10.00	10.00	Cash	Rights issue	2.02	[●]
October 29, 1998	(647,057)	10.00	Nil	Other than cash	Transfer to Gayatri Vachani	(5.89)	[●]
March 31, 2008	1,072,057	10.00	Nil	Other than cash	Transfer from Gayatri Vachani	9.76	[●]
April 26, 2008	982,180	10.00	Nil	Other than cash	Transfer from Gayatri Vachani	8.94	[●]
September 10, 2009	10	10.00	197.70	Cash	Transfer from Sunder T. Vachani through his legal heir, Ravi Vachani	Negligible	[●]
November 23, 2009	(81,250)	10.00	200.00	Cash	Transfer to IBEF I	(0.74)	[●]
November 23, 2009	(43,750)	10.00	200.00	Cash	Transfer to IBEF	(0.40)	[●]
March 25, 2012	140,900	10.00	Nil	Other than cash	Transfer from Sati Vachani	1.28	[●]
March 5, 2013	(10)	10.00	230.00	Cash	Transfer to Ravi Vachani	Negligible	[●]
September 20, 2016	2,760,196	10.00	Nil	Other than cash	Bonus issue	25.13	[●]
May 3, 2017	233	10.00	1,350	Cash	Transfer from Bennett Coleman & Co. Limited	Negligible	[●]
TOTAL	**4,830,576**					**43.97**	**[●]**

All the Equity Shares held by our Promoter were fully paid-up on the respective dates of acquisition of such Equity Shares. None of the Equity Shares held by the Promoter are pledged.

(b) *Shareholding of our Promoter and Promoter Group*

S. No.	Name of Person	Promoter/ Promoter Group	No. of Equity Shares	Percentage of the pre-Offer capital (%)	Percentage of the post-Offer capital (%)
1.	Sunil Vachani	Promoter	4,830,576	43.97	[●]

S. No.	Name of Person	Promoter/ Promoter Group	No. of Equity Shares	Percentage of the pre-Offer capital (%)	Percentage of the post-Offer capital (%)
2.	Geeta Vaswani	Promoter Group	244,417	2.22	[●]
3.	Ravi Vachani	Promoter Group	47	Negligible	[●]
TOTAL			**5,075,040**	**46.20**	**[●]**

(c) *Details of Promoter's contribution and lock-in*

Pursuant to Regulations 32 and 36 of the SEBI ICDR Regulations, an aggregate of 20.00% of the fully diluted post-Offer capital of our Company held by the Promoter shall be locked in for a period of three years from the date of Allotment ("**Promoter's Contribution**").

Our Company undertakes that all Equity Shares, which are being locked-in, are not ineligible for computation of Promoter's contribution under Regulation 33 of the SEBI ICDR Regulations. Our Promoter has confirmed to the Book Running Lead Managers that the Equity Shares held by our Promoter and which will be locked-in as Promoter's Contribution have been sourced from his own funds, received as a gift or have been allotted pursuant to a bonus issue.

The lock-in of the Promoter's Contribution would be created as per applicable laws and procedures and details of the same shall also be provided to the Stock Exchanges before the listing of the Equity Shares.

Details of Promoter's Contribution are as provided below:

Name of the Promoter	Date of allotment/ transfer*	Nature of transaction	Nature of consideration	No. of Equity Shares locked in	Face value (₹)	Issue Price/Purchase Price (₹)	Percentage of post-Offer paid-up capital
Sunil Vachani	[●]	[●]	[●]	[●]	[●]	[●]	[●]

**Fully paid up at the time of allotment*

The Promoter's Contribution has been brought in to the extent of not less than the specified minimum lot and from the person defined as 'promoter' under the SEBI ICDR Regulations.

The Equity Shares that are being locked-in are not, and will not be, ineligible for computation of Promoter's Contribution under Regulation 33 of the SEBI ICDR Regulations. In this regard, our Company confirms that the Equity Shares locked-in do not, and shall not, consist of:

- The Equity Shares acquired during the preceding three years for consideration other than cash and revaluation of assets or capitalisation of intangible assets or bonus shares out of revaluations reserves or unrealised profits or bonus shares which are otherwise ineligible for computation of Promoter's Contribution;
- Other than the eligible Equity Shares issued pursuant to bonus issues, Promoter's Contribution does not include any Equity Shares acquired during the preceding one year at a price lower than the price at which the Equity Shares are being offered to the public in the Offer;
- The Equity Shares issued to the Promoter upon conversion of a partnership firm; and
- The Equity Shares held by the Promoter that are subject to any pledge.

Our Company further confirms that such Equity Shares shall be held in dematerialised form prior to the filing of the Red Herring Prospectus with the RoC and that these Equity Shares do not consist of Equity Shares for which specific written consent has not been obtained from the Promoter for inclusion of his Equity Shares as a part of the Promoter's Contribution subject to lock-in. For such time that the Equity Shares under the Promoter's Contribution are locked in as per the SEBI ICDR Regulations, the Promoter's Contribution can be pledged only with a scheduled commercial bank or public financial institution as collateral security for loans granted by such banks or financial institutions for the purpose of financing one or more of the objects of the Offer and pledge of such Equity Shares is one of the terms of sanction of loan. For such time that they are locked in as per the SEBI ICDR Regulations, the Equity Shares held by the Promoter in excess of the Promoter's Contribution can be pledged only with a scheduled commercial bank or public financial institution as collateral security for loans granted by such banks or financial institutions if the pledge of the Equity Shares is one of the terms of the sanction of the loan. For details regarding the objects of the Offer, see the section titled "*Objects of the Offer*" beginning on page 105.

The Equity Shares held by our Promoter may be transferred to and among the members of the Promoter Group or to new promoters or persons in control of our Company, subject to continuation of the lock-in in the hands of the transferees for the remaining period and compliance with the SEBI Takeover Regulations, as applicable.

(d) *Other requirements in respect of lock-in:*

In addition to the 20.00% of the fully diluted post-Offer shareholding of our Company held by our Promoter and locked in for three years as specified above, the entire pre-Offer Equity Share capital of our Company will be locked-in for a period of one year from the date of Allotment except-

(i) the Equity Shares held by IBEF, a VCF, which will be locked-in for a period of 30 days from the date of Allotment,; and
(ii) 313,037 Equity Shares allotted to employees pursuant to exercise of ESOPs under the ESOP Plan.

Additionally, any unsubscribed portion of the Offer for Sale being offered by the Selling Shareholders would also be locked-in for one year from the date of Allotment as per SEBI ICDR Regulations, except for the Equity Shares held by IBEF, a VCF, which will be locked-in for a period of 30 days from the date of Allotment.

The Equity Shares held by persons other than our Promoter and locked-in for a period of one year from the date of Allotment may be transferred to any other person holding the Equity Shares which are locked-in, subject to the continuation of the lock-in in the hands of such transferee for the remaining period and compliance with the SEBI Takeover Regulations.

Lock-in of Equity Shares Allotted to Anchor Investors

Any Equity Shares Allotted to Anchor Investors in the Anchor Investor Portion shall be locked in for a period of thirty (30) days from the date of Allotment.

6. **Details of shares held by the Selling Shareholders in our Company**

S. No.	Name of the Selling Shareholder	Pre-Offer		Post-Offer	
		Number of Equity Shares held	Percentage of pre-Offer Equity Share capital	Number of Equity Shares held*	Percentage of post-offer Equity Share capital
1.	IBEF I	2,146,265	19.54	Nil	[●]
2.	IBEF	1,155,730	10.52	660,417	[●]
3.	Sunil Vachani	4,830,576	43.97	4,196,208	[●]
4.	Atul B. Lall	700,000	6.37	466,667	[●]
5.	Kamla Vachani	1,225,023	11.15	1,064,144	[●]
6.	Geeta Vaswani	244,417	2.22	212,318	[●]
7.	Sunita Mankani	196,000	1.78	170,259	[●]
8.	Shobha Sippy	196,000	1.78	170,259	[●]

**Assuming full subscription in the Offer*

7. **Shareholding pattern of our Company**

The shareholding pattern of our Company as on May 12, 2017 is set out below:

Category (I)	Category of Shareholder (II)	No. of shareholders (III)	No. of fully paid up equity shares held (IV)	No. of partly paid-up equity shares held (V)	Nos. of shares underlying Depository Receipts (VI)	Total nos. shares held (VII = IV+V+VI)	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) (VIII) As a % of (A+B+C2)	Number of Voting Rights held in each class of securities (IX)				No. of Shares Underlying Outstanding convertible securities (including warrants) (X)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI) = (VII)+(X) as a % of (A+B+C2)	Number of Locked in shares (XII)		Number of Shares pledged or otherwise encumbered (XIII)		Number of Equity Shares held in dematerialised form (XIV)
								No. of Voting Rights			Total as a % of (A+B+C)			No. (a)	As a % of total shares held (b)	No. (a)	As a % of total shares held (b)	
								Class eg: X	Class eg: Y	Total								
(A)	Promoter & Promoter Group	3	5,075,040	-	-	5,075,040	46.20	5,075,040	-	5,075,040	46.20	-	-	-	-		-	5,074,760
(B)	Public	27	5,910,301	-	-	5,910,301	53.80	5,910,301	-	5,910,301	53.80	-	-	-	-		-	4,308,981
(C)	Non Promoter- Non Public																	
(C1)	Shares underlying DRs	-	-	-	-	-	-	-	-	-	-	-	-	-	-		-	-
(C2)	Shares held by Employee Trusts	-	-	-	-	-	-	-	-	-	-	-	-	-	-		-	-
	Total	**30**	**10,985,341**	**-**	**-**	**10,985,341**	**100.00**	**10,985,341**	**-**	**10,985,341**	**100.00**	**-**	**-**	**-**	**-**		**-**	**9,383,741**

8. **Public shareholders holding more than 1% of the pre-Offer paid-up capital of our Company**

The details of the public shareholders holding more than 1% of the pre-Offer paid-up capital of our Company and their pre-Offer and post-Offer shareholding are set forth in the table below:

S. No.	Name of the Shareholder	Pre-Offer		Post-Offer	
		Number of Equity Shares held	Percentage (%)	Number of Equity Shares held*	Percentage (%)
1.	IBEF I	2,146,265	19.54	Nil	N.A.
2.	IBEF	1,155,730	10.52	660,417	[●]
3.	Kamla Vachani	1,225,023	11.15	1,064,144	[●]
4.	Atul B. Lall	700,000	6.37	466,667	[●]
5.	Sunita Mankani	196,000	1.78	170,259	[●]
6.	Shobha Sippy	196,000	1.78	170,259	[●]
	TOTAL	**5,619,018**	**51.15**	**2,531,746**	[●]

**Assuming full subscription of the Offer*

9. **Equity Shares held by top ten shareholders**

The list of top 10 shareholders of our Company and the number of Equity Shares held by them:

(i) As on the date of filing of this Draft Red Herring Prospectus are as follows:

S. No.	Name of the Shareholder	Number of Equity Shares	Percentage of pre-Offer Equity Share capital (%)
1.	Sunil Vachani	4,830,576	43.97
2.	IBEF I	2,146,265	19.54
3.	Kamla Vachani	1,225,023	11.15
4.	IBEF	1,155,730	10.52
5.	Atul B. Lall	700,000	6.37
6.	Geeta Vaswani	244,417	2.22
7.	Sunita Mankani	196,000	1.78
8.	Shobha Sippy	196,000	1.78
9.	Pankaj Sharma	35,000	0.32
10.	Vineet Kumar Mishra	35,000	0.32
11.	Gopal Jagwan	35,000	0.32
	TOTAL	**10,799,011**	**98.30**

(ii) As of 10 days prior to the date of filing of this Draft Red Herring Prospectus were as follows:

S. No.	Name of the Shareholder	Number of Equity Shares	Percentage of pre-Offer Equity Share capital (%)
1.	Sunil Vachani	4,830,576	43.97
2.	IBEF I	2,146,265	19.54
3.	Kamla Vachani	1,225,000	11.15
4.	IBEF	1,155,730	10.52
5.	Atul B. Lall	700,000	6.37
6.	Geeta Vaswani	244,417	2.22
7.	Sunita Mankani	196,000	1.78
8.	Shobha Sippy	196,000	1.78
9.	Pankaj Sharma	35,000	0.32
10.	Vineet Kumar Mishra	35,000	0.32
11.	Gopal Jagwan	35,000	0.32
	TOTAL	**10,798,988**	**98.30**

(iii) Two years prior to the date of filing this Draft Red Herring Prospectus were as follows:

S. No.	Name of the Shareholder	Number of Equity Shares	Percentage of pre-Offer Equity Share capital (%)
1.	Sunil Vachani	2,070,147	66.71
2.	Kamla Vachani	525,000	16.92
3.	Geeta Vaswani	104,750	3.38
4.	Atul B. Lall	100,000	3.22
5.	Sunita Mankani	84,000	2.71
6.	Shobha Sippy	84,000	2.71
7.	IBEF I	81,300	2.62
8.	IBEF	43,800	1.41
9.	Sanjay Jaswani	10,000	0.32
10.	Bennet Coleman & Co. Limited	100	Negligible
	TOTAL	**3,103,097**	**100.00**

10. **Details of purchase or sale of Equity Shares by our Promoter, Promoter Group and Directors**

Other than as disclosed below, there has been no purchase or sale of Equity Shares or the securities of our Subsidiary by our Promoter, Promoter Group, Directors or their immediate relatives during the six-month period immediately preceding the date of filing of this Draft Red Herring Prospectus:

Date of transaction	Nature of transaction	Number of Equity Shares	Purchase price per Equity Share (₹)
May 3, 2017	Purchase of Equity Shares by Sunil Vachani from Bennett Coleman & Co. Limited	233	1,350
May 12, 2017	Transfer of Equity Shares by Kamal Vachani to Kamla Vachani	23	Other than cash

11. **Details of Equity Shares held by our Directors, Key Managerial Personnel**

The table below sets forth the details of Equity Shares that are held by our Directors and Key Managerial Personnel:

S. No.	Name of the person	Director/ Key Managerial Personnel	No. of Equity Shares	Percentage of pre-Offer Equity Share Capital (%)	Percentage of post-Offer Equity Share Capital (%)
1.	Sunil Vachani	Director and Key Managerial Personnel	4,830,576	43.97	[●]
2.	Atul B. Lall	Director and Key Managerial Personnel	700,000	6.37	[●]
3.	Pankaj Sharma	Key Managerial Personnel	35,000	0.32	[●]
4.	Vineet Kumar Mishra	Key Managerial Personnel	35,000	0.32	[●]
5.	Gopal Jagwan	Key Managerial Personnel	35,000	0.32	[●]
6.	Kailash Chander Sharma	Key Managerial Personnel	31,138	0.28	[●]
7.	Rajeev Lonial	Key Managerial Personnel	23,333	0.21	[●]
8.	Sitaram Patel	Key Managerial Personnel	23,207	0.21	[●]
	TOTAL		**5,713,254**	**52.01**	

12. **Employee Stock Option Plan**

Our Company instituted the '2010 Dixon Employees Stock Option Plan' ("**ESOP Plan**"), pursuant to a Board resolution dated September 9, 2010 and Shareholders' resolution dated September 28, 2010. Pursuant to a resolution passed at the EGM held on June 3, 2008, our Shareholders had authorised issue of a maximum of such number Equity Shares not exceeding 15% of the paid-up capital of our Company post issue and allotment of Equity Shares and compulsorily convertible debentures to IBEF I and IBEF, under one or more employee stock option schemes.

Pursuant to the ESOP Plan, our Company has allotted 314,806 Equity Shares to the eligible employees in Fiscal 2017.

The following table sets forth the particulars of the options granted, vested and exercised under the ESOP Plan as of the date of this Draft Red Herring Prospectus:

<table>
<tr><th>Particulars</th><th>Details</th></tr>
<tr><td>Options granted</td><td><table><tr><th>Date of grant</th><th>No. of options granted</th></tr><tr><td>November 2, 2010</td><td>255,880</td></tr><tr><td>July 1, 2015</td><td>137,426</td></tr><tr><td>TOTAL</td><td>393,306</td></tr></table></td></tr>
<tr><td>Pricing formula</td><td><table><tr><th>Date of grant</th><th>No. options granted</th><th>Exercise price (in ₹)</th></tr><tr><td>November 2, 2010</td><td>255,880</td><td>119.00</td></tr><tr><td>July 1, 2015</td><td>137,426</td><td>290.00</td></tr></table></td></tr>
<tr><td>Options vested</td><td>379,596</td></tr>
<tr><td>Options exercised</td><td>314,806</td></tr>
<tr><td>Total number of Equity Shares arising as a result of exercise of options</td><td>314,806</td></tr>
<tr><td>Options forfeited/lapsed/cancelled</td><td>78,500</td></tr>
<tr><td>Variation of terms of options</td><td>The exercise period for the options granted on November 2, 2010 was extended by one year pursuant to approval of the Board through a circular resolution dated October 14, 2015.</td></tr>
<tr><td>Money realised by exercise of options (₹ in million)</td><td>₹ 60.96 million</td></tr>
<tr><td>Total number of options in force</td><td>Nil</td></tr>
<tr><td>Employee wise details of options granted to:</td><td></td></tr>
<tr><td>Directors, Key Managerial Personnel</td><td><table><tr><th>Name of Director/KMP</th><th>No. of Options granted</th></tr><tr><td>Atul B. Lall</td><td>200,000</td></tr><tr><td>Pankaj Sharma</td><td>15,000</td></tr><tr><td>Vineet Kumar Mishra</td><td>15,000</td></tr><tr><td>Gopal Jagwan</td><td>15,000</td></tr><tr><td>Kailash Chander Sharma</td><td>13,345</td></tr><tr><td>Rajeev Lonial</td><td>10,000</td></tr><tr><td>Sitaram Patel</td><td>9,946</td></tr><tr><td>Total</td><td>278,291</td></tr></table></td></tr>
<tr><td>Any other employee who received a grant in any one year of options amounting to 5% or more of the options granted during that year</td><td><table><tr><th>Name of employees</th><th>No. of Options granted</th><th>% of Options granted (>5%)</th></tr><tr><td colspan="3">Fiscal 2011</td></tr><tr><td>Atul B. Lall</td><td>100,000</td><td>39.08</td></tr><tr><td>Vineet Kumar Mishra</td><td>13,540</td><td>5.29</td></tr></table></td></tr>
</table>

<table>
<tr><th>Particulars</th><th>Details</th></tr>
<tr><td></td><td>
<table>
<tr><td>Kamal Krishan Raina</td><td>13,345</td><td>5.22</td></tr>
<tr><td>Kailash Chander Sharma</td><td>13,345</td><td>5.22</td></tr>
<tr><td colspan="3">Fiscal 2016</td></tr>
<tr><td>Atul B. Lall</td><td>100,000</td><td>72.77</td></tr>
<tr><td>Rajeev Lonial</td><td>10,000</td><td>7.28</td></tr>
<tr><td>Gopal Jagwan</td><td>8,983</td><td>6.54</td></tr>
</table>
</td></tr>
<tr><td>Identified employees who are granted options, during any one year equal to or exceeding 1% of the issued Equity Shares (excluding outstanding warrants and conversions) of our Company at the time of grant</td><td>
<table>
<tr><th>Name of employees</th><th>Date of grant</th><th>No. of options granted</th><th>% of Options granted >1% of the Equity shares capital</th></tr>
<tr><td>Atul B. Lall</td><td>November 2, 2010</td><td>100,000</td><td>3.22</td></tr>
<tr><td>Atul B. Lall</td><td>July 1, 2015</td><td>100,000</td><td>3.22</td></tr>
</table>
</td></tr>
<tr><td>Vesting schedule/ conditions</td><td>
<table>
<tr><th>Date of Grant</th><th>Time from date of grant</th><th>Cumulative percentage of Equity Shares vesting (%)</th></tr>
<tr><td rowspan="3">November 2, 2010</td><td>One year</td><td>33.33</td></tr>
<tr><td>Two years</td><td>33.33</td></tr>
<tr><td>Three years</td><td>33.34</td></tr>
<tr><td>July 1, 2015</td><td>One year</td><td>100.00</td></tr>
</table>
</td></tr>
<tr><td>Fully diluted EPS pursuant to issue of Equity Shares on exercise of options calculated in accordance with AS 20 ‘Earnings Per Share’</td><td>
<table>
<tr><th>Financial year/ period ended</th><th>In ₹</th></tr>
<tr><td>December 31, 2016</td><td>34.17</td></tr>
<tr><td>March 31, 2016</td><td>34.85</td></tr>
<tr><td>March 31, 2015</td><td>9.19</td></tr>
<tr><td>March 31, 2014</td><td>10.43</td></tr>
</table>
</td></tr>
<tr><td>In case the employee compensation cost is calculated using intrinsic value of the stock options, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value of the options and the impact of this difference on the profits and on the EPS of our Company</td><td>Not applicable</td></tr>
<tr><td>Weighted average exercise price and the weighted average fair value of options whose exercise price either equals or exceeds or is less than the market price of the stock</td><td>Not applicable</td></tr>
<tr><td>Method and significant assumptions used to estimate the fair value of options granted including weighted average information, namely risk free interest rate, expected life, expected volatility, expected dividends and the price of the underlying share in the market at the time of grant of the options</td><td>Not applicable</td></tr>
<tr><td>Lock-in</td><td>1,769</td></tr>
<tr><td>Impact on profits and on EPS of the last three years if our Company had followed accounting policies specified under the SEBI ESOP Regulations in respect of options granted in the last three years</td><td>• Profit reduced by ₹ 0.69 million during the year ended March 31, 2016
• Basic EPS decreased by ₹ 0.07 during the year ended March 31, 2016
• Diluted EPS decreased by ₹ 0.06 during the year ended March 31, 2016</td></tr>
<tr><td>Intention of the holders of Equity Shares allotted on exercise of options to sell their Equity Shares within three months after the listing of Equity Shares pursuant to the Offer</td><td>313,037</td></tr>
</table>

Particulars	Details
Intention to sell Equity Shares allotted pursuant to ESOP Plan within three months after the listing of Equity Shares by Directors, Key Managerial Personnel, other management personnel and employees having Equity Shares arising out of the ESOP Plan, amounting to more than 1% of the issued capital (excluding outstanding warrants and conversions)	Atul B. Lall, our Managing Director was allotted 200,000 Equity Shares pursuant to exercise of ESOPs and may sell these Equity Shares within three months from the date of listing.

We further confirm the following details of all options granted under the ESOP Plan in the three years preceding the date of the Draft Red Herring Prospectus:

Number of Options Granted			Number of Equity Shares allotted on exercise of options		
Year ended March 31, 2017	Year ended March 31, 2016	Year ended March 31, 2015	Year ended March 31, 2017	Year ended March 31, 2016	Year ended March 31, 2015
Nil	137,426	Nil	314,806	Nil	Nil

13. Our Company has not allotted any Equity Shares pursuant to any scheme approved under Sections 391 to 394 of the Companies Act, 1956 or Sections 230 to 234 of the Companies Act, 2013.

14. There are no financing arrangements whereby the Promoter, the Promoter Group, 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 the financing entity during the period of six months immediately preceding the date of filing this Draft Red Herring Prospectus with SEBI.

15. Neither our Company, Promoter, Directors nor the Book Running Lead Managers have entered into any buy-back, safety net and/or standby arrangements for the purchase of Equity Shares from any person.

16. Our Company has not raised any bridge loans which are proposed to be repaid from the proceeds of the Offer.

17. There will be no further issue of capital whether by way of issue of bonus shares, preferential allotment, rights issue, conversion of convertible instruments or in any other manner during the period commencing from submission of this Draft Red Herring Prospectus with SEBI until the Equity Shares to be issued pursuant to the Offer have been listed on the Stock Exchanges.

18. The Offer is being made in terms of Rule 19(2)(b)(ii) of SCRR, read with Regulation 41 of the SEBI ICDR Regulations, for at least such percentage of the post-Offer paid-up Equity Share capital of our Company that will be equivalent to ₹ 4,000 million calculated at the Offer Price, such that the post offer capital of our Company calculated at the Offer Price is more than ₹ 16,000 million but less than or equal to ₹ 40,000 million. Our Company is eligible for the Offer in accordance with Regulation 26(1) of the SEBI ICDR Regulations. Further, the Offer is being made through the Book Building Process wherein 50% of the Offer shall be available for allocation to QIBs on a proportionate basis. Our Company may, in consultation with the BRLMs, allocate up to 60% of the QIB Portion to Anchor Investors at the Anchor Investor Allocation Price, on a discretionary basis, out of which at least one-third will be available for allocation to domestic Mutual Funds only. In the event of under-subscription or non-allocation in the Anchor Investor Portion, the balance of Equity Shares shall be added to the QIB Portion. Such number of Equity Shares representing 5% of the QIB Portion 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 all QIB Bidders, including Mutual Funds, subject to valid Bids being received at or above the Offer Price. Further, not less than 15% of the Offer will be available for allocation on a proportionate basis to Non-Institutional Bidders and not less than 35% of the Offer will be available for allocation to Retail Individual Bidders in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Offer Price, such that subject to availability of Equity Shares, each Retail Individual Bidder shall be allotted not less than the Minimum Bid Lot, and the remaining Equity Shares, if available, shall be allotted to all Retail Individual Bidders on a proportionate basis.

19. Subject to valid Bids being received at or above the Offer 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 Book Running

Lead Managers 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.

20. Over-subscription to the extent of 10% of the Offer can be retained for the purpose of rounding off while finalising the Basis of Allotment.

21. A Bidder cannot make a Bid for more than the number of Equity Shares offered in the Offer, subject to the maximum limit of investment prescribed under relevant laws applicable to each category of investor.

22. Our Promoter and members of our Promoter Group, other than to the extent of the Equity Shares offered in the Offer for Sale, will not participate in the Offer.

23. Our Company presently does not intend or propose to alter its capital structure for a period of six months from the Bid/Offer Opening Date, by way of split or consolidation of the denomination of Equity Shares or further issue of Equity Shares (including issue of securities convertible into or exchangeable, directly or indirectly for Equity Shares) whether preferential, bonus, rights or otherwise. Additionally, if our Company enters into acquisitions or joint ventures, we may, subject to necessary approvals, consider using our Equity Shares as currency for acquisitions or participation in such joint ventures we may enter into and/or we may raise additional capital to fund accelerated growth.

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

25. Our Company, Directors, Promoter or Promoter Group shall not make any payments direct or indirect, discounts, commissions, allowances or otherwise under the Offer except as disclosed in this Draft Red Herring Prospectus.

26. For details of our related party transactions, see the sub-sections titled "*Financial Statements- Restated Standalone Financial Statements- Annexure XXV – Restated Standalone Summary Statement of Related Party Transactions*" and "*Financial Statements- Restated Consolidated Financial Statements- Annexure XXV- Restated Consolidated Summary Statement of Related Party Transactions*" on pages 281 and 328, respectively.

27. The Company has 30 Shareholders as of the date of this Draft Red Herring Prospectus.

28. Our Company shall ensure that transactions in the Equity Shares by the Promoter and the members of the Promoter Group during the period between the date of registering the Red Herring Prospectus with the RoC and the date of closure of the Offer shall be reported to the Stock Exchanges within 24 hours of the transaction.

29. The Equity Shares are fully paid-up and there are no partly paid-up Equity Shares as of the date of filing this Draft Red Herring Prospectus.

30. Except for the Equity Shares held by IBEF and IBEF I, both of which are associates of Motilal Oswal Investment Advisors Limited, none of the Book Running Lead Managers or their associates hold any Equity Shares as on the date of filing of this Draft Red Herring Prospectus. Accordingly, in compliance with proviso to regulation 21A (1) and explanation (iii) to regulation 21A (1) of the SEBI (Merchant Bankers) Regulations, 1992, as amended, Motilal Oswal Investment Advisors Limited would be involved only in the marketing of the Offer. The Book Running Lead Managers and their affiliates may engage in the transactions with and perform services for our Company in the ordinary course of business or may in the future engage in commercial banking and investment banking transactions with our Company for which they may in the future receive customary compensation.

31. No person connected with the Offer, including, but not limited to, the Book Running Lead Managers, the members of the Syndicate, our Company, the Directors, the Promoter, members of our Promoter Group and Group Companies, shall offer any incentive, whether direct or indirect, in any manner, whether in cash or kind or services or otherwise to any Bidder for making a Bid.

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

33. As on the date of this Draft Red Herring Prospectus, there are no outstanding convertible securities or any other right which would entitle any person any option to receive Equity Shares.

34. None of the Equity Shares held by the Promoter or members of our Promoter Group are pledged or otherwise encumbered.

OBJECTS OF THE OFFER

The Offer consists of a Fresh Issue of [●] Equity Shares by our Company aggregating to ₹ 600 million and an Offer for Sale of up to 3,753,739 Equity Shares aggregating to ₹ [●] million by the Selling Shareholders.

The Proceeds from the Offer for Sale

The proceeds from the Offer for Sale (net of Offer related expenses of the Selling Shareholders) shall be received by the Selling Shareholders and our Company shall not receive any proceeds from the Offer for Sale.

Objects of the Fresh Issue

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

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

2. Setting up a unit for manufacturing of LED TVs at the Tirupati Facility;

3. Enhancement of our backward integration capabilities in the lighting products vertical at our Dehradun I Facility;

4. Upgradation of the information technology infrastructure of our Company; and

5. General corporate purposes

(collectively, the "**Objects**").

In addition, our Company expects to receive the benefits of listing of the Equity Shares on the Stock Exchanges.

The main objects and objects incidental and ancillary to the main objects set out in our Memorandum of Association enable us to undertake our existing business activities and the activities for which funds are being raised by us through the Fresh Issue.

Net Proceeds

The details of the proceeds of the Fresh Issue are summarized below:

Particulars	Estimated Amount* (₹ million)
Gross proceeds from the Fresh Issue	[●]
Less: Offer related expenses to be borne by our Company*#	[●]
Net Proceeds*	[●]

* *Will be incorporated after finalization of the Offer Price and updated in the Prospectus at the time of filing with the RoC.*
# *Upon the listing and trading of the Equity Shares on the Stock Exchanges, all Offer related expenses shall be shared by our Company and the Selling Shareholders in proportion to the number of Equity Shares issued and sold to the public in the Fresh Issue and the Offer for Sale, respectively.*

Means of Finance

We confirm that there is no 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 Fresh Issue and existing identifiable internal accruals.

Requirement of Funds and Utilisation of Net Proceeds

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

(*₹ in million*)

Particulars	Fiscal 2018	Fiscal 2019	Total
Repayment/pre-payment, in full or in part, of certain borrowings availed by our Company	220.00	Nil	220.00
Setting up a unit for manufacturing of LED TVs at the Tirupati Facility	75.78	Nil	75.78

Particulars	Fiscal 2018	Fiscal 2019	Total
Finance the enhancement of our backward integration capabilities in the lighting products vertical at our Dehradun I Facility	88.57	Nil	88.57
Upgradation of the information technology infrastructure of our Company	53.16	53.16	106.32
General corporate purposes*	[●]	[●]	[●]
TOTAL	**[●]**	**[●]**	**[●]**

**To be finalized upon determination of Offer Price.*

As indicated above, our Company proposes to deploy the entire Net Proceeds towards the objects during Fiscal 2018 and Fiscal 2019. In the event that the estimated utilization of the Net Proceeds in a scheduled Fiscal is not completely met, the same shall be utilised in the next Fiscal. Similarly, subject to our business considerations, our Company may also use the Net Proceeds in the preceding Fiscal, if it is in the best interests of our Company.

The fund requirements, the deployment of funds and the intended use of the Net Proceeds as described herein are based on our current business plan, management estimates and valid quotations from suppliers. Given the dynamic nature of our business, we may have to revise our business plan from time to time and consequently our funding requirements and deployment. Further, if the Net Proceeds are not completely utilised for the objects stated above by Fiscal 2019 due to factors which may include, but are not limited to, (i) economic and business conditions; (ii)any conditions attached to the borrowings restricting our ability to prepay the borrowings and time taken to fulfil, or obtain waivers for fulfilment of waivers, of such requirements; (iii) terms and conditions of consents and waivers if any, required from our lenders or any regulatory authorities, for pre-payment; (iv) levy of pre-payment penalties or premiums, if any, by our lenders and quantum thereof; (v) increased competition; (vi) timely completion of the Offer; (vii) market conditions outside the control of our Company; and (viii) other commercial considerations; the same would be utilised (in part or full) in Fiscal 2020 or a subsequent period as may be determined by our Company in accordance with applicable law. Please also refer to the sub-section titled "*Risk Factors – We have not entered into any definitive arrangements to utilize certain portions of the net proceeds of the Offer. Our funding requirements and deployment of the Net Proceeds of the Offer are based on management estimates and have not been independently appraised, and are not subject to monitoring by any independent monitoring agency.*" on page 35.

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

Further, any additional costs incurred towards applicable taxes, freight charges, installation charges, exchange rate fluctuations, etc. in relation to any of the Objects, will be met from internal accruals of our Company.

Details of Objects of the Fresh Issue

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

Our Company has entered into financing arrangements with various banks and financial institutions. For details of our outstanding borrowings, please refer to the sections titled "*Financial Statements*" and "*Financial Indebtedness*" on pages 237 and 366, respectively.

As on April 20, 2017, our Company had a total outstanding indebtedness, from banks and financial institutions, of ₹ 1,072.07 million. Our Company proposes to utilise an amount of ₹ 220 million out of the Net Proceeds towards repayment/ pre-payment in part or full of certain borrowings/loans listed in the table below. Our Company may repay, pre-pay or refinance some of its existing borrowings/loans set out in the table below, prior to Allotment. In such a scenario, our Company may utilise the Net Proceeds for part or full pre-payment or repayment of any such additional loan or loans obtained to refinance any existing loans of our Company.

Our Company believes that such repayment/pre-payment will help reduce our outstanding indebtedness and our debt-equity ratio and enable utilization of our internal accruals for further investment in business growth and expansion. In addition, our Company believes that the strength of our balance sheet and the leverage capacity of our Company will further improve, which shall enable us to raise further capital in the future at competitive rates to fund potential business development opportunities and plans to grow and expand our business in the coming years.

The following table provides details of certain sanctioned loans availed by our Company as on April 20, 2017, out of which our Company may repay/ pre-pay, in full or in part, any or all of the loans from the Net Proceeds, without any obligation to any particular bank/ financial institution:

S. No.	Name of the lender	Nature of borrowing and date of the sanction letter/ document[1]	Purpose	Amount sanctioned	Principal Amount outstanding as at April 20, 2017[2]	Rate of interest as on April 20, 2017 (in % per annum)	Pre-payment provisions / penalty/charges	Repayment date / schedule
				(in ₹ million)				
1.	Standard Chartered Bank	Working capital facilities including short term working capital loan and import letter of credit Sanction letter dated January 18, 2017 read with the master credit terms (uncommitted) dated November 18, 2015	To meet working capital requirements	450.00	Short term loan- 45.00	9.55	Not available	On the last day of the term or the due date in terms of the sanction letters, as the case may be
					Overdraft- 3.49	10.50		
					Short term loan- 95.00	9.45		
					Bonds and guarantees – 1.84	1.00		
2.	Yes Bank Limited[3]	Working capital facilities including sales invoice discounting, import letter of credit, buyers' credit, working capital demand loan • Sanction letter dated September 8, 2016 read with the master facility agreement dated January 24, 2014 and any amendments thereto; • Sanction letter dated December 1, 2016 read with the master facility agreement dated August 11, 2015 and any amendments thereto[4];	To meet working capital requirements	350.00	Cash credit- 62.48	3M MCLR +1.35	Not available	Unless demanded earlier by the lender, facilities shall be repaid on or before the last day of the tenor
					Sales bill discounting- 3.47	3M MCLR + 1.35		
					Sales invoice discounting- 2.30	3M MCLR + 1.40		
					Overdraft- 3.52	3M MCLR + 1.40		
					Letter of credit- 81.30	0.50		

S. No.	Name of the lender	Nature of borrowing and date of the sanction letter/ document[(1)]	Purpose	Amount sanctioned	Principal Amount outstanding as at April 20, 2017[(2)]	Rate of interest as on April 20, 2017 (in % per annum)	Pre-payment provisions / penalty/charges	Repayment date / schedule
				(in ₹ million)				
		• November 3, 2016 read with master facility agreement dated February 2, 2017 and any amendments thereto [(5)]			Buyer's credit- 50.88	0.50		
3.	Central Bank of India	Working capital facilities including cash credit, letter of credit and bank guarantee Sanction letter dated March 17, 2016	To meet working capital requirements and for procurement of raw materials	300.00	103.70	12.20	Not available	Repayable on demand

(1) *Any change in the documentation owing to renewal of facilities or in pursuance of the transfer of facilities of DAPL and DBMPL to our Company owing to the amalgamation in terms of the Scheme will be updated in the Red Herring Prospectus.*

(2) *Our Statutory Auditor has confirmed that these borrowings have been utilized for the purposes for which they were availed, as provided in the relevant borrowing documents and as set out above.*

(3) *One of our BRLMs, Yes Securities (India) Limited is a subsidiary of Yes Bank Limited. However, on account of this relationship, Yes Securities (India) Limited does not qualify as an associate of our Company in terms of Regulation 21(A)(1) of the of the SEBI (Merchant Bankers) Regulations, 1992 read with Regulation 5(3) of the SEBI ICDR Regulations.*

(4) *Executed with DAPL. These facilities have been transferred to our Company pursuant to the Scheme.*

(5) *Executed with DBMPL. These facilities have been transferred to our Company pursuant to the Scheme.*

The selection of borrowings proposed to be repaid and/or pre-paid shall be based on various factors including: (i) any conditions attached to the loans restricting our ability to prepay the loans and time taken to fulfil such requirements; (ii) provisions of any law, rules, regulations and contracts governing such borrowings; and (iii) other commercial considerations including, the interest rate on the loan facility, the amount of the loan outstanding and the remaining tenor of the loan. Some of the financing documents do not expressly set out the pre-payment charges/penalties, however, our lenders may levy certain penalties or charges in case of pre-payment of borrowings. Our Company will take such factors into consideration while deciding the loans to be repaid and /or pre-paid from the Net Proceeds.

We will take such provisions into consideration while deciding the loans to be pre-paid from the Net Proceeds. Payment of such pre-payment penalty, if any, shall be made out of the Net Proceeds. In the event that the Net Proceeds are insufficient for such pre-payment penalty, the payment shall be made from the existing internal accruals of our Company. We may also be required to provide notice to some of our lenders prior to pre-payment.

2. Setting up a unit for manufacturing of LED TVs at the Tirupati Facility

Our manufacturing operations are currently carried out from six manufacturing facilities, three of which are located in Noida, Uttar Pradesh and three in Dehradun, Uttarakhand. We are currently in the process of setting up a facility at Tirupati pursuant to the Government Order whereby our Company has been granted certain subsidies in relation to, *inter alia*, the land rentals, capital subsidies like water and electricity as well as certain tax exemptions for a defined period. For details of the tax benefits available to the Tirupati Facility, refer to the section titled "*Statement of Tax Benefits*" on page 121. The Tirupati Facility being closer to the Krishnapatnam and Chennai ports would provide us easier access to the exports market.

Pursuant to the Government Order, we can manufacture, including, among others, LED TVs, washing machines, LED lighting products, mobile phones and air conditioners at the Tirupati Facility. LED TVs are currently manufactured by us at our Dehradun I Facility, which has a capacity to manufacture 1,200,000 LED TVs as on December 31, 2016. With a view to further strengthen our relationships with our existing customers and penetrate the LED TV market in South India, we propose to create capacity for manufacturing of LED TVs at one of the units demarcated in the Tirupati Facility. As per the Government Order, we will be provided with two constructed sheds of 50,349 sq. ft. each. The Government Order further provides for construction of two more sheds opposite the aforementioned sheds of 50,349 sq. ft. each, within six months of start of first production. Facilities such as water, sewer and electricity are also being provided as per the Government Order. One of the halls admeasuring 50,349 sq. ft. at the Tirupati Facility is intended to be utilised for setting up of the manufacturing equipment for LED TVs. See "*Risk Factor – We are in the process of setting up our Tirupati Facility pursuant to the Government Order issued in our favour*" on page 29.

Our Company proposes to utilise ₹ 75.78 million out of the Net Proceeds towards the creation of capacity for manufacturing of LED TVs as set out above. The details of the machinery/equipment required to be purchased for this purpose are set out below:

S. No.	Category of machinery / equipment	Total estimated cost (in ₹ million)[(1)]
1.	Surface mount technology	20.62
2.	Radial Insertion	0.97
3.	Manual insertion	3.41
4.	Final assembly	10.28
5.	Quality assurance	6.93
6.	Infrastructure	16.18
7.	Moulds	16.90
8.	Miscellaneous	0.50
	TOTAL	**75.78**

(1) *Most of the quotations amount are in $ and € which have been converted at the exchange rate of 1$ = ₹64.63 and 1€ = ₹ 69.34 as on April 20, 2017 (Source: www.rbi.org.in)*

Surface Mount Technology

Surface-mount technology (SMT) is a method for producing electronic circuits in which the components are mounted or placed directly onto the surface of printed circuit boards (PCBs) by machine. It includes machineries like PCB loader, conveyor, solder paste printer, high speed chip shooter, pick and place machine, solder paste mixing machine, PCB separator machine, PCB magazine rack, air shower and reflow oven.

Radial Insertion

An insertion mount machine or inserter is a device used to insert the leads of radial electronic components through holes in printed circuit boards.

Manual insertion

A production line consisting of a sequence of workstations where assembly tasks are performed by workers as the product moves along the line. It includes manual insertion line and wave soldering machine.

Final assembly

Final assembly is a schedule of end items to finish the product for specific customer orders. It includes machineries like television assembly line with pallets, colour analyser, temperature controlled iron, alignment equipment and electric screw driver.

Quality assurance

Maintenance of desired level of quality in product by use of machineries like auto optical inspection, solder paste height measurement, profiler, inspection camera, testing jigs and ageing racks.

Infrastructure

Other miscellaneous infrastructure facilities which include air shower, refrigerator, air conditioners, flooring and false ceiling.

Moulds

A mould is a hollowed-out block in specific required shape that is filled with plastic. The liquid hardens or sets inside the mold, adopting its shape. Our Company shall purchase moulds for different sizes of LED TVs.

Miscellaneous

In addition to the above costs, our management is of the view that an incremental amount of approximately ₹ 0.50 million would be spent towards miscellaneous items such as ESD related equipment, safety gear and other civil costs.

We have received quotation from vendors in relation to the above-mentioned machinery which are valid as on the date of this Draft Red Herring Prospectus. However, we have not entered into any definitive agreements with any vendor(s) and there can be no assurance that the same vendor(s) would be engaged to eventually supply the machinery and equipment or we will get the machinery at the same costs. The quantity of machinery and equipment to be purchased is based on management estimates. We do not intend to purchase any second-hand machinery or equipment.

3. Enhancement of our backward integration capabilities in the lighting products vertical at our Dehradun I Facility

Our main business operations include manufacturing of consumer electronics, lighting products, home appliances and mobile phones. We have backward integrated our major manufacturing processes by developing in-house capabilities in plastic moulding products, sheet metal products, wound components as well as LED panel assembly. We believe that this improves our cost efficiency, reduces dependency on third party suppliers and gives better control on production time and quality of critical components used in the manufacturing of products. Our backward integration processes are carried out at the Dehradun I Facility.

Our product portfolio under the lighting vertical includes LED bulbs, LED tubelights, downlighters, CFL lamps and lamp drivers. We currently possess backward integration capabilities for CFL lamps, lamp drivers, downlighters, which includes wound components, diffusers and plastic parts. Our management estimates that demand for LED bulbs will increase and accordingly we intend to enhance our backward integration capabilities in relation to LED bulbs to cater to this expected increase in demand.

We currently source overmould housing, diffusers and heat spreaders for the manufacture of LED bulbs from third parties. In order to reduce dependency on third parties and improve cost efficiency, we intend to enhance our backward integration capabilities for LED bulbs as well.

Our Company proposes to utilise ₹ 88.57 million out of the Net Proceeds towards the enhancement of our backward integration capabilities for manufacture of LED bulbs at the Dehradun I Facility. The details of the machinery/equipment required to be purchased for this purpose are set out below:

S. No.	Category of machinery / equipment	Total Estimated Cost (in ₹ million)[(1)]
1.	Overmould housing	40.07
2.	Diffuser	43.95
3.	Heat spreader	3.10
4.	Other	1.45
	TOTAL	**88.57**

[(1)] *Quotation amounts are in $ which have been converted at the exchange rate of 1$ = ₹64.63 as on April 20, 2017 (Source: www.rbi.org.in)*

Overmould housing

Overmould housing is a casing in which the electronic driver of the LED bulb is placed along with the lamp holder. Machineries required to manufacture overmould housing include vertical injection moulding machine, housing mould cavities and dies for heat sink.

Diffuser

This is the part of the bulb which diffuses and evenly spreads the light. Machineries required for manufacturing a diffuser include injection blow moulding machine, horizontal injection moulding machine and moulds.

Heat Spreader

Heat spreader is the metal component on which LED L2 PCB is fixed which helps in controlling the disbursement of heat, which is manufactured with the help of a die.

Other

Other than the above, we also require a waste grinder which is used to grind the extra plastic from the component (runner) for recycling. This machine helps to grind the plastic parts for re-using them in the moulding process.

We have received quotations from vendors in relation to the above-mentioned machinery which are valid as on the date of this Draft Red Herring Prospectus. However, we have not entered into any definitive agreements with any vendor(s) and there can be no assurance that the same vendor(s) would be engaged to eventually supply the machinery and equipment or we will get the machinery at the same costs. The quantity of machinery and equipment to be purchased is based on management estimates. We do not intend to purchase any second hand machinery or equipment.

4. Upgradation of information technology infrastructure of our Company

Our Company proposes to utilise ₹ 106.32 million towards upgrading and strengthening our existing IT infrastructure and capabilities (including ERP) to modernise our technology platform and assist us in the growth of our operations. We believe that the upgradation of the information technology infrastructure is key to increasing the efficiency and scale of our operations.

The details of the costs to be incurred in the upgradation of the existing information technology infrastructure are provided below:

(*in ₹ million*)

Particulars	Total estimated cost	Amount to be funded from the net proceeds	
		Fiscal 2018	Fiscal 2019
IT software and services	86.82	43.41	43.41
IT hardware	19.50	9.75	9.75
TOTAL	**106.32**	**53.16**	**53.16**

We have received quotations from various vendors for the purposes of purchasing abovementioned IT software and services and hardware, which are valid as on the date of the Draft Red Herring Prospectus. However, we have not entered into any definitive agreements with any of these vendors and there can be no assurance that the same vendors would be engaged to eventually supply the IT hardware, software, and services or at the same costs. The quantity of the hardware, software and services to be purchased is based on the estimates of our management.

Further, the total estimated cost of upgradation of the IT infrastructure set out above is based on the quotations received from one of the two vendors being considered by our Company. Our Company is currently in the process of consultation with these vendors to identify the IT infrastructure that would be best suited to our business operations. Our Company undertakes to finalise and identify one vendor who shall assist us in implementation and execution of our IT upgradation, before filing the Red Herring Prospectus with the RoC. Our Company shall have the flexibility to deploy such hardware, software and services according to the business requirements of our Company and based on the estimates of our management.

5. General Corporate Purposes

Our Company proposes to deploy the balance Net Proceeds aggregating ₹ [●] million towards general corporate purposes, subject to such utilisation not exceeding 25% of the Offer Proceeds of the Fresh Issue, in compliance with SEBI ICDR Regulations. The general corporate purposes for which our Company proposes to utilise Net Proceeds include expenses towards strategic initiatives, joint ventures, funding growth opportunities, meeting expenses incurred in the ordinary course of business, meeting exigencies which our Company may face in the ordinary course of business, or any other purposes as may be approved by the Board of Directors or a duly appointed committee from time to time, subject to compliance with necessary provisions of the Companies Act. Our Company's management, in accordance with the policies of the Board of Directors and subject to applicable laws, will have flexibility in utilising any surplus amounts, if any.

Offer Expenses

The total Offer related expenses are estimated to be approximately ₹ [●] million. The Offer related expenses consist of listing fees, underwriting fees, selling commission and brokerage, fees payable to the BRLMs, legal counsels, Registrar to the Offer, Banker to the Offer including processing fee to the SCSBs for processing ASBA Forms submitted by ASBA Bidders procured by the Syndicate and submitted to SCSBs, brokerage and selling commission payable to Registered Brokers, RTAs and CDPs, printing and stationery expenses, advertising and marketing expenses and all other incidental expenses for listing the Equity Shares on the Stock Exchanges. All expenses for the Offer shall be shared amongst the Selling Shareholders and our Company, in proportion to the Equity Shares being offered by them in the Offer.

Activity	Estimated expenses(1) (in ₹ million)	As a % of the total estimated Offer expenses(1)	As a % of the total Offer Size(1)
Fees payable to BRLMs and commission (including underwriting, brokerage and selling)	[●]	[●]	[●]
Selling commission and processing/uploading charges for Members of the Syndicate, RTAs and CDPs(2)	[●]	[●]	[●]
Processing/uploading charges for Registered Brokers(3)	[●]	[●]	[●]
Selling commission and processing fees for SCSBs(4) (5)	[●]	[●]	[●]
Fees payable to Registrar to the Offer	[●]	[●]	[●]
Printing and stationary expenses	[●]	[●]	[●]
Advertising and marketing expenses	[●]	[●]	[●]
Others			
• Listing fees	[●]	[●]	[●]
• SEBI, BSE and NSE processing fees and other regulatory expenses	[●]	[●]	[●]
• Fees payable to Legal Counsels	[●]	[●]	[●]
• Miscellaneous	[●]	[●]	[●]
Total estimated Offer expenses	**[●]**	**[●]**	**[●]**

1) *Amounts will be finalised at the time of filing the Prospectus and on determination of Offer Price and other details.*

2) *Selling commission on the portion for Retail Individual Bidders and the portion for Non-Institutional Bidders which are procured by members of the Syndicate (including their Sub Syndicate Members), RTAs and CDPs would be as follows:*

Portion for Retail Individual Bidders	*[●]% of the Amount Allotted* (plus applicable service tax)*
Portion forNon-Institutional Bidders	*[●]% of the Amount Allotted* (plus applicable service tax)*

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

In addition to the selling commission referred above, any additional amount(s) to be paid by the Company and Selling Shareholders shall be, as mutually agreed upon the Book Running Lead Managers, their affiliate Syndicate Member, the Company and Selling Shareholders before the opening of the Offer. The Syndicate, RTAs and CDPs shall be entitled to processing/uploading charges of ₹ [●] (plus applicable service tax) per valid Bid cum Application Form procured by them.

3) *Processing/uploading charges payable to the Registered Brokers on the portion for Retail Individual Bidders and Non-Institutional Bidders, which are directly procured by the Registered Brokers and submitted to SCSB for blocking of funds in ASBA Accounts, would be as follows:*

Portion for Retail Individual Bidders	*₹ [●] per valid Bid cum Application Form* (plus applicable service tax)*
Portion for Non-Institutional Bidders	*₹ [●] per valid Bid cum Application Form* (plus applicable service tax)*

** Based on valid Bid cum Application Forms*

4) *Selling commission payable to the SCSBs on the portion for Retail Individual Bidders and Non-Institutional Bidders, which are directly procured by them would be as follows:*

Portion for Retail Individual Bidders	*[●]% of the Amount Allotted* (plus applicable service tax)*
Portion forNon-Institutional Bidders	*[●]% of the Amount Allotted* (plus applicable service tax)*

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

No additional processing/uploading charges shall be payable by the Company and the Selling Shareholders to the SCSBs on the applications directly procured by them.

5) *Processing fees payable to the SCSBs on the portion for Retail Individual Bidders and Non-Institutional Bidders which are procured by the members of the Syndicate /sub-syndicate /Registered Brokers / RTAs /CDPs and submitted to SCSBs for blocking of funds in ASBA Accounts would be as follows.*

Portion for Retail Individual Bidders	*₹ [●] per valid Bid cum Application Form* (plus applicable service tax)*
Portion for Non-Institutional Bidders	*₹ [●] per valid Bid cum Application Form* (plus applicable service tax)*

** Based on valid Bid cum Application Forms*

6) *Further, the Members of Syndicate, RTAs and CDPs will be entitled to bidding charges of ₹ [●] (plus applicable service tax) per valid ASBA Form. The terminal from which the Bid has been uploaded will be considered to determine total bidding charges payable to the relevant member of the Syndicate, RTA and CDP.*

The fees and expenses shall be payable within 30 Working Days from the date of the receipt of the final invoices of the respective intermediaries by the Company in accordance with the arrangements/ agreements with the relevant intermediary.

Appraisal and Bridge Financing Facilities

The Objects have not been appraised by any banks, financial institutions or agency and the fund requirements for the Objects are based on internal management estimates. Further, our Company has not raised any bridge loans from any bank or financial institution as on the date of this Draft Red Herring Prospectus, which are proposed to be repaid from the Net Proceeds.

Interim use of Net Proceeds

Our Company, in accordance with the policies formulated by the Board of Directors from time to time, will have flexibility to deploy the Net Proceeds. Pending utilization of the Net Proceeds for the purposes described above, our Company will deposit the Net Proceeds only with scheduled commercial banks included in second schedule of the Reserve Bank of India Act, 1934. In accordance with Section 27 of the Companies Act, 2013, our Company confirms that it shall not use the Net Proceeds for any investment in the equity markets.

Monitoring of Utilization of Funds

There is no requirement for appointment of a monitoring agency for the purposes of the Offer, in terms of Regulation 16 of the SEBI ICDR Regulations, as the size of the Fresh Issue is less than ₹ 5,000 million. Our Audit Committee shall monitor the utilization of the proceeds of the Offer. We will disclose the utilization of the Net Proceeds, including interim use, under a separate head specifying the purpose for which such proceeds have been utilized along with details, if any in relation to all such proceeds of the Offer that have not been utilized thereby also indicating investments, if any, of such unutilized proceeds of the Offer in our balance sheet for the relevant financial years subsequent to receipt of listing and trading approvals from the Stock Exchanges.

Pursuant to the SEBI Listing Regulations, our Company shall disclose to the Audit Committee, the uses and applications of the Net Proceeds. Our Company shall prepare a statement of funds utilised for purposes other than those stated in this Draft Red Herring Prospectus and place it before the Audit Committee, as required under applicable law. Such disclosure shall be made only until such time that all the Net Proceeds have been utilised in full. The statement shall be certified by the statutory auditor of our Company. Furthermore, in accordance with the Regulation 32(1) of the SEBI Listing Regulations, our Company shall furnish to the Stock Exchanges on a quarterly basis, a statement indicating (i) deviations, if any, in the utilisation of the proceeds of the Offer from the objects of the Offer as stated above; and (ii) details of category wise variations in the utilisation of the proceeds from the Offer from the objects of the Offer as stated above. This information will also be published in newspapers simultaneously with the interim or annual financial results, after placing the same before the Audit Committee of the Board of Directors.

Variation in Objects

In accordance with Section 13(8) and Section 27 of the Companies Act, 2013 and applicable rules and chapter-VI A of the SEBI ICDR Regulations, our Company shall not vary the objects of the Offer without our Company being authorised to do so by the Shareholders by way of a special resolution through postal ballot. In addition, the notice issued to the Shareholders in relation to the passing of such special resolution (the "**Postal Ballot Notice**") shall specify the prescribed details as required under the Companies Act, applicable rules and the SEBI ICDR Regulations. 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 Promoter or controlling Shareholders will be required to provide an exit opportunity to such Shareholders who do not agree to the proposal to vary the objects, at such price, and in such manner, as prescribed under the SEBI ICDR Regulations.

Appraising Entity

None of the objects of the Offer for which the Net Proceeds will be utilised have been appraised.

Other Confirmations

No part of the Net Proceeds will be paid by our Company as consideration to our Promoter, our Directors, our Key Managerial Personnel or Group Companies.

BASIS FOR OFFER PRICE

The Offer Price will be determined by our Company and the Investor Selling Shareholders, in consultation with the BRLMs, on the basis of assessment of market demand for the Equity Shares offered through the Book Building Process and on the basis of quantitative and qualitative factors as described below. The face value of the Equity Shares is ₹ 10 each and the Offer Price is [●] times the Face Value at the lower end of the Price Band and [●] times the Face Value at the higher end of the Price Band. Investors should also refer to the sections titled "*Our Business*", "*Risk Factors*" and "*Financial Statements*" on pages 167, 18 and 237, respectively, to have an informed view before making an investment decision.

Qualitative Factors

We believe that the following business strengths allow us to successfully compete in the industry:

- Leading market position as a manufacturer in our key product verticals, namely, FPD TVs, washing machines, CFL and LED lights in India in Fiscal 2016 ;
- Our strong relationships with a diverse top-tier customer base;
- Experienced Promoter and seasoned management team;
- End to end solutions provider with dedicated research and development capabilities;
- Flexible and cost-effective manufacturing capabilities; and
- Strong financial performance and stable cash flows.

For details, see sub-section titled "*Our Business – Competitive Strengths*" on page 169.

Quantitative Factors

The information presented below relating to our Company is based on the Restated Standalone Financial Statements and the Restated Consolidated Financial Statements prepared in accordance with Indian GAAP and the Companies Act and restated in accordance with the SEBI ICDR Regulations. For details, see section titled "*Financial Statements*" on page 237.

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

A. Basic and Diluted Earnings Per Share ("EPS"), as adjusted for change in capital

On a standalone basis:

Financial Year/Period ended	Basic		Diluted	
	EPS (in ₹)	Weight	EPS (in ₹)	Weight
March 31, 2014	11.77	1	10.43	1
March 31, 2015	10.46	2	9.19	2
March 31, 2016	38.90	3	34.85	3
Weighted Average	**24.90**		**22.23**	
December 31, 2016*	36.80		34.17	

**Not annualized*

On a consolidated basis:

Financial Year/Period ended	Basic		Diluted	
	EPS (in ₹)	Weight	EPS (in ₹)	Weight
March 31, 2014	14.49	1	12.79	1
March 31, 2015	12.64	2	11.09	2
March 31, 2016	45.47	3	40.56	3
Weighted Average	**29.36**		**26.11**	
December 31, 2016*	39.79		36.94	

**Not annualized*

Note:

1. *Basic and Diluted earnings per share (EPS) calculations are in accordance with Accounting Standard 20 notified under the Companies Act, 2013 read together with the Companies (Accounting Standards) Rules.*
2. *The ratios have been computed as below:*
   a. *Basic earnings per share = Restated profit after tax attributable to equity shareholders for the year / weighted average number of shares outstanding during the year;*

b. *Diluted earnings per share = Restated profit after tax attributable to equity shareholders / weighted average number of diluted shares outstanding during the year*

B. Price/Earning ("P/E") ratio in relation to Price Band of ₹ [●] to ₹ [●] per Equity Share:

Particulars	P/E at the lower end of the Price Band (no. of times)	P/E at the higher end of the Price Band (no. of times)
Based on basic EPS as per the Restated Standalone Financial Statements for the year ended March 31, 2016	[●]	[●]
Based on basic EPS as per the Restated Consolidated Financial Statements for the year ended March 31, 2016	[●]	[●]
Based on diluted EPS as per the Restated Standalone Financial Statements for the year ended March 31, 2016	[●]	[●]
Based on diluted EPS as per the Restated Consolidated Financial Statements for the year ended March 31, 2016	[●]	[●]

C. Industry Peer Group P/E ratio

Not Applicable, as there are no listed entities similar to our line of business and comparable to our scale of operations.

D. Return on Net Worth ("RoNW")

As per Restated Standalone Financial Statements:

Financial Year/Period ended	RoNW (%)	Weight
March 31, 2014	15.27	1
March 31, 2015	12.04	2
March 31, 2016	32.17	3
Weighted Average	**22.64**	
December 31, 2016*	20.12	

**Not annualized*

As per Restated Consolidated Financial Statements:

Financial Year/Period ended	RoNW (%)	Weight
March 31, 2014	18.45	1
March 31, 2015	13.96	2
March 31, 2016	34.68	3
Weighted Average	**25.07**	
December 31, 2016*	21.03	

**Not annualized*

Note:

1. *Return on net worth (%) = Restated profit after tax attributable to equity shareholders for the year / net worth as at the end of year/period*
2. *'Net worth' has been defined as the aggregate of the paid up share capital (including employee stock options outstanding) and reserves and surplus (excluding revaluation reserve but including Capital redemption reserve) as reduced by the aggregate of the miscellaneous expenditure (unamortized pre operating expenses) (to the extent not adjusted or written-off).*

E. Minimum Return on Increased Net Worth after Offer needed to maintain Pre-Offer EPS for the year ended March 31, 2016

Particulars	At Floor Price	At Cap Price
To maintain pre-Offer basic EPS		
As per Restated Standalone Financial Statements	[●]%	[●]%
As per Restated Consolidated Financial Statements	[●]%	[●]%
To maintain pre-Offer diluted EPS		
As per Restated Standalone Financial Statements	[●]%	[●]%
As per Restated Consolidated Financial Statements	[●]%	[●]%

F. Net Asset Value ("NAV") per Equity Share of face value of ₹ 10 each

Financial year ended	Restated Standalone Financial Statements (₹)	Restated Consolidated Financial Statements (₹)
As on March 31, 2016	365.46	396.31
As on December 31, 2016	168.07	173.86
Offer Price	[●]	[●]
After the Offer	[●]	[●]

Note:

1. *Net asset value = Net Worth at the end of the year/period / Number of equity shares outstanding at the end of the year/period*

G. Comparison with Listed Industry Peers

Not Applicable, as there are no listed entities similar to our line of business and comparable to our scale of operations.

H. The Offer Price will be [●] times of the face value of the Equity Shares

The Offer Price of ₹ [●] has been determined by our Company and the Investor Selling Shareholders in consultation with the BRLMs on the basis of assessment of market demand from investors for Equity Shares through the Book Building Process and is justified in view of the above qualitative and quantitative parameters.

Investors should read the above-mentioned information along with the sections titled "*Risk Factors*", "*Our Business*", "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" and "*Financial Statements*" on pages 18, 167, 335 and 237, respectively, to have a more informed view.

STATEMENT OF TAX BENEFITS

The Board of Directors
Dixon Technologies (India) Limited
B-14 & 15, Phase II
Noida, 201 305
Uttar Pradesh, India

Dear Madam(s) / Sir(s),

Sub: Statement of possible Special Tax Benefits (the 'Statement') available to Dixon Technologies (India) Limited ("Company") and its shareholders

We Singhi & Co., Chartered Accountants, the statutory auditors of the Company, hereby confirm that the enclosed Annexure states the possible special tax benefits available to the Company and its shareholders under the tax laws, presently in force in India. Several of these benefits are dependent on the Company or its shareholders fulfilling the conditions prescribed under the relevant tax laws. Hence the ability of the Company or its shareholders to derive the tax benefits is dependent upon fulfilling such conditions, which based on the business imperatives the Company may face and accordingly the Company or its shareholders may or may not choose to fulfill.

The benefits discussed in the enclosed Annexure cover only special tax benefits and do not cover general tax benefits available to the Company or its shareholders. We are informed that the Annexure is only intended to provide general information to the investors and hence it is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of the tax consequences, the changing tax laws, each investor is advised to consult his/ her/ their own tax consultant with respect to the specific tax implications arising out of their participation in the proposed initial public offering of the equity shares of the Company ("**Offer**") particularly in view of the fact that certain recently enacted legislation may not have a direct legal precedent or may have a different interpretation on the benefits, which an investor can avail. Neither we are suggesting nor advising the investor to invest money based on this statement.

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

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

i. The Company or its shareholders will continue to obtain these benefits in future; or
ii. The conditions prescribed for availing the benefits, where applicable have been or would be met with;
iii. The revenue authorities/ courts will concur with views expressed herein

The contents of this Annexure are based on the information, explanations and representations obtained from the Company and on the basis of our understanding of the business activities and operations of the Company. The certificate is based on the existing provisions of tax laws and its interpretations, which are subject to amendments every fiscal year and changes from time to time. We do not assume responsibility to update the changes.

This report is intended solely for your information and for inclusion in the Offer Documents in connection with the Offer and is not to be used, referred to or distributed for any other purpose without prior written consent.

Sincerely

For Singhi & Co.
Chartered Accountants
ICAI Firm Registration No: 302049E

B.L. Choraria
Partner
Membership No. 022973
Place: Noida
Date: May 19, 2017

Enclosed: Annexure

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

Outlined below are the possible Special tax benefits available to the Company, Subsidiaries, and its shareholders under the tax laws in force in India (*i.e.* applicable for the Financial Year 2016-17 relevant to the assessment year 2017-18). These benefits are dependent on the Company or its shareholders fulfilling the conditions prescribed under the relevant tax laws. 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 it faces in the future, it may or may not choose to fulfil.

A. UNDER THE INCOME TAX ACT, 1961 ("the IT Act")

1. Tax holiday under section 80IC of the Act available to the company

The following specific tax benefits may be available to the Company after fulfilling conditions as per the respective provisions of the relevant tax laws on certain eligible projects / contracts:

In accordance with and subject to the conditions specified in Section 80-IC of the Act, the Company may be entitled for a deduction of profits or gains derived from an industrial undertaking located as given in the details below.

Eligible Unit(s)	Remaining Deductions
Khasra No. 1050, Camp Road, Central Hope Town, Selaqui, Dehradun, State Uttrakhand	An amount equal to thirty percent (30%) of profit & gain for assessment year 2017-2018
C-3/1, Industrial Area, Selaqui, Dehradun, State Uttrakhand	An amount equal to thirty percent (30%) of profit & gain for assessment year 2017-18 to 2019-20
Plot No. 262M, Industiral Area, Central Hope Town, Selaqui, Dehradun, State Uttrakhand	An amount equal to thirty percent (30%) of profit & gain for assessment year 2017-18 to 2019-20

However, the aforesaid deduction is not available while computing Minimum Alternative Tax ('MAT') liability of the Company under Section 115JB of the Act. Nonetheless, such MAT paid/ payable on the adjusted book profits of the Company computed in terms of the provisions of Act, read with the Companies Act, 2013 would be eligible for credit against tax liability arising in succeeding years under normal provisions of Act as per Section 115JAA of the Act to the extent of the difference between the tax as per normal provisions of the Act and MAT in the year of set-off. Further, such credit would not be allowed to be carried forward and set off beyond 10 assessment years immediately succeeding the assessment year in which such credit becomes allowable which is further being proposed to be extended upto 15 years by the Finance Bill, 2017.

2. Special Tax Benefits to the Shareholders of the Company under the Act

There are no Special tax benefits available to the shareholders of the Company.

B. UNDER THE CENTRAL EXCISE ACT, 1944

The Company's manufacturing unit located at Industrial Areas are eligible for the exemption from the whole of the duty of excise or additional duty of excise, as the case may be, leviable thereon under any of the Act's on the goods cleared from the unit as per Notification No. 50/2003 – Central Excise, Dated: June10, 2003 for a period not exceeding ten years from the date of commencement of commercial production as the details are given below.

Eligible Unit(s)	Deductions Period
Khasra No. 1050, Camp Road, Central Hope Town, Selaqui, Dehradun, State Uttrakhand	October 15, 2007 to October 14, 2017
C-3/1, Industrial Area, Selaqui, Dehradun, State Uttrakhand	January 25, 2010 to January 24, 2020
Plot No. 262M, Industiral Area, Central Hope Town, Selaqui, Dehradun, State Uttrakhand	October 09, 2009 to October 08, 2019

C. UNDER THE UTTRAKHAND VALUE ADDED TAX ACT, 2005 AND THE CENTRAL SALES TAX ACT, 1956

The company are registered as a dealer under the Act as per the Certificate of Registration issued by Commercial Tax Department, Government of Uttarakhand. As per Notification No. 6222/I.F./2-2001/2000-2001 dated July 25, 2001 as amended by Notification No. 98/2015/181(120)/XXVII(8)/08 dated January 20, 2015, the company is entitled for levying concessional Central Sales Tax @1% in respect of sale in the course of inter-state trade or commerce with Commencement of commercial Production till further notification as mentioned in the details given below

Eligible Unit(s)	
1.	Khasra No. 1050, Camp Road, Central Hope Town, Selaqui, Dehradun, State Uttrakhand
2.	C-3/1, Industrial Area, Selaqui, Dehradun, State Uttrakhand
3.	Plot No. 262M, Industiral Area, Central Hope Town, Selaqui, Dehradun, State Uttrakhand

D. UNDER THE INDUSTRIES & COMMERCE (POLICY & INVESTMENT) DEPARTMENT, ANDHRA PRADESH

As per the order G.O. MS.No. 170 dated 09-12-2016 received from the Government of Andhra Pradesh, the company will be granted for 100% net VAT/SGST/CST reimbursement for 8 years without any investment limit (from the date of Commencement of Commercial Production) under mega projects however if the company doesn’t fall within the criteria of mega project then benefits will be available for 5 years from the date of commencement of production for products manufactured in AP and sold in AP as fiscal incentive on the lines of Sri Venkateshwara Mobile & Electronics Manufacturing Hub and Electronics Policy 2014-20 till further notification.

Notes:

1) All the above benefits are as per the current tax law and any change or amendment in the laws/regulation, which when implemented would impact the same.
2) The stated benefits will be available only to the sole/ first named holder in case the equity shares are held by joint holders.
3) In view of the individual nature of tax consequences, each investor is advised to consult his/her own tax advisor with respect to specific tax consequences of his/ her participation in the Offer.
4) The above statement of possible special tax benefits sets out the provisions of law in a summary manner only and is not a complete analysis or listing of all potential tax consequences of the purchase, ownership and disposal of Equity Shares held as investment (and not as stock in trade). Investors are advised to consult their tax advisors with respect to the tax consequences of the purchase, ownership and disposal of the Equity Shares.
5) In respect of non-residents, the tax rates and the consequent taxation mentioned above will be further subject to any benefits available under the relevant Double Taxation Avoidance Agreement, if any, between India and the country in which the non-resident has fiscal domicile.

SECTION IV: ABOUT THE COMPANY

INDUSTRY OVERVIEW

The information in this section includes extracts from publicly available information, data and statistics and has been derived from the report titled "Indian Consumer Electronics & Appliances Market Study" prepared by Frost & Sullivan (the "Frost & Sullivan Report"). None of the Company (except as otherwise indicated), the Selling Shareholders, the BRLMs and any other person connected with the Offer has independently verified this information. Industry sources and publications generally state that the information contained therein has been obtained from sources believed to be reliable, but their accuracy, completeness and underlying assumptions are not guaranteed and their reliability cannot be assured. Industry sources and publications are also prepared based on information as of specific dates and may no longer be current or reflect current trends. Industry sources and publications may also base their information on estimates, projections, forecasts and assumptions that may prove to be incorrect. Accordingly, investors should not place undue reliance on, or base their investment decision on this information.

Global and Indian Macroeconomic Overview

Subdued Optimism and Stagnancy Characterize the Global Economy

After 5 years of relatively muted growth, 2016 witnessed a 6th year of subdued global economy. Uncertainties in policy direction in the USA, coupled with the effects of Brexit contribute to the expectations for 2017 to also remain conservative. At 3.1%, the global GDP growth in 2016 witnessed signs of hope in the emerging economies which benefitted from policy stimulus.

Chart 1: Global GDP Forecasts

E refers to Estimates; USD refers to US dollars, unless mentioned otherwise Source: IMF, Wall Street Journal

Banking on the resurgence of global majors and the continuing policy stimulus driven growth in economies of China, India and similar growing economies, the outlook for global GDP CAGR is expected to be 3.6% over the period of 2016-2021.

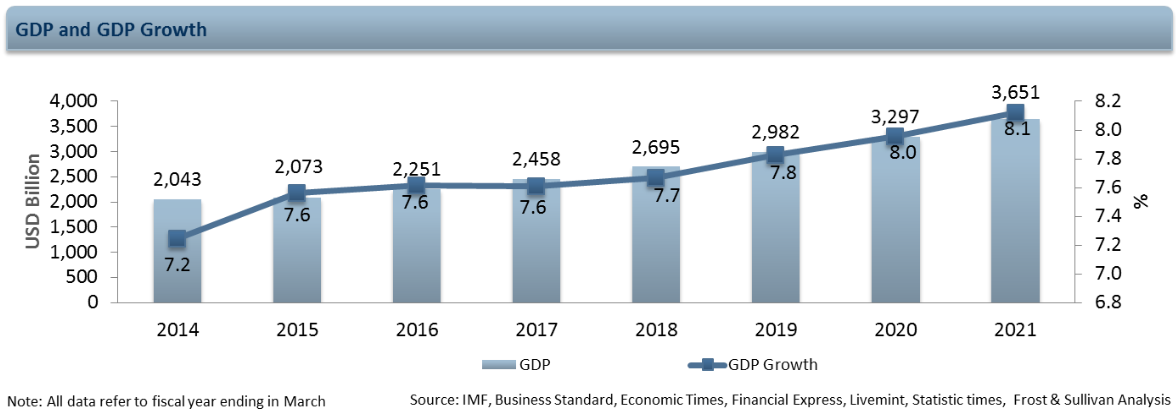
India's Macro Economy Exhibits Robust Optimism

India's economy has remained resilient even amidst sluggish global growth driven by the strong fundamentals and prudent economic, fiscal and social policies and also the strong consumer confidence in the country. Indications are rife that India's GDP is well positioned to reach USD 3,000 Billion (INR 200 trillion) by 2020 and in the event of accelerated manufacturing and investments growth, there is potential for the GDP to scale higher to USD 3,600 billion (INR 240 trillion). (*Source: IMF, HBL, Frost & Sullivan*)

Positive Consumer Confidence

Despite the temporary sluggishness in consumer spending mooted through the demonetization initiatives, consumer confidence in India largely remains optimistic, which is indicative of continuing spending. actors such as the pay commission hike, favourable lending rates and an average monsoon have enabled surplus disposable income with consumers thus benefitting sectors such as consumer durables, retail, automotive and tourism. **Growing at a rate of over 16%, the overall consumption expenditure in the country is expected to scale to USD 3,200 billion by 2020** *(Source: World Bank, AC Nielson, IBEF)*. There have been paradigm shifts in consumer spending patterns over the years catapulting spending on consumer durables and automobiles amongst the key spending categories. Reducing replacement cycles of consumer goods due to the dynamicity in product evolutions, characteristic change in perception of consumer goods ownership from symbols of affluence to essentials for day to day life, increasing affordability and easy finance availability have been identified as some of the significant propellants to the rise in spending on consumer durables in India, in both urban and rural economies alike.

Chart 2: India Economic Outlook



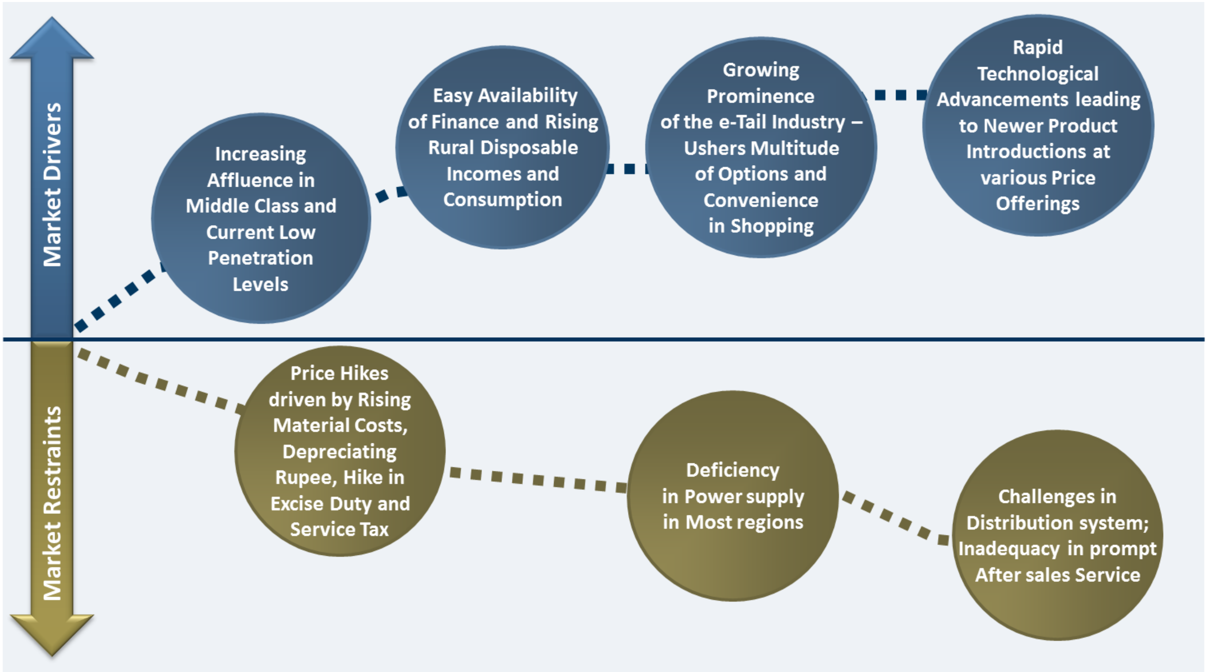
Local Manufacturing Boost to meet Growing Demand

Demand for consumer durables is on the rise ably supported by the rising consumer confidence. Even as the demand for consumer electronics and appliances is expected to spiral, policy mooted initiatives are influencing a surge momentum in the domestic manufacturing. Spearheading the policy initiatives is the Make in India campaign which emphasizes electronics as one of the focus sectors. Electronics industry focused policy initiatives such as the Modified special incentive package scheme (MSIPS), Electronic Development fund (EDF), Electronic Manufacturing Clusters (EMC), and Preferential market access scheme (PMA) have been initiated to encourage more of domestic manufacturing by making available capital subsidies, funds for research, skill development support and demand creation. The impetus for electronics manufacturing bodes well for electronics manufacturing services (EMS) sector, as EMS investments are expected to benefit from the enabling policy environment.

THE INDIAN CONSUMER ELECTRONICS & APPLIANCES (CEA) INDUSTRY

Indian Consumer Electronics and Appliances (CEA) market has been witnessing sustained double digit growth rate in the past few years. Increasing product awareness, affordable pricing, innovative products and the high disposable incomes have aided in the strong growth in the CEA market in India. Rapidly shrinking replacement cycle for consumer durables is observed as sustaining demand in urban India. The existing low penetration rates and the increasing usage of consumer durables have catapulted rural India to the high demand (30% annual growth) generating segment.

Chart 3: Drivers and Restraints for CEA market



Source: Frost & Sullivan analysis

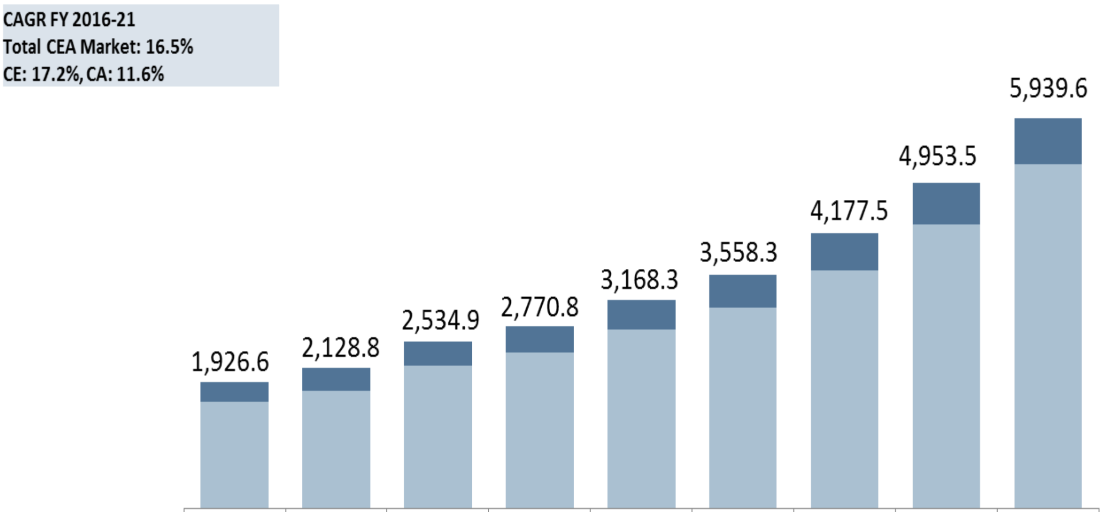
Innovative retail marketing initiatives such as the exchange programs, bundled offers, attractive discounts, freebies and extended warranty services **are fuelling consumer spending. Availability of** easy financing schemes is also placing more buying power **in the hand of consumers. The rapid proliferation of e-commerce/m-commerce and e-tail has contributed to a higher penetration of the CEA market in urban and semi urban centres.**

Depreciating Rupee and the increasing raw material costs are observed to be the critical restraints faced by the product manufacturers as it negatively impacts their margins. The high reliance of the manufacturing ecosystem on raw material imports has resulted in surge in product prices owing to the restrictive duty structure. This has resulted in some amount of price fluctuation over the past 2-3 years. Inadequacy in the ecosystem is seen as a persisting challenge to the local production of certain consumer electronics products, especially the more sophisticated products such as digital cameras, camcorders, high end FPD TVs which are completely imported.

Market Size Estimates and Forecasts

The CEA market has been witnessing robust growth trends in the past 5 years. Moving forward, the market is expected to foresee double digit growth reinforced by the surging rural consumption, reducing replacement cycles, increasing penetration of lifestyle appliances, and availability of multiple brands at various price points.
The CE market revenues is expected to grow at a cumulative average growth rate (CAGR) of 17.2% from FY16 to FY21 while the Appliances segment is expected to grow at a CAGR of 11.6% over the same period, resulting in a CAGR of **16.5% for the overall CEA market.** In comparison to global growth averages, this is almost double that of other economies.

Chart 4: India CEA Market Forecast, FY13 to FY21 (INR Billion)



	FY 13	FY 14	FY 15	FY 16	FY 17	FY 18	FY 19	FY 20	FY 21
Appliances	306.2	337.7	369.7	406.9	450.4	503.8	562.9	627.6	703.4
Consumer Electronics	1620.5	1791.1	2165.1	2363.9	2717.9	3054.5	3614.6	4325.8	5236.2

(Source: Frost & Sullivan analysis, CEAMA)

Note: CE product market includes Mobiles, AV Players, Camcorders and Digital camera, FPD TV, STB and WM.

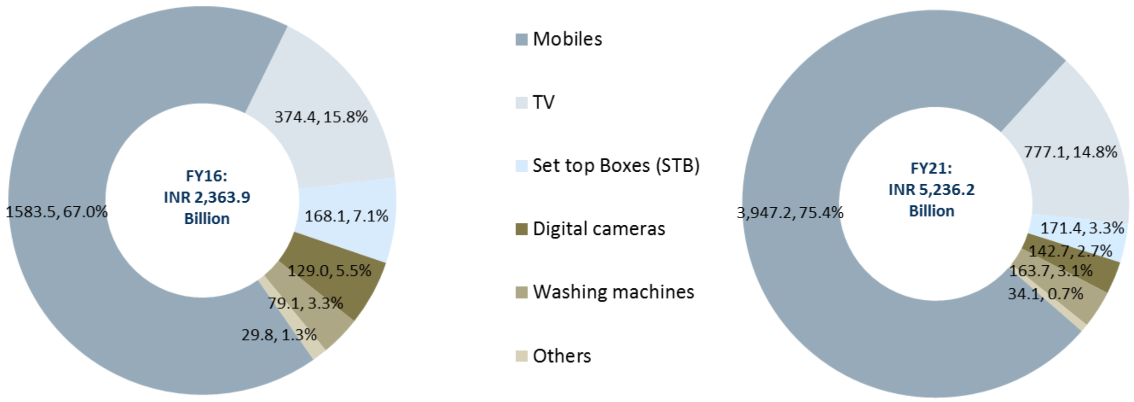
CA product market includes AC, Refrigerator, Microwave oven, Water Purifier, Air coolers, Mixer grinders, Blenders, OTG, Electric kettle and rice cookers, Induction cooktop, Food processors, Juicer/ Extractor, Electric shavers, etc.

Consumer Electronics Market

The Mobiles phones represent the largest category in the CE market. Apart from increasing penetration across rural and urban areas, the shortening replacement cycle, need for greater mobile phone data, better features and power management is driving sales of phones in the country. The narrowing gap between a feature phone and smartphone has seen a tilt in the demand for smartphones across the country.

Televisions the next big category as it enjoys an overall penetration of 60%. Despite the high penetration the market is expected to witness continued growth contributed by the replacement demand, increasing preference for a 2nd TV in households, upgradation to a newer technology/advanced model and more purchases in the rural regions.

Chart 5: India CE Market: Revenue breakup, FY16, FY21



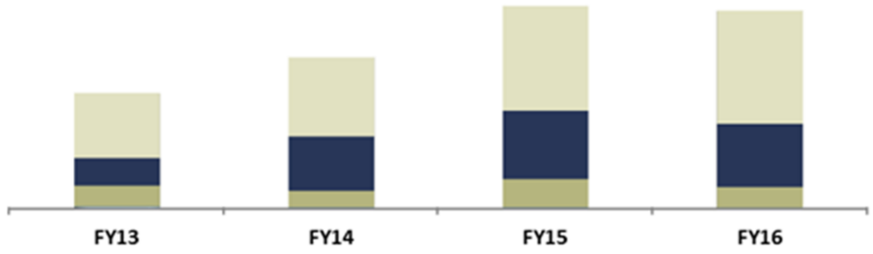
(Source: Frost & Sullivan analysis, CEAMA)

The following are some of the key factors contributing to the growth of the consumer electronics market:

- Exponential rise in use of mobile phones, increasing penetration of smartphone in urban-rural markets, continuous up gradation and addition of features
- Continually spiralling replacement demand for all consumer electronic products
- Phenomenal penetration of FPD TVs – replacement of Cathode Ray Tubes (CRT) by FPDs and up gradation of FPD TVs – from LCD to LED to 3D/Smart/4K
- Significant growth in consumer durable purchase in rural India which is currently under penetrated.
- The digitization regulation is the driver for the uptake of STB – both cable and satellite.
- Entry of numerous foreign and local brands that enhance the competitive spirit by ushering wide range of offerings at varied price points which increases the option available to consumers
- Easy financing and zero down payment schemes
- Penetration of e-tail and emergence of numerous delivery models. Proliferation on net banking is another critical propellant for the surge in e-tail purchases. Moreover e-tailers offer consumer electronic products at prices very competitive when compared to physical retail and thus encouraging more online purchases.

Import and Export of key products – Trend from Last 5 Years

Chart 6: Import trend of key products (INR Billion), FY13 to FY16



	FY13	FY14	FY15	FY16
Smart Phones	444.1	541.2	717.8	774.6
Feature Phones	190.2	372.8	467.3	432.8
FPD TV	141.4	112.5	193.6	141.5
WM-Semi Automatic	4.7	3.5	4.3	3.5
WM-Fully Automatic	11.3	5.3	5.0	3.5

(*Source: Ministry of Commerce*)

Mobile phone demand is reflected in the significantly large imports in the past 5 years followed by the FPD TVs. The latter has declined owing to the increased assembly activities in India.

Most manufacturers in India have historically been operating their plants at approximately 80% capacity, and rely on imports to meet local demand. In WM, majority of local production is centred on semi-automatic as well as top-loading units; front loading WM are majorly imported. Multiplicity of factors including steadily rising local demand and favourable policy environment for domestic manufacturing is expected to alter the trend associated with imports.

Local manufacturing of FPD TVs has gained due to reduction on custom duties on components. Also, there has been significant increase in localization in refrigerator and washing machines. Mobile Phone segment is expected to lead the growth with domestic manufacturing exceeding the demand by FY20.

Many manufacturers are planning to shift their manufacturing base from China to India because of rising labour and real-estate cost in China. India is increasingly seen as a destination to manufacture to cater to huge local demand as well as to export to South Asian, Middle East, and African countries and this is expected to positively impact the exports in coming years.

Chart 7: Export trend of key products (INR Billion) FY 13 to FY16

	FY13	FY14	FY15	FY16
Smart Phones	30.2	20.5	19.8	18.7
Feature Phones	155.1	114.9	1.2	0.9
FPD TV	4.2	4.4	6.8	4.6
WM-Semi Automatic	0.4	1.0	1.1	1.3
WM-Fully Automatic	0.6	0.4	1.9	2.4

(*Source: Ministry of Commerce*)

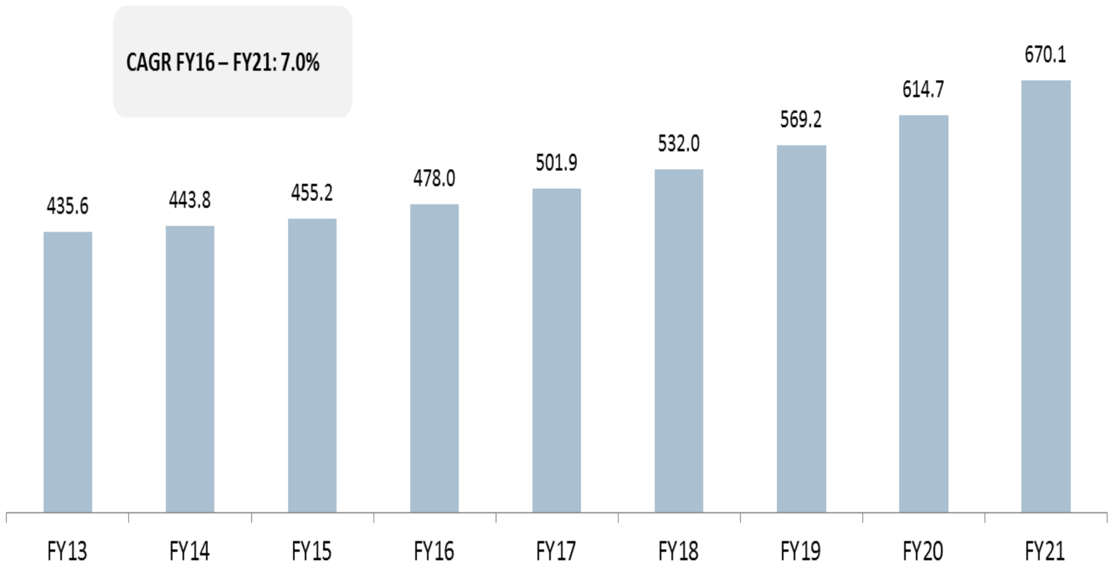
There has been a consistent rise in the exports turnover of FPD TV and WM over the past 5 years. However, there has been a sharp decline in the export revenues of mobile segment post FY13 especially that of feature phones as Nokia shut down its operations in India. In the coming years, we expect imports of key CE products to decline further with exports picking up aided by the aggressive Government sponsored programs such as ‘Make in India’.

EMS & ODM Industry

Technology and product dynamism in the electronics industry is increasingly influencing OEMs to restrict their focus to their core competence areas of innovation, differentiation, marketing and distribution. Innovation in business models aimed at enhancing productivity and profitability have been driving OEMs to embrace the services of EMS companies. Economies of scale are also in favour of EMS companies and this is further encouraging OEMs to collaborate with EMS partners for their design, manufacturing and even reverse logistics requirements.

The global EMS market was estimated to be USD 478.0 billion in FY16 and growing at a CAGR of 7% to reach USD 670.1 billion by FY21. Growing demand, higher electronics consumption and faster time to market are some of the factors driving the dependency of OEMs on EMS/ODM companies.

Chart 8: Global EMS/ODM Market by Value (USD billion)



(Source: Frost & Sullivan Analysis)

Indian EMS Market Overview

A booming consumption economy where demand for consumer and industrial electronics is on an exponential rise has cast the Indian EMS market into the limelight zone. Propelled by the need for import substitution, domestic manufacturing of electronics in India has attracted immense attention from both industry and policy makers. Favourable policy initiatives in recent years along with the changing dynamics in global manufacturing landscape have shifted the focus onto India for being a preferred destination for electronics manufacturing investments.

The EMS market in India has benefitted from this increased focus on manufacturing and overall increased use of electronics in all spheres of life; rising labor cost in other parts of the globe; practice of bigger OEMs to outsource the manufacturing instead of building their own infrastructure. EMS market in India enjoys unique benefits of an explosive domestic demand and the migration of manufacturing from other manufacturing havens driven by multiplicity of factors. These reasons have resulted in the Indian EMS market growing at a higher rate than average global market and is expected to intensify in the next decade.

Critical factors that are expected to influence strong growth in the Indian EMS market are:

- The Make in India initiative and the tax/ duty cuts in the mobile phones segment have driven the growth of local manufacturing on a large scale. More than 40 manufacturing units have been established in India since H2 2015 and more than two thirds of the manufacturing facilities are owned by EMS.
- Many sectors such as consumer electronics, aerospace & defense, healthcare, etc. are warming up to EMS activities owing to cost-effectiveness, increasing local demand, and increased focus on localization
- 100% FDI in defense will boost local manufacturing and the possibility of leveraging EMS route for a range of services which will also assist the development of ecosystem for other electronics segments.
- A number of global majors like Foxconn Technology (India) Private Limited (Foxconn), Flextronics Technologies (India) Private Limited (Flextronics) and Jabil Circuit (India) Private Limited (Jabil) have been operating in India along with domestic majors like Dixon, steadily adding capabilities and capacities to cater to the domestic demand for electronics.

- Government support through various policies, most notably, MSIPS, have been instrumental in encouraging new investment from EMS companies.

Growth Drivers

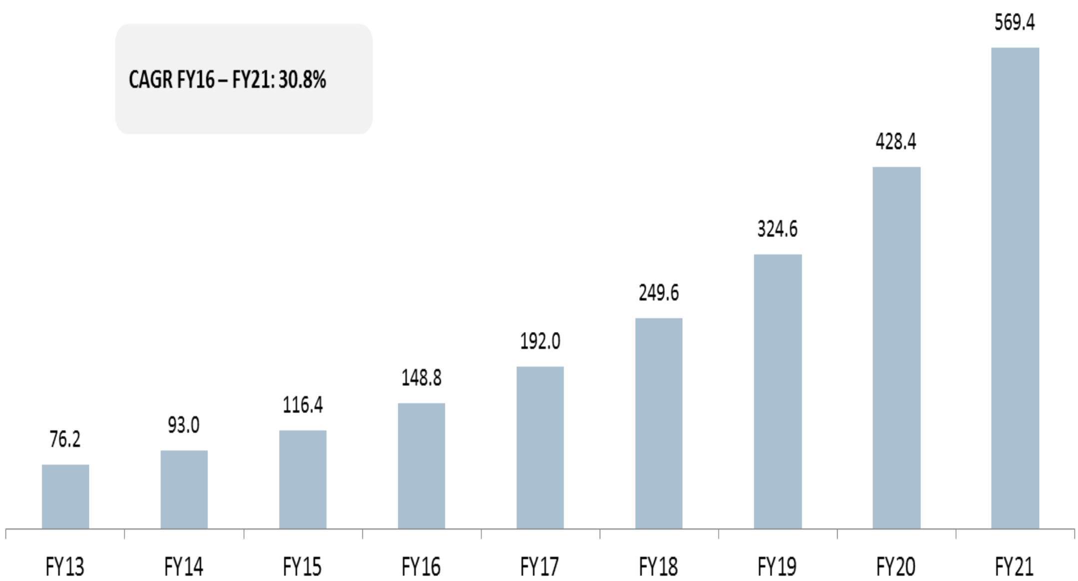
Consumer electronics OEMs globally are focused on addressing consumer needs, which are dynamic in nature. In order to keep pace with the local needs and introduction of new technologies and designs, continuous investment is required. On the other hand, ever intensifying competition in the market leads to pressure on profitability, thus leaving OEMs with the difficult choice of investing in marketing and design/ manufacturing activities. This situation is amplified in the Indian industry as specific product requirement and price sensitivity combine to pose challenges for the OEMs. The dependence on imports for many products has been adversely impacted by the regular volatility in currency.

EMS offer OEMs flexibility in product design updates, faster time to market, cost effectiveness, avoid manufacturing challenges besides value added services like design and aftermarket services. The need to offer a wider portfolio of models is necessary to achieve a presence across the target markets. Wider portfolio also offers the risk of negating the benefits of economies of scale, which the EMS can help de-risk. Thus OEMs can focus on their core functions and avoid spreading their resources thin in their quest to achieve higher performance.

On the other hand, the government's stated objective of enhancing manufacturing content within India has been backed up by creation of a favourable environment. Whether it is the customs duty for certain products or removal of duties on components or encouraging local component manufacturing, there has been appreciable movement to drive local manufacturing. This traction is visible in the growth of EMS companies more than direct investments made by OEMs in manufacturing.

This environment has certainly encouraged the EMS segment as OEMs continue to push for partnerships with them. While OEMs with smaller share of the market have naturally gravitated towards EMS to conserve their resources and maintain focus, larger players have also found merit in forging partnerships to retain their edge. Moreover, new players entering India find it easier to bank on EMS companies' services while they focus on building the brand and establishing an effective distribution network. Many of these new players also find the aftermarket services of the EMS a viable component in deepening their presence. The following chart exhibits the upward trend in the potential growth of the Indian EMS industry.

Chart 9: Indian EMS/ODM Market by Value (INR billion)



(***Source: Frost & Sullivan Analysis***)

EMS companies which started off as pure contract manufacturers have over time enhanced their capabilities to offer systems design and aftermarket services. This trend has been facilitated by the growing confidence of OEMs in outsourcing activities beyond the core assembly. The increase in production volumes has enabled the EMS

companies to negotiate favourable sourcing contracts for components and strengthen its supply chain. As the EMS companies move into lower cost zone, they are able to offer better contract terms to OEMs making it a win-win for parties involved.
The sign of heightened activity in the EMS segment can be gauged from the number of new players and investments made to support the partners in the past three years. 2016 has witnessed a steady growth of the output revenues of the EMS segment.

India as a favourable destination for electronics manufacturing

India has always been considered to be a high cost destination with lower ease of doing business. In the recent years, India has made quantum jumps in its global rankings to become a preferred destination for investment.
India's electronics industry, hitherto plagued by low demand and value addition was not considered among the top destination by decision makers. This status underwent a change with electronics being recognized as a key segment for policy focus. The National Policy on Electronics (NPE) brought the spotlight on local value addition and an enabling environment was devised.

China, given the long history and dominance in the electronics manufacturing has been the favourite target for companies. The downturn in global economic conditions and years of high growth resulted in downward movement in China's fortunes. Also many countries in the Asian region offered global investors with options which encouraged them to explore. Though the electronics ecosystem is still the strongest, the recent years have witnessed an increase in labour costs which have dampened its standing as a low cost manufacturing location.

On the other hand, India has been leveraging its demographic dividend while bringing in the much required flexibility in its manufacturing policies. The conscious efforts to attract global investors have led to increase in FDI and also investor confidence.

The following driving factors reflect the increasing preference for India for electronics manufacturing:

- Stable political government that assures global investors on consistency in policies
- Rising cost of labour in China while India is still at a lower end of this cost
- Creation of National Manufacturing Zones (NMZ), Electronics Manufacturing Clusters (EMC), close coordination between centre and states for investment promotion
- High domestic demand for products and services; local needs
- Investment by EMS companies
- Duties and tariffs to discourage imports and encourage domestic value addition
- Digitalization that accentuates demand for select products

The following tables compare India with China on multiple factors and products within electronics manufacturing:

Chart 10: FPD TV India – China Comparison of Cost

FPD TV						
	FY 14		FY 17		FY 21	
						
Raw Material	65.0%	60.0%	60.0%	55.0%	50.0%	50.0%
Utilities	13.0%	13.0%	13.0%	14.0%	12.0%	14.5%

FPD TV						
Labour & Overheads	12.0%	13.0%	12.5%	16.0%	13.0%	20.0%

(Source: Ministry of Labour & Employment, Frost & Sullivan Analysis)

The planned panel manufacturing in India is expected to provide the key raw material for TV in the mid to long term. This will help overcome the import cost on account of the same. Mid-level Chinese FPD manufacturers have more than 10 million annual capacity which enabled them to enjoy sourcing advantages. Currently, the scale is improving for manufacturers in India making them equivalent to Chinese manufacturers in sourcing of open cells. The increasing level of manufacturing of PCBA in India will also help bring down the cost of raw materials.

The states in India are competing with each other to offer best incentives to manufacturers. This includes tax holiday and waiver on utility charges, thus lowering this cost component. The creation of industrial clusters is expected to be highly beneficial in reducing the utilities costs for manufacturers.

Labour costs in China is witnessing a steep increase with many manufacturers either moving production out of China or enhancing automation levels. India with its high availability of manpower and relatively less automation is expected to remain highly competitive on labour costs through 2021. The ongoing skills development programmes in India are also expected to offer bigger pool of skilled workforce thus permitting only a marginal increase in the labour cost component till 2021.

Tier-II Indian OEMs prefer the ODM engagement model for LED TV and India has a better developed ODM ecosystem which is cost competitive too. Moreover, the prevailing customs duty of 26% on TVs while zero duty on panels makes manufacturing in India an attractive proposition.

A major pull factor for major manufacturers is the political friction between Japan and China, which has influenced Japanese brands such as Sony, Panasonic, Toshiba to prefer India as a manufacturing destination for local market and exports.

Chart 11: Mobile Phones India – China Comparison of Cost

Mobile Phones						
	FY 14		**FY 17**		**FY 21**	
						
Raw Material	**70.0%**	**60.0%**	**65.0%**	**55.0%**	**55.0%**	**53.0%**
Utilities	**12.0%**	**13.0%**	**12.0%**	**14.0%**	**13.0%**	**14.5%**
Labour & Overheads	**12.0%**	**13.0%**	**13.0%**	**18.0%**	**13.0%**	**20.0%**

(*Source: Ministry of Labour & Employment, Frost & Sullivan Analysis*)

India's huge domestic demand for low and mid end smart phones is driving local investments by domestic and Chinese manufacturers in India. Presence of local design capability is helping design led manufacturing in India. Supported by government through policy measures, progressive value addition is expected to increase from current 6% to over 30% by 2020.

Moreover, EMS companies are taking the lead with majority of the OEMs outsourcing their assembly/manufacturing and are themselves of Chinese origin. The higher customs tariff on key components like PCBs will give rise to higher local sourcing where the current CVD is 12.5%.

Since 2013, salaries increased by 21% to 41% in places like Chongqing, Taiyuan and Chengdu. The cost of labour is expected to rise during the forecast period and in some cases become equivalent to even Europe. India on the other hand will witness low to moderate increase in wages, thus attracting more manufacturers more trained manpower will be available and standardization will become the norm.

India with its large number of mobile manufacturing units is anticipated to undertake greater value addition thus reducing its component input cost over the next 3 to 4 years. Components that are imported will also become favourable on account of scale.

Chart 12: WM India – China Comparison of Cost

WM						
	FY 14		**FY 17**		**FY 21**	
						
Raw Material	**58.0%**	**54.0%**	**54.0%**	**52.0%**	**45.0%**	**50.0%**
Utilities	**13.0%**	**12.0%**	**12.0%**	**13.0%**	**12.0%**	**14.0%**
Labour & Overheads	**12.0%**	**13.0%**	**12.5%**	**16.0%**	**13.0%**	**18.0%**

(Source: Ministry of Labour & Employment, Frost & Sullivan Analysis)

The penetration of WM in the Indian market remains abysmally low offering huge opportunities for growth. Semi-Automatic (SA) WM is still a steadily growing market in India and with huge export potential to ME and African economies thus creating large demand; Further India has immense design potential too. Price sensitive nature of Indian customers leads to greater demand for SA WM where Indian manufacturers enjoy distinct advantage over China. The maturity of this product ensures standardization and hence an ideal product for outsourced manufacturing and lower cost.

Also, global factors such as political friction between Japan and China has influenced Japanese brands such as Panasonic to prefer Indian manufacturing partners; Most recently US has also imposed high duties on Chinese imports of WM. To source from China, manufacturers have to plan 6 months in advance to book capacities. To hedge better against consumer demand volatilities and manage inventory efficiently, manufacturing in India is cost effective and advantageous. OEMs prefer the ODM engagement model for SA WM as it's a mature market and Indian manufacturers have better cost efficiencies in the ODM approach.

The labour cost in China is increasing on account of lower availability of manpower. The aspiration level of Chinese workers has increased and they focus on high-tech jobs, leaving gaps in the low end of manufacturing value chain. This has led to shortage of labour and a higher cost due to lack of availability of manpower.

Chart 13: LED Lamps India – China Comparison of Cost

LED Lamps						
	FY 14		**FY 17**		**FY 21**	
						
Raw Material	70.0%	65.0%	60.0%	50.0%	50.0%	48.0%

LED Lamps						
Utilities	12.0%	13.0%	12.0%	14.0%	13.0%	15.0%
Labour & Overheads	12.0%	13.0%	12.5%	16.0%	13.0%	18.0%

(Source: Frost & Sullivan Analysis)

Although current manufacturing cost is higher in India in comparison to China, it is expected to come down in future. Chinese manufacturers are facing challenges of price escalation caused by – withdrawal of subsidies to LED suppliers, rising labor costs, regulated supply and rise in cost of raw materials like aluminum, devaluation and subsequent volatility in local currency. On the other hand, Indian manufacturers are enjoying advantage of progressively lowering production costs enabled by increasing level of product indigenization, government subsidies for capital equipment., tax and duty structure revisions, lower labor wages and rapidly growing demand which ushers the economies of scale.

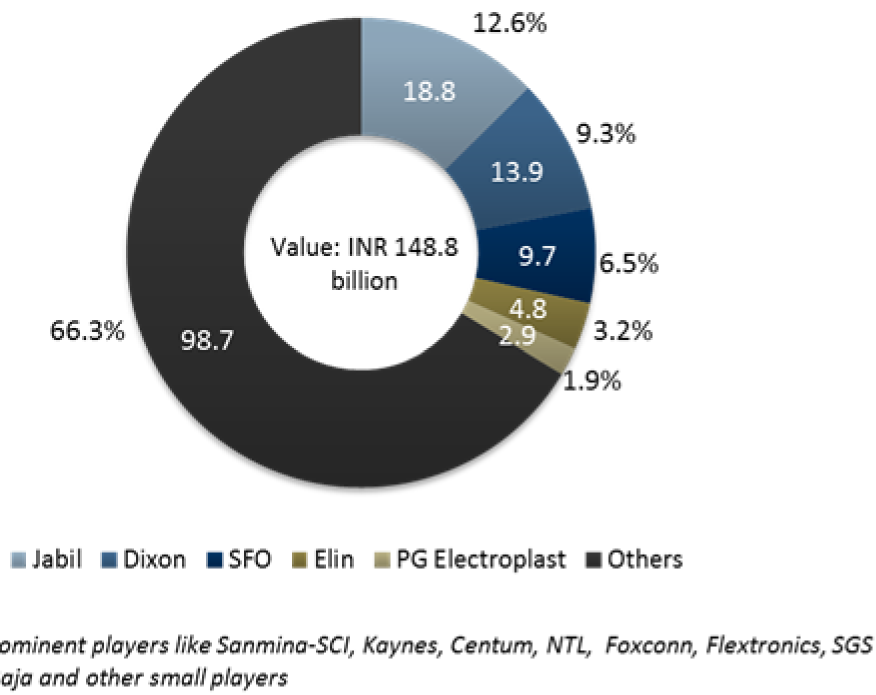
The EESL tender, offers huge volumes to manufacturers, which has resulted in lower costs of manufacturing. The 9W bulb has reached its lowest bid price of INR 38, thus making India an economical location for bulbs compared to China. The key component of LED packages accounts for 30% of the LED bulb which is lower than China for an equivalent product.

The expected enforcement of PMA policy, by the government, for local sourcing of raw materials will lead to establishment of LED package manufacturing in India. This will have a substantial positive impact on India's move to attain competitiveness in LED lighting over China.

Competition Assessment in the Indian EMS Market

Indian EMS market comprises of different tiers of companies including the global EMS companies with operations in India, large Indian EMS companies and mid/small Indian EMS companies. The competition concentration is moderate as the top 3 companies account for 28.5% of the market. EMS companies in India have matured from being mere contract manufacturers to end-to-end support partners today. Companies are observed to follow either of the two unique business models – High volume/low mix or Low volume/high mix and seldom do companies adopt a mixed approach.

Chart 14: India EMS Market Shares (Revenue in INR billion)



(Source: Frost & Sullivan Analysis)

ODM as the Key Differentiator for EMS companies

The growth in the consumer electronics market in India has interestingly brought about gradual but radical change in the suppliers composition. The market which was dominated by tier-I players witnessed increasing share of tier-II players. The factor behind their increasing acceptance has been the availability of technology and regional presence. While the tier-I players with their financial strength rely on their product design and development, tier-II players are content with brand positioning and not on in-house product capabilities.

The surge in the demand for consumer electronics hasn't been met with a commensurate investment by OEMs in their manufacturing infrastructure. This is because they have the option of EMS companies offering an attractive proposition to produce them locally. This has given impetus to ODM companies which develop designs that become part of the tier-II players' portfolio. Advantage such as nil or low design investment, standard designs to choose from, low cost of product, quicker production turnaround and aftermarket product support makes it a compelling value proposition. The ODM companies with their versatile capabilities in system designs, plastic moulding, PCBA, software engineering and more importantly manufacturing encourage OEMs to increasing the width of their partnership.

SA WM is absent from the portfolio of many global companies. However, in India, without it, the offering is not complete and can impact the market prospects of the OEMs. Instead of investing in the R&D, these companies partner with ODMs like Dixon to pick and choose existing models and also design specific models. The collateral advantage for ODMs through such tie-ups is enhancement of competencies to address newer clients.

In the long run, ODMs will also move into feature phones as OEMs focus on smart phones while keeping this high volume segment serviced. FPD TVs with basic features are already being supported by ODMs and this trend will strengthen over the forecast period. LED lamps manufacturing is currently being supported by OEM designs but given the high level of dynamism and tremendous opportunity at the low end of the usage spectrum, ODM play is just a matter of time. Similar to the consumer electronics, LED lamps with its multiplicity of models is expected to follow suit.

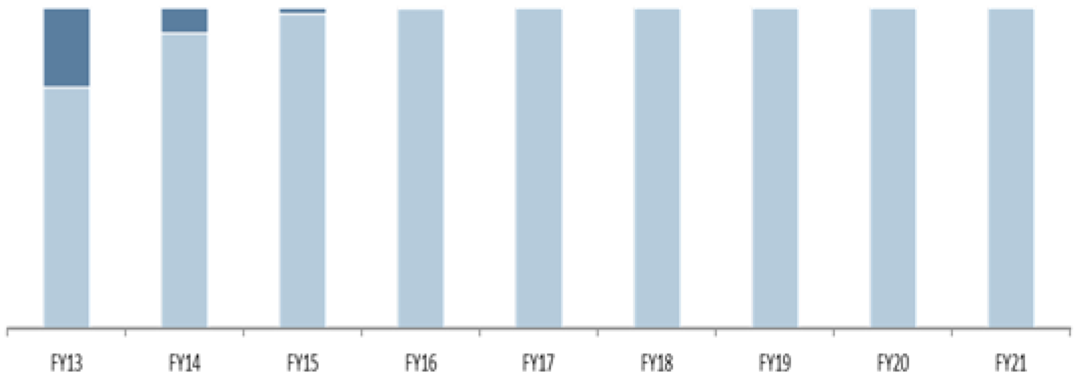
Gradually, there is a belief that there is a growing outsourcing trend in certain product verticals wherein regional and private labels have been gaining market share and the ODM model allows Dixon to service this market as well. As the products move towards maturity phase, more products are expected to become standard and fall under the ambit of ODMs. Hence in the long run, ODM companies will become an indispensable element in the success plan of OEMs, from both tiers.

TELEVISION MARKET

Historical perspectives & trends

The television industry witnessed massive technological changes in the last ten years with the introduction of panel TVs that resulted in the phasing out of CRT TVs. The year 2012 signified the surpassing of Flat Panel Display (FPD) TV sales over CRT TV. By 2013, players like Sony, Panasonic, LG and Samsung had reduced the number of their LCD models to increase focus in LED TVs. By 2014, these players exited the production of LCD TVs. The industry witnessed a shift from LCD TVs to LED TVs which is currently the dominant one.

Chart 15: FPD TV market by type (Volume)



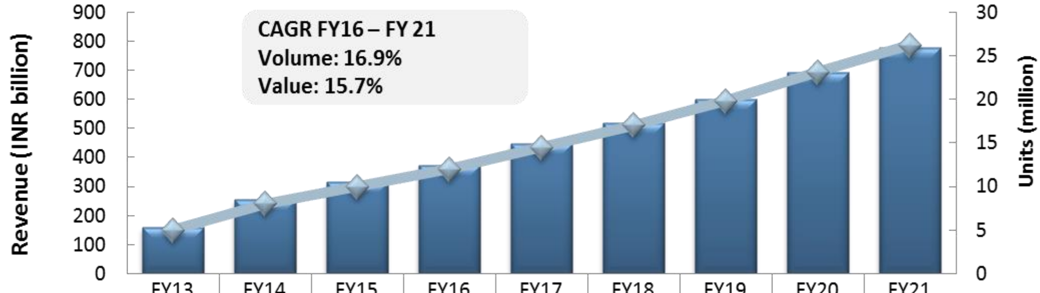
	FY13	FY14	FY15	FY16	FY17	FY18	FY19	FY20	FY21
LCD	25%	8%	2.0%	0.2%	0.0%	0.0%	0.0%	0.0%	0.0%
LED	75%	92%	98.0%	99.8%	100.0%	100.0%	100.0%	100.0%	100.0%

(Source: Frost & Sullivan Analysis)

Market size

The Indian FPD TV market was estimated at INR 374.4 billion in FY16 and is expected to grow at a CAGR of 15.7% by FY21. The corresponding volumes for FY16 were 12 million units and are expected to reach 26.2 million units by FY21. Surplus disposable incomes, growing middle class population and easy microfinance options had led to the remarkable growth of FPD TVs in the Indian market. Government initiatives in terms of duty reduction on LCD panels, improvement in ease of doing business, infrastructure improvement etc. has created a conducive environment for the OEMs to set-up local manufacturing of FPD TVs. This not only fosters localization but also aids in quicker time to market, and reduced prices to an existing large local consumption market.

Chart 16: FPD TV market estimates



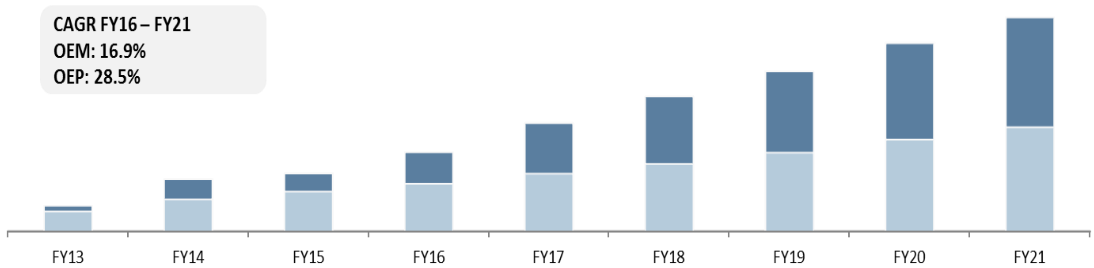
	FY13	FY14	FY15	FY16	FY17	FY18	FY19	FY20	FY21
Value (INR billion)	160.5	254.4	315	374.4	448.1	520.2	601	693.8	777.1
Volume (million)	5	8	10	12	14.5	17	19.8	23.1	26.2

(Source: Frost & Sullivan Analysis)

Localization and value addition

The industry is dependent on imports for critical components like panels, integrated chip, power components and electro-mechanicals. Absence of an appreciable ecosystem with lack of local supply of components has led to import dependence and low local value addition. This scenario changed with exemption of basic customs duty on TV components and panels, aimed at boosting local manufacturing with OEP expected to cross 100% by FY19. (*Source: Frost & Sullivan Analysis*)

Chart 17: OEM OEP estimates (Volumes in million)



	FY13	FY14	FY15	FY16	FY17	FY18	FY19	FY20	FY21
OEP	1.4	5.1	4.6	7.9	12.8	17.0	20.5	24.3	27.6
OEM	5.0	8.0	10.0	12.0	14.5	17.0	19.8	23.1	26.2

(Source: Frost & Sullivan Analysis)

Import-Export scenario

Exports have been steadily increasing from the Indian market with major export destinations being Middle East, South Africa and Southeast Asia. **Export of FPD TVs increased from INR 4.2 billion in FY13 to INR 4.6 billion in FY16** (*Source: Frost & Sullivan Analysis*)**. Exports are expected to increase further with further expansion in local production.** Imports have been a major constituent of the Indian FPD TV especially at a component level. Although finished goods imports have come down drastically over the years, dependence on imports for components and panels is still high.

India having a competitive edge over China

India boasts of an array of advantages over China especially in the manufacturing of LED TVs. This is because of a presence of a **huge local consumption market where the penetration levels are as low as 5% or lesser currently and is expected to reach 20% by FY21 which provides a huge market opportunity for adoption** (*Source: Frost & Sullivan Analysis*)**.**

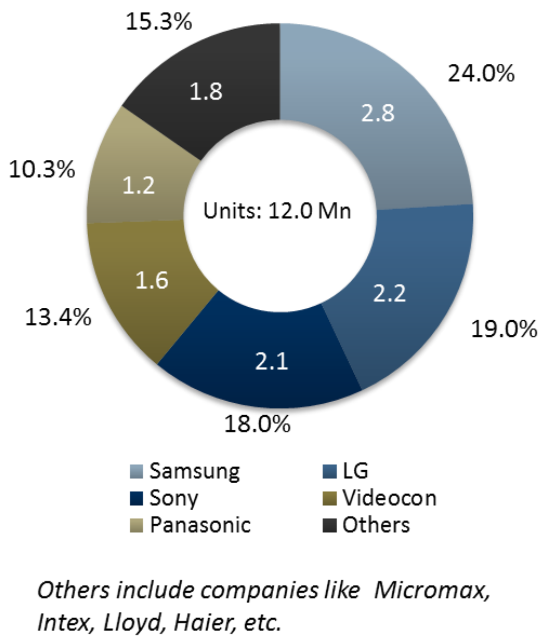
In terms of components; displays, mechanicals, main PCB and power supplies constitutes to about 78% of the BoM of which India is dependent on imports entirely for the displays while other components are partially sourced locally and partially imported. India lacks a robust component eco-system in comparison to China, however, Government has reduced the duties of display panels and other raw materials for panel manufacturing to zero basic customs duty to ensure a strong component ecosystem in India and subsequently increase the current local value addition. Some of the other advantages that India has over China are:

- High domestic demand & consumption: To reach 26.2 million units by FY21
- Low penetration: Less than 5% currently and is expected to reach 20% By FY21
- Focus on localization: Market has transitioned from a totally import dependent to a local assembly market
- Lower labor costs: USD 0.92 per hour against USD 3.52 in China
- Design capability: Local design capability exists through EMS/ODMs, design houses
- Government policies: Duty cut on panel imports and raw materials for panel manufacturing
- Ease of doing business: 'Make in India' has brought in regulatory reforms to make manufacturing easier

Competition

Indian FPD TV industry is highly competitive with LG, Samsung and Sony holding nearly two-thirds share of the market. **Other prominent players in the market are Videocon, Panasonic, Haier, Micromax, Intex, VU technologies, and Lloyd. The well-known players focus on multiple ranges and options under each TV technology while the smaller players have limited and focused models mainly in the LED TV and UHD TV types.** The last two years has witnessed the increasing prominence of tier-II players like Micromax, Intex, VU Technologies, and Lloyd with an increasing market shares in the Indian FPD TV market.

Chart 18: FY16 FPD TV market shares by volume

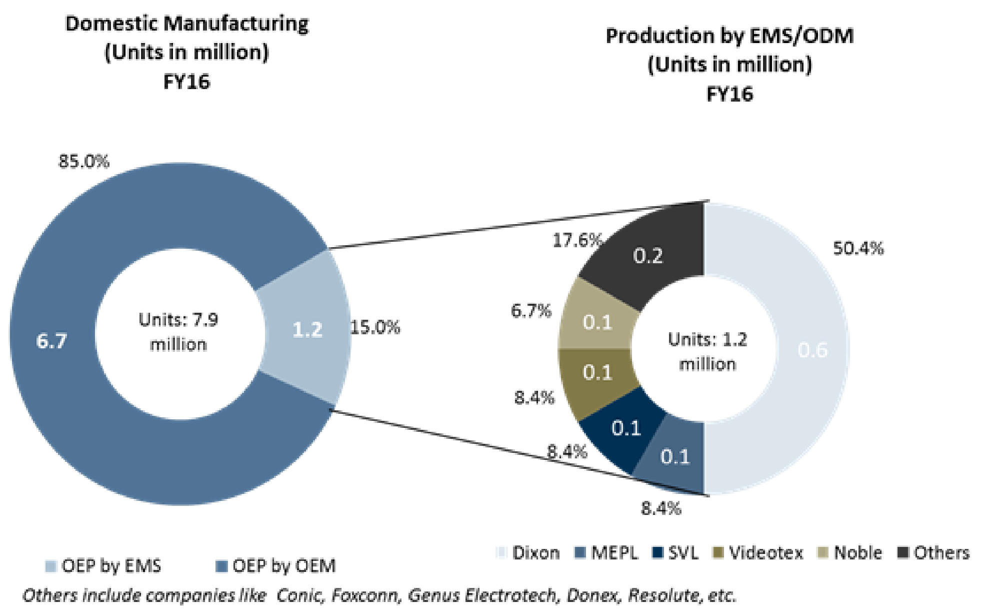


(Source: Frost & Sullivan Analysis)

Role of EMS in the TV industry

Consumer durables have been one of the largest revenue contributors to the Indian EMS industry with about 19% revenues coming from this segment of the industry. The intense competition is forcing tier-I players to focus on marketing and rural penetration in order to garner higher market shares and revenues. This has led to an increase in OEMs going for outsourcing options through EMS.

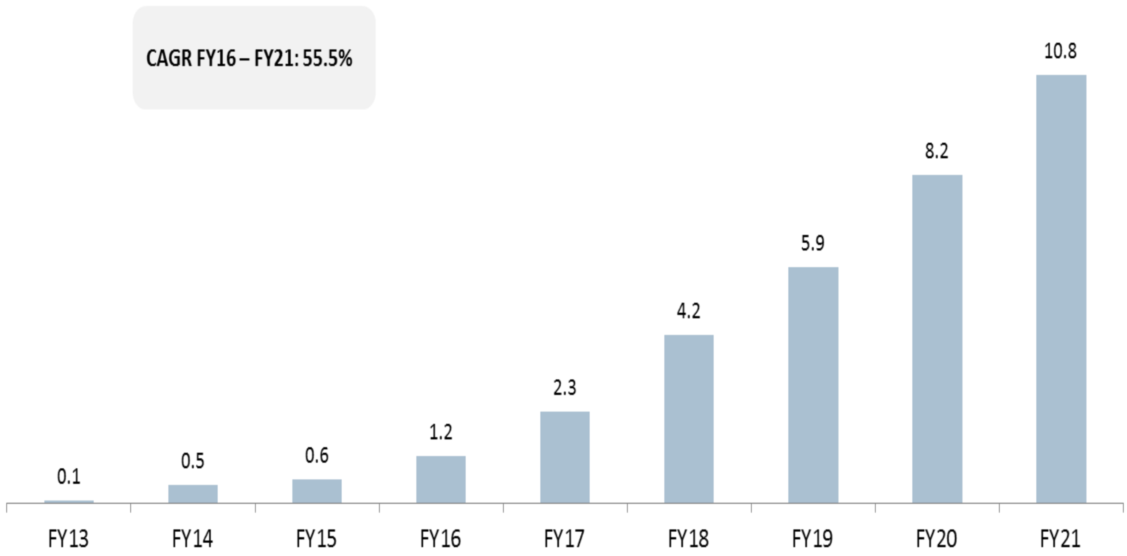
Chart 19: OEP data segmented by OEM and EMS production ratio



(*Source: Frost & Sullivan Analysis*)

The local production of FPD TV in 2016 was 7.9 million and is expected to reach 27.6 million by FY21. Of the locally produced TVs, about 15% is produced by EMS and ODM players which translate to 1.2 million. Dixon, Noble, MEPL, SVL Electronics, Videotex, Conic Electronics Industries (Conic) and Foxconn are some of the leading contract manufacturers operating in this segment. Dixon has a capacity to manufacture 1.2 million FPD TVs annually. Dixon is the leader in the FPD TV with a share of 50.4% in India and is ranked number one. The next competitor MEPL is a distant second with a share of only 8.4%.

Chart 20: FPD TV growth in the EMS/ODM segment (Units in million)



(Source: Frost & Sullivan Analysis)

The addressable opportunity for EMS players is 10.8 million units and corresponds to about 41.2% of the total demand for FPD TV in India as of FY21. Sony has entered into partnership with Foxconn to manufacture TVs locally while Panasonic has tied up with Dixon while Skyworth has a contract manufacturing partnership with Resolute electronics for FPDs. Many brands like Salora, Oscar, Zebronics, T-Series, Panorama, BPL, Haier, Skyworth, etc. are increasingly opting for outsourcing options. These trends indicate a shift towards outsourced manufacturing which is a resultant of the growing trust and confidence in EMS and ODM players.

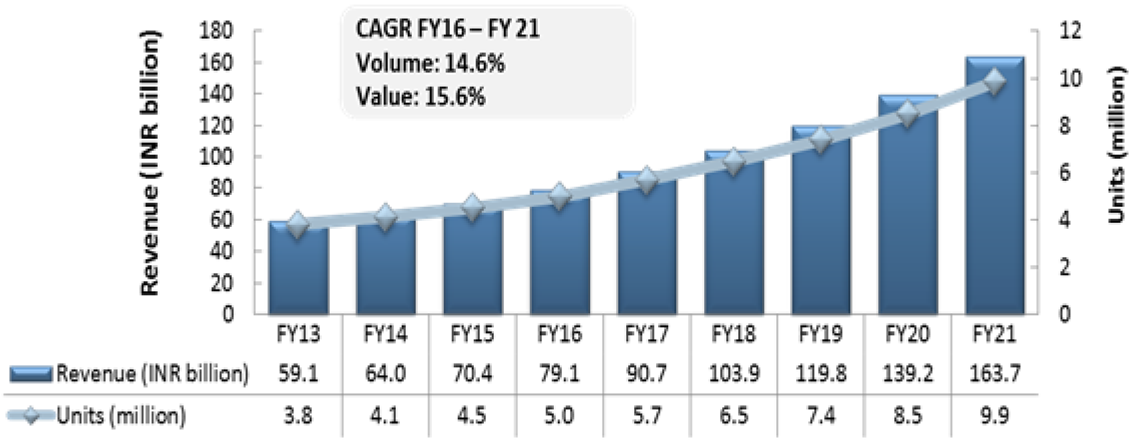
EMS companies are also jointly offering to work with OEMs for product localization and design which turns out to be advantageous to the latter. The use of outsourced manufacturing mitigates the impact of exchange rate fluctuations and offer vertically integrated production, delivering cost savings, a leaner supply chain and greater asset flexibility. ***The 50.4% share enjoyed by Dixon in this market as of FY16 is derived from complete end to end solution including product design and reverse logistics***, thus highlighting the service opportunities.

WASHING MACHINES MARKET

Growth and market size

Indian WM industry has been witnessing sustained and stable growth. An increasing penetration in 650 million Indian middle class, with growing disposable incomes, has been instrumental in driving the demand for WM. Increasing product awareness, affordable pricing, and innovative products has aided the strong growth of WM in India. Semi-automatic (SA) WM is the more popular category in India when compared to Fully-automatic (FA) machines. **The overall market witnessed revenues of INR 79.1 billion in FY16 and corresponding volumes of 5.0 million units and is expected to grow at a CAGR of 14.6% by FY21 in terms of volumes. The low penetration levels of WM in the Indian market which is at 7% currently and is expected to reach 11% by FY21** is only contributing to a higher opportunity for adoption where there is huge scope for first time buyers in the rural segment.

Chart 21: Market estimates

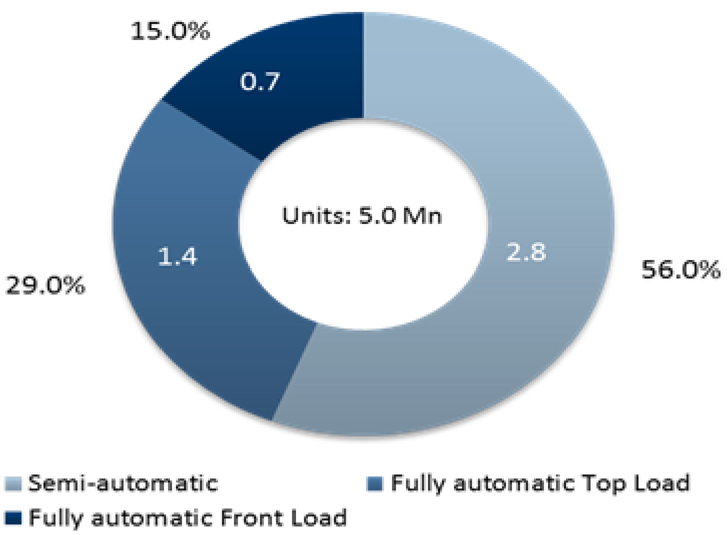


(Source: Frost & Sullivan Analysis)

Trends by types

SA WM is the most dominant category in India with a market share of 39% followed by Top-load (TL) FA machines with 34%, in terms of value as of FY16. **The price sensitive nature of Indian consumers and a large first time buyers act as propellants for SA WM. The last few years has witnessed the narrowing of price difference between semi-automatic and low end models of fully automatic top load washing machines which is driving the adoption of the fully automatic washing machines. The easy availability of microfinance options has further aided in this conversion.**

Chart 22: FY16 Volume market share by types



(Source: Frost & Sullivan Analysis)

Import-Export scenario

The industry witnesses strong local manufacturing with a low-mid level dependence on imports. SA WM is majorly manufactured in India with very minimal component dependence on imports for electronics. Since the electronic content in SA WM is low, the local value addition taking place in this segment is very high.

The major export destinations of WM are Middle East, SAARC and SE Asia. SA WM witnessed a growth in exports from INR 0.4 billion in FY13 to INR 1.3 billion in FY16 while FA WM registered exports of INR 0.6 billion in FY13 to INR 2.4 billion in FY16 (*Source: Frost & Sullivan Analysis*). Growth in export values of SA WM grew by 12.3% in FY16 over the previous year while that of FA WM grew by 22.2% in the same period.

Advantages skewed towards India for SA WM manufacturing

Most of the mechanical components like motors are sourced locally. India is one of the few markets with a high local consumption of SA WM as well as manufacturing focus in this category. Most of the global markets and Chinese markets have shifted focus towards FA WM while there is still dominance of SA WM in India. The lower labor costs in India when compared to China coupled with high export opportunity acts advantageous to the Indian industry. Some of the attractive factors for Indian SA WM manufacturing are:

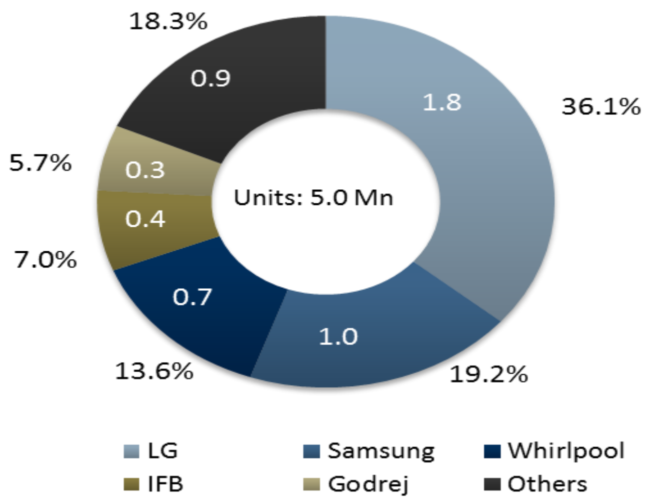
- Raw materials have local capabilities and are sourced locally.
- High localization of component sourcing. Local components are almost 80% in a SA WM.
- Design capability of SA WM exists in India at both OEM and EMS level
- High domestic volumes unlike in China
- Cheaper labour costs

Competition

Indian WM market is a highly competitive market with different brands leading in each of the WM types. LG, Samsung and Whirlpool holds a combined market share of 68.9% while other prominent players are IFB, Videocon, Godrej, Haier, Hitachi, Panasonic, and Intex.

Local brands such as Videocon and Intex are popular in the SA and TL FA WM markets and hold higher shares in these segments as they mainly target the value conscious consumers and hence offer more models and ranges of SA and TL FA WM.

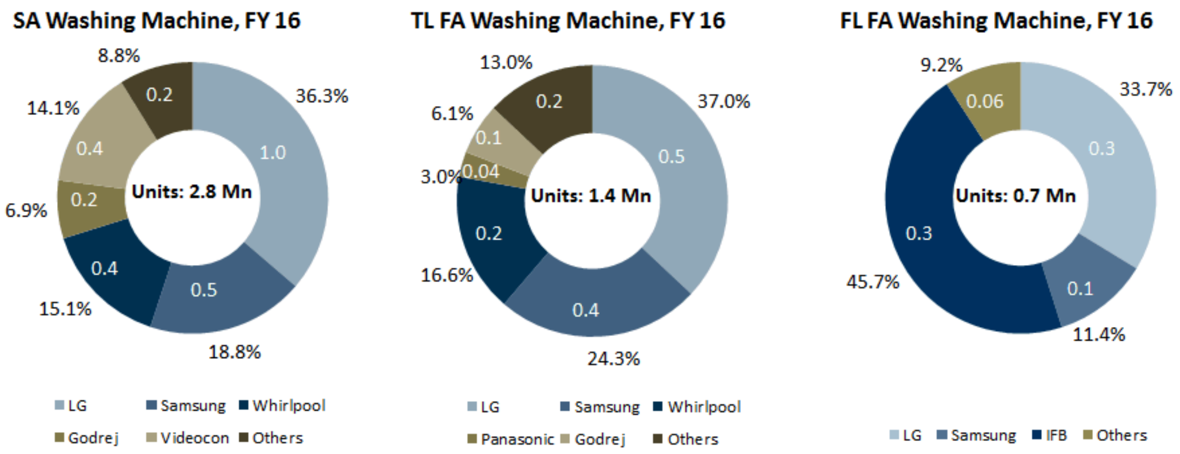
Chart 23: FY16 Market share estimates by volume



Others include companies like Micromax, Intex, Lloyd, Haier, etc.

(Source: Frost & Sullivan Analysis)

Chart 24: Market share (by volume) estimates by types

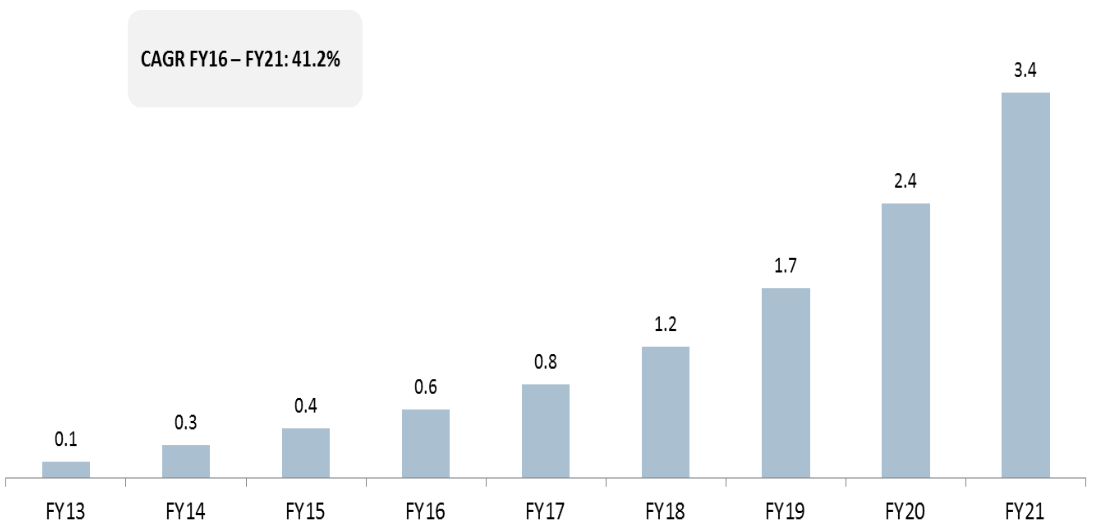


(Source: Frost & Sullivan Analysis)

Role of EMS in the WM industry

The EMS segment of the industry has witnessed higher prominence in the recent times especially in the SA WM category. The primary reason is the commoditized SA WM product having limited scope for design and innovation and thus supports tier-II OEMs from avoiding investment in design or manufacturing capabilities. The global shift towards an increased focus in FA WM is also witnessed in the Indian markets owing to higher margins, higher scope for innovation, design and an increasing awareness of FA WM. This is the reason many of the global brands like Whirlpool, LG, Samsung, Panasonic, etc. and the Indian brands such as Videocon, Godrej, etc. are slowly and steadily focusing on FA WM sacrificing the SA WM opportunities for domestic sales and exports.

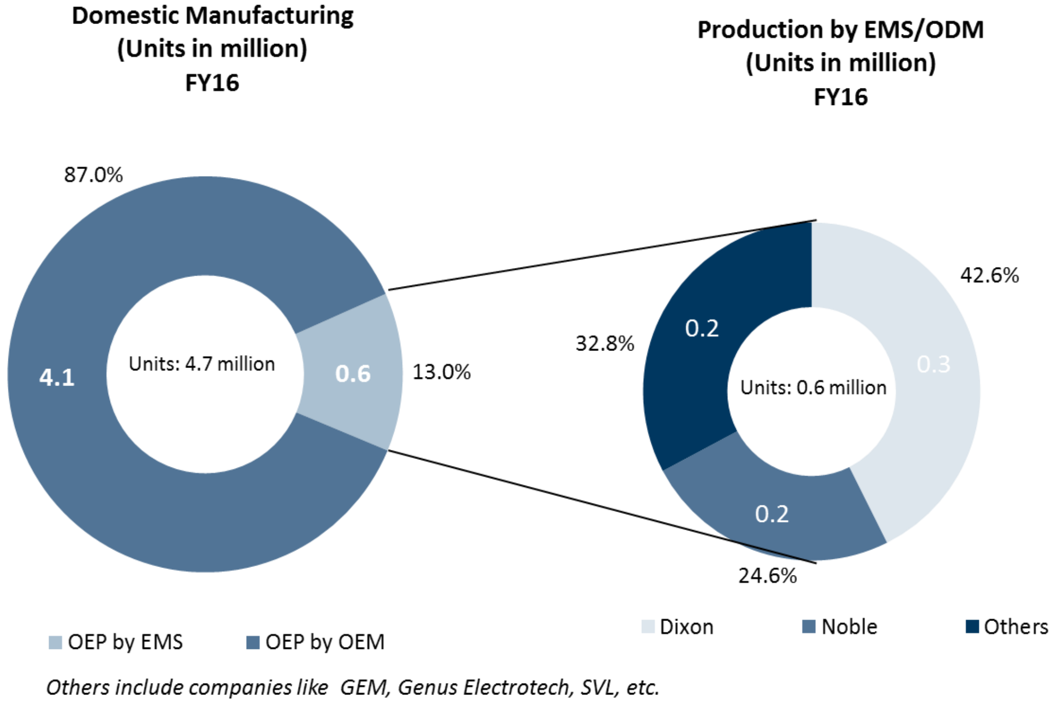
Chart 25: WM growth in the EMS/ODM segment (Units in million)



(Source: Frost & Sullivan Analysis)

The addressable opportunity for EMS players is 3.4 million units and corresponds to about 30.0% of the total demand for WM in India as of FY21. The scope for contract manufacturing of WM looks high in the coming years as more and more companies are opting for outsourcing options to cater to the domestic market as well as exports.

Chart 26: OEP data segmented by OEM and EMS production ratio



(Source: Frost & Sullivan Analysis)

Current local manufacturing of WM is 4.7 million and is expected to reach 10.7 million by FY21 with almost all the major players investing in market share growth, product localization and exports**.** Of the total domestic production, more than 13% of the machines are outsourced to EMS/ODMs, accounting for 0.6 million units. Dixon has the capacity to manufacture 0.6 million units annually. Dixon enjoys market leadership in this segment and currently commands a share of 42.6% in the WM EMS market.

OEMs like Panasonic have already outsourced manufacturing through EMS to minimize their risk exposure. Also, many companies like IFB, Whirlpool, Haier, etc. does contract manufacturing for many other brands especially in the FA WM segment. The under-utilized capacities of these tier-I players are being utilized through contract manufacturing. This exhibits a clear trend towards growth of EMS companies with many OEMs opting for such options.

LIGHTING MARKET

Overview

The evolution in the Indian lighting industry began with incandescent bulbs dominating the industry for about a century, post which halogen and Compact Florescent Light (CFL) became the norm. Light Emitting Diode (LED) lighting was first introduced to the Indian market in 1993 which lately has taken Indian market by storm with government and commercial segments witnessing phenomenal growth. Some of the key initiatives taken by the Government to support the growth of CFL and LED lighting markets are:

LED Lighting market

- **To promote and raise awareness, subsidized 9W LED bulb is available to consumers for an amount of INR 10 per month, thus becoming an adoption driver.**
- Government has initiated and implemented various national level projects for LED lights installation such as, Unnat Jyoti by Affordable LEDs for All (UJALA), Domestic Efficient Lighting Programme (DELP), Street lighting National Program (SLNP), etc.
- Subsidy for setting up semiconductor manufacturing facility to support high value addition activities.
- Through the Preferential Market Access (PMA) policy, Government mandates 50% of all their LED requirements to be procured from domestic manufacturers and the value addition notified for LED is 50% of the sourcing value.
- Reduction in Value Added Tax (VAT) from 14.5% to 5%, helped reduce prices of LED products as well as increases penetration of LEDs in existing lighting areas.

CFL market

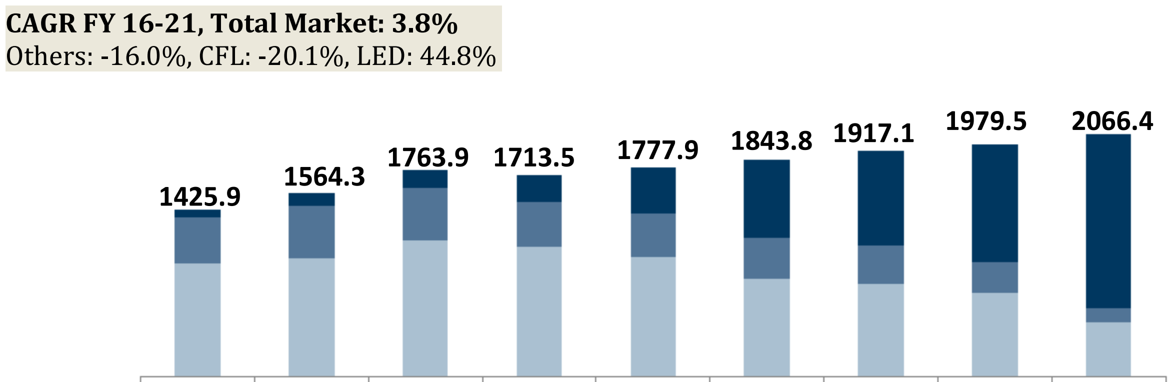
- Government schemes like the 'Bachat Lamp Yojana' (BLY) have played a key role in increasing the penetration of CFL in households.
- Government's mandate of rural electrification along with usage of energy efficient formats such as CFL is the core driver of the lighting market space on the long-term.
- Rajiv Gandhi Grameen Vidyutikaran Yojana and BLY programs have been implemented for the past 4-5 years, with approximately 53% households receiving electricity and subsidized replacement of INR 0.6 Billion incandescent bulbs with CFL.

LED Lighting taking the Lead

LED lighting has been designated by government as one of the products with strategic focus. Residential, street lighting and commercial lighting are slated to be the biggest applications in the next few years. The growing adoption of LED in street lighting, commercial lighting and residential bulbs is expected to bring about a decline in CFL market and in other lighting technologies.

Technological supremacy and declining prices are the key reasons leading to aggressive adoption of LED across all end user segments.

Chart 27: Total Lighting Market Volumes (Million Units), FY 13 to FY 21



	FY 13	FY 14	FY 15	FY 16	FY 17	FY 18	FY 19	FY 20	FY 21
LED	66.9	107.3	154.9	232.5	391.9	664.2	799.8	1007.4	1482.0
CFL	401.0	453.0	448.0	381.0	373.0	348.4	324.7	256.9	124.4
Others	958.0	1004.0	1161.0	1100.0	1013.0	831.3	792.6	715.3	460.0

2012-16: Past market (Elcoma), 2017-21: Addressable Opportunity
Source: Elcoma, Frost & Sullivan analysis

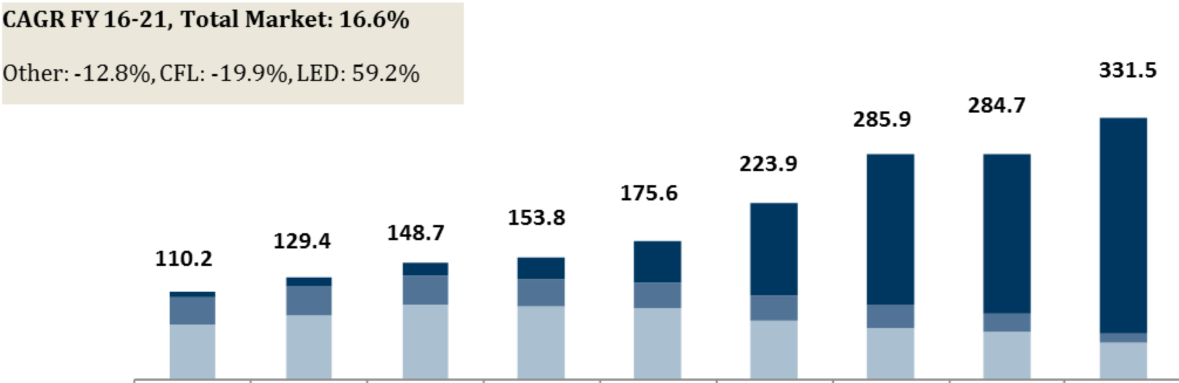
Although the CFL and other lighting volumes will decline, LED sales will bolster revenue growth of the overall lighting market.

The total lighting market volumes in India is set to grow from 1713.5 million units in FY 16 to 2066.4 million units in FY21, growing at a CAGR of 3.8% from FY 2016-21.

Largely backed by government UJALA program, the LED bulb market is expected to be the largest market for LED during the forecast period. This coupled with growing popularity of downlight and tubelights used across end-user segments will be key product segments for LED lighting market. Also, the EESL run, LED Street lighting program, will see huge uptake of LED street lights in private sector.

The widespread increase in adoption of LED across various lighting application will bring down the growth prospects of CFL in India, its export potential is set to rise as in many countries (South African countries, Philippines, Indonesia, Vietnam, Sri Lanka, Malaysia, etc.), **CFL continues to enjoy a preferred status** compared to other lighting technologies.

Chart 28: Total Lighting Market Value (INR Billion), FY13 to FY21



	FY 13	FY 14	FY 15	FY 16	FY 17	FY 18	FY 19	FY 20	FY 21
LED	6.9	11.7	17.2	26.7	53.4	118.9	192.0	201.1	273.5
CFL	34.7	37.7	36.5	35.1	32.8	30.2	28.5	23.0	11.6
Others	68.6	80.0	95.0	92.0	89.4	74.9	65.4	60.7	46.5

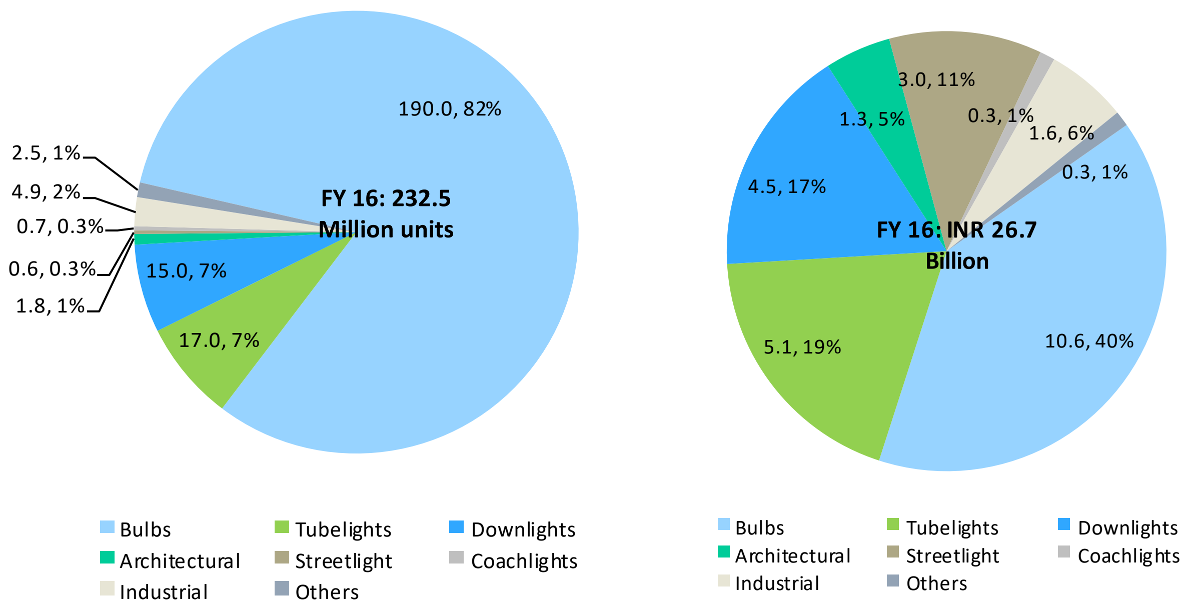
2012-16: Past market (Elcoma referred), 2017-21: Addressable Opportunity
Source: Elcoma, Frost & Sullivan analysis

The revenues of CFL and other lighting segment is expected to continue declining, in contrast, the revenues of the LED lighting market are expected to grow from INR 26.7 Billion in FY 16 to INR 273.5 Billion in FY21, growing at a CAGR of 59.2% from FY16-21.

The total lighting market revenues will reach INR 331.5 Billion in FY 21 from INR 153.8 Billion in FY16, growing at a CAGR of 16.6% during this period. The changes in the market volumes will have a direct impact on the LED market revenues as revenues of LED will only grow by 61.6% in FY19, 4.7% in FY20 and 36% by FY21.

7W and 9W LED bulbs dominate the Indian LED lighting market by volumes while street lights are the largest revenue contributor.

Chart 29: LED Lighting Market, Volume and Value Breakup, FY 16



Others include High/low bays, pollards, signal lights, etc.
(*Source: Frost & Sullivan analysis*)

Key Trends in LED Lighting market aiding future penetration and growth

Emergence of smart cities: **Connected through smart technologies, smart cities require energy-efficient technology solutions, which in turn will augment the need for energy-efficient lighting over the next few years.**

Demand for green buildings**: The growing green building construction which involves efficient use of light, energy and construction material has subsequently driven the demand and sales of energy efficient LED lighting in India.**

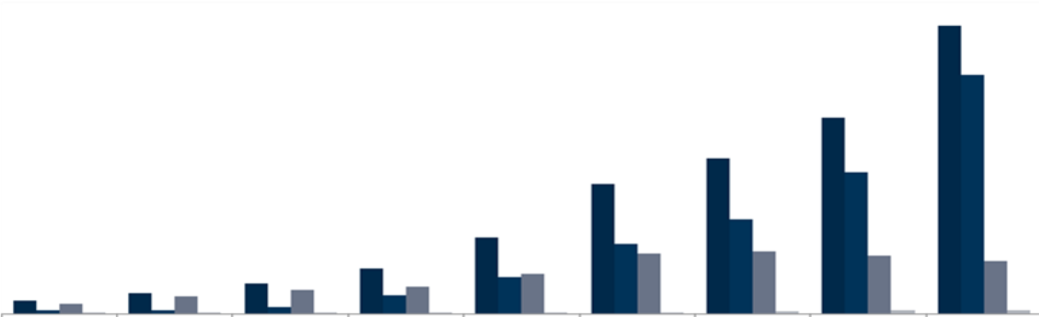
Professional lighting segment to experience exponential growth: **As the market has witnessed a sharp decline in prices, commoditization of LED bulbs and tubes has led to companies focusing on professional lighting markets anticipating increase in infrastructure spending.**

Growing adoption of intelligent or smart lighting: **With the Internet of Things (IoT) gaining greater prominence in today's interconnected world, smart lighting solutions would contribute to interconnection with building management systems through wireless networking and intelligent sensors.**

Declining imports and rising exports: **The Indian LED lighting market remains heavily import dependent and shows negligible activity in exports. The trend is expected to change as EESL, MSIPS and 'Make in India' program will see greater activity in domestic manufacturing.**

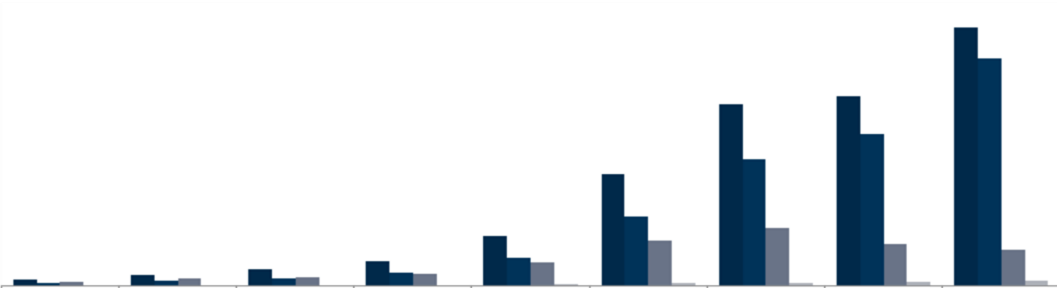
Chart 30: Import Export Trends of CFL and LED lighting market, FY 13 to FY21

LED Lighting market Volumes (Million units), FY13 to FY21
CAGR FY16-21: OEM: 44.8%, OEP: 67.5%, Import: 14.1%, Export: 63.7%



	FY13	FY14	FY15	FY16	FY17	FY18	FY19	FY20	FY21
OEM	66.9	107.3	154.9	232.5	391.9	664.2	799.8	1,007.4	1,482.0
OEP	17.0	20.0	35.0	93.3	188.1	358.7	487.9	725.3	1,230.1
Import	52.5	89.0	121.2	140.9	206.8	310.5	321.9	297.1	271.9
Export	2.6	1.7	1.3	1.7	3.0	5.0	10.0	15.0	20.0

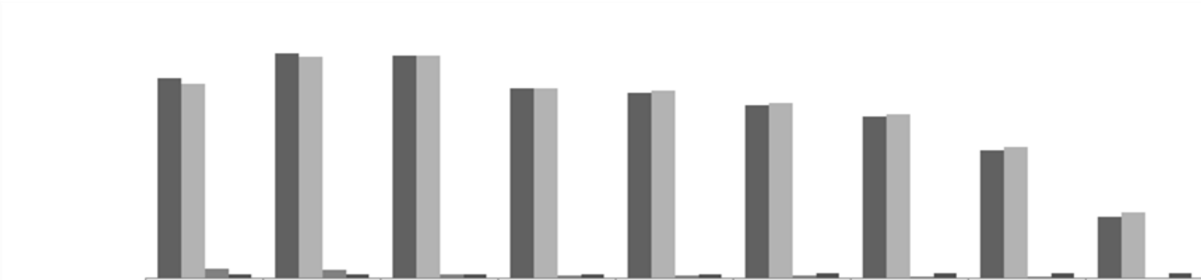
LED Lighting market Value (INR Billion), FY13 to FY21
CAGR FY16-21: OEM: 59.2%, OEP: 75.6%, Import: 23.5%, Export: 39.0%



	FY13	FY14	FY15	FY16	FY17	FY18	FY19	FY20	FY21
OEM	6.9	11.7	17.2	26.7	53.4	118.9	192.0	201.1	273.5
OEP	3.1	5.2	8.5	14.4	30.4	73.7	134.4	160.8	240.6
Import	5.0	7.5	9.6	13.4	25.1	48.1	61.3	44.4	38.3
Export	1.2	1.0	0.9	1.1	2.1	2.9	3.7	4.2	5.5

CFL market Volumes (Million Units), FY13 to FY21

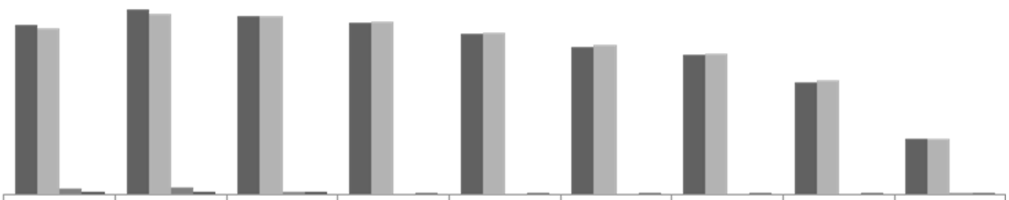
CAGR FY16-21: OEM: -20.1%, OEP: -19.1%, Import: -21.5%, Export: 3.8%



	FY13	FY14	FY15	FY16	FY17	FY18	FY19	FY20	FY21
OEM	401.0	453.0	448.0	381.0	373.0	348.4	324.7	256.9	124.4
OEP	390.2	444.0	446.3	382.4	376.3	352.8	330.3	263.5	132.1
Import	19.9	17.9	9.3	6.7	6.0	5.0	4.0	3.0	2.0
Export	9.1	8.9	7.6	8.1	9.3	9.4	9.5	9.6	9.8

CFL market Values (INR Billion), FY13 to FY21

CAGR FY16-21: OEM: -19.9%, OEP: -20.0%, Import: 5.9%, Export: -4.4%



	FY13	FY14	FY15	FY16	FY17	FY18	FY19	FY20	FY21
OEM	34.7	37.7	36.5	35.1	32.8	30.2	28.5	23.0	11.6
OEP	34.0	36.8	36.5	35.3	33.1	30.5	28.8	23.3	11.6
Import	1.4	1.5	0.6	0.3	0.3	0.2	0.2	0.1	0.4
Export	0.7	0.6	0.6	0.5	0.5	0.5	0.4	0.4	0.4

(Source: Frost & Sullivan analysis, Ministry of Commerce & Industry)

Cost advantage is titling towards Indian manufacturers (vis-a-vis Chinese manufacturers) which shall further aid exports

Indian LED lighting manufacturers are increasingly adding capabilities across the different activity streams as local demand witnesses an upswing. EESL initiatives such as Ujala and SLNP offers the vendors price leverage with component suppliers to significantly bring down the cost of product. Further, by enabling greater automation in the manufacturing process, significant cost savings in labour and assembly costs can also be achieved.

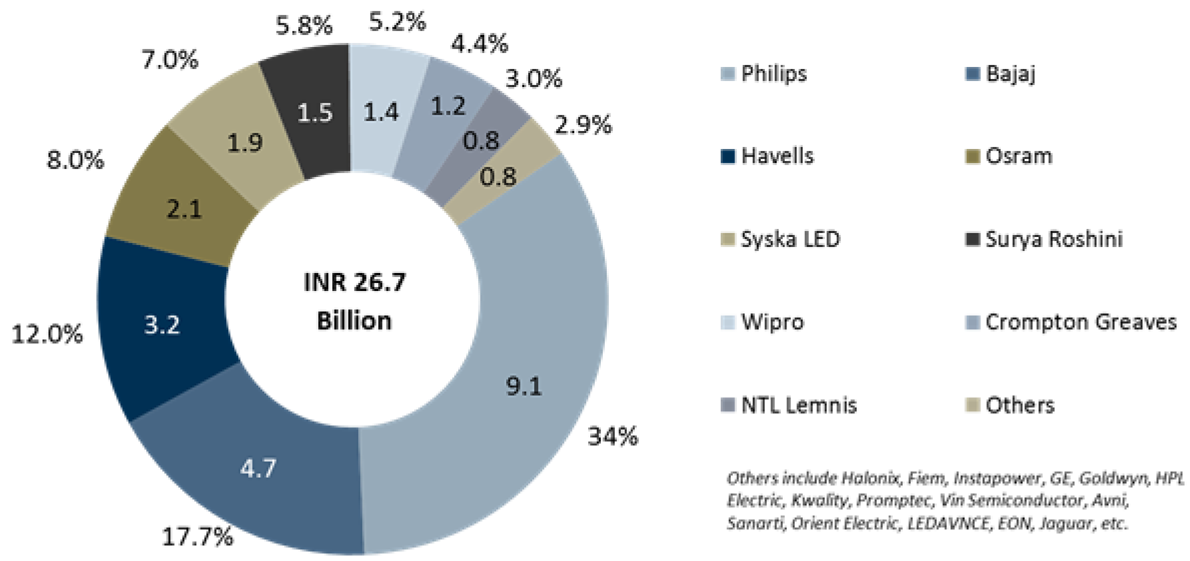
Chinese manufacturers are facing challenges of price escalation caused by – withdrawal of subsidies to LED suppliers, rising labor costs, rise in cost of raw materials like aluminium and devaluation in local currency. On the other hand, Indian manufacturers are benefitted by progressively declining production costs enabled localization, government support, lower labour wages and above all rapidly growing demand.

Intense competition in China has ensured the price decline to reach its saturation stage with no further scope for noticeable reduction. Indian suppliers have immense scope for more localization, efficiency enhancement etc., all of which can translate in cost savings for consumers in coming years.

Intensifying competition in the LED lighting industry

Chart 31: India LED Lighting Market Share by Value, FY 16

Around 15 major and many regional players are operating in the LED Lighting market



(Source: Frost & Sullivan analysis)

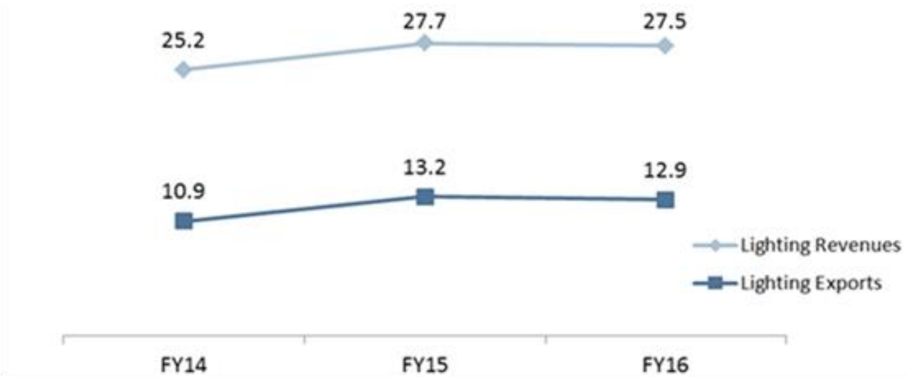
The major players in the LED lighting market are Philips, Osram, Bajaj, Havells, Syska, Surya Roshini, Wipro, NTL and Crompton Greaves.

Aggressive marketing plans are being adopted by companies such as Philips, Syska and Havells to enable a mass reach of their products. Also, companies such as Philips, Bajaj Electricals, Havells, and Wipro sense good opportunity in the government's plan to develop 100 smart cities across the country to cater to the potential indoor and outdoor LED lighting products.

Philips, with 34% market share, is the market leader due to its brand equity and product quality that have enabled it to procure and execute considerable business. The company, with extensive distribution network and participation in government tenders has been retaining its dominant position in the LED lighting market.

Growth in domestic market: Lighting business accounts for majority of the company's total sales in India, followed by healthcare and consumer lifestyle business. **Total sales during FY16 were INR 628.2 Billion (*Source : Philips Electronics Annual Report*) out of which 43.7% came from lighting business with INR 12.9 Billion were earned through exports of products.**

Chart 32: Philips India Lighting Revenue and Exports (INR Billion), FY 14 to FY 16



(*Source: Frost & Sullivan analysis, Philips Electronics Annual Report*)

Philips LED contribution in professional lighting solutions business stands at 75% compared to 64% in FY15, with clear leadership in LED. It has also diversified its portfolio mix with introduction of new offerings in 'connected lighting/ system & services', which has contributed to new opportunities in big projects on office lighting space.

EESL procurement under the UJALA scheme: Philips, the selected vendor has imported initial consignments from its China factories as its local factories are still being scaled.

Other major projects and bids: LED solar street lighting contracts for Uttar Pradesh New and Renewable Energy Development Agency (UPNEDA) and Manipur Renewable Energy Development Agency (MANIREDA) – these two projects together will account for 76,000 solar LED lamps, besides a solar street lighting project in Meghalaya.

Outsourcing model: To meet the increasing local demand, Philips has raised its LED lamp outsourcing ratio in LED lamps to **70%** in the Indian market. More than 93% of the lighting equipment that Philips sells in India is designed for India and is made locally.

Increasing Role of EMS in Indian Lighting Market

The global lighting industry is undergoing tremendous technological changes due energy efficiency revolution, rendering existing technologies obsolete. As technology changes are too frequent and expensive, lighting majors are finding it difficult to invest in new infrastructure for new products. Due to existing manufacturing investment, new projects are highly need driven. Thus, to overcome this challenge, OEMs partner with independent and other lighting manufacturers to meet the market demand.

Majority of the conventional lighting companies, Tier I/II CFL and Tier I LED lighting companies, operate on outsourcing model, as this helps OEMs to skirt the challenges associated with new or expanded manufacturing activities. Though these OEMs also operated own manufacturing facilities, the proportion of production is of **30-50:50-70%, in favour of outsourcing.** A significant portion of the contract manufactured volumes are for the exports market. OEMs focus on marketing and sales, brand and product promotion, strengthening distribution and service network and focus on bottom-line.

OEM-EMS Partnership

A large part of the existing business model of conventional lighting companies includes outsourcing of LED manufacturing to small and pure-play LED lighting companies. The range of outsourced manufacturing for different OEMs varies between 50% and 100%.

Some of the major contract manufacturers of LED lighting products in India are **Dixon Technologies, NTL Electronics, Compact Lamps Private Limited (Compact Lamps), Avni Energy Solutions Private Limited (Avni), Kwality Photonics Private Limited (Kwality), Promptec Renewable Energy Solutions Private Limited (Promptec), Instapower Limited (Instapower) among others**.

Currently, lighting forms a small part of the EMS companies overall business proportion, however, EESL led 7W/9W LED bulb demand has seen capacity addition among EMS companies, especially Dixon.

The Indian EMS companies have end-to-end capabilities in sheet metal fabrication, cable and wire harness and plastic moulding activities given their key capabilities for the larger electronics manufacturing.

As the OEMs increasingly seek localization, the EMS companies are expected to meet the demand and provide research, design, development, and engineering services with increasing software and hardware testing facilities in-house. These companies have superior backward integration capabilities to address customized requirements of their clients. By FY 21, EMS companies are likely to differentiate themselves from the other lighting manufacturers by exhibiting ODM capabilities.

Philips, Bajaj, Wipro, Crompton & Greaves, Havells, Syska LED, Surya Roshni, GE Lighting, Osram, etc. are the key companies taking services of contract manufacturers/EMS companies. Around 70% of the total manufacturing is outsourced and the trend is expected to become strong in coming years.

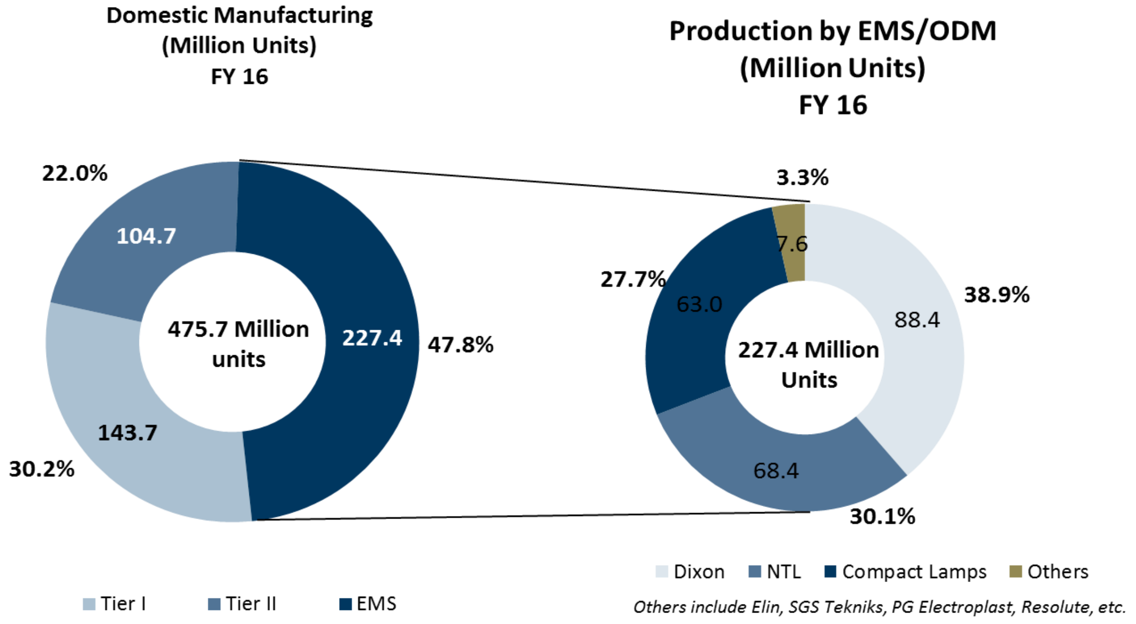
Chart 33: Opportunity for EMS Players, FY 16 and FY 21

	OEP LED	OEP CFL	Total OEP	Outsourcing	EMS Opportunity
	(INR Billion)	(INR Billion)	(INR Billion)		(INR Billion)
FY 16	14.4	35.3	49.7	70%	34.8
FY 21	240.6	11.6	252.2	85%	214.4

(*Source: Frost & Sullivan analysis*)

Total opportunity for EMS players in lighting segment for FY 16 is INR 34.8 Billion which is expected to grow to INR 214.4 Billion by FY 21, growing at a CAGR of 43.9% from FY 16-21.

Chart 34: OEP data segmented by OEM and EMS production ratio, FY 16



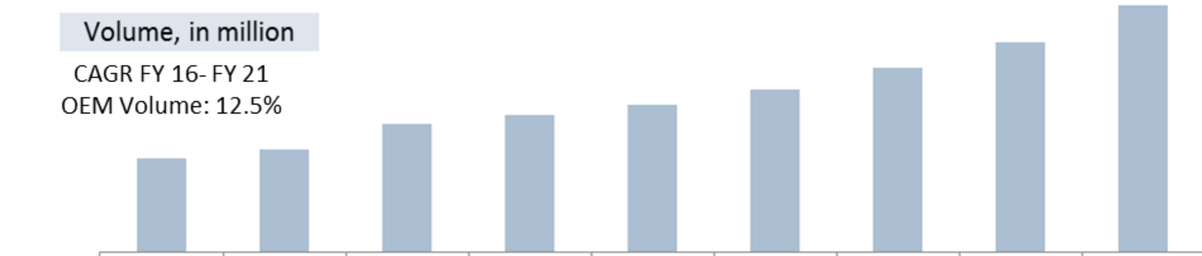
(*Source: Frost & Sullivan analysis*)

Total India LED and CFL OEM market in FY16 stood at 613.5 Million units of which LED lighting is 232.5 million and CFL being 381 million units. Around 93.3 million LED lights and 382.4 million units of CFL lights are manufactured locally. Tier I lighting OEMs outsourced around 22.0% of their total manufacturing requirement to Tier II lighting companies and remaining 47.8% to EMS companies. Thus, Tier II players manufactured 105.0 million units and EMS companies manufactured 227.4 million units. **Of the 227.4 million units, Dixon was the single largest EMS player for lighting products accounting for around 38.9% of the total lighting volumes manufactured in FY 16.**

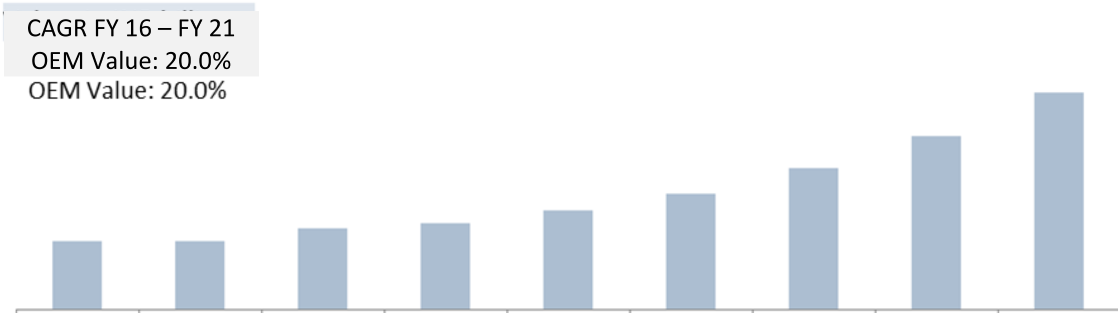
MOBILE PHONES MARKET

Mobile phone segment is showing a phenomenal demand with subscriber base of more than a billion and an average annual addition of ~50.0 million subscribers. There were about 501.0 million unique subscribers as of FY16 and it is expected to reach 750.0 million by FY21.

Chart 35: Mobile Phone Demand in India



	FY13	FY14	FY15	FY16	FY17	FY18	FY19	FY20	FY21
OEM	195.0	212.2	265.0	282.2	304.2	335.6	379.3	433.3	509.0



	FY13	FY14	FY15	FY16	FY17	FY18	FY19	FY20	FY21
OEM	1,252.4	1,253.5	1,489.5	1,583.5	1,800.5	2,100.8	2,558.0	3,151.7	3,947.2

(*Source: Frost & Sullivan Analysis*)

The demand for mobile phones is expected to grow from 282.2 million units in FY16 to 509.0 million units in FY21. This rising domestic demand, CAGR of 12.5% by volume and CAGR of 20.0% by value (*Source: Frost & Sullivan Analysis*), is due to convergence of technology, launch of new smartphone models, declining prices and rise in the disposable income with increased customer spending across Tier1/2/3.

Growth Drivers

- Riding on large population size, Gen Y aspirations, increasing customer spending across different tier of cities, growing income levels, and growth in technology (newer smartphone models with extra features and declining prices), mobile phone industry has experienced an increased penetration in Indian market.

- India is traditionally known for the offline retailing. However, the new players disrupted the market by entering into exclusive arrangements with the leading online players like Flipkart, Snapdeal and Amazon. In FY16, online channel contributes to more than 15.0% of smartphone sales in India (*Source: Frost & Sullivan Analysis*) and continues to rise. Time to market, cost savings and scale are the major advantages of online sales.

- Growth of smartphones market has been fuelled by the spectacular evolution of technologies, both in terms of performance and miniaturization. As a result, users change their mobile phones on average every four years. Consequently, replacement handsets today represent about 80.0% of all mobile phone purchase (*Source: Frost & Sullivan Analysis*). End-users' desire to upgrade and to keep abreast with the latest technology, will continue to drive a strong growth for the smartphone market.

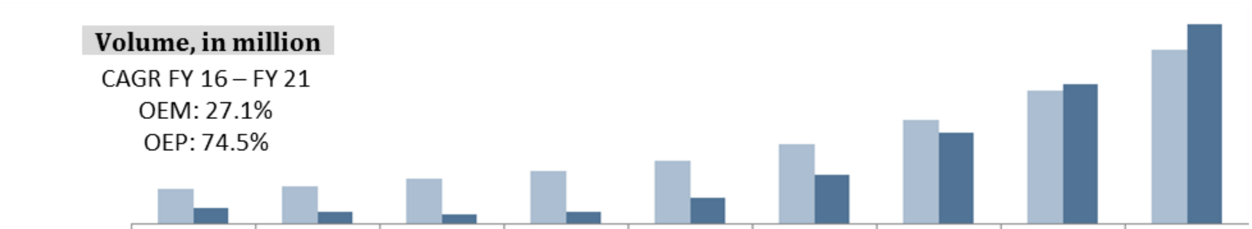
- India has an abundant supply of skilled and semi-skilled workforce that can fulfil requirements arising out of the mobile manufacturing sector.

- Favourable government policies and regulatory framework has also helped industry to grow.

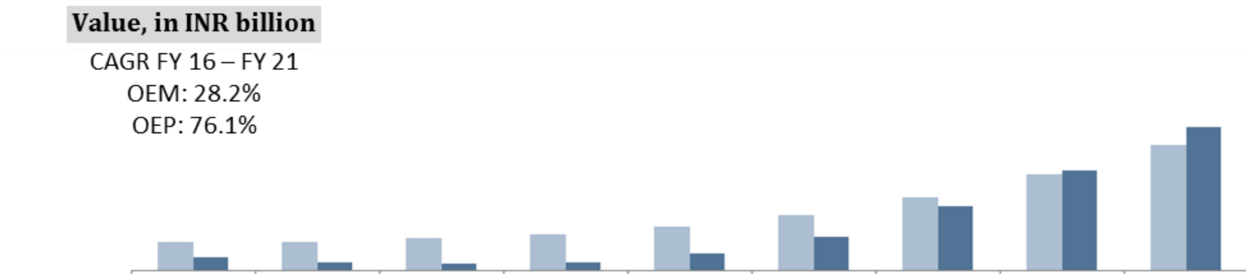
Feature Phones vs. Smart Phones: Demand and Domestic Production

In FY16, feature phones had a share of 66.2%, while smartphones had a share of 33.8% of the total Indian mobile phone market by volume (*Source: Frost & Sullivan Analysis*). Significant rural and semi-urban markets are the key contributors to the economically priced feature phones. Although, the decline in prices of smart phones has blurred the price points of feature phones and low end smart phones, thus encouraging adoption. Smart phones segment is expected to grow by a CAGR of 27.1% by volume till FY21. This growth will ensure smartphones will overtake feature phones in volumes by FY20. (*Source: Frost & Sullivan Analysis*)

Chart 36: Smart Phones Demand and Production



	FY13	Fy14	FY15	FY16	FY17	FY18	FY19	FY20	FY21
OEM	63.5	69.3	81.4	95.4	115.5	145.3	188.0	241.1	315.9
OEP	30.4	22.3	17.2	22.2	46.7	88.7	165.0	252.2	359.9

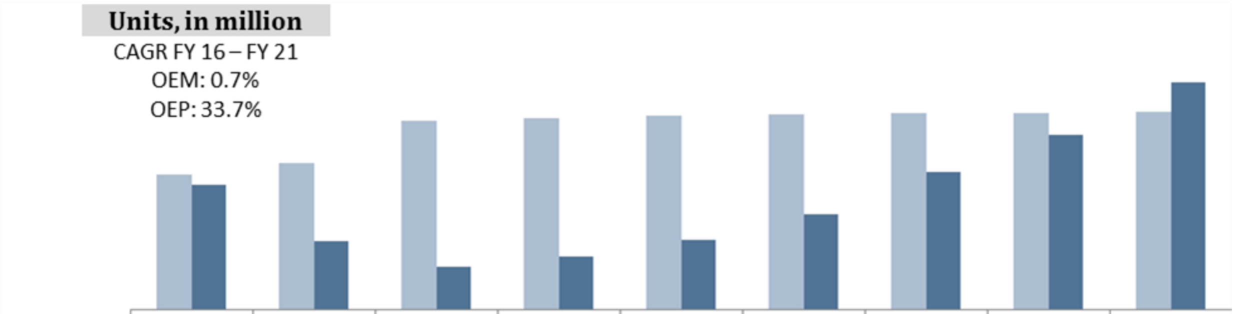


	FY13	FY14	FY15	FY16	FY17	FY18	FY19	FY20	FY21
OEM	792.6	768.3	884.4	985.6	1,214.8	1,527.7	1,999.3	2,607.1	3,416.5
OEP	378.7	247.6	186.3	229.7	490.7	932.4	1,755.1	2,727.5	3,892.3

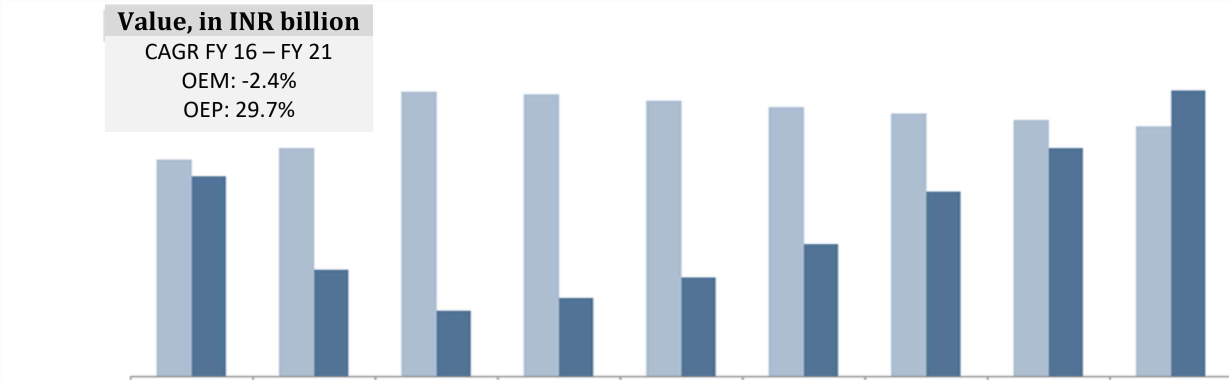
(*Source: Frost & Sullivan Analysis*)

Volume and value wise demand for smart phones is rising at the rate of 27.1% and 28.2% respectively between FY16 to FY21. Buoyed by the rising demand, Government is taking keen interest to push for increasing domestic value addition by making imports costlier. This has pushed OEMs to make investments in local manufacturing capabilities, thus accelerating domestic production seen in recent years. Global players are expected to dominate the high price segment while domestic players are expected to dominate the low to mid segment of the mobile phones market.

Chart 37: Feature Phones Demand and Production



	FY13	FY14	FY15	FY16	FY17	FY18	FY19	FY20	FY21
OEM	131.5	142.9	183.6	186.8	188.7	190.3	191.3	192.3	193.1
OEP	121.4	67.0	42.2	51.9	68.2	93.1	134.8	171.1	221.4

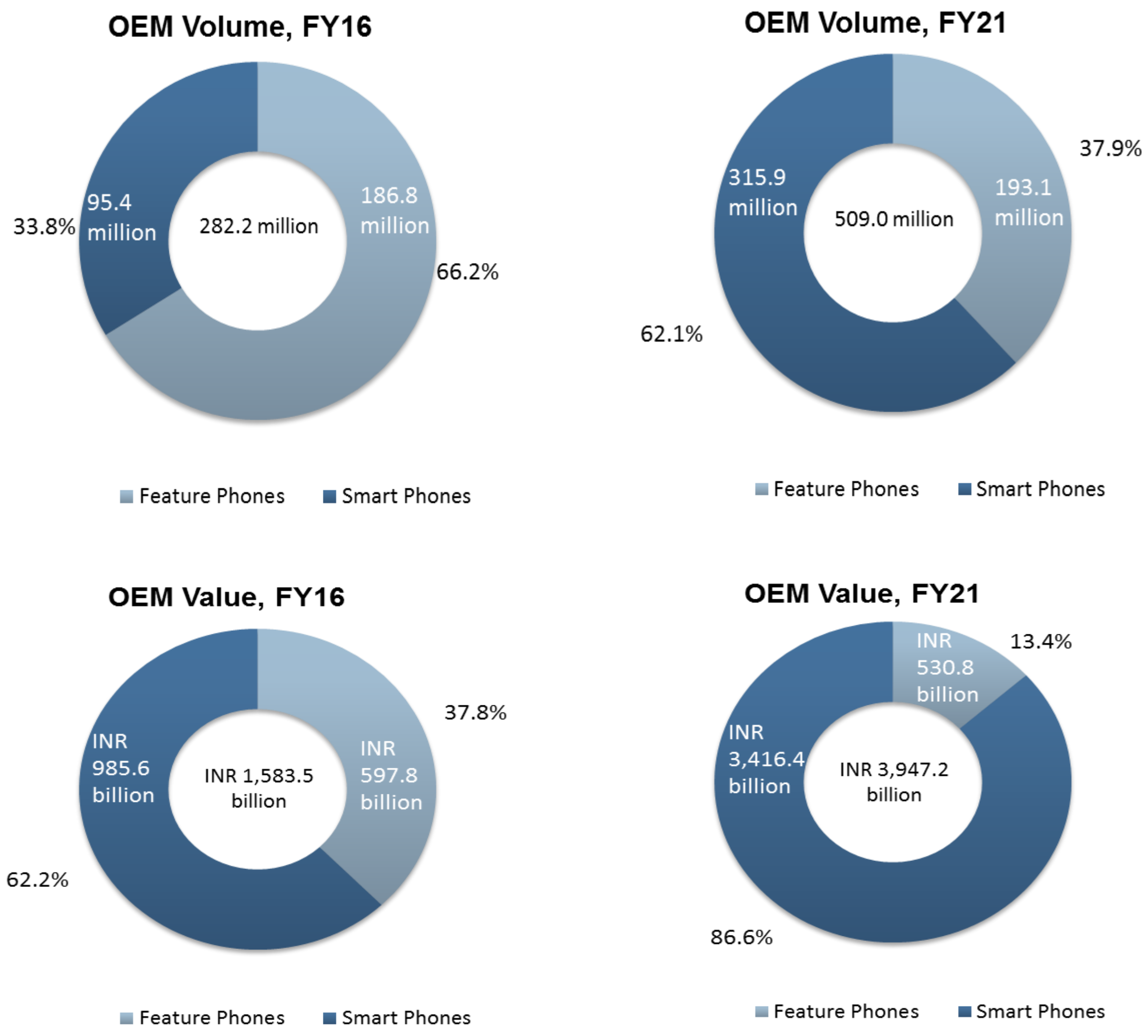


	FY13	FY14	FY15	FY16	FY17	FY18	FY19	FY20	FY21
OEM	459.8	485.2	605.2	597.8	585.7	573.1	558.7	544.7	530.8
OEP	424.6	227.4	139.1	165.9	211.7	280.4	393.7	484.7	608.4

(*Source: Frost & Sullivan Analysis*)

Although the growth in smart phone demand as well as manufacturing will be much higher than that of feature phones, but still feature phones will continue to be in demand. This will be due to the presence of large rural (including the still untapped) market in India.

Chart 38: Market Share of Smart Phones vs. Feature Phones



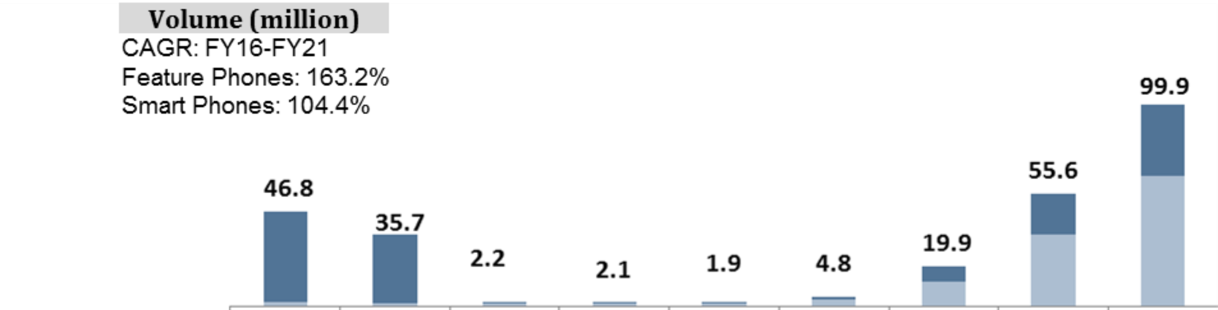
(*Source: Frost & Sullivan Analysis*)

Smart Phones will capture major market share by FY21, rising from the current market value percentage of 62.2% in FY16 to 86.6% in FY21.

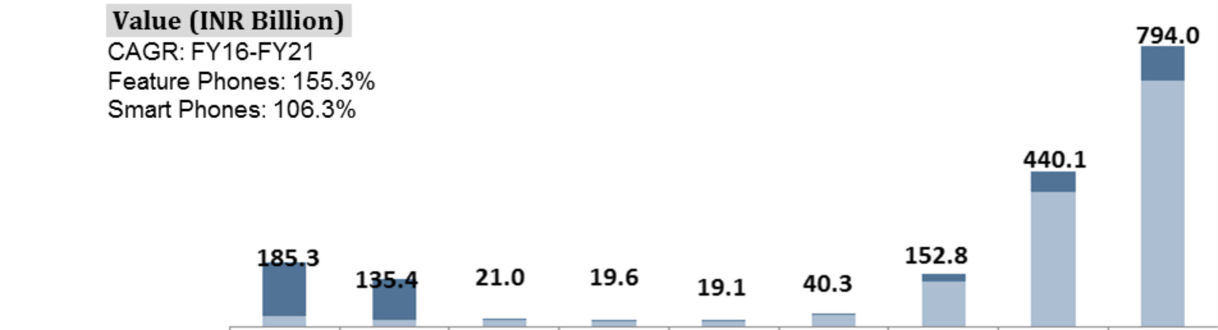
Increased Local Manufacturing to Trigger Huge Growth in Mobile Phone Exports, Smart Phones Exports to Lead

With Government's focus on domestic manufacturing of key components like PCBA, camera, battery, case and peripherals, the local value addition is expected to increase in future. This shall help domestic manufactures compete on price with global manufacturers, especially those from China.

Chart 39: Mobile Phone Export



	FY13	FY14	FY15	FY16	FY17	FY18	FY19	FY20	FY21
Feature Phones	44.4	33.8	0.4	0.3	0.2	1.4	7.6	20.2	35.5
Smart Phones	2.4	1.8	1.8	1.8	1.8	3.4	12.3	35.4	64.4



	FY13	FY14	FY15	FY16	FY17	FY18	FY19	FY20	FY21
Feature Phones	155.1	114.9	1.2	0.9	0.5	4.2	22.2	57.2	97.6
Smart Phones	30.2	20.5	19.8	18.7	18.6	36.0	130.6	382.9	696.5

(*Source: Frost & Sullivan Analysis*)

Driven by increase in local manufacturing by indigenous brands, smart phones exports are expected to spiral even as feature phone exports to African countries find an increase.

Advantage India vis-à-vis China

With labour wages increasing in China, the possible withdrawal of fiscal incentives in Brazil and due to the tough economic environment worldwide, manufacturers have started to rethink their next manufacturing hubs. India stands to gain in this regard:

- India is one of the few markets in the world which has huge domestic demand and has viable export volumes too.
- It is also one of the fastest growing economies.
- Offers opportunities for exports to neighbouring countries like Africa, Middle-East and Europe.
- In addition to cheap labour it also offers a rich pool of software developers which can create value addition in terms of local apps and services for the phone manufactures.
- 'Demand growth characteristics' are also in favour of India: Demand for feature phones is still high in India and to manufacturers planning to set up units, India as a manufacturing destination provides an option where they can achieve economies of scale by manufacturing feature phones too.
- Smart phone user penetration is still low in India (in comparison to China) and hence is an opportunity for manufacturers to cater to this demand.

OEM Market Share

In Fy16, Samsung continues to lead the Indian smartphone market with 25.1% share. With 14.0% market share, Micromax occupies the second position followed by Lenovo, Intex and Reliance Jio. With rising labour cost in China, OEMs are investing in India to leverage the cheap labour and incentives offered by government. In the long terms, these OEMs are also inclined to utilise manufacturing base in India to export to countries such as Africa and Middle East.

Investments in Local Manufacturing

The real cost benefit comes into picture when component level assembly takes place and there is a high probability of the same happening in India in the mid-term. Activities such as PCB assembly, mounting and casing are only handled locally, while the boards with the key components are imported into the country. Thus there is minimal or negligent local sourcing that result in extremely low local value addition.

The recent changes in the excise duty along with the Make in India push is all set to boost domestic manufacturing of mobile handsets. A plethora of investments have been announced by a lot of players.

Chart 40: Investments across the Value Chain in Mobile Manufacturing

Stage	Company	Investment Amount	Investment Period
Product Assembly and Packaging	Gionee	INR 3.3 billion + INR 5.5 billion	2015 to 2017, 2016-2018
Product Assembly and Packaging	Xiaomi	INR 6.5 billion	2015 to 2020
Product Assembly and Packaging	One plus	INR 1 billion	2016 to 2017
Product Assembly and Packaging	Oppo	INR 1 billion	2016 to 2017
Product Assembly and Packaging	Asus	INR 1.5 billion	2016 to 2017
Board Processing, Product Assembly & Packaging	Lenovo	INR 6.6 billion	2015 to 2023
Product Assembly and Packaging	Coolpad	INR 19.43 billion	2015 to 2023
Board Processing, Product Assembly & Packaging	Celkon	INR 6.6 billion	2015 to 2023
Battery	Maxx Mobiles	INR 3.2 billion	2015
R&D & Design	Celkon	INR 1 billion	2015 onwards
Product Assembly and Packaging	Videocon	INR 1.5 billion + INR 5 billion	2016 to 2018
Product Assembly and Packaging	Micromax	INR 20 billion	2015 to 2017
Board Processing, Product Assembly & Packaging	Lava	INR 26.15 billion	2016 to 2022
Board Processing, Product Assembly & Packaging	Karbonn	INR 8 billion + INR 20 billion	2015 to 2022
Product Assembly & Packaging	Vivo	INR 1.25 billion	2015 to 2018
Product Assembly & Packaging	InFocus	INR 0.5 billion	2016 to 2018
Product Assembly & Packaging	Jivi Mobile	INR 2 billion	2016 to 2018

(*Source: Frost & Sullivan Analysis*)

Investments worth INR 140.0 billion have been announced by different players across the value chain. Currently, there are more than 50 facilities from OEMs, ODMs, EMS players and component suppliers involved in manufacturing of mobile phones in India. The total combined manufacturing capacity across these facilities can be scaled up to close to 21.0 million units per month with average output currently ranging from 6.0 to 7.0 million per month (*Source: Ministry of Electronics & Information Technology*) depending on demand. The bulk of the capacity is still unused but with indigenisation of supply chain and growing domestic and export demand, capacity utilization is likely to increase.

Mobile Phone Penetration in Indian Market

IN FY 16, 13.0% of the world's mobile subscribers reside in India (*Source: GSMA*) and that subscriber growth is forecast to outperform the regional and global averages over the coming years as the country cements its position as the world's second-largest mobile market behind China.

India had 501.0 million unique mobile subscribers at the end of FY16. It is forecast to reach 750.0 million by FY21, accounting for almost half of all the subscriber growth expected in the Asia Pacific region over this period (*Source: GSMA*). This strong growth is linked to India's relatively low **mobile subscriber penetration rate, which stood at 38.0% of the population at the end of FY16. The subscriber penetration rate in India is forecast to reach 54.0% by FY21** (*Source: GSMA*). This is expected to increase the demand for mobile handsets and also create replacement demand in the long term.

Mobile Phone OEMs are increasingly outsourcing manufacturing to EMS partners

As of FY16, Almost 34.0% of manufacturing facilities in India are owned by individual OEM brands such as Micromax, Intex, Lava, and Samsung among others. Comparatively, **there is a rise of EMS players which own almost two-thirds of all facilities** (*Source: Frost & Sullivan Analysis*). Both manufacturing models are prevalent in India today but the balance is shifting towards outsourced manufacturing to EMS partners. Reasons associated are established supply chain, lower cost of EMS in a highly competitive market and product dynamism. Outsourcing saves resources and efforts for OEMs and allows them to focus on marketing and other core-competencies. This trend is expected to strengthen over the time as more and more OEMs partner with EMS for end-to-end services.

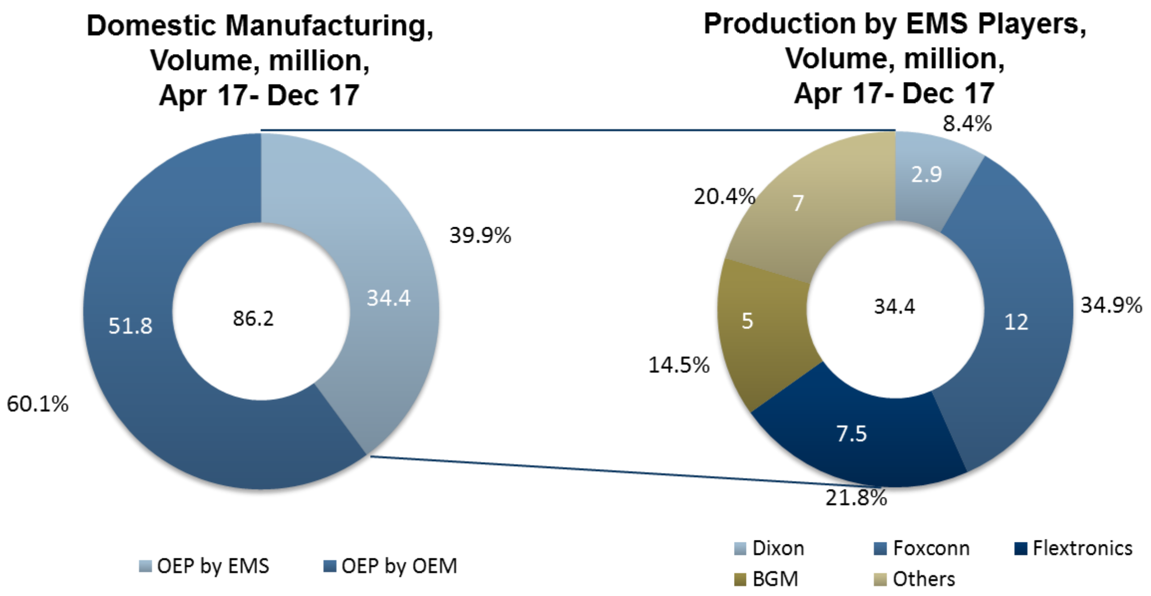
EMS players like Foxconn, Flextronics, and Dixon are investing in the country for mobile handsets manufacturing. The primary focus for all the manufacturers is to retain/ increase their market share and attain desired volumes. Once the desired volumes are achieved, OEMs will expect the EMS companies to invest in SMT level manufacturing, thus enhancing local value addition content.

Tier-II players, currently sourcing from China are exploring investment in domestic manufacturing facilities in the backdrop of rising production costs in China. Many Chinese brands are also exploring India manufacturing investment, thus presenting an opportunity for the local ecosystem to evolve and develop.

Opportunity for EMS Companies

Foxonn undertakes assembly for Xiaomi, Motorola, Gionee, Sony, Oneplus, Oppo, InFocus and Asus. Flextronics is doing the same for Huawei, Lenovo and Motorola whereas Dixon undertakes assembly for Gionee, Karbonn, Intex and Panasonic. Million Club Manufacturing (Million Club) and BGM assemble for Karbonn mobiles. BGM also engages in assembly for Onida, Spice, Celkon Mobiles, HITECH Mobiles, HSL Mobile, Intex, JIVI Mobiles and Lemon Mobiles, while, PG Electroplast Limited (PGEL) offers its EMS services for Lava, Hitech and Salcomp.

Chart 41: OEP data segmented by OEM and EMS production ratio



(*Source: Frost & Sullivan Analysis*)

Flextronics, Dixon, Foxconn, BGM, Million Club and PGEL are the major EMS players in mobile phone manufacturing in India and they stand to gain from the unfolding opportunity. Current manufacturing capacity of Foxconn is 1.4 million per month, Flextronics is 1.3 million per month, Dixon's is 1.0 million per month, Million Club's is 0.8 million per month and BGM's is 2.1 million per month. Total domestic production from Apr 17 to Dec 17 stands at 86.2 million out of which 34.4 million is outsourced to EMS players (*Source: Frost & Sullivan Analysis*).

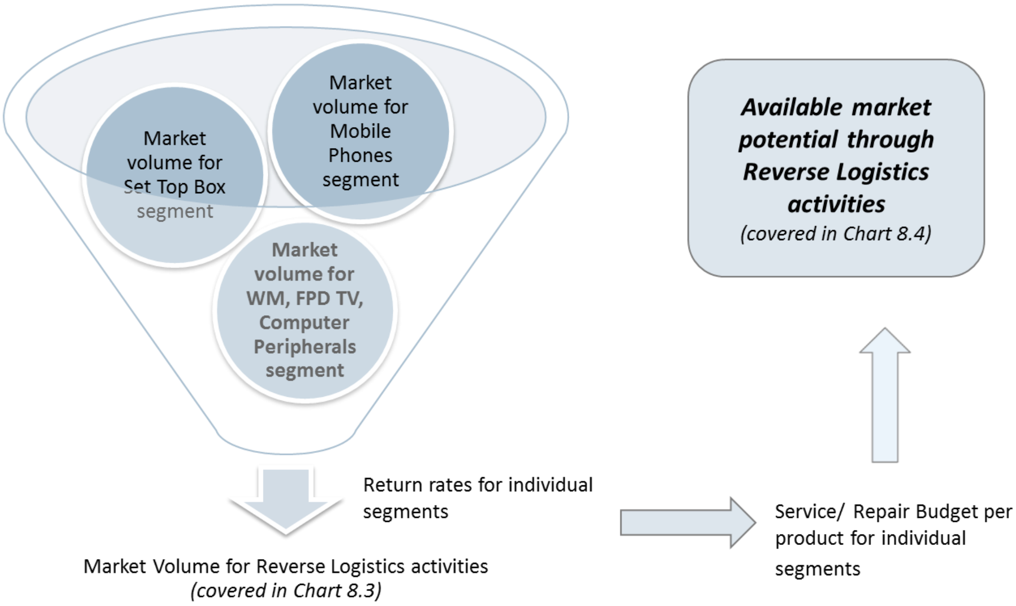
Domestic production of smart phones will rise to 359.9 million and that of feature phones will rise to 221.4 million by FY21. **This translates into a total domestic production volume of 581.3 million. 66.0% of the manufacturing market shall be with EMS players in FY21 and 34.0% will be with OEMs, presenting an opportunity of 383.7 million** (*Source: Frost & Sullivan Analysis*) **in FY21 for the EMS industry.**

REVERSE LOGISTICS

Reverse Logistics is the process of planning, implementing, and controlling the efficient, cost effective flow of finished goods and related information from the point of consumption to the point of origin for the purpose of recapturing value or proper disposal. Reverse logistic is usually not a core competence of the firm. However, it makes more sense for the firm to outsource its reverse logistics functions than manage them in-house. Outsourcing suppliers have become specialists in managing the reverse flow of goods and can achieve scale.

Market Size

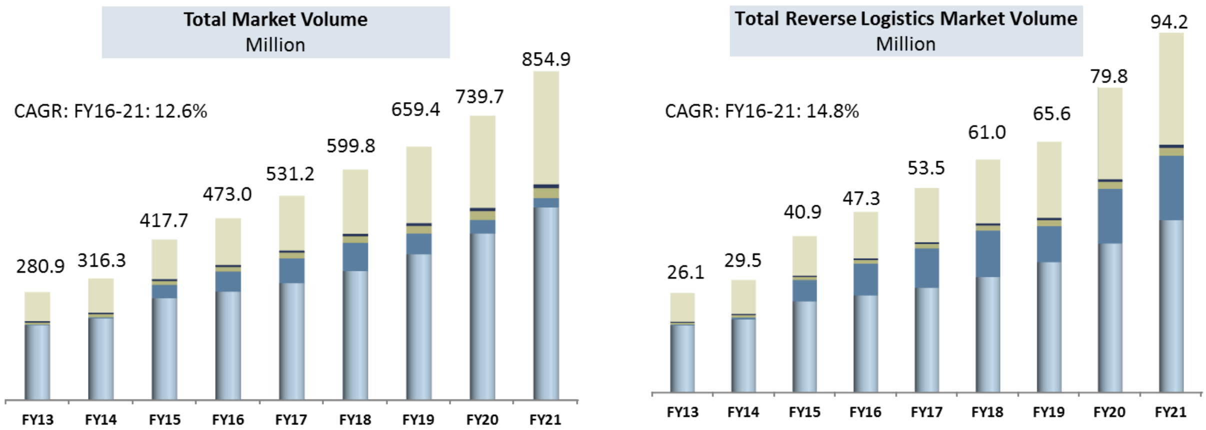
Chart 42: Methodology to arrive at Reverse Logistics Market Potential from Total Product Market



(*Source: Frost & Sullivan Analysis*)

Market volumes of individual product segments are aggregated for the total market volume. After applying the filter of 'average return rates per segment', total market volume for reverse logistics activities is derived. Moreover, each product has an average spend on repair and service activities over its lifecycle. The total volume of goods available for repair/ refurbishment is multiplied by the average spend on repair/service and refurbishment activities to arrive at the total available market potential for reverse logistics.

Chart 43: Reverse Logistics Market Volume derived from Total Market Volume



	FY13	FY14	FY15	FY16	FY17	FY18	FY19	FY20	FY21
Computer Peripherals	75.5	88.8	103.4	121.8	142.3	167.2	199.2	239.8	293.6
WM	3.8	4.1	4.5	5.0	5.7	6.5	7.4	8.5	9.9
FPD TV	5.0	8.0	10.0	12.0	14.5	17.0	19.8	23.1	26.2
Set Top Box	1.6	3.2	34.8	52.1	64.5	73.5	53.8	35.0	24.0
Mobile Phones	195.0	212.2	265.0	282.2	304.2	335.6	379.3	433.3	501.2

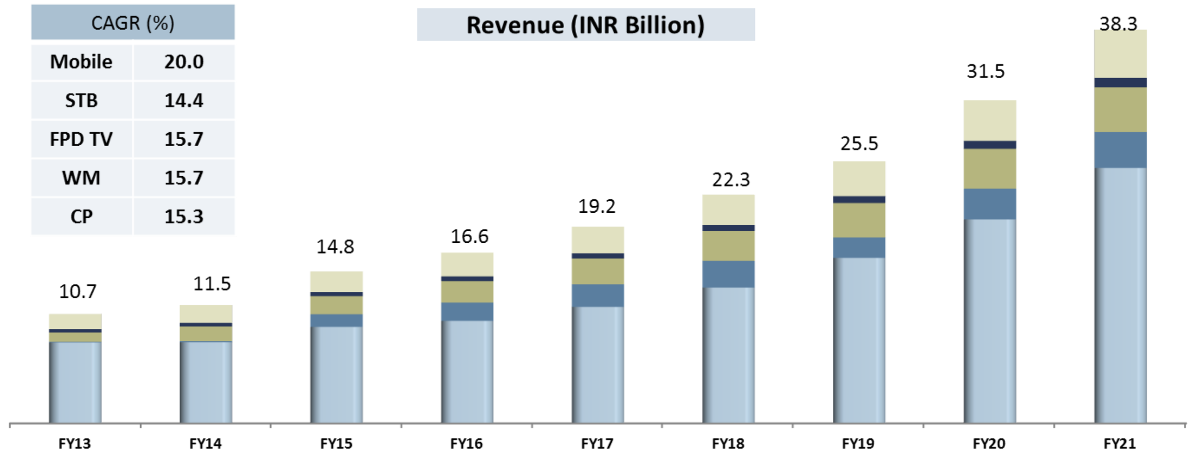
	FY13	FY14	FY15	FY16	FY17	FY18	FY19	FY20	FY21
Computer Peripherals	7.6	8.9	10.3	12.2	14.2	16.7	19.9	24.0	29.4
WM	0.3	0.3	0.4	0.4	0.5	0.5	0.6	0.7	0.8
FPD TV	0.4	0.6	0.8	1.0	1.2	1.4	1.6	1.8	2.1
Set Top Box	0.3	0.5	5.6	8.3	10.3	12.2	9.4	14.3	16.9
Mobile Phones	17.6	19.1	23.9	25.4	27.4	30.2	34.1	39.0	45.1

(*Source: Frost & Sullivan Analysis*)

Reverse Logistics is gaining prominence as OEMs are starting to look at it as an alternate revenue stream. Average return rates of electronics items are: Mobile Phones (9.0%), Set Top Box (16.0%), FPD TV (8.0%), WM (8.0%), and Computer Peripherals (10.0%) (*Source: Frost & Sullivan Analysis*).

Reverse Logistics Market Opportunity: Market Potential

Chart 44: Share of products in the Reverse Logistics Market Potential



	FY13	FY14	FY15	FY16	FY17	FY18	FY19	FY20	FY21
Computer Peripherals	1.5	1.7	2.0	2.3	2.6	3.0	3.4	4.0	4.7
WM	0.3	0.4	0.4	0.4	0.5	0.6	0.7	0.8	0.9
FPD TV	0.9	1.4	1.8	2.1	2.5	2.9	3.4	3.9	4.4
Set Top Box	0.1	0.1	1.2	1.8	2.2	2.6	2.0	3.0	3.5
Mobile Phones	7.9	7.9	9.4	10.0	11.3	13.2	16.1	19.9	24.9

(*Source: Frost & Sullivan Analysis*)

The margins that EMS players can expect from reverse logistics activities amounts to INR 16.6 billion in FY16 (*Source: Frost & Sullivan Analysis*). This makes Reverse Logistics a lucrative value proposition for the EMS/ODM players in the country.

Approximately 300.0 million mobile phones are sold every year and the average return rate is close to 8.0%. Such high return rate manifests into an opportunity for refurbishment market. 24.0 million units (*Source: Frost & Sullivan Analysis*) of mobile phones come back for repair/ refurbishment every year. An average margin of INR 300.0 is available for EMS player dealing in refurbishment of a mobile phone while for repair, this amount is lower at INR 200.0 (*Source: Dixon inputs*).

India is a large market for set-top boxes (STB). In addition to a thriving direct-to-home satellite business, the country is nearing the end of the digitization of its cable TV system—an effort which saw a massive upgrade of cable STBs across the country. Approximately 52.0 million set top box units were sold in the country in the FY16. The lifecycle of STB is between 4 and 5 years and hence the repair/refurbish activities will continue to thrive in this segment. Return/refurbish ratio in set top boxes is close to 16.0% in FY16 which makes it a very high volume segment for reverse logistics activities.

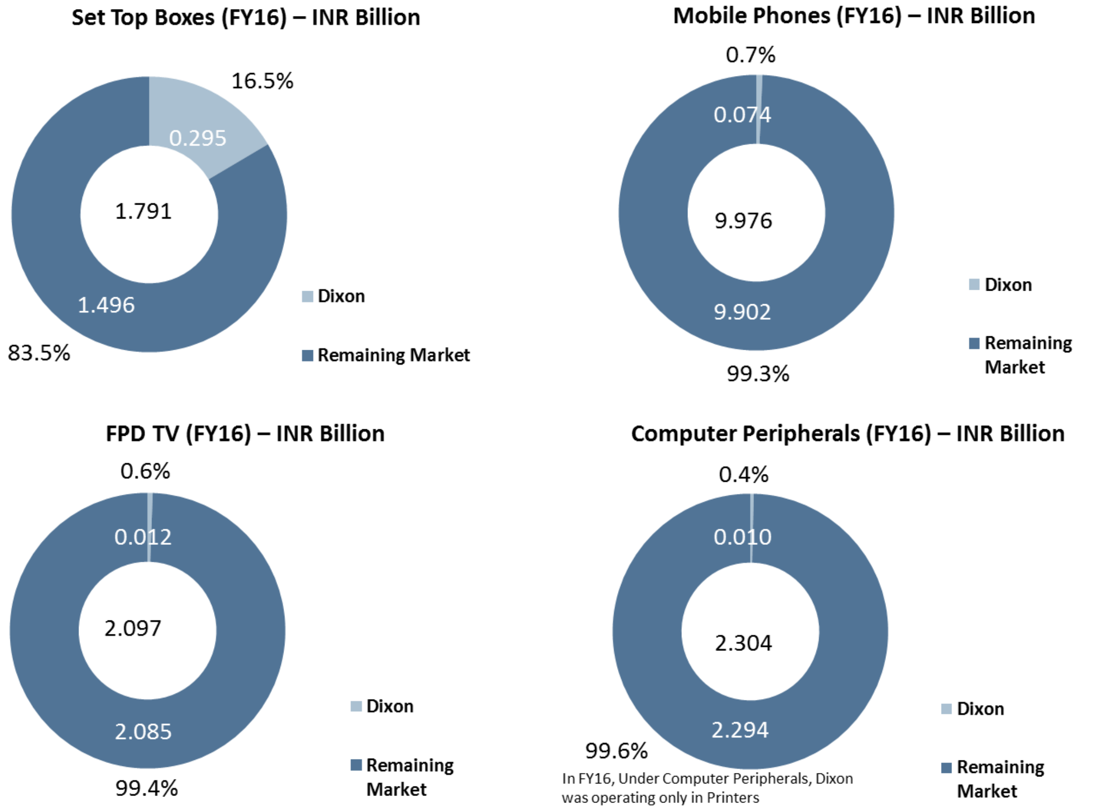
In FY 16, close to 12.0 million units of FPD TVs accounting for INR 374.4 Billion were sold (*Source: Frost & Sullivan Analysis*). Frequent usage and in some cases, ignorance of operating the unit, makes televisions vulnerable to defects. In some cases, improper installation and risks associated with carrying the product are also reasons for Defect-on-Arrival issues. The return ratio in FPD TVs is 8.0%.

Both the segments of washing machines market - semi automatic and fully automatic, are growing at an impressive rate (cumulative CAGR of 9.5%). The frequent usage practices make washing machines vulnerable to wear and tear and breakdown.

With rapid innovations, the rate of obsolescence in computer peripherals is high. This has proved to be advantageous as it keeps the demand stable. Also, the dynamism in product design and models is a driver for refurbishment as users tend to upgrade.

Dixon's Share in Total Reverse Logistics Market Potential in India

Chart 45: Dixon's Share in the Total Reverse Logistics Market



(*Source: Dixon, Frost & Sullivan Analysis*)

In FY16, Dixon had a revenue of INR 0.39 billion from Reverse Logistics business. It serves an impressive 16.5% of the total market potential in STB segment.

Importance of Reverse Logistics in e-commerce

E-commerce platform is fast capturing the imagination of customers and is becoming popular among a large section of customers. With many e-commerce players competing for the share of the pie, key to winning online customer's loyalty is the level and quality of customer support. Very high percentage of online buyers say that return policies influence their decision to shop with an e-retailer. Attributes that online buyers consider important are: option of products to be returned by mail, the ability to exchange a product for another item, cash back and window of return.

The returns on e-Commerce channel are typically categorized under:

- Immediate Returns – Unboxed: where the product is returned to the manufacturer without being used.
- Immediate Returns – Opened: Products with minor damages caused during shipment.
- Short Period Returns: Products that were used but returned within the return period window due to 'customer remorse'.

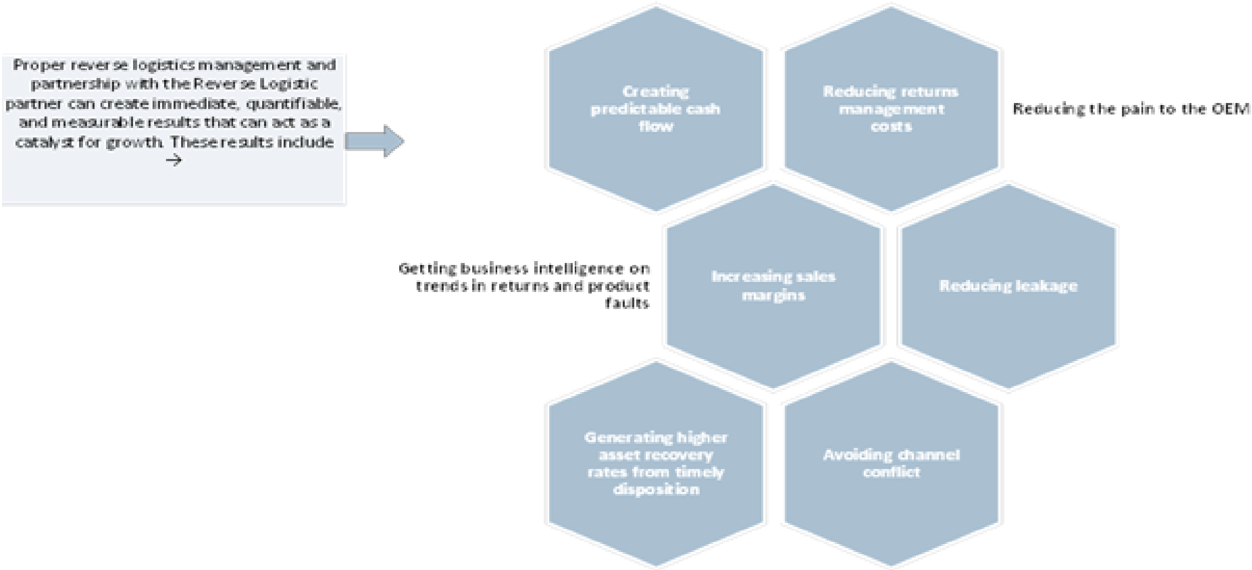
The overall return rate for all products in the e-Commerce is in the range of 15.0 to 20.0% and on an average INR 1.2 trillion of all the products are returned annually (*Source: Frost & Sullivan Analysis*).

The refurbished and unboxed category has a very large potential, especially in a price sensitive market like India because the discounts offered are in the range of 20.0% to 30.0% and products are as good as new. Selling refurbished products is beneficial for both OEMs and e-retailers. On one hand it helps OEMs clear up the inventory faster, on the other, it enables e-Commerce players offer more choices at lower costs.

Reliance of OEMs on 3rd Party Service Providers

The lack of control over the reverse logistics process leads to high cost, inferior customer service, reduced asset recovery, low profitability, decreased competitiveness, and loss of shareholder value. Since reverse logistics is not the core competence of most OEMs, they outsource this completely (from customer support to sale of the refurbished product) to 3rd party service providers. On the other hand, other OEMs handle the returns themselves and ship the returned products for repair/refurbishment to their Reverse Logistics partners. The products that are not fit for repair or refurbishment are returned to the OEM while those repaired/ refurbished products are channelled to the sales.

Chart 46: Benefits to OEM through Reverse Logistics Outsourcing



(*Source: Frost & Sullivan Analysis*)

Reverse Logistics Players in Indian Market

Most players are operating in Tier-I cities with less presence in Tier-II and negligible presence in Tier-III and below. Other than Dixon, major players are Greendust Reverse Logistics Company Private Limited (Greendust), Flextronics, R-Logic, iQor, Aforeserve.com Limited (Aforeserve), InTarvo Technologies Limited (InTarvo), Smartlink Network Systems Limted (Smartlink), Brightpoint India Private Limited (Brightpoint), Hongkong Excellence Technology (India) Private Limited and Reboot Systems Private Limited (Reboot).

End-to-end service providers stand to benefit as OEMs prefer to outsource all activities to a reliable partner. **Given the nascent state of reverse logistics, there is a large opportunity waiting to be tapped. The early movers will enjoy the advantage in terms of market penetration.**

CONCLUSION

Distinct advantages of faster product development, design support, manufacturing and in some instances, reverse logistics is driving OEMs closer to EMS companies. Select products like Semi-Automatic washing machines is absent from the global product range of leading OEMs, pushing them to partner with companies like Dixon to fill in the gaps. Availability of technology and manufacturing prowess has catapulted few EMS companies like Dixon to elevate themselves to ODM activities.

As different types of LED lighting witness high rates of growth, OEMs are banking on EMS companies to deliver these products. The decline in prices too has acted as a factor in identifying EMS companies is route to achieve competitiveness. In the long run, EMS companies may play the role of ODM and let OEMs focus on distribution and higher value products. Moreover, the impending tightening of product and even component imports is likely to act as the booster high volume manufacturing of LED lamps and luminaires.

The proliferation of mobile brands and the need to counter competition has virtually all the top brands to assemble their units in India. The biggest driver to achieve cost competitiveness was the 12.5% CVD imposed on imported mobile phone units. The establishment of the assembly units has witnessed the EMS companies in the forefront, representing the leading brands and their investment plans. The volume driven manufacturing and the inescapable need to possess a robust supply chain can only be offered by EMS companies. These companies are also enhancing their capabilities to add more value to the current assembly activities, thus increasing the confidence of OEMs. It is anticipated that with high maturity levels in the long term, EMS companies will possess ODM capabilities for feature phones.

An established supply chain for these products, multiple clients and flexibility position EMS/ ODM companies as the indispensable element of the new dynamics. The push from the government towards greater electronics manufacturing has EMS/ ODM companies as the key enabling player in its planned success.

Reverse logistics is a necessary evil for OEMs who have to meet this challenge with limited resources at their disposal. EMS companies with the capability to undertake reverse logistics become the vital tool to act as the extended arm for greater customer satisfaction. Though reverse logistics is a relatively localized activity for many such service providers, with passage of time, they will be able to emerge as pan-India players with multiple brands and multiple products under their belt.

The size of the Tier II industry is expected to witness a faster growth and this segment will be high reliant on the services of ODM services. The Tier I companies today primarily solicit EMS but the evolution of this industry can drive higher possibility of ODM services too. New market entrants find EMS/ ODM option difficult to resist, in order to deepen their presence in the shortest possible time frame. The future appears bright for the EMS/ ODM industry in India as the partnership between OEMs and their manufacturers move from a transactional to a strategic one.

OUR BUSINESS

Some of the information contained in the following discussion, including information with respect to our plans and strategies, contain forward-looking statements that involve risks and uncertainties. You should read the section titled "Forward-Looking Statements" on page 16 for a discussion of the risks and uncertainties related to those statements and also the sections titled "Risk Factors" on page 18, "Financial Statements" on page 237 and "Management's Discussion and Analysis of Financial Condition and Results of Operations" on page 335 for a discussion on 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 financial year ends on March 31 of each year, so all references to a particular financial year/ Fiscal are to the twelve-month period ended March 31 of that year.

We are the largest home grown design-focused and solutions company engaged in manufacturing products in the consumer durables, lighting and mobile phones markets in India (*Source: Frost & Sullivan Report*). Our diversified product portfolio includes (i) consumer electronics like LED TVs; (ii) home appliances like washing machines; (iii) lighting products like LED bulbs and tubelights, downlighters and CFL bulbs; and (iv) mobile phones. We also provide solutions in reverse logistics i.e. repair and refurbishment services of set top boxes, mobile phones and LED TV panels. As per the Frost & Sullivan Report, we are the leading manufacturer of lighting products of CFL, LED bulbs, LED TVs and semi-automatic washing machines in India. Our key customers include Panasonic India Private Limited, Philips Lighting India Limited, Haier Appliance (I) Pvt. Ltd., Gionee, Surya Roshni Limited, Reliance Retail Limited, Intex Technologies (I) Ltd., Mitashi Edutainment Pvt. Ltd., Dish Infra Services Private Limited.

We are a fully integrated end-to-end product and solution suite to original equipment manufacturers ("**OEM**s") ranging from global sourcing, manufacturing, quality testing and packaging to logistics. We are also a leading Original Design Manufacturer ("**ODM**") of lighting products, LED TVs and semi-automatic washing machines in India (*Source: Frost & Sullivan Report*). As an ODM, we develop and design products in-house at our R&D centre. We manufacture and supply these products to well-known companies in India who in turn distribute these products under their own brands.

Our Company was incorporated in 1993 and, in 1994, we commenced manufacture of consumer electronics such as colour televisions. In 2007 we commenced manufacturing of LCD TVs and subsequently progressed into manufacturing of LED TVs in 2010. We entered the lighting products segment in 2008 with the manufacturing of CFL products and gradually increased our product portfolio to LED products in 2016. In 2010, we started manufacturing semi-automatic washing machines. We also started providing reverse logistics services in 2008. The most recent segment that we have entered into is the manufacturing of mobile phones through a JV. We believe that we have continuously diversified our product portfolio to keep pace with changing consumer trends and development in technology.

The table below sets out our sales volume across our key product portfolio for the period indicated:

S. No.	Product/Vertical	Installed capacity p.a. (in units)[1]	Sales for the nine-month period ended December 31, 2016 (in units)
1.	**Consumer Electronics**		
	LED TVs	1,200,000	613,880
2.	**Lighting products**	**260,400,000**	**66,983,248**
	LED bulbs	126,000,000	28,301,109
	Downlighters	1,200,000	326,092
	Tubelights and battens	3,600,000	69,775
	LED drivers	6,000,000	1,862,505
	CFL lamps	48,000,000	17,789,048
	Electronic ballasts	15,600,000	9,171,736
	Others (CFL PCB, Deco lamp)	60,000,000	9,462,983
3.	**Home Appliances**		
	Washing machines	550,000	295,059
4.	**Mobile phones**	10,080,000	2,931,961
5.	**Reverse logistics**	**3,660,000**	1,000,165
	Set top boxes	2,400,000	955,890
	Mobile phones	1,200,000	42,299
	LED TV panels	60,000	1,976

(1) *Calculated as on December 31, 2016*

In line with our focus to provide end to end product solutions, we have backward integrated our major manufacturing processes by developing in-house capabilities in plastic moulding products, sheet metal products, wound components and LED panel assembly. We believe that this improves our cost efficiency, reduces dependency on third party suppliers and gives better control on production time and quality of critical components used in the manufacturing of products.

Our in-house R&D centre, apart from undertaking electronics hardware designing, system architecture, mechanical design, component engineering and optics design, also assists our customers in cost reduction through product engineering. This enables us to address consumer requirements across geographies, introduce new and unique products in the market and enhance existing products with emerging technologies. As on March 31, 2017, our R&D team consisted of 19 employees, including electrical engineers. We have recently applied to the Department of Scientific and Industrial Research for recognition of our R&D centre and are currently awaiting approval of the same. Our revenue from ODM contributed to 14.24%, 14.72%, 26.88% and 20.00% of our revenue from operations (net) in Fiscals 2014, 2015 and 2016 and the nine-month period ending December 31, 2016.

We have six state-of-the-art manufacturing facilities which are strategically located in the states of Uttar Pradesh and Uttarakhand meeting the quality requirements of our customers, including global brands. Out of our six manufacturing facilities, three are located in Noida in the state of Uttar Pradesh and manufacture CFL as well as LED lamps and drivers and mobile phones, while the other three are located at Dehradun in the state of Uttarakhand and manufacture CFL as well as LED lamps and drivers, electronic ballasts, LED TVs and washing machines. Our backward integration process like plastic moulding, sheet metal, wound components and LED panel assembly are carried out at the manufacturing facilities in Dehradun. Most of our manufacturing facilities have been accredited with quality management systems and environmental management systems certificates for compliance with ISO 9001-2008, ISO 14001-2004 and 14001:2015 requirements respectively. Further, few of our products are also certified to be compliant with quality standards issued by the Bureau of Indian Standards. For further details, refer to the sub-section titled "*Our Business – Our Manufacturing Facilities*" on page 186. We are in the process of setting up a new manufacturing facility in Tirupati, Andhra Pradesh.

Our reverse logistics services are carried out from Noida III Facility and 17 other service centres located across India.

Our Promoter and Executive Chairman, Sunil Vachani has been awarded the 'Man of Electronics' award by CEAMA in the 2015, the "Outstanding Citizen Award 2012" by the Sindhi Chamber of Commerce and one of the "Top 100 people influencing EMS" in 2012 by ventureoutsource.com. He has held positions like chairman of the Electronics and Computer Software Export Promotion Council of India and Co-Chair of the CII ICTE Committee and is currently the vice president of CEAMA. Atul B. Lall, our Managing Director, has been associated with our Company since inception and has more than 25 years' experience in the EMS industry. He has served as a member of the Technical Evaluation Committee for Electronic Manufacturing Services under M-SIPS (Electronic Manufacturing Services-EMS) constituted by the DeitY. For further details, refer to the section titled *"Our Management"* on page 210.

In 2008, IBEF I and IBEF, whose investments are advised and managed by MOPE Investment Advisors Private Limited, subsidiary of Motilal Oswal Financial Services Limited, invested in our Company. IBEF I and IBEF currently hold 19.54% and 10.52% of the pre-Offer Equity Share capital of our Company, respectively. For further information, see the sections titled "*History and Corporate Structure*" and "*Capital Structure*" on pages 203 and 91 respectively.

As on March 31, 2017, we had 629 permanent employees and also employed around 4,030 contract labour at our manufacturing facilities. Our revenue from operations (net), EBITDA and profit after tax, as restated, on a consolidated basis, for the periods indicated are provided in the table below-

Particulars	**For the periods ended March 31**				**For the nine-month period ended December 31, 2016**
	2013	**2014**	**2015**	**2016**	
Revenue from operations (net) (₹ in million)	7,669.24	10,937.19	12,013.39	13,894.17	18,444.50
EBITDA (₹ in million)	212.39	293.62	339.92	605.30	725.61
EBITDA (%)	2.77	2.68	2.83	4.36	3.93

Particulars	For the periods ended March 31				For the nine-month period ended December 31, 2016
	2013	2014	2015	2016	
Profit after tax (₹ in million)	49.80	135.90	118.56	426.53	401.65
Profit after tax (%)	0.65	1.24	0.99	3.07	2.18

Our revenue from operations (net), profit after tax and EBITDA, as restated, on a consolidated basis, grew at a CAGR of 34.60%, 192.65% and 68.82%, respectively from Fiscal 2013 to Fiscal 2016.

The following table sets out the vertical-wise revenue proportion and revenue attributable to the top customer in each vertical, during the periods indicated:

Nine months ended December 31, 2016					
S. No.	Verticals	Revenue (₹ in million)	Percentage of revenue from operations (%)	Revenue from top customer (₹ in million)	Percentage of vertical revenue (%)
1.	Consumer electronics	6,710.53	36.38	4,327.11	64.48
2.	Lighting products	3,625.92	19.66	3,265.24	90.05
3.	Home appliances	1,459.04	7.91	326.23	22.36
4.	Mobile phones	6,196.37	33.59	3,072.46	49.58
5.	Reverse logistics	452.63	2.45	304.08	67.18

Year ended March 31, 2016					
S. No.	Verticals	Revenue (₹ in million)	Percentage of revenue from operations (%)	Revenue from top customer (₹ in million)	Percentage of vertical revenue (%)
1.	Consumer electronics	7,701.20	55.43	4,530.32	58.83
2.	Lighting products	4,295.05	30.91	3,065.54	71.37
3.	Home appliances	1,306.45	9.40	221.96	16.99
4.	Mobile phones	200.09	1.44	137.33	68.63
5.	Reverse logistics	391.38	2.82	277.93	71.01

Competitive Strengths

We believe that our success to date and our potential for future growth are attributed to a combination of our competitive strengths set out as follows:

Leading market position in key verticals

We are a leading player in most verticals we operate in. According to the Frost & Sullivan report, we enjoyed market leadership in manufacturing of FPD TVs, washing machines, LED and CFL lights in India in Fiscal 2016.

The table below setting out our share of the total production by EMS/ODM players in India, demonstrates our leading position across our key product portfolio in Fiscal 2016:

S. No.	Product	Our production (in units)	Production by EMS/ODM players in India (in units)*	Market share*
1.	FPD TVs	0.6 million	1.2 million	50.4 %
2.	Washing machines	0.3 million	0.6 million	42.6%
3.	LED and CFL lights	88.4 million	227.0 million	38.9%

**Source: Frost & Sullivan Report. For further details, refer to the section titled "Industry Overview" on pages 139, 144 and 153.*

We believe that our experience in manufacturing, successful backward integration and design capabilities, strong relationships with our global suppliers and anchor customers has resulted in us achieving leading position in our key verticals. We believe our leading position helps us in buying critical components at competitive prices, achieve operational efficiencies, helps us in continuing to expand our customer base and further strengthens our relationship with anchor customers. It further enhances our ability to diversify into related products and enter new geographies.

Strong relationships with a diverse top-tier customer base

We have established and will continue to focus on strengthening our long-standing relationships with well-known customers across product verticals. We view these customers as our partners and seek to provide them with quality end-to-end product solutions. We believe that our customers are long term reputed players in the industry. Our relationships with them have enabled us to continuously develop, diversify and improve our product portfolio, plan our production in anticipation of demand from retail customers and ensure continuous focus on quality. Such long term business relationships stem from our commitment to quality products and timely delivery of customers' orders under tight delivery schedules and short production lead time.

Our major customers are well respected players in one or more product categories offered by us and include:

- *Global brands*: Panasonic India Private Limited, Philips Lighting India Limited, Haier Appliance (I) Pvt. Ltd., Gionee
- *National brands:* Intex Technologies (I) Ltd., Surya Roshni Limited
- *Domestic retail private labels*: Reliance Retail Limited, Vijay Sales
- *Regional brands in Tier I and Tier II cities*: Mitashi Edutainment Pvt. Ltd., Abaj Electronics Pvt. Ltd.

The following table summarizes the duration of the relationship between us and the top five customers for the nine-month period ended December 31, 2016:

S. No.	Top five customers	Products purchased	Percentage of total revenue attributable to such customer (in %)	Duration of relationship with the Company, not less than
1.	Panasonic India Private Limited*	Consumer electronics / home appliances / mobile phones	41.89	4 years
2.	Philips Lighting India Limited	Lighting	17.70	8 years (includes the supplies made to Philips India Limited)
3.	Gionee**	Mobile phones	14.30	1 year
4.	Intex Technologies (I) Ltd.	Consumer electronics/ home appliances/ reverse logistics	4.60	2 years
5.	Reliance Retail Limited	Consumer electronics / reverse logistics	3.83	1 year

**Out of 41.89%, 23.46% is attributable to consumer electronics, 1.77% is attributable to home appliances and 16.66% is attributable to sale of Panasonic branded mobile phones to Jaina Marketing and Associates, supplier of Panasonic India Private Limited*
***refers to sales made to distributors of RStar Limited*

Over the years, while maintaining and strengthening our relationships with our existing customers, we have successfully expanded and diversified our customer mix. In addition to targeting global players, we also cater to various leading local players across product verticals. We believe that by broadening our customer portfolio, we are able to reduce our reliance on just a few customers for our revenue streams.

Our strong relationships with top-tier brands extend across multiple products that allow for further diversification of our revenue streams. For example, the first order received by us from Panasonic India Private Limited was for manufacturing of LED TVs, however, over the years we have leveraged our relationship and diversified into manufacturing washing machines and mobile phones (through their supplier) for them.

Our global customers typically implement stringent approval processes and quality audits checks in the selection of their suppliers, and our ability to be a key supplier and establish long term relationships with many of our customers demonstrates our ability to maintain customer stickiness and strong delivery capabilities.

We believe, our strong customer base has not only been instrumental in our success to date, but also will be a strong driver of our future growth and help expand our market share, develop new products and enter newer markets. Our ability to maintain and grow these customer relationships stems from our history of continuously creating value for our customers. This is demonstrated by the fact that we have received awards, such as the 'Development Excellence Award (semi-automatic washing machine)' from Panasonic India Private Limited in 2016.

Experienced Promoter and seasoned management team

Our Promoter and Executive Chairman, Sunil Vachani, and Managing Director, Atul B. Lall, have been associated with our Company since our inception. Sunil Vachani has more than two decades of experience in the EMS industry has been awarded the 'Man of Electronics' by CEAMA in the past. He has held positions like chairman of the Electronics and Computer Software Export Promotion Council of India and Co-Chair of the CII ICTE Committee, He is currently the vice president of CEAMA. Our Managing Director, Atul B. Lall, has been employed with our Company since our inception and has more than 25 years' experience in the EMS industry. He has served as a member of the Technical Evaluation Committee for Electronic Manufacturing Services under M-SIPS (Electronic Manufacturing Services-EMS) constituted by the DeitY and served as a representative of ELCINA on the Committee for Reliability of Electronic and Electrical Components and Equipment (LITD. 02) of the BIS.

Additionally, our senior management also possesses extensive industry and management experience which we believe has given us a specialized understanding of the complexities involved in the electronic manufacturing services industry in India and its processes. We believe that our business growth is attributable to our strong management culture fostered by an entrepreneurial spirit, each product vertical being managed by experienced and hands-on vertical heads having in-depth knowledge of our industry. Our ability to retain talented pool of employees is backed by issuance of ESOPs from time to time. Our experienced management team has successfully led our operations, increased our capacity, revenues and profits since our inception and is passionate and dedicated to our business and innovation.

Our Key Managerial Personnel has an average experience of over 20 years, comprises of experienced professionals with extensive experience in their domains, helping us develop new products through in-house R&D capabilities, thereby quickly adapting to changing client requirements across varying product mix. We have a track record of establishing and growing new lines of product segments in the past, such as lighting products (since 2008), washing machines (since 2010), and mobile phones (since 2016).

We believe that our highly experienced and dedicated management team enable us to capture market opportunities, formulate and execute business strategies, manage client expectations as well as proactively manage changes in market conditions.

End to end solutions provider with dedicated research and development capabilities

Since inception, we have expanded our product portfolio, customer base and gained technological expertise in designing and manufacturing of consumer durable and lighting products. We place a high emphasis on integrating our services to continue to serve as an end-to-end product solutions provider and maintain an edge over our competitors. We believe that our dedication to design, manufacturing and our service infrastructure ensure customer satisfaction, foster customer loyalty and generate repeat business. Our capabilities which enable us to provide end-to-end solutions are:

Research and development

Leveraging on the experience and knowledge derived from manufacturing consumer durable products, our Company has set-up an R&D centre focusing on the research and development of electronics hardware designing, system architecture, mechanical design, component engineering and optics design and provide design enhancement and verification to our customers. As at March 31, 2017, our R&D team consists of 19 employees including electrical engineers. Our R&D centre located at Noida has access to latest equipment such as photometric system for light source and colour analysers. The R&D team has the capabilities to verify and develop conceptual designs received from customers and convert such designs into deliverable products by improving the designs, recommending suitable raw materials and testing of trial products. The R&D team also aims to provide solutions to improve manufacturing efficiency on the existing products, reduce production costs and also assists our customers in designing consumer durable and lighting products by providing design and engineering support.

We have received awards, such as the 'Development Excellence Award (semi-automatic washing machine)' from Panasonic India Private Limited in 2016.

Global sourcing

With an increase in the scale of our operations over the years, we have access to and have established continuous relationships with domestic and international suppliers and gained expertise in global procurement of components which meet strict quality standards and adhere to the time schedules laid down by our customers, on competitive rates. The benefits of placing large orders with our suppliers allows us to source at competitive prices thereby improving our margins and ability to win further business.

Backward integration

We have gradually backward integrated our services by setting up in-house manufacturing of plastic moulding for lighting products, LED TVs and washing machines; wound components for lighting products and back light unit clean room for LED TVs. Backward integration provides us the benefit of greater control on the manufacturing process, quality and the corresponding benefits of cost efficiencies thereby improving our margins. As a result, we are able to fulfil our customers' diverse needs in a timely manner and enhance our ability to offer cost-competitive 'one-stop-shop' solutions.

Reverse Logistics

As a step towards further enhancing our integrated services, we started the reverse logistics vertical which currently includes repair and refurbishment services for STBs, LED panels and mobile phones. These services are provided by trained team members at the Noida III Facility with support from 17 service centres spread across different states in India who are assisted by our R&D team. Our ability to design and manufacture products like LED TVs and mobile phones gives us an edge for repairs and refurbishments of the same and similar products.

Flexible and cost-effective manufacturing capabilities

We have a proven track record of serving product requirements of our customers and we continue to pursue greater efficiencies of cost, time, quality and scale in our manufacturing processes. We maintain the flexibility of our manufacturing facilities by measures such as multiple-function training and standardization of equipment. For example, our Dehradun I Facility is equipped with surface mounting technology lines which has an annual production capacity of 144,750,000 units, as on December 31, 2016. The surface mounting technology lines can be used to manufacture LED TVs, CFL and LED products thus providing us flexibility to manufacture diverse products with standardized equipment.

Due to the large scale of our operations, extensive experience in manufacturing, backward integrated manufacturing facilities, global sourcing and processes and availability of skilled and unskilled manpower at our manufacturing facilities, we are able to offer cost effective solutions to our customers while maintaining our margins. For instance, in August 2015 we received an order of 15 million LED lamps from our key customer Philips Lighting India Limited, who had been awarded contracts for manufacture and supply of LED lamps by a Government entity.

Because of our cost-effective solutions, we are able to offer prices which are competitive to similar products imported from China in some of our product verticals. For details on India's cost competitiveness against China, refer to the section titled "*Industry Overview*" on page 131.

We attribute our ability to deliver quality products because of our control on manufacturing processes, robust engineering and quality assurance systems. The quality control team is tasked with thorough pre-manufacturing checks and balances. This prevents or, where necessary, uncovers defects which ensures that time and resources are not wasted in the production of defective products. Most of our manufacturing facilities are ISO 9001: 2008 and ISO 14001: 2004 certified in accordance with international quality standards.

Strong Financial Performance and stable cash flows

We have a track record of sustained growth in revenue and profitability. For the last four fiscals ended March 31, 2016, we achieved a CAGR of 34.60% in revenue from operations (net) and 68.82% in EBITDA.

Further, as on December 31, 2016, our long term borrowings to equity ratio was 0.08. During the nine-month period ended December 31, 2016 and fiscals 2016, 2015, 2014 and 2013, we reported RoCE of 38.44%, 27.95%, 15.96%, 14.72% and 9.92%, respectively. We believe that our robust financial position illustrates not only the growth of our operations over the years, but also the effectiveness of allocation of our capital and strong working capital management across our business. Among other things, our strong financial position has enabled us to increase our production capacities and diversify into newer products and services through internal accruals without increasing our external borrowings.

Our financial stability and positive cash flow from operations enable us to meet the present and future requirement of our customers. Our strong balance sheet gives our customers the confidence that we will be able to support them in terms of both capabilities and capacities. This also helps strengthen trust and engagement with our customers, thereby increasing customer stickiness.

Our Strategies

We intend to build on our existing strengths of product design, manufacturing and service to enhance our position as the ODM provider of choice for top-tier brands. Most of the below strategies have helped us in the past 2-3 years to improve our return ratios. Key elements of our business strategy are described below:

Continue to focus on ODM model

While OEM sales continue to be a major source of our revenue, we plan to gradually expand our share of the ODM model of manufacturing. As an ODM, we control the entire manufacturing cycle of a product from the initial stage of designing and are responsible for all the aspects of manufacturing, including planning and sourcing of raw materials and components. Under ODM, we sell our products to companies who in turn distribute these products under their own brand to end users, however, warranties with respect to defects in raw materials and workmanship affecting normal use of products are provided by us. The ODM model of business requires additional investment in R&D as well as working capital but provides higher margins as compared to the OEM model.

We have in the past three years expanded our presence as an ODM in home appliances, lighting products and consumer electronics verticals. The contribution of ODM sales, by vertical, to our revenue from such vertical for the periods indicated is as below-

S. No.	Vertical	% of revenue from vertical in the period ending			
		December 31, 2016	March 31, 2016	March 31, 2015	March 31, 2014
1.	Home appliances	100.00	100.00	100.00	100.00
2.	Lighting products	39.15	40.21	12.44	3.52
3.	Consumer electronics	12.08	9.10	4.22	8.60

Our strategy to move towards the ODM model is to service all major customer requirements across the industry and product verticals. This also helps us in improving our overall profitability as we are able to control all aspects of the manufacturing cycle. Gradually, we believe there is a trend in certain product verticals wherein regional and private labels have been gaining market share and the ODM model allows us to service this market as well.

Continue to strengthen our existing product portfolio and diversify into products with attractive growth and profitability prospects

Currently, our product offerings include consumer electronics, home appliances, lighting products and mobile phones, which accounted for 36.38%, 7.91%, 19.66% and 33.59%, respectively, of our revenue from operations (net) in the nine-month period ended December 31, 2016, and 55.43%, 9.40%, 30.91% and 1.44%, respectively, of our revenue from operations (net) in Fiscal 2016. We plan to continue to increase offerings in our current product verticals as well as diversify into new verticals by tapping into segments which in the view of our management have attractive growth prospects and higher return ratios where we have distinctive competence and compelling value propositions.

In the last six years, we have entered into the LED lighting products, washing machines, mobile phones and the reverse logistics verticals. We expect to gain additional opportunities in the home appliances and lighting product segments. For eg., we currently manufacture semi-automatic washing machines and intend to leverage our existing capabilities to enter the fully automatic washing machine segment. As per the Frost & Sullivan report, the narrowing price difference between semi-automatic and low end models of top load washing machines is driving the adoption of top load fully automatic washing machines. Similarly, we had in the recent past expanded our product portfolio in the lighting segment by adding LED bulbs, T-LEDs, downlighters and battens. We may also explore export opportunities with our existing customers or establish relationships with new customers as and when the opportunity arises. We have in the past exported CFL bulbs and LED bulbs to Thailand, Egypt, France, UK, Poland, Tanzania and Kenya and continue to export CFL and LED bulbs.

We also plan to continue to enter into joint ventures to initiate diversification into new product segments. For example, in 2015, we had entered into a joint venture for manufacture of mobile phones in India. In 2017 we entered into a joint venture agreement with a company for manufacture of security systems including CCTVs and digital video recorders (DVRs).

Development of our service offerings

We commenced the reverse logistics vertical in the year 2008 with a view to complement our portfolio offering and provide end-to-end solutions in the industry we operate. The reverse logistics vertical is an extension of our existing skill set of manufacturing electronics and we have been able to acquire new customers in this vertical as well as expand the scope of our offerings to the existing customers.

We currently offer repair and refurbishment services for STBs and repair of mobile phones, LCD and LED TVs, LED panels, home theatres, printers etc. With a focus on increasing our expertise as an end-to-end solutions provider, we plan to further expand our reverse logistics portfolio with support of our R&D team. For example, we have acquired technology for repair of LED panels of TVs and mobile phones. As an extension of our value added services in the reverse logistics vertical, we have also recently started spare parts management for a mobile phone brand.

We believe that the reverse logistics vertical provides high return on capital employed and has a high potential for growth. As per the Frost & Sullivan Report, average return rates in reverse logistics of electronics items are: mobile phones (9%), set top box (16%), FPD TV (8%), washing machines (8%), and computer peripherals (10%). For details of growth potential in the reverse logistics vertical, refer to the section titled "*Industry Overview*" on page 164.

Currently we focus only on B2B reverse logistics and do not have consumer facing service centres which is in line with our strategy of building relationships with brand owners and OEMs.

Expand existing relationships with customers into other product verticals

We plan to continue to focus on customers with whom we have long-standing relationships in order to develop and supply more sophisticated, higher margin products. For example, we started manufacturing TVs for Panasonic India Private Limited and are now also manufacturing washing machines and mobile phones (through their supplier) for them. Similarly, we started manufacturing colour televisions for Philips India Limited in 2007 and over the years have expanded our offerings with DVD players, home theatres and currently manufacturing lighting products both as an OEM and ODM. Our experienced R&D team enables us to bring innovations to our existing customers that translate into new opportunities. Our R&D team has the ability to add new features to existing products and develop new product lines and customized software. For example, we have added a waterfall mechanism and magic filter in the washing machines manufactured by us.

Expansion of industrial footprint into new geographies

We seek to expand our geographical footprint by enhancing current manufacturing capacities and setting up of new manufacturing facilities, especially in South India. We are in the process of setting up a new manufacturing facility in Tirupati, Andhra Pradesh. The Tirupati Facility is being set up pursuant to an order passed by the Government of Andhra Pradesh whereby our Company has been granted certain subsidies in relation to, *inter alia*, the land rentals, capital subsidies like water and electricity as well as certain tax exemptions for a defined period. We also seek to further enhance our manufacturing capacity across our product verticals as well as set up infrastructure for manufacturing of CCTVs and DVRs, through our joint venture, ADTPL, at the Tirupati Facility. This would further help us in strengthening our relationships with our existing customers and gaining new customers as we would be able to penetrate the markets in South India.

The Tirupati Facility being closer to the Krishnapatnam and Chennai ports would provide us easier access to the exports market and we will be well placed to offer export quality products for the South East Asia market to our customers.

Continue to strive for cost leadership

We intend to continue to be the most cost-efficient player in each of the product verticals we will enter. This cost leadership will be achieved through initiatives like having large manufacturing capacities, backward integration and being a sizeable player in the industry in that particular vertical. Economies of scale will also enable us to continuously improve our operational efficiencies. One of the strategies we have adopted in the past is flexibility in manufacturing lines for different product verticals thereby giving us higher utilisation levels despite lower capital investments. We will continue with this strategy of flexible manufacturing and deploying minimum working capital which will also help us in attaining cost leadership.

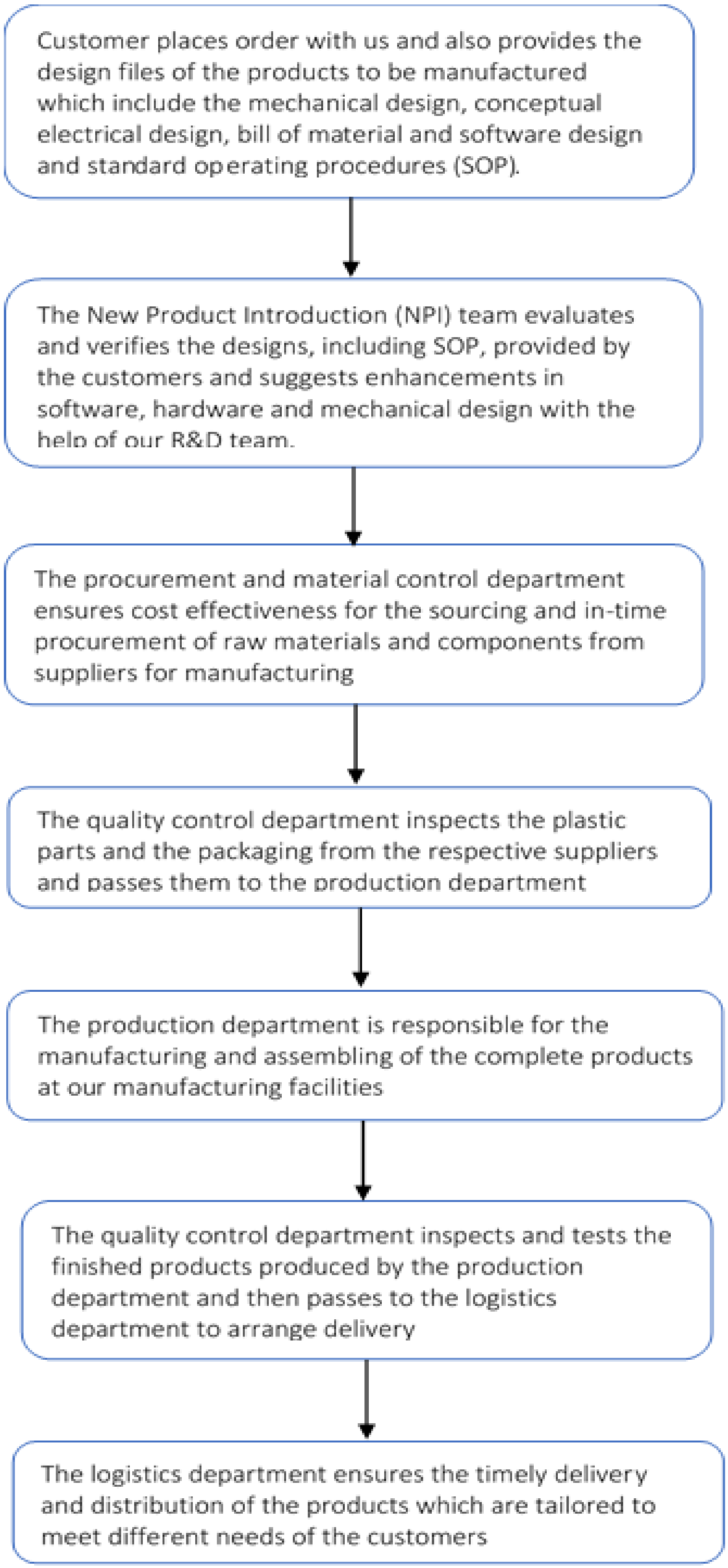
OUR BUSINESS MODEL

Our principal business is providing one-stop-shop solutions to companies in the consumer durables, lighting and mobile phones industry in India. We offer integrated design and manufacturing solutions for local and internationally recognised consumer durables, lighting and mobile phones brands. We have the ability to manufacture most of these products from the concept and design stage till the final delivery thereby covering the entire value chain.

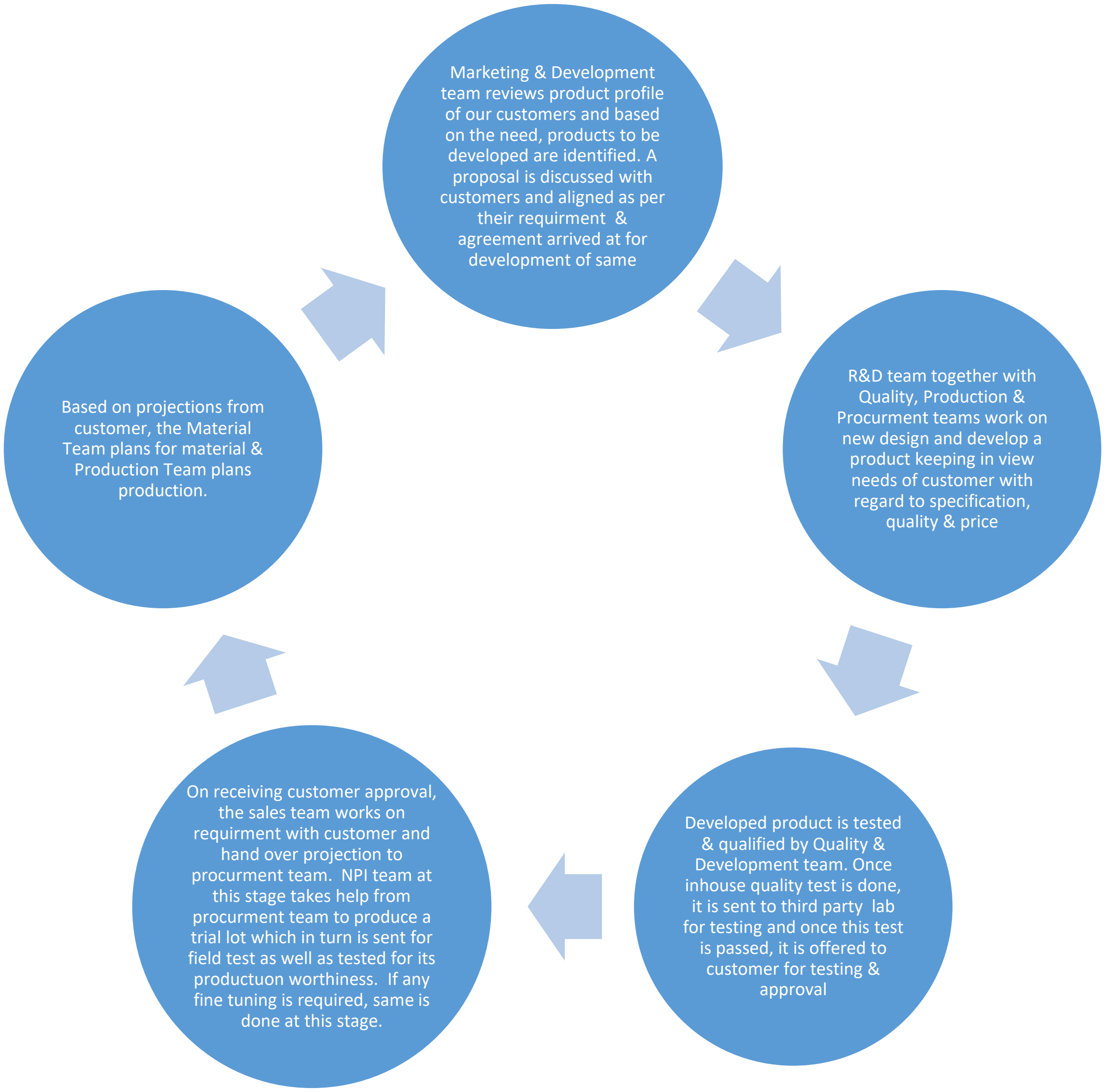
Having extensive experience in developing new designs, integrating latest technologies, efficiently utilising our manufacturing facilities, equipment and materials across the verticals of consumer durables, lighting and mobile phones, we are able to constantly improve our product offerings, structure and functional design so as to meet our customers' needs.

We offer end to end product solutions under two business models, i.e., the OEM and ODM. Under the OEM model, we provide services ranging from global sourcing, manufacturing, quality testing and packaging to logistics to OEMs across our product verticals. Under the ODM model, we develop and design products in-house at our R&D centre and then undertake manufacture and supply of these products to companies in India who in turn distribute these products under their own brands.

The key steps involved in the OEM business are as follows:



The key steps involved in the ODM business are as follows:



Contractual arrangements with our customers

OEM

We enter into agreements with our OEM customers which are renewed on a regular basis if both the parties so decide. These agreements include general terms of sale, specification requirements and pricing policy, but such agreements do not obligate our OEM customers to place an order with us. Based on these agreements, our customers provide us with forecasts of the expected demand for certain months and eventually place orders with firm purchase commitments. The precise terms for each shipment, such as pricing and quantities, are also confirmed at the time each order is placed. For a detailed discussion on the risks involved in our business due to the nature of agreements entered into with our customers, refer to the section titled "*Risk Factors*" on page 18.

ODM

We conceptualize, design and manufacture the products in-house, which are then marketed to prospective customers. We enter into agreements with some of our ODM customers while some customers directly place orders for our ODM products, which include details like quantity and pricing.

OUR PRODUCTS AND SERVICES

Our business can be divided into five verticals: (i) consumer electronics; (ii) home appliances; (iii) lighting; (iv) mobile phones; and (v) reverse logistics.

The following table sets forth a breakdown of our total revenue from operations by vertical, each expressed as an amount and as a percentage of our revenue from operations (net), for the periods indicated

Vertical	For the years ending						For the nine-month period ending December 31, 2016	
	March 31, 2014		March 31, 2015		March 31, 2016			
	₹ in million	%	₹ in million	%	₹ in million	%	₹ in million	%
Consumer electronics	6,982.84	63.84	7,755.53	64.56	7,701.20	55.43	6,710.53	36.38
Lighting products	3,077.26	28.14	3,006.14	25.02	4,295.05	30.91	3,625.92	19.66
Home appliances	848.78	7.76	1,067.35	8.33	1,306.45	9.40	1,459.04	7.91
Mobile phones	N.A.	N.A.	N.A.	N.A.	200.09	1.44	6,196.37	33.59
Reverse logistics	28.30	0.26	184.36	1.53	391.38	2.82	452.63	2.45
Total	**10,937.19**	**100.00**	**12,013.39**	**100.00**	**1,3894.17**	**100.00**	**18,444.50**	**100.00**

The following table sets forth a breakdown of our EBITDA by verticals, each expressed as an amount and as a percentage of our total EBITDA, for the periods indicated-

Vertical	For the years ending						For the nine-month period ending December 31, 2016	
	March 31, 2014		March 31, 2015		March 31, 2016			
	₹ in million	%	₹ in million	%	₹ in million	%	₹ in million	%
Consumer electronics	113.55	43.69	134.53	41.77	159.56	27.15	210.20	29.43
Lighting products	87.36	33.61	90.51	28.10	221.94	37.76	125.64	17.59
Home appliances	53.11	20.44	61.74	19.17	139.66	23.76	233.54	32.69
Mobile phones	N.A.	N.A.	N.A.	N.A.	(4.32)	(0.73)	49.24	6.89
Reverse logistics	5.86	2.26	35.28	10.95	70.89	12.06	95.69	13.40
Total	**259.88**	**100.00**	**322.06**	**100.00**	**587.73**	**100.00**	**714.30**	**100.00**

CONSUMER ELECTRONICS

We commenced our operations in 1993 with the assembly and export of colour televisions. With changes in technology over the years and introduction of new products in the industry, we also manufactured video cassette recorders, DVD players, set top boxes, LCD televisions, home theatres and LED televisions for various customers including some leading brands in the consumer electronics industry.

The range of consumer electronic products currently manufactured by us include:

LED TVs	Home Theatres
19” to 65”	2.1 channel
4K2K	4.1 channel

Our customers in the consumer electronics segment include:

- *Global brands*: Panasonic India Private Limited, Haier Appliance (I) Pvt. Ltd.
- *National brands*: Intex Technologies (I) Ltd.

- *Domestic retail private labels*: Reliance Retail Limited, Vijay Sales
- *Regional brands in Tier I and Tier II cities*: Mitashi Edutainment Pvt. Ltd., Abaj Electronics Pvt. Ltd.

Set out below is the break-up of proportion of revenue earned from key customers in consumer electronics over the last three fiscals and the nine-month period ended December 31, 2016:

S. No.	Name of key customers	Percentage of revenue generated from consumer electronics (%)			
		Fiscal 2014	Fiscal 2015	Fiscal 2016	Nine-month period ended December 31, 2016
1.	Panasonic India Private Limited	17.51	37.19	58.83	64.48
2.	Reliance Retail Limited	Nil	Nil	6.10	10.54
3.	Intex Technologies (I) Limited	Nil	15.61	24.58	9.57
4.	Haier Appliance (I) Pvt. Ltd.	Nil	Nil	Nil	3.07

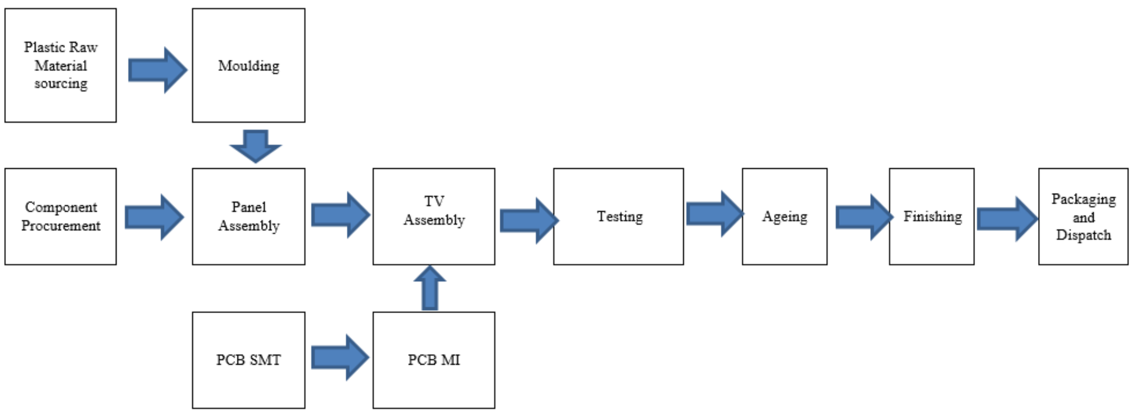
The following table sets out the proportion of OEM and ODM to our revenue from consumer electronics during the periods indicated:

(*₹ in million*)

Consumer Electronics	For the years ending						For the nine-month period ending December 31, 2016	
	March 31, 2014		March 31, 2015		March 31, 2016			
	OEM	ODM	OEM	ODM	OEM	ODM	OEM	ODM
Revenue	6,382.20	600.65	7,428.36	327.17	7,000.37	700.83	5,900.19	810.34

We manufacture LED TVs at Dehradun I Facility which has an installed capacity of 1,200,000 units of LED TVs per annum as on December 31, 2016.

The key steps involved in the manufacturing of LED TVs are set out below-



The principal raw materials used in the manufacture of LED TVs include open cell, electronic components, mechanical and plastic parts.

We have recently acquired in-house capabilities for designing LED TVs from 24" to 39" which has led to our emergence as an ODM in this product segment. Our capabilities in LED TV designing include panel designing, main electronic board designing, mechanical and acoustics.

As per the Frost & Sullivan report, the television industry witnessed massive technological changes in the last ten years with the introduction of panel TVs that resulted in the phasing out of CRT TVs. The year 2012 signified the surpassing of FPD TV sales over CRT TV and by 2013, certain players reduced the number of LCD models to increase focus in LED TVs. By 2014, these players exited the production of LCD TVs. The industry witnessed a shift from adoption of LCD TVs to LED TVs which is currently the dominant one. The miniscule market for LCD TVs is largely catered by the older models of the major players and other small players. Although the initial transition from CRT TV to LCD TV was rapid, LED TV adoption overtook LCD TV market owing to narrow price differences, better viewing experience and lower power consumption features.

Our strategy in the consumer electronics vertical is to further strengthen relationships with our existing customers, migrate towards ODM model, focus on enhancement of design capabilities and develop a large range of product portfolio, like smart TVs, ultra-high definition, commercial display and signage display, invest in new tools such as backlight unit, expand our geographical footprint and manufacturing capacity by way of the proposed facility in Tirupati for servicing market in South India.

HOME APPLIANCES

We started manufacturing of washing machines in February 2010 through our subsidiary at the time, DAPL.

The home appliances currently manufactured by us include semi-automatic washing machine ranging from 6.2 kg to 8.0 kg.

Our key customers in the home appliances vertical include:

- *Global brands:* Panasonic India Private Limited, Haier Appliance (I) Pvt. Ltd.
- *National and regional brands:* Intex Technologies (I) Ltd.

Set out below is the break-up of contribution of revenue earned from key customers in home appliances vertical over the last three fiscals and the nine-month period ended December 31, 2016:

S. No.	Name of key customers	Percentage of revenue generated from home appliances (%)			
		Fiscal 2014	Fiscal 2015	Fiscal 2016	Nine-month period ended December 31, 2016
1.	Panasonic India Private Limited	Nil	8.81	16.99	22.36
2.	Haier Appliance (I) Pvt. Ltd.	16.99	11.80	16.24	16.35
3.	Intex Technologies (I) Limited	Nil	5.20	13.61	13.93

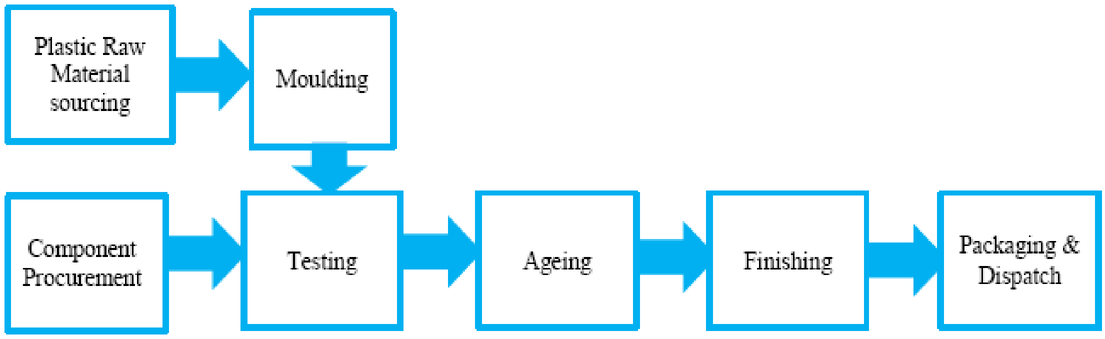
The following table sets out the contribution of OEM and ODM to our revenue from home appliances during the periods indicated:

(₹ *in million*)

Home appliances	For the years ending						For the nine-month period ending December 31, 2016	
	March 31, 2014		March 31, 2015		March 31, 2016			
	OEM	ODM	OEM	ODM	OEM	ODM	OEM	ODM
Revenue	Nil	848.78	Nil	1,067.35	Nil	1,306.45	Nil	1,459.04

We manufacture washing machines at Dehradun II Facility which has an installed capacity of 550,000 semi-automatic washing machines p.a., as on December 31, 2016.

The key steps involved in the manufacturing of washing machines are set out below-



The principal raw materials and components we use in the manufacture of washing machines are mechanical and electrical items such as gears, timers and motors which are imported primarily from China.

Over the years, we have acquired in-house capabilities for designing the complete range of washing machines manufactured by us. Our capabilities in washing machines designing include development of new design concepts with additional features like magic filter, water fall, side scrubber and air dry. We also undertake in-house early life test of parts as well as complete washing machines, water leakage testing and noise testing.

As per the Frost & Sullivan Report, semi-automatic washing machine is the most dominant category in India with a market share of 39% followed by top-load fully automatic washing machines with 34%, in terms of value as of FY 2016**.** Fully automatic washing machines, especially top-load fully automatic washing machines, are expected to exhibit rapid adoption in the near future due to the increasing affordability of these machines, increasing consumption expenditure, easy financing options, and aspirational buying behavior by families with relatively greater income.

Our strategy in the home appliances vertical is to further expand our product basket in semi-automatic category by introducing models in various capacities and with different features, introduction of top loading fully-automatic models, expansion of customer base by acquiring new customers, deepening of relationships with existing customers, expand our geographical footprint and manufacturing capacity by way of the proposed facility in Tirupati for servicing market in South India and commence export of washing machines.

LIGHTING PRODUCTS

Leveraging on our core strength of electronics and with a view to diversify into verticals other than consumer electronics, we started our lighting business in 2008 with manufacturing of CFL-lamps and CFL drivers. We received our first order for CFL lamps from Philips India Limited.

The lighting products currently manufactured by us include:

LED Products	CFL Lamps	Lamp Drivers
LED bulbs 0.5W to 20 W	CFL Lamps 5W to 27W	Indoor LED drivers 5W to 20W
Downlighters 5W to 15W		Outdoor LED drivers 20W to 150W
Battens		Electronics lamp driver 10W to 40W
T- LEDs 20W to 24W		

Our key customers in the lighting products vertical include:

- *Global brands*: Philips Lighting India Limited
- *National brands*: Surya Roshni Limited

Our top customer in the lighting products vertical, i.e., Philips Lighting India Limited (including supplies made to Philips India Limited), contributed to 90.05%, 71.37%, 66.37% and 68.12% in the nine-month period ended December 31, 2016 and Fiscals 2016, 2015 and 2014, respectively.

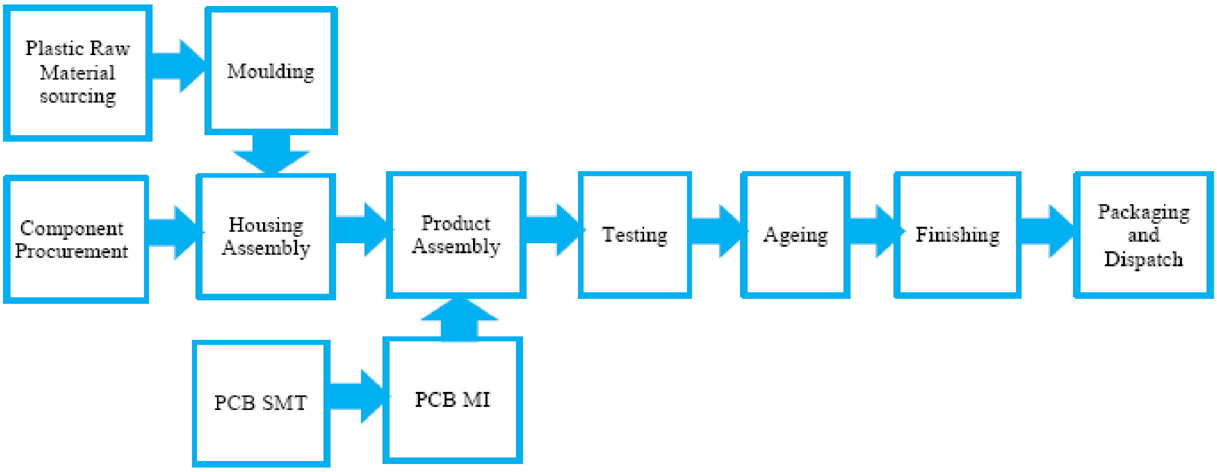
The following table sets out the contribution of OEM and ODM to our revenue from lighting products during the periods indicated:

(₹ *in million*)

Lighting	**For the years ending**						**For the nine-month period ending**	
	March 31, 2014		**March 31, 2015**		**March 31, 2016**		**December 31, 2016**	
	OEM	**ODM**	**OEM**	**ODM**	**OEM**	**ODM**	**OEM**	**ODM**
Revenue	2,968.90	108.36	2,632.24	373.91	2568.10	1,726.95	2,206.48	1,419.44

We manufacture CFL lamps, LED bulbs, battens and T-LEDs at the Dehradun I Facility and LED drivers, LED bulbs, PCB assembly of CFL lamps at our Noida I Facility and CFL lamps at our Noida III Facility, which have an aggregate installed capacity of 260,400,000 units p.a. as on December 31, 2016.

The key steps involved in the manufacturing of lighting products are set out below-



The principal raw materials we use in the production of our lighting products include PCB, electronic components including capacitors, mechanical and plastic parts.

We have acquired in-house capabilities for designing CFL and LED lighting solutions from 0.5W to 20W which has led to our emergence as an ODM in this product segment. Our capabilities in designing of lighting products include main electronic board designing, mechanical and light source and packaging designing.

In August 2015, we received an order of 15 million LED lamps from our key customer Philips Lighting India Limited, who had been awarded a contract for manufacture and supply of LED lamps by a Government entity. Again, in September 2016, we received a similar order for manufacture and supply of 30 million LED bulbs. This validates our capabilities to deliver quality products in large volumes in a cost competitive environment.

As per the Frost & Sullivan Report, the key trends in LED lighting market aiding future penetration and growth include emergence of smart cities, demand for green buildings, growth in professional lighting segment, growing adoption of intelligent or smart lighting and declining imports and increasing exports due to MSIPS and Make in India programs.

Our strategy in the lighting products vertical is to further expand our product basket including higher wattage of the existing products manufactured by us, street lights and industrial lighting, acquisition of new customers, expand our geographical footprint and manufacturing capacity at Tirupati Facility for servicing market in South India and expansion of our existing and new product basket for exports to existing and new geographies. We are currently exporting CFL and LED lamps to Kenya, France, Poland, Netherlands, Dubai, Malaysia, Thailand and Sri Lanka.

MOBILE PHONES

We have recently started manufacturing of mobile phones through our joint venture, PEPL, commercial production of which started in January 2016. During the nine-month period ended December 31, 2016, we have sold 2,931,961 mobile phones out of which 85.75% were smart phones.

We manufacture feature phones and smart phones (2G, 3G, 4G/LTE, VoLTE and CDMA). Our customers in the mobile phones vertical include:

- *Global brands*: Panasonic India Private Limited, Gionee
- *National customer*: Jaina Marketing and Associates

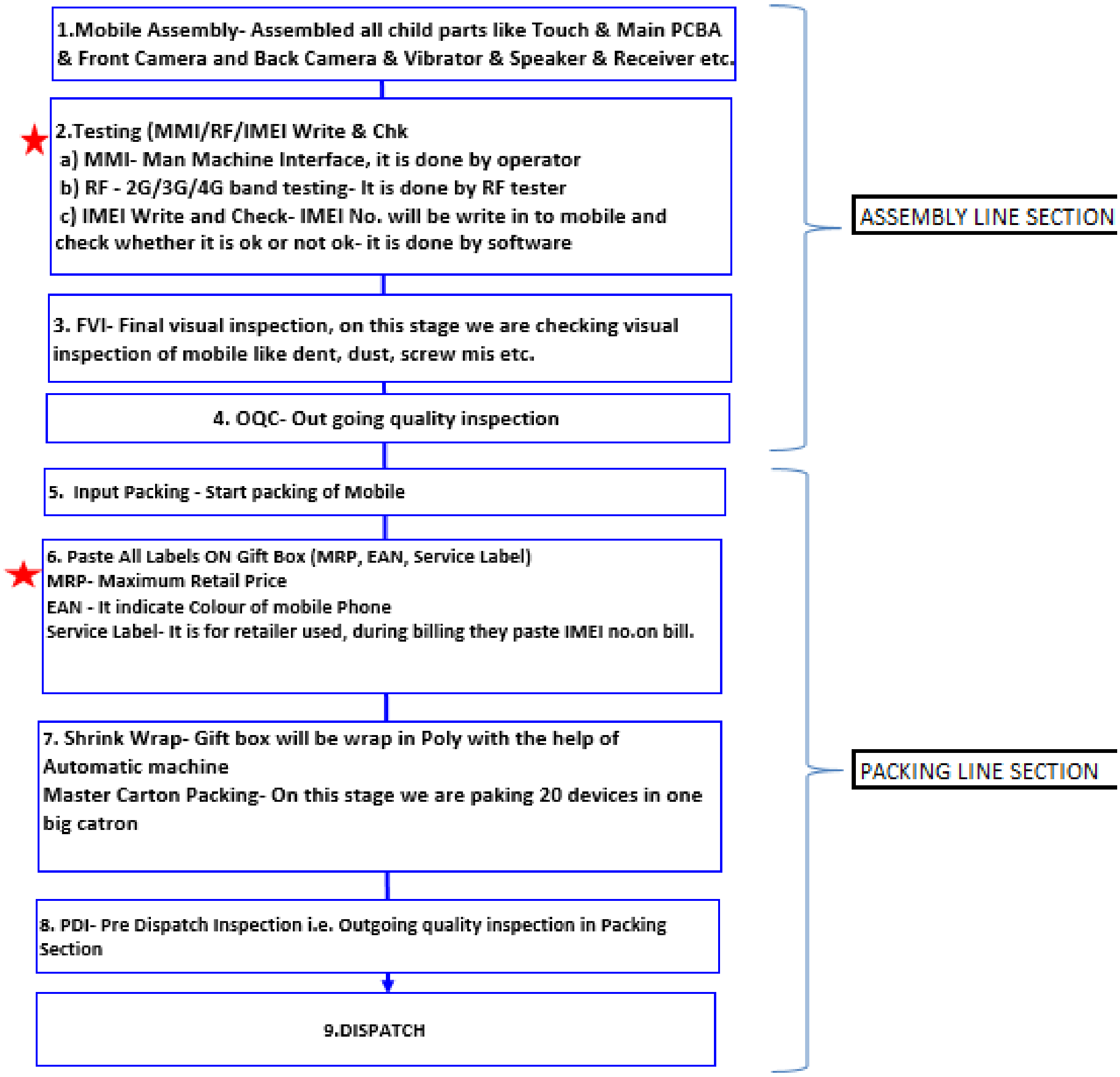
Set out below is the break-up of contribution of revenue earned from key customers in the mobile phones vertical over Fiscal 2016 and the nine-month period ended December 31, 2016:

S. No.	Name of key customers	Percentage of revenue generated from mobile phones (%)	
		Fiscal 2016	Nine-month period ended December 31, 2016
1.	Panasonic India Private Limited*	68.63	49.58
2.	Jaina Marketing and Associates	31.37	7.84
3.	Gionee**	Nil	42.56

* *Includes sale of mobile phones to Jaina Marketing and Associates, supplier of Panasonic India Private Limited*
** *refers to sales made to distributors of RStar Limited*

We manufacture mobile phones at Noida II Facility, having an installed capacity of 10,080,000 units p.a. as on December 31, 2016.

The key steps involved in the manufacturing of mobile phones are set out below-



Mobile phone manufacturing requires controlled environment and testing mobile devices requires special equipment and methodology. The key raw materials and components used in manufacture of mobile phones include touch panel, LCD, PCBAs, FPCs and front and back housing. We currently do not have designing capabilities in the mobile phones vertical.

As per the Frost & Sullivan Report, demand for smart phones is rising at the rate of 27.1% and 28.2% respectively between FY16 to FY21. Government is taking keen interest to push for increasing domestic value addition by making imports costlier. This has pushed OEMs to make investments in local manufacturing capabilities, thus accelerating domestic production seen in recent years.

Our strategy in the mobile phones vertical is deepening of relationships with existing key customers, migration towards PCB level assembly as a first step and backward integration for mobile phone chargers.

REVERSE LOGISTICS

We commenced our reverse logistics operations in 2008 with repair services for set top boxes.

The range of services offered by us in the reverse logistics vertical include-

Repair and refurbishment	Repair				
Set top boxes	Mobile phones	LCD and LED TVs	LED panel	Home theatres (2.1 channel and 4.1 channel)	Computer peripherals and other devices such as printers, CCTVs and speakers

We also undertake spare part management services for a mobile phone brand in India.

Our key customers in the reverse logistics vertical include-

- *National brands:* Intex Technologies (I) Ltd.
- *Domestic DTH operators*: Dish Infra Services Private Limited

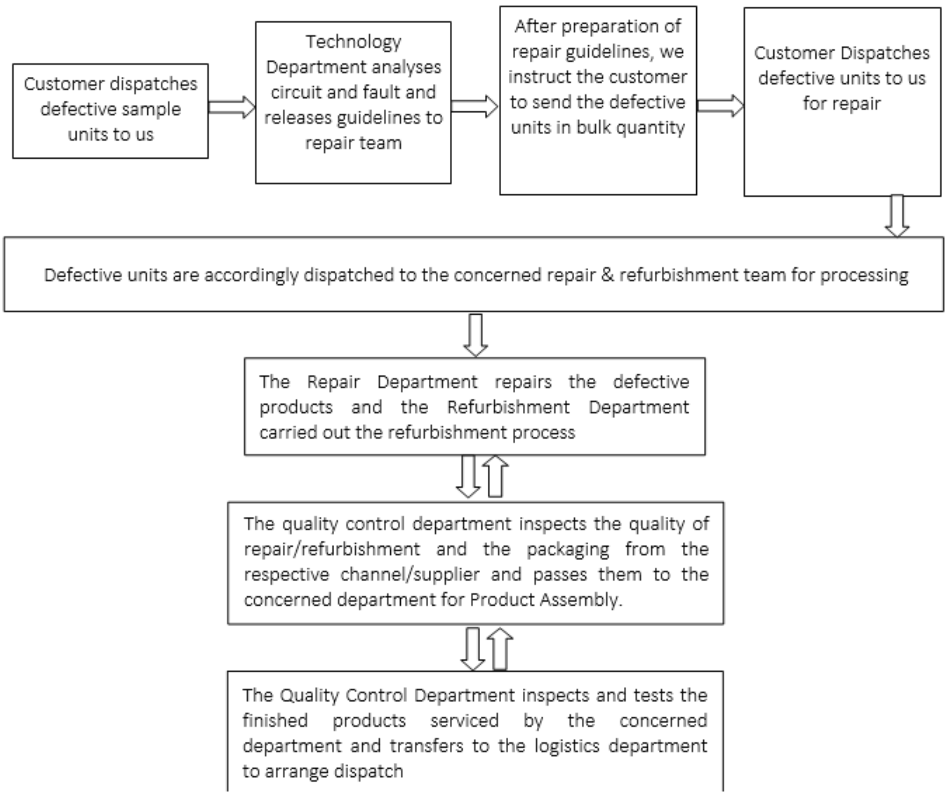
Our top customer in the reverse logistics vertical contributed to 67.18%, 71.01%, 64.40% and 12.91% in the nine-month period ended December 31, 2016 and Fiscals 2016, 2015 and 2014, respectively.

The following table sets out the revenue from reverse logistics during the periods indicated:

Reverse logistics	For the years ending			For the nine-month period ending December 31, 2016
	March 31, 2014	March 31, 2015	March 31, 2016	
Revenue	28.30	184.36	391.38	452.63

We carry out our reverse logistics services at Noida III Facility and we have 17 service centres in major cities in India. Our capacity of repair and refurbishment is around 3,660,000 units p.a., as on December 31, 2016.

The process involved in the repair and refurbishment of products is set out below-



The principal raw materials used in repair and refurbishment include open cell, backlight units, electronic components including microprocessors, ICs, COFs, touch panels, OCA glue, mechanical, plastic parts and other consumables like paint and thinner.

We have a dedicated technology department to analyse the circuits in different product categories and prepare the technical guidelines of fault finding and solutions. This department is also responsible for training the professionals engaged by us for carrying out repair and refurbishment.

As per the Frost & Sullivan Report, reverse logistics is gaining prominence as OEMs are starting to look at it as an alternate revenue stream. Average return rates of electronics items are: mobile phones (9%), set top box (16%), FPD TV (8%), washing machines (8%), and computer peripherals (10%) (*Source: Frost & Sullivan Analysis*).

Our strategy in the reverse logistics vertical is to diversify into new product categories within IT peripherals. We have recently started repair of CCTVs. We also plan to expand our geographical footprint by setting up new centres across cities in India and acquire new customer

OUR MANUFACTURING FACILITIES

We currently have six manufacturing facilities, details of which are set out below:

S. No.	Name of the facility	Area (in sq. m)	Leased/ Owned	Year of commencing operations	Products manufactured / Services	Key Machinery/Equipment
1.	Noida I Facility	3,900	Leasehold	1996	LED bulbs, LED drivers, PCB assembly of CFL lamps	Surface mount line (Fast Component Mounter); Reflow oven
2.	Noida II Facility	1,950	Leasehold	2016	Mobile phones	Radio Frequency Testers
3.	Noida III Facility	7,686	Leasehold	2009	CFL lamps and reverse logistics	Ball Grid Array re-work and repair machines; baking ovens and aging machines
4.	Dehradun I Facility	16,188	Owned	2007	LED TVs, Lighting products	X-ray equipment, clean room set-up; Surface mount line (Fast Component Mounter); Reflow oven
5.	Dehradun II Facility	3,342	Rented	2010	Semi- automatic washing machines	Assembly line and safety testing machines (High voltage insulation resistance testing equipment)
6.	Dehradun III Facility	7,689	Rented	2009	Backward integration of plastic parts and sheet metal components	Stamping and injection moulding machines (80 tonnes to 2,200 tonnes)

The details of key product-wise installed capacity and capacity utilised in the last three years are set out below:

S. No.	Key Products / vertical	Aggregate annual installed capacity as on December 31, 2016	Capacity utilised (as a % of total installed capacity)			
			Fiscal 2014	Fiscal 2015	Fiscal 2016	During the nine-month period ended December 31, 2016
1.	LED TVs	1,200,000	38.68%	51.76%	48.09%	68.45%
2.	Lighting products	260,400,000	58.90%	59.28%	54.00%	48.17%
3.	Washing machines	550,000	73.18%	45.33%	52.86%	71.18%
4.	Mobile phones	10,080,000	N.A.	N.A.	7.32%	41.61%
5.	Reverse logistics	3,660,000	54.05%	52.17%	61.09%	36.44%

Utilities

We source energy and water from local utility companies at most of our manufacturing facilities.

RESEARCH AND DEVELOPMENT

We believe that our R&D centre, which is located at the Noida I Facility, is critical to maintaining our position as a leading ODM in our industry and providing us with a competitive advantage as we seek additional business with new and existing customers. We have a dedicated R&D team which consists of 19 employees, headed by R K Sharma, our chief technical officer, who is assisted by experienced engineers. Over the years, the responsibilities and functions of our R&D team have evolved from providing design support and verification to our OEM customers to developing in-house capabilities for designing of own products in the consumer electronics, home appliances and lighting product verticals. Our R&D team is regularly involved in developing new features in our existing product basket across these verticals as well as designing of new products. For eg., we have recently added box speakers for LED TVs to complement the sleek design of LED TVs as well as improve sound quality. Similarly, we have also recently added a waterfall mechanism and magic filter in our washing machines.

The development of a new product commences with the identification for the need for a particular product based on consumer preferences, cost, study and approval of the concept of the product. The R&D team then designs the product including the industrial, mechanical and electrical design. Once the design is finalised, vendor finalisation process for raw materials and components is carried out by the purchase team who is then jointly audited by the R&D and quality teams. Pursuant to finalisation of the vendor, a sample of the product is created. This sample is evaluated by the quality assessment team and sent for testing to an external lab after which a field test is carried out with a small number of units. Upon successful field testing and approval from our quality assessment team, orders are placed for the mould and PCB after which a pilot test is against conducted by us internally and submitted to the customer for testing. After the receipt of final approval from the design quality, production, quality assessment team, the product is launched and mass manufacturing commences.

Our R&D centre is equipped with the technology and instruments to assist our R&D team in effective designing and testing of products. Some of the key instruments include photometric system for light source and colour analysers and design software like Autocad and Autoview.

The key processes involved in development of a product at our R&D centre are set out below:

- Consumer electronics: Design of product, prototyping, early life test of components and the complete product, reliability test of all components including, PCB, open cell, panel, remote controllers and speakers, evaluation and tuning of picture parameters and audio parameters, verification and testing of features, mechanical testing like drop and bump tests and other electrical and mechanical related testing.

- *Home appliances*: Early life test of components and the complete product, reliability test of all components including motors, gear box, toners, break assembly and capacitor and testing of water leakage and noise.

- *Lighting*: Design of product, prototyping, component selection, photometry, early life test of components and the complete product, reliability test of all components including, PCB, LED chips and mechanical parts, thermal management and life testing.

We also have a dedicated team of professionals focussed on enhancing our service portfolio for our reverse logistics vertical. They are involved in preparing and updating technical guidelines for repair and refurbishment of all products serviced by us, which are then followed by the personnel carrying out the repair and/or refurbishment at our service centres and analysis of route cause for field failures.

We are currently in the process of addition of certain value added facilities and undertaking expansion of our R&D centre spread across 10,000 sq. ft. approximately at our Noida I Facility and have made an application to the Department of Science and Industrial Research for recognition of the same. We expect this R&D centre to assist us in meeting our strategy to focus on ODM as a business model.

RAW MATERIALS

Raw materials comprise a major portion of cost for all our products. Our consolidated total cost of goods sold (which includes cost of materials consumed and change in inventories of finished goods, work in progress, stock in trade) for the nine-month period ending December 31, 2016 was ₹ 16,420.45 million and for Fiscal 2016, Fiscal 2015 and Fiscal 2014 was ₹ 12,123.07 million, ₹ 10,844.02 million and ₹ 9,961.48 million which constituted 89.03%, 87.25%, 90.27% and 91.08% of our consolidated revenue from operations (net) for such periods. Our ability to manage relationships with our domestic as well as international suppliers is a key competitive advantage and is critical to maintaining a cost-competitive margin structure. This advantage is largely dependent on the scale of our manufacturing.

Under our OEM business model, the raw material specifications are given by the customers and, in some cases. the suppliers from whom the raw materials are to be purchased are also identified by the customers. Any volatility in prices of such raw materials does not affect our profitability as the contract with the customer states these parameters, on the basis of which the raw material cost is a pass-through item for us. The conversion cost is agreed upon prior to placing of orders as the cost sheet is shared with the customers. Conversion cost is the entire value-add provided by us for converting the raw material into finished goods till the final dispatch to the customer.

Under our ODM business model, raw material procurement is directly carried out by us. We manage the supply chain of raw materials and components by implementation of strategic drivers, business tools and processes which aim to improve the overall effectiveness and efficiency of designing, manufacturing and delivering of products. We monitor raw material price trend in international markets, freight rate and transit time, Oracle based software at centralized warehouses across product verticals, budget costing for each product vertical and monitoring the same against actual cost of manufacturing.

We aim to source each major component from at least two suppliers to ensure a stable supply of input components at competitive prices, for the raw materials that are to be procured directly by us. We generally maintain relationships with a number of suppliers, so as to retain maximum flexibility and pricing advantages. In selecting suppliers, we consider their capacity and technological capabilities as well as their prices. We have a flexible raw material procurement policy and periodically monitor the quality of our suppliers through vendor surveys, random inspections and monthly reports from our materials quality and control department. In addition, we work closely with many of our key input component suppliers, assisting them in the testing of their new products. We believe that collaborating with suppliers assists us in selecting the best input components for our products and strengthens our relationships with those suppliers. We typically do not enter into long-term contracts with our suppliers for purchase of input components. We do, however, provide to these suppliers, on a monthly basis, one- to three-month rolling, non-binding forecasts of our input component requirements, which are based on forecasts provided to us by our customers. We then submit firm purchase orders for our short-term requirements closer to the time of delivery.

DISTRIBUTION AND LOGISTICS

Once the products are finished, the packaging is carried out by us at the respective facilities in accordance with the specifications provided by the customers. Even in case of ODM products, the branding and packaging is undertaken in accordance with the requirement of the customers. Most of our orders are on ex-works basis and transportation of products from our facilities is the responsibility of the customer.

MARKETING AND SALES

Our marketing team consists of five members. The marketing team collects data from trends in the international as well as Indian markets and advises the R&D team to develop products based on these trends. The marketing team is also involved in the development of new products, especially to oversee the pricing and technical specifications. Once new products are developed and launched, the marketing and sales team collects a data base of prospective customers and initiates marketing of such products. Our expenditure on marketing of the products developed by us, which primarily includes the remuneration paid to the marketing team, is negligible when compared to the growth in our ODM revenue in the last three years. Our strong relationships with our customers as well as our strategy to cross sell our products to existing customers enable us to market our products with negligible expenditure on marketing.

QUALITY CONTROL

We place strong emphasis on product and process quality control, which we consider to be crucial to our success. We have established strict quality control systems, which are designed to ensure quality product design, production efficiency and high yields at our manufacturing facilities. We subject our products to a rigorous multi-stage design and manufacturing process, beginning with component selection, supplier qualification and management, thorough reliability testing, design simulation, reviews, tests and manufacturing. These controls are followed for each vertical and are managed by a team dedicated to quality management. In addition to our quality management system, we have implemented methodologies such as the 'Quality Circle', 'KAIZEN', '4M', '5S' and '7 Quality Tools' at our design and manufacturing facilities. For customers having their own specifications, we also carry out customer designated tests. Quality checks are undertaken at various stages, including for raw material and components, at packaging and lastly, a quality check is undertaken prior to dispatch of our products.

HEALTH, SAFETY AND ENVIRONMENT

We strive to create and maintain a healthy and safe working environment for our employees. Through strict enforcement of standards of safety and security, we promote our employee's safety awareness. We follow a variety of guidelines including those suggested by our customers relating to safety, health & hygiene , and our customers require us to implement policies and measures to ensure health and work safety for our employees.

Our work safety policies set forth overall principles as well as procedures of internal inspections of work safety related matters. We have implemented measures to address potential risks relating to work safety and health, such as (i) special programs and training to our operators, technicians, engineers, helpers and other staff workers, make fire safety demonstrations at each of our manufacturing facilities to show how to properly handle fire extinguishers, (ii) safety precautions, such as safety jacket, belt, helmet, goggles, dust mask, shoes, ear plugs, etc. (iii) provide medical check-ups to ensure mental and physical fitness where necessary and provide medical benefits for all employees, (iv) conducting continuous training to enhance our employees' awareness of health, hygiene and safety issues; (v) periodically inspecting the safety conditions of our manufacturing facilities, specifically the electrical fixtures and access to emergency exits; and (vi) ensuring maintenance of proper cleanliness at the manufacturing facilities.

COMPETITION

We operate in a competitive industry, with participants in the organized and the unorganized sector. We continue to compete with international and domestic manufacturers engaged in the manufacture and supply of LED TVs, lighting (CFL and LED), home appliances and mobile phones as well as from players in the unorganized sector.

Set forth below are our key competitors in each of our verticals.

Consumer electronics: Videotex International Private Limited, Malhotra Electronics Private Limited, Sun Industries Private Limited
Lighting products: NTL Electronics Limited, Elin Electronics Limited, Compact Lamps Private Limited
Home appliances: Sun Industries Private Limited, Vimal Plast India Private Limited
Mobile phones: MCM Telecom Equipment Private Limited, BGM Telecom Private Limited
Reverse logistics: iQor India P Limited, R-Logic Technology Services India P Ltd

To stay ahead of our competition, we focus on responding to the rapidly changing market demands and consumer preferences, and offering our customers a comprehensive range of products catering to their diverse requirements and needs, at competitive prices.

HUMAN RESOURCES

As on March 31, 2017 we had 629 permanent employees on the payroll of our Company, Subsidiary and Joint Ventures. The following table sets forth the break-up as of March 31, 2017*:*

S. No.	Departments	No. of employees
1.	Sales, service and marketing	120
2.	Finance, accounts and administration	72
3.	Supply chain management and procurement	143
4.	Operations and production	275
5.	R&D	19
	TOTAL	**629**

In addition to the employees listed above, we also engage contract labour to facilitate our manufacturing operations. As of March 31, 2017, we engaged 4,030 contract labour.

INTELLECTUAL PROPERTY

Our technical knowledge is an independent asset, which may not be adequately protected by intellectual property rights such as patent registration. We do not obtain registration for the designs developed by our R&D team under any intellectual property laws and prefer to consider them as trade secrets. For further details in relation to risks related to intellectual property, please refer to the section titled "*Risk Factors*" on page 30.

For details of the trademarks applied for by us, refer to the section titled "*Government and Other Approvals*" on page 380.

INSURANCE AND WARRANTIES

We maintain a range of insurance policies to cover our assets, risks and liabilities. Our Company and operations are subject to various hazards inherent in the manufacturing industry, such as risk of equipment failure, work accidents, fire, earthquakes, flood and other force majeure event, acts of terrorism and other hazards that may cause personal injury, loss of life, damage to property and equipment and environmental damage. Our Company maintains insurance policies in respect of our business, assets or stocks, machinery, building and equipment. We also maintain insurance against theft and burglary for our stocks in trade and goods held in trust. Additionally, we also maintain directors' and officers' liability policy to insure against loss arising from any claims made against the directors or officers of our Company or our Subsidiary.

We provide warranties on manufacturing defects on the products manufactured by us under our ODM model. This typically is around 15 months.

REAL PROPERTY

Our Registered and corporate office, situated at B-14 & B-15, Phase II Noida, 201 305 Uttar Pradesh, India has been taken on a long term lease from Noida Authority. For details of the manufacturing facilities, please refer to the sub-section titled "*Our Business- Our Manufacturing Facilities*" on page 186.

Additionally, we take on lease, premises for establishing service centres. We currently operate 17 service centres across India which have been taken on short-term lease of periods ranging from 11 to 36 months.

CORPORATE SOCIAL RESPONSIBILITY

We undertake various social initiatives and believe that it forms a key part of our values. These initiatives are undertaken in partnership with various non-profit organisations. We have in the past also donated to various non-profit organisations like Guru Vishram Vridh Ashram Dedicated to Destitute Old, Bansividya Memorial Trust who work as crusaders for leukemia, Magic Bus, Noida Deaf Society and Rugmark Foundation.

The CSR Committee is entrusted with the primary responsibility of formulating the CSR policy of the Company and conducting community welfare programs. For details in relation to the constitution of the CSR committee and their terms of reference, see *"Our Management"* on page 221.

INFORMATION TECHNOLOGY

We have implemented a company-wide ERP system. This system is used to manage and co-ordinate all resources, information and functions of the business on a real-time basis. The ERP system helps in integration of different functional areas to ensure proper communication, material management, production planning, productivity, quality and efficiency in decision making. It further helps in tracking customer demands and assisting in maintaining optimum inventory levels. We have a dedicated IT team which is responsible for maintaining the ERP system.

KEY REGULATIONS AND POLICIES

The following description is a summary of the key regulations and policies that are applicable to the business of our Company, Subsidiary and Joint Ventures. The information detailed below has been taken/derived from the various legislations, including rules and regulations promulgated by regulatory bodies and the bye laws of the respective local authorities that are available in the public domain. The regulations set below may not be exhaustive, are intended only to provide general information to the investors and are neither designed nor intended to substitute for professional legal advice. For details of government approvals obtained by us, please see section titled "Government and Other Approvals" beginning on page 378.

Except as otherwise specified in this Draft Red Herring Prospectus, taxation statutes including the Income Tax Act, 1961, Central Sales Tax Act, 1956, Central Excise Act, 1944, Service Tax under the Finance Act, 1994, applicable local sales tax statutes and other miscellaneous regulations and statutes apply to our Company 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 Indian legislations and regulations set forth below are generally adhered to by the industry that we operate in.

REGULATIONS PERTAINING TO MANUFACTURING OF CONSUMER ELECTRONICS, APPLIANCES AND MOBILE PHONES

Bureau of Indian Standards Act, 1986 ("BIS Act") and Bureau of Indian Standards Act, 2016

The BIS Act provides for the establishment of the Bureau of Indian Standards ("**BIS**") for the development of activities of standardisation, conformity assessment and quality certification of goods, articles, processes, systems and services. The BIS Act provides for the functions of the BIS which includes, among others (a) publish, establish and promote Indian standards; (b) specify as Indian standard, any standard, established by any other institution in India or elsewhere, in relation to article or process; (c) undertake research for formulation of Indian standards. The BIS Act empowers the Central Government to order compulsory use of standard mark for any goods or article if it finds it expedient to do so in public interest. The BIS Act also provides the penalties in case there is a contravention of the provisions of the BIS Act. The Parliament of India has recently notified the Bureau of Indian Standards Act, 2016, to come into force on such date as the Central Government may, by notification in the Official Gazette, appoint, under which the functions and powers of BIS have been expanded and the categories that can be standardised have been increased to include services.

Electronics and Information Technology Goods (Requirements for Compulsory Registration) Order, 2012 ("Compulsory Registration Order")

The Compulsory Registration Order mandates that the manufacturing, storage, import, sale or distribution of goods which do not meet the specified standard and/or bear a self-declaration confirming conformance to relevant Indian Standard is prohibited. The only exception is for those goods which are manufactured for export. Further, any sub-standard or defective goods must be deformed beyond use by the manufacturer and disposed of as scrap. The Compulsory Registration Order is issued by the Department of Electronics and Information Technology, Ministry of Communication and Information Technology, Government of India ("**DEIT**"). The DEIT *vide* notification no. S.O. 2905(E) dated November 7, 2014 amended the Compulsory Registration Order to include self-ballasted LED Lamps for general lighting services and fixed general purpose luminaires, as well as issued mandatory directions to the manufacturers of LED lamps/general lighting services to obtain BIS registration.

Central Electricity Authority (Measures relating to Safety and Electric Supply) Regulations, 2010 ("Safety and Electric Supply Regulations")

The Safety and Electric Supply Regulations lay down regulations for safety requirements for electric supply lines and accessories (meters, switchgears, switches and cables). It requires all relevant specifications prescribed by the BIS or the International Electro-Technical Commission to be adhered to. These include all electric supply lines and accessories to:

- have adequate power ratings and proper insulation;
- be of adequate mechanical strength for the duty cycle;
- have a switchgear installation in each conductor of every service line within a consumer's premises; and
- be encased in a fireproof receptacle.

The construction, installation, working and maintenance of such supply lines must be in a method which will ensure the safety of human beings, animals and property.

The Electrical Wires, Cables, Appliances and Protection Devices and Accessories (Quality Control) Order, 2003 ("Quality Control Order")

The Quality Control Order sets out directions and specified standards for a manufacturer for the manufacture, storage for sale, sale and distribution of electrical wires, cables, appliances, protection devices (including low voltage switchgear and fuses) and accessorises. It prohibits those products which do not conform to standards specified and those which do not near the standard mark issued by the Bureau of Indian Standards ("**BIS**"), and further requires any sub-standard or defective electrical wires, cables, appliances, protection devices or accessories to be deformed by such manufacturer beyond use and disposed of as scrap. Further, it directs that the commencement of manufacturing of such electrical equipment can only after obtaining a license from the BIS for the use of standard mark. The Quality Control Order is issued by the Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India ("**DIPP**"). The Central Government is authorized to appoint an officer who shall be empowered to inspect any books or documents, search any premises, seize any electric equipment, as well as require any person engaged in the manufacture, storage, sale or distribution of electrical equipment to furnish information and samples, in the case of contravention of the Quality Control Order.

National Electric Code ("NEC")

The NEC (by the BIS in 1985) serves as a non-mandatory advisory model for adoption of various established codes of practice and promotion of safety on the economic selection, installation and maintenance of electric equipment, including switchgears, protection devices, service lines and meters. The code aims to keep up with international installation practices and provide guidelines on the general and supply characteristics and parameters of electrical installations. It is applicable to installations in domestic dwellings, commercial and industrial premises, and circuits, but excludes requirements falling under the purview of power utilities and tariff related guidance.

Guidelines for Environmentally Sound Mercury Management in Fluorescent Lamp Sector ("Fluorescent Lamps Guidelines")

The Fluorescent Lamps Guidelines recommend environmentally sound measures and standards for the management and proper handling of mercury in the fluorescent lamp sector. The manufacturers of fluorescent lamps, including CFLs and fluorescent tube lights, are required to comply with certain safety measures in order to minimize the environmental impact. Recommendations for the packing information in case of breakage, treatment/disposal of wastes, spill management, handling, establishment of recycling units, as well as measures for process technology, raw mercury distillation and on-site storage are also set out. Further, certain measures to be taken by domestic and bulk consumers regarding the end use of the lamps are specified. The Fluorescent Lamps Guidelines are controlled by the The Central Pollution Control Board, Ministry of Environment and Forests, Government of India ("**CPCB**").

The Indian Telegraph Act, 1885 ("Telegraph Act")

The Telegraph Act governs all forms of the usage of 'telegraph'. The term 'telegraph', as defined under the Telegraph Act means any appliance, instrument, material or apparatus used or capable of use for transmission or reception of signs, signals, writing, images, and sounds or intelligence of any nature by wire, visual or other electro-magnetic emissions, radio waves or hertzian waves, galvanic, electric or magnetic means. As per section 4, the exclusive privilege of establishing, maintaining and working telegraphs shall be with the central government or with persons licensed under section 7 of the Telegraph Act. A contravention of the conditions prescribed in the license granted under section 7 is punishable under section 20A of the Telegraph Act with a fine which may extend to ₹ 1000, and with a further fine which may extend to ₹ 500 for every week during which the breach of the condition continues.

The Telegraph Act gives the government the power to make rules for conduct of all telegraphs established, maintained or worked by the government. This includes rules governing the conditions and restrictions subject to which any telegraph line, appliance or apparatus for telegraphic communication shall be established, maintained, worked, repaired, transferred, shifted, withdrawn or disconnected. Further, the rules prescribed by the central government may prescribe the fines for any breach of such rules. Pursuant to section 7(3), a person licensed under the Telegraph Act is punishable for breach of these rules, with a fine of ₹ 1,000, and in the case of a continuing breach a further fine of ₹ 200 for every day after the first during the whole or any part of which the breach continues.

The Indian Wireless Telegraphy Act, 1933 ("Telegraphy Act")

The Telegraphy Act regulates the possession of 'wireless telegraphy apparatus' in India. The term 'wireless telegraphy apparatus' has been defined to mean any apparatus, appliance, instrument or material used or capable of use in wireless communication, and includes any article determined by rule made by the central government with respect to the maintenance of records containing details of the acquisition and disposal by sale or otherwise of wireless telegraphy apparatus possessed by dealers. However, it does not include any such apparatus, appliance, instrument or material commonly used for other electrical purposes, unless it has been specially designed or adapted for wireless communication or forms part of some apparatus, appliance, instrument or material specially so designed or adapted, nor any article determined by rule made by the central government in this regard.

Under section 4 of Telegraphy Act, the central government has power to exempt any person or any class of persons from the provisions of the Telegraphy Act, either generally or subject to prescribed conditions, or in respect of specified wireless telegraphy apparatus. Barring this, no person is allowed to possess wireless telegraphy apparatus other than a wireless transmitter, except under and in accordance with a license issued under the Telegraphy Act, failing which, fine of ₹ 100 might be imposed in the case of the first offence and in the case of a second or subsequent offence, fine may extend to ₹ 250. Also under section 5 of the Telegraphy Act, only the authority constituted under the Telegraphy Act is competent to issue licenses to possess wireless telegraphy apparatus. Whoever possesses any wireless transmitter in contravention of provisions of the Telegraphy Act might be punished with imprisonment which may extend to three years, or with fine which may extend to ₹ 1000, or with both.

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

The Legal Metrology Act, along with the relevant rules, establishes and enforces standards of weights and measures, regulates trade and commerce in weights, measures and other goods which are sold or distributed by weight, measure or numbers. The NEC requires that every manufacturer shall maintain all such records and registers as may be prescribed. The Central Government is empowered to appoint a director to exercise the powers and to discharge duties. It prohibits the manufacture, packing, selling, importing, distributing, delivering, offer for sale of any pre-packaged commodity if such does not adhere to the standard regulations set out.

The Legal Metrology (Packaged Commodities) Rules, 2011, with amendments up to June 2012 ("Legal Metrology Rules")

The Legal Metrology Rules are ancillary to the Legal Metrology Act, and set out to define various manufacturing and packing terminology. It lays out specific prohibitions where manufacturing, packing, selling, importing, distributing, delivering, offering for sale would be illegal and requires that any form of advertisement where the retail sale price is given must contain a net quantity declaration. Circumstances which are punishable are also laid out.

The National Policy on Electronics, 2012 ("NPE")

The NPE is issued by the DEIT, Ministry of Communication and Information Technology, Government of India. The policy aims to promote the Electronics Sector under the NPE with a specific logo "EI Logo" and taglines, which can be used by any entity to espouse the vision of the NPE. No specific permission is required for use, except that the user must adhere to the specific guidelines set out. The policy further provides for any clarification on use of the same.

Panic-button rules and Global Positioning System Facility in all Mobile Phone Handsets Rules, 2016 ("Panic Button Rules"*)*

The Ministry of Communications and Information Technology, GoI, on April 22, 2016, enacted the Panic Button Rules under the Telegraphy Act. Under the Panic Button Rules, with effect from January 1, 2017, all mobile handsets manufactured in India (including feature phones and smart phones) are required to incorporate a panic-button that automatically invokes an emergency call. For feature phones, numeric keys 5 or 9 shall be the panic-button, while for smartphones, an emergency button (which is required to be pressed for long), or pressing the power on/off button thrice in quick succession will trigger an emergency call.

Further, the Panic Button Rules require, with effect from January 1, 2018 that all mobile handsets manufactured in India must necessarily be rendered identifiable through satellite based GPS.

ENVIRONMENT RELATED LAWS

Pursuant to the Environment Protection Act, 1986 ("**Environment Protection Act**") read with the Environment (Protection) Rules, 1986, as amended ("**Environment Rules**"), the Central Government is empowered to make rules to regulate and protect the environment against pollution-related activities. Further, the Water (Prevention and Control of Pollution) Act 1974 ("**Water Act**") and the Air (Prevention and Control of Pollution) Act, 1981 ("**Air Act**") also present guidelines to maintain standards of quality of air, water or soil for various areas, set limits of concentration of various environmental pollutants for different areas and set out procedures and safeguards for the prevention of accidents which may cause environmental pollution, as well as suggest remedial measures for such accidents. Pursuant to this, every person who carries on an industry, operation or process is required to submit an environmental statement, in the prescribed form, to the concerned state pollution control Board. Consent orders must be renewed annually.

Pollution Control Boards ("**PCBs**") have been constituted in all states in India to exercise the powers and perform the functions provided for under these statutes for the purpose of preventing and controlling pollution. The PCBs are responsible for setting the standards for the maintenance of clean air and water, directing the installation of pollution control devices in industries and undertaking investigations to ensure that industries are functioning in compliance with the standards prescribed.

The Hazardous Wastes (Management, Handling and Transboundary Movement) Rules, 2008 ("Hazardous Wastes Rules")

The Hazardous Wastes Rules set out the regulations for management and disposal of environmental waste. It mandates that every facility generating hazardous waste must obtain prior approval from the relevant state pollution control board. Particular attention must be paid to the recycling the hazardous waste. In the case of improper handling and disposal, every occupier transporter and the operator of a facility generating hazardous waste are liable for environmental damage and penalties thereunder.

The Manufacture, Storage and Import of Hazardous Chemicals Rules, 1989 ("Hazardous Chemical Rules")

Pursuant to the Environment Protection Act, the Central Government is empowered to make rules pertaining to any industry which deals with any hazardous chemical, including flammable gases and liquids. An elaborate list of chemicals, and the quantity limits is provided under the Schedules of the rules. The Hazardous Chemical Rules also deal with the procedure to be followed in the case a major accident occurs, including whom to notify and how. Further, a full safety report on the concerned activity must be submitted with the information specified to the concerned authority, within the time limit.

The Public Liability Insurance Act, 1991 ("**Public Liability Act**")

The Public Liability Act, along with the Public Liability Insurance Rules, 1991, require the owner to contribute towards the environment relief fund of a sum equal to the insurance premium paid to the insurer. Further, a liability is imposed on the owner or controller of hazardous substances, in relation to death/injury of a person, or any damage to property arising out of an accident involving such hazardous substances. Vide notification, the Central Government has enumerated a list of hazardous substances covered by the legislation.

LABOUR RELATED LAWS

As part of its business, our Company is required to comply with certain laws in relation to the employment of labour. The following is an indicative list of labour laws applicable to our operations:

- Contract Labour (Regulation and Abolition) Act, 1970;
- Bonded Labour System (Abolition) Act, 1976;
- Employees' Compensation Act, 1923;
- Employees' Provident Funds and Miscellaneous Provisions Act, 1952;

- Employees’ State Insurance Act, 1948;
- Employment Exchanges (Compulsory Notification of Vacancies) Act, 1959;
- Employers’ Liability Act, 1938;
- Sexual Harassment of Women (Prevention, Prohibition and Redressal) Act, 2013;
- Industrial Disputes Act, 1947;
- Industrial Employment (Standing orders) Act 1946;
- Child Labour (Prohibition and Regulation) Act, 1986;
- Maternity Benefit Act, 1961;
- Minimum Wages Act, 1948;
- Payment of Bonus Act, 1965;
- Personal Injuries (Compensation Insurance) Act, 1963;
- Personal Injuries (Emergency Provisions) Act, 1962;
- Payment of Gratuity Act, 1972;
- Payment of Wages Act, 1936;
- Equal Remuneration Act, 1976;
- Public Liability Insurance Act, 1991;
- The Factories Act, 1948;
- Weekly Holidays Act, 1942;
- Inter-State Migrant Workmen Act, 1979; and
- Trade Unions Act, 1926.

INTELLECTUAL PROPERTY RIGHTS LAWS

The Trademarks Act, 1999 (“Trademarks Act”)

The Trademarks Act lays out the guidelines for the registration of trademarks and for granting exclusive rights of trademarks such as brand, label and heading etc. The process of application for registration is elaborated via the Controller-General of Patents, Designs and Trademarks who acts as the Registrar of Trademarks. Further, the act also provides for infringement remedies, and exclusively prohibits any registration of deceptively similar trademarks. The Trademark Act sets out penalties for infringement, in particular false application of a trademark.

The Patents Act, 1970 (“***Patents Act***”)

The Patents Act governs the patent regime in India. Being a signatory to the Agreement on Trade Related Aspects of Intellectual Property Rights (“**TRIPS**”), India is required to recognize product patents as well as process patents. In addition to broad requirement that an invention satisfy the requirements of novelty, utility and non-obviousness in order for it to avail patent protection, the Patents Act further provides that patent protection may not be granted to certain specified types of inventions and materials, such as the topography of integrated circuits, algorithms or computer programs, even if they satisfy the above criteria. Section 39 of the Patents Act also prohibits any person resident in India from applying for a patent for an invention outside India without making an application for the invention in India at least six months before such application, where either no direction has been made regarding the secrecy of the invention, or if such a direction has been revoked. The term of a patent granted under the Patents Act is for a period of twenty years from the date of filing of the application for the patent.

Designs Act, 2000 (“Designs Act”)

Industrial designs have been accorded protection under the Designs Act. A ‘Design’ means only the features of shape, configuration, pattern, ornament or composition of lines or colour or combination thereof applied to any article whether two dimensional or three dimensional or in both forms, by any industrial process or means, whether manual, mechanical or chemical, separate or combined, which in the finished article appeal to and are judged solely by the eye, but does not include any mode or principle or construction or anything which is in substance a mere mechanical device, and expressly excludes works accorded other kinds of protection like property marks, Trademarks and Copyrights. Any person claiming to be the proprietor of a new or original design may apply for registration of the same under the Act before the Controller-General of Patents, Designs and Trade Marks. On registration, the proprietor of the design attains a copyright over the same. The duration of the registration of a design in India is initially ten years from the date of registration, but in cases where claim to priority has been allowed the duration is ten years from the priority date. No person may sell, apply for the purpose of sale or import for the purpose of sale any registered design, or fraudulent or obvious imitation thereof.

Semiconductor Integrated Circuits Layout-Design (SICLD) Act, 2000 ("Semiconductor Integrated Circuits Act")

The aim of the Semiconductor Integrated Circuits Act is to provide protection of intellectual property rights in the area of semiconductor integrated circuit layout designs and for connected matters. Any person claiming to be the creator of a layout-design may apply to the Registrar of Layout-Designs appointed under the Act for registration of the layout-design. The holder of a registered integrated circuit layout design shall have the exclusive right to use it, irrespective of whether the design is incorporated in the product or not. However, no person has any right to prevent or recover damages for the infringement of an unregistered layout-design. The registration of a layout-design shall be for the period of ten years from the date of application, or from the date of commercial exploitation anywhere in India, whichever is earlier. The Semiconductor Integrated Circuits Layout Design Rules, 2001 have been put into force to assist the implementation of the Semiconductor Integrated Circuits Act.

In addition to the above, our Company is required to comply with the provisions of the Companies Act and other relevant legislations along with rules formulated thereunder for its regulatory operations.

HISTORY AND CORPORATE STRUCTURE

Our History

Our Company was incorporated as 'Weston Utilities Limited' at Alwar, Rajasthan on January 15, 1993 under the Companies Act, 1956 as a public limited company. The certificate of commencement of business was issued by the RoC, Jaipur on January 28, 1993. The name of our Company was changed to 'Dixon Utilities and Exports Limited' pursuant to a resolution of our Shareholders on July 12, 1993 for business reasons and a fresh certificate of incorporation consequent on change of name was issued by the RoC, Jaipur on July 14, 1993. Subsequently, pursuant to a resolution of our Shareholders on November 20, 2002, our Company was converted to a private limited company and the name of our Company was changed to 'Dixon Utilities and Exports Private Limited' and a fresh certificate of incorporation consequent upon change of name/status was issued by the RoC, Jaipur on December 10, 2002. Pursuant to a resolution of our Shareholders passed on September 29, 2005 the name of our Company was further changed to 'Dixon Technologies (India) Private Limited' to emphasise the relevance of technology in the operations of our Company and a fresh certificate of incorporation consequent on change of name was issued by the RoC, Jaipur on January 3, 2006.

Our Company was converted to a public limited company pursuant to a resolution of our Shareholders on April 18, 2017 and a fresh certificate of incorporation consequent upon conversion from private company to public company was issued by the RoC on May 2, 2017 in the name of "Dixon Technologies (India) Limited".

Pursuant to the Amalgamation Order, our erstwhile subsidiaries, DAPL and DBMPL were amalgamated with and into our Company.

Our Company has 30 Shareholders as of the date of filing of this Draft Red Herring Prospectus. For further details regarding our Shareholders, see the section titled "*Capital Structure*" on page 90.

Change in Registered Office

The registered office of our Company was originally located at SP501C, Industrial Area, Bhiwadi District, Alwar, Rajasthan. Pursuant to a resolution of our Board on July 20, 2002 and our Shareholders on August 21, 2002, the registered office of our Company was shifted to G-19, Shopping Centre, Subhash Nagar, Jaipur, Rajasthan 302 016, with effect from September 1, 2002 to increase ease of access and operational efficiency.

Thereafter, pursuant to a resolution of our Shareholders on April 4, 2014 and our Board on September 26, 2014 and the order dated September 25, 2014 of the Regional Director, Ahmedabad, the registered office of our Company was shifted to B-14 & 15, Phase II, Noida, Gautam Buddha Nagar, Uttar Pradesh 201 305, India with effect from September 26, 2014 as our corporate office and a manufacturing facility were located in the same premises and a certificate of registration of Regional Director order for Change of State was issued the RoC on October 17, 2014.

Key Events, Milestones and Achievements

Calendar year	Key Events, Milestones and Achievements
1994	Commencement of manufacture of colour televisions
1996	Establishment of Noida I Facility
2008	Entered the lighting products vertical with manufacture of CFL products
2008	Private equity investment by IBEF and IBEF 1
	Commencement of reverse logistics operations
2010	Commencement of manufacturing of washing machines by our Subsidiary, DAPL
2009 and 2010	Commencement of commercial manufacturing in the metal sheet and moulding segments by our Subsidiary, DBMPL
2014	Achieved more than ₹ 10,000 million of revenue from operations on a standalone basis
2015	Acquisition of remaining shareholding of our erstwhile subsidiaries DAPL and DBMPL, pursuant to which they became our wholly owned subsidiaries
2016	Commencement of manufacture of mobile phones through our joint venture, PEPL
2016	Granted approval by the GoAP for setting up a manufacturing facility in Tirupati
2017	Amalgamation of DAPL and DBMPL, our wholly owned subsidiaries, with and into our Company
2017	Entering into a joint venture agreement with Aditya Infotech Limited for the manufacture of security systems including CCTVs and DVRs, through our joint venture company, ADTPL

Awards and Accreditations

Calendar year	Awards and accreditations
2007	ISO 14001:2004 by United Registrar of Systems for compliance by our Company with environmental management system in the manufacture and supply of DVD, LCD/LED TV, FIM/LCM, Induction Cooker, CFL Lamp, LED Lamp, Ballast and Circuit Assembly at the Dehradun I Facility
2009	ISO 14001:2004 by United Registrar of Systems for compliance by our Company with environmental management system in the manufacture and supply of PCB assembly for consumer and industrial electronics products and lighting products at the Noida I Facility
2009	ISO 9001:2008 by United Registrar of Systems for compliance by our Company with quality management system in the manufacture and supply of CFL (Compact Fluorescent Lamp), STB (Set Top Box) and its Refurbishment at the Noida III Facility
2009	ISO 14001:2004 by United Registrar of Systems for compliance by our Company with environmental management system in the manufacture and supply of CFL (Compact Fluorescent Lamp), STB (Set Top Box) and its Refurbishment at the Noida III Facility
2009	ISO 9001:2008 by United Registrar of Systems for compliance by our Company with quality management system in the manufacture and supply of DVD, LCD/LED TV, FIM/LCM, Induction Cooker, CFL Lamp, LED Lamp, Ballast and Circuit Assembly at the Dehradun I Facility
2010	ISO 9001:2008 by United Registrar of Systems for compliance by our Company with quality management system in the manufacture and supply of PCB assembly for consumer and industrial electronics products and lighting products at the Noida I Facility
2010	ISO 9001:2008 by United Registrar of Systems for compliance by DAPL with quality management system in the manufacture and supply of washing machines at the Dehradun II Facility
2011	ISO 9001:2008 by United Registrar of Systems for compliance by DBMPL with quality management system in the manufacture and supply of moulding items for washing machines, CTVs and DVDs at the Dehradun III Facility
2011	'Best OEM Award 2011' awarded to our Company by CEAMA
2016	ISO 9001:2008 by United Registrar of Systems for compliance by PEPL with quality management system in the manufacture of mobile phones at the Noida II Facility
2016	ISO 14001: 2004 by United Registrar of Systems for compliance by PEPL with environmental management system in the manufacture of mobile phones at the Noida II Facility
2016	Development Excellence Award (Semi-Automatic Washing Machine) awarded by Panasonic India Private Limited to DAPL
2017	ISO 14001:2015 by United Registrar of Systems for compliance with environmental management system in the manufacture and supply of washing machines at the Dehradun II Facility

Main Objects

Our main objects enable us to carry on our current business. The main objects of our Company as contained in our Memorandum of Association are as follows:

1. *To purchase, sell, manufacture, export, repair, hire, let out on hire, alter, exchange or otherwise deal in all kinds of household appliances, instruments and devices such as refrigerators, air conditioners, room coolers, desert coolers, water coolers, all kinds of fans, washing machines, iron-presses, steam presses, dryers, heaters, geysers, cassette recorders, video games, video cassettes, tape duplicators, pressure cookers, ovens, microwave ovens, cooking ranges, mixies, grinders, toasters, juicers, hot plates, vaccum cleaners, transformers, televisions, radios, music system, tea coffee makers, food warmers & dishwashers of all kinds and such other electrical appliances of all types and compressors and electric motors of every kind and description.*

2. *To design, develop, assemble, tabulate, manufacture, distribute, market, sell, import, export, service and repair all types of refrigeration, air conditioning, cooling, freezing and dehydration equipments, machines, and units, complete or parts thereof.*

3. *Manufacturing, exporting, importing and trading of all kinds of CFL lights such as CFL tubes and lamps, CFL bulbs, compact fluorescent lamps, compact fluorescent bulbs and compact fluorescent tubes with EMI-RFI filter used in the lamps, CFL based table lamps, CFL fixtures.*

4. *To carry on the business of manufacturers, merchants, dealers, distributors, importers, exporters, buyers, sellers, agents and stockists, and to market, hire, lease, rent out, assemble, alter, install, service, design, research and improve, develop, exchange, maintain, repair, refurnish, store and otherwise deal in any manner in all types of telephone exchanges, telephone instruments – whether corded, cordless, mobile or of any other kinds tele-terminals, fax machines, telegraphs, recording instruments and devices, telephone message/answering machines and devices, dialing machines, trunk dialing barring devices, wireless sets and other wireless communication devices like radio pagers, cellular phones, satellite phones etc. telecom switching equipment of all kinds, telecom transmission equipments of all kinds, test equipment, instruments, apparatus, appliances and accessories and equipment and machinery for the manufacture thereof and to provide technical services in respect thereof or relating thereto.*

5. *To carry on the business of manufacturing, exporting, importing, trading, hire, lease, assemble, alter, install, service, design, and otherwise deal in any manner, in all types of Lighting items based on new Age lighting like Induction Lighting, Electro Luminescent Lighting, LED or OLED, Sapphire and Crystal based Lighting, Lighting displays, LED light screens or video walls made from New Age or Solid State Lighting materials like LEDs. Power LED Bulbs, SMD LEDS, LEDS, Power LEDS, LED modules, LED Drivers, LED numeric Displays, Dot Matrix displays, Lights such as LED Tubes & Lamps, LED Fixtures LED Street Lights, LED Down lighters, LED Underwater lights, LED Flood lights, Fancy lights, LED Light Bulbs, LED Ribbon lights, LED Rope Lights, LED Bollard Lights, LED Garden Lights, LED Projector lights, LED Spot Lights, LED Tunnel Lights, LED Industrial Lights, LED Recessed Lights, LED Under Cabinet Lights, LED Aviation Lights, Accessories, luminaries, light bulbs holders, light sources and light sub-assemblies. Light shielding devices, wireless light switching and other wireless communication devices for control of lights, microcontroller based lighting banks, all kinds of test & measuring equipments, instruments, apparatus, appliances and accessories and equipment and machinery for the manufacture, testing, quality control, switching, shielding of light thereof and provide technical services in respect thereof or relating thereto.*

Amendments to Memorandum of Association

Set out below are the amendments to our Memorandum of Association since the incorporation of our Company:

Date of Shareholders' resolution, unless otherwise specified	Nature of Amendment
July 12, 1993	Amendment to Clause I of the Memorandum of Association to reflect the change in the name of our Company from 'Weston Utilities Limited' to 'Dixon Utilities and Exports Limited'
	Amendment to Clause V of the Memorandum of Association to reflect increase in authorised share capital from ₹ 1.00 million divided into 100,000 Equity Shares to ₹ 20.00 million divided into 2,000,000 Equity Shares
September 29, 1994	Amendment to Clause V of the Memorandum of Association to reflect increase in authorised share capital from ₹ 20.00 million divided into 2,000,000 Equity Shares to ₹ 50.00 million divided into 5,000,000 Equity Shares
	Deletion of Clause III(C)(24) of the Memorandum of Association and insertion in Clause III(A)(3) of the Memorandum of Association: "*To buy, sell, deal in shares and securities, foreign exchange, gold, silver, cotton, jute, hessian, oil, oil seeds and hold them as permitted under the law from time to time*."
November 20, 2002	Amendment to Clause I of the Memorandum of Association to reflect the change in name of our Company from 'Dixon Utilities and Exports Limited' to 'Dixon Utilities and Exports Private Limited' pursuant to the conversion of our Company from a public limited company to a private limited company
September 29, 2005	Amendment to Clause I of the Memorandum of Association to reflect the change in the name of our Company from 'Dixon Utilities and Exports Private Limited' to 'Dixon Technologies (India) Private Limited'
July 21, 2006	Amendment to Clause V of the Memorandum of Association to reflect increase in authorised share capital from ₹ 50.00 million divided into 5,000,000 Equity Shares to ₹ 50.05 million divided into 5,000,000 Equity Shares and 5,000 Preference Shares
September 27, 2007	Amendment to Clause III (A) of the Memorandum of Association to include sub-clause 4 as below: "*4. Manufacturing, exporting, importing and trading of all kinds of CFL lights such as CFL tubes & lamps, CFL bulbs, compact fluorescent lamps, compact fluorescent bulbs and compact*

Date of Shareholders' resolution, unless otherwise specified	Nature of Amendment
	fluorescent tubes with EMI-RFI filter used in the lamps, CFL Based Table Lamps, CFL Fixtures."
March 21, 2011	Amendment to Clause III (A) of the Memorandum of Association to include sub-clauses 5 and 6 as below: "*5. To carry on the business of manufacturers, merchants, dealers, distributors, importers, exporters, buyers, sellers, agents and stockists, and to market, hire, lease, rent out, assemble, alter, install, service, design, research and improve, develop, exchange, maintain, repair, refurnish, store and otherwise deal in any manner in all types of telephone exchanges, telephone instruments – whether corded, cordless, mobile or of any other kinds tele-terminals, fax machines, telegraphs, recording instruments and devices, telephone message/answering machines and devices, dialing machines, trunk dialing barring devices, wireless sets and other wireless communication devices like radio pagers, cellular phones, satellite phones etc. telecom switching equipment of all kinds, test equipment, instruments, apparatus, appliances and accessories and equipment and machinery for the manufacture thereof and to provide technical services in respect thereof or relating thereto.* *6. To carry on the business of manufacturing, exporting, importing, trading, hire, lease, assemble, alter, install, service, design, and otherwise deal in any manner, in all types of Lighting items based on new Age lighting like Induction Lighting, Electro Luminescent Lighting, LED or OLED, Sapphire and Crystal based Lighting, Lighting displays, LED light screens or video walls made from New Age or Solid State Lighting materials like LEDs. Power LED Bulbs, SMD LEDS, LEDS, Power LEDS, LED modules, LED Drivers, LED numeric Displays, Dot Matrix displays, Lights such as LED Tubes & Lamps, LED Fixtures LED Street Lights, LED Down lighters, LED Underwater lights, LED Flood lights, Fancy lights, LED Light Bulbs, LED Ribbon lights, LED Rope Lights, LED Bollard Lights, LED Garden Lights, LED Projector lights, LED Spot Lights, LED Tunnel Lights, LED Industrial Lights, LED Recessed Lights, LED Under Cabinet Lights, LED Aviation Lights, Accessories, luminaries, light bulbs holders, light sources and light sub-assemblies. Light shielding devices, wireless light switching and other wireless communication devices for control of lights, microcontroller based lighting banks, all kinds of test & Measuring equipments, instruments, apparatus, appliances and accessories and equipment and machinery for the manufacture, Testing, Quality Control, Switching, shielding of Light thereof and provide technical services in respect thereof or relating thereto.*"
April 4, 2014	Amendment to Clause II of the Memorandum of Association to reflect the change in location of the registered office of our Company from Rajasthan to Uttar Pradesh pursuant to the change in the registered office of our Company from G-19, Shopping Centre, Subhash Nagar, Jaipur, Rajasthan to B-14 & 15, Phase II, Noida, Uttar Pradesh 201 305
September 9, 2016	Amendment to Clause V of the Memorandum of Association to reflect the increase in the authorised share capital of our Company from ₹ 50.05 million divided into 5,000,000 Equity Shares and 5,000 Preference Shares to ₹ 200.00 million divided into 19,995,000 Equity Shares and 5,000 Preference Shares
September 9, 2016	Adoption of a restated Memorandum of Association in accordance with Companies Act, 2013
April 18, 2017	Amendment to Clause I of the Memorandum of Association for deletion of the word "Private" and the consequent change in the name of our Company to Dixon Technologies (India) Limited
	Deletion of Clause III(A)(3) of the Memorandum of Association which read as follows: "*To buy, sell, deal in shares and securities, foreign exchange, gold, silver, cotton, jute, hessian, oil, oils-seeds and hold them as permitted under the law, from time to time in force.*"
	Amendment to Clause V of the Memorandum of Association to reflect the re-classification of the authorised share capital of our Company from ₹ 200.00 million divided into 19,995,000 Equity Shares and 5,000 Preference Shares to ₹ 200.00 million divided into 20,000,000 Equity Shares
April 20, 2017*	Amendment to Clause V of the Memorandum of Association to reflect the increase in the authorised share capital of our Company from ₹ 200.00 million divided into 20,000,000 Equity Shares to ₹ 260.00 million divided into 26,000,000 Equity Shares due to the transfer and addition of the authorised share capital of DAPL and DBMPL to the authorised share capital of our Company, pursuant to the Scheme

**Effective Date of the Scheme*

Other details regarding our Company

For details of our Company's corporate profile, business, marketing, the description of our activities, services, products, market of each segment, the growth of our Company, profits due to foreign operations and country-wise analysis, standing of our Company in relation to competitors with reference to our products and services, technology, market, capacity built-up, major suppliers and customers, environmental issues and geographical segment, etc. (as applicable), see the sections "*Our Business*", "*Industry Overview*" and "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" on pages 167, 122 and 335, respectively.

For details of the management of our Company and its managerial competence, see the section "*Our Management*" on page 209.

Capital raising activities through equity or debt

For details regarding our capital raising activities through equity and debt, see the sections titled "*Capital Structure*" and "*Financial Indebtedness*" on pages 90 and 366, respectively.

Injunctions or restraining order against our Company

There are no injunctions or restraining orders against our Company.

Financial and Strategic Partners

Our Company does not have any strategic or financial partners.

Changes in the activities of our Company during the last five years

There have been no changes in the activities of our Company during the last five years which may have had a material effect on the profit and loss of our Company, including discontinuance of lines of business, loss of agencies or markets and similar factors.

Defaults or rescheduling of borrowings from financial institutions/ banks and conversion of loans into equity

There have been no defaults or rescheduling of borrowings from financial institutions/ banks or conversion of loans into equity shares of our Company.

Lock outs and strikes

There have been no lock outs or strikes at any of the units of our Company, Subsidiary or Joint Ventures.

Time and cost overruns

There have been no time or cost overruns in the setting up of any of our manufacturing facilities completed in Fiscals 2012, 2013, 2014, 2015, 2016 and the nine month period ended December 31, 2016.

Scheme of Amalgamation

Pursuant to a scheme of amalgamation ("**Scheme**") under sections 391 to 394 and other relevant provisions of the Companies Act, 1956, approved by our Board on November 25, 2015, DBMPL and DAPL, were proposed to be amalgamated with and into our Company. The Scheme has become operational with effect from the appointed date, i.e., April 1, 2016 ("**Appointed Date**") pursuant to approval of the Scheme by the NCLT, Allahabad vide its order dated April 13, 2017 and registration of the same with the RoC on April 20, 2017. The rationale of the Scheme was to provide for integration of capabilities, streamlining of administration, effective management system and operational flexibility as the consolidation has resulted in consolidation of business operation of DBMPL and DAPL with that of our Company. The entire business functions of DBMPL and DAPL, including all their properties, assets, rights, title, interests, liabilities, obligations, licenses, litigations and employees stand transferred to and vested in our Company as on the Appointed Date and DBMPL and DAPL stand dissolved without the process of winding up. Since DBMPL and DAPL were the wholly owned subsidiaries of our Company, no consideration has been paid and the equity shares of DBMPL and DAPL held by our Company stand cancelled. Further, the authorised share capital of DBMPL and DAPL stand transferred to our Company upon the Scheme becoming effective and with effect from the Appointed Date.

Details regarding acquisition of business/undertakings, mergers, amalgamations and revaluation of assets

Except as stated below and elsewhere in this section, we have not acquired any business or undertaking, and have not undertaken any merger, amalgamation or revaluation of assets:

(i) the amalgamation of DBMPL and DAPL (our erstwhile wholly owned subsidiaries) with our Company pursuant to the Amalgamation Order;

(ii) the acquisition of the remaining 599,990 equity shares of DAPL by our Company in July 2015 representing 49.99% of the total issued subscribed and paid up equity share capital of DAPL, pursuant to which DAPL became our wholly owned subsidiary; and

(iii) the acquisition of the remaining 1,354,900 equity shares of DBMPL by our Company in June 2015 representing 35.19% of the total issued subscribed and paid up equity share capital of DBMPL, pursuant to which DBMPL became our wholly owned subsidiary.

Holding Company

Our Company does not have a holding company.

Shareholder and Share Purchase Agreements

A. Agreements for investments into our Company

Investment Agreement (the "IA") dated April 26, 2008 between IBEF I, IBEF (individually the "Investor" and collectively, the "Investors"), our Company and Sunil Vachani (the "Promoter")

Our Company has entered into the IA with the Investors along with our Promoter in relation to the subscription of 399,967 compulsorily convertible unsecured debentures ("**Convertible Debentures**") at a subscription price of ₹ 1,000 each (in two tranches) and 100 Equity Shares by the Investors for an aggregate consideration of ₹ 400.00 million.

The IA provides for certain special shareholders' rights and obligations including affirmative voting rights on certain reserved matters such as appointment or removal of CEO, CFO, internal auditors and statutory auditors, amendment of Memorandum and Articles, reorganisation or diversification, acquisition, merger, change in capital structure; tag along rights and drag along rights, information rights and the right to nominate at least one Director on the Board.

Amendment agreement to the IA, dated October 5, 2009 ("First Amendment Agreement")

Our Company has entered into the First Amendment Agreement with the Investors and our Promoter by way of which the terms of conversion of the Convertible Debentures were amended pursuant to which *inter alia* the Investors agreed to subscribe to 374,967 Convertible Debentures and 100 Equity Shares for an aggregate revised consideration of ₹ 375.00 million.

Second Amendment Agreement to the IA, dated March 28, 2014 ("Second Amendment Agreement")

Our Company has entered into the Second Amendment Agreement with the Investors and our Promoter by way of which certain terms of conversion of the Convertible Debentures were further amended such that the Equity Shares allotted to the Investors upon conversion of the Convertible Debenture along with the existing Equity Shares held by the Investors would represent (on a fully diluted basis) 27.401% of the total outstanding share capital of our Company post completion to allotment of and subscription to the Convertible Debentures by the Investors. Certain timelines in relation to receipt of information and manner of issuing notices were also amended.

Further, our Company has entered into a termination letter dated May 16, 2017 pursuant to which all rights of the Investors shall automatically terminate upon the listing of the Equity Shares on the Stock Exchanges, pursuant to the Offer.

B. Agreements for investments in our Subsidiaries

Share Purchase Agreement dated June 10, 2015 between Kamaljit Singh Bhurji, Amanpreet Singh Bhurji, Bhurji Superteck Industries Limited, our Company and DBMPL

Our Company entered into a share purchase agreement dated June 10, 2015 with Kamaljit Singh Bhurji, Amanpreet Singh Bhurji, Bhurji Superteck Industries Limited and DBMPL for the acquisition of the remaining 1,354,900 equity shares of DBMPL by our Company, representing 35.19% of the total issued subscribed and paid up equity share capital of DBMPL for a consideration of ₹ 41.04 million.

Share Purchase Agreement dated July 10, 2015 between our Company, Sahil Vachani and DAPL

Our Company entered into a share purchase agreement dated July 10, 2015 with Sahil Vachani and DAPL for the acquisition of the remaining 599,990 equity shares of DAPL, representing 49.99% of the total issued subscribed and paid up equity share capital of DAPL for a consideration of ₹ 100.00 million.

C. Agreement for investments in our Joint Ventures

Shareholders' Agreement dated November 10, 2015 between our Company, Pardeep Jain, Ashish Aggarwal, Sanjay Jain and PEPL

Our Company has entered into a shareholders' agreement dated November 10, 2015 ("**PEPL SHA**") with the other shareholders of PEPL, i.e., Pardeep Jain, Ashish Aggarwal and Sanjay Jain ("**PEPL Shareholders**") for recording the arrangement regarding the management and operation of PEPL and *inter se* rights of the PEPL Shareholders and our Company. PEPL is engaged in the business of manufacturing, selling, exporting, repairing or dealing in mobile phones of all kinds and related components, parts, spares, devices and accessories. For further details of PEPL, refer to the section titled "*Our Subsidiary and Joint Ventures*" on page 206.

Joint venture agreement dated May 8, 2017 between our Company, Aditya Infotech Limited and ADTPL

Our Company has entered into a joint venture agreement dated May 8, 2017 with Aditya Infotech Limited ("**Aditya Infotech**") and ADTPL for recording the relationship between our Company and Aditya Infotech as shareholders of ADTPL and their respective rights and obligations in relation to the management and operation of ADTPL. ADTPL is to be principally engaged in the business of assembling, manufacturing and selling CCTV security cameras, DVRs, NVRs, IP cameras, cables, power supply, video door phones, bio metrics and allied products. For further details of ADTPL, refer to the section titled "*Our Subsidiary and Joint Ventures*" on page 207.

Other material agreements

Other than as disclosed in this Draft Red Herring Prospectus, our Company has not entered into any material agreement, other than a contract entered into in the ordinary course of business carried on or intended to be carried on by our Company or a contract entered into more than two years before the date of this Draft Red Herring Prospectus.

Partnership Firms

Our Company is not a partner in any partnership firm.

Guarantees provided by the Promoter Selling Shareholder

In accordance with the provisions of the financing agreements entered into by our Company and our Subsidiary with their respective lenders, our Promoter has issued certain guarantees in favour of such lenders, the details of which are set out below:

S. No	Date of guarantee	Name of lender	Details of facility	Borrower of facility	Amount of guarantee (₹ in million)
1.	July 16, 2014	Standard Chartered Bank	Working capital facilities	DTIL	400.00*
2.	March 28, 2016	Standard Chartered Bank	Working capital facilities	DGPL	200.00*
3.	December 17, 2014	RBL Bank Limited	Working capital facilities	DGPL	145.00
4.	August 31, 2015	Yes Bank Limited	Working capital facilities	DTIL	240.00
5.	November 30, 2015	Standard Chartered Bank	Term loan	DTIL	133.20**
6.	March 18, 2013	Central Bank of India	Working capital facilities	DTIL	300.00

** The facilities extended by Standard Chartered Bank to our Company and DGPL as co-borrowers has cumulative total limit of ₹ 450 million*
*** In $ which has been converted at the exchange rate of 1$ = ₹66.60 as on December 3, 2015 as per the hedging arrangement with the lender*

For details of the security available to the lenders under the financing arrangements referenced above, please refer to the section titled "*Restated Consolidated Financial Statements - Annexure VIII (Restated Consolidated Summary Statement of Long-Term Borrowings)*" on page 309.

OUR SUBSIDIARY AND JOINT VENTURES

Our Subsidiary

1. Dixon Global Private Limited ("DGPL")

Corporate Information

DGPL was incorporated on October 27, 2010 as a private limited company. The registered office of DGPL is situated at C-33 Noida Phase-II, Gautam Buddha Nagar, Uttar Pradesh 201305.

DGPL is currently engaged in the business of trading of electronic components.

Capital Structure

The authorized, issued and the paid up share capital of DGPL is ₹ 10.00 million divided into 1,000,000 equity shares having a face value of ₹ 10 each.

Shareholding

The shareholding pattern of DGPL as on date of this Draft Red Herring Prospectus, is given below:

Equity share capital

Name of the shareholder	Number of equity shares	Percentage of the issued and paid-up ordinary share capital (%)
Dixon Technologies (India) Limited	999,994	100.00
Sunil Vachani*	1	Negligible
Atul B. Lall*	1	Negligible
Gopal Jagwan*	1	Negligible
Pankaj Sharma*	1	Negligible
Vineet Kumar Mishra*	1	Negligible
Sitaram Patel*	1	Negligible
Total	**1,000,000**	**100.00**

**Our Company holds the beneficial interest in these equity shares*

Our Joint Ventures

Our Company has the following Joint Ventures:

1. Padget Electronics Private Limited; and
2. AIL Dixon Technologies Private Limited

Details of our Joint Ventures are as below:

1. Padget Electronics Private Limited ("PEPL")

Corporate Information

PEPL was incorporated on June 10, 2013 as a private limited company. The registered office of PEPL is situated at C-33 Noida Phase-II, Gautam Buddha Nagar, Uttar Pradesh 201305.

PEPL is currently engaged in the business of manufacturing mobile phones.

Capital Structure

The authorised share capital of PEPL is ₹ 160.00 million divided into 16,000,000 equity shares having a face value of ₹ 10 each and its issued and paid up equity share capital of PEPL is ₹ 150.00 million divided into 15,000,000 equity shares of face value of ₹ 10 each.

Shareholding

The shareholding pattern of PEPL as on date of this Draft Red Herring Prospectus, is given below:

Equity share capital

Name of the shareholder	Number of equity shares	Percentage of the issued and paid-up equity share capital (%)
Dixon Technologies (India) Limited	74,99,999	50.00
Pardeep Jain	71,00,000	47.33
Sanjay Jain	200,000	1.33
Ashish Aggarwal	200,000	1.33
Rajeev Lonial*	1	Negligible
Total	**15,000,000**	**100.00**

Our Company holds the beneficial interest in these equity shares

2. AIL Dixon Technologies Private Limited ("ADTPL")

Corporate Information

ADTPL was incorporated on February 8, 2017 as a private limited company. The registered office of ADTPL is situated at B-14 & 15 Phase-II, Gautam Buddha Nagar, Noida, Uttar Pradesh 201305.

ADTPL is authorised to carry out the business of manufacturing and selling of security systems including digital video recorders, CCTV cameras, alarms etc., electrical appliances, energy devices, gadgets and components for industrial business and household applications.

Capital Structure

The authorised share capital of ADTPL is ₹ 100.00 million divided into 10,000,000 equity shares having a face value of ₹ 10 each and its issued and paid up equity share capital of ADTPL is ₹ 11.00 million divided into 1,100,000 equity shares of face value of ₹ 10 each.

Shareholding

The shareholding pattern of ADTPL as on date of this Draft Red Herring Prospectus, is given below:

Equity share capital

Name of the shareholder	Number of equity shares	Percentage of the issued and paid-up equity share capital (%)
Dixon Technologies (India) Limited	5,50,000	50.00
Aditya Infotech Limited	5,50,000	50.00
Total	**1,100,000**	**100.00**

Accumulated Profits or Losses

There are no accumulated profits or losses of any of our Subsidiary and Joint Ventures that are not accounted for by our Company in the Restated Consolidated Financial Statements.

Other Confirmations

Neither our Subsidiary nor our Joint Ventures have made any public or rights issue to public in the last three years and have not become a sick company as specified under SICA and no winding up proceedings have been initiated against them.

Other than as disclosed below, none of our subsidiaries (including our erstwhile subsidiaries) or Joint Ventures have incurred losses in the nine-month period ended December 31, 2016 and last five Fiscals-

Name of the entity	Relevant fiscal/period in which loss was incurred
DAPL	Fiscal 2012
DBMPL	Fiscal 2012
PEPL	Fiscal 2015
	Fiscal 2016

Neither our Subsidiary nor any of our Joint Ventures are listed on any stock exchange (in India or otherwise) nor have our Subsidiary and Joint Ventures been refused listing on any stock exchange (in India or otherwise).

Interest in our Company

Neither our Subsidiary nor our Joint Ventures hold any Equity Shares in our Company. Our Subsidiary and Joint Ventures do not have any interest in our Company's business other than as stated in the sections titled "*Our Business*" and "*Financial Statements – Restated Consolidated Financial Statements- Annexure XXV- - Restated Consolidated Summary Statement of Related Party Transactions* " on pages 281 and 328 respectively.

Material Transactions

Other than as disclosed in the sub-sections titled "*Financial Statements- Restated Standalone Financial Statements- Annexure XXV- Restated Standalone Summary Statement of Related Party Transactions"* and *"Financial Statements- Restated Consolidated Financial Statements- Annexure XXV- Restated Consolidated Summary Statement of Related Party Transactions*" on pages 281 and 328 respectively, there are no sales or purchase between any of the subsidiaries (including our erstwhile subsidiaries), Joint Ventures and our Company where such sales or purchases exceed in value in the aggregate 10% of the total sales or purchases of our Company, for the period ended March 31, 2012, 2013, 2014, 2015, 2016 and the nine month period ended December 31, 2016.

Associate Company

Our Company does not have any associate company as on the date of this Draft Red Herring Prospectus.

Common Pursuits

Our Joint Ventures are engaged in business similar to the business of our Company. Our Company would adopt necessary measures and practices as permitted by law and regulatory guidelines to address any conflict situation as and when they arise.

OUR MANAGEMENT

Board of Directors

The Articles of Association require our Company to have not less than three Directors and not more than 15 Directors. As on the date of filing this Draft Red Herring Prospectus, we have six Directors on our Board, of which four are non-executive independent Directors, including one woman Director.

Our Board

The following table sets forth the details of our Board as of the date of filing of this Draft Red Herring Prospectus with SEBI:

Name, designation, occupation, DIN, address, date of appointment and term	Age (years)	Other directorships and partnerships
Sunil Vachani *Designation:* Executive Chairman *Occupation:* Business *Address:* B-22, Mayfair Garden, Delhi 110 016, India *Nationality:* Indian *Date of appointment:* January 15, 1993 Date of commencement of current tenure: May 5, 2017 *Term:* Five years w.e.f. May 5, 2017. Liable to retire by rotation *DIN:* 00025431	48	*Indian companies* 1. Alpine Beverages Limited*; 2. Fincraft Learnings Private Limited; 3. Padget Electronics Private Limited; 4. Consumer Electronics and Appliances Manufacturers Association; and 5. AIL Dixon Technologies Private Limited *Partnerships/Limited liability partnerships* 1. Six Sigma Electronics 2. Dixon Applied Technology Training Institute
Atul B. Lall *Designation:* Managing Director *Address:* 405, Nilgiri Apartments, Alaknanda, Kalkaji, Chittranjan Park, Delhi 110019, India *Occupation:* Service *Nationality:* Indian *Date of appointment:* June 30, 2000 *Date of commencement of current tenure*: May 5, 2017 *Term:* Five years w.e.f. May 5, 2017. Liable to retire by rotation *DIN:* 00781436**	55	*Indian companies* 1. Padget Electronics Private Limited; and 2. Fincraft Learnings Private Limited *Partnerships/Limited Liability Partnerships* 1. Dixon Applied Technology Training Institute
Ramesh Chandra Chopra	70	*Indian companies*

Name, designation, occupation, DIN, address, date of appointment and term	Age (years)	Other directorships and partnerships
Designation: Non-executive independent director *Address:* C-21, Tarang Apartments, 19, I.P. Extension, Delhi 110 092, India *Occupation:* Retired Professional *Nationality:* Indian *Date of appointment:* July 14, 2008 *Date of commencement of current tenure*: February 23, 2017 *Term:* February 23, 2017 – July 13, 2018 *DIN:* 01525964		1. Onicra Credit Rating Agency of India Limited; and 2. Onicra Credit Information Company Limited.
Poornima Shenoy *Designation:* Non-executive independent director *Address:* B-1, Hulkul Residency, No. 81, Lavelle Road, Bengaluru 560 001, Karanataka, India *Occupation:* Business *Nationality:* Indian *Date of appointment:* February 23, 2017 *Date of commencement of current tenure*: February 23, 2017 *Term:* Three years w.e.f. February 23, 2017 *DIN:* 02270175	52	*Indian companies* 1. Moschip Semiconductor Technology Limited 2. Electronic Skills Development Council 3. Latitude Edutech Consulting Private Limited 4. Dixon Global Private Limited
Manuji Zarabi *Designation:* Non-executive independent director *Address:* C-28, Pamposh Enclave, Greater Kailash I, Delhi 110 048, India *Occupation:* Business *Nationality:* Indian *Date of appointment:* February 23, 2017 *Date of commencement of current tenure*: February 23, 2017	69	*Indian companies* 1. Masamb Embedded Systems Private Limited 2. Masamb Electronics Systems Private Limited 3. Dixon Global Private Limited

Name, designation, occupation, DIN, address, date of appointment and term	Age (years)	Other directorships and partnerships
Term: Three years w.e.f. February 23, 2017 *DIN:* 00648928		
Manoj Maheshwari *Designation:* Non-executive independent director *Address:* 552, Vasundhara Enclave, Abhinav Apartments, Delhi 110 096, India *Occupation:* Management consultant *Nationality:* Indian *Date of appointment:* May 3, 2017 *Date of commencement of current tenure*: May 3, 2017 *Term:* Three years w.e.f. May 3, 2017 *DIN:* 02581704	51	*Indian companies* 1. B.M.M. Ispat Limited 2. New Habitat Housing Finance and Development Limited 3. Vision One India Consulting Services Private Limited

The Registrar of Companies, National Capital Territory of Delhi and Haryana, issued a notice on October 21, 2010 for striking off the name of Alpine Beverages Limited ("Alpine**") from the register pursuant to section 560(3) of Companies Act, 1956, unless cause is shown to the contrary, within three months from the date of such notice. However, as per the website of the MCA, Alpine is under the process of striking off.*
***As per the website of the MCA, other than DIN 00781436 held by Atul B. Lall which is being used by him, two more DINs are appearing in his name, however, these additional DINs are lapsed or disabled. A ticket has been raised before the relevant department of the MCA seeking clarification in this regard.*

Brief Profile of our Directors

Sunil Vachani is currently the Executive Chairman of our Company. He holds an American degree of Associate of Applied Arts in business administrations from the American College in London. He is also the Promoter of our Company and has been associated with us since inception. He is responsible for our Company's growth and business development. He has over two decades of experience in the EMS industry. He has been awarded the "Man of Electronics Award" by CEAMA in 2015, the "Outstanding Citizen Award 2012" by the Sindhi Chamber of Commerce and one of the "Top 100 people influencing EMS" in 2012 by the ventureoutsource.com. He has held positions like chairman of the Electronics and Computer Software Export Promotion Council of India and Co-Chair of the CII ICTE Committee. He is currently the vice president of CEAMA.

Atul B. Lall, is the Managing Director of our Company. He holds a master's degree in management studies from the Birla Institute of Technology and Science, Pilani. He has been associated with our Company since inception. He is responsible for our Company's overall business operations. He has more than 25 years of experience in the EMS industry. He has served as a member of the Technical Evaluation Committee for Electronic Manufacturing Services under M-SIPS (Electronic Manufacturing Services-EMS) constituted by the DeitY and served as a representative of ELCINA on the Committee for Reliability of Electronic and Electrical Components and Equipment (LITD. 02) of the BIS. He has also authored the book, '*Gita and India Inc.*'.

Ramesh Chandra Chopra, is a Non-Executive Independent Director of our Company. He holds a degree of doctor of philosophy (science) from the University of Bombay. He superannuated as Scientist 'G'-Group Coordinator from the Department of Information Technology (presently knowns at MeitY) and has over 32 years of experience in the electronics industry. He is currently a director on the board of Onicra Credit Rating Agency of India Limited and Onicra Credit Information Company Limited.

Poornima Shenoy, is a Non-Executive Independent Director of our Company. She holds a bachelor's degree in arts from Bangalore University and a post-graduate diploma in management from T.A. Pai Management Institute, Manipal. She has completed the global leadership in healthcare from the University of Michigan Business School and is a British Chevening scholar in Women in Leadership and Management from the University of Bradford. She is the founding president of the India Electronics & Semiconductor Association.

Manuji Zarabi, is a Non-Executive Independent Director of our Company. He holds a degree of doctor of philosophy from the Indian Institute of Science, Bangalore. He was associated with Semiconductor Complex Limited, a Government of India Enterprise for 26 years and retired as its chairman cum managing director in August 2005. He was member of the working group on development of R&D and IP in electronics formed at DeitY.

Manoj Maheshwari, is a Non-Executive Independent Director of our Company. He is a fellow member of the Institute of Chartered Accountants of India and an associate member of the Institute of Company Secretaries of India. He also holds a post graduate diploma in business administration from Symbiosis Centre for Distance Learning. He has an experience of more than 29 years in finance functions encompassing various aspects of finance and corporate functions including M&A, capital expenditure and fund raising as debt and equity. In the past, he has been associated with Bajaj Hindusthan Limited as a director and Group CFO, Lalitpur Power Generation Company Limited as a director and earlier with Hindalco Industries Limited, Birla Jute & Industries Limited, Hindusthan National Glass & Industries Limited and Srei Infrastructure Finance Limited. He is currently also a non- executive director of B.M.M. Ispat Limited and New Habitat Housing Finance and Development Limited and a director of Vision One India Consulting Services Private Limited.

Confirmations

None of our Directors is or was a director of any listed company on the BSE or NSE, whose shares have been or were suspended from being traded, during the last five years prior to the date of this Draft Red Herring Prospectus, during the term of his/her directorship in such company.

None of our Directors is or was, a director of any listed company, which has been or was delisted from any stock exchange, during the term of his/her directorship in such company.

Further, except with respect to the outstanding receivable from DATTI where our Executive Chairman and Managing Director are partners and the loan provided by our Company to the Managing Director, none of the beneficiaries of loans and advances and sundry debtors granted by our Company are related to our Directors. For details of the outstanding receivables from DATTI, please refer to the section titled "*Financial Statements – Restated Consolidated Financial Statements - Annexure XXV – Restated Consolidated Summary Statement of Related Party Transactions*" on page 328.

None of our directors are related to one another.

None of our Directors has been or was identified as a wilful defaulter as defined under the SEBI ICDR Regulations.

Neither our Company nor any of our Directors have committed any violation of securities laws in the past and no such proceedings (initiated by SEBI or otherwise) are pending against our Company or our Directors.

No consideration, either in cash or shares or in any other form have been paid or agreed to be paid to any of our Directors or to the firms, trusts or companies in which they have an interest in, by any person, either to induce him to become or to help him qualify as a Director, or otherwise for services rendered by him or by the firm, trust or company in which he is interested, in connection with the promotion or formation of our Company.

Appointment of relatives of our Directors to any office or place of profit

As on the date of this Draft Red Herring Prospectus, no relatives of any of our Directors have been appointed to a place or office of profit in our Company.

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

None of our Directors have been appointed pursuant to any arrangement or understanding with our major Shareholders, customers, suppliers or others.

Service contracts with Directors

Our Company has not entered into any service contracts with any Directors, which provide for benefits upon termination of employment.

Terms of appointment of our Executive Directors

1. Sunil Vachani

Sunil Vachani was re-appointed as the executive chairman and whole time director of our Company, pursuant to a resolution of our Shareholders dated May 5, 2017 for a period of five years, with effect from May 5, 2017. As per the terms of re-appointment of Sunil Vachani, in Fiscal 2018, Sunil Vachani is entitled to remuneration as follows:

Particulars	Terms of remuneration
Basic salary	₹ 706,465 per month
House rent allowance	75% of the basic salary
Commission	Not more than two percent of the net profit of our Company computed in the manner laid down in section 198 of the Companies Act, 2013 subject to the overall limits specified under section 197 read with schedule V of the Companies Act, 2013.
Medical expenses	₹ 1,250 per month
Leave travel concession	₹ 58,872 per month
Electricity	₹ 3,654 per month
Telephone	₹ 7,269 per month
Car	₹ 44,780 per month
Special allowance	₹ 315,686 per month
Income from associate companies	Up to ₹ 240,000 per month
Other benefits	• Sunil Vachani is entitled to reimbursement of expenses or charges incurred by him for and on behalf of our Company in furtherance of its business or objectives. • Contribution towards provident fund, superannuation fund, annuity fund, National Pension Scheme and gratuity fund as per the policy of our Company.

2. Atul B. Lall

Atul B. Lall was re-appointed as the managing director and whole time director of our Company, pursuant to a resolution of our Shareholders dated May 5, 2017 for a period of five years, with effect from May 5, 2017. As per the terms of re-appointment of Atul B. Lall, in Fiscal 2018, Atul B. Lall is entitled to remuneration as follows

Particulars	Terms of remuneration
Basic salary	₹ 563,942 per month
House rent allowance	75% of the basic salary
Commission	Not more than two percent of the net profit of our Company computed in the manner laid down in section 198 of the Companies Act, 2013 subject to the overall limits specified under section 197 read with schedule V of the Companies Act, 2013.

Particulars	Terms of remuneration
Medical expenses	₹ 1,250 per month
Leave travel concession	₹ 46,996 per month
Telephone	₹ 7,788 per month
Car	₹ 33,792 per month
Special allowance	₹ 179,141 per month
Income from associate companies	Up to ₹ 120,000 per month
Other benefits	• Atul B. Lall is entitled to reimbursement of expenses or charges incurred by him for and on behalf of our Company in furtherance of its business or objectives. • Contribution by our Company towards provident fund, superannuation fund, annuity fund, National Pension Scheme and gratuity fund is as per the policy of our Company.

Payments or benefits to Directors

The sitting fees/other remuneration paid to our Directors in Fiscal 2017 are as follows:

1. Remuneration to Executive Directors:

The details of total remuneration paid by our Company to our executive Directors for Fiscal 2017 and the current Fiscal are as follows:

(*in ₹ million*)

Name of Director	Designation	Fiscal 2017*	Fiscal 2018 (up to April 30, 2017)
Sunil Vachani	Executive Chairman	17.02	1.41
Atul B. Lall	Managing Director	40.42	1.13
	TOTAL	**57.44**	**2.54**

* *Excludes commission payable for Fiscal 2017*

No remuneration is paid or payable by our Subsidiary and one of our Joint Ventures, ADTPL to our Directors. The details of remuneration (including commission) paid/payable by PEPL to our executive Directors for Fiscal 2017 and the current Fiscal are as follows:

(*in ₹ million*)

Name of Director	Fiscal 2017	Fiscal 2018 (up to April 30, 2017)
Sunil Vachani	1.98	0.20
Atul B. Lall	0.99	0.10
TOTAL	**2.97**	**0.30**

2. Non-executive Directors:

Except for sitting fees paid detailed below, no other payments have been made to our non-executive Directors in Fiscal 2017 and the current Fiscal (up to April 30, 2017) are as follows:

Name of Director	₹ million
Ramesh Chandra Chopra	0.10
R.K. Dhawan	Nil
Poonima Shenoy	0.02
Manuji Zarabi	0.02
TOTAL	**0.14**

Shareholding of Directors in our Company

Other than as specified below, none of our Directors hold any Equity Shares in our Company:

Name of Director	Number of Equity Shares held	Percentage of pre-Offer Capital (%)
Sunil Vachani	4,830,576	43.97
Atul B. Lall	700,000	6.37
Total	**5,530,576**	**50.34**

None of our Directors hold any equity shares in our Subsidiary. For details, refer to the section titled "*Our Subsidiary and Joint Ventures*" on page 206.

Borrowing Powers

Pursuant to our Articles of Association, the applicable provisions of the Companies Act, 2013, and a resolution passed by the Shareholders on April 18, 2017, our Board has been authorised to borrow any sum or sums of moneys whether rupee loans or foreign currency loans or other external commercial borrowings in one or more tranches (apart from temporary loans obtained from our Company's bankers in the ordinary course of business) which shall not exceed at any given time (including money already borrowed), ₹ 5,000 million or aggregate of its paid-up share capital and free reserves, whichever is higher.

Bonus or profit sharing plan for our Directors

Except as disclosed in this section, our Company does not have any performance linked bonus or a profit-sharing plan for our Directors.

Interest of Directors

All the Directors, including Independent Directors, may be deemed to be interested to the extent of fees, if any, payable to them for attending meetings of the Board or a committee thereof as well as to the extent of other remuneration and reimbursement of expenses payable to them. The Managing Director is interested to the extent of remuneration paid to him for services rendered as an officer or employee of our Company.

The Directors, including Independent Directors, may also be regarded as interested in the Equity Shares, if any, held by them and also to the extent of any dividend payable to them and other distributions in respect of the Equity Shares. The Directors, including independent Directors, may also be regarded as interested in Equity Shares held by or that may be subscribed by and allotted to the companies, firms and trust, in which they are interested as directors, members, partners and trustees. For the shareholding of the Directors, please see the sub-section titled *"Shareholding of Directors in our Company"* on page 215.

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

Interest of Directors in the promotion of our Company

Except Sunil Vachani who is also our Promoter, none of our Directors are interested in the promotion of our Company other than in the ordinary course of our business.

Interest of Directors in the properties of our Company

Except as disclosed below, our Directors have no interest in any property acquired in the preceding two years or proposed to be acquired by our Company within the two years from the date of 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:

A deed of sale dated March 30, 2017 was entered into by our Company with our Executive Chairman and Promoter, Sunil Vachani and Gayatri Vachani for purchase of property located at JA 0607, 6th floor, Plot no. 10, DLF Tower, Jasola New Delhi by our Company for a consideration of ₹ 21.40 million.

Changes in the Board in the last three years

Name	Date of appointment/ change/ cessation	Reason
Atul B. Lall	July 5, 2015*	Change of designation from deputy managing director to managing director
Sunil Vachani	September 15, 2015	Change of designation from chairman cum managing director to executive chairman
R. K. Dhawan	April 10, 2016	Resignation
Poornima Shenoy	February 23, 2017	Appointment as an independent director
Manuji Zarabi	February 23, 2017	Appointment as an independent director
Vishal Kumar Gupta	May 3, 2017	Resignation
Manoj Maheshwari	May 3, 2017	Appointment as an independent director

**The date of change in designation has been erroneously mentioned as June 5, 2015 in Form DIR 12 filed with the RoC in this regard. Our Company has filed an application with the RoC for rectification of the same.*

Corporate Governance

The provisions of the Companies Act, 2013 along with the SEBI Listing Regulations, with respect to corporate governance will be applicable to our Company immediately upon the listing of the Equity Shares with the Stock Exchanges. Our Company is in compliance with the requirements of the applicable regulations in respect of corporate governance in accordance with the SEBI Listing Regulations, and the Companies Act, 2013, pertaining to the constitution of the Board and committees thereof.

Currently, our Board has six Directors (including one woman Director) of which four are independent Directors which constitutes more than half of our Board, and the Chairman of the Board is an executive Director.

The Board functions either as a full board or through various committees constituted to oversee specific operational areas. 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.

Board-level committees

In terms of the SEBI Listing Regulations and the provisions of the Companies Act, 2013, our Company has constituted the following Board-level committees:

A. *Audit committee*

The Audit committee was re-constituted by a resolution of our Board dated May 3, 2017. The current constitution of the Audit committee is as follows:

Name of Director	Position in the Committee	Designation
Manoj Maheshwari	Chairperson	Non-Executive Independent Director
Ramesh Chandra Chopra	Member	Non-Executive Independent Director
Manuji Zarabi	Member	Non-Executive Independent Director

Our Company Secretary and Compliance Officer is secretary of the Audit committee.

The scope and function of the Audit committee is in accordance with Section 177 of the Companies Act, 2013 and Regulation 18 of the SEBI Listing Regulations and its terms of reference are as follows:

Scope and terms of reference:

The roles and responsibilities of the Audit Committee include the following:

1. Overview 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. Reviewing and recommending for approval to the Board:
    (a) Proposals on borrowings and proposals on non-fund based facilities from banks
    (b) Business plan
    (c) Corporate annual budget and revised estimates;
3. Recommending to the Board the appointment, re-appointment, terms of appointment and, if required, the replacement or removal of the internal auditor, cost auditor and statutory auditors and the fixation of audit fees and remuneration;
4. Approval of payment to statutory, internal and cost auditors for any other services rendered by them, as applicable;
5. Reviewing, with the management, the annual financial statements and auditor’s report thereon before submission to the board for approval with particular reference to:
    (a) Matters required 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;
    (b) Changes, if any, in accounting policies and practices and reasons for the same;
    (c) Major accounting entries involving estimates based on the exercise of judgment by management;
    (d) Significant adjustments made in the financial statements arising out of audit findings;
    (e) Compliance with listing and other legal requirements relating to financial statements;
    (f) Disclosure of any related party transactions;
    (g) Modified opinion(s) in the draft audit report.
    (h) Compliance with accounting standards;
    (i) Contingent liabilities;
    (j) Claims against the Company and their effect on the financial statements; the term “financial statement” shall have the meaning ascribed to such term under Section 2(40) of the Companies Act, 2013;
6. Reviewing, with the management:
    (a) the quarterly, half-yearly and annual financial statements and such other periodical statements before submission to the Board for approval;
    (b) the statement of uses/application of funds raised through an issue (public issue, rights issue, preferential issue, etc.); and
    (c) the statement of funds utilized for purposes other than those stated in the offer document/ prospectus/notice and the report submitted by the monitoring agency, monitoring the utilization of proceeds of a public or rights issue and making appropriate recommendations to the Board to take up steps in the matter;
7. Reviewing and monitoring the auditor’s independence and performance along-with the effectiveness of audit process;
8. Examination of the financial statement and the auditor’s report thereon;
9. Approval or any subsequent modification of transactions of the company with related parties, provided that the audit committee may make omnibus approval for related party transactions proposed to be entered into by the Company subject to such conditions as may be prescribed;
10. Laying down the criteria for granting omnibus approval in line with the Company’s policy on related party transactions and such approval shall be applicable in respect of transactions which are repetitive in nature;
11. Scrutinizing
    (a) the need for omnibus approval and ensuring that such approval is in the interest of the Company;
    (b) Inter-corporate loans and investments.
12. Valuation of undertakings or assets of the company, wherever it is necessary;
13. Evaluation of internal financial controls and risk management systems;
14. Reviewing with the management- performance of statutory, cost and internal auditors and also the adequacy of the internal control systems;
15. 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;
16. Discussion with internal auditors of any significant findings and follow up there on;

17. 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;
18. Discussing with statutory auditors, internal auditors, secretarial auditors and cost auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
19. Scrutinizing the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
20. Formulating the scope, functioning, periodicity and methodology for conducting the internal audit in consultation with the internal auditor.
21. Approval of appointment of CFO (or the whole-time finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate;
22. Reviewing the functioning of the whistle blower mechanism;
23. Making recommendations to the Board in relation to the establishment of a vigil mechanism;
24. Monitoring of a vigil mechanism for enabling adequate safeguards and protection of interest of the director(s) or employees or any other person who may avail the mechanism and to provide for direct access to the chairperson of the Audit Committee in exceptional cases where deemed necessary;
25. Discretion to invite the chief financial officer or head of the finance functions, head of internal audit and a representative of the statutory auditor and any other such executives to be present at the meetings of the committee: Provided that occasionally the audit committee may meet without the presence of any executives of the listed entity.
26. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee as per the Companies Act, 2013, rules framed there under, the SEBI ICDR Regulations, the SEBI Listing Regulations and other applicable Rules and Regulations.

The powers of the Audit Committee shall include the following:

(a) To investigate any activity within its terms of reference;
(b) To seek information from any employee;
(c) To select and appoint professional advisors and obtain advice from external sources including for forensic or other investigations, if necessary;
(d) To secure attendance of outsiders with relevant expertise, if it considers necessary; and
(e) To have full access to the information contained in the records of the Company

The Audit committee also reviews the following information:

1. Management's discussion and analysis of financial condition and results of operations;
2. Statement of significant related party transactions (as defined by the Audit Committee), submitted by management;
3. Details of all material transactions with related parties to be disclosed every quarter along with the compliance report on corporate governance;
4. On a quarterly basis, the details of related party transactions entered into by the Company pursuant to each omnibus approval given;
5. Whether the policy dealing with related party transactions is placed on the website of the Company;
6. Management letters / letters of internal control weaknesses issued by the statutory auditors;
7. Internal audit reports relating to internal control weaknesses;
8. The appointment, removal and terms of remuneration of the chief internal auditor;
9. Statement of deviations:
    (a) quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1) of the SEBI Listing Regulations; and
    (b) annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32(7) of the SEBI Listing Regulations

The Audit Committee is required to meet at least four times in a year under Regulation 18 (2)(a) of the SEBI Listing Regulations.

B. *Nomination and Remuneration Committee*

The Nomination and Remuneration committee was constituted by a resolution of our Board dated May 3, 2017. The current constitution of the Nomination and Remuneration committee is as follows:

Name of Director	Position in the Committee	Designation
Poornima Shenoy	Chairperson	Non-Executive Independent Director
Manuji Zarabi	Member	Non-Executive Independent Director
Manoj Maheshwari	Member	Non-Executive Independent Director
Sunil Vachani	Member	Executive Chairman

The Company Secretary and Compliance Officer is the secretary of the Nomination and Remuneration Committee.

The scope and function of the Nomination and Remuneration committee is in accordance with Section 178 of the Companies Act, 2013 read with Regulation 19 of the SEBI Listing Regulations and its terms of reference are as follows:

Terms of reference of the Nomination and Remuneration Committee:

1. Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees;
2. Reviewing the terms and conditions of services including remuneration in respect of technical director and managing director and submitting their recommendations to the Board;
3. Formulation of criteria for evaluation of independent directors and the Board;
4. Devising a policy on Board diversity;
5. Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommending to the Board, their appointment and removal and shall carry out evaluation of every director’s performance;
6. Determination of extension or continuation of the term of appointment of the independent directors on the basis of the report of performance evaluation of independent directors.
7. Evaluating the current composition, organization and governance of the Board and its committees as well as determining future requirements and making recommendations to the Board for approval;
8. Determining on an annual basis, desired qualifications along with the expertise, characteristics and conduct searches for potential Board members with corresponding attributes. Thereafter, evaluation and proposal of nominees for election to the Board. In performing these tasks, the committee shall have the sole authority to retain and terminate any search firm to be used to identify director candidates;
9. Evaluation and recommendation of termination of membership of individual directors in accordance with the Board's governance principles for cause or for other appropriate reasons;
10. Making recommendations to the Board in relation to the appointment, promotion and removal of the senior management personnel at such level(s);
11. Reviewing, amending, modifying and approving all other human resources related policies of our Company from time to time;
12. Reviewing and recommending to the Board, manpower plan/ budget and sanction of new senior management positions from time to time in the future;
13. Reviewing and recommending to the Board, matters relating to revision of compensation/ salary and long term wage settlements;
14. Determination of compensation levels payable to the senior management personnel and other staff (as deemed necessary) which shall be market-related, usually consisting of a fixed and variable component;
15. Reviewing and approving compensation strategy from time to time in the context of the then current Indian market in accordance with applicable laws;
16. Performing such functions as are required to be performed by the compensation committee under the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
17. Determining our Company’s policy on specific remuneration packages for executive directors including pension rights and any compensation payment, and determining remuneration packages of such directors;

18. Framing suitable policies and systems to ensure that there is no violation, by an employee of any applicable laws in India or overseas, including:
    (a) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; or
    (b) The Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices relating to the Securities Market) Regulations, 2003;
19. Consideration and approval of employee stock option schemes and to administer and supervise the same;
20. Decision on matters such as quantum of and milestones for grant, eligibility of employees who shall be entitled to grant of options, vesting period and conditions thereof, termination policies etc;
21. Reviewing, with the management, all human resource related issues from time to time so as to maintain harmonious employer-employee relations;
22. Periodically reviewing and re-examining the terms of reference and making recommendations to our Board for any proposed changes;
23. Authorization to obtain advice, reports or opinions from internal or external counsel and expert advisors;
24. Ensuring proper induction program for new directors, KMP and senior management and reviewing its effectiveness along-with ensuring that on appointment, they receive a formal letter of appointment in accordance with guidelines provided under the Companies Act, 2013;
25. Developing a succession plan for our Board and senior management and regularly reviewing the plan;
26. Consideration and determination of the nomination and remuneration policy based on performance and also bearing in mind that the remuneration is reasonable and sufficient to attract, retain and motivate members of the Board and such other factors as the Committee shall deem appropriate;
27. Ensuring that it proactively maintains a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the Company; and
28. Performing such other activities as may be delegated by the Board and / or are statutorily prescribed under any law to be attended to by the Nomination and Remuneration Committee.

C. *Stakeholders' Relationship Committee*

The Stakeholders' Relationship Committee was re-constituted by a resolution of our Board dated May 3, 2017. The current constitution of the Stakeholders' Relationship committee is as follows:

Name of Director	Position in the Committee	Designation
Manuji Zarabi	Chairperson	Non-Executive Independent Director
Sunil Vachani	Member	Executive Chairman
Atul B. Lall	Member	Managing Director

The Company Secretary and Compliance Officer is the secretary of the Stakeholder's Relationship Committee.

This Committee is responsible for the redressal of shareholders' and investors' grievances including but not limited to transfer of shares, non-receipt of annual report and non-receipt of dividend. The scope and function of the Stakeholders' Relationship Committee is in accordance with Section 178 (6) of the Companies Act, 2013, read with Regulation 20 of the SEBI Listing Regulations and its terms of reference are as follows:

1. Collecting and analyzing reports received periodically from the Registrar and the Share Transfer Agent ("**RTA**") on the following:
    (a) Complaints regarding non-receipt of the shares, debentures, deposit receipt, declared dividend or interest;
    (b) Requests regarding non-receipt of the notice of the AGM, balance sheet and profit and loss account statement;
    (c) Complaints of investors routed by the SEBI or Stock Exchanges and others;
    (d) Transfer, sub-division, consolidation, split, exchange, endorsement, transmission of share certificates and transposition of share certificates;
    (e) Issue of share certificates, debenture certificates, duplicate share or debenture certificates in lieu of lost/ torn/ mutilated/ defaced certificates;
    (f) Requests relating to de-materialization and re-materialization of shares;
    (g) Requests relating to modes of paying the dividend i.e. through electronic clearing service, RTGS and issue of dividend warrant for dividend payment/ interest etc.; and

(h) Complaints related to allotment of shares, transfer or transmission of shares, debentures or any other securities, non-receipt of annual report and non-receipt of declared dividends or any other document or information to be sent by our Company to its shareholders.

2. To redress other grievances of shareholders, debenture holders and other security holders;
3. Scrutinizing other matters related to or arising out of shareholders/ investors services including preparation and approval of periodical reports.

D. *Corporate Social Responsibility Committee*

The Corporate Social Responsibility committee was re-constituted by a resolution of our Board dated May 3, 2017. The current constitution of the Corporate Social Responsibility Committee is as follows:

Name of Director	Position in the Committee	Designation
Sunil Vachani	Chairperson	Executive Chairman
Atul B. Lall	Member	Managing Director
Ramesh Chandra Chopra	Member	Non-Executive Independent Director

The scope and functions of the Corporate Social Responsibility Committee is in accordance with Section 135 of the Companies Act, 2013, and its terms of reference are as follows:

(a) Formulation and recommendation to the Board, a corporate social responsibility policy and subsequent amendments as required from time to time;
(b) Ensuring that the corporate social responsibility policy shall include/ indicate the activities to be undertaken by the companies as specified in Schedule VII of the Companies Act, 2013 and the rules made there under, from time to time excluding the activities undertaken in pursuance of its normal course of business;
(c) Monitoring the corporate social responsibility policy by instituting a transparent monitoring mechanism for implementation of the corporate social responsibility projects or programs or activities undertaken by the Company from time to time;
(d) Recommendation of the annual budget for the corporate social responsibility activities of our Company in compliance with the relevant statutory provisions;
(e) Assistance to our Board to ensure that our Company spends towards the corporate social responsibility activities in every Fiscal, such percentage of average net profit/ amount as may be prescribed in the Companies Act, 2013 and/ or rules made thereunder;
(f) Providing explanation to the Board if our Company fails to spend the prescribed amount within the financial year;
(g) Providing updates to our Board at regular intervals of six months on the corporate social responsibility activities;
(h) Regulation of its own proceedings subject to the terms of reference;
(i) Reviewing and recommending the corporate social responsibility plan for the ensuing Fiscal to our Board;
(j) Approval of any project that may come during the year and which is not covered in the corporate social responsibility plan up to such amount as may be prescribed by our Board from time to time; and
(k) Performance of such other functions as the Corporate Social Responsibility Committee may deem appropriate after the approval of the Board, or as may be directed by the Board from time to time.

E. IPO Committee

The IPO Committee was constituted by a resolution of our Board dated May 3, 2017. The current constitution of the IPO Committee is as follows:

Name of Director	Designation
Sunil Vachani	Executive Chairman
Atul B. Lall	Managing Director
Manuji Zarabi	Non-Executive Independent Director
Manoj Maheshwari	Non-Executive Independent Director

The terms of reference for the IPO Committee are as follows

(i) To appoint and enter into arrangements with the BRLMs, underwriters to the Offer, syndicate members to the Offer, brokers to the Offer, escrow collection bankers to the Offer, registrars to the Offer, refund banks to the Offer, legal advisors and any other agencies or persons or intermediaries to the Offer and to negotiate and finalize the terms of their appointment, including but not limited to execution of the BRLMs' mandate letter, negotiation, finalization and execution of the offer agreement with the BRLMs and the underwriting agreement with the underwriters;

(ii) To undertake as appropriate such communication with the selling shareholders as required under applicable law, including inviting the existing members of the Company to participate in the Offer by making an offer for sale in relation to such number of Equity Shares held by them as may be deemed appropriate, and which are eligible for offer for sale in accordance with the SEBI ICDR Regulations, and to take all actions as may be necessary or authorized in connection with the Offer for Sale;

(iii) Taking on record the approval of the Offer for Sale by the selling shareholders;

(iv) To seek, if required, any approval, consent or waiver from the Company's lenders, and/or other third parties with whom the Company has entered into various commercial and other agreements, and/or any/all concerned government and regulatory authorities in India, and/or any other approvals, consents or waivers that may be required in connection with the issue, offer and allotment of the Equity Shares in the Offer;

(v) To decide on the actual size (including, without limitation, any reservation for employees of the Company, employees or members of promoting companies/ group companies and/or any other reservations or firm allotments as may be permitted), timing, pricing (including the discount for any reserved category) and all the terms and conditions of issue of the Equity Shares pursuant to the Offer, including the price, and to accept any amendments, modifications, variations or alterations thereto;

(vi) To finalize, settle, approve and adopt the draft red herring prospectus, the red herring prospectus, the prospectus and the preliminary and final international wrap for the Offer together with any addenda, corrigenda or supplement thereto and take all such actions as may be necessary for filing of these documents including incorporating such alterations/corrections/ modifications as may be required by and to submit undertaking / certificates or provide clarifications to SEBI, Stock Exchanges or any other relevant governmental and statutory authorities;

(vii) To finalize, settle and to execute and deliver or arrange the delivery of the registrar agreement, syndicate agreement, underwriting agreement, cash escrow agreement, share escrow agreement and all other documents, deeds, agreements, memorandum of understanding and other instruments with the registrar to the Offer, legal advisors, auditors, Stock Exchanges, BRLMs and any other agencies / intermediaries as may be required or desirable in relation to the Offer (including amending, varying or modifying the same, as may be considered desirable or expedient), with the power to authorize one or more officers of our Company to negotiate, execute and deliver all or any of the aforementioned documents;

(viii) To do all such acts, deeds and things as may be required to dematerialize the Equity Shares and to sign agreements and/or such other documents as may be required with the National Securities Depository Limited, the Central Depository Services (India) limited, registrar and transfer agents and such other agencies, authorities or bodies as may be required in this connection with the power to authorize one or more officers of our Company to execute all or any of the aforementioned documents;

(ix) To make applications to, seek clarifications, obtain approvals and seek exemptions from, if necessary, the FIPB, the SEBI, the RBI, the RoC or any other statutory and governmental authorities in connection with the Offer, and wherever necessary, incorporate such modifications / amendments as may be required in the draft red herring prospectus, the red herring prospectus and the prospectus;

(x) To make applications for listing of the Equity Shares on the Stock Exchange(s) and to execute and to deliver or arrange the delivery of necessary documentation to the Stock Exchange(s), and to take all such other actions as may be necessary in connection with obtaining such listing;

(xi) To make arrangement for the submission of the draft red herring prospectus to the SEBI and the Stock Exchange(s) for receiving comments, the red herring prospectus and the prospectus to the RoC, and any corrigendum, amendments or supplements thereto;

(xii) To decide, negotiate and finalize the pre-IPO Placement of the Equity Shares by the Company or engage in discussions with investors in relation to a pre-IPO Placement;

(xiii) To open and operate bank accounts of the Company in terms of Section 40(3) of the Companies Act, 2013 and to authorize one or more officers of the Company to execute all documents/deeds as may be necessary in this regard;

(xiv) To open and operate bank account(s) of the Company in terms of the cash escrow agreement for handling of refunds for the Offer and to authorize one or more officers of the Company to execute all documents/deeds as may be necessary in this regard;

(xv) To determine and finalize the floor price/price band for the Offer, approve the basis for allocation and confirm allocation of the Equity Shares to various categories of persons (including Anchor Investors) as disclosed in the draft red herring prospectus, the red herring prospectus and the prospectus, in consultation with the BRLMs and do all such acts and things as may be necessary and expedient for, and incidental and ancillary to, the Offer;

(xvi) To do all such acts, deeds, matters and things and execute all such other documents, etc. as it may, in its absolute discretion, deem necessary or desirable for the purpose of the Offer, including without limitation, finalize the basis of allocation and to allot the Equity Shares to the successful allottees as permissible in law, issue of share certificates in accordance with the relevant rules;

(xvii) To allot the Equity Shares, and other matters in connection with or incidental to the Offer, including determining the Anchor Investor portion and allocate such number of Equity Shares to Anchor Investors, in accordance with the SEBI ICDR Regulations and to constitute such other committees of the Board, as may be required under the applicable laws, including the listing agreement(s) to be entered into by the Company with the Stock Exchanges;

(xviii) To issue receipts/allotment letters/confirmation of allocation notes either in physical or electronic mode representing the Equity Shares with such features and attributes as may be required and to provide for the tradability and free transferability thereof as per market practices and regulations, including listing on the Stock Exchanges, with power to authorize one or more officers of the company to sign all or any of the aforementioned documents;

(xix) To settle all questions, difficulties or doubts that may arise in relation to such issues or allotment as it may deem fit;

(xx) To authorize and approve the incurring of expenditure and payment of fees, commissions, remuneration and expenses in connection with the Offer;

(xxi) To accept and appropriate the proceeds of the Offer;

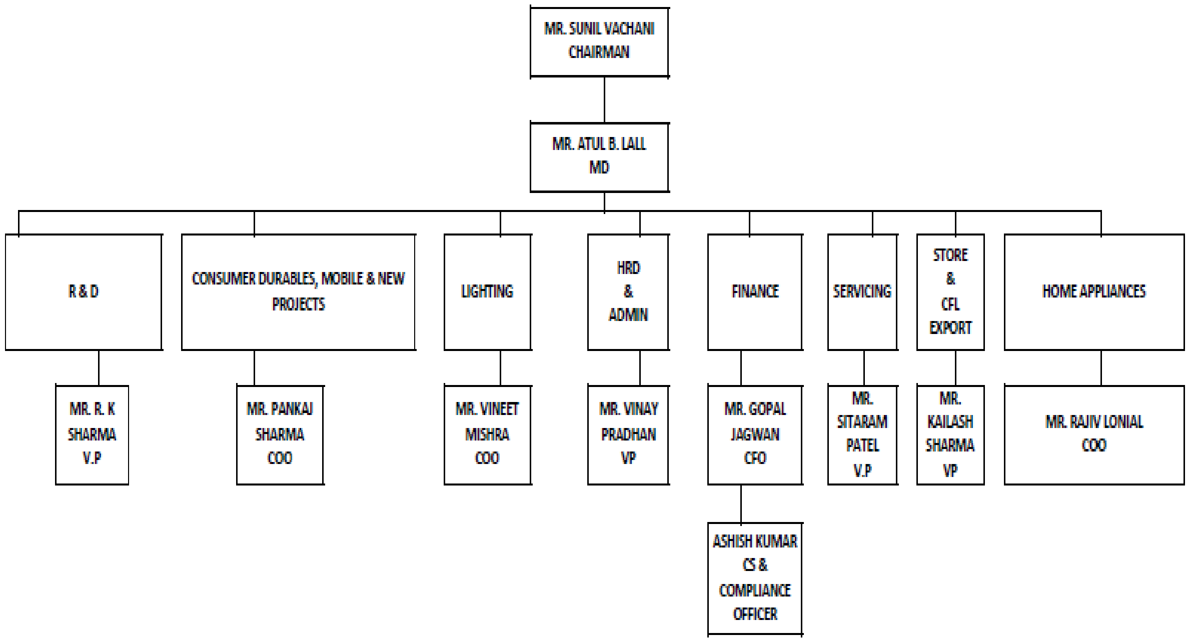
(xxii) To approve code of conduct as may be considered necessary by the IPO Committee or as required under applicable laws, regulations or guidelines for the Board, officers of the Company and other employees of the Company;

(xxiii) To authorize any concerned person on behalf of the Company to give such declarations, affidavits, certificates, consents and authorities as may be required from time to time in relation to the Offer;

(xxiv) To affix the common seal of the Company on such documents in this connection as may be required in accordance with the provisions of the Articles of Association of the Company; and

(xxv) To delegate any of the powers mentioned above to any of the Directors or officers of the Company, subject to the provisions of the Companies Act, 2013.

Management organisation chart



Key Managerial Personnel

Sunil Vachani is the Executive Chairman of our Company. For further details, please refer to the sub-section titled "*Our Management – Biographies of Directors*" on page 211.

Atul B. Lall is the Managing Director of our Company. For further details, please refer to the sub-section titled "*Our Management – Biographies of Directors*" on page 211.

Pankaj Sharma, 55 years, is the Chief Operating Officer – Consumer Electronics and Mobile Division, of our Company and is responsible for over-seeing operations of the verticals and working of executives in production, marketing, finance and quality, implementing business strategies, plans and procedure together with establishing policies that promote the culture and vision of our Company. He holds a bachelor's degree in arts from the University of Delhi. In the past, he has worked with PG Group, Satkar Exports, Bestavision Electronics Limited, Samsung Co. Limited, Jain Tube Company Limited and Shirllon Co. Limited and has an experience of 28 years in factory operations, manufacturing, supply chain, global sourcing, and business development. He joined our Company on March 25, 2010 and received a gross remuneration of ₹ 10.52 million in Fiscal 2017. He is also eligible to receive a consultancy fee of ₹ 0.05 million per month from PEPL, with effect from January 1, 2017.

Vineet Kumar Mishra, 41 years, is the Chief Operating Officer – Lighting, of our Company. He heads our lighting vertical and is responsible for overseeing the overall manufacturing efficiency, quality, service and cost efficiency management of resources. He holds a diploma in electronics from the Board of Technical Education, Uttar Pradesh. In the past, he has worked with Samsung India Electronics Limited, Hotline Witties Electronics Limited and Onida Savak Limited and has an experience of 22 years in electronics engineering. He joined our Company on February 5, 2004 and received a gross remuneration of ₹ 9.23 million in Fiscal 2017.

Rajeev Lonial, 54 years, is the Chief Operating Officer – Home Appliances, of our Company and is responsible for washing machine vertical along with backward integration and overseeing the overall manufacturing efficiency, quality, service and cost efficiency management of resources in the home appliances vertical. He holds a post graduate diploma in plastic processing technology from the Central Institute of Plastic Engineering & Tools. In the past he has worked with Okaya Batteries Private Limited, Dipty Lal Judge Mal Private Limited, Nouble Moulds Private Limited, Evershine Moulding Private Limited, Ever Shine Plastic Industries, Essen Fabrication & Engineering Co. Private Limited and Shree Krishna Keshav Lab Limited and has an experience of 30 years in the field of plastics moulding. He joined DBMPL on July 21, 2010 and received a gross remuneration of ₹ 5.46 million in Fiscal 2017.

Sitaram Patel, 39 years, is the Vice-President – Reverse Logistics, of our Company and is responsible for managing and overseeing the operations of our reverse logistics vertical including managing our service centres located across India. He holds a diploma in electronics engineering from the Board of Technical Education, Uttar Pradesh, bachelor's degree in electronics and telecommunication from RVD University and a master's degree in business administration from Indian School of Business Management and Administration. He has an experience of over 15 years in reverse logistics. He joined our Company on August 28, 2002 and received a gross remuneration of ₹ 7.69 million in Fiscal 2017.

Ram Kishan Sharma, 54 years, is the Vice-President (Technical R&D) of our Company. He heads our R&D centre and is responsible for product development and certification, transfer of technology to the concerned departments, component engineering, optimization and cost control. He holds a bachelor's degree in technology (electronics and telecommunication from J.R.N. Rajasthan Vidyapeeth (deemed-to-be) University, master's degree in technology (electronics and telecommunication) from Karnataka State Open University and a diploma in electrics engineering from Government of Polytechnics, Nainital. Prior to joining our Company, he worked with NTL Electronics India Limited and Punsimi India Limited and has an experience of over 31 years in the field of research and development. He joined our Company on January 20, 2016 and received a gross remuneration of ₹ 5.15 million in Fiscal 2017.

Gopal Jagwan, 44 years, is the Chief Financial Officer of our Company. He leads the finance and accounts team and is responsible for all the activities pertaining to accounts, treasury management and MIS. He holds a bachelor's degree in commerce from Calcutta University. He is also a fellow of the Institute of Chartered Accountants of India. In the past, he has worked with Ballarpur Industries Limited, Pearl Global Limited and Vineetaz Exports Private Limited and has an experience of over 17 years in the field of finance. He joined our Company on July 6, 2010 and received a gross remuneration of ₹ 7.22 million in Fiscal 2017.

Ashish Kumar, 37 years, is our Company Secretary and Compliance Officer. He leads the secretarial, regulatory and corporate governance compliances of our Company. He holds a bachelor's degree in commerce (pass) from the University of Delhi and has completed the executive programme in business management from IIM, Calcutta. He is also a fellow of the Institute of Company Secretaries of India. Prior to joining our Company, he has been associated with various organisations like DLF Universal Limited, Damas International Limited, Tecom Investments FZ LLC and Narayana Hrudayalaya Limited and has more than 15 years of national and international regulatory and compliance experience. He joined our Company on March 1, 2017 and received a gross remuneration of ₹ 0.32 million in Fiscal 2017.

Vinay Pradhan, 48 years, is our Vice President – Human Resources. He leads the HR, admin, liaison and industrial relations of our Company. He holds a bachelor's degree in economics from Patna University and has completed a post graduate diploma in management - human resources from IIM, Calcutta. Prior to joining our Company, he has been associated with various organisations like Bajaj Group, Alchemist Limited, Carlson Hospitality Worldwide and Reliance Industries Limited. He has more than 25 years of experience in HR and IR. He joined our Company on October 6, 2016 and received a gross remuneration of ₹ 1.81 million in Fiscal 2017.

Kailash Chander Sharma, 52 years, is our Vice President – Stores. He leads the store, supply chain and material of our Company. He holds a bachelor's degree in arts from Punjab University. He has more than 32 years of experience in store, supply chain and material management. He joined our Company on January 19,1994 and received a gross remuneration of ₹ 6.82 million in Fiscal 2017.

All the Key Managerial Personnel are permanent employees of our Company.

Family relationships of Directors with Key Managerial Personnel

None of our Key Managerial Personnel are related to each other or the Directors of our Company.

Arrangements and Understanding with Major Shareholders

None of our Key Managerial Personnel have been selected pursuant to any arrangement or understanding with any major shareholders, customers or suppliers of our Company, or others.

Shareholding of the Key Managerial Personnel

Except as disclosed in the section titled "*Capital Structure*" on page 99, none of our Key Managerial Personnel hold any Equity Shares in our Company.

Service Contracts with Key Managerial Personnel

Our Key Managerial Personnel have not entered any service contracts with our Company.

Contingent and deferred compensation payable to Key Managerial Personnel

Other than performance linked incentive, there is no contingent or deferred compensation payable to Key Managerial Personnel, which does not form part of their remuneration.

Bonus or profit sharing plan of the Key Managerial Personnel

Other than as disclosed in this section, our Company does not have any formal bonus or profit sharing plan.

Interest of Key Managerial Personnel

The Key Managerial Personnel of our Company do not have any interest in our Company other than to the extent of 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 their service. The Key Managerial Personnel may also be deemed to be interested to the extent of any dividend payable to them and other distributions in respect of Equity Shares held by them, if any.

Changes in the Key Managerial Personnel in last three years

Name	Designation	Date of Change	Reason
Rohit Pareek	Company Secretary	June 18, 2014	Appointment
Rohit Pareek	Company Secretary	July 21, 2014	Resignation
Manish Kumar	Company Secretary	December 19, 2014	Appointment
Manish Kumar	Company Secretary	February 14, 2015	Resignation
Ram Kishan Sharma	Vice-President (Technical)	January 20, 2016	Appointment
Rajeev Lonial	Chief Operating Officer - Home Appliances	August 6, 2015	Promotion
Sitaram Patel	Vice president – Reverse Logistics	April 1, 2015	Promotion
Esha Gupta	Company Secretary	September 15, 2015	Appointment
Vinay Pradhan	Vice President – Human Resources	October 6, 2016	Appointment
Esha Gupta	Assistant Company Secretary	March 6, 2017	Change in designation
Ashish Kumar	Company Secretary	March 6, 2017	Appointment

Employee Stock Option Plan

For details of the ESOP Plan implemented by our Company in the past, see the sub-section titled "*Capital Structure – Employee Stock Option Plan*" on page 100. Our Company does not have any employee stock option plans as on the date of this Draft Red Herring Prospectus.

Loans to Directors and Key Managerial Personnel

Our Company has provided loans to our Managing Director and some of our Key Managerial Personnel. Set out below are the amount of outstanding loans as on March 31, 2017:

S. No.	Name of Director/ Key Managerial Personnel	Designation	Amount outstanding as on March 31, 2017 (in ₹ million)(1)
1.	Atul B. Lall	Managing Director	52.48

S. No.	Name of Director/ Key Managerial Personnel	Designation	Amount outstanding as on March 31, 2017 (in ₹ million)[1]
2.	Pankaj Sharma	Chief Operating Officer – Consumer Electronics and Mobile Division	3.40
3.	Vineet Kumar Mishra	Chief Operating Officer - Lighting	4.09[2]
4.	Rajeev Lonial	Chief Operating Officer - Home Appliances	3.19
5.	Sitaram Patel	Vice President - Reverse Logistics	2.55
6.	Gopal Jagwan	Chief Financial Officer	4.29[2]
7.	Kailash Chander Sharma	Vice President – Stores	2.58

(1) *Pertains to loans granted to employees for purchase of Equity Shares pursuant to exercise of ESOPs*
(2) *Also includes personal loans*

Payment or Benefit to officers of our Company (non-salary related)

Except as disclosed in this section and in the sub-section titled "*Capital Structure – Employee Stock Option Plan*" on page 100 in relation to the ESOP Plan, no amount or benefit has been paid or given within the two preceding years or intended to be paid or given to any officer of the Company, including our directors and Key Managerial Personnel.

OUR PROMOTER AND PROMOTER GROUP

Sunil Vachani is the promoter of our Company. As on the date of this Draft Red Herring Prospectus, our Promoter holds 4,830,576 Equity Shares, representing 43.97% of the pre-Offer, issued, subscribed and paid-up Equity Share capital of our Company. For details, of our Promoter's shareholding in our Company, please see the section titled "*Capital Structure*" on page 94.

Details of our Promoter

Sunil Vachani, 48, is also the Executive Chairman of our Company. He is a resident Indian national.

He resides at B-22, Mayfair Garden, Delhi 110 016, India.

Voter identification number: BVX0984617
Driving license number: P03012000180059

For the complete profile of our Promoter along with details of his educational qualifications, professional experience, position/posts held in the past, directorships held, special achievements, other ventures and business and financial activities, see the section titled "*Our Management*" on page 211.

Our Company confirms that the PAN, bank account number and passport number of our Promoter will be submitted to the Stock Exchanges at the time of filing of this Draft Red Herring Prospectus with the Stock Exchanges.

Interest of our Promoter

Our Promoter is interested in our Company to the extent that he has promoted our Company and to the extent of his shareholding, held directly and indirectly, and the dividend payable, if any, and other distributions in respect of the Equity Shares held by him. For details on shareholding of our Promoter in our Company, see "*Capital Structure*" on page 94.

Further, our Promoter is also interested in his role as Executive Chairman of our Company and may be deemed to be interested to the extent of remuneration, reimbursement of expenses or any other benefits payable to him. For further details, please see the section titled "*Our Management*" on page 213.

Our Promoter does not have any interest in any venture that is involved in any activities similar to those conducted by our Company.

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 any such firm or company in cash or shares or otherwise by any person either to induce him to become, or to qualify him as, a director, or otherwise, for services rendered by him or by such firm or company in connection with the promotion or formation of our Company

Interest of Promoter in the property of our Company

Except as disclosed below, our Promoter has no direct or indirect interest in any property acquired in the preceding two years or proposed to be acquired by our Company within the two years from the date of 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:

A deed of sale dated March 30, 2017 was entered into by our Company with our Executive Chairman and Promoter, Sunil Vachani and Gayatri Vachani for purchase of property located at JA 0607, 6th floor, Plot no. 10, DLF Tower, Jasola New Delhi by our Company for a consideration of ₹ 21.40 million.

For details of related party transactions entered into by our Company during the last five financial years and nine-month period ending December 31, 2016 with our Promoter, subsidiaries, Joint Ventures and Group Companies, the nature of transactions and the cumulative value of transactions, please refer to the sub-sections titled

"*Financial Statements- Restated Standalone Financial Statements- Annexure XXV – Restated Standalone Summary Statement of Related Party Transactions"* and *"Financial Statements- Restated Consolidated Financial Statements- Annexure XXV- Restated Consolidated Summary Statement of Related Party Transactions*" on pages 281 and 328, respectively.

Group Companies and Interest of Promoter

Our Promoter is also interested in our Company to the extent of his shareholding or partnership interests in our Group Companies with which our Company transacts during the course of its operations, if any. For details on our Group Companies and the nature and extent of interest of our Promoter in our Group Companies, please refer to the section titled "*Our Group Companies*" on page 231.

Payment or benefits to our Promoter and Promoter Group

Except as stated in the sections titled "*Financial Statements- Restated Standalone Financial Statements- Annexure XXV – Restated Standalone Summary Statement of Related Party Transactions*", "*Financial Statements- Restated Consolidated Financial Statements- Annexure XXV- Restated Consolidated Summary Statement of Related Party Transactions*", "*Our Management*" and "*Our Promoter and Promoter Group*" on pages 281, 328, 209 and 228 respectively, there have been no payment or benefits to our Promoter or members of our Promoter Group during the two years preceding the filing of this Draft Red Herring Prospectus nor is there any intention to pay or give any benefit to our Promoter or Promoter Group as on the date of this Draft Red Herring Prospectus.

Declarations

There are no violations of securities laws committed by our Promoter, any member of our Promoter Group or any Group Company, in the past or are currently pending against them. Our Promoter has not been prohibited from accessing or operating in the capital markets or restrained from buying, selling or dealing in securities under any order or direction passed by SEBI or any other authority nor has he been declared as a willful defaulter by any bank, financial institution or consortium thereof in accordance with guidelines on willful defaulters issued by the RBI.

Our Promoter was/is not a promoter, director or person in control of any company which was/is debarred from accessing the capital markets under any order or directions made by SEBI or any other regulatory or governmental authority.

There is no litigation or legal action pending or taken by any ministry, department of the Government or statutory authority during the last five years preceding the date of the filing of this Draft Red Herring Prospectus against our Promoter, except as disclosed under the sections titled "*Risk Factors*" and "*Outstanding Litigation and Material Developments*" on pages 34 and 376 respectively. For details of the litigation proceedings involving our Promoter, please refer to the section titled "*Outstanding Litigation and Material Developments*" on page 376.

Our Promoter is not interested directly or indirectly in any entity which holds any intellectual property rights that are used by our Company.

There have been no sales or purchases between our Company and members of our Promoter Group where such sale or purchase exceed in value in the aggregate 10.00% of the total sales or purchases of our Company.

Further, except with respect to the outstanding receivable from DATTI where our Promoter is a partner, none of the beneficiaries of loans and advances and sundry debtors granted by our Company, Subsidiary and Joint Ventures are related to our Directors. For details of the outstanding receivables from DATTI, please refer to the section titled "*Financial Statements – Restated Consolidated Financial Statements – Annexure XXV – Restated Consolidated Summary Statement of Related Party Transactions*" on page 328.

None of the companies forming part of our Promoter Group were declared sick under the SICA in the last five years.

Change in the control or management of our Company

There has been no change in the control or management of our Company in the last five years preceding the date of filing of this Draft Red Herring Prospectus.

Companies or Firms from which our Promoter has disassociated himself in the last three years

Our Promoter has not disassociated himself from any company or firm during the last three years preceding the date of filing of this Draft Red Herring Prospectus.

Our Promoter Group

In addition to our Promoter, the following individuals and entities form part of our Promoter Group in terms of regulation 2(1)(zb) of the SEBI ICDR Regulations:

A. Natural Persons forming part of our Promoter Group

Name of the Relative	Relationship with our Promoter
Gayatri Vachani	Wife
Late Sunder Vachani	Father
Sati Vachani	Mother
Ravi Vachani	Brother
Kamal Vachani	Brother
Geeta Vaswani	Sister
Prithvi Vachani	Son
Karishma Vachani	Daughter
Late Deepa Uttam	Wife's mother
Late Mithu Uttam	Wife's father
Jaishree Naresh Uttam Chandani	Wife's sister

B. Entities forming part of our Promoter Group

(a) *Bodies Corporate*

- Fincraft Learnings Private Limited

(b) *Partnership Firms*

- Dixon Applied Technology Training Institute
- Six Sigma Electronics
- Global Ventures
- Rage
- Smartice Global
- Uttam's

(c) *Sole Proprietorships*

- M/s Prisma Electronics

Common Pursuits

Some of the entities forming part of our Promoter Group have objects similar to that of our Company, however, none of the entities forming part of our Promoter Group are currently pursuing any business activities similar to that of our Company. Accordingly, as on the date of this Draft Red Herring Prospectus, there are no common pursuits among any of the entities forming part of our Promoter Group and our Company. Our Company would adopt necessary measures and practices as permitted by law and regulatory guidelines to address any conflict situation as and when they arise.

Related Party Transactions

For details of related party transactions entered into by our Promoter, Promoter Group and our Company during the last financial year, the nature of transactions and the cumulative value of transactions, please refer to the section titled "*Financial Statements*" at page 237.

OUR GROUP COMPANIES

As per the SEBI ICDR Regulations, for the purpose of identification of Group Companies, our Company has considered companies and partnership firms covered under the applicable accounting standard i.e. Accounting Standard 18 issued by the ICAI ("**AS 18**") in the Restated Consolidated Financial Statements, other than our Subsidiary and Joint Ventures. Further, pursuant to a resolution of our Board dated May 3, 2017, for the purpose of disclosure in relation to Group Companies in connection with the Offer, a company and a partnership firm shall be considered material and disclosed as a Group Company if the said company and partnership firm is a member of the Promoter Group and our Company has entered into one or more transactions with such company and partnership firm in the preceding Fiscal or audit period, being the nine month period ended December 31, 2016, cumulatively exceeding 10% of the total revenue of the Company for such Fiscal or audit period. No company or partnership firm was considered to be material by our Board to be disclosed as a Group Company of our Company.

Accordingly set forth below are our Group Companies as on the date of this Draft Red Herring Prospectus:

1. Fincraft Learnings Private Limited;
2. Dixon Applied Technology Training Institute;
3. Six Sigma Electronics; and
4. Rage.

I. The details of our Group Companies are set out below.

1. Fincraft Learnings Private Limited ("**FLPL**")

Corporate Information

FLPL was incorporated as a private limited company, limited by shares under the Companies Act, 2013 and a certificate of incorporation dated August 28, 2015 was issued by the RoC. The registered office of FLPL is situated at C-33, Phase-II, Noida Uttar Pradesh 201305.

FLPL is authorised by its memorandum of association, to *inter alia* (i) carry on the business of training, vocational courses, skill development, and sector council centres; and (ii) offer services and impart training and vocational courses of information technology.

FLPL is currently not undertaking any business activities.

Interest of our Promoter

Our Promoter is interested, to the extent of his shareholding in FLPL. He holds 5,000 equity shares equivalent to 50.00% of the equity share paid up capital of FLPL, as on the date of this Draft Red Herring Prospectus.

Financial information

The following information has been derived from the audited financial statements of FLPL for the Fiscals 2017 and 2016:

(*₹ in million, except per share data*)

Particulars	Fiscal 2017	Fiscal 2016
Equity capital	0.10	0.10
Reserves and surplus (excluding revaluation reserves)	(0.03)	(0.01)
Total revenue	Nil	Nil
Profit/ (loss) after tax	(0.01)	(0.01)
Earnings per share (basic and diluted)	(1.39)	(1.20)
Net asset value per share	7.41	8.80

Significant notes of Auditors

The auditors of FLPL have not provided any significant notes in their report for the aforementioned period.

2. Dixon Applied Technology Training Institute

Firm Information

DATTI is a partnership firm which was formed on April 23, 2013 under the Indian Partnership Act, 1932.

DATTI was formed for the purpose of opening a training centre for imparting technical knowledge of the electronics industry and is currently engaged in such business.

Interest of our Promoters

Our Promoter is eligible to receive 50.00% profits of DATTI.

Financial information

The information from the audited financial statements of DATTI for Fiscals 2016, 2015 and 2014 has been provided below:

(₹ in million, unless otherwise specified)

Particulars	For the year ended		
	March 31, 2016	**March 31, 2015**	**March 31, 2014**
Partners’ capital	1.65	0.06	0.00*
Total income	6.05	0.47	0.05
Profit/(loss) after tax	(0.04)	(0.04)	0.00*
Earnings per share (basic and diluted)	N.A.	N.A.	N.A.
Net asset value per share	N.A.	N.A.	N.A.

** Negligible as less than 0.01*

Significant notes of Auditors

The auditors of DATTI have not provided any significant notes in their report for the aforementioned period.

3. Six Sigma Electronics

Firm Information

Six Sigma Electronics is a partnership firm which was formed on April 1, 2005, under the Indian Partnership Act, 1932.

Six Sigma Electronics was formed for the purpose of carrying out the business of manufacturing and/or trading of consumer durable electronic goods and other appliances. However, Six Sigma Electronics is currently not undertaking any business activities.

Interest of our Promoters

Our Promoter is eligible to receive 50.00% profits of Six Sigma Electronics.

Financial information

The information from the audited financial statements of Six Sigma for Fiscals 2016, 2015 and 2014 has been provided below:

(₹ in million, except per share data)

Particulars	For the year ended		
	March 31, 2016	March 31, 2015	March 31, 2014
Partners' capital	(4.72)	(4.72)	(4.72)
Total income	0.00	0.00	0.00
Profit/(loss) after tax	0.00	0.00	0.00
Earnings per share (basic and diluted)	N.A.	N.A.	N.A.
Net asset value per share	N.A.	N.A.	N.A.

Significant notes of Auditors

The auditors of Six Sigma have not provided any significant notes in their report for the aforementioned period.

4. Rage

Firm Information

Rage is a partnership firm which was formed on August 2, 2014, and is registered under the Indian Partnership Act, 1932.

Rage was formed for the purpose of carrying on the business of manufacture and retail of luxury home-made chocolates and is currently undertaking such business.

Interest of our Promoters

Our Promoter does not have any interest in the business, profits or losses of Rage.

Financial information

The following information has been derived from the audited financial statements of Rage for the last two Fiscals:

(₹ in million, except per share data)

Particulars	For the year ended	
	March 31, 2016	March 31, 2015
Partners' capital	1.00	1.24
Total income	18.00	4.83
Profit/(loss) after tax	0.82	0.06
Earnings per share (basic and diluted)	N.A.	N.A.
Net asset value per share	N.A.	N.A.

Significant notes of Auditors

The auditors of Rage have not provided any significant notes in their reports for the aforementioned periods.

II. Group Companies with negative net-worth:

Other than Six Sigma, we do not have any Group Companies with a negative net worth.

III. Joint Venture Company with negative net worth:

Our Company does not have any Joint Ventures with negative net worth as on March 31, 2016.

IV. Group Companies incorporated outside India with negative net worth:

Our Company does not have any Group Companies incorporated outside India.

V. Loss making Group Companies:

Following are the details of the loss-making Group Companies: The following tables set forth the details of our Group Companies which have incurred loss in the last Fiscal and any profit/(loss) made by them in the last three Fiscals, on the basis of latest audited financial statements available.

Name of the entity	Profit/(Loss) (Amount in ₹ million)			
	March 31, 2017	March 31, 2016	March 31, 2015	March 31, 2014
FLPL	(0.01)	(0.01)	-	-
DATTI	N.A.	(0.04)	(0.04)	0.00*

** Negligible as less than 0.01*

Nature and Extent of Interest of Group Companies

(a) In the promotion and business interests of our Company

None of our Group Companies have any interest in the promotion and business interests of our Company.

(b) In the properties acquired or proposed to be acquired by our Company in the past two years before filing this Draft Red Herring Prospectus with SEBI

None of our Group Companies are interested in the properties acquired or proposed to be acquired by our Company in the two years preceding the filing of this Draft Red Herring Prospectus.

(c) In transactions for acquisition of land, construction of building and supply of machinery

None of our Group Companies are interested in any transactions for the acquisition of land, construction of building or supply of machinery.

Litigation

For details relating to the legal proceedings involving the Group Companies, see the section titled "*Outstanding Litigation and Material Developments*" on page 377.

Common Pursuits

Some of our Group Companies have objects similar to that of our Company, however, as on the date of this Draft Red Herring Prospectus, none of the Group Companies are pursuing any business activities similar to that of our Company. Accordingly, there are no common pursuits among any of our Group Companies and our Company. Our Company would adopt necessary measures and practices as permitted by law and regulatory guidelines to address any conflict situation as and when they arise.

Related Business Transactions within the Group Companies and significance on the financial performance of our Company

Except as stated in this Draft Red Herring Prospectus and other than the related party transactions for the nine-month period ended December 31, 2016 and each of the years ended March 31, 2016, 2015, 2014, 2013 and 2012, as disclosed in the sub- sections titled "*Financial Statements- Restated Standalone Financial Statements- Annexure XXV – Restated Standalone Summary Statement of Related Party Transactions"* and *"Financial Statements- Restated Consolidated Financial Statements- Annexure XXV- Restated Consolidated Summary Statement of Related Party Transactions*" on pages 281 and 328 respectively, there are no other related business transactions within the Group Companies.

Sale/Purchase between Group Companies

Except as provided in the sub-sections titled "*Financial Statements- Restated Standalone Financial Statements- Annexure XXV – Restated Standalone Summary Statement of Related Party Transactions"* and *"Financial Statements- Restated Consolidated Financial Statements- Annexure XXV- Restated Consolidated Summary*

Statement of Related Party Transactions" on pages 281 and 328 respectively, none of our Group Companies are involved in any sales or purchase with our Company where such sales or purchases exceed in value in the aggregate 10.00% of the total sales or purchases of our Company.

Defunct/Sick Group Companies

None of the Group Companies were declared as sick companies under the Sick Industrial Companies (Special Provisions) Act, 1985 and no winding up proceedings have been initiated against them. Further no application has been made, in respect of any of the Group Companies, to the Registrar of Companies for striking off their names. Additionally, none of our Group Companies have become defunct during the five years preceding the filing of this Draft Red Herring Prospectus.

Other Confirmations

No equity shares of our Group Companies are listed on any stock exchange and they have not made any public or rights issue of securities in the preceding three years.

Further, our Group Companies have confirmed that they have not been declared as wilful defaulters by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulters issued by the Reserve Bank of India, and there are no violations of securities laws committed by them in the past and no proceedings pertaining to such penalties are pending against them. Additionally, none of the Group Companies have been restrained from accessing the capital markets for any reasons by the SEBI or any other authorities.

OUR DIVIDEND POLICY

The declaration and payment of dividends will be recommended by the Board of Directors and approved by the Shareholders, at their discretion, subject to the provisions of the Articles of Association and applicable law, including the Companies Act. The dividend, if any, will depend on a number of factors, including but not limited to the earnings, capital requirements, contractual obligations, applicable legal restrictions and overall financial position of our Company. As on the date of this Draft Red Herring Prospectus, our Company does not have a formal dividend policy. Upon the listing of the Equity Shares of our Company and subject to the SEBI Listing Regulations, we may be required to formulate a dividend distribution policy which shall be required to include, among others, details of circumstances under which the shareholders may or may not expect dividend, the financial parameters that shall be considered while declaring dividend, internal and external factors that shall be considered for declaration of dividend, policy as to how the retained earnings will be utilized and parameters that shall be adopted with regard to various classes of shares, as applicable.

In addition, our ability to pay dividends may be impacted by a number of factors, including restrictive covenants under the loan or financing arrangements our Company is currently availing of or may enter into to finance our future fund requirements for our business activities. For further details, see "*Financial Indebtedness*" on page 366.

The dividends declared by our Company on the Equity Shares in each of the financial years ending March 31 2012, 2013, 2014, 2015 and 2016 as per our Restated Standalone Financial Statements are given below:

Particulars	Fiscal				
	2012	2013	2014	2015	2016
Face value per equity share (₹)	10.00	10.00	10.00	10.00	10.00
Interim Dividend					
Dividend per Equity Share (₹)	-	-	1.00	1.00	12.50
Dividend (in ₹ million)	-	-	3.10	3.10	38.79
Rate of dividend (%)	-	-	10.00	10.00	125.00
Dividend tax (₹ in million)	-	-	0.53	0.62	7.90
Dividend tax (%)	-	-	17.00	19.99	20.36
Final Dividend					
Dividend per Equity Share (₹)	-	1.00	2.00	-	-
Dividend (in ₹ million)	-	3.10	6.21	-	-
Rate of dividend (%)	-	10.00	20.00	-	-
Dividend tax (₹ in million)	-	0.50	1.05	-	-
Dividend tax (%)	-	16.22	17.00	-	-
Total Dividend					
Dividend per Equity Share (₹)	-	1.00	3.00	1.00	12.50
Dividend (in ₹ million)	-	3.10	9.31	3.10	38.79

The following interim dividends have been declared by our Board for Fiscal 2017:

S. No.	Date of Board meeting	Dividend per Equity Share (₹)	Rate of dividend (%)	Record date
1.	November 14, 2016	3.50	35.00	November 14, 2016
2.	March 6, 2017	2.50	25.00	March 5, 2017

The amount paid as dividends in the past is not necessarily indicative of our dividend policy or dividend amount, if any, in the future and there is no guarantee that any dividends will be declared or paid or that the amount thereof will not be decreased in future. For details in relation to the risks involved, see "*Risk Factors*" on page 42.

SECTION V: FINANCIAL INFORMATION

FINANCIAL STATEMENTS

S. No.	Details
1.	Restated Standalone Financial Statements
2.	Restated Consolidated Financial Statements

Examination Report on Restated Standalone Financial Information

To
The Board of Directors,
Dixon Technologies (India) Limited.
(Formerly Dixon Technologies (India) Private Limited)
B-14-15, Phase –II
Noida, Uttar Pradesh (201305)

Dear Sirs,

1) We have examined the attached Restated Standalone Financial Information of Dixon Technologies (India) Limited (formerly Dixon Technology (India) Private Limited). which comprises of the Restated Standalone Summary Statement of Assets and Liabilities as on December 31’2016, March 31’2016, 2015, 2014, 2013 and 2012, the Restated Standalone Summary Statement of Profit and Loss and the Restated Standalone Summary Statement of Cash Flows for nine months period ended on December 31’ 2016 and each of the years ended March 31, 2016, 2015, 2014, 2013 and 2012 and the Summary of Significant Accounting Policies as approved by the Board of Directors of the Company prepared in terms of the requirements of:-

    a) Section 26 of Division I of Chapter III of the Companies Act, 2013 ("the Act") read with Rules 4 to 6 of The Companies (Prospectus and Allotment of Securities) Rules, 2014 (“the Rules”); and

    b) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended ("ICDR Regulations") in pursuance of provisions of Securities and Exchange Board of India Act, 1992 ("ICDR Regulations").

    The preparation of the Restated Standalone Financial Information [including the interim financial information mentioned in paragraph 4 below] is the responsibility of the Management of the Company for the purpose set out in paragraph 9 below. The Management’s responsibility includes designing, implementing and maintaining adequate internal control relevant to the preparation and presentation of the Restated Standalone Financial Information. The Management is also responsible for identifying and ensuring that the Company complies with the Rules and ICDR Regulations.

2) We have examined such Restated Standalone Financial Information taking into consideration:

    a) The terms of reference and terms of our engagement agreed upon with you in accordance with our engagement letter dated 03rd May 2017, in connection with the proposed issue of equity shares of the Company; and

    b) The Guidance Note on Reports in Company Prospectuses (Revised 2016) issued by ICAI (“The Guidance Note”)

3) These Restated Standalone Financial Information have been compiled by the management from the audited standalone financial statements as on December 31’2016, March 31’2016, 2015, 2014, 2013 and 2012 and for nine months period ended on December 31’ 2016 and each of the years ended March 31’ 2016, 2015, 2014, 2013 and 2012 which have been approved by Board of directors at their meetings held on 3rd May 2017, 7th June 2016, 20th April 2015, 14th May 2014, 28th May 2013, & 12thJune 2012 respectively.

4) We have also examined the standalone financial information of the Company for the period 01st April 2016 to 31st December 2016 prepared and approved by the Board of Directors in their meeting held on 3rd May 2017 for the purpose of disclosure in the initial public offering of the Company and we report that in our opinion and according to the information and explanations given to us, the above interim financial information are in accordance with the accounting principles generally accepted in India, including the Accounting Standards prescribed under section 133 of the Act, as applicable and the interim financial information are presented with the Restated Standalone Financial Information appropriately.

5) In accordance with the requirements of Section 26 of Division I of Chapter III of the Act read with, Rules 4 to 6 of Companies (Prospectus and Allotment of Securities) Rules, 2014, the ICDR Regulations and the Guidance Note, we report that:

a) The Restated Standalone Summary Statement of Assets and Liabilities of the Company, as on December 31, 2016, March 31, 2016, 2015, 2014, 2013 and 2012 examined by us, as set out in Annexure I to this report, have been arrived at after making adjustments and regrouping/reclassifications as in our opinion are appropriate and more fully described in Annexure IV Summary Statement of Adjustments to the Audited Standalone Financial Statements.

b) The Restated Standalone Summary Statement of Profit and Loss of the Company, for the nine months period ended on December 31, 2016, and each of the years ended March 31, 2016, 2015, 2014, 2013 and 2012 examined by us, as set out in Annexure II to this report, have been arrived at after making adjustments and regrouping/reclassifications as in our opinion are appropriate and more fully described in Annexure IV Summary Statement of Adjustments to the Audited Standalone Financial Statements.

c) The Restated Standalone Summary Statement of Cash Flows of the Company, for the nine months period ended on December 31, 2016, and each of the years ended March 31, 2016, 2015, 2014, 2013 and 2012 examined by us, as set out in Annexure III to this report, have been arrived at after making adjustments and regrouping/reclassifications as in our opinion are appropriate and more fully described in Annexure IV Summary Statement of Adjustments to the Audited Standalone Financial Statements.

d) Based on the above, and according to the information and explanations given to us, we further report that the Restated Standalone Financial Information:

i) have been made after incorporating adjustments for the changes in accounting policies retrospectively in respective financial years to reflect the same accounting treatment as per changed accounting policy for all the reporting periods;

ii) have been made after incorporating adjustments for the material amounts in the respective financial years to which they relate; and

iii) do not contain any extra-ordinary items that need to be disclosed separately [other than those presented in the Restated Standalone Financial Information] and do not contain any qualification requiring adjustments and.

iv) There are no qualifications in the auditors' reports on the audited standalone financial statements of the Company as on December 31, 2016, March 31, 2016, 2015, 2014, 2013 and 2012 and for the nine months period ended on December 31' 2016, and each of the years ended March 31' 2016, 2015, 2014, 2013 and 2012 which require any adjustments to the Restated Standalone Summary Statements;

Report on other matters /comments in the annexure to the Auditors' report on the financial statement of the Company for nine months period ended on December 31' 2016 and for the years ended March 31' 2016, 2015, 2014, 2013 and 2012 which do not require any corrective adjustment in the Restated Standalone Summary Financial Information are mentioned in note F "Non-"adjusting items" under Annexure IV.

6) We have also examined the following restated standalone financial information of the Company set out in the Annexures prepared by the management and approved by the Board of Directors on 3rd May 2017 for nine month period ended on December 31, 2016,and for the years ended March 31, 2016, 2015, 2014, 2013 and 2012.

a) Notes on adjustments for Restated Standalone Summary Financial Information, included in Annexure IV
b) Standalone Statement of Significant Accounting policies and others Explanatory Information,included in Annexure V
c) Restated Standalone Summary Statement of Share Capital, included in Annexure VI
d) Restated Standalone Summary Statement of Reserve and Surplus, included in Annexure VII
e) Restated Standalone Summary Statement of Long-Term Borrowings, included in Annexure VIII
f) Restated Standalone Summary Statement of Deferred Tax Liabilities included, in Annexure IX
g) Restated Standalone Summary Statement of Long-Term Provision, included in Annexure X
h) Restated Standalone Summary Statement of Short-Term Borrowings, Trade Payables, Other Current Liabilities and Short-Term Provisions, included in Annexure XI
i) Restated Standalone Summary Statement of Property Plant &Equipment, included in Annexure XII
j) Restated Standalone Summary Statement of Non-Current Investments, included in Annexure XIII

k) Restated Standalone Summary Statement of Long-Terms Loans and Advances and Other Non-Current Assets, included in Annexure XIV
l) Restated Standalone Summary Statement of Inventories, Trade Receivables and Cash and Bank Balances, included in Annexure XV
m) Restated Standalone Summary Statement of Short-Term Loans and Advances and Other Current Assets, included in Annexure XVI
n) Restated Standalone Summary Statement of Revenue from Operations, included in Annexure XVII
o) Restated Standalone Summary Statement of Other Income, included in Annexure XVIII
p) Restated Standalone Summary Statement of Expenses, included in Annexure XIX
q) Restated Standalone Summary Statement of Accounting Ratios, included in Annexure XX.
r) Restated Standalone Summary Statement of Capitalization, included in Annexure XXI
s) Restated Standalone Summary Statement of Contingent Liabilities and Commitments, included in Annexure XXII
t) Restated Standalone Summary Statement of In-house Research & development included in Annexure XXIII
u) Restated Standalone Summary Statement of Other Notes, included in Annexure XXIV
v) Restated Standalone Summary Statement of Related Party Transactions, included in Annexure XXV
w) Restated Standalone Summary Statement of Associate/Jointly Controlled Entity, included in Annexure XXVI
x) Restated Standalone Summary Statement of Tax Shelter, included in Annexure XXVII
y) Restated Standalone Summary Statement of Dividend, included in Annexure XXVIII
z) Restated Standalone Summary Statement of Earnings per share, included in Annexure XXIX

According to the information and explanations given to us, in our opinion, the Restated Standalone Financial Information and other Restated Standalone Financial Information contained in Annexures IV to XXIX accompanying this report, read with Summary of Significant Accounting Policies disclosed in Annexure V, are prepared after making adjustments and regroupings as considered appropriate and have been prepared in accordance with Section 26 of Division I of Chapter III of The Companies Act, 2013 read with Rules 4 to 6 of Companies (Prospectus and Allotment of Securities) Rules, 2014, ICDR Regulations and the Guidance Note.

7) This report should not in any way be construed as are issuance or re-dating of any of the previous audit reports issued by us, nor should this report be construed as a new opinion on any of the financial statements referred to herein.

8) We have no responsibility to update our report for events and circumstances occurring after the date of the report.

9) Our report is intended solely for use of the management for inclusion in the offer document to be filed with Securities and Exchange Board of India, Bombay Stock Exchange, National Stock Exchange and Registrar of Companies, [Kanpur] in connection with the proposed initial public offering of equity shares of the Company. Our report should not be used, referred to or distributed for any other purpose except with our prior consent in writing.

For **Singhi & Co.,**
Chartered Accountants
FRN No. 302049E

B. L. Choraria
Partner
Membership No. 022973

Place: Noida
Date:- 3rd May 2017.

DIXON TECHNOLOGIES (INDIA) LIMITED

(Formerly Dixon Technologies (India) Private Limited)

Annexure I- Restated standalone Summary Statement of Asset and Liabilities **(Rupees in million)**

Particulars	Ann. No.	As on 31st Dec.16	As on 31st March 2016	As on 31st March 2015	As on 31st March 2014	As on 31st March 2013	As on 31st March 2012
I.EQUITY AND LIABILITIES							
(1)Shareholder's Funds							
(a) Share Capital	VI	109.85	31.03	31.03	31.03	31.03	31.03
(b) Stock Option Outstanding	VI (e)	0.00	19.84	19.16	19.16	19.16	12.77
(c) Reserves & Surplus	VII	1,736.44	1,083.21	765.03	672.94	573.38	557.66
		1,846.30	**1,134.08**	**815.22**	**723.13**	**623.57**	**601.46**
(2)Non Current Liabilities							
(a) Long-Term Borrowings	VIII	116.43	508.34	388.69	398.00	455.25	509.59
(b) Deferred Tax Liabilities (Net)	IX	85.28	62.07	60.08	59.53	32.41	17.42
(c) Other Long Term liabilities		0.00	0.00	0.00	0.00	0.00	0.00
(d) Long Term Provisions	X	43.84	22.48	15.47	13.33	13.46	14.24
		245.55	**592.89**	**464.24**	**470.87**	**501.11**	**541.25**
(3)Current Liabilities							
(a) Short Term Borrowings	XI A	405.32	168.68	244.07	404.65	345.60	574.04
(b) Trade Payables	XI B						
Total outstanding dues of micro enterprises and small enterprises		165.20	66.74	61.54	78.05	50.79	23.15
Total outstanding dues of creditors other than micro enterprises and small enterprises		1,776.47	1,158.10	1,148.65	807.81	945.38	730.99
(c) Other Current Liabilities	XI C	456.72	87.66	65.94	159.52	111.77	129.81
(d) Short Term Provisions	XI D	135.26	70.27	32.27	33.77	16.18	11.11
		2,938.96	**1,551.45**	**1,552.47**	**1,483.80**	**1,469.72**	**1,469.10**
TOTAL		**5,030.81**	**3,278.43**	**2,831.93**	**2,677.80**	**2,594.41**	**2,611.82**
II.ASSETS							
(1)Non-Current Assets							
(a) Property, Plant and Equipment	XII						
(i) Tangible assets		1,206.77	852.85	762.81	706.73	657.57	663.40
(ii) Intangible assets		0.95	1.20	1.15	2.36	2.65	1.14
(iii) Capital work-in-progress		0.00	0.09	0.00	0.00	52.17	38.19
		1,207.72	854.14	763.96	709.09	712.39	702.73
(b) Non Current Investments	XIII	85.00	254.00	85.88	85.95	76.45	72.85
(c) Long Term Loans and Advances	XIV A	258.86	174.16	131.54	137.54	127.10	231.56
(d)Trade receivables	XV B	15.00	19.84	17.23	15.77	7.16	8.82
(e) Other non Current assets	XIV B	0.00	0.00	0.00	0.00	5.51	6.98
		1,566.58	**1,302.14**	**998.61**	**948.35**	**928.61**	**1,022.94**
(2)Current Assets							
(a) Inventories	XV A	1,720.79	887.14	989.18	866.24	801.63	674.40
(b) Trade Receivables	XV B	1,193.43	686.43	457.61	377.99	369.80	528.82
(c) Cash & Bank Balances	XV C	103.76	27.69	40.81	37.25	53.00	47.74
(d) Short-Term Loans and Advances	XVI A	440.84	370.84	340.06	430.85	427.55	328.57
(e) Other assets	XVI B	5.42	4.19	5.66	17.13	13.83	9.34
		3,464.23	**1,976.29**	**1,833.32**	**1,729.45**	**1,665.80**	**1,588.87**
TOTAL		**5,030.81**	**3,278.43**	**2,831.93**	**2,677.80**	**2,594.41**	**2,611.82**

Note:-

The above statement should be read with the notes on adjustments for Restated Standalone Summary Financial Information appearing in Annexure IV, and Restated Standalone Summary Statement of Cash Flow as appearing in Annexure III and significant accounting policies and other explanatory informations as appearing in Annexure V.

As per our report of even date attached

For **SINGHI & CO.**
Chartered Accountants
Firm Reg. No. 302049E

B.L.CHORARIA
PARTNER
(Membership No.022973)

PLACE : NOIDA
DATE : 3rd May 2017

CHAIRMAN **SUNIL VACHANI** **(DIN-00025431)**

MANAGING DIRECTOR **ATUL B. LALL** **(DIN-00781436)**

CHIEF FINANCIAL OFFICER **GOPAL JAGWAN**

COMPANY SECRETARY **ASHISH KUMAR** **(M.No.F8355)**

DIXON TECHNOLOGIES (INDIA) LIMITED

(Formerly Dixon Technologies (India) Private Limited)

Annexure II- Restated Standalone Summary Statement of Profit and Loss

(Rupees in million)

Particulars	**Ann. No.**	**For the period ended 31st Dec. 2016**	**For the Year ended 31st March 2016**	**For the Year ended 31st March 2015**	**For the Year ended 31st March 2014**	**For the Year ended 31st March 2013**	**For the Year ended 31st March 2012**
(I) Revenue from operations (Net)	XVII	12,231.31	12,520.75	11,151.65	10,616.95	7,248.69	5,676.60
(II) Other Income	XVIII	10.77	15.79	16.53	33.20	13.64	16.99
(III) Total Revenue (I+II)		**12,242.09**	**12,536.54**	**11,168.18**	**10,650.15**	**7,262.33**	**5,693.59**
(IV) Expenses:							
Cost of Material Consumed	XIX A	10,578.85	11,098.65	10,314.84	9,854.98	6,487.96	4,877.87
Change in Inventories of Finished Goods, Work In Progress , Stock in trade	XIX B	(134.49)	22.70	(89.67)	(19.18)	6.74	(47.08)
Employee's Benefits Expense	XIX C	439.21	489.06	320.96	276.23	175.82	349.24
Finance Cost	XIX D	93.32	71.88	60.91	82.68	83.94	85.15
Depreciation and Amortisation Expenses	XII	69.20	64.80	53.95	44.28	38.93	41.70
Other Expenses	XIX E	694.76	506.60	377.18	325.57	434.61	461.24
Total Expenses		**11,740.85**	**12,253.69**	**11,038.17**	**10,564.56**	**7,228.01**	**5,768.11**
(V) Profit before exceptional items and tax (III-IV)		501.23	282.84	130.01	85.59	34.32	(74.53)
(VI) Exceptional Items		0.00	132.94		54.28	0.00	
(VII) Profit before tax (V+VI)		**501.23**	**415.78**	**130.01**	**139.87**	**34.32**	**(74.53)**
(VIII)Tax Expenses:							
(1) Current tax		117.66	59.05	30.63	25.03	10.96	
(2) Deferred tax (assets)/Liabilities		12.11	1.98	1.74	27.13	14.99	(14.88)
(3) Tax Credit written back U/s 115JAA		0.00	(10.11)	(0.50)	(22.73)	(10.96)	0.00
(4) short/(Excess)provision of Tax for Earlier Years		0.00	0.00	0.00	0.00	0.00	
(IX) Profit After Tax (VII-VIII)		**371.46**	**364.86**	**98.13**	**110.45**	**19.33**	**(59.65)**

Note:-

The above statement should be read with the notes on adjustments for Restated Standalone Summary Financial Information appearing in Annexure IV, and Restated Standalone Summary Statement of Cash Flow as appearing in Annexure III and significant accounting policies and other explanatory informations as appearing in Annexure V.

As per our report of even date attached

For **SINGHI & CO.**
Chartered Accountants
Firm Reg. No. 302049E

B.L.CHORARIA
PARTNER
(Membership No.022973)

PLACE : NOIDA
DATE : 3rd May 2017

CHAIRMAN — **SUNIL VACHANI** **(DIN-00025431)**

MANAGING DIRECTOR — **ATUL B. LALL** **(DIN-00781436)**

CHIEF FINANCIAL OFFICER — **GOPAL JAGWAN**

COMPANY SECRETARY — **ASHISH KUMAR** **(M.No. F8355)**

DIXON TECHNOLOGIES (INDIA) LIMITED

(Formerly Dixon Technologies (India) Private Limited)

Annexure III- Restated Standalone Summary Statement of Cash Flow **(Rupees in million)**

Particulars	As on 31st December 2016	As on 31st March 2016	As on 31st March 2015	As on 31st March 2014	As on 31st March 2013	As on 31st March 2012
Cash Inflow / (Outflow) from Operating Activities						
Restated Profit / (Loss) before tax & provisions	**501.23**	**415.78**	**130.01**	**139.87**	**34.32**	**(74.53)**
Adjusted for:						
Depreciation	69.20	64.80	53.95	44.28	38.93	41.70
Sundry Credit balances written back	0.00	(0.64)	(1.39)	(11.21)	(1.84)	(0.68)
Excess Liability/Provision Written Back	0.00	(0.40)	0.00	(1.14)	(0.37)	(0.22)
Rent Received	(4.16)	(3.30)	(0.17)	(0.23)	(1.25)	(1.75)
Fluctuation of Foreign Exchange (Gain) / Loss	0.00	0.00	0.00	(5.52)	0.95	8.69
(Profit)/ Loss on sale of property plant & Equipment (Including Exceptional Items)	10.03	23.15	1.95	(50.16)	9.02	1.57
Dividend Income	0.00	0.00	(0.08)	0.00	(1.11)	0.00
Provision for doubtful debts / loans & Advances (Net)	10.24	0.69	0.54	(0.29)	2.10	6.04
Provision for Impairment (Net)	0.00	0.60	9.54	(9.50)	4.68	0.00
Assets Write off	0.00	0.00	0.46	7.37	1.09	0.47
(Profit)on Sale of Share	0.00		(4.57)	0.00	0.00	0.00
(Profit) on sale of Share in Associate (Exceptional items)	0.00	(132.94)	0.00	0.00	0.00	0.00
Interest Received	(4.37)	(6.09)	(7.89)	(7.41)	(4.06)	(6.57)
Provision for wealth Tax	0.00	0.00	0.14	0.15	0.00	0.00
Expense on Employee Stock Option Scheme (ESOP)	0.00	0.69			6.39	6.39
Finance Cost	93.32	71.88	60.91	82.68	83.94	85.15
Total	**174.26**	**18.43**	**113.40**	**49.02**	**138.47**	**140.80**
Operating Profit / (Loss) before working capital changes	**675.49**	**434.21**	**243.41**	**188.89**	**172.79**	**66.27**
Adjusted for:						
(Increase) / Decrease in Trade and Other Receivables	(316.23)	(232.12)	(81.62)	(17.00)	157.50	(49.61)
(Increase) / Decrease in Inventories	(728.34)	102.04	(122.94)	(64.61)	(127.23)	(141.06)
(Increase) / Decrease in Loans & Advances and Other Assets	(248.80)	(24.14)	106.71	(29.20)	25.93	(15.35)
Increase / (Decrease) in Trade Payables	908.89	36.03	278.96	(46.42)	226.33	221.84
Increase / (Decrease) in Provisions	30.45	12.32	2.17	(0.56)	(10.29)	(12.74)
Total	**(354.04)**	**(105.87)**	**183.27**	**(157.80)**	**272.25**	**3.08**
Net Cash Inflow from Operating Activities before tax	**321.46**	**328.34**	**426.68**	**31.10**	**445.04**	**69.35**
Tax (Paid) / Refund Received	(89.43)	(68.45)	(23.00)	29.59	(12.50)	(25.81)
Net Cash Inflow from Operating Activities	**232.03**	**259.89**	**403.68**	**60.68**	**432.54**	**43.54**
Cash Inflow / (Outflow) from Investing Activities						
Purchase of fixed assets (including CWIP)	(231.55)	(181.76)	(130.00)	(70.37)	(70.17)	(69.89)
Sale/ (Investment) in Shares (Net)	(3.00)	(35.18)	4.64	(9.50)	(3.60)	(3.35)
Investment / (Refund) in margin money/security deposit	(32.52)	13.62	0.81	1.15	(5.18)	28.57
Rent Received	4.16	3.30	0.17	0.23	1.25	1.75
Dividend received	0.00	0.00	0.08	0.00	1.11	0.00
Recovery of Tools Amortisations	0.00	0.00	0.00	0.00	0.00	0.00
Sale of property plant & equipment	3.89	3.03	6.70	88.91	11.92	2.86
Interest and other income	4.37	6.09	7.89	7.41	4.06	6.57
Net Cash Inflow /(Outflow) from Investing Activities	**(254.64)**	**(190.89)**	**(109.71)**	**17.83**	**(60.61)**	**(33.49)**
Cash Inflow / (Outflow) from Financing Activities						
Proceed from share capital & Premium	435.93	0.00	0.00	0.00	0.00	0.00
Conversion of Debenture in Equity	(374.97)	0.00	0.00	0.00	0.00	0.00
Increase / (Decrease) in Borrowings (Secured Creditors)	(13.34)	121.15	(56.98)	(61.35)	(58.09)	(46.20)
Finance Charges	(92.00)	(72.00)	(61.05)	(83.20)	(85.33)	(84.69)
Dividend and tax thereon Paid	(50.70)	(42.26)	(10.98)	(7.24)	(0.38)	(3.62)
Increase / (Decrease) in Working Capital Borrowings	156.18	(75.39)	(160.58)	59.05	(228.44)	122.92
Net Cash Inflow / (Outflow) from Financing Activities	**61.09**	**(68.50)**	**(289.60)**	**(92.74)**	**(372.24)**	**(11.58)**
Net Increase / (Decrease) in Cash and Cash Equivalents	**38.48**	**0.50**	**4.37**	**(14.22)**	**(0.30)**	**(1.54)**
Opening balance of Cash and Cash Equivalents	**8.35**	**7.85**	**3.48**	**17.70**	**18.00**	**19.54**
Amount transferred consequent to amalgamation of subsidiaries	**4.90**	**0.00**	**0.00**	**0.00**	**0.00**	**0.00**
Closing balance of Cash and Cash Equivalents	**51.73**	**8.35**	**7.85**	**3.48**	**17.70**	**18.00**

Note:-

1. The cash flow statement has been prepared under indirect method as per accounting standard (AS-3)
2. Previous year figures have been regrouped /rearranged wherever considered necessary, to make them comparable.
3. The above statement should be read with the notes on adjustments for Restated Standalone Summary Financial Information appearing in Annexure IV, and significant accounting policies and other explanatory informations as appearing in Annexure V.

As per our report of even date attached

For **SINGHI & CO.**
Chartered Accountants
Firm Reg. No. 302049E

B.L.CHORARIA
PARTNER
(Membership No.022973)

PLACE : NOIDA
DATE : 3rd May 2017

CHAIRMAN **SUNIL VACHANI**
(DIN-00025431)

MANAGING DIRECTOR **ATUL B. LALL**
(DIN-00781436)

CHIEF FINANCIAL OFFICER **GOPAL JAGWAN**

COMPANY SECRETARY **ASHISH KUMAR**
(M.NO. F8355)

DIXON TECHNOLOGIES (INDIA) LIMITED

(Formerly Dixon Technologies (India) Private Limited)

Annexure IV Notes on adjustments for Restated Standalone Summary Financial Information

(Rupees in million)

Particulars	For the period	For the year				
	31st Dec 2016	31st March 2016	31st March 2015	31st March 2014	31st March 2013	31st March 2012
Net profit as per audited financial statements	**406.24**	**214.33**	**92.01**	**102.92**	**32.22**	**(37.19)**
A. Material adjustments:						
Payment of Royalty (Refer Note a)	0.00	144.89	0.00	0.00	0.00	0.00
Sales tax, services tax paid, and refund received (Refer Note b)	0.01	0.08	(3.96)	0.91	0.32	1.19
Provision for doubtful debts. (Refer note c)	(5.04)	2.61	1.46	(3.35)	(0.25)	(6.04)
Prior Period Expenses. (Refer note d)	0.14	(0.08)	0.16	(0.12)	0.15	0.26
Adjustment of Inventories (Refer note e)	0.00	0.00	0.00	2.13	(0.34)	(0.37)
Bad debts (Refer note f)	0.22	0.00	0.22	2.62	(1.02)	4.40
Purchases of Raw Material (Refer note g)	0.00	0.00	0.00	0.00	(9.09)	0.00
Pre-Operative Expenses written Off (Refer note h)	0.00	0.00	0.00	2.08	0.69	(2.77)
Adjustment of other Income includes amount written back (Refer Note i)	(1.29)	(7.90)	(0.97)	5.23	(10.22)	(6.09)
Adjustment of other Expenses includes amount written off (Refer Note j)	2.14	11.02	2.31	1.00	11.14	1.83
Adjustment of Employee stock Compensation Expenses (Refer Note k)	19.84	(0.69)	0.00	0.00	(6.39)	(6.39)
Total Material adjustments (A)	**16.02**	**149.94**	**(0.77)**	**10.49**	**(15.00)**	**(13.98)**
B. Adjustment for Short /Excess Provision of Deferred Tax, Income Tax & Tax credit entitlement u/s 115JAA.						
Deferred tax (charge)/ credit on material adjustments (Refer note (i))	(0.06)	(2.05)	11.13	(7.71)	2.11	(3.42)
Adjustments for short / excess provision for income taxes (refer note (ii))	2.38	(1.85)	1.00	(0.98)	0.04	0.00
Adjustment for Tax Credit Entitlement U/s 115JAA (Refer note (iii))	(53.12)	4.50	(5.23)	5.73	(0.04)	(5.06)
Total Adjustment of short/ Excess Provision of Income Tax, Deferred Tax & Tax Credit (B)	**(50.80)**	**0.60**	**6.90**	**(2.96)**	**2.11**	**(8.48)**
Total adjustments (A + B)	**(34.77)**	**150.53**	**6.13**	**7.53**	**(12.89)**	**(22.45)**
Adjustment on account of amalgamation (C) {Refer Note (i)}	**8.31**					
Restated Profit after tax	**371.46**	**364.86**	**98.13**	**110.45**	**19.33**	**(59.65)**

The above table does not contain impact of regrouping/reclassification done in accordance with the requirement of Schedule III to the Companies Act, 2013. The above table should be read with notes on adjustments for Restated Standalone Summary Statement of Assets and Liabilities, Restated Standalone Summary Statement of Profit and Loss and Restated Standalone Summary Statement of Cash Flow.

A. Material Adjustment

All expenses and income debited/credited in the accounting years 2011-12 to 2015-16 and 9 month period ended on 31st December 2016 pertaining to prior to 1st April, 2011 have been adjusted in the Opening balance of Reserves & Surplus of 1st April, 2011 in the restated standalone financial statements.

a) The company has paid during the accounting year ended 31st March, 2016 to one of its customer in settlement of royalty demanded by the company during the accounting year ended 31st March, 2014 which were related to the accounting years prior to 31st March, 2010 by disclosing under exceptional items in the Statement of Profit & Loss.

b) VAT in Uttarakhand was introduced in the accounting year 2007-08, the company claimed VAT credit on opening inventory prior to introduction of VAT and VAT credit on purchase of materials for other years were claimed by the company at the time of assessment which was refunded in the accounting year 2014-15. This also includes security deposits given by the customers to the sales tax authorities but refunded to the company. In the accounting year ended 31st March, 2015 refund from the sale tax department was shown under other income. The company on restatement has shown the income in the respective accounting years to which it relates. Sales tax & service tax expense claimed by the respective department on respective assessments were paid in the year in which demands were raised by the respective departments and have been restated in the respective accounting years.

c) Provision for doubtful debts and Advances written back have been restated in the respective accounting years in which the said provisions were made. The company realised the amount from the debtors against which provisions were made.

d) Prior period expenditures, have been restated in the respective accounting years in which the said expenses were incurred and income were received.

e) In the year-ended on 31st March 2014 the Company had changed its method of valuation of inventories from Weighted average to First-in-First out Method, due to this value of closing inventories is reduced by a sum of Rs. 2.29 million which is not material according to the size of the inventories of the company. The Company has restated inventory following First-in-First-out Method for the accounting year ended 31st March, 2012 to 31st March, 2014.

f) The company has restated bad debts in the respective years in which the sales were made.

g) Prior to 1st April 2011 the company had availed cenvat credit on material purchased from one of the Vendor During the financial year 2010-11, Commissioner "Customs & Central Excise" has raised demand stating that cenvat credit can not be allowed to the company. The company reversed the cenvat credit in the year ended 31st March, 2011 and charged to the purchase expenses. The company filed an appeal against the order of "Customs & Central Excise" and appeal is still pending. However, the Vendor gave a comfort letter to the company that if the appeal does not come in the favor of the company, the cenvat credit will be reimbursed by the vendor to the company. On the basis of comfort letter from the vendor, the company again credited this amount to purchase account by debiting it to the vendor.

h) During the financial year 2011-12 Company was under process of Joint Venture (JV) with other company and incurred expenses Rs. 3.46 million for establishment of the JV. The company treated the expenses as deferred revenue expenditure to be written off equally in five accounting years. In the year 2013-14, It was decided to call off the JV and accordingly remaining expenses Rs. 2.08 million was charged to the Statement of Profit & Loss in the accounting year ended 31st March, 2014.

i) Rs. 7.29 million written back in the year 2016 which were credited in the year 2014 and 2015, Rs. 4.92 million written back in the year 2012 which were credited in the year prior to 2012 towards inventory created for supplying the goods but business stopped, neither inventory taken by them nor payment made by the company, which is not payable, hence amount written back and has been restated in the year in which amounts were credited. Warranty against sales of goods Rs. 1.55 million provided in the year prior to 2012 which were not required therefore written back in the year 2013. Rs. 1.12 million towards purchase of material in the year 2014 which was not required and written back in the year 2015. Rs. 1.06 million is of VAT input credit for the accounting year 2012 which was claimed at the time of the assessment and claim was adjusted/received in the year 2016. Interest on Income Tax Refund Rs. 1.50 million received in the year 2016 relating to year 2012. Other write backs, income etc. were below Rs. 1.00 million which were adjusted in the accounting year in which the management assessed as not payable.

j) Rs. 10.97 million paid to vendor in the year prior to 2012 towards royalty which was settled in the year 2016 and was written off as advance. Rs. 5.48 million was paid to other company towards Joint Venture (JV), as JV did not took up the same became not recoverable and therefore written off in the year 2013. Short receipt of Insurance claim Rs 2.49 million lodged in the year prior to 2012 and written off in the year 2013. Rs. 1.85 million is of Cenvat on consignment stock disallowed by the department therefore written off in the year 2015. Other being less than Rs. 1.00 million which were written off in the year in which it became not recoverable.

k) During the period ended on 31st December 2016 the company has allotted shares to its employees under the ESOP Scheme 2010 and booked an expenses of Rs. 19.84 million. Date of Grant of Option was 2nd Nov 2010 & 1st July 2015, but the company has not create any provision in their books of accounts in the respective years, same has been restated in the respective year.

B. Adjustment for Short /Excess Provision of Deferred Tax, Income Tax & Tax credit entitlement u/s 115JAA.

i) Deferred tax has been computed on adjustments made as stated above and as per the actual timing differences arises on the basis of Income tax returns filed by the company and the same has been restated in respective year

ii) The income tax provisions and actual income tax paid being not material restated in respective year.

iii) Tax credit entitlement u/s 115JAA amounting to Rs. 43.62 million pertaining to year prior to 2012 available to the company but not accounted for earlier years has been accounted for during the period ended 31st December 2016. In the restatement Excess/short Tax credit entitlement u/s 115JAA pertaining to earlier years, based on intimations/ orders / returns filed, has been restated in respective year.

C. Amalgamation Adjustment

i) In the amalgamated financial for 9 month period ended 31st Dec'2016, restatement adjustment of subsidiary companies on account of bad debts, prior period item, excess provision written back, MAT credit entitlement, Short/excess provision for income tax written back etc. amounting to Rs. 8.31 millions has been adjusted with the reserve and surplus of the subsidiary companies transferred to the reserve and surplus of the amalgamated company.

D. Material regrouping

1) Appropriate adjustments have been made in the Restated Standalone Summary Financial Information, wherever required, by a reclassification of the corresponding items of income, expenses, assets, liabilities and cash flows in order to bring them in line with the groupings as per the audited financial Statements of the Company as at end for the nine month ended December 31, 2016 and years ended 31 March 2016, 31 March 2015, 31 March 2014, 31 March 2013 and 31 March 2012 prepared in accordance with Schedule III of the Companies Act, 2013 (‘the Act’) and the requirements of the Securities and Exchange Board of India (Issue of Capital & Disclosure Requirements) Regulations, 2009 (as amended).

E. Restatement adjustments made in the Restated standalone Summary Statement of Reserves and Surplus to the balance as at 1 April 2011 to the Surplus in the Restated standalone Summary Statement of Profit and Loss is as detailed below:

(Rupees in million)

Particulars	Amount
Net Surplus in the Statement of standalone Profit and Loss as at 1 April 2011 as per audited financial statements	**635.53**
A) Material Adjustment	
Payment of Royalty (Refer Note a)	(144.89)
Rates & taxes, Sales tax, services tax paid, and refund received (Refer Note b)	1.45
Provision for doubtful debts. (Refer note c)	10.41
Prior Period Expenses. (Refer note d)	(0.45)
Adjustment of Inventories (Refer note e)	(1.42)
Bad debts (Refer note f)	(6.22)
Purchases of Raw Material (Refer note g)	9.09
Adjustment of other Income includes written back (Refer Note i)	21.10
Adjustment of other Expenses includes written off (Refer Note j)	(29.00)
Adjustment of Employee stock Compensation Expenses (Refer Note k)	(6.39)
Total (A)	**(146.31)**
B) Adjustment for Short /Excess Provision of Deferred Tax, Income Tax & Tax credit entitlement u/s 115JAA.	
Adjustments for short / excess provision for income taxes (refer note ii)	0.31
Adjustment for Tax Credit Entitlement U/s 115JAA (refer note iii)	43.62
Total (B)	**43.93**
Total Adjustment (A+B)	**(102.38)**
Net Surplus in the Restated standalone Summary Statement of Profit and Loss as at 1 April 2011 (A+B)	**533.15**

Note F - Non - adjusting items

1) **Qualification/ modifications/emphasis of Matters in the Auditors' report which do not require any corrective adjustments in the Restated Standalone Summary Financial Information**

Emphasis of Matters in the Auditors' report for the year ended 31st March 2016 which do not require any corrective adjustments in the Restated Standalone Summary Financial Information, the auditors had mentioned regarding to-

1.Non-confirmation / Reconciliation of ledger accounts of sundry Debtors, creditor, & loan & Advances, as the company has made appropriate provision for doubtful debts & advances and The management is of the opinion that adjustments, if any arising out of such confirmation would not be material effecting financial statements of the year Hence, no adjustment has been made in the restated standalone summary financial information.

2. Amalgamation of its Subsidiary companies M/s Dixon Appliance Private Limited & Dixon Bhurji Moulding Private Limited, with the company with effect from 1st April, 2016 and filed a Scheme of Amalgamation with Hon'ble Allahabad High Court vide Petition No. 31 of 2016 connected with Company Application no. 15 of 2016. In the matter the concerned Regional Director, Official Liquidator and Registrar of Companies had also submitted their report to the Court. The matter was in final stages but since the government notified "Companies (Transfer of Pending Proceedings) Rules, 2016" w.e.f. 15-12-2016 therefore the High Court in the hearing dated 12-12-2016 transferred the proceedings to the National Company Law Tribunal (NCLT). National Company Law Tribunal (NCLT) has sanctioned the Scheme vide its order dated 13th April 2017. The Scheme became effective on April 20th, 2017 with appointed date of April 1st, 2016. The Scheme has been accounted for under the 'pooling of interest method' as prescribed under AS 14 as per the terms of the NCLT Order. Since the subsidiaries amalgamated were wholly owned subsidiaries of the Company, there was no exchange of shares to effect the amalgamation. The difference between the amounts recorded as investments of the Company and the amount of share capital of the aforesaid amalgamating subsidiaries have been adjusted in the reserves in the restated standalone summary financial information.

3. Demand of DRI relating to differential of custom duty on Import made by company on behalf of the one of the Customer. as the demand of DRI has been paid by the customer on behalf of the company, hence, no adjustment has been made in the restated standalone summary financial information.

2) **Audit Qualifications in Annexure to Auditors' Report, which do not require any corrective adjustments in the Restated Standalone Summary Financial Information**

In addition to the audit opinion on the financial statements, the auditors are required to comment upon the matters included in the Companies (Auditor's Report) Order, 2016 issued by the Central Government of India terms of sub-section (11) of Section 143 of the Companies Act, 2013 for the year ended 31 March 2016, Companies (Auditor's Report) Order, 2015 issued by the Central Government of India terms of sub-section (11) of Section 143 of the Companies Act, 2013 for the year ended 31 March 2015 and the Companies (Auditor's Report) Order, 2003 ('CARO') issued by the Central Government of India under sub section (4A) of Section 227 of the Companies Act, 1956 for the years ended 31 March 2014, 31 March 2013 and 31 March 2012. Certain statements/comments included in the annexure to the Audit report on the financial statements (i.e. CARO), which do not require any adjustments in the Restated Standalone Summary Financial Information are reproduced below in respect of the financial statements presented:

For year ended 31 March 2016

Clause (v) of CARO

The company is required to maintain cost records pursuant to the rules made by the central government for the maintenance of cost record under sub-section (1) of section 148 of the Act, we are of the opinion that prime facie the prescribed accounts and records have been made and maintained. However, we have not made a detailed examination of the records with a view to determining whether they are accurate or complete.

Clause (vii)(b) of CARO

According to the information and explanation given to us and records of the Company, there are dues outstanding of income tax or sales tax or service tax or duty of customs or duty of excise or value added tax on account of disputes as stated below:

(Rupees in million)

Nature Of Dues	Amount Involved	Amount Paid under Protest	Forum Where the dispute is pending
Sales Tax excl. penalty & Interest	6.32	1.27	Add. Commissioner (Appeal)
	0.49	0.12	High Court
	0.37	0.06	Deputy Commissioner
	0.92	0.92	Sales Tax Authority
Services Tax excl. Penalty & Interest	9.34	-	Add. Commissioner of Central Excise
	0.88	-	Ass. commissioner of Central Excise
	0.39	-	Dy. Commissioner central Excise
	0.03	-	Commissioner central Excise
	0.69	-	Joint commissioner of Central Excise
Custom Duty	4.27	12.00	Add. Commissioner of Custom
	36.68	0.99	Commissioner of custom
	13.88	-	CESTAT
Central Excise excl. penalty & interest	2.85	-	Add. Commissioner of Central Excise
	0.81	-	Ass. commissioner of Central Excise
	5.26	-	CESTAT
	41.17	-	Commissioner of Central Excise
	45.38	-	Supreme Court

For year ended 31 March 2015

Clause (vi) of CARO

The company is required to maintain cost records pursuant to the rules made by the central government for the maintenance of cost record under sub-section (1) of section 148 of the Act, we are of the opinion that prime facie the prescribed accounts and records have been made and maintained. We have not, however, made a detailed examination of the records with a view to determining whether they are accurate or complete.

Clause (vii)(b) of CARO

According to the information and explanation given to us and records of the Company, there are no dues outstanding of sales tax, income tax, service tax, custom duty, wealth tax, excise duty and cess on account of any dispute, other than the following:

(Rupees in million)

Nature Of Dues	Amount Involved	Amount Paid under Protest	Forum Where the dispute is pending
Sales Tax excl. penalty & Interest	6.32	1.27	Additional Commissioner (Appeal)
	0.51	0.15	High Court
	0.82	-	Joint Commissioner (Appeal)
	0.32	0.32	Sales Tax Authority
	0.02	0.02	Tribunal Court
Custom Duty	4.27	12.00	Additional Commissioner of Custom
	15.11	-	Commissioner of Central Excise
	35.28	-	Commissioner of custom
	0.69	-	Department has appealed to CESTAT
Central Excise excl. penalty & interest	2.85	-	Additional Commissioner of Central Excise
	0.81	-	Assistant commissioner of Central Excise
	5.26	-	CESTAT
	3.62	-	Commissioner of Central Excise
	45.38	-	Department has appealed to Supreme Court
	3.02	-	Settlement Commission
Services Tax excl. Penalty & Interest	9.34	-	Additional Commissioner of Central Excise
	0.88	-	Assistant commissioner of Central Excise
	0.17	-	CESTAT
	0.30	-	Commissioner Appeals
	0.67	-	Joint commissioner of Central Excise
Income Tax excl. Penalty & Interest	0.76	-	CIT(A)
	0.89	-	Tribunal

Clause (X) of CARO

According to the information and explanations given to us, the company has given corporate guarantee for loans taken by the wholly owned subsidiaries, subsidiaries and associates companies amounting to Rs. 640.00 million from Banks, the terms and conditions whereof are not prejudicial to the interest of the company,

For year ended 31 March 2014

Clause (III)(a) of CARO

Loan to	Nature	Closing Balance		Maximum Amount Involve	
		Current Year	Previous Year	**Current Year**	**Previous Year**
Subsidiary	**Company**	**154.30**	127.55	**158.79**	140.69
Subsidiary	**Company**	**0.04**	0.00	**0.04**	0.00
Subsidiary	**Company**	**8.29**	17.84	**27.88**	24.56
Related Party	**Company**	**18.27**	15.91	**18.27**	15.91
Related Party	**Firm**	**13.04**	16.06	**16.07**	16.83

Clause (III)(e) of CARO

According to the information ands explanations given to us, the company has taken advance against supplies from an associate company covered in the register under section 301 of the companies Act, 1956. the year-end balance Rs. 63.03 million maximum amount being same.

Clause (III)(e) of CARO

The advances taken are adjustable against the supply of goods to the associated company.

Clause (ix)(b) of CARO

According to information and explanation given to us and the records of the company examined by us, the disputed amounts payable in respect of taxes/duty/cess not deposited with the appropriate authorities are as follows:

(Rupees in Million)

NATURE OF DUES	Amount Involved	Advance paid under Protest	Forum Where the disputed in pending	Period
Sales Tax excluding penalty and interest	0.16	0.16	Additional Commissioner	2006-07
	0.09	0.09	Additional Commissioner	2007-08
	0.25	0.25	Tribunal Court - Noida	2008-09
	0.51	0.51	Punjab High Court	2009-10
	0.19	0.19	Additional Commissioner	2010-11
	0.10	0.10	Joint Commissioner, Noida	2011-12
Central Excise excluding penalty and interest	5.26	-	Customs Excise & Service Tax Appellate Tribunal (Cestat)	2005-06
	3.62	-	Additional Commissioner	2008-09
	3.53	-	Additional Commissioner	2005-06 & 2009-10
	2.85	-	Assistant Commissioner	2009-10
	1.47	-	Assistant Commissioner	2010-11& 2011-12
	0.10	-	Assistant Commissioner	2011-12
	0.19	-	Assistant Commissioner	2012-13
	0.35	-	Assistant Commissioner	2013-14
Custom duty excluding penalty and interest	0.85	-	Commissioner Of Custom, Bombay	2012-13

Clause (XV) of CARO

According to the information ands explanations given to us, the company has given corporate guarantee for loans taken by the subsidiaries and associates companies amounting to Rs. 355.00 million from Banks, the terms and conditions whereof are not prejudicial to the interest of the company,

For year ended 31 March 2013

Clause (III)(a) of CARO

According to the information ands explanations given to us, the company has granted unsecured loans/ advances to two subsidiary companies. The closing balance at the year-end was Rs. 145.38 million and the maximum amount involved during the year was Rs. 165.25 million.

Clause (ix)(b) of CARO

According to the information and explanation given to us and records of the Company, there are no dues outstanding of sales tax, income tax, service tax, custom duty, wealth tax, excise duty and cess on account of any dispute, other than the following:

(Rupees in million)

Nature Of Dues	Amount Involved	Amount Paid under Protest	Forum Where the dispute is pending	Period
Sales Tax excluding penalty & Interest	0.26	0.26	Addnl Commissioner Appeal	2005-06
	1.20	0.68	Addnl Commissioner Appeal	2006-07
	0.09	0.09	Addnl Commissioner Appeal	2007-08
	0.25	0.25	Tribunal Court Noida	2008-09
	0.51	0.51	Punjab High Court	2009-10
	0.29	0.29	Addnl Commissioner Appeal	2010-11
	2.62	2.52	Joint Commissioner Noida	2011-12
	1.55	1.55	Joint Commissioner Noida	2012-13
Central Excise excl. penalty & interest	5.26	-	Cestat	2005-06
	52.70	-	Cestat	2007-08
	3.62	-	Addnl Commissioner Appeal	2008-09
	3.53	-	Addnl Commissioner Appeal	2005-06 - 2009-10
	2.85	-	Commissioner Office, Noida	2009-10
	1.47	-	Commissioner Office, Noida	2010-11- 2011-12
	0.10	-	Addnl Commissioner Appeal	2011-12
Custom duty excluding penalty and interest	0.85	-	Commissioner Office, Bombay	2012-13

Clause (XV) of CARO

According to the information ands explanations given to us, the company has given corporate guarantee for loans taken by the subsidiaries and associates companies amounting to Rs. 525.00 million from Banks, the terms and conditions whereof are not prejudicial to the interest of the company,

For year ended 31 March 2012

Clause (i)(b) of CARO

As per the information and explanations given to us, the physical verification of plant & machinery has not been carried out during the year. It is carried in a block of two years.

Clause (ix)(b) of CARO

According to information and explanation given to us and the records of the company examined by us, the disputed amounts payable in respect of taxes/duty/cess not deposited with the appropriate authorities are as follows:

(Rupees in million)

NATURE OF DUES	Amount Involved	Advance paid under Protest	Forum Where the disputed in pending	Period
Income tax excluding penalty and interest (From the date of Order)	1.76	Nil	CIT Appeal	AY 2003-04
	1.95	1.95	CIT Appeal	AY. 2004-05
	47.89	8.51	CIT Appeal	AY 2008-09
	34.77	22.50	CIT Appeal	AY 2009-10
Sales Tax excluding penalty and interest	0.26	0.26	Addnl Commissioner Appeal	2005-06
	1.17	0.66	Addnl Commissioner Appeal	2006-07
	0.19	0.10	Addnl Commissioner Appeal	2007-08
	4.84	0.30	Tribunal Court -Noida	2008-09
	1.21	1.21	Punjab High Court.	2009-10
	0.10	0.10	Addnl Commissioner Appeal	2010-11
	0.85	0.75	Joint Commissioner, Noida	2011-12
Central Excise excluding penalty and interest	5.26		CESTAT	2005-06
	52.70		CESTAT	2007-08
	3.62		CESTAT	2008-09
	0.69		CESTAT	2010-11

Clause (XV) of CARO

According to the information ands explanations given to us, the company has given corporate guarantee for loans taken by the subsidiaries and associates companies amounting to Rs. 395.00 million from Banks, the terms and conditions whereof are not prejudicial to the interest of the company,

As per our report of even date attached

For **SINGHI & CO.**
Chartered Accountants
Firm Reg. No. 302049E

B.L.CHORARIA
PARTNER
(Membership

PLACE : NOIDA
DATE : 3rd May 2017

CHAIRMAN **SUNIL VACHANI (DIN-00025431)**

MANAGING DIRECTOR **ATUL B. LALL (DIN-00781436)**

CHIEF FINANCIAL OFFICER **GOPAL JAGWAN**

COMPANY SECRETARY **ASHISH KUMAR (M.No. F8355)**

Annexure V - Significant Accounting Policies and Explanatory Information to restated standalone financial statement.

A. Significant accounting policies

a) Basis of preparation of Accounts

The 'Restated Standalone Summary Statement of the Assets and Liabilities' in Annexure I of the Company as at 31st December 2016, 31stMarch 2016, 31stMarch 2015, 31stMarch 2014, 31st March 2013 and 31stMarch 2012 andthe 'Restated Standalone Summary Statement of Profit and Loss' in Annexure II and the 'Restated Standalone Summary Statement of Cash Flows' in Annexure III for the Period 1st April 2016 to 31st December 2016 and for the year ended 31stMarch 2016, 31stMarch 2015, 31stMarch 2014, 31stMarch 2013 and 31stMarch 2012 along with Annexure IV to XXIX (collectively referred to as the "Restated Standalone Summary Financial Information') have been prepared specifically for the purpose of inclusion in the offer document to be filed by the Company with the Securities and Exchange Board of India (SEBI) in connection with the proposed Initial Public Offering (here in after referred to as 'IPO').

The Restated Standalone Summary Financial Information has been prepared by applying necessary adjustments to the standalone financial statements ('financial statements') of the Company. Thefinancial statements are prepared and presented under the historical cost convention using the accrual system of accounting in accordance with the Generally Accepted Accounting Principles in India('Indian GAAP') and the requirements of the Companies Act, 1956 (up to 31 March 2014), and notified sections, schedules and rules of the Act, 2013 (with effect from 01 April 2014) ('the Act') ,including the Accounting Standards as prescribed by Section 133 of the Companies Act, 2013 read with Companies (Accounting Standards) Amendment Rules, 2016, rule 7 of the Companies (Accounts) Rules, 2014, (here in after referred as "The Rules"), and other accounting principle generally accepted in India to the extent applicable. The accounting policies have been consistently applied by the Company for all the years presented and are consistent.

The Restated Standalone Summary Financial Information of the Company have been prepared using presentation and disclosure requirements and comply in all material respects with the requirements of Schedule III to the Companies Act, 2013, in addition to the Revised Schedule VI to the Companies, Act, 1956 and Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 issued by SEBI, as amended from time to time.

These Restated Standalone Summary Financial Information have been prepared by the Company to comply in all material respects with the requirements of Sub-clause (i), (ii) and (iii) of clause (b) of Sub-section (1) of section 26 of Schedule III to the Companies Act, 2013/ Revised Schedule VI to the CompaniesAct, 1956, as applicable, read with rule 4 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, ("the SEBI Guidelines") issued by SEBI on August 26, 2009 ('the Regulations') as amended time to time.

With effect from 1 April 2014, Schedule III notified under the Act, has become applicable to the Company for the preparation and presentation of its Restated Standalone Summary Financial Information.Accordingly, previous years' figures have been regrouped/reclassified wherever applicable

Appropriate re-classifications/adjustments have been made in the Restated Standalone Summary Financial Information wherever required, by re-classification of the corresponding items of income, expenses, assets and liabilities, in order to bring them in line with the presentation and recognition as per the audited financial statements of the Company and the requirement of SEBI Regulations.

The Restated Standalone Summary Financial Information are presented in Indian rupees, rounded off to nearest million, with two decimals, except percentages, earnings per share data and where mentioned otherwise.

b) Use of estimates

The preparation of Restated Standalone Summary Financial Information, in conformity with Generally Accepted Accounting Principles (GAAP), requires management to make judgments, estimates and assumptions that affect the application of accounting policies and reported amounts of assets, liabilities, and the disclosure of contingent liabilities on the date of the Restated Standalone Summary Financial Information and the reported amount of revenue and expenditures for the period /year. Actual results could differ from those estimates used in preparing the accompanying Restated Standalone Summary Financial Information. Estimates and underlying assumptions are reviewed on an ongoing basis. Any revisions to accounting estimates are recognised prospectively in current and future periods.

c) Classification of Assets and Liabilities as Current and Non-Current

All assets and liabilities are classified as current or non-current as per the Company's normal operating cycle and other criteria set out in Revised Schedule III to the Companies Act, 2013. Based on the nature of products and the time between the acquisition of assets for processing and their realization in cash and cash equivalents 12 months has been considered by the Company for the purpose of current/ non-current classification of assets and liabilities.

d) Property, Plant and Equipment

i) Property Plant and Equipment are carried at cost of acquisition less accumulated depreciation and impairment loss, if any. Cost is inclusive of freight, applicable duties, taxes (excluding Cenvat& surcharge and cess there on) and other directly attributable costs to bring the assets to their working condition or for intended use as prescribed Cost Model in Accounting Standard (AS) 10 of The Rules.

ii) Cost of Spares parts above Rs 100,000 having useful life more than one year is added to the assets .Others are charged to the statement of Profit and Loss under appropriate accounting head.

iii) Let out Property to Joint venture & Subsidiaries is merely for the purpose of business of the company and therefore treated as Property, Plant and Equipment.

e) Depreciation & Amortization

i) Tangible Assets

With effect from 1st April 2014, pursuant to the requirement of Schedule II to the Companies Act, 2013 the company has reassessed the useful life of the assets.

Depreciation on tangible asset is provided over useful life of an asset on straight line method prescribed in Schedule II to the Companies Act, 2013. Assets costing Rs. 5,000/- or below are fully depreciated in the year of purchase.

ii) Intangible Assets

Computer software are amortized over period of three years from date of purchase as per Accounting standard 26 as of the Rules.

iii) Lease hold Land

Premium paid on lease hold land is for 99 years and not amortized over the period of lease.

iv) Upfront fee on ECB loans is being amortized over the period of loan.

v) (a) In case the cost of part of a tangible asset is significant to the total cost of the assets and useful life of that part is different from the remaining useful life of the asset, depreciation has been provided on straight line method based on internal assessment and independent technical evaluation carried out by the external valuers which the management believes that the useful lives of the component best represent the period over which the management expects to use those components.
(b) Cost of Spares parts above Rs 100,000 having useful life more than one year is depreciated with the remaining useful life of the asset.

vi) Deprecation on let out property to Jointly Controlled Entity and Subsidiaries are provided over useful life of an asset on straight line method prescribed in Schedule II to the Companies Act, 2013.

f) Foreign exchange transactions

i) Transactions in foreign currencies are recorded at the rates prevailing on the date of the transaction. At the year-end monetary items denominated in foreign currencies are re-stated at the rates prevailing on the balance sheet date or the forward cover rates as applicable, and exchange gains / losses are dealt with in the Statement of Profit & Loss.

ii) In case of monetary items which are covered by forward exchange contract, the difference between the booking rates and the rate on the date of contract is also recognized and dealt with in the Statement of Profit & Loss.

iii) The company has exercise option under notification no. GSR 914 (E) dated 29th December 2011 issued by Ministry of Corporate Affairs and accordingly net exchange difference on long term foreign currency borrowings has been added / reduced to the depreciable fixed assets acquired & Work In Progress.

g) Investments

Investments that are readily realizable and are intended to be held for not more than one year from the date, on which such investments are made, are classified as current investments. All other investments are classified as long term investments. Current investments are carried at cost or fair value, whichever is lower. Long-term investments are carried at cost. However, provision for diminution is made to recognize a decline, other than temporary, in the value of the investments, such reduction being determined and made for each investment individually.

h) Inventories

Inventories are valued as under:

1. Raw Materials& Components, Packing Materials and Stores & Spares - at lower of cost or net realizable value.
2. Work - in - Progress - at lower of cost or net realizable value.
3. Finished Goods - at lower of cost or net realizable value.

Cost referred to above represent cost (based on moving first in first out method) incurred in bringing the inventories to their present location and condition inclusive of custom duty, freight, normal demurrage, insurance net of discounts/ incentive recoverable from suppliers. The company changed its method from weighted average to moving FIFO method in the financial year 2013-14.Due to change in method of valuation of inventories value of closing inventories is reduced with a nominal amount according to the size of total inventory of the company, The Company has restated inventory following First-in-First-out Method for the accounting year ended 31st March, 2012 to 31st March, 2014.

In case of Work in Progress and Finished goods cost includes appropriate portion of overheads and where applicable excise duty.

The net realizable value of work-in-progress is determined with reference to the selling price of related finished goods. Raw materials and other supplies held for use in production of finished goods are not written down below costs, except in cases where material prices have declined, and it is estimated that the cost of the finished products will exceed their net realizable value. In such cases, the materials are valued at the lower of replacement cost or the ultimate net realisable value of finished goods.

i) Revenue recognition

1. 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.
2. Revenue from sale of goods is recognized when the significant risks and rewards of ownership of goods are passed on to the buyers. Sales are net of taxes, but before trade and quantity discounts.
3. Interest revenue is recognized on a time proportion basis taking into account the rate applicable and amount outstanding.
4. Insurance claims are accounted for on acceptance / or to the extent amounts have been received.

j) Borrowing costs

General and specific borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale. All other borrowing costs are recognized as expenses in Statement of Profit and Loss in the period in which they are incurred.

k) Export benefits (Special Import License)

Export incentives are accounted for on accrual basis.

l) Earnings per share

Basic earnings per share is calculated by dividing the profit/(loss) after tax for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. Earnings considered in ascertaining the Company’s earnings per share is the profit/ (loss) after tax for the period. The weighted average number of equity shares outstanding during the period and for all periods presented is adjusted for events, such as bonus shares, other than the conversion of potential equity shares that have changed the number of equity shares outstanding, without a corresponding change in resources. Diluted earnings per share is calculated by dividing the profit/(loss) after tax for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period is adjusted for the effects of all dilutive potential equity shares.

m) Income / Deferred taxes

Provision is made for both current and deferred tax. Provision for current tax is made on the basis of assessable profits computed in accordance with Income Computation and Disclosure Standards notified under Section 145 (2) and other provisions of Income tax Act, 1961.

Deferred tax is recognized for the future tax rate on components attributable to timing differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax status. The effect on deferred taxes of a change in tax rate is recognized using the tax rate and tax laws that have been enacted by the balance sheet date Deferred Tax assets are recognized to the extent that they will originate in one period and are capable of reversal in one or more subsequent periods. Where there is unabsorbed depreciation or carried forward losses, deferred tax assets are recognized only if there is virtual certainty of realization of such assets.Such assets are reviewed as at each balance sheet date to reassess realization.

n) Accounting for Tax credit under section 115JAA of Income Tax Act

As per the Guidance note, issued by the Institute of Chartered Accountants of India, on accounting for Tax credit in respect of Section 115JAA under the Income Tax Act 1961, Tax credit is a resource controlled by the Company as a result of past event, (viz., payment under Section 115JB). Tax credit has expected future economic benefits in the form of its adjustments against the discharge of the normal tax liability if the same arises during the specified period and accordingly Tax credit is an asset. And it should be recognized as asset only when and to the extent there is convincing evidence that the Company will pay normal income tax during the specified period.

o) Retirement benefits

a. Provident fund contributions are accounted for on accrual basis with corresponding contribution to the authorities.

b. Provision for gratuity liability is determined on the basis of actuarial valuation at the balance sheet date carried out by an independent actuary and charged to revenue each year.

c. In respect of leave, as the leave accrued, if any, laps at the end of the year and hence, no liability in respect of accrued leave arises.

p) Impairment of Assets

An impairment loss, if any, is recognized whenever the carrying amount of the property, Plant & equipment (tangible or intangible) exceeds the recoverable amount i.e. the higher of the assets net selling price and value in use.

q) Provisions and Contingencies

Provisions: Provisions are recognised when there is a present obligation as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and there is a reliable estimate of the amount of the obligation. Provisions are measured at the best estimate of the expenditure required to settle the present obligation at the Balance Sheet date and are not discounted to its present value.

Contingent Liabilities: Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle or a reliable estimate of the amount cannot be made.

r) Research & Development Expenses

The revenue expenditure on research and development is charged to Restated Standalone Summary Statement of Profit & Loss of the year in which it is incurred. Expenditure which results in creation of capital assets is treated similar to other fixed assets.

s) Proposed Dividend

Provision for Dividend (including income tax thereon) is accounted in the Year in which this same is declared and approved at the Annual General Meeting.

t) Warranty

Product warranty liability and warranty expenses are recorded at the time the product is sold, if the claims of the customers under warranty are probable and the amount can be reasonably estimated.

u) Employee Stock Option Plan (ESOP)

As required Difference between nominal value share and the fair market value as certified by valuever is recognized as share premium reserve and difference between the fair market price and exercise price is charged to the statement of profit & loss. As per the Guideline note on Accounting for Employee Share-based payment issued by the Institute of Chartered Accountant of India.

B. Others Explanatory Information And Other Notes

a. Foreign exchange gain / loss on purchases of raw material, packing material, components, store & spare is adjusted in cost of material consumed.

b. Event Occurred after Financial Statement of 31st December 2016:-

i) The two Subsidiaries (Transferor Companies) of the Company namely, Dixon Appliance Private Limited ('DAPL') and Dixon Bhurji Moulding Private Limited ('DBMPL') have been amalgamated with the Company in terms of the scheme of amalgamation ('Scheme') sanctioned by the National Company Law Tribunal (NCLT), Allahabad pursuant to its Order dated 13th April, 2017. The Scheme became effective on 20th April 2017 with appointed date of April 1, 2016. The Company has accounted for amalgamation of the Transferor Companies in its books of accounts in accordance with 'pooling of interest method' as prescribed under AS 14 as per the terms of the NCLT Order. Being wholly owned subsidiaries the difference between the amounts recorded as investments of the Company and the amount of share capital of the aforesaid transferor companies have been adjusted in the reserves & surplus.

ii) Pursuant to the provision of section 14 and other applicable provision of the Companies Act 2013 if any, Company incorporation Rules, 2014 (Including any statutory modification or re-enactment thereof for the time being in force) and consent of the members of the Company accorded in EGM. Company has filed form INC-27 for Conversion of the Company into a Public Limited Company and consequently the name of the Company be changed from "Dixon Technologies (India) Private Limited" to "Dixon Technologies (India) Limited.A fresh certificate of incorporation pursuant to change of name was issued by the ROC on May2, 2017.

iii) There has been fire in the testing area of the factory located at B-14,15 phase-II, Noida on 16th April 2017 resulting into estimated loss of Rs. 30.00 million including Fixed Assets and Inventories the company is in process of assessing loss and filing of insurance claim with the Insurance Company.

iv) The Company has entered into a Joint venture on 18th February 2017 with M/s Aditya Infotech Limited by incorporating a new entity namely AIL Dixon Technologies Private Limited, the Company has made investment in equity share of newly incorporated company of Rs. 0.50 million.

c. Company's operations predominantly relate to manufacture and sale of Electronic goods and accordingly this is the only segment. Consequently no separate disclosures are necessary under Accounting Standard 17 (segment reporting) as prescribed under section 133 of the Companies Act, 2013 (The Act) read with the Rules.

d. In the opinion of the Board, the current assets are at value stated, if realized in the ordinary course of business. The provisions for all known and ascertained liabilities are adequate and not in excess of the amounts reasonably required.

e. During the year, the Board of Directors has declared interim dividend of Rs. 3.50/- (Previous Year: - Rs.12.50/-) per Equity Share amounting to Rs. 38.45 million (Previous Year: Rs. 38.79 million)

f. Account Reconciliations/Confirmations in respect of certain accounts of Sundry Debtors, Creditors, other loans and advance to Supplier, Contractors etc. have not been received and they are subject to confirmations and reconciliation. The management is of the opinion that adjustments, if any arising out of such reconciliation would not be material effecting financial statements of the period.

g. The corresponding previous year figures have been regrouped / rearranged wherever necessary.

As per our report of even date attached	**CHAIRMAN**	**SUNIL VACHANI** **(DIN-00025431)**
For **SINGHI & CO.** Chartered Accountants Firm Reg. No. 302049E	**MANAGING DIRECTOR**	**ATUL B. LALL** **(DIN-00781436)**
B.L.CHORARIA **PARTNER** **(Membership No.022973)**	**CHIEF FINANCIAL OFFICER**	**GOPAL JAGWAN**
PLACE : NOIDA **DATE : 3rd May 2017**	**COMPANY SECRETARY**	**ASHISH KUMAR** **(M.No. F8355)**

DIXON TECHNOLOGIES (INDIA) LIMITED

(Formerly Dixon Technologies (India) Private Limited)

Annexure VI - Restated Standalone Summary Statement of Share Capital

(Rupees In million)

Particulars	As on	As on				
	31-Dec-16	31-Mar-16	31-Mar-15	31-Mar-14	31-Mar-13	31-Mar-12
Authorised Share Capital*						
Equity share of Rs. 10/- Each	260.00	50.00	50.00	50.00	50.00	50.00
Preference share of Rs. 10/- Each	0.00	0.05	0.05	0.05	0.05	0.05
	260.00	**50.05**	**50.05**	**50.05**	**50.05**	**50.05**
Issued, subscribed and fully paid up equity share capital						
At the commencement of the year	31.03	31.03	31.03	31.03	31.03	31.03
Issued during the year / period	0.00	0.00	0.00	0.00	0.00	0.00
Issued under conversion of Debenture during the period (refer (d) below)	12.90	0.00	0.00	0.00	0.00	0.00
Issued under ESOP Scheme during the Period (refer (e) below)	3.15	0.00	0.00	0.00	0.00	0.00
Bonus (refer (f) below)	62.77	0.00	0.00	0.00	0.00	0.00
At the end of the year/period	**109.85**	**31.03**	**31.03**	**31.03**	**31.03**	**31.03**

*The Authorised Share Capital of the company has been re-classified/consolidate from 19,995,000 equity shares of Rs. 10/- each and 5,000 preference shares of Rs. 10/- each to 20,000,000 equity shares of Rs. 10/- each on 01st April 2017. Further on 20th April 2017, Authorised Share Capital of the Company has been increased to 260.00 million divided in to 26,000,000 equity shares of Rs. 10/- Each, pursuant to the approval of scheme of amalgamation for merger of Dixon Bhurji Moulding Private Limited and Dixon Appliances Private Limited with the company effective from 1st April 2016.

(a) Reconciliation of number of shares

Particulars	As on	As on				
	31-Dec-16	31-Mar-16	31-Mar-15	31-Mar-14	31-Mar-13	31-Mar-12
At the commencement of the year	3,103,157	3,103,157	3,103,157	3,103,157	3,103,157	3,103,157
Shares issued during the year / period						
Issued under conversion of Debenture during the period (refer (d) below)	1,290,041	-	-	-	-	-
Issued under ESOP Scheme during the Period (refer (e) below)	314,806	-	-	-	-	-
Bonus (refer (f) below)	6,277,337	-	-	-	-	-
At the end of the year/period	10,985,341	3,103,157	3,103,157	3,103,157	3,103,157	3,103,157

(b) Terms / Rights attached to equity shares :

Each holder of equity share is entitled to one vote per share. In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts The distribution will be in proportion to the number of equity shares held by the share holders. There is no restriction on distribution of dividend, however, the same is subject to the approval of the share holders in the Annual General Meeting.

(c) Details of shares held by shareholders holding more than 5% of the aggregate shares in the Company.

(Number of Shares)

Particulars		As on	As on				
Equity shares:		31-Dec-16	31-Mar-16	31-Mar-15	31-Mar-14	31-Mar-13	31-Mar-12
Mr. Sunil Vachani	Number	4,830,343	2,070,147	2,070,147	2,070,147	2,070,147	2,070,157
	%	43.97	66.71	66.71	66.71	66.71	66.71
India Business Excellence Fund I	Number	2,146,265	-	-	-	-	-
	%	19.54	-	-	-	-	-
Mrs. Kamla Vachani	Number	1,225,000	525,000	525,000	525,000	525,000	525,000
	%	11.15	16.92	16.92	16.92	16.92	16.92
IL&FS Trust Company Limited	Number	1,155,730	-	-	-	-	-
	%	10.52	-	-	-	-	-
Mr.Atul B. Lall	Number	700,000	-	-	-	-	-
	%	6.37	-	-	-	-	-

d) Conversion of Debentures

1.Debentures are compulsorily convertible into Equity shares in compliance with the applicable law.

2. Convertible debentures amounting to Rs. 374.97 million has been converted into 1290041 equity shares on 27th August 2016 in compliance with applicable law, based on the formula stated in The Investment Agreement dated March 28, 2014 (as amended) and Share allotted on Premium Rs 280.66 Per share

Date of issue	**24-Jun-08**	**21-Nov-08**	**31-Jan-09**	**28-Apr-09**	**28-Oct-09**	**Total**
No.of Debentures	199,967	60,000	40,000	50,000	25,000	374,967
Face Value (Rs.)	1,000	1,000	1,000	1,000	1,000	1,000
Total Amount (Rupees in million)	199.97	60.00	40.00	50.00	25.00	374.97
Date of Conversion	24-Jun-18	21-Nov-18	31-Jan-19	28-Apr-19	28-Oct-19	

e) Employee Stock Option Plan

The Company has allotted 314,806 fully paid up shares of face value Rs 10 each as on 17th September 2016 under the Scheme of ESOP. (as refered in note M of annexure XXIV)

f) Shares allotted as fully paid pursuant to contract(s) without payment being received in cash during the period of five years immediately preceding the reporting date

The Company has allotted 6,277,337 fully paid up shares of face value Rs 10 each during the period ended December 2016 on 20th September 2016, pursuant to approval by the share holders in th Extra Ordinary General Meeting held on 20th September, 2016 and Company has allotted 4 bonus shares for every 3 shares held on 4,708,004 shares

Annexure VII : Restated Standalone Summary Statement of Reserves and Surplus

(Rupees in million)

Particulars	**As on**	**As on**				
	31-Dec-16	**31-Mar-16**	**31-Mar-15**	**31-Mar-14**	**31-Mar-13**	**31-Mar-12**
(a) Capital Reserve						
Balance as at the end of the Year /Period	**3.04**	**3.04**	**3.04**	**3.04**	**3.04**	**3.04**
(b) Capital Redemption Reserve						
At the commencement of the Year /Period	3.32	3.32	3.32	3.32	3.32	3.32
Less : Issue of Bonus share	0.00	0.00	0.00	0.00	0.00	0.00
Balance as at the end of the Year /Period	**3.32**	**3.32**	**3.32**	**3.32**	**3.32**	**3.32**
(c) Share Premium Account						
At the commencement of the Year /Period	15.27	15.27	15.27	15.27	15.27	15.27
Add: During the Year / period						
Premium on Conversion on debentures into Equity Shares	362.07	0.00	0.00	0.00	0.00	0.00
Premium on Issue of share under ESOP Scheme	77.66	0.00	0.00	0.00	0.00	0.00
Less : Issue of bonus share	(62.77)	0.00	0.00	0.00	0.00	0.00
Balance as at the end of the Year /Period	**392.22**	**15.27**	**15.27**	**15.27**	**15.27**	**15.27**
(d) General Reserve						
At the commencement of the Year /Period	70.49	70.49	72.82	62.52	62.52	62.52
Less :Transitional Depreciation as per schedule II of Companies Act 2013	0.00	0.00	3.52	0.00	0.00	0.00
Add: Deferred Tax on Transitional Depreciation	0.00	0.00	1.20	0.00	0.00	0.00
Add : Transferred from Surplus in statement of profit and loss during the Year / period	0.00	0.00	0.00	10.29	0.00	0.00
Balance as at the end of the Year /Period	**70.49**	**70.49**	**70.49**	**72.82**	**62.52**	**62.52**
(e) Surplus in Statement of Profit and Loss						
At the commencement of the Year /Period	991.09	672.91	578.50	489.23	473.51	533.15
Restated standalone Profit for the Year / Period	371.46	364.86	98.13	110.45	19.33	(59.65)
Less: Appropriations						
Adjustment on account of Amalgamation (Refer Note B(b)(i) of Annexure V)	48.90	0.00	0.00	0.00	0.00	0.00
Transfer to General Reserve	0.00	0.00	0.00	10.29	0.00	0.00
Proposed dividend on Equity Shares for the Year / Period	0.00	0.00	0.00	6.21	3.10	0.00
Dividend distribution tax on Proposed dividend on Equity Shares	0.00	0.00	0.00	1.05	0.50	0.00
Interim dividend on Equity shares for the Year / Period	38.45	38.79	3.10	3.10	0.00	0.00
Dividend distribution tax on Interim dividend on Equity shares	7.83	7.90	0.62	0.53	0.00	0.00
Balance as at the end of the Year /Period	**1,267.37**	**991.09**	**672.91**	**578.50**	**489.23**	**473.51**
Total Reserve and Surplus (a+b+c+d+e)	**1,736.44**	**1,083.21**	**765.03**	**672.94**	**573.38**	**557.66**

Annexure VIII - Restated Standalone Summary Statement of Long-Term Borrowings

(Rupees in million)

Particulars		As on	As on				
		31-Dec-16	31-Mar-16	31-Mar-15	31-Mar-14	31-Mar-13	31-Mar-12
Unsecured							
Debenture (refer note (a) below)	Non Current	0.00	374.97	374.97	374.97	374.97	374.97
Secured							
Term Loan							
Standard Chartered Bank (External Commercial Borrowing) (refer note (b) below)	Non Current	94.02	117.53	0.00	15.02	74.88	132.12
	Current	31.34	15.67	15.65	64.14	61.28	59.67
Hero Fincorp (Plant & Machinery)	Non Current	9.57	0.00	0.00	0.00	0.00	0.00
	Current	3.42	0.00	0.00	0.00	0.00	0.00
Deferred Payment Liabilities							
Vehicle Loans (refer note (c) below)	Non Current	12.84	15.85	13.73	8.01	5.40	2.50
	Current	7.29	6.42	4.94	3.12	3.34	4.67
Total	Non Current	**116.43**	**508.34**	**388.69**	**398.00**	**455.25**	**509.59**
	Current	**42.06**	**22.09**	**20.58**	**67.26**	**64.62**	**64.33**

a) Terms & Conditions of Convertible Debentures

i) Debentures converted into Equity shares during the period (refer note -(d) of Ann. VI)

ii) Debentures are compulsorily convertible into Equity Shares within 10 business days from the date falling on the 10th anniversary of completion date of respective tranche of money received as stated below , in compliance with the applicable law, based on the formula stated in Amendment agreement to investment Agreement dated April 26, 2008

Date of issue	**24-Jun-08**	**21-Nov-08**	**31-Jan-09**	**28-Apr-09**	**28-Oct-09**	**Total**
No.of Debentures	199,967	60,000	40,000	50,000	25,000	374,967
Face Value (Rs.)	1,000	1,000	1,000	1,000	1,000	1,000
Total Amount (Rupees in million)	199.97	60.00	40.00	50.00	25.00	374.97
Date of Conversion	24-Jun-18	21-Nov-18	31-Jan-19	28-Apr-19	28-Oct-19	

b) USD 20.00 million Foreign currency loan from Standard Chartered Bank is secured against first pari passu charge on movable Plant & Equipment (both Present & future), and on immovable Plot B-14-15, phase-II , Noida (UP) (including building) and second charges on current assets (both Present & future), is repayable in 17 Quarterly installments from December, 2016. Last installment payable on December, 2020. rate of interest Libor+275 BPS and loan is fully hedged.

c) 25 Vehicle Loans are outstanding and loan amount are ranging between Rs 0.24 to Rs 6.00 million which are secured by way of hypothecation of the related vehicles. These are repayable in maximum sixty equal monthly installments, repayment period thereof varying from year 2011 ending on 2021, bearing interest rate varying from 9.5% p.a to 13.25% p.a.

Annexure IX : Restated Standalone Summary Statement of Deferred tax assets and liabilities

(Rupees in million)

Particulars	As on	As on				
	31-Dec-16	31-Mar-16	31-Mar-15	31-Mar-14	31-Mar-13	31-Mar-12
Deferred tax liabilities	120.31	82.43	75.59	70.43	58.86	54.25
Less:-						
Deferred tax Assets	35.03	20.36	15.50	10.89	26.45	36.83
Net Restated Standalone Deferred tax liabilities / (Assets)	**85.28**	**62.07**	**60.08**	**59.53**	**32.41**	**17.42**

Annexure X - Restated Standalone Summary Statement of Long-Term Provisions

(Rupees in million)

Particulars	As on	As on				
	31-Dec-16	31-Mar-16	31-Mar-15	31-Mar-14	31-Mar-13	31-Mar-12
Provision for Employee's Benefit	32.31	22.48	15.47	13.33	13.46	14.00
Other Provisions						
- for Warranty	11.53	0.00	0.00	0.00	0.00	0.24
Total	**43.84**	**22.48**	**15.47**	**13.33**	**13.46**	**14.24**

Annexure XI - Restated Standalone Summary Statement of Short-Term Borrowing , Trade payables, other current liabilities and short term provisions

A. Short term borrowings

(Rupees in million)

Particulars	As on	As on				
	31-Dec-16	31-Mar-16	31-Mar-15	31-Mar-14	31-Mar-13	31-Mar-12
Working capital borrowings (Secured)						
From Bank						
Working capital demand loan in Indian Rupees	100.13	155.41	235.71	404.65	271.83	374.81
Packing Credit Loan	100.00	13.27	0.00	0.00	0.00	0.00
Buyers credit in foreign currency	205.18	0.00	8.36	0.00	73.77	199.23
Total	**405.32**	**168.68**	**244.07**	**404.65**	**345.60**	**574.04**

Note:

Loans from banks (comprising of vendor financing, working capital demand loans) are secured on pari-passu basis over all the present & future book debts and stock-in-trade comprising of raw material, Components , work in process and finished goods. These are further secured by exclusive charge on entire block of (present and future) comprising of Property, Plant and Equipment etc. coupled with equitable mortgage of land and property at B-14 & B-15, Phase-II & Exclusive Charge over C-33 Phase II Noida (UP) and Exclusive Charge over Industrial Property located at Plot 18 , Block B , Phase II , Noida (UP),Exclusive Charge over Industrial Property located Khasra No. 1050, Central Hope Town, Industrial Area, Selaqui, Dehradun (Uttarkhand) and Personal Guarantee of Chairman of Company Mr. Sunil Vachani

B. Trade Payable

(Rupees in million)

Particulars	As on	As on				
	31-Dec-16	31-Mar-16	31-Mar-15	31-Mar-14	31-Mar-13	31-Mar-12
For Goods & Services						
Total outstanding dues of micro enterprises and small enterprises	165.20	66.74	61.54	78.05	50.79	23.15
Total outstanding dues of creditors other than micro enterprises and small enterprises	1,776.47	1,158.10	1,148.65	807.81	945.38	730.99
Total	**1,941.67**	**1,224.84**	**1,210.19**	**885.86**	**996.17**	**754.14**
Trade Payable Related Parties						
Dixon Global Private Limited (Subsidiary Company)	146.63	415.66	237.39	203.60	92.30	213.40
Dixon Bhurji Moulding Private Limited (Subsidiary Company)		27.45	5.32	0.00	0.00	0.00
Dixon Appliance Private Limited (Subsidiary Company)		0.00	0.00	0.00	0.00	0.00

C. Other Current Liabilities

(Rupees in million)

Particulars	As on	As on				
	31-Dec-16	31-Mar-16	31-Mar-15	31-Mar-14	31-Mar-13	31-Mar-12
Current maturities of Long Term Borrowings						
Foreign Currency Loan from Bank	31.34	15.67	15.65	64.14	61.28	59.67
Indian Currency Loan from Bank	3.42	0.00	0.00	0.00	0.00	0.00
Current maturities of Deferred Payment liabilities						
Vehicle Loans	7.29	6.42	4.94	3.12	3.34	4.67
Interest accrued but not due on borrowings	1.61	0.30	0.42	0.57	1.09	2.48
Unpaid Dividend	0.00	0.00	0.00	0.00	0.38	0.38
Advances from Customers	270.18	8.41	0.19	63.14	0.06	43.55
Statutory Dues	53.35	22.79	12.48	9.48	19.67	11.83
Trade deposits		0.00	0.00	0.00	0.36	0.00
Other liabilities (Security Received repayable)	36.77					
Advance received against sale of Building	0.00	0.00	0.00	0.00	9.10	0.00
Employee Related Liabilities (including Director Commission)	52.76	34.06	32.26	19.07	16.49	7.24
Total	**456.72**	**87.66**	**65.94**	**159.52**	**111.77**	**129.81**

D. Short-Term Provisions (Rupees in million)

Particulars	As on	As on				
	31-Dec-16	31-Mar-16	31-Mar-15	31-Mar-14	31-Mar-13	31-Mar-12
Provision for Employee's Benefits :	2.32	1.80	1.50	1.33	1.53	9.68
Other Provisions						
- for Proposed Dividend	0.00	0.00	0.00	6.21	3.10	0.00
- for Dividend Distribution Tax	0.00	4.42	0.00	1.05	0.50	0.00
- for Income Tax	117.66	59.05	30.77	25.18	10.96	0.00
- for Warranty	15.27	5.00	0.00	0.00	0.08	1.43
Total	**135.26**	**70.27**	**32.27**	**33.77**	**16.18**	**11.11**

Annexure XII - Restated Standalone Summary Statement of Property Plant & Equipments

As on 31st December 2016 (Rupees in million)

Particulars	Gross Block					Depreciation						Net Block	
	As on 31-Mar-16	Addition on Account of Amalgamation	Additions	Deduction	As on 31-Dec-16	As on 31-Mar-16	Addition on Account of Amalgamation	For the period	Adjustment	Deduction	As on 31-Dec-16	As on 31-Mar-16	As on 31-Dec-16
TANGIBLE ASSETS (A)													
Land - Free Hold	11.56	0.00	0.00	0.00	11.56	0.00					0.00	11.56	11.56
Land - Lease Hold (99 Years)*	70.22	0.00	0.00	0.00	70.22	0.00					0.00	70.22	70.22
Building	370.38	11.47	22.75	0.00	404.60	72.78	2.40	9.46		0.00	84.64	297.60	319.96
Electric Installation	29.65	10.41	3.63	1.88	41.81	13.27	4.25	2.58		1.88	18.22	16.38	23.59
Plant & Machinery (Ind)	183.65	182.15	54.89	0.11	420.58	57.60	42.25	18.48		0.11	118.21	126.05	302.37
Plant & Machinery (Imp)	336.67	0.00	71.42	31.78	376.31	129.45	0.00	16.13		19.33	126.24	207.23	250.07
Tools & Dies	42.19	57.14	41.02	1.82	138.54	10.09	12.40	5.35		0.38	27.46	32.10	111.08
Fan, Coolers, & Ac's, Etc.	22.28	1.54	7.18	0.00	31.00	7.31	0.50	2.46		0.00	10.27	14.97	20.73
Furniture & Fixtures	55.02	1.73	18.18	0.38	74.55	10.99	0.44	4.55		0.38	15.60	44.03	58.95
Vehicles	60.69	1.73	3.10	0.47	65.04	21.15	0.21	5.41		0.44	26.33	39.53	38.71
Office Equipments	8.74	1.79	2.63	0.05	13.11	4.22	1.03	1.19		0.05	6.39	4.52	6.71
Computers	25.00	1.86	6.83	0.03	33.66	16.80	1.18	3.34		0.02	21.31	8.20	12.35
Total of A	**1,216.05**	**269.82**	**231.63**	**36.52**	**1,680.98**	**343.67**	**64.66**	**68.95**	**0.00**	**22.60**	**454.68**	**872.38**	**1,226.30**
INTANGIBLE ASSETS (B)													
Computer Software	6.91	0.00		0.00	6.91	5.71	0.00	0.25	0.00	0.00	5.96	1.20	0.95
TOTAL(A+B)	**1,222.96**	**269.82**	**231.63**	**36.52**	**1,687.89**	**349.38**	**64.66**	**69.20**	**0.00**	**22.60**	**460.65**	**873.58**	**1,227.25**
Less: Provision for Impairment												19.53	19.53
Add: Work In progress												0.09	
												854.14	**1207.72**

* Premium paid on lease hold land is not amortised over the period of the lease.

As on 31st March 2016 **(Rupees in million)**

Particulars	Gross Block				Depreciation					Net Block	
	As on 31-Mar-15	Additions	Deduction	As on 31-Mar-16	As on 31-Mar-15	For the year	Adjustment	Deduction	As on 31-Mar-16	As on 31-Mar-15	As on 31-Mar-16
TANGIBLE ASSETS (A)											
Land - Free Hold	11.56	0.00	0.00	11.56	0.00	0.00			0.00	11.56	11.56
Land - Lease Hold (99 Years)*	70.22	0.00	0.00	70.22	0.00	0.00			0.00	70.22	70.22
Building	363.88	6.50		370.38	61.41	11.37			72.78	302.47	297.60
Electric Installation	23.79	5.86	0.00	29.65	10.87	2.40			13.27	12.92	16.38
Plant & Machinery (Ind)	157.87	33.93	8.15	183.65	49.01	11.42		2.83	57.60	108.86	126.05
Plant & Machinery (Imp)	263.74	72.93	0.00	336.67	113.17	16.28			129.45	150.57	207.23
Tools & Dies	54.14	18.06	30.01	42.19	16.03	4.63		10.57	10.09	38.11	32.10
Fan, Coolers, & Ac's, Etc.	18.12	4.76	0.60	22.28	4.85	2.92		0.46	7.31	13.27	14.97
Furniture & Fixtures	35.58	19.44	0.00	55.02	6.34	4.65			10.99	29.24	44.03
Vehicles	52.63	11.23	3.18	60.69	16.75	6.30		1.89	21.15	35.89	39.53
Office Equipments	6.55	2.19	0.00	8.74	3.03	1.19			4.22	3.52	4.52
Computers	19.64	5.72	0.36	25.00	14.53	2.63		0.36	16.80	5.10	8.20
Total of A	**1,077.72**	**180.62**	**42.29**	**1,216.05**	**295.98**	**63.79**	**0.00**	**16.10**	**343.67**	**781.74**	**872.38**
INTANGIBLE ASSETS (B)											
Computer Software	5.85	1.06	0.00	6.91	4.70	1.01	0.00	0.00	5.71	1.15	1.20
TOTAL(A+B)	**1,083.58**	**181.67**	**42.29**	**1,222.96**	**300.69**	**64.80**	**0.00**	**16.10**	**349.38**	**782.89**	**873.58**
Less: Provision for Impairment										18.93	19.53
Add: Work In progress										0.00	0.09
										763.96	**854.14**

* Premium paid on lease hold land is not amortised over the period of the lease

As on 31st March 2015 (Rupees in million)

Particulars	Gross Block				Depreciation					Net Block	
	As on 31-Mar-14	Additions	Deduction	As on 31-Mar-15	As on 31-Mar-14	For the year	Adjustment	Deduction	As on 31-Mar-15	As on 31-Mar-14	As on 31-Mar-15
TANGIBLE ASSETS (A)											
Land - Free Hold	11.56	0.00	0.00	11.56	0.00	0.00	0.00	0.00	0.00	11.56	11.56
Land - Lease Hold (99 Years)*	70.22	0.00	0.00	70.22	0.00	0.00		0.00	0.00	70.22	70.22
Factory Building	346.42	17.46	0.00	363.88	50.74	10.67		0.00	61.41	295.68	302.47
Electric Installation	21.58	3.05	0.84	23.79	8.43	2.22	1.07	0.84	10.87	13.15	12.92
Plant & Machinery (Ind)	132.07	31.21	5.41	157.87	44.82	9.28	0.04	5.13	49.01	87.24	108.86
Plant & Machinery (Imp)	275.26	21.91	33.43	263.74	129.99	13.93	0.04	30.80	113.17	145.27	150.57
Tools & Dies	55.86	3.00	4.72	54.14	12.21	4.22	0.04	0.45	16.03	43.64	38.11
Fan, Coolers, & Ac's, Etc.	11.50	7.60	0.98	18.12	3.92	1.90	0.01	0.98	4.85	7.58	13.27
Furniture & Fixtures	13.19	24.32	1.92	35.58	6.23	2.02	0.01	1.92	6.34	6.96	29.24
Vehicles	44.08	14.52	5.97	52.63	14.36	6.22	0.21	4.04	16.75	29.72	35.89
Office Equipments	4.09	3.04	0.58	6.55	1.80	1.04	0.76	0.58	3.03	2.29	3.52
Computers	15.50	4.87	0.73	19.64	12.43	1.51	1.33	0.73	14.53	3.07	5.10
Total of A	**1,001.31**	**130.99**	**54.58**	**1,077.72**	**284.93**	**53.01**	**3.52**	**45.47**	**295.98**	**716.38**	**781.74**
INTANGIBLE ASSETS (B)											
Computer Software	5.85	0.00	0.00	5.85	3.76	0.95	0.00	0.00	4.70	2.10	1.15
TOTAL(A+B)	**1,007.16**	**130.99**	**54.58**	**1,083.58**	**288.68**	**53.95**	**3.52**	**45.47**	**300.69**	**718.48**	**782.89**
Less: Provision for Impairment										9.39	18.93
Add: Work In progress										0.00	0.00
										709.09	**763.96**

* Premium paid on lease hold land is not amortised over the period of the lease.

With effect from 1 April 2014, considering the requirements of Schedule II of the Act, the management has reassessed the remaining useful life of its fixed assets. Further, as required by Note 7(b) to Part C of Schedule II, amount of Rs 3.52 million representing the carrying amount of the assets as on 1 April 2014 where the remaining useful life of the asset is nil after retaining the residual value, is included in depreciation expense above, is charged to opening reserves .

As on 31st March 2014 (Rupees in million)

DESCRIPTIONS	Gross Block				Depreciation					Net Block	
	As on 31-Mar-13	Additions	Deduction	As on 31-Mar-14	As on 31-Mar-13	For the year	Adjustment	Deduction	As on 31-Mar-14	As on 31-Mar-13	As on 31-Mar-14
TANGIBLE ASSETS (A)											
Land - Free Hold	11.56	0.00	0.00	11.56	0.00	0.00	0.00	0.00	0.00	11.56	11.56
Land - Lease Hold (99 Years)*	84.45	0.00	14.24	70.22	0.00	0.00		0.00	0.00	84.45	70.22
Factory Building	294.08	67.05	14.71	346.42	47.18	10.49		6.92	50.74	246.90	295.68
Electric Installation	20.98	1.33	0.73	21.58	7.37	1.43	0.00	0.37	8.43	13.61	13.15
Plant & Machinery (Ind)	127.37	10.52	5.82	132.07	38.97	8.48	0.00	2.63	44.82	88.40	87.24
Plant & Machinery (Imp)	282.84	24.96	32.54	275.26	140.21	13.31	0.00	23.53	129.99	142.63	145.27
Tools & Dies	51.68	12.20	8.03	55.86	9.50	2.98	0.00	0.27	12.21	42.18	43.64
Fan, Coolers, & Ac's, Etc.	10.39	2.22	1.11	11.50	3.51	0.83	0.00	0.42	3.92	6.88	7.58
Furniture & Fixtures	13.40	0.64	0.86	13.19	6.14	0.57	0.00	0.49	6.23	7.26	6.96
Vehicles	40.16	8.85	4.92	44.08	13.48	3.70	0.00	2.82	14.36	26.68	29.72
Office Equipments	3.67	0.63	0.21	4.09	1.59	0.33	0.00	0.11	1.80	2.09	2.29
Computers	14.64	0.89	0.03	15.50	10.81	1.89	0.00	0.01	12.69	3.82	2.81
Total of A	**955.22**	**129.28**	**83.20**	**1,001.31**	**278.77**	**43.99**	**0.00**	**37.57**	**285.19**	**676.46**	**716.12**
INTANGIBLE ASSETS (B)											
Computer Software	5.85	0.00	0.00	5.85	3.20	0.29	0.00	0.00	3.50	2.65	2.36
TOTAL(A+B)	**961.08**	**129.28**	**83.20**	**1007.16**	**281.97**	**44.28**	**0.00**	**37.57**	**288.68**	**679.11**	**718.48**
Less: Provision for Impairment										18.89	9.39
Add: Work In progress										52.17	0.00
										712.39	**709.09**

* Premium paid on lease hold land is not amortised over the period of the lease.

As on 31st March 2013 (Rupees in million)

DESCRIPTIONS	Gross Block				Depreciation					Net Block	
	As on 31-Mar-12	Additions	Deduction	As on 31-Mar-13	As on 31-Mar-12	For the year	Adjustment	Deduction	As on 31-Mar-13	As on 31-Mar-12	As on 31-Mar-13
TANGIBLE ASSETS (A)											
Land - Free Hold	11.56	0.00	0.00	11.56	0.00	0.00	0.00	0.00	0.00	11.56	11.56
Land - Lease Hold (99 Years)*	84.45	0.00	0.00	84.45	0.00	0.00	0.00	0.00	0.00	84.45	84.45
Factory Building	289.50	4.58	0.00	294.08	38.70	8.48		0.00	47.18	250.80	246.90
Electric Installation	17.31	4.22	0.55	20.98	7.19	0.73	0.00	0.55	7.37	10.12	13.61
Plant & Machinery (Ind)	118.66	10.46	1.74	127.37	33.32	6.38	0.00	0.72	38.97	85.34	88.40
Plant & Machinery (Imp)	269.36	20.90	7.42	282.84	126.84	13.93	0.00	0.56	140.21	142.52	142.63
Tools & Dies	55.73	6.70	10.75	51.68	8.62	2.75	0.00	1.86	9.50	47.11	42.18
Fan, Coolers, & Ac's, Etc.	10.28	0.36	0.24	10.39	3.33	0.43	0.00	0.24	3.51	6.95	6.88
Furniture & Fixtures	12.88	2.18	1.66	13.40	7.26	0.54	0.00	1.66	6.14	5.63	7.26
Vehicles	39.01	8.41	7.25	40.16	13.08	3.52	0.00	3.12	13.48	25.93	26.68
Office Equipments	3.74	0.06	0.13	3.67	1.55	0.16	0.00	0.13	1.59	2.19	2.09
Computers	15.80	0.31	1.48	14.64	10.79	1.45	0.00	1.43	10.81	5.01	3.82
Total of A	**928.29**	**58.17**	**31.23**	**955.22**	**250.67**	**38.38**	**0.00**	**10.28**	**278.77**	**677.61**	**676.46**
INTANGIBLE ASSETS (B)											
Computer Software	3.79	2.07	0.00	5.85	2.65	**0.55**	0.00	0.00	3.20	1.14	2.65
TOTAL(A+B)	**932.07**	**60.23**	**31.23**	**961.08**	**253.32**	**38.93**	**0.00**	**10.28**	**281.97**	**678.75**	**679.11**
Less: Provision for Impairment										14.21	18.89
Add: Work In progress										38.19	52.17
										702.73	**712.39**

* Premium paid on lease hold land is not amortised over the period of the lease.

As on 31st March 2012 **(Rupees in million)**

DESCRIPTIONS	Gross Block				Depreciation					Net Block	
	As on 31-Mar-11	Additions	Deduction	As on 31-Mar-12	As on 31-Mar-11	For the year	Adjustment	Deduction	As on 31-Mar-12	As on 31-Mar-11	As on 31-Mar-12
TANGIBLE ASSETS (A)											
Land - Free Hold	11.56	0.00	0.00	11.56	0.00	0.00		0.00	0.00	11.56	11.56
Land - Lease Hold (99 Years)*	84.45	0.00	0.00	84.45	0.00	0.00		0.00	0.00	84.45	84.45
Factory Building	287.66	1.84	0.00	289.50	30.36	8.34		0.00	38.70	257.30	250.80
Electric Installation	17.15	0.16	0.00	17.31	6.56	0.63		0.00	7.19	10.59	10.12
Plant & Machinery (Ind)	118.02	1.95	1.32	118.66	26.47	6.13	1.09	0.39	33.32	91.54	85.34
Plant & Machinery (Imp)	254.86	14.83	0.33	269.36	110.01	16.54	0.36	0.07	126.84	144.86	142.52
Tools & Dies	41.28	14.45	0.00	55.73	5.95	2.67		0.00	8.62	35.33	47.11
Fan, Coolers, & Ac's, Etc.	9.34	1.00	0.06	10.28	2.87	0.47		0.01	3.33	6.48	6.95
Furniture & Fixtures	12.40	0.48	0.00	12.88	6.51	0.74		0.00	7.26	5.89	5.63
Vehicles	40.50	5.06	6.56	39.01	12.73	3.90	0.00	3.55	13.08	27.78	25.93
Office Equipments	3.58	0.21	0.04	3.74	1.42	0.14		0.01	1.55	2.16	2.19
Computers	15.19	0.94	0.33	15.80	9.31	1.61		0.12	10.79	5.88	5.01
Total of A	**896.00**	**40.92**	**8.64**	**928.29**	**212.19**	**41.17**	**1.45**	**4.14**	**250.67**	**683.81**	**677.61**
INTANGIBLE ASSETS (B)											
Computer Software	3.79	0.00	0.00	3.79	2.12	0.53	0.00	0.00	2.65	1.67	1.14
TOTAL(A+B)	**899.79**	**40.92**	**8.64**	**932.07**	**214.31**	**41.70**	**1.45**	**4.14**	**253.32**	**685.48**	**678.75**
Less: Provision for Impairment										15.88	14.21
Add: Work In progress										5.00	38.19
										674.60	702.73

* Premium paid on leasehold land is not amortised over the period of the lease.

Annexure XIII - Restated Standalone Summary Statement of Non-Current Investment

(Rupees in million)

Particulars	As on	As on				
	31-Dec-16	**31-Mar-16**	**31-Mar-15**	**31-Mar-14**	**31-Mar-13**	**31-Mar-12**
Trade Investment						
Unquoted Equity Instruments						
Investment in subsidiaries						
M/s Dixon Appliances Pvt. Ltd. - Face Value: Rs. 10	0.00	106.00	6.00	6.00	6.00	6.00
M/s Dixon Global Pvt. Ltd. - Face Value: Rs. 10	10.00	10.00	10.00	10.00	1.00	1.00
M/s Dixon Bhurji Moulding Pvt. Ltd. - Face Value: Rs. 10	0.00	65.99	24.95	24.95	24.95	24.95
M/s Padget Electronic Pvt. Ltd. - Face Value: Rs. 10	0.00	0.00	0.50	0.50	0.00	0.00
	10.00	**182.00**	**41.46**	**41.45**	**31.95**	**31.95**
Investment in Associate						
M/s My Box Technologies (I) Pvt. Ltd. - Face Value: Rs. 10	0.00	0.00	44.42	44.42	44.42	40.82
	0.00	**0.00**	**44.42**	**44.42**	**44.42**	**40.82**
Investment in Jointly Controlled Entity						
M/s Padget Electronic Pvt. Ltd. - Face Value: Rs. 10	75.00	70.00	0.00	0.00	0.00	0.00
	75.00	**70.00**	**0.00**	**0.00**	**0.00**	**0.00**
Share Application Money						
M/s Padget Electronic Pvt. Ltd. - Face Value: Rs. 10	0.00	2.00	0.00	0.00	0.00	0.00
	0.00	**2.00**	**0.00**	**0.00**	**0.00**	**0.00**
Sub Total - A	**85.00**	**254.00**	**85.88**	**85.87**	**76.37**	**72.77**
Non Trade Investment						
Quoted Equity Instrument						
M/s IndusInd Bank Ltd. - Face Value: Rs. 10	0.00	0.00	0.00	0.08	0.08	0.08
Sub Total - B	**0.00**	**0.00**	**0.00**	**0.08**	**0.08**	**0.08**
Total (A+B)	**85.00**	**254.00**	**85.88**	**85.95**	**76.45**	**72.85**

The aggregate book value and market value of quoted non-current investments and book value of unquoted non current investments are as follows

(Rupees in million)

Quoted Non-current investments	As on	As on				
	31-Dec-16	**31-Mar-16**	**31-Mar-15**	**31-Mar-14**	**31-Mar-13**	**31-Mar-12**
Aggregate book value	0.00	0.00	0.00	0.08	0.08	0.08
Aggregate Market value	0.00	0.00	0.00	2.81	2.27	1.80
Aggregate book value of unquoted non-current investments	85.00	254.00	85.88	85.87	76.37	72.77

No. of Shares

Particulars	As on	As on				
	31-Dec-16	31-Mar-16	31-Mar-15	31-Mar-14	31-Mar-13	31-Mar-12
No. of Shares						
Trade Investment						
Unquoted Equity Instruments						
Investment in subsidiaries						
M/s Dixon Appliances Pvt. Ltd. - Face Value: Rs. 10		1,200,200	600,210	600,200	600,200	600,200
M/s Dixon Global Pvt. Ltd. - Face Value: Rs. 10	1,000,000	1,000,000	1,000,000	999,900	99,900	99,900
M/s Dixon Bhurji Moulding Pvt. Ltd. - Face Value: Rs. 10		3,850,100	2,495,200	2,495,100	2,495,100	2,495,100
M/s Padget Electronic Pvt. Ltd. - Face Value: Rs. 10			50,000	49,980		
Investment in Associate						
M/s My Box Technologies (I) Pvt. Ltd. - Face Value: Rs. 10			1,480,726	1,480,726	1,480,726	1,360,726
Investment in Jointly Controlled Entity						
M/s Padget Electronic Pvt. Ltd. - Face Value: Rs. 10	7,500,000	7,000,000				
Non Trade Investment						
Quoted Equity Instrument						
M/s IndusInd Bank Ltd. - Face Value: Rs. 10	-	-	-	5,600	5,600	5,600

Annexure XIV- Restated Standalone Summary Statement of Long-term loans and advances and Other non current assets

A. Long-term loans and advances

(Rupees in million)

Particulars	As on	As on				
	31-Dec-16	31-Mar-16	31-Mar-15	31-Mar-14	31-Mar-13	31-Mar-12
(unsecured, considered good)						
Capital Advances	128.63	57.43	36.72	17.11	20.27	16.89
Security Deposit	31.55	33.86	22.06	23.17	32.30	26.11
Other Loans and Advances						
Tax Credit Entitlement U/s 115JAA of income Tax	98.67	82.87	72.76	72.26	49.53	38.56
Balances with Government & Statutory Authorities	0.00	0.00	0.00	25.00	25.00	150.00
	98.67	**82.87**	**72.76**	**97.26**	**74.53**	**188.56**
Other Loans and Advances to Suppliers, Contractors etc.						
Unsecured, considered Doubtful	1.39	1.39	1.39	0.00	0.00	0.00
Less: Provision for doubtful advances	(1.39)	(1.39)	(1.39)	0.00	0.00	0.00
Total	**258.86**	**174.16**	**131.54**	**137.54**	**127.10**	**231.56**

B. Other non current assets

(Rupees in million)

Particulars	As on	As on				
	31-Dec-16	31-Mar-16	31-Mar-15	31-Mar-14	31-Mar-13	31-Mar-12
(unsecured, considered good)						
Prepaid expenses	0.00	0.00	0.00	0.00	5.51	6.98
Unamortized Pre-operative expenditure	0.00	0.00	0.00	0.00	0.00	0.00
Total	**0.00**	**0.00**	**0.00**	**0.00**	**5.51**	**6.98**

Annexure XV- Restated Standalone Summary Statement of Inventories, Trade receivables and Cash and Banks balances:

A. Inventories

(Valued at lower of cost and net realisable value) **(Rupees in million)**

Particulars	As on	As on				
	31-Dec-16	**31-Mar-16**	**31-Mar-15**	**31-Mar-14**	**31-Mar-13**	**31-Mar-12**
Raw Materials ,Components, Packing Materials and Stores & Spares etc.*	1,278.72	600.73	679.70	646.43	609.33	483.97
Work - in - progress	344.66	234.21	132.10	139.94	171.88	91.75
Finished Goods	95.93	52.20	177.02	79.51	20.42	98.68
Scrap of Property Plant & Equipment	1.47	0.00	0.36	0.36	0.00	0.00
Total Inventories	**1,720.79**	**887.14**	**989.18**	**866.24**	**801.63**	**674.40**
* includes goods in transit	0.00	0.10	4.15	1.15	3.30	0.74

B. Trade receivables: **(Rupees in million)**

Particulars		As on	As on				
		31-Dec-16	**31-Mar-16**	**31-Mar-15**	**31-Mar-14**	**31-Mar-13**	**31-Mar-12**
Outstanding for a period exceeding six months from the date they are due for payment							
Unsecured, Considered Good	Non-Current	9.09	9.09	9.09	9.09	0.00	0.00
	Current	35.52	21.45	3.40	6.02	5.60	5.38
Unsecured, Considered Doubtful	Non-Current	22.27	19.39	16.09	14.00	14.76	12.92
	Current	0.00	0.00	0.00	0.00	0.00	0.00
Less : Provision for Doubtful Receivables		(16.35)	(8.64)	(7.95)	(7.31)	(7.60)	(5.51)
Total	**Non-Current**	**15.00**	**19.84**	**17.23**	**15.77**	**7.16**	**7.41**
	Current	**35.52**	**21.45**	**3.40**	**6.02**	**5.60**	**5.38**
Other Receivables							
Unsecured, Considered Good	Non-Current	0.00	0.00	0.00	0.00	0.00	1.41
	Current	1,157.91	664.98	454.21	371.97	364.20	523.44
Total trade receivables	Non-Current	**15.00**	**19.84**	**17.23**	**15.77**	**7.16**	**8.82**
	Current	**1,193.43**	**686.43**	**457.61**	**377.99**	**369.80**	**528.82**
* Break up dues from related party							
(i) My Box Technologies (I) Pvt. Ltd. (Associate till 3rd July 2015)		0.00	0.00	34.28	0.00	20.36	26.01
(ii) Padget Electronics Pvt. Ltd. (Joint Venture)	Current	1.77	4.59	0.00	0.00	0.00	0.00
(iii) Dixon Applied Technology Training Institute	Current	0.09	0.00	0.00	0.00	0.00	0.00

C. Cash and Bank balances **(Rupees in million)**

Particulars	As on	As on				
	31-Dec-16	**31-Mar-16**	**31-Mar-15**	**31-Mar-14**	**31-Mar-13**	**31-Mar-12**
Cash and cash equivalents						
Cash on Hand	0.90	5.89	5.27	1.79	3.55	1.71
Bank Balances						
- in Current Accounts	50.83	2.46	2.58	1.69	14.15	16.29
Other Bank Balances						
Lien Account*	0.00	0.00	0.00	0.00	0.05	0.05
Earmarked balances with Banks						
Unpaid Dividend Account	0.00	0.00	0.00	0.00	0.38	0.00
Balances with Bank held as margin money/ security(Including Interest)	52.03	19.34	32.96	33.77	34.87	29.69
Total cash and bank balances	**103.76**	**27.69**	**40.81**	**37.25**	**53.00**	**47.74**

* Lien with bank against bank guarantee and performance guarantee given during bidding for various contracts

Annexure XVI - Restated Standalone Summary Statement of Short-term loans and advances and Other current assets

A. Short-term loans and advances

(Rupees in million)

Particulars	As on	As on				
	31-Dec-16	31-Mar-16	31-Mar-15	31-Mar-14	31-Mar-13	31-Mar-12
(unsecured, considered good)						
Capital Advances	0.00	0.00	0.00	0.00	0.00	0.00
Security Deposit	9.03	1.48	1.53	0.22	0.21	1.01
Loans & Advances to Related Parties*	0.00	154.30	184.81	193.94	177.35	178.85
Other Loans and Advances						
Advance to Employees**	**82.70**	**4.26**	**5.57**	**2.92**	**3.88**	**2.90**
Balances with Government & Statutory Authorities	202.40	122.26	107.40	183.84	157.11	65.60
Advance Tax and TDS	91.54	66.62	28.94	30.98	71.38	58.88
Other Loans and Advances to Suppliers, Contractors etc.						
Unsecured, considered Good	55.18	21.93	11.81	18.95	17.62	21.33
Unsecured, considered Doubtful	0.08	0.00	0.00	1.48	1.48	1.48
Less: Provision for doubtful advances	(0.08)	0.00	0.00	(1.48)	(1.48)	(1.48)
Total	**440.84**	**370.84**	**340.06**	**430.85**	**427.55**	**328.57**

* Break up of loan to related parties						(Rupees in million)
Particulars	**As on**	**As on**				
	31-Dec-16	**31-Mar-16**	**31-Mar-15**	**31-Mar-14**	**31-Mar-13**	**31-Mar-12**
Dixon Appliances (P) Ltd	0.00	0.00	9.50	8.29	17.84	19.65
Dixon Bhurji Moulding (P) Ltd	0.00	154.30	154.30	154.30	127.55	126.54
Topline Electronic Pvt. Limited	0.00	0.00	20.97	18.27	15.91	14.41
Prisma Electronic	0.00	0.00	0.00	13.04	16.06	18.25
Padget Electronic Pvt Ltd	0.00	0.00	0.04	0.04	0.00	0.00
Total	**0.00**	**154.30**	**184.81**	**193.94**	**177.35**	**178.85**
*** Break up of Advance to Employees (KMP)**						
Mr. Atul B lall (Managing director of the Company)	47.31		0.22			
Mr. Gopal Jagwan (Chief financial officer)	4.06	0.83	0.35			
Total	**51.36**	**0.83**	**0.57**	**0.00**	**0.00**	**0.00**

** Includes advance of Rs. 57.23 million to employees for subscribing shares under employee stock option plan which is repayable in 36 months, together with interest @10% pa.

B. Other current assets

(Rupees in million)

Particulars	As on	As on				
	31-Dec-16	31-Mar-16	31-Mar-15	31-Mar-14	31-Mar-13	31-Mar-12
(unsecured, considered good)						
Prepaid expenses	5.01	4.19	5.66	6.51	8.83	6.38
Unamortized Pre-operative expenditure	0.00	0.00	0.00	0.00	0.00	0.00
Other receivable against sale of property plant & equipment	0.00	0.00	0.00	9.07	0.00	1.05
Miscellaneous amount recoverable	0.40	0.00	0.00	1.55	5.00	1.91
Total	**5.42**	**4.19**	**5.66**	**17.13**	**13.83**	**9.34**

Annexure XVII- Restated Standalone Summary Statement of Revenue from operations

(Rupees in million)

Particulars	For the period	For the year				
	31-Dec-16	31-Mar-16	31-Mar-15	31-Mar-14	31-Mar-13	31-Mar-12
A. Revenue from operations						
Sales of Products & Others includes export Sale (Gross)	12,203.07	12,537.88	11,245.35	10,887.31	7,719.23	6,001.03
Less: Excise Duty	171.85	208.70	198.99	299.94	504.44	392.15
Sale of products (Net)	**12,031.22**	**12,329.19**	**11,046.35**	**10,587.37**	**7,214.79**	**5,608.87**
B. Sale of Services						
Job Work Receipts	187.08	185.99	105.29	29.58	33.89	67.72
Service Charge receipts	1.29	0.00	0.00	0.00	0.00	0.00
	188.37	**185.99**	**105.29**	**29.58**	**33.89**	**67.72**
C. Other Operating Revenue						
Sale of Scrap	1.46	0.00	0.00	0.00	0.00	0.00
Export Incentive	4.31	2.86	0.00	0.00	0.00	0.00
Duty Draw Back	5.95	2.72	0.00	0.00	0.00	0.00
	11.72	**5.57**	**0.00**	**0.00**	**0.00**	**0.00**
Total revenue from operations(A+B+C)	**12,231.31**	**12,520.75**	**11,151.65**	**10,616.95**	**7,248.69**	**5,676.60**

Annexure XVIII- Restated Standalone Summary Statement of Other income

(Rupees in million)

Particulars	Recurring/Non Recurring Activity (Refer Note (a) below)	Business/Non Business Activity (Refer Note (a) below)	For the period	For the year				
			31-Dec-16	31-Mar-16	31-Mar-15	31-Mar-14	31-Mar-13	31-Mar-12
Interest Received (Gross):								
-On Fixed Deposits/ Margin Money	Recurring	Business	1.39	1.96	2.56	2.84	2.40	2.32
-Others	Recurring	Non Business	2.99	4.13	5.34	4.57	1.66	4.25
Dividend Received	Non Recurring	Non Business	0.00	0.00	0.08	0.00	1.11	0.00
Profit on Sale of Share	Non Recurring	Non Business	0.00	0.00	4.57	0.00	0.00	0.00
Profit on sales of Property Plant & Equipment (net)	Non Recurring	Non Business	0.00	0.00	0.00	0.00	0.00	0.00
Exchange Fluctuations (Net)	Recurring	Business	1.96	5.14	2.15	1.39	0.79	0.90
Other Non Operating Income								
Other receipts	Non Recurring	Business	0.27	0.07	0.00	0.09	0.24	1.07
Sales tax refund of earlier years	Non Recurring	Business	0.00	0.00	0.00	0.00	0.06	0.61
Interest on income tax refund	Non Recurring	Non Business	0.00	0.00	0.00	1.56	3.09	1.91
Provision for doubtful debts / loans & Advances written back	Non Recurring	Business	0.00	0.00	0.00	0.00	0.00	1.28
Sundry Credit balances written back	Non Recurring	Business	(0.00)	0.64	1.39	11.21	1.84	0.68
Rent Received (Refer Note (b) below)	Recurring	Non Business	4.16	3.30	0.17	0.23	1.25	1.75
Excess Liabilities/Provisions Written Back	Non Recurring	Business	0.02	0.40	(0.00)	1.14	0.37	0.22
Impairment of Property Plant & Equipment Written back	Non Recurring	Business	0.00	0.00	0.00	9.50	0.00	0.00
Service Charge Received	Non Recurring	Business	0.00	0.14	0.29	0.67	0.84	2.00
Total Other Income			**10.77**	**15.79**	**16.53**	**33.20**	**13.64**	**16.99**

Notes:-

(a) The classification of other income as recurring / non recurring, related / non related to business activity is based on the current operation and business activity of the company as determined by the management.

(b) From Jointly controlled entity M/s Padget Electronics Private Limited.

Annexure XIX- Restated Standalone Summary Statement of Expenses

A. Cost of material consumed: **(Rupees in million)**

Particulars	For the period	For the year				
	31-Dec-16	31-Mar-16	31-Mar-15	31-Mar-14	31-Mar-13	31-Mar-12
Opening Stock	600.64	675.55	645.28	598.06	466.65	372.72
Add : Addition On Account Of Amalgamation	84.06	0.00	0.00	0.00	0.00	0.00
Add : Purchases(Net)	11,172.87	11,023.73	10,345.11	9,902.20	6,619.36	4,971.80
Less : Closing Stock	1,278.72	600.64	675.55	645.28	598.06	466.65
Cost of Materials Consumed	**10,578.85**	**11,098.65**	**10,314.84**	**9,854.98**	**6,487.96**	**4,877.87**

B. Change in inventory of finished goods ,Work-In-Progress and Stock-In-Trade: **(Rupees in million)**

Particulars	For the period	For the year				
	31-Dec-16	31-Mar-16	31-Mar-15	31-Mar-14	31-Mar-13	31-Mar-12
Finished goods: (Including Component)						
Opening stock	52.20	177.02	79.51	20.42	98.68	66.31
Add : Addition On Account Of Amalgamation	12.54	0.00	0.00	0.00	0.00	0.00
Closing stock	95.93	52.20	177.02	79.51	20.42	98.68
(Increase)/decrease in stock (A)	**(31.19)**	**124.81**	**(97.51)**	**(59.09)**	**78.26**	**(32.37)**
Work -In -Progress:						
Opening stock	234.21	132.10	139.94	171.88	91.75	69.24
Add : Addition On Account Of Amalgamation	7.79	0.00	0.00	0.00	0.00	0.00
Closing stock	344.66	234.21	132.10	139.94	171.88	91.75
(Increase)/decrease in stock (B)	**(102.66)**	**(102.11)**	**7.85**	**31.94**	**(80.13)**	**(22.51)**
Stock in Trade:						
Opening stock	0.00	0.00	0.00	7.97	16.57	24.37
Add : Addition On Account Of Amalgamation	0.83	0.00	0.00	0.00	0.00	0.00
Closing stock	1.47	0.00	0.00	0.00	7.97	16.57
(Increase)/decrease in stock (C)	**(0.64)**	**0.00**	**0.00**	**7.97**	**8.61**	**7.79**
Total change in inventory (A+B+C)	**(134.49)**	**22.70**	**(89.67)**	**(19.18)**	**6.74**	**(47.08)**

C. Employee's benefits expenses: **(Rupees in million)**

Particulars	For the period	For the year				
	31-Dec-16	31-Mar-16	31-Mar-15	31-Mar-14	31-Mar-13	31-Mar-12
Salary, Wages, Bonus etc.	375.73	424.38	282.35	243.86	137.90	301.24
Contribution to Provident and other funds	24.07	31.33	19.26	15.64	10.77	11.06
Gratuity	9.29	7.93	3.99	2.58	1.40	2.84
Staff Welfare Expenses	30.12	24.73	15.37	14.15	19.36	27.71
Expense on Employee Stock Option Scheme (ESOP)	0.00	0.69	0.00	0.00	6.39	6.39
Total employee's benefits expenses	**439.21**	**489.06**	**320.96**	**276.23**	**175.82**	**349.24**

D. Finance cost: **(Rupees in million)**

Particulars	For the period	For the year				
	31-Dec-16	**31-Mar-16**	**31-Mar-15**	**31-Mar-14**	**31-Mar-13**	**31-Mar-12**
Interest Expenses	87.89	89.76	84.70	97.90	102.88	82.03
Less: Interest Received from Subsidiaries/Associate	0.00	25.30	29.83	22.98	29.31	12.57
Interest expenses (Net)	**87.89**	**64.46**	**54.87**	**74.91**	**73.57**	**69.46**
Exchange difference to the extent considered as an adjustment to borrowing costs	0.00	0.00	0.00	0.00	0.00	8.47
Bank Charges	5.43	7.42	6.04	7.77	10.37	7.22
Total finance cost	**93.32**	**71.88**	**60.91**	**82.68**	**83.94**	**85.15**

E. Other expenses: **(Rupees in million)**

Particulars	For the period	For the year				
	31-Dec-16	**31-Mar-16**	**31-Mar-15**	**31-Mar-14**	**31-Mar-13**	**31-Mar-12**
Consumption of Stores and Spares parts	144.67	163.35	125.54	118.96	135.74	231.44
Manufacturing Expenses	238.70	111.44	97.72	76.58	144.91	7.59
Power & Fuel	79.34	56.02	44.13	43.27	44.37	38.71
Rent	16.41	6.88	3.62	1.55	3.85	10.02
Repairs to Buildings	4.60	2.73	1.31	1.21	1.44	1.22
Repairs to Plant & Machinery	32.93	25.14	17.56	11.67	14.90	8.99
Repairs to Others	15.45	10.67	7.84	8.00	7.49	7.77
Insurance	5.05	2.95	2.09	2.71	2.67	1.80
Rates & Taxes	6.03	10.93	4.27	4.69	5.25	2.55
Selling & Distribution Expenses	55.57	28.33	11.93	8.90	22.86	71.04
Royalty	0.00	0.00	0.00	0.00	0.31	13.63
Donation	0.23	0.26	0.14	0.21	0.10	0.21
R & D Expenses	3.89	3.28	1.85	0.92	0.87	2.33
Bad debts written off	0.00	0.00	0.00	0.49	1.09	0.84
Pre-operative Expenses written off	0.00	0.00	0.00	0.00	0.00	3.46
Payment to Auditors	1.88	1.98	1.58	1.40	1.67	1.34
Prior Period Items (Net)	0.00	0.00	0.00	0.00	0.00	(0.00)
Provision for doubtful debts/loans & Advances	10.24	0.69	0.54	(0.29)	2.10	6.04
Provision for Impairment of Property Plant & Equipment	0.00	0.60	9.54	0.00	4.68	0.00
Amount Written off	0.00	0.00	0.00	(1.00)	0.00	0.91
Loss on sale of Property Plant & Equipment	10.03	23.15	1.95	4.13	9.02	1.57
Corporate Social Responsibility Expenses	0.47	1.47	1.04	0.00	0.00	0.00
Miscellaneous Expenses	69.26	56.74	44.52	42.18	31.33	49.77
Total other expenses	**694.76**	**506.60**	**377.18**	**325.57**	**434.61**	**461.24**

Annexure XX- Restated Standalone Summary Statement of Accounting Ratios **(Rupees in million)**

Particulars		As on / for the period	As on / for the year				
		31-Dec-16	31-Mar-16	31-Mar-15	31-Mar-14	31-Mar-13	31-Mar-12
Face Value Per Equity Share (in Rs.)		10	10	10	10	10	10
Adjusted Earning Per Share (in Rs.):							
Adjusted Basic earning per share (a/e)		36.80	38.90	10.46	11.77	2.06	(6.36)
Adjusted Diluted earning per share (b/f)		34.17	34.85	9.19	10.43	1.80	(6.36)
Return on net worth (in %) (a/g)		20.12%	32.17%	12.04%	15.27%	3.10%	-9.92%
Net asset value per share (in Rs.) Pre-Bonus (g/c)	(Amount in Rs.)	168.07	365.46	262.71	233.03	200.95	193.82
Net asset value per share (in Rs.) Post Bonus (g/d)	(Amount in Rs.)	168.07	120.90	86.91	77.09	66.48	64.12
Profit							
a. Restated profit after tax attributable to the share holders	(Rupees in million)	371.46	364.86	98.13	110.45	19.33	(59.65)
b. Adjusted restated profit after tax attributable to the share holders	(Rupees in million)	371.46	376.44	99.06	112.30	19.33	(59.65)
c. Equity shares outstanding at the end of the year / period	(Number of shares)	10,985,341	3,103,157	3,103,157	3,103,157	3,103,157	3,103,157
d. Equity shares outstanding at the end of the year / period (after bonus issue)	(Number of shares)	10,985,341	9,380,494	9,380,494	9,380,494	9,380,494	9,380,494
e. Weighted average number of equity shares outstanding for calculating basic EPS (refer Ann. XXIX)	(Number of shares)	10,094,362	9,380,494	9,380,494	9,380,494	9,380,494	9,380,494
f. Adjusted weighted average number of equity shares for calculation of diluted EPS (refer Ann. XXIX)	(Number of shares)	10,872,161	10,802,248	10,776,312	10,771,222	10,764,904	10,736,944
g. Restated Net worth as at the end of the year	(Rupees in million)	1,846.30	1,134.08	815.22	723.13	623.57	601.46

Notes

1) The ratios have been computed as follows:

(a) Adjusted Earning Per Share (Basic) = $\dfrac{\text{a. Restated profit after tax attributable to the share holders}}{\text{e. Weighted average number of equity shares outstanding for calculating basic EPS (refer Ann. XXIX)}}$

(b) Adjusted Earning Per Share (Diluted) = $\dfrac{\text{b. Adjusted restated profit after tax attributable to the share holders}}{\text{f. Adjusted weighted average number of equity shares for calculation of diluted EPS (refer Ann. XXIX)}}$

(c) Return on net worth (%) = $\dfrac{\text{a. Restated profit after tax attributable to the share holders}}{\text{g. Restated Net worth as at the end of the year}}$

(d) Net asset value per share Pre-Bonus (Rs.) = $\dfrac{\text{g. Restated Net worth as at the end of the year}}{\text{c. Equity shares outstanding at the end of the year / period}}$

(e) Net asset value per share Post-Bonus (Rs.) = $\dfrac{\text{g. Restated Net worth as at the end of the year}}{\text{d. Equity shares outstanding at the end of the year / period (after bonus issue)}}$

2) Net worth for ratios mentioned in note (1) (c) and (1)(d) is = Total paid up share capital + Reserves and surplus (including Securities premium account and Surplus in the Restated standalone Summary Statement of Profit and Loss and reserve created out of profits)+employee stock option outstanding - umamortised miscellaneous expenses.

3) The Company has issued 314,806 shares under ESOP scheme 2010 and same has been exercised by the employees of the company during the period ended on 31st December 2016. these have been adjusted in computation of Diluted EPS of earlier year in accordance with Accounting Standard - 20 Earning Per Share

4) The Company has issued 6,277,337 equity shares as bonus in ratio of 4:3 on 20th Sep 2016. The same has been considered for calculation of basic and diluted EPS for the years presented in accordance with Accounting Standard - 20 Earnings Per Share.

5) The Company has converted Convertible debentures into 1,290,041 equity share on 27th August 2016 in compliance with applicable law, based on the formula stated in The Investment Agreement dated March 28, 2014 (as amended) and Share alloted on Premium Rs 280.66 Per share. the same has been considered for calculation of Basic and diluted EPS for the years presented in accordance with Accounting Standard-20 "Earning Per Share"

6) Weighted average number of equity shares is the number of equity shares outstanding at the beginning of the year adjusted by the number of equity shares issued during year multiplied by the time weighing factor. The time weighing factor is the number of days for which the specific shares are outstanding as a proportion of total number of days during the year.

7) The Company does not have any revaluation reserves or extra-ordinary items.

8) Earnings per share calculations are in accordance with Accounting Standard 20- Earnings per share, notified under the Companies (Accounting Standards) Rules 2016, as amended.

9) During the year ended 31st March 2012, the Company has incurred net loss, hence calculation of diluted EPS is anti-dilutive therefore, basic EPS is taken as diluted EPS.

10) Basic & Diluted EPS for the period 9 months ended on 31st december 2016 are not annulised.

Annexure XXI- Restated Standalone Summary Statement of Capitalisation

(Rupees in million)

Particulars	Pre-Issue 31-Dec-16	As adjusted for issue (Refer note 1 below)
Borrowings		
Short-term borrowing (A)	405.32	
Long-term borrowing (B)	158.49	
Total borrowing	563.81	
Shareholders' fund (Net worth)		
Share capital (refer annexure VI)	109.85	
Reserves and surplus (refer annexure VII)	1,736.44	
Total shareholders' fund(C)	1,846.30	
Long-term borrowings / Net worth (B/C)	**0.09**	

Notes:
1)The corresponding figures (as adjusted for issue) are not determinable at this stage pending the completion of the book building process and hence have not been furnished.
2) Short-term debts are considered as borrowing due within 12 months from the balance sheet date.
3) Long-term debts is considered as borrowing other than short-term borrowing, as defined above and also includes the current maturities of long-term borrowings.

Annexure XXII: Restated Standalone Summary Statement of contingent liabilities and commitments:

A. Contingent liabilities (Rupees in million)

Particulars	As on	As on				
	31-Dec-16	**31-Mar-16**	**31-Mar-15**	**31-Mar-14**	**31-Mar-13**	**31-Mar-12**
1. Contingent liabilities not provided in respect of						
Letters of Credit (outstanding)	97.99	83.21	19.57	59.23	93.74	37.73
Guarantees issued by bankers on behalf of Company and amount outstanding.	1.84	0.44	0.44	15.44	26.44	101.50
Corporate Guarantees given to Bank on behalf of subsidiaries/ Associates for purpose of financial assistance.	535.00	605.00	640.00	355.00	525.00	395.00
Bill Discounting with Banks	46.60	130.80	102.35	108.89	3.77	50.90
Discounting Letter of credit	-	-	10.58	-	-	-
Disputed Royalty Payments	-	-	137.50	-	-	-
Demand for Sales Tax under appeal with Department/Tribunal/ Courts and show cause notice etc.	6.03	8.10	7.99	1.31	6.78	8.63
Demand for Excise, Custom Duty, Service Tax under appeal with Department/Tribunal/ Courts and show cause notice etc. excluding Penalty & Interest	168.45	161.63	127.65	30.24	82.39	74.28
Demand for Income Tax under appeal with CIT (A), Tribunal and objection filed under dispute resolution panel	16.96	-	1.65	-	-	148.12
Cases pending in labour court and not provided for	1.67	1.08	1.16	1.16	1.16	1.16
Stamp Duty appeal filed with Chief Controller of Revenue, Allahabad	1.78	1.78	1.78	1.78	1.78	1.78
Undertaking and bond given to the President of India for Custom & Excise duty	0.00	0.00	0.00	0.00	10.00	10.00
Bond given to custom department on behalf of the subsidiaries & Joint venture companies	957.00	500.00	0.00	0.00	0.00	0.00

B. Capital commitments: (Rupees in million)

Particulars	As on	As on				
	31-Dec-16	**31-Mar-16**	**31-Mar-15**	**31-Mar-14**	**31-Mar-13**	**31-Mar-12**
Estimated amount of contract remaining to be executed on Capital Account and not provided for (net of Advances)	29.66	26.91	21.55	8.09	8.75	54.54

Annexure XXIII: Restated Standalone Summary Statement for In House Research & Development: **(Rupees in million)**

Particulars	For the period	For the year				
	31-Dec-16	31-Mar-16	31-Mar-15	31-Mar-14	31-Mar-13	31-Mar-12
Cost of Material Consumed	0.20	1.42	1.95	-	-	-
Power & Fuel	0.20	0.24	0.18	0.01	0.01	0.01
Salaries, Wages, Bonus etc.	16.06	11.72	8.87	5.98	3.79	4.33
Contribution to Provident and Other Funds	1.10	0.86	0.66	0.44	0.30	0.33
Gratuity	2.28	1.76	0.24	0.22	0.21	0.20
Staff Welfare Expenses	0.04	0.01	0.01	0.01	0.01	0.02
Consumption of Store and spare parts	-	0.01	0.04	0.00	0.00	0.00
Repairs to Building	-	-	0.10	-	-	-
Repairs to Plant and Equipment	-	-	0.06	-	-	-
Repairs to Other Assets	0.03	0.06	0.07	0.07	0.05	0.07
Rates & Taxes	0.04	0.08	0.00	-	-	-
Depreciation	0.07	0.02		-	-	-
Other Expenses : -						
R & D Expenses	3.89	3.28	1.85	0.92	0.87	2.33
Miscellaneous Expenses	1.51	1.11	1.31	0.93	0.77	1.26
TOTAL	**25.41**	**20.57**	**15.35**	**8.58**	**6.02**	**8.56**

XXIV-Restated Standalone Summary Statement of other note:

A. Consumption of materials/components: **(Rupees in million)**

Particulars	For the period	For the year				
	31-Dec-16	31-Mar-16	31-Mar-15	31-Mar-14	31-Mar-13	31-Mar-12
Raw Materials/Components						
- Chassis	198.68	223.99	200.28	1,470.36	1,945.90	2,230.92
- LED TVs	4,257.69	4,758.69	5,115.00	4,069.70	1,142.59	235.57
Color Picture Tubes	0.00	0.00	0.00	0.00	208.79	495.52
D.V.D. Players	8.84	59.21	101.48	562.60	439.65	773.38
Set Top Boxes	2.69	53.29	96.35	120.34	484.88	113.11
- Others	0.00	0.00	0.00	0.00	123.71	11.99
MP 3 Players	0.00	0.00		0.21	55.00	39.04
Cabinets						
- DVD	3.56	17.74	25.02	42.02	39.23	72.01
- CTV	0.00	0.00	0.00	0.21	53.66	124.33
Molding Materials	433.26					
Motor Wash	138.66					
Motor Spin	104.77					
-Others	5,430.70	5,985.73	4,776.71	3,589.53	1,994.54	782.01
Total	**10,578.85**	**11,098.65**	**10,314.84**	**9,854.98**	**6,487.96**	**4,877.87**

B. Value of imported and indigenous material consumed and the percentage of each of the total consumption

(Rupees in million)

Particulars	For the Period		For the Year ended									
	31-Dec-16		31-Mar-16		31-Mar-15		31-Mar-14		31-Mar-13		31-Mar-12	
	(%)	Value	(%)	Value	(%)	Value	(%)	Value	(%)	Value	(%)	Value
Imported	47.55%	5,030.44	12.92%	1,434.41	6.15%	634.80	10.31%	1,015.63	26.57%	1,723.94	54.38%	2,652.54
Indigenous	52.45%	5,548.41	87.08%	9,664.23	93.85%	9,680.04	89.69%	8,839.35	73.43%	4,764.01	45.62%	2,225.33
Total	**100.00%**	**10,578.85**	**100.00%**	**11,098.65**	**100.00%**	**10,314.84**	**100.00%**	**9,854.98**	**100.00%**	**6,487.96**	**100.00%**	**4,877.87**

C.1 Details of Products manufactured, turnover, opening stock and closing stock of goods produced for sale for the period ended 31st December' 2016

(Qty in Numbers and Value Rs. in million)

Product	Opening Stock		Production	Turnover		Closing Stock	
	Qty	Value	Qty#	Qty	Value	Qty	Value
Televisions	2,112	21.69	616,081	613,880	5,997.53	4,313	55.85
Chassis	155,676	6.43	24,613,928	24,459,124	1,038.09	310,480	6.14
DVD Player	618	0.76	42,548	42,306	55.87	860	1.17
Set Top Boxes	25	0.02	28,965	28,980	42.81	10	0.01
CFL Lamp	233,761	10.11	17,801,760	17,789,048	879.15	246,473	11.45
Led Bulb	202,246	11.99	28,298,016	28,301,109	1,652.04	199,153	10.12
Washing Machines	3,007	10.98	293,608	295,059	1,457.58	1,556	6.86
Misc. Items	-	2.76	-	-	1,080.00	-	4.33
Total	**597,445**	**64.74**	**71,694,906**	**71,529,506**	**12,203.07**	**762,845**	**95.93**

Includes stock written off during the year. Excludes shortage / excess during the year.

C.2 Details of Products manufactured, turnover, opening stock and closing stock of goods produced for sale for the year ended 31st March'2016

(Qty in Numbers and Value Rs. in million)

Product	Opening Stock		Production	Turnover		Closing Stock	
	Qty	Value	Qty#	Qty	Value	Qty	Value
Televisions	14,000	148.37	577,083	588,971	6,486.16	2,112	21.69
Chassis	309,833	17.67	53,255,439	53,409,596	2,319.62	155,676	6.43
DVD Player	1,001	1.12	203,178	203,561	248.77	618	0.76
Set Top Boxes	539	0.72	223,123	223,637	268.50	25	0.02
CFL Lamp	22,742	1.08	22,274,423	22,063,404	1,217.42	233,761	10.11
Led Bulb	-	0.00	15,727,058	15,524,812	1,002.75	202,246	11.99
Misc. Items	-	8.06	-	-	994.67	6,046	1.20
Total	**348,115**	**177.02**	**92,260,304**	**92,013,981**	**12,537.88**	**600,484**	**52.20**

Includes stock written off during the year. Excludes shortage / excess during the year.

C.3 Details of Products manufactured, turnover, opening stock and closing stock of goods produced for sale for the year ended 31st March'2015

(Qty in Numbers and Value Rs. in million)

Product	Opening Stock		Production	Turnover		Closing Stock	
	Qty	Value	Qty#	Qty	Value	Qty	Value
Televisions	990	11.23	621,161	608,151	6,614.50	14,000	148.37
Chassis	751,204	36.69	44,267,524	44,708,895	2,350.71	309,833	17.67
DVD Player	2,904	3.56	411,538	413,441	516.69	1,001	1.12
Set Top Boxes	18,499	20.71	146,992	164,952	236.17	539	0.72
Induction Cookers	1,574	1.78	628	2,171	1.54	31	0.04
CFL Lamp	72,788	3.67	17,151,703	17,201,749	1,001.30	22,742	1.08
Misc. Items	-	1.87	-	-	524.43	-	8.03
TOTAL	**847,959**	**79.51**	**62,599,546**	**63,099,359**	**11,245.35**	**348,146**	**177.02**

Includes stock written off during the year. Excludes shortage / excess during the year.

C.4 Details of Products manufactured, turnover, opening stock and closing stock of goods produced for sale for the year ended 31st March'2014

(Qty in Numbers and Value Rs. in million)

Product	Opening Stock		Production	Turnover		Closing Stock	
	Qty	Value	Qty#	Qty	Value	Qty	Value
Televisions	410	4.91	464,176	463,596	5,486.86	990	11.23
Chassis	169,803	11.01	40,872,749	40,291,348	2,653.02	751,204	36.69
DVD Player	1,396	2.72	634,050	632,542	777.38	2,904	3.56
Set Top Boxes	524	0.31	180,247	162,272	171.23	18,499	20.71
MP 3 Players	-	0.00	-	-	0.00	-	0.00
Induction Cooker	407	0.49	12,926	11,759	9.49	1,574	1.78
CFL Lamp	2,024	0.11	18,992,002	18,921,238	1,126.98	72,788	3.67
Misc. Items	-	0.86	-	-	662.35	-	1.87
TOTAL	**174,564**	**20.42**	**61,156,150**	**60,482,755**	**10,887.31**	**847,959**	**79.51**

Includes stock written off during the year. Excludes shortage / excess during the year.

C.5 Details of Products manufactured, turnover, opening stock and closing stock of goods produced for sale for the year ended 31st March'2013

(Qty in Numbers and Value Rs. in million)

Product	Opening Stock		Production	Turnover		Closing Stock	
	Qty	Value	Qty#	Qty	Value	Qty	Value
Televisions	8,243	48.27	238,684	246,517	2,190.83	410	4.91
Chassis	287,987	15.50	50,526,535	50,644,719	3,074.01	169,803	11.01
DVD Player	20,739	20.32	522,352	541,695	608.35	1,396	2.72
Set Top Boxes	11,455	14.02	746,718	757,649	902.27	524	0.31
MP 3 Players	289	0.56	63,679	63,968	71.34	-	0.00
Induction Cooker	-	0.00	1,897	1,490	1.83	407	0.49
CFL Lamp	-	0.00	13,028,466	13,026,442	779.41	2,024	0.11
Misc. Items	-	0.00	-	-	91.20	-	0.86
TOTAL	**328,713**	**98.68**	**65,128,331**	**65,282,480**	**7,719.23**	**174,564**	**20.42**

Includes stock written off during the year. Excludes shortage / excess during the year.

C.6 Details of Products manufactured, turnover, opening stock and closing stock of goods produced for sale for the year ended 31st March'2012

(Qty in Numbers and Value Rs. in million)

Product	Opening Stock		Production	Turnover		Closing Stock	
	Qty	Value	Qty#	Qty	Value	Qty	Value
Televisions	11,791	36.57	354,763	358,311	1,449.00	8,243	48.27
Chassis	98,198	5.58	61,606,706	61,416,917	3,093.66	287,987	15.50
DVD Player	10,413	14.13	913,962	903,636	954.52	20,739	20.32
Set Top Boxes	8,335	10.03	157,157	154,037	200.01	11,455	14.02
MP 3 Players	-	0.00	43,619	43,330	52.16	289	0.56
Misc. Items	-	0.00	-	-	251.68	-	0.00
TOTAL	**128,737**	**66.31**	**63,076,207**	**62,876,231**	**6,001.03**	**328,713**	**98.68**

Includes stock written off during the year. Excludes shortage / excess during the year.

D. C.I.F. Value of Imports (Including High-Sea Purchase) **(Rupees in million)**

Particulars	**For the period**	**For the year**				
	31-Dec-16	**31-Mar-16**	**31-Mar-15**	**31-Mar-14**	**31-Mar-13**	**31-Mar-12**
Raw Materials & Components	4,640.41	1,555.19	692.20	1,023.79	1,129.13	1,314.87
Spares	0.06	0.86	0.56	7.17	3.47	2.44
Capital Goods	29.32	68.69	18.51	23.13	11.47	12.48
Total	**4,669.80**	**1,624.74**	**711.28**	**1,054.09**	**1,144.07**	**1,329.78**

E. Expenditure in foreign currency **(Rupees in million)**

Particulars	For the period	For the year				
	31-Dec-16	31-Mar-16	31-Mar-15	31-Mar-14	31-Mar-13	31-Mar-12
Other Expenses	0.16	0.00	0.02	0.39	0.40	2.30
Claims	0.00	151.48	0.00	0.00	0.00	0.00
Royalty(Net of recovery)	0.00	0.00	0.00	0.00	0.27	1.53
Rates & Taxes	0.00	0.00	0.00	0.65	0.27	0.00
Service Charges	11.57	5.05	4.69	0.00	0.00	0.00
Travelling & Conveyance	0.96	1.63	1.16	0.62	7.99	1.13
Cargo Handling Charges	0.00	0.00	0.00	2.00	0.00	0.00
Total	**12.69**	**158.15**	**5.87**	**3.66**	**8.94**	**4.95**

F. Earning in foreign currency **(Rupees in million)**

Particulars	For the period	For the year				
	31-Dec-16	31-Mar-16	31-Mar-15	31-Mar-14	31-Mar-13	31-Mar-12
Exports (on F.O.B. Basis)	349.27	143.76	11.96	2.91	5.54	1.75

G. Employee benefits:

Gratuity

The Company has defined unfunded benefit gratuity plan and managed by company. Expenses are recognized under head "Gratuity". Every employee who has rendered continuous service of five years or more is entitled to get gratuity at 15 days salary (15/26 X last drawn basic salary plus variable dearness allowance) for each completed year of service subject to a maximum of Rs.1,000,000 on resignation, termination, disablement or on death. The liability for the same is recognized on the basis of actuarial valuation.

(Rupees in million)

Particulars	For the period	For the year				
	31-Dec-16	31-Mar-16	31-Mar-15	31-Mar-14	31-Mar-13	31-Mar-12
1. Valuation in respect of gratuity has been carried out by an independent actuary, as at the Balance Sheet date, based on the following key assumptions:						
Method Used	Projected Unit Credit Method					
Discount Rate	7.21%	8.00%	8.00%	8.00%	8.00%	8.00%
Expected rate of return on assets (Gratuity only)	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%
Future Salary Increase	6.00%	6.00%	6.00%	6.00%	6.00%	6.00%
2. Expenses recognized in Statement of Profit & Loss:						
Current Service Cost	3.58	2.70	1.63	1.38	1.44	1.75
Past Service Cost	0.00	0.00	0.00	0.00	0.00	0.00
Interest Cost on benefit obligation	1.56	1.36	1.17	1.20	1.21	1.26
Expected return on plan assets	0.00	0.00	0.00	0.00	0.00	0.00
Net actuarial gain / (loss) recognized in the year	4.15	3.87	1.18	0.00	(1.25)	(0.17)
Expenses recognized in the Profit & Loss A/c	9.29	7.93	3.99	2.58	1.40	2.84
Total expenses recognised in the Restated Standalone Summary Statement of profit and Loss	**18.58**	**15.87**	**7.97**	**5.16**	**2.80**	**5.68**
3. Amount recognized in the Balance Sheet:						
Present value of obligation (i)	34.63	24.29	16.97	14.66	14.98	15.08
Fair value of plan assets (ii)	0.00	0.00	0.00	-	-	-
Difference (ii) - (I)	(34.63)	(24.29)	(16.97)	(14.66)	(14.98)	(15.08)
Net assets / (liability) recognized in the Balance Sheet	(34.63)	(24.29)	(16.97)	(14.66)	(14.98)	(15.08)
4. Change in the present value of the defined benefit obligations:						
Present value of obligation	25.98	16.97	14.66	14.98	15.08	15.78
Interest Cost	1.56	1.36	1.17	1.20	1.21	1.26
Current service Cost	3.58	2.70	1.63	1.38	1.44	1.75
Past service Cost	-	0.00	0.00	0.00	0.00	0.00
Benefits paid	(0.64)	(0.62)	(1.68)	(2.90)	(1.50)	(3.54)
Net actuarial gain / (loss) on obligation	4.15	3.87	1.18	0.00	(1.25)	(0.17)
Present value of the defined benefit Obligation	34.63	24.29	16.97	14.66	14.98	15.08

H. Leases

Disclosures for operating leases

i)The Company has entered into cancellable operating leases and transactions for leasing of accommodation for office space, Godown, transit house etc. The tenure of lease generally, vary between one and three years. Terms of lease include operating terms for renewal, increase in rent in future period and terms of cancellation

ii)The Company has given three different portions of its properties on lease to its Subsidiary Joint venture and tenure of leases varies between 1 to 11 year. Terms of the lease include operating term for renewal, increase in rent in future period and term of cancellation

(Rupees in million)

Lease Income & Expenditure recognised in the Restated Standalone Summary Statement of Profit and Loss	**For the period**	**For the year**				
	31-Dec-16	**31-Mar-16**	**31-Mar-15**	**31-Mar-14**	**31-Mar-13**	**31-Mar-12**
i) As a lessee (Expenses)						
Godown Rent, Office Space & Transit House	16.41	6.88	3.62	1.55	3.85	10.02
ii) As a lessor (Income)						
Office Space & factory Building	4.16	3.30	0.17	0.23	1.25	1.75

I . Statement under the Micro, Small and Medium Enterprises Development Act, 2006, (MSMED):

Under the Micro, Small and Medium Enterprises Development Act, 2006, (MSMED) which came into force from 2 October 2006, certain disclosures are required to be made relating to Micro, Small and Medium enterprises. On the basis of the information and records available with the Management, the following disclosures are made for the amounts due to the Micro, Small and Medium enterprises, who have registered with the competent authorities:

(Rupees in million)

Particulars	**For the period**	**For the year**				
	31-Dec-16	**31-Mar-16**	**31-Mar-15**	**31-Mar-14**	**31-Mar-13**	**31-Mar-12**
Principal amount due to suppliers registered under the MSMED Act and remaining unpaid as at year end	165.20	66.74	61.54	78.05	50.79	23.15
Interest due to suppliers registered under the MSMED Act and remaining unpaid as at year end	0.00	0.00	0.00	0.00	0.00	0.00
Principal amounts paid to suppliers registered under the MSMED Act, beyond the appointed day during the year	0.00	0.00	0.00	0.00	0.00	0.00
Interest paid, other than under Section 16 of MSMED Act, to suppliers registered under the MSMED Act, beyond the appointed day during the year	0.00	0.00	0.00	0.00	0.00	0.00
Interest paid, under Section 16 of MSMED Act, to suppliers registered under the MSMED Act, beyond the appointed day during the year	0.00	0.00	0.00	0.00	0.00	0.00
Interest due and payable towards suppliers registered under MSMED Act, for payments already made	0.00	0.00	0.00	0.00	0.00	0.00
Further interest remaining due and payable for earlier years	0.00	0.00	0.00	0.00	0.00	0.00

J . Payments to auditors:

(Rupees in million)

Particulars	**For the period**	**For the year**				
	31-Dec-16	**31-Mar-16**	**31-Mar-15**	**31-Mar-14**	**31-Mar-13**	**31-Mar-12**
Audit Fees	0.94	0.80	0.70	0.60	0.60	0.60
Tax Audit Fees	0.14	0.13	0.10	0.10	0.10	0.21
Out of pocket expenses	0.01	0.11	0.12	0.16	0.24	0.06
Certification fees	0.12	0.60	0.40	0.26	0.39	0.05
Management Services		0.00	0.00	0.00	0.08	0.41
Company Law matter	0.45	0.10	0.01	0.01	0.01	0.01
Payment to Cost Auditor	0.23	0.24	0.25	0.27	0.25	0.00
Total	**1.88**	**1.98**	**1.58**	**1.40**	**1.67**	**1.34**

K. Corporate Social Responsibility Expenditures

The company undertook Corporate Social Responsibility (‘CSR’) Programme and the following expenditure are made during the period / year **(Rupees in million)**

Particulars	**For the period**	**For the year**				
	31-Dec-16	**31-Mar-16**	**31-Mar-15**	**31-Mar-14**	**31-Mar-13**	**31-Mar-12**
A. Gross amount required to be spent by the company	**3.03**	**1.85**	**0.52**			
B. Amount spent by the company on	0.00	`				
Donation to Magic Bus India Foundation (Sec.8) company for project related to orphans	0.40	0.25	0.60			
Donation to Chhatra Pati Shivaji Samaj Kalyan And Shiksha Prachar Samiti for education related project	0.07	0.07				
Relief Material sent for Jammu & Kashmir Flood			0.21			
Donation to Chief Minister's Relief Fund			0.23			
Donation to Saint Hardyal Education and Orphan Welfare society for the Project related to orphans.		0.45				
Donation to Rugmark Foundation for the project related School		0.35				
Donation to Khushii for the Project related to orphans		0.35				
Total Amount Spent	**0.47**	**1.47**	**1.04**			
Amount of Short /(Excess) Spent	**2.56**	**0.39**	**(0.53)**			

L. Exceptional Items

(Rupees in million)

Particulars	**For the period**	**For the year**				
	31-Dec-16	**31-Mar-16**	**31-Mar-15**	**31-Mar-14**	**31-Mar-13**	**31-Mar-12**
Profit on sales of investment in Associates shares	0.00	132.94	0.00	0.00	0.00	0.00
Profit on Sales of Land & Building	0.00	0.00	0.00	54.28	0.00	0.00
Total Income / (Expenditure)	**0.00**	**132.94**	**0.00**	**54.28**	**0.00**	**0.00**

M. Employee Stock Option Plan

Employee Stock Option Plan - 2010: The company had an Employee Stock Option Plan ('the 2010 Plan') which provided for the grant of equity shares of the company to the eligible employees of the company and its subsidiary companies. The board of director recommended the establishment of the 2010 plan to the shareholders on 3rd June 2008 and shareholders approved the recommendations of the board of director in Extra Ordinary General Meeting held on 3rd June 2008. The maximum aggregate number of shares that may be awarded under the 2010 plan was 4,37,000 shares. The company has approved 2 grants vide its meeting held on 2nd Nov'2010 and 1st July'2015 As per the plan, option granted under ESOP would vest in not less than one year and not more than 3 years from the date of grant of such option. The Plans are Equity Settled Plans.

Particulars	**Grant I**	**Grant II**
Date of Grant	2nd Nov 2010	1st July 2015
Date of Share holders Approval	3rd June 2008	3rd June 2008
Date of Board of Directors Approval / Committee	2nd Nov 2010	1st July 2015
No. of Option	255,880	137,426
Method of settlement (Cash/Equity)	Equity	Equity
Vesting Period	Year 1- 33.33%	Year 1- 100%
	Year 2- 33.33%	
	Year 3- 33.34%	
Exercise Price (Per Share Rs.)	119	290
Exercise Period	5 years	1 year
Ext. of Exercise Period	1 year	
Board Approval for Extension	14th Oct 2015	
Fair Value of Share at the time of Grant	227	295

Particulars	**As on**		**As on**									
	31-Dec-16		**31-Mar-16**		**31-Mar-15**		**31-Mar-14**		**31-Mar-13**		**31-Mar-12**	
	Share arising out of options	**Weighted average exercise price**	**Share arising out of options**	**Weighted average exercise price**	**Share arising out of options**	**Weighted average exercise price**	**Share arising out of options**	**Weighted average exercise price**	**Share arising out of options**	**Weighted average exercise price**	**Share arising out of options**	**Weighted average exercise price**
Outstanding at the beginning	-	-	-	-	-	-	-	-	-	-	-	-
Granted	-	-	137,426	290.00	-	-	-	-	-	-	-	-
Forfeited and expired	-	-	-	-	-	-	-	-	-	-	-	-
Exercised	314,806	193.65	-	-	-	-	-	-	-	-	-	-
Outstanding at the end	-	-	-	-	-	-	-	-	-	-	-	-
Exercisable at the end	-	-	314,806	193.65	177,380	119.00	177,380	119.00	177,380	119.00	118,242	119.00

Annexure XXV: Restated Standalone Summary Statement of Related Party Transactions

(a) Related party disclosures, as required by Accounting Standard-18, "Related Party Disclosures", are given below

Particulars	For the period	For the year				
	31-Dec-16	31-Mar-16	31-Mar-15	31-Mar-14	31-Mar-13	31-Mar-12
Key Management Personnel	Mr. Sunil Vachani, Chairman	Mr. Sunil Vachani, Chairman	Mr. Sunil Vachani, Managing Director	Mr. Sunil Vachani, Managing Director	Mr. Sunil Vachani, Managing Director	Mr. Sunil Vachani, Managing Director
	Mr. Atul B. Lall, Managing Director	Mr. Atul B. Lall, Managing Director	Mr. Atul B. Lall, Whole Time Director	Mr. Atul B. Lall, Whole Time Director	Mr. Atul B. Lall, Whole Time Director	Mr. Atul B. Lall, Whole Time Director
	Mr. Gopal Jagwan, Chief Financial Officer	Mr. Gopal Jagwan, Chief Financial Officer	Mr. Gopal Jagwan, Chief Financial Officer			
Relative of Key Management Personnel	Mrs. Gaytri Vachani, Wife of Mr. Sunil Vachani	Mrs. Gaytri Vachani, Wife of Mr. Sunil Vachani	Mrs. Tina Vachani, Wife of brother of Mr. Sunil Vachani	Mrs. Tina Vachani, Wife of brother of Mr. Sunil Vachani	Mrs. Tina Vachani, Wife of brother of Mr. Sunil Vachani	Mrs. Tina Vachani, Wife of brother of Mr. Sunil Vachani
	Mr. Ravi Vachani Brother of Mr. Sunil Vachani	Mr. Ravi Vachani Brother of Mr. Sunil Vachani	Mrs. Gaytri Vachani, Wife of Mr. Sunil Vachani	Mrs. Gaytri Vachani, Wife of Mr. Sunil Vachani	Mrs. Gaytri Vachani, Wife of Mr. Sunil Vachani	Mrs. Gaytri Vachani, Wife of Mr. Sunil Vachani
	Mr. Kamal Vachani, Brother of Mr. Sunil Vachani	Mr. Kamal Vachani, Brother of Mr. Sunil Vachani	Mr. Ravi Vachani Brother of Mr. Sunil Vachani	Mr. Ravi Vachani Brother of Mr. Sunil Vachani	Mr. Ravi Vachani Brother of Mr. Sunil Vachani	Mr. Ravi Vachani Brother of Mr. Sunil Vachani
	Mrs. Geeta Vaswani, Sister of Mr. Sunil Vachani	Mrs. Geeta Vaswani, Sister of Mr. Sunil Vachani	Mr. Kamal Vachani, Brother of Mr. Sunil Vachani	Mr. Kamal Vachani, Brother of Mr. Sunil Vachani	Mr. Kamal Vachani, Brother of Mr. Sunil Vachani	Mr. Kamal Vachani, Brother of Mr. Sunil Vachani
	Mrs. Sati Vachani, Mother of Mr. Sunil Vachani	Mrs. Sati Vachani, Mother of Mr. Sunil Vachani	Mrs. Geeta Vaswani, Sister of Mr. Sunil Vachani	Mrs. Geeta Vaswani, Sister of Mr. Sunil Vachani	Mrs. Geeta Vaswani, Sister of Mr. Sunil Vachani	Mrs. Geeta Vaswani, Sister of Mr. Sunil Vachani
			Mrs. Sati Vachani, Mother of Mr. Sunil Vachani	Mrs. Sati Vachani, Mother of Mr. Sunil Vachani	Mrs. Sati Vachani, Mother of Mr. Sunil Vachani	Mrs. Sati Vachani, Mother of Mr. Sunil Vachani
Enterprises over which KMP and Relatives of KMP have significant influence	M/s Prisma Electronics	M/s Prisma Electronics	M/s Prisma Electronics	M/s Prisma Electronics	M/s Prisma Electronics	M/s Prisma Electronics
	M/s Dixon Applied Technologies Training Institute	M/s Dixon Applied Technologies Training Institute	M/s Dixon Applied Technologies Training Institute	M/s Dixon Applied Technologies Training Institute		
	M/s Six Sigma Electronics	M/s Six Sigma Electronics	M/s Six Sigma Electronics	M/s Six Sigma Electronics	M/s Six Sigma Electronics	M/s Six Sigma Electronics
	M/s Fincraft Learnings Private Limited	M/s Fincraft Learnings Private Limited	M/s Topline Electronics Pvt. Limited	M/s Topline Electronics Pvt. Limited	M/s Topline Electronics Pvt. Limited	M/s Topline Electronics Pvt. Limited
	M/s Rage					
Subsidiary Companies		M/s Dixon Appliances Pvt. Ltd.	M/s Dixon Appliances Pvt. Ltd.	M/s Dixon Appliances Pvt. Ltd.	M/s Dixon Appliances Pvt. Ltd.	M/s Dixon Appliances Pvt. Ltd.
		M/s Dixon Bhurji Moulding Pvt. Ltd.	M/s Dixon Bhurji Moulding Pvt. Ltd.	M/s Dixon Bhurji Moulding Pvt. Ltd.	M/s Dixon Bhurji Moulding Pvt. Ltd.	M/s Dixon Bhurji Moulding Pvt. Ltd.
	M/s Dixon Global Pvt. Ltd.	M/s Dixon Global Pvt. Ltd.	M/s Dixon Global Pvt. Ltd.	M/s Dixon Global Pvt. Ltd.	M/s Dixon Global Pvt. Ltd.	M/s Dixon Global Pvt. Ltd.
			M/s Padget Electronics Pvt. Limited	M/s Padget Electronics Pvt. Limited		
Associate		M/s My Box Technologies Pvt. Ltd.	M/s My Box Technologies Pvt. Ltd.	M/s My Box Technologies Pvt. Ltd.	M/s My Box Technologies Pvt. Ltd.	M/s My Box Technologies Pvt. Ltd.
Jointly Controlled Entity	M/s Padget Electronic Pvt. Limited	M/s Padget Electronics Pvt. Limited				

Related Party Transactions : Key Management Personnel

Particulars	For the period	For the year				
	31-Dec-16	31-Mar-16	31-Mar-15	31-Mar-14	31-Mar-13	31-Mar-12
Remuneration/ Commission / Consultancy Paid						
(i) Mr. Sunil Vachani	18.25	16.29	14.71	11.45	44.70	10.74
(ii) Mr. Atul B. Lall	15.74	15.36	12.26	9.37	19.12	8.69
(iii) Mr. Gopal Jagwan	4.36	4.56	3.29			
Loan Given						
(i) Mr. Atul B. Lall			0.60			
(ii) Mr. Gopal jagwan		0.68	0.50			
Loan Given for ESOP						
(i) Mr. Atul B. Lall	47.31					
(ii) Mr. Gopal jagwan	3.46					
Rent Paid						
(i) Mr. Sunil Vachani						0.34
Purchases of Property Plant & Equipments						
(i) Mr. Sunil Vachani				1.45		
Proceed received Under ESOP Scheme						
(i) Mr. Atul B. Lall	40.90					
(ii) Mr. Gopal jagwan	3.32					
Issue Of ESOP (Nos.)						
(i) Mr. Atul B. Lall	200,000					
(ii) Mr. Gopal jagwan	15,000					
Issue Of Bonus Shares (Nos.)						
(i) Mr. Sunil Vachani	2,760,196					
(ii) Mr. Atul B. Lall	400,000					
(iii) Mr. Gopal Jagwan	20,000					
Perquisite Under ESOP						
(i) Mr. Atul B. Lall	25.54					
(ii) Mr. Gopal jagwan	1.66					
Advance Against Property Given						
(i) Mr. Sunil Vachani	1.56	1.46	7.64			
Interest Received						
(i) Mr. Atul B. Lall	1.19		0.02			
(ii) Mr. Gopal jagwan	0.09					
Outstanding Loan Receivable at the year end						
(i) Mr. Atul B. Lall	47.31		0.22			
(ii) Mr. Gopal jagwan	4.06	0.83	0.35			
Rate of Interest on Loans						
For ESOP Loan						
(i) Mr. Atul B. Lall	10% PA					
(ii) Mr. Gopal jagwan	10% PA					
Other Staff loan						
(i) Mr. Atul B. Lall						
(ii) Mr. Gopal jagwan	Interest Free	Interest Free	Interest Free			

Related Party Transactions : Relative of Key Management Personnel

Particulars	For the period	For the year				
	31-Dec-16	31-Mar-16	31-Mar-15	31-Mar-14	31-Mar-13	31-Mar-12
Advance Against Property Given						
(i) Mrs. Gyatri Vachani	1.56	1.46	7.64			
Rent Paid						
(i) Mrs. Sati vachani				0.05	0.05	0.05
(ii) Mrs. Gyatri Vachani						0.34
Sale of Shares						
(i) Mrs. Gyatri Vachani						0.41
Issue of Bonus Shares (Nos.)						
(i) Mr. Ravi Vachani	27					
(ii) Mr. Kamal Vachani	13					
(iii) Mrs. Geeta Vaswani	139667					

Related Party Transactions : Enterprises over which KMP and Relatives of KMP have significant influence

Particulars	For the period	For the year				
	31-Dec-16	31-Mar-16	31-Mar-15	31-Mar-14	31-Mar-13	31-Mar-12
Interest received						
M/s Topline Electronics Pvt. Ltd.			3.00	2.63	1.66	1.62
M/s Prisma Electronics			2.15	1.95		
Payment of Royalty						
M/s Topline Electronics Pvt. Ltd.						12.10
Sale of Goods						
M/s Dixon Applied Technologies Training Institute	0.09			0.03		
M/s Prisma Electronics						2.78
Purchases of Goods						
M/s Prisma Electronics						0.38
M/s Rage	0.34					
Outstanding Receivable / (Payable) at the year end						
M/s Topline Electronics Pvt. Ltd.			20.97	18.27	15.91	14.41
M/s Dixon Applied Technologies Training Institute	0.09			(0.01)		
M/s Prisma Electronics				13.04	16.06	18.25

Related Party Transactions : Associate

Particulars	For the period	For the year				
	31-Dec-16	31-Mar-16	31-Mar-15	31-Mar-14	31-Mar-13	31-Mar-12
Interest Received						
(i) My Box Technologies Pvt. Ltd.		1.38	4.83		9.88	
Interest Paid						
(i) My Box Technologies Pvt. Ltd.						1.17
Purchases of Goods						
(i) My Box Technologies Pvt. Ltd.				0.18		
Sales of Goods						
(i) My Box Technologies Pvt. Ltd.		6.44	143.57	177.40	953.10	204.05
Guarantee Given by Co.						
(i) My Box Technologies Pvt. Ltd.					130.00	55.00
Guarantee Taken by Co.						
(i) My Box Technologies Pvt. Ltd.					300.00	
Dividend Received						
(i) My Box Technologies Pvt. Ltd.					1.11	
Services Charges Paid						
(i) My Box Technologies Pvt. Ltd.			1.84			
Job Charges received						
(i) My Box Technologies Pvt. Ltd.			0.34	0.93		
Investment in Shares						
(i) My Box Technologies Pvt. Ltd.					3.60	3.76
Outstanding Guarantee Given at the year end						
(i) My Box Technologies Pvt. Ltd.			185.00	185.00	185.00	55.00
Outstanding Receivable at the year end						
(i) My Box Technologies Pvt. Ltd.			34.28	(63.03)	20.36	26.01

Related Party Transactions : Jointly Controlled Entity

Particulars	For the period	For the year				
	31-Dec-16	31-Mar-16	31-Mar-15	31-Mar-14	31-Mar-13	31-Mar-12
Sales of Goods						
(i) M/s Padget Electronics Pvt. Ltd.		1.51				
Rent Received						
(i) M/s Padget Electronics Pvt. Ltd.	4.63	3.58				
Purchases of Property Plant & Equipment						
(i) M/s Padget Electronics Pvt. Ltd.	0.11					
Sales of Property Plant & Equipment						
(i) M/s Padget Electronics Pvt. Ltd.		2.35				
Surety Bond to Customs for Company						
(i) M/s Padget Electronics Pvt. Ltd.	810.00	500.00				
Surety Bond Given on behalf of the JV						
(i) M/s Padget Electronics Pvt. Ltd.	200.00					
Investment in Shares						
(i) M/s Padget Electronics Pvt. Ltd.	3.00	71.50				
Outstanding Receivable at the end of the Period/Year						
(i) M/s Padget Electronics Pvt. Ltd.	1.77	4.59				

Related Party Transactions : Subsidiaries

Particulars	For the period	For the year				
Interest Received	**31-Dec-16**	**31-Mar-16**	**31-Mar-15**	**31-Mar-14**	**31-Mar-13**	**31-Mar-12**
(i) M/s Dixon Appliances Pvt. Ltd.		0.65	1.08	2.06	1.95	1.14
(ii) M/s Dixon Bhurji Moulding Pvt. Ltd.		23.27	23.92	20.93	17.48	11.43
Purchases of Goods						
(i) M/s Dixon Appliances Pvt. Ltd.		0.20		42.88	0.15	160.95
(ii) M/s Dixon Bhurji Moulding Pvt. Ltd.		127.09	108.92	64.06	133.70	197.17
(iii) M/s Dixon Global Pvt. Ltd.	2,912.62	5,903.14	4,494.27	3,123.58	1,367.78	1,368.06
Sales of Goods						
(i) M/s Dixon Appliances Pvt. Ltd.				54.68		187.67
(ii) M/s Dixon Bhurji Moulding Pvt. Ltd.		0.01	34.56	0.81	6.21	
(iii) M/s Dixon Global Pvt. Ltd.	9.82	828.74	965.51		105.19	31.99
(iv) M/s Padget Electronic Pvt. Ltd.				535.63		
Services Charges Received						
(i) M/s Dixon Appliances Pvt. Ltd.		0.16	0.32	0.76	0.94	2.20
Job Charges Received						
(i) M/s Dixon Global Pvt. Ltd.	0.04	14.80	10.99			
Job Charges Paid						
(i) M/s Dixon Bhurji Moulding Pvt. Ltd.		2.35	3.73	2.26	7.88	
Rent Paid						
(i) M/s Dixon Bhurji Moulding Pvt. Ltd.						0.20
Rent Received						
(i) M/s Dixon Appliances Pvt. Ltd.				0.07	1.22	1.58
(ii) M/s Dixon Global Pvt. Ltd.	0.14	0.19	0.19	0.19	0.17	0.17
Purchases of Property Plant & Equipments						
(i) M/s Dixon Bhurji Moulding Pvt. Ltd.			0.34			
(ii) M/s Dixon Global Pvt. Ltd.	13.89		11.35	2.51	0.54	
Sales of Property Plant & Equipments						
(i) M/s Dixon Appliances Pvt. Ltd.					1.80	
(ii) M/s Dixon Bhurji Moulding Pvt. Ltd.					6.31	
Investment in Shares						
(i) M/s Dixon Appliances Pvt. Ltd.		100.00				
(ii) M/s Dixon Bhurji Moulding Pvt. Ltd.		41.04				
(iii) M/s Dixon Global Pvt. Ltd.				9.00		
(iv) M/s Padget Electronic Pvt. Ltd.				0.50		
Surety Bond to Custom on behalf of Holding Co.						
(i) M/s Dixon Global Pvt. Ltd.	32.00					
Guarantee Given by Company						
(i) M/s Dixon Appliances Pvt. Ltd.			90.00			50.00
(ii) M/s Dixon Global Pvt. Ltd.		80.00	195.00			290.00
Guarantee Outstanding at the end of year/period						
(i) M/s Dixon Appliances Pvt. Ltd.		140.00	140.00	50.00	50.00	50.00
(ii) M/s Dixon Global Pvt. Ltd.	395.00	395.00	315.00	120.00	290.00	290.00
Outstanding Receivable / (Payable) at the year/Period end						
(i) M/s Dixon Appliances Pvt. Ltd.			9.50	8.29	17.84	19.65
(ii) M/s Dixon Bhurji Moulding Pvt. Ltd.		126.85	148.88	154.30	127.55	126.54
(iii) M/s Dixon Global Pvt. Ltd.	(198.19)	(415.66)	(237.39)	(203.60)	(92.30)	(213.40)
(iv) M/s Padget Electronic Pvt. Ltd.			0.04	0.04		

Annexure XXVI: Restated Standalone Summary Statement of Jointly Controlled Entity:

The company holds interests in various jointly Controlled Entity as follows: **(Rupees in million)**

Name of the Jointly Controlled Entity	Company's share	Company's share	Country of incorporation
	31st Dec 2016	31st March 2016	
Padget Electronics Private Limited	50%	50%	India

The Company interest in this joint venture is reported as long term investments and stated at cost. However, aggregate amount of the Company share of each of the assets, liabilities, income, expenses, contingent liabilities and commitment related to its interests in these jointly controlled entities(as per the respective audited financial statements as available with the company) are given below:

(Rupees in million)

Particulars	For the period	For the year				
	31-Dec-16	31-Mar-16	31-Mar-15	31-Mar-14	31-Mar-13	31-Mar-12
Income	6,196.93	200.09	0.00	0.00	0.00	0.00
Expenditures	6,159.30	205.58	0.00	0.00	0.00	0.00
Assets	1,602.37	351.25	0.00	0.00	0.00	0.00
Liabilities	1,506.09	284.15	0.00	0.00	0.00	0.00
Contingent liabilities	100.00	0.00	0.00	0.00	0.00	0.00
Commitments (net of advance)	0.00	0.04	0.00	0.00	0.00	0.00

Annexure XXVII : Restated Standalone Summary Statement of tax shelter:

(Rupees in million)

Particulars	For the period	For the year				
	31-Dec-16	31-Mar-16	31-Mar-15	31-Mar-14	31-Mar-13	31-Mar-12
[A] Restated profit before tax	501.23	415.78	130.01	139.87	34.32	(74.53)
Profit eligible for normal income tax rates	501.23	321.38	130.01	131.79	34.32	(74.53)
Long Term Capital Gain - at Special tax rate		94.40	0.00	8.08	0.00	0.00
[B] Tax rates (including surcharge and education cess)						
Normal Income tax rates	34.61%	34.61%	32.45%	32.45%	32.45%	33.22%
Long Term Capital Gain - at Special tax rate	23.07%	23.07%	21.63%	21.63%	21.63%	21.63%
[C] Tax thereon (including surcharge and education cess)						
Tax on normal profit (A*B)	173.47	111.22	42.18	42.76	11.14	0.00
Long Term Capital Gain - at Special tax rate	0.00	21.78	0.00	1.75	0.00	0.00
Total Tax	173.47	133.00	42.18	44.51	11.14	0.00
[D] Permanent Differences Normal Tax Rate						
Deductions allowed under Income tax Act Chapter VI	(0.24)	(0.73)	(0.30)	0.00		0.00
Disallowance under Income tax Act, net	33.68	30.75	13.38	7.43	14.00	10.51
Excess provision written Back (Deduction not allowed in earlier year)				(9.64)	0.00	(2.66)
Exempt Income	0.00		(4.65)	0.00	(1.11)	
Exchange fluctuation on Capital Item	(0.72)	(1.11)	0.20	(0.04)	(0.17)	(0.33)
Index Cost on Long term Capital Gain		(27.77)		(41.41)	0.00	
Total permanent differences	**32.73**	**1.14**	**8.63**	**(43.66)**	**12.71**	**7.53**
[E] Timing differences						
Set of Unobserved depreciation and carried forwarded Loss	(38.63)			(52.34)	(29.74)	
Difference in book depreciation and depreciation under Income tax Act	(41.72)	(42.98)	(21.66)	(23.83)	(25.36)	(22.64)
Other timing differences (80IC)	(111.78)	(61.34)	(30.42)			
Expenses disallowed /(Allowed) as per Section 43B, 40 A (7)	8.65	5.62	0.92	1.83	(8.99)	(6.80)
Provision for Doubtful debts	10.24	0.69	0.54		2.10	6.04
Restatement Adjustment	(20.73)	(147.33)	2.40	(13.79)	14.94	8.45
Total timing difference	**(193.97)**	**(245.35)**	**(48.22)**	**(88.14)**	**(47.04)**	**(14.93)**
[F] Net adjustments (D+E)	**(161.25)**	**(244.21)**	**(39.59)**	**(131.79)**	**(34.32)**	**(7.40)**
[G] Tax expenses / (savings) thereon (F*B)	**(55.80)**	**(84.52)**	**(12.85)**	**(42.76)**	**(11.14)**	**(2.46)**
[H] Total tax (C+G)	**117.66**	**48.49**	**29.34**	**1.75**	**0.00**	**0.00**
Tax as per Minimum Alternate Tax under Section 115 JB of the Income Tax Act, 1961 (Including Interest)	109.36	59.05	30.63	25.03	10.96	0.00
Provision for current tax as per books of accounts	**117.66**	**59.05**	**30.63**	**25.03**	**10.96**	**0.00**

Notes:

1)The above statement has been prepared based on the tax computations for the respective years. The figures for the period ended 31 Dec 2016 is based on the provisional computations of total income prepared by the Company and are subject to any changes that may be considered at the time of filing of the return of income.

Annexure – XXVIII : Restated Standalone Summary Statement of Dividend

(Rupees in million)

Particulars	For the period	For the year				
	31-Dec-16	31-Mar-16	31-Mar-15	31-Mar-14	31-Mar-13	31-Mar-12
Share Capital						
Equity share capital	109.85	31.03	31.03	31.03	31.03	31.03
Dividend on equity shares						
Interim dividend	38.45	38.79	3.10	3.10	0.00	0.00
Final dividend	0.00	0.00	0.00	6.21	3.10	0.00
Dividend in %	35%	125%	10%	30%	10%	0%

Annexure XXIX - Restated Standalone Summary Statement of Earning Per Share

(Rupees in million)

Particulars		Date of Allotment	For the period	For the year				
			31-Dec-16	31-Mar-16	31-Mar-15	31-Mar-14	31-Mar-13	31-Mar-12
Restated profit after tax attributable to the share holders	(Rupees in million)		371.46	364.86	98.13	110.45	19.33	(59.65)
Interest on Debenture (Net of Tax)	(Rupees in million)		0.00	11.57	0.93	1.85	0.00	0.00
Adjusted restated profit after tax attributable to the share holders	(Rupees in million)		371.46	376.44	99.06	112.30	19.33	(59.65)
Equity shares outstanding at the beginning of the Year	(Number of Shares)		3,103,157	3,103,157	3,103,157	3,103,157	3,103,157	3,103,157
Add:- Issue during the year			-	-	-	-	-	-
CCD converted in to equity shares	(Number of Shares)	27-Aug-16	1,290,041	-	-	-	-	-
Equity share issued under ESOP scheme	(Number of Shares)	17-Sep-16	314,806	-	-	-	-	-
Bonus Shares issued to the share holders	(Number of Shares)	20-Sep-16	6,277,337	6,277,337	6,277,337	6,277,337	6,277,337	6,277,337
Weighted average number of equity shares outstanding for calculation of basic EPS	(Number of Shares)		10,094,362	9,380,494	9,380,494	9,380,494	9,380,494	9,380,494
Add:- Potential equity shares (CCD) (Before Conversion period)	(Number of Shares)		696,810	1,290,041	1,290,041	1,290,041	1,290,041	1,290,041
Add:- Potential equity shares for outstanding (ESOP) scheme	(Number of Shares)		80,989	131,713	105,777	100,687	94,369	66,409
Adjusted weighted average number of equity shares for calculation of diluted EPS	(Number of Shares)		10,872,161	10,802,248	10,776,312	10,771,222	10,764,904	10,736,944
Adjusted Basic earning /(loss) per share (in Rs.)			36.80	38.90	10.46	11.77	2.06	(6.36)
Adjusted Diluted earning/(loss) per Share (in Rs.)			34.17	34.85	9.19	10.43	1.80	(6.36)

Notes:

(i) Earnings per share calculations are in accordance with Accounting Standard 20 - Earnings per share, notified under the Companies (Accounting Standards) Rules 2016, as amended.

(ii) The Company has issued 314,806 shares under ESOP scheme 2010 and same has been exercised by the employees of the company during the period ended on 31st December 2016. these have been adjusted in computation of Diluted EPS for the period and earlier year in accordance with Accounting Standard - 20 Earning Per Share

(iii) The Company has issued 6,277,337 equity shares as bonus in ratio of 4:3 on 20th Sep 2016. The same has been considered for calculation of basic and diluted EPS for the years presented in accordance with Accounting Standard - 20 Earnings Per Share.

(iv) The Company has issued 1,290,041 equity shares in Conversion of debenture outstanding as per the investing agreement on 20th Aug 2016. The same has been considered for calculation of basic and diluted EPS for the years /period presented in accordance with Accounting Standard - 20 Earnings Per Share.

(v) Weighted average number of shares is the number of equity shares outstanding at the beginning of the year adjusted by the number of equity shares issued during year, multiplied by the time weighing factor. The time weighing factor is the number of days for which the specific shares are outstanding as a proportion of total number of days during the year

vi) During the year ended 31st March 2012, the group has incurred net loss, hence calculation of dulited EPS is anti-dilutive therefore, basic EPS is taken as diluted EPS.

(vii) The Company does not have any revaluation reserves or extra-ordinary items.

Examination Report on Restated Consolidated Financial Information

To
The Board of Directors,
Dixon Technologies (India) Limited.
(Formerly Dixon Technologies (India) Private Limited)
B-14-15, Phase –II
Noida, Uttar Pradesh (201305)

Dear Sirs,

1) We have examined the attached Restated Consolidated Financial Information of Dixon Technologies (India) Ltd. (‘formerly Dixon Technology (India) Private Limited) and its subsidiaries and jointly controlled entity (collectively known as “Group”), which comprise of the Restated Consolidated Summary Statement of Assets and Liabilities as at December 31’ 2016, March 31’ 2016, 2015, 2014, 2013 and 2012, the Restated Consolidated Summary Statement of Profit and Loss and the Restated Consolidated Summary Statement of Cash Flows for nine months period ended on December 31’ 2016 and each of the years ended March 31’ 2016, 2015, 2014, 2013 and 2012 and the Summary of Significant Accounting Policies as approved by the Board of Directors of the Company prepared in terms of the requirements of:-

    a) Section 26 of Division I of Chapter III of the Companies Act, 2013 ("the Act") read with Rules 4 to 6 of The Companies (Prospectus and Allotment of Securities) Rules, 2014 (“the Rules); and

    b) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 as amended ("ICDR Regulations") in pursuance of provisions of Securities and Exchange Board of India Act, 1992 ("ICDR Regulations")

    The preparation of the Restated Consolidated Financial Information [including the interim financial information mentioned in paragraph 4 below] is the responsibility of the Management of the Company for the purpose set out in paragraph 10 below. The Management’s responsibility includes designing, implementing and maintaining adequate internal control relevant to the preparation and presentation of the Restated Consolidated Financial Information. The Management is also responsible for identifying and ensuring that the Company complies with the Rules and ICDR Regulations.

2) We have examined such Restated Consolidated Financial information taking into consideration:

    a) The terms of reference and terms of our engagement agreed upon with you in accordance with our engagement letter dated 03rd May 2017 in connection with the proposed issue of equity shares of the Company; and

    b) The Guidance Note on Reports in Company Prospectuses (Revised 2016) issued by ICAI (“The Guidance Note”)

3) These Restated Consolidated Financial Information have been compiled by the management from the audited consolidated financial statements as on December 31’ 2016, March 31’ 2016, 2015, 2014, 2013 and 2012 and for nine months period ended on December 31’2016 and each of the years ended March 31’ 2016, 2015, 2014, 2013 and 2012 which have been approved by Board of directors at their meetings held on 3rd May 2017, 07th June 2016, 20th April 2015, 13th August 2014, 12th June 2013, and 21st June 2012 respectively.

4) We have also examined the consolidated financial statement of the Company, its subsidiary and jointly controlled entity for the period from 01st April 2016 to 31st December 2016 prepared and approved by the Board of Directors in their meeting held on 3rd May 2017 for the purpose of disclosure in the offer document of the Company and we report that in our opinion and according to the information and explanations given to us, the interim financial statement are in accordance with the accounting principles generally accepted in India, including the Accounting Standards prescribed under section 133 of the Act, as applicable and the interim financial information are presented with the Restated Consolidated Financial information appropriately.

5) We did not audit the financial statements of certain subsidiaries, jointly controlled entity and associate for the financial years ended March 31' 2016,2015, 2014, 2013 and 2012 whose share of total assets, total revenues, and net cash flows and Group's share of net profit/loss, included in the Restated Consolidated Financial Information, for the relevant years is tabulated below:

(Rupees in million)

Name of Subsidiary / Jointly Controlled Entity	Audit for the Year	Total assets as included in restated consolidated financial information	Net movement in cash and cash equivalent included in restated consolidated financial information	Total revenue as included in restated consolidated financial information	Group's share of net Profit/Loss	Name of Auditors
Subsidiary Company						
Dixon Global Private Limited	YE 31 March 2012	291.76	0.3	1,263.36	1.47	M/s Kharabanda Associates
	YE 31 March 2013	193.99	2.92	1,271.60	1.19	M/s Kharabanda Associates
	YE 31 March 2014	306.70	(1.15)	2,998.08	9.58	M/s Kharabanda Associates
	YE 31 March 2015	407.80	24.24	5,182.08	10.26	M/s Sakshi & Associates
	YE 31 March 2016	795.56	14.94	6,648.29	18.31	M/s Sakshi & Associates
Padget Electronics Private Limited	YE 31 March 2014	0.54	0.50	0	0	M/s Kharabanda Associates
	YE 31 March 2015	0.53	(0.01)	0	(0.02)	M/s Sakshi & Associates
Jointly Controlled Entity						
Padget Electronics Private Limited	YE 31 March 2016	705.70	1.32	400.19	(3.89)	M/s Sakshi & Associates

These financial statements have been audited by another firm of Chartered Accountants whose reports have been furnished to us and our opinion in so far as it relates to the amounts included in this Restated Consolidated Financial Information are based solely on the reports of other auditors.

The financial statements audited by other Auditors, as mentioned in paragraph 5 of the Subsidiaries, Jointly controlled entity and associate have been restated by the management and examined by us and we confirm that the restated consolidated financial information:

a) have been made after incorporating adjustments for the changes in accounting policies retrospectively in respective financial years to reflect the same accounting treatment as per changed accounting policy for all the reporting periods;

b) have been made after incorporating adjustments for the material amounts in the respective financial years to which they relate; and

c) do not contain any extra-ordinary items that need to be disclosed separately [other than those presented in the Restated Consolidated Financial Information] and do not contain any qualification requiring adjustments.

6) Based on our examination in accordance with their requirements of Section 26 of Division I of Chapter III of the Actread with, Rules 4 to 6 of The Companies (Prospectus and Allotment of Securities) Rules, 2014, the ICDR Regulations and the Guidance Note, we report that:

a) The Restated Consolidated Summary Statement of Assets and Liabilities of the Group, as on December 31' 2016, March 31' 2016, 2015, 2014, 2013 and 2012 examined by us, as set out in Annexure I to this report, have been arrived at after making adjustments and regrouping/reclassifications as in our opinion were appropriate and more fully described in Annexure IV Summary Statement of Adjustments to the Audited Consolidated Financial Statements.

b) The Restated Consolidated Summary Statement of Profit and Loss of the Group, for the nine months period ended on December 31' 2016 and each of the years ended March 31' 2016, 2015, 2014, 2013 and 2012 examined by us, as set out in Annexure II to this report, have been arrived at after making adjustments and regrouping/reclassifications as in our opinion are appropriate and more fully described in Annexure IV Summary Statement of Adjustments to the Audited Consolidated Financial Statements.

c) The Restated Consolidated Summary Statement of Cash Flows of the Group, for the nine months period ended on December 31’ 2016 and each of the years ended March 31’ 2016, 2015, 2014, 2013 and 2012 examined by us, as set out in Annexure III to this report, have been arrived at after making adjustments and regrouping/reclassifications as in our opinion are appropriate and more fully described in Annexure IV Summary Statement of Adjustments to the Audited Consolidated Financial Statements.

d) Based on the above, and according to the information and explanations given to us, we further report that the Restated Consolidated Financial Information:

i) have been made after incorporating adjustments for the changes in accounting policies retrospectively in respective financial years to reflect the same accounting treatment as per changed accounting policy for all the reporting periods;

ii) have been made after incorporating adjustments for the material amounts in the respective financial years to which they relate; and

iii) do not contain any extra-ordinary items that need to be disclosed separately [other than those presented in the Restated Consolidated Financial Information] and do not contain any qualification requiring adjustments and.

iv) there are no qualifications in the auditors’ reports on the audited consolidated financial statements of the Company as on December 31’ 2016, March 31’ 2016, 2015, 2014, 2013 and 2012 and for the nine months period ended on December 31’ 2016, and each of the years ended March 31’ 2016, 2015, 2014, 2013 and 2012 which require any adjustments to the Restated Consolidated Summary Statements;

Report on other matters/comments in the annexure to the Auditors’ report on the financial statement of the subsidiaries and joint venture of the Company for the nine months period ended on December 31’ 2016 and for the years ended March 31’ 2016, 2015, 2014, 2013 and 2012 which do not require any corrective adjustment in the Restated Consolidated Summary Financial Information are mentioned in note F “Non-adjusting items” under Annexure IV.

7) We have also examined the following restated consolidated financial information of the Group set out in the Annexure prepared by the management and approved by the Board of Directors on 3rd May 2017 for the nine months period ended on December 31’ 2016 and for the years ended March 31’ 2016, 2015, 2014, 2013 and 2012.

i. Notes on adjustments for Restated Consolidated Summary Financial Information, included in Annexure IV
ii. Consolidated Statement of Significant Accounting policies and Others Explanatory Information, included in Annexure V
iii. Restated Consolidated Summary Statement of Share Capital, included in Annexure VI
iv. Restated Consolidated Summary Statement of Reserve and Surplus, included in Annexure VII
v. Restated Consolidated Summary Statement of Long Term Borrowings, included in Annexure VIII
vi. Restated Consolidated Summary Statement of Deferred Tax Liabilities and assets, included in Annexure IX
vii. Restated Consolidated Summary Statement of Long Term Provision, included in Annexure X
viii. Restated Consolidated Summary Statement of Short-Term Borrowings, Trade Payables, Other Current Liabilities and Short-Term Provisions, included in Annexure XI
ix. Restated Consolidated Summary Statement of Property, Plant and Equipment, included in Annexure XII
x. Restated Consolidated Summary Statement of Non-Current Investments, included in Annexure XIII
xi. Restated Consolidated Summary Statement of Long-Terms Loans and Advances and Other Non-Current Assets, included in Annexure XIV

xii. Restated Consolidated Summary Statement of Inventories and Non-Current Trade receivables and Cash and bank balances, included in Annexure XV
xiii. Restated Consolidated Summary Statement of Short Term Loans and Advances, Current Trade Receivables and Other Current Assets, included in Annexure XVI
xiv. Restated Consolidated Summary Statement of Revenue from Operations, included in Annexure XVII
xv. Restated Consolidated Summary Statement of Other Income, included in Annexure XVIII
xvi. Restated Consolidated Summary Statement of Expenses, included in Annexure XIX
xvii. Restated Consolidated Summary Statement of Accounting Ratios, included in Annexure XX
xviii. Restated Consolidated Summary Statement of Capitalisation, included in Annexure XXI
xix. Restated Consolidated Summary Statement of Contingent Liabilities and Commitments, included in Annexure XXII
xx. Restated Consolidated Summary Statement of In-house Research & Development, included in Annexure XXIII
xxi. Restated Consolidated Summary Statement of Other notes, included in Annexure XXIV
xxii. Restated Consolidated Summary Statement of Related Party Transactions, included in Annexure XXV
xxiii. Restated Consolidated Summary Statement of Associate/Joint Venture, included in Annexure XXVI
xxiv. Restated Consolidated Summary Statement Dividend, included in Annexure XXVII
xxv. Restated Consolidated Summary Statement Earnings per Share in Annexure XXVIII

According to the information and explanations given to us, in our opinion, the Restated Consolidated Financial Information and other restated consolidated financial information contained in Annexures IV to XXVIII accompanying this report, read with Summary of Significant Accounting Policies disclosed in Annexure V, are prepared after making adjustments and regroupings as considered appropriate and have been prepared in accordance with Section 26 of Division I of Chapter III of The Companies Act, 2013 read with Rules 4 to 6 of The Companies (Prospectus and Allotment of Securities) Rules, 2014, ICDR Regulations and the Guidance Note.

8) This report should not in any way be construed as are issuance or re-dating of any of the previous audit reports issued by us, nor should this report be construed as a new opinion on any of the financial statements referred to herein.

9) We have no responsibility to update our report for events and circumstances occurring after the date of the report.

10) Our report is intended solely for use of the management for inclusion in the offer document to be filled with Securities and Exchange Board of India, Bombay Stock Exchange & National Stock Exchange and Registrar of Companies, [Kanpur] in connection with the proposed initial public offering of equity shares of the Company. Our report should not be used, referred to or distributed for any other purpose except with our prior consent in writing.

For **Singhi & Co..**
Chartered Accountants
Firm’s Registration Number: 302049E

B. L. Choraria
Partner
(Membership Number: 022973)

Place: Noida
Date:- 3rd May 2017.

DIXON TECHNOLOGIES (INDIA) LIMITED
(Formerly Dixon Technologies (India) Private Limited)
Annexure I- Restated Consolidated Summary Statement of Asset and Liabilities **(Rupees in million)**

Particulars	Ann. No.	As on 31st Dec. 2016	As on 31st March 2016	As on 31st March 2015	As on 31st March 2014	As on 31st March 2013	As on 31st March 2012
I.EQUITY AND LIABILITIES							
(1) Shareholder's Funds							
(a) Share Capital	VI	109.85	31.03	31.03	31.03	31.03	31.03
(b) Stock Option Outstanding	VI (e)	0.00	19.84	19.16	19.16	19.16	12.77
(c) Reserves & Surplus	VII	1,800.08	1,178.94	799.08	686.72	565.28	519.08
		1,909.93	1,229.82	849.27	736.91	615.47	562.88
Minority Interest				29.85	20.87	11.16	6.44
		0.00	0.00	29.85	20.87	11.16	6.44
(2) Non Current Liabilities							
(a) Long Term Borrowings	VIII	116.43	521.38	407.50	398.00	455.25	509.59
(b) Deferred Tax Liabilities (Net)	IX	90.81	71.57	61.85	59.54	32.41	17.42
(c) Other Long term Liabilities		0.00	0.00	0.00	0.00	0.00	0.00
(d) Long Term Provisions	X	44.31	24.14	17.01	14.31	14.08	14.61
		251.55	617.09	486.36	471.85	501.74	541.62
(3) Current Liabilities							
(a) Short Term Borrowings	XI A	423.83	249.14	391.22	470.56	423.52	620.36
(b) Trade Payables	XI B						
Total outstanding dues of micro enterprises and small Enterprises		168.48	89.09	71.85	96.79	56.89	24.46
Total outstanding dues of creditors Other than micro enterprises and small Enterprises		3,225.50	1,766.40	1,286.91	894.92	1,026.37	835.42
(c) Other Current Liabilities	XI C	614.08	124.65	85.04	176.11	125.09	133.41
(d) Short Term Provisions	XI D	145.68	97.74	43.77	45.31	6.05	11.89
		4,577.58	2,327.02	1,878.80	1,683.68	1,637.91	1,625.55
TOTAL		**6,739.07**	**4,173.93**	**3,244.29**	**2,913.31**	**2,766.28**	**2,736.49**
II.ASSETS							
(1) Non current Assets							
(a) Property, Plant & Equipment							
(i) Tangible assets	XII	1,286.22	1,123.51	968.90	840.07	792.27	785.04
(ii) Intangible Assets							
a) Others	XII	1.48	1.20	1.15	2.10	2.65	1.14
b) Goodwill on Consolidation		0.00	111.19	0.00	0.00	3.57	3.57
(iii) Capital work-in-progress	XII	0.00	0.09	0.00	0.00	52.17	38.19
		1,287.70	1,235.97	970.05	842.17	850.66	827.94
(b) Non Current Investments	XIII	0.00	1.00	60.34	63.20	65.49	43.81
(c) Long Term Loans and Advances	XIV A	263.08	200.50	148.63	149.11	131.04	237.49
(d) Trade Receivables	XV B	17.88	22.72	18.45	16.80	7.83	9.50
(e) Other Non Current Assets	XIV B	0.00	0.01	0.00	0.06	5.63	7.22
		1,568.66	1,460.21	1,197.47	1,071.34	1,060.66	1,125.96
(2) Current Assets							
(a) Inventories	XV A	2,761.79	1,362.82	1,130.33	933.28	885.91	737.15
(b) Trade Receivables	XVI B	1,610.36	876.99	543.88	463.85	418.89	566.06
(c) Cash and Bank Balances	XV C	200.76	74.61	68.92	46.25	57.88	56.78
(d) Short-Term Loans and Advances	XVI A	591.93	393.53	293.69	379.76	328.86	240.58
(e) Other Current Assets	XVI C	5.57	5.76	9.99	18.83	14.09	9.96
		5,170.41	2,713.72	2,046.81	1,841.97	1,705.62	1,610.54
TOTAL		**6,739.07**	**4,173.93**	**3,244.29**	**2,913.31**	**2,766.28**	**2,736.49**

Note:-
The above statement should be read with the notes on adjustments for Restated Consolidated Summary Financial Information appearing in Annexure IV, and Restated Consolidated Summary Statement of Cash Flow as appearing in Annexure III and significant accounting policies and other explanatory informations as appearing in Annexure V.

As per our report of even date attached

For SINGHI & CO.
Chartered Accountants
Firm Reg. No. 302049E

B.L.CHORARIA
PARTNER
(Membership No.022973)

PLACE : NOIDA
DATE : 3rd May 2017

CHAIRMAN — **SUNIL VACHANI** **(DIN-00025431)**

MANAGING DIRECTOR — **ATUL B. LALL** **(DIN-00781436)**

CHIEF FINANCIAL OFFICER — **GOPAL JAGWAN**

COMPANY SECRETARY — **ASHISH KUMAR** **(M.No. F8355)**

DIXON TECHNOLOGIES (INDIA) LIMITED
(Formerly Dixon Technologies (India) Private Limited)

Annexure II- Restated Consolidated Summary Statement of Profit and Loss (Rupees in million)

Particulars	Ann. No.	For the period ended 31st Dec 2016	For the Year ended 31st Mar 2016	For the Year ended 31st Mar 2015	For the Year ended 31st Mar 2014	For the Year ended 31st Mar 2013	For the Year ended 31st Mar 2012
(I) Revenue From Operations (Net)	XVII	18,444.50	13,894.17	12,013.39	10,937.19	7,669.24	5,724.00
(II) Other Income	XVIII	11.31	17.57	17.86	33.74	11.18	13.69
(III) Total Revenue (I+II)		**18,455.80**	**13,911.73**	**12,031.25**	**10,970.93**	**7,680.43**	**5,737.70**
(IV) Expenses:							
Cost of Material Consumed	XIX A	17,004.98	12,284.41	10,952.85	9,954.50	6,606.83	4,801.58
Change in Inventories of Finished Goods, Work In Progress , Stock in trade	XIX B	(584.53)	(161.34)	(108.84)	6.98	(10.22)	(43.41)
Employee's Benefit Expenses	XIX C	480.18	549.57	368.59	322.66	353.08	361.85
Finance Cost	XIX D	104.39	131.07	98.45	112.27	114.73	105.84
Depreciation and Amortisation Expenses	XII	74.37	84.38	68.97	53.37	47.03	48.84
Other Expenses	XIX E	829.57	633.81	478.72	393.16	518.35	552.40
Total Expenses		**17,908.95**	**13,521.89**	**11,858.74**	**10,842.96**	**7,629.81**	**5,827.09**
(V) Profit (Loss) Before Tax ,Exceptional item, Minority Interest and Associates (III-IV)		546.85	389.85	172.51	127.97	50.62	(89.40)
(VI) Exceptional Items		0.00	117.02	0.00	54.28	0.00	0.00
(VII) Profit / (Loss) Before Tax , Minority Interest and Associates (V+VI)		**546.85**	**506.87**	**172.51**	**182.26**	**50.62**	**(89.40)**
(VIII) Tax Expenses							
- Current tax		(128.09)	(86.47)	(42.09)	(36.54)	(11.81)	(0.74)
- For Earlier Year tax		0.00	0.00	0.00	0.00	0.00	0.00
- Deferred tax Assets/(Liabilities)		(19.24)	(9.72)	(3.50)	(27.13)	(14.99)	14.88
- Tax Credit Entitlement U/s 115JAA		2.12	15.86	0.00	29.31	11.51	0.00
- Tax Credit Entitlement U/s 115JAA For Earlier Year		0.00	0.00	0.00	0.00	0.00	0.00
- Tax Credit Written Back U/s 115JAA		0.00	0.00	3.44	0.00	0.00	0.00
(IX) Profit / (Loss) Before Minority Interest and Share in Associates (VII-VIII)		**401.65**	**426.53**	**130.35**	**147.90**	**35.33**	**(75.26)**
-Share of (Profit)/loss in Associates		0.00	0.00	2.79	2.29	(19.19)	0.55
(X) Profit / (Loss) Before Minority Interest		**401.65**	**426.53**	**127.56**	**145.61**	**54.52**	**(75.81)**
Share of Profit /(loss) transferred to minority interest		0.00	0.00	9.00	9.71	4.72	(5.67)
(XI) Profit For the Period/Year After Tax		**401.65**	**426.53**	**118.56**	**135.90**	**49.80**	**(70.14)**

Note:-
The above statement should be read with the notes on adjustments for Restated Consolidated Summary Financial Information appearing in Annexure IV, and Restated Consolidated Summary Statement of Cash Flow as appearing in Annexure III and significant accounting policies and other explanatory informations as appearing in Annexure V.

As per our report of even date attached

For SINGHI & CO.
Chartered Accountants
Firm Reg. No. 302049E

B.L.CHORARIA
PARTNER
(Membership No.022973)

PLACE : NOIDA
DATE : 3rd May 2017

CHAIRMAN — **SUNIL VACHANI** **(DIN-00025431)**

MANAGING DIRECTOR — **ATUL B. LALL** **(DIN-00781436)**

CHIEF FINANCIAL OFFICER — **GOPAL JAGWAN**

COMPANY SECRETARY — **ASHISH KUMAR** **(M.No. F8355)**

DIXON TECHNOLOGIES (INDIA) LIMITED.
(Formerly Dixon Technologies (India) Private Limited)
Annexure III Restated Consolidated Summary Statement of Cash Flow. (Rupees in million)

Particulars	As on 31 Dec 2016	As on 31 March 2016	As on 31 March 2015	As on 31 March 2014	As on 31 March 2013	As on 31 March 2012
Cash Inflow / (Outflow) from Operating Activities						
Restated Profit / (Loss) before tax & provisions	**546.85**	**506.87**	**172.51**	**182.26**	**50.62**	**(89.40)**
Adjusted for:						
- Depreciation	74.37	84.38	68.97	53.37	47.03	48.84
- Sundry Credit Bal. written back	(0.09)	(0.66)	(1.67)	(11.66)	(2.98)	(0.88)
- Excess Liability Written back	(0.02)	(0.40)	0.00	(1.60)	(0.37)	(0.22)
- Rent Received	(2.02)	(2.46)	0.00	0.00	0.00	0.00
- Loss/(Profit) on sale of property, plant & equipments (Including Exceptional Items)	10.03	23.29	2.56	(50.16)	8.26	1.57
- (Profit) on sale of Share in Associate (Exceptional items)		(117.02)				
- (Profit) on sale of Share	0.00	0.00	(4.57)			
- Interest Income	(6.87)	(8.90)	(8.71)	(8.04)	(4.07)	(6.58)
-Dividend Income			(0.08)			
-Provision for doubtful debts / loans & Advances (Net)	10.24	(0.63)	1.27	0.59	1.90	4.77
- Provision for Impairment (net)	0.00	0.60	9.54	(9.50)	4.68	0.00
- Mis. Assets Written off	0.00	0.00	0.46	6.88	0.00	2.17
- Pre Operative & Preliminary Expenses Written off		0.06	0.06	0.06	0.06	3.46
- Bad Debts		0.07	1.75	0.62	1.95	0.92
- Expense on Employee Stock Option Scheme (ESOP)	0.00	0.69			6.39	6.39
- Finance Cost	104.39	131.07	98.45	112.27	114.73	105.84
Total	**190.02**	**110.07**	**168.03**	**92.84**	**177.59**	**166.27**
Operating Profit / (Loss) before working capital changes	**736.88**	**616.95**	**340.53**	**275.10**	**228.21**	**76.88**
Adjusted for:						
(Increase) / Decrease in Trade and Other Receivables	(738.76)	(336.81)	(84.71)	(55.14)	144.99	(96.63)
(Increase) / Decrease in Inventories	(1,398.96)	(232.49)	(197.06)	(47.37)	(148.76)	(159.99)
(Increase) / Decrease in Loans & Advances and Other Assets	(235.65)	(87.35)	103.27	(64.80)	29.05	(41.79)
Increase / (Decrease) in Trade Payables	2,010.02	536.41	321.07	(29.03)	219.26	299.41
Increase / (Decrease) in Provisions	30.92	12.42	2.89	(0.05)	(10.04)	(12.94)
	(332.43)	**(107.82)**	**145.47**	**(196.38)**	**234.49**	**(11.94)**
Net Cash Inflow from Operating Activities before tax	**404.45**	**509.13**	**486.00**	**78.72**	**462.70**	**64.93**
Tax (Paid) / Refund Received	**(109.48)**	**(86.58)**	**(41.00)**	**25.24**	**(13.71)**	**(25.81)**
Net Cash Inflow from Operating Activities	**294.97**	**422.54**	**445.00**	**103.96**	**448.99**	**39.12**
Cash Inflow / (Outflow) from Investing Activities						
Purchase of fixed assets (including CWIP)	(251.25)	(270.26)	(220.74)	(84.58)	(87.48)	(82.86)
Sale of / (Investment) in Shares (Net)	1.00	176.36	4.65	(0.00)	(2.49)	(3.35)
Purchases of shares of Subsidiary		(141.03)	(0.01)	0.00	0.00	8.50
Investment / (Refund) in margin money/security deposit	(67.80)	0.19	(23.05)	0.06	(5.19)	28.56
Dividend Income			0.08			
Sale of property plant & equipment	3.95	7.25	7.66	88.91	4.78	0.75
Rent Received	2.02	2.46	0.00	0.00	0.00	0.00
Recovery of Tool Amortization		0.00	0.00	0.00	0.00	0.00
Interest and other income	6.87	8.90	8.71	8.04	4.07	6.58
Net Cash Inflow /(Outflow) from Investing Activities	**(305.22)**	**(216.11)**	**(222.69)**	**12.43**	**(86.30)**	**(41.82)**
Cash Inflow / (Outflow) from Financing Activities						
Proceed from share capital & Premium	435.93					
Conversion of Debenture in Equity	(374.97)					
Increase / (Decrease) in Long term borrowings	(13.34)	115.28	(33.74)	(54.61)	(54.05)	(34.81)
Incerease / (Decrease) in Short term borrowings	174.69	(142.08)	(79.33)	47.04	(196.84)	150.58
Dividend and dividend distribution tax paid during the year	(50.70)	(42.26)	(10.98)	(7.24)	(0.38)	(3.62)
Interest and other finance charges	(103.02)	(131.48)	(98.63)	(112.77)	(115.90)	(105.31)
Net Cash Inflow / (Outflow) from Financing Activities	**68.60**	**(200.55)**	**(222.69)**	**(127.58)**	**(367.16)**	**6.85**
Net Increase / (Decrease) in Cash and Cash Equivalents	**58.35**	**5.88**	**(0.38)**	**(11.19)**	**(4.47)**	**4.15**
Opening balance of cash and cash equivalents	**16.76**	**10.88**	**11.26**	**22.45**	**26.92**	**22.76**
Closing balance of cash and cash equivalents	**75.12**	**16.76**	**10.88**	**11.26**	**22.45**	**26.92**

Note:- 1. The above statement should be read with the notes on adjustments for Restated Consolidated Summary Financial Information appearing in Annexure IV, and significant accounting policies as appearing in Annexure V.

2. The above Cash Flow Statement has been prepared under indirect method as per accounting standard (AS-3) on "cash flow statement" prescribed in Companies (Accounting Standard) Rules. 2006, which continues to apply under section 133 of the Companies Act, 2013 (The 'Act') read with Companies (Accounting Standards)

3. Previous year figures have been regrouped /rearranged wherever considered necessary, to make them comparable.

As per our report of even date attached

For SINGHI & CO.
Chartered Accountants
Firm Reg. No. 302049E

B.L.CHORARIA
PARTNER
(Membership No.022973)

PLACE : NOIDA
DATE : 3rd May 2017

CHAIRMAN — **SUNIL VACHANI** **(DIN-00025431)**

MANAGING DIRECTOR — **ATUL B. LALL** **(DIN-00781436)**

CHIEF FINANCIAL OFFICER — **GOPAL JAGWAN**

COMPANY SECRETARY — **ASHISH KUMAR** **(M.No. F8355)**

DIXON TECHNOLOGIES (INDIA) LIMITED
(Formerly Dixon Technologies (India) Private Limited)
Annexure IV Notes on adjustments for Restated Consolidated Summary Financial Information

(Rupees in Million)

Particulars	For the period	For the year				
	31st Dec 2016	31st March 2016	31st March 2015	31st March 2014	31st March 2013	31st March 2012
Net profit as per audited financial statements	**435.88**	**273.81**	**110.23**	**125.12**	**60.25**	**(47.34)**
A. Material adjustments:						
Payment of Royalty Adjusted with Opening R&S. (Refer Note a)	0.00	144.89	0.00	0.00	0.00	0.00
Rates & taxes, Sales tax, services tax paid, and refund received (Refer Note b)	0.01	1.90	(3.33)	1.12	(0.66)	0.71
Provision for doubtful debts. (Refer note c)	(5.04)	2.70	1.38	(3.35)	(0.06)	(6.04)
Prior Period Expenses. (Refer note d)	0.14	0.05	0.08	(0.09)	0.26	0.87
Adjustment of Inventories (Refer note e)	0.00	0.00	0.00	2.13	(0.34)	(0.37)
Bad debts (Refer note f)	0.22	1.31	(0.25)	2.48	(1.89)	4.62
Purchases of Raw Material (Refer note g)	0.00	0.00	0.00	0.00	(9.09)	0.00
Pre-Operative Expenses written Off (Refer note h)	0.00	0.00	0.00	2.08	0.69	(2.77)
Adjustment of other Income includes amount written back (Refer Note i)	(1.51)	(9.20)	(0.89)	4.84	(9.21)	(7.78)
Adjustment of other Expenses includes amount written off (Refer Note j)	2.28	13.07	0.86	1.05	12.20	2.29
Adjustment of Employee stock Compensation Expenses (Refer Note k)	19.84	(0.69)	0.00	0.00	(6.39)	(6.39)
Total A	**15.95**	**154.03**	**(2.16)**	**10.26**	**(14.47)**	**(14.86)**
B. Adjustment for Short /Excess Provision of Deferred Tax, Income Tax & Tax credit entitlement u/s 115JAA.						
Deferred tax (charge)/ credit on material adjustments (refer note B i)	(0.06)	(2.23)	11.30	(7.71)	2.11	(3.42)
Adjustments for short / excess provision for income taxes (refer note B ii)	3.00	(3.11)	1.49	(1.66)	0.51	(0.07)
Adjustment for Tax Credit Entitlement U/s 115JAA (refer note B iii)	(53.12)	4.04	(2.30)	12.31	0.51	(5.06)
Total B	**(50.17)**	**(1.30)**	**10.49**	**2.94**	**3.12**	**(8.54)**
C. Adjustment for share in profit /(Loss) in Associates	0.00	0.00	0.00	(2.42)	0.90	0.59
Total adjustments (A+B+C)	**(34.23)**	**152.72**	**8.34**	**10.78**	**(10.45)**	**(22.80)**
Profit as per Restated Consolidated Summary Financial	**401.65**	**426.53**	**118.56**	**135.90**	**49.80**	**(70.14)**

The above table does not contain impact of regrouping/reclassification done in accordance with the requirement of Schedule III to the Companies Act, 2013. The above table should be read with notes on adjustments for Restated Consolidated Summary Statement of Assets and Liabilities, Restated Consolidated Summary Statement of Profit and Loss and Restated Consolidated Summary Statement of Cash Flow

A. Material Adjustment

All expenses and income debited/credited in the accounting years 2011-12 to 2015-16 and 9 months period ended on 31st December 2016 pertaining to prior to 1st April, 2011 have been adjusted in the opening balance of Reserves & Surplus of 1st April, 2011 in the Restated Consolidated Summary Financial Information.

a) The company has paid during the accounting year ended 31st March, 2016 to one of its customer in settlement of royalty demanded during the accounting year ended 31st March, 2014 which were related to the accounting years prior to 31st March, 2010 by disclosing under exceptional items in the Statement of Profit & Loss.

b) VAT in Uttarakhand was introduced in the accounting year 2007-08, the company claimed VAT credit on opening inventory prior to introduction of VAT and VAT credit on purchase of materials for other years were claimed by the company at the time of assessment which was refunded in the accounting year 2014-15. This also includes security deposits given by the customers to the sales tax authorities but refunded to the company. In the accounting year ended 31st March, 2015 refund from the sale tax department was shown under Other Income. The company on restatement has shown the income in the respective accounting years to which it relates. Sales tax & service tax expense claimed by the respective department on respective assessments were paid in the year in which demands were raised by the respective departments and have been restated in the respective accounting years.

c) Provision for doubtful debts & advances written back have been restated in the respective accounting years in which the said provisions were made on the realisation from the debtors against which provisions were made.

d) Prior period expenditures, have been restated in the respective accounting years in which the said expenses were incurred and income were received.

e) In the year-ended on 31st March 2014 the Company had changed its method of valuation of inventories from Weighted average to First-in-First out Method, due to this value of closing inventories is reduced by a sum of Rs. 2.29 million which is not material according to the size of the inventories of the company. The Company has restated inventory following First-in-First-out Method for the accounting year ended 31st March, 2012 to 31st March, 2014.

f) The company has restated bad debts in the respective years in which the sales were made.

g) Prior to 1st April 2011 the company had availed cenvat credit on material purchased from one of the Vendor During the financial year 2010-11, Commissioner "Customs & Central Excise" has raised demand stating that cenvat credit can not be allowed to the company. The company reversed the cenvat credit in the year ended 31st March, 2011 and charged to the purchase expenses. The company filed an appeal against the order of "Customs & Central Excise" and appeal is still pending. However, the Vendor gave a comfort letter to the company that if the appeal does not come in the favor of the company, the cenvat credit will be reimbursed by them to the company. On the basis of comfort letter from the vendor, the company again credited this amount to purchase account by debiting it to the vendor.

h) During the financial year 2011-12 Company was under process of Joint Venture (JV) with other company and incurred expenses Rs. 3.46 million for establishment of the JV. The company treated the expenses as deferred revenue expenditure to be written off equally in five accounting years. In the year 2013-14, It was decided to call off the JV and accordingly remaining expenses Rs. 2.08 million was charged to the Statement of Profit & Loss in the accounting year ended 31st March, 2014.

i) Rs. 7.29 million written back in the year 2016 which were credited in the year 2014 and 2015, Rs. 4.92 million written back in the year 2012 which were credited in the year prior to 2012 and in one of the subsidiary Rs. 1.36 written back in the year 2016 which were credited in the year prior to 2012 towards inventory created for supplying the goods but business stopped, neither inventory taken by them nor payment made by the company, which is not payable, hence amount written back and has been restated in the year in which amounts were credited. Warranty against sales of goods Rs. 1.55 million provided in the year prior to 2012 which were not required therefore written back in the year 2013. Rs. 1.12 million towards purchase of material in the year 2014 which was not required and written back in the year 2015. Rs. 1.06 million is of VAT input credit for the accounting year 2012 which was claimed at the time of the assessment and claim was adjusted/received in the year 2016. Interest on Income Tax Refund Rs. 1.50 million received in the year 2016 relating to year 2012. Other write backs, income etc. were below Rs. 1.00 million which were adjusted in the accounting year in which the management assessed as not payable.

j) Rs. 10.97 million paid to vendor in the year prior to 2012 towards royalty which was settled in the year 2016 and was written off as advance. Rs. 5.48 million paid to other company towards Joint Venture (JV), as JV did not took up the same became not recoverable and therefore written off in the year 2013. Short receipt of Insurance claim Rs 2.49 million lodged in the year prior to 2012 and written off in the year 2013. Rs. 1.85 million is of Cenvat on consignment stock disallowed by the department therefore written off in the year 2015. Rs. 1.02 million paid to vendor in one of the subsidiary company towards raw material purchase which was not recoverable therefore written off in the year 2016. Other being less than Rs. 1.00 million which were written off in the year in which it became not recoverable.

k) During the period ended on 31st December 2016 the company has allotted shares to its employees under the ESOP Scheme 2010 and booked an expenses of Rs. 19.84 million. Date of Grant of Option were 2nd Nov 2010 & 1st July 2015, but the company has not created any provision in their books of accounts in the respective years, same has been restated in the respective year.

B. Adjustment for Short /Excess Provision of Deferred Tax, Income Tax & Tax credit entitlement u/s 115JAA.

i) Deferred tax has been computed on adjustments made as stated above and as per the actual timing differences arises on the basis of Income tax returns filed by the company and the same has been restated in respective year

ii) The income tax provisions and actual income tax paid being not material restated in respective year.

iii) Excess/short Tax credit entitlement u/s 115JAA pertaining to earlier years, based on intimations/ orders / returns filed, has been restated in respective year.

C. Adjustment for share in profit /(Loss) in Associates

Share of profit/loss of the company in the associate have been restated according to restated financial statement of the associate.

D. Material regrouping

Appropriate adjustments have been made in the Restated Consolidated Summary Financial Information, wherever required, by a reclassification of the corresponding items of income, expenses, assets, liabilities and cash flow in order to bring them in line with the groupings as per the audited financial Statements of the Group as at and for the nine month ended December 31, 2016 and years ended 31 March 2016, 31 March 2015, 31 March 2014, 31 March 2013 and 31 March 2012 prepared in accordance with Schedule III of the Companies Act, 2013 (‘the Act’) and the requirements of the Securities and Exchange Board of India (Issue of Capital & Disclosure Requirements) Regulations, 2009 (as amended).

E. Restatement adjustments made in the Restated Consolidated Summary Statement of Reserves and Surplus to the balance as at 1 April 2011 to the Surplus in the Restated Consolidated Summary Statement of Profit and Loss is as detailed below:

(Rupees in Million)

Particulars	Amount
Net Surplus in the Statement of Consolidated Profit and Loss as at 1 April 2011 as per audited financial statements	**609.43**
A) Material Adjustment	
Payment of Royalty to Philips Adjusted with Opening R&S. (Refer Note a)	(144.89)
Rates & taxes, Sales tax, services tax paid, and refund received (Refer Note b)	0.25
Provision for doubtful debts. (Refer note c)	10.41
Prior Period Expenses. (Refer note d)	(1.30)
Adjustment of Inventories (Refer note e)	(1.42)
Bad debts (Refer note f)	(6.49)
Purchases of Raw Material (Refer note g)	9.09
Adjustment of other Income includes amount written back (Refer Note i)	23.75
Adjustment of other Expenses includes amount written off (Refer Note j)	(31.76)
Adjustment of Employee stock Compensation Expenses (Refer Note k)	(6.39)
Total (A)	**(148.75)**
B) Adjustment for Short /Excess Provision of Deferred Tax, Income Tax & Tax credit entitlement u/s 115JAA.	
Adjustments for short / excess provision for income taxes (refer note ii)	(0.16)
Adjustment for Tax Credit Entitlement U/s 115JAA (refer note iii)	43.62
Total (B)	**43.46**
C) Adjustment for share in profit /(Loss) in Associates	0.93
Total Adjustment (A+B+C)	**(104.36)**
Net Surplus in the Restated Consolidated Summary Statement of Profit and Loss as at 1 April 2011 (A+B+C)	**505.07**

Note F - Non - adjusting items

1) **Qualification/ modifications in the Auditors' report which do not require any corrective adjustments in the Restated Consolidated Summary Financial Information**

Dixon Appliance Private Limited

In the auditors' report for the year ended 31st March 2015, the auditor has qualified their opinion as the management has not made provisions for demand raised for VAT, CST and SAD (Special Additional Duty) of Rs. 34.99 million as per order of the Deputy Commissioner of Commercial Tax Department Uttarakhand and Joint Commissioner of Central Excise Commissionerate Noida. subsequently the CST & VAT cases has been re-opened and settled during the year 2015-2016 with the demand of Rs. 0.10 million which was paid and accounted for in books of accounts and for SAD amounting to Rs. 1.76 million, case is pending before CESTAT allahabad hence, no adjustment is required in the Restated Consolidated Summary Financial Information.

2) **Emphasis of Matters/Other Matter in the Auditors' report which do not require any corrective adjustments in the Restated Consolidated Summary Financial Information**

Emphasis of Matters in the Auditors' report for the period ended on 31st December 2016 and for the year ended 31st March 2016 to 31st March 2012 which do not require any corrective adjustments in the Restated Consolidated Summary Financial Information, the auditors had mentioned regarding to-

31st March 2016

1. Non-confirmation / Reconciliation of ledger accounts of sundry Debtors, creditor, & loan & Advances as the company has made appropriate provision for doubtful debts & advances and The management is of the opinion that adjustments, if any arising out of such confirmation would not be material effecting financial statements of the year Hence, no adjustment has been made in the restated Consolidated summary financial information.

2. Amalgamation of its Subsidiary companies M/s Dixon Appliances Private Limited & Dixon Bhurji Moulding Private Limited, with the company with effect from 1st April, 2016 and filed a Scheme of Amalgamation with Hon'ble Allahabad High Court vide Petition No. 31 of 2016 connected with Company Application no. 15 of 2016. In the matter the concerned Regional Director, Official Liquidator and Registrar of Companies had also submitted their report to the Court. The matter was in final stages but since the government notified "Companies (Transfer of Pending Proceedings) Rules, 2016" w.e.f. 15-12-2016 therefore the High Court in the hearing dated 12-12-2016 transferred the proceedings to the National Company Law Tribunal (NCLT). National Company Law Tribunal (NCLT) has sanctioned the Scheme vide its order dated 13th April 2017. The Scheme became effective on April 20th, 2017 with appointed date of April 1st, 2016. The Scheme has been accounted for under the 'pooling of interest method' as prescribed under AS 14 as per the terms of the NCLT Order. Since the subsidiaries amalgamated were wholly owned subsidiaries of the Company, there was no exchange of shares to effect the amalgamation. The difference between the amounts recorded as investments of the Company and the amount of share capital of the aforesaid amalgamating subsidiaries have been adjusted in the reserves in the restated standalone summary financial information.

3. Demand of DRI relating to differential of custom duty amounting to Rs. 40.20 million and interest amounting to Rs. 24.39 million on Import made by Group Companies (i.e Dixon technologies (india) limited & Dixon global private limited) on behalf of the one of the customer and demand of DRI has been paid by customer, hence, no adjustment has been made in the restated Consolidated summary financial information.

Other Matters in the Auditors' report for the year ended 31st March 2016 to 31st March 2012 which do not require any corrective adjustments in the Restated Consolidated Summary Financial Information, the auditors had mentioned regarding to: -

1. The Principal Auditor of the company did not audit the financials of one of its Subsidiary company and our opinion is based solely on the report of such other auditor (Year ended on 31st March 2013 & 31st March 2012).

2. The Principal Auditor of the company did not audit the financials of two Subsidiary companies and our opinion is based solely on the report of such other auditor (Year ended on 31st March 2014 & 31st March 2015).

3. The Principal Auditor of the company did not audit the financials of one Subsidiary company and one jointly controlled entity and our opinion is based solely on the report of such other auditor (Year ended on 31st March 2016)

As per our report of even date attached	**CHAIRMAN**	**SUNIL VACHANI** **(DIN-00025431)**
For SINGHI & CO. Chartered Accountants Firm Reg. No. 302049E	**MANAGING DIRECTOR**	**ATUL B. LALL** **(DIN-00781436)**
B.L.CHORARIA **PARTNER** **(Membership No.022973)**	**CHIEF FINANCIAL OFFICER**	**GOPAL JAGWAN**
PLACE : NOIDA **DATE : 3rd May 2017**	**COMPANY SECRETARY**	**ASHISH KUMAR** **(M.No. F8355)**

<u>Annexure V</u> Significant Accounting Policies and Explanatory Information to restated consolidated financial statement.

A. Significant Accounting Policies.

1) Basis of preparation of Accounts

The 'Restated Consolidated Summary Statement of the Assets and Liabilities' in Annexure I of the Group as on 31 December 2016, 31 March 2016, 31 March 2015, 31 March 2014, 31 March 2013 and 31 March 2012 , the 'Restated Consolidated Summary Statement of Profits and Loss' in Annexure II and the 'Restated Consolidated Summary Statement of Cash Flows' in Annexure III for years ended 31 December 2016, 31 March 2016, 31 March 2015, 31 March 2014, 31 March 2013 and 31 March 2012 along with Annexure IV to XXVIII (collectively referred to as 'Restated Consolidated Summary Financial Information') have been prepared specifically for the purpose of inclusion in the offer document to be filed by the Holding Company with the Securities and Exchange Board of India ('SEBI') in connection with the proposed Initial Public Offering (here in after referred to as 'IPO').

The Restated Consolidated Summary Financial Information has been prepared by applying necessary adjustments to the Consolidated Summary Financial Information ('financial Statements') of the Group The financial statements of the Company have been prepared in accordance with Generally Accepted Accounting Principles in India (Indian GAAP). The Company has prepared these financial statements to comply in all material respects with the Accounting Standards as prescribed under section 133 of the Companies Act, 2013 ("The Act") read with Companies (Accounting Standards) Amendment Rules, 2016 (here in after referred as "The Rules") and the relevant provisions of The Act, to the extent notified. The financial statements have been prepared under the historical cost convention on an accrual basis. The accounting policies have been consistently applied by the Group for all the years presented and are consistent.

The Restated Consolidated Summary Financial Information of the Group have been prepared to comply in all material respects with the requirements of Schedule III to the Companies Act, 2013 and Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 issued by SEBI, as amended from time to time, ('the Regulations').

With effect from 1 April 2014, Schedule III notified under the Act, has become applicable to the Group for the preparation and presentation of its Restated Consolidated Summary Financial Information. Accordingly, previous years' figures have been regrouped/reclassified wherever applicable.

Appropriate re-classifications/ adjustments have been made in the Restated Consolidated Summary Financial Information wherever required, by re-classification of the corresponding items of income, expenses, assets and liabilities, in order to bring them in line with the presentation and recognition as per the audited financial Statements of the Group and the requirements of the SEBI Regulations.

The Restated Consolidated Summary Financial Information are presented in India rupees, rounded off to nearest million, with two decimals, except percentages, earnings per share data, number of shares and where mentioned otherwise.

2) Principles of consolidation

The Restated consolidated financial statements relate to Dixon Technologies (India) Limited (Holding Company), all its subsidiaries and its interest in jointly controlled entity and Associates (together referred to as "The Group"). The Consolidated financial statements have been prepared on following basis:

a) The financial statements of the Holding Company and its Subsidiaries have been combined on a line by line basis by adding together the book values of the like items of assets, liabilities, income and expenses, after eliminating intra-group balances and intra-group transactions and any unrealized profits / losses included therein, if any.

b) Investments in Associate are accounted for using the equity method as per Accounting Standard-23 on Accounting for Investments in Associates in Consolidated Financial Statements. All unrealized surplus and deficit on transactions between the group companies are eliminated

c) Interest in jointly controlled entities, where the Company is a direct venturer, are accounted for using Proportionate consolidation in accordance with Accounting Standard-27. The difference between costs of the Company's interest in jointly controlled entities over its share of net assets in the jointly controlled entities, on the date on which interest is acquired, is recognized in the Consolidated Financial Statements as Goodwill or Capital Reserve, as the case may be.

d) The consolidated Financial Statements are prepared by adopting uniform policies for like transactions and other events in similar circumstances and are presented to the extent required and possible, in the same manner as the Holding Company's separate financial statements.

e) Minority's interest in net profit of Subsidiaries for the year is identified and adjusted against the income of the group in order to arrive at the net income attributable to Shareholders of the Holding Company.

f) Minority's interest in net assets of Subsidiaries is identified and presented in the Consolidated Balance Sheet separate from liabilities and the equity of the Holding's Shareholders.

g) The excess/shortfall of cost to the Company of its investments in the subsidiary companies, over the net assets at the time of acquisition in the subsidiaries as on the date of investment is recognized in the financial statements as goodwill/capital reserve as the case may be.

h) The financial statements of the group entities used for the purpose of consolidation mare drawn up to the same reporting date as that of the Holding Company.

The Companies considered in the Restated Consolidated Summary Financial Information are:-

Name of Companies	Country of Incorporation	Shareholding	Relationship
Dixon Appliances Private Limited (Refer Note B 2 (a) of Annexure V)	India	100%	Subsidiary (31st March 2016)
Dixon Bhurji Moulding Private Limited (Refer Note B 2 (a) of Annexure V)	India	100%	Subsidiary (31st March 2016)
Dixon Global Private Limited	India	100%	Subsidiary
Padget Electronics Private Limited	India	50%	100% Subsidiary till 9th Nov 2015 / Joint Venture w.e.f. 10th Nov 2015.
My Box Technologies Private Limited.	India	49.36%	Associate (Till 3rd July 2015.)

3) Use of Estimates

The preparation of Restated Consolidated Summary Financial Information in conformity with Generally Accepted Accounting Principles (‘GAAP’) requires management to make estimates and assumptions that affect the reported balances of assets and liabilities and disclosure of contingent liabilities on the date of the Restated Consolidated Summary Financial Statement and the reported amount of revenue and expenses during the year. Actual results could differ from those estimates. Any revision to accounting estimates is recognised prospectively in current and future periods.

4) Property, Plant and Equipment

a) Property, Plant and Equipment are carried at cost of acquisition less accumulated depreciation and impairment loss, if any. Cost is inclusive of freight, applicable duties less input credit, taxes and other directly attributable costs to bring the assets to their working condition or for intended use as prescribed Cost Model in Accounting Standard (AS) 10.

b) Cost of Spares parts above Rs 100,000 having useful life more than one year is added to the assets .Others are charged to the statement of Profit and Loss under appropriate accounting head.

c) Let out Property to Joint venture & Subsidiaries is merely for the purpose of business of the company and therefore treated as Property, Plant and Equipment

5) Depreciation & Amortization

a) <u>Tangible Assets</u>

Depreciation on tangible asset is provided over useful life of an asset on straight line method prescribed in Schedule II to the Companies Act, 2013. Assets costing Rs. 5,000/- or below are fully depreciated in the year of purchase.

b) <u>Intangible Assets</u>

Computer software are amortized over period of three years from date of purchase as per Accounting standard 26.

c) <u>Lease hold Land</u>

Premium paid on lease hold land is for 99 years and not amortized over the period of lease.

d) Upfront fee on ECB loans is being amortized over the period of loan.

e) (1) In case the cost of part of a tangible asset is significant to the total cost of the assets and useful life of that part is different from the remaining useful life of the asset, depreciation has been provided on straight line method based on internal assessment and independent technical evaluation carried out by the external valuers which the management believes that the useful lives of the component best represent the period over which the management expects to use those components.

(2) Cost of Spares parts above Rs 100,000 having useful life more than one year is depreciated with the remaining useful life of the asset.

f) Depreciation on let out property to Joint Venture and Subsidiaries are provided over useful life of an asset on straight line method prescribed in Schedule II to the Companies Act, 2013

6) Foreign exchange transaction

a) Transactions in foreign currencies are recorded at the rates prevailing on the date of the transactions. At the year-end monetary items denominated in foreign currencies are re-instated at the rates prevailing on the balance sheet date or the forward cover rates as applicable, and exchange gains / losses are dealt with in the Restated Consolidated Summary Profit & Loss account.

b) In case of monetary items which are covered by forward exchange contract, the difference between the booking rates and the rate on the date of contract is also recognized and dealt with in the Restated Consolidated Summary of Profit & Loss.

c) The company has exercise option under notification no. GSR 914 (E) dated 29th December'2011 issued by Ministry of Corporate Affairs and accordingly net exchange difference on long term foreign currency borrowing has been added / reduced to the depreciable fixed assets acquired & Work in Progress.

7) Investment

Investments that are readily realizable and are intended to be held for not more than one year from the date on which such investments are made, are classified as current investments. All other investments are classified as long term investments. Current investments are carried at cost or fair value, whichever is lower. Long-term investments are carried at cost. However, provision for diminution is made to recognize a decline, other than temporary, in the value of the investments, such reduction is is being determined and made for each investment individually.

8) Inventories

Inventories are valued as under:

a. Raw Materials & Components, Packing Materials and Stores& Spares - at lower of cost or net realizable value.
b. Work - in - Progress - at lower of cost or net realizable value.
c. Finished Goods - at lower of cost or net realizable value.
d. Scrap

Cost referred to above represent cost (based on moving first in first out method) incurred in bringing the inventories to their present location and condition inclusive of customs duty, freight, normal demurrage, insurance net of discounts/ incentive recoverable from suppliers. The company changed its method from weighted average to moving FIFO method in the financial year 2013-14. Due to change in method of valuation of inventories value of closing inventories is reduced with a nominal amount according to the size of total inventory of the company, The Company has restated inventory following First-in-First-out Method for the accounting year ended 31st March, 2012 to 31st March, 2014.

In case of Work in Progress and Finished goods, cost includes appropriate portion of overheads and where applicable, excise duty.

The net realizable value of work-in-progress is determined with reference to the selling price of related finished goods. Raw materials and other supplies held for use in production of finished goods are not written down below costs, except in cases where material prices have declined, and it is estimated that the cost of the finished products will exceed their net realizable value. In such cases, the materials are valued at the lower of replacement cost or the ultimate net releasable value of finished goods.

9) Revenue recognition

1. 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.

2. Revenue from sale of goods is recognized when the significant risks and rewards of ownership of goods are passed on to the buyers. Sales are net of taxes, but before trade and quantity discounts.

3. Sale of consignment is recognized as income when goods are sold by Consignment agent on behalf of consignor.

4. Interest revenue is recognized on a time proportion basis taking into account the applicable rate and outstanding amount.

5. Insurance claims are accounted for on acceptance / or to the extent amounts have been received.

10) Borrowing costs

General and specific borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale. All other borrowing costs are recognized as expenses in Statement of Profit and Loss in the period in which they are incurred.

11) Export benefits

Export incentives are accounted for on accrual basis.

12) Earning per share

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. The earnings considered in ascertaining the Company's earnings per share is the net profit (loss) for the period. The weighted average number of equity shares outstanding during the period and for all periods presented is adjusted for events, such as bonus shares, other than the conversion of potential equity shares that have changed the number of equity shares outstanding, without a corresponding change in resources. For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of equity shares outstanding during the period is adjusted for the effects of all dilutive potential equity shares.

13) Income / Deferred taxes

Provision is made for both current and deferred tax. Provision for current tax is made on the basis of assessable profits computed in accordance with Income Computation and Disclosure Standards notified under Section 145 (2) and other provisions of Income tax Act, 1961.

Deferred income taxes are recognized for the future tax on components attributable to timing differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax status. The effect on deferred taxes of a change in tax rates is recognized using the tax rates and tax laws that have been enacted by the balance sheet date Deferred Tax assets are recognized to the extent that they will originate in one period and are capable of reversal in one or more subsequent periods. Where there is unabsorbed depreciation or carried forward losses, deferred tax assets are recognized only if there is virtual certainty of realization of such assets. Such assets are reviewed as at each balance sheet date to reassess realization.

14) Accounting for Tax credit under section 115JAA of Income Tax Act.

As per the Guidance note, issued by the Institute of Chartered Accountants of India, on accounting for tax credit in respect of section 115JAA under the Income Tax Act 1961, Tax credit is source controlled by the Company as a result of past event, (viz., payment under section 115JAA). Tax credit has expected future economic benefits in the form of its adjustments against the discharge of the normal tax liability if the same arises during the specified period and accordingly Tax credit is an asset. And it should be recognized as asset only when and to the extent there is convincing evidence that the Company will pay normal income tax during the specified period.

15) Retirement benefits

a) Provident fund contributions are accounted for on accrual basis with corresponding contribution to the authorities.

b) Provision for gratuity liability is determined on the basis of actuarial valuation at the balance sheet date carried out by an independent actuary and charged to revenue each year.

c) In respect of leave, as the leave accrued, if any, lapse at the end of the year and hence, no liability in respect of accrued leave arises.

d) In jointly controlled entity company has commenced its production w.e.f. 1st January 2016 and the same being small period of operations on the current financial year, the provision for liability towards gratuity has not been made in the financial statements.

16) **Impairment of Assets**

An impairment loss, if any, is recognized whenever the carrying amount of the Property, Plant and Equipment (tangible or intangible) exceeds the recoverable amount i.e. the higher of the assets net selling price and value in use.

17) **Provisions and Contingencies**

Provisions: Provisions are recognized when there is a present obligation as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and there is a reliable estimate of the amount of the obligation. Provisions are measured at the best estimate of the expenditure required to settle the present obligation at the Balance Sheet date and are not discounted to its present value.

Contingent Liabilities: Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle or a reliable estimate of the amount cannot be made.

18) **Research & Development Expenses**

The revenue expenditure on research and development is charged to Restated Consolidated Summary statement of Profit & Loss of the year in which it is incurred. Expenditure which results in creation of capital assets is treated similar to other Property, Plant and Equipment.

19) **Proposed Dividend**

Provision for Dividend (including income tax thereon) is accounted in the Year in which the same is declared and approved at the Annual General Meeting

20) **Warranty**

Product warranty liability and warranty expenses are recorded at the time the product is sold, if the claims of the customers under warranty are probable and the amount can be reasonably estimated.

21) **Classification of Assets and Liabilities as Current and Non-Current**

All assets and liabilities are classified as current or non-current as per the Company's normal operating cycle and other criteria set out in Revised Schedule III to the Companies Act, 2013. Based on the nature of products and the time between the acquisition of assets for processing and their realization in cash and cash equivalents, 12 months has been considered by the Company for the purpose of current/ non-current classification of assets and liabilities.

22) **Pre-Operative Expenditures**

Pre-operative expenditures are apportioned to fixed assets and depreciation on pre-operative is provided over useful life of an assets on straight line method prescribed in schedule II to the Companies' Act 2013.

23) **Employee Stock Option Plan**

As required Difference between nominal value share and the fair market value as certified by value is recognized as share premium reserve and difference between the fair market price and exercise price is charged to the statement of profit & loss, as per the Guideline note on Accounting for Employee Share-based payment issued by the Institute of Chartered Accountant of India,

B. Others Explanatory Information

1) Foreign exchange gain / loss on purchases of raw material, packing material, components, store & spare is adjusted in cost of material consumed.

2) **Event Occurred after Financial Statement of 31st December 2016:-**

a) The two Subsidiaries (Transferor Companies) of the Company namely, Dixon Appliance Private Limited ('DAPL') and Dixon Bhurji Moulding Private Limited ('DBMPL') have been amalgamated with the Company in terms of the scheme of amalgamation ('Scheme') sanctioned by the National Company Law Tribunal (NCLT), Allahabad pursuant to its Order dated 13th April, 2017. The Scheme became effective on 20th April 2017 with appointed date of April 1, 2016. The Company has accounted for amalgamation of the Transferor Companies in its books of accounts in accordance with 'pooling of interest method' as prescribed under AS 14 as per the terms of the NCLT Order. Being wholly owned subsidiaries the difference between the amounts recorded as investments of the Company and the amount of share capital of the aforesaid transferor companies have been adjusted in the reserves & surplus.

b) Pursuant to the provision of section 14 and other applicable provision of the Companies Act 2013 if any, Company incorporation Rules, 2014 (Including any statutory modification or re-enactment thereof for the time being in force) and consent of the members of the Company accorded in EGM. Company has filed form INC-27 for Conversion of the Company into a Public Limited Company and consequently the name of the Company has been changed from “Dixon Technologies (India) Private Limited” to “Dixon Technologies (India) Limited. A fresh certificate of incorporation pursuant to change of name has been issued by the ROC on May 2, 2017.

c) There has been fire in the testing area of the factory located at B-14,15 phase-II, Noida on 16th April 2017 resulting into estimated loss of Rs. 30.00 million including Fixed Assets and Inventories. The company is in process of assessing loss and filing of claim with the Insurance Company.

d) The Company has entered into a Joint venture on 18th February 2017 with M/s Aditya Info tech Limited by incorporating a new entity namely AIL Dixon Technologies Private Limited, the Company has made investment in equity share of newly incorporated company of Rs. 0.50 million.

3) Company’s operations predominantly relate to manufacturing and sale of Electronic goods and accordingly this is the only segment. Consequently no separate disclosures are necessary under Accounting Standard 17 (segment reporting) issued by Accounting Standard Rules, 2006 notified by the Central Government.

4) In the opinion of the Board, the current assets are at value stated, if realized in the ordinary course of business. The provisions for all known and ascertained liabilities are adequate and not in excess of the amounts reasonably required.

5) During the nine months period ended on December 31’ 2016, the Board of Directors has declared interim dividend of Rs. 3.50/- (Previous Year: - Rs.12.50/-) per Equity Share amounting to Rs. 38.45 million (Previous Year: Rs. 38.79 million).

6) Account Reconciliations/Confirmations in respect of certain accounts of Sundry Debtors, Creditors, other loans and advance to Supplier, Contractors etc. have not been received and they are subject to confirmations and reconciliation. The management is of the opinion that adjustments, if any arising out of such reconciliation would not be material effecting financial statements of the period.

7) In Subsidiary Company Dixon Global Private Limited, during the financial year 2015-16, the email accounts of the company was hacked and the payment was hacked by hacker which was to be made to Cixi city Chenyang. The total payment hacked was Rs.19.12 million out of which Rs 7.14 million was subsequently recovered and for balance amount legal proceedings has been initiated by the company in the court of Hungary

8) a) Grouping and heads of accounts of the subsidiaries have been re-arranged in terms of Presentation of those of Holding company wherever necessary.

b) The corresponding previous Year figure has been Regrouped/Rearranged wherever necessary.

As per our report of even date attached	**CHAIRMAN**	**SUNIL VACHANI** **(DIN-00025431)**
For SINGHI & CO. Chartered Accountants Firm Reg. No. 302049E	**MANAGING DIRECTOR**	**ATUL B. LALL** **(DIN-00781436)**
B.L.CHORARIA **PARTNER** **(Membership No.022973)**	**CHIEF FINANCIAL OFFICER**	**GOPAL JAGWAN**
PLACE : NOIDA **DATE : 3rd May 2017**	**COMPANY SECRETARY**	**ASHISH KUMAR** **(M.No. F8355)**

DIXON TECHNOLOGIES (INDIA) LIMITED

(Formerly Dixon Technologies (India) Private Limited)

Annexure VI - Restated Consolidated Summary Statement of Share Capital

(Rupees in million)

Particulars	As on	As on				
	31-Dec-16	**31-Mar-16**	**31-Mar-15**	**31-Mar-14**	**31-Mar-13**	**31-Mar-12**
Authorised Share Capital*						
Equity share of Rs. 10/- Each	260.00	50.00	50.00	50.00	50.00	50.00
Preference share of Rs. 10/- Each	0.00	0.05	0.05	0.05	0.05	0.05
	260.00	**50.05**	**50.05**	**50.05**	**50.05**	**50.05**
Issued, subscribed and fully paid up equity share capital						
At the commencement of the year	31.03	31.03	31.03	31.03	31.03	31.03
Issued during the year / period	0.00	0.00	0.00	0.00	0.00	0.00
Issued under conversion of Debenture during the period (refer (d) below)	12.90	0.00	0.00	0.00	0.00	0.00
Issued under ESOP Scheme during the Period (refer (e) below)	3.15	0.00	0.00	0.00	0.00	0.00
Bonus (refer (f) below)	62.77	0.00	0.00	0.00	0.00	0.00
At the end of the year/period	**109.85**	**31.03**	**31.03**	**31.03**	**31.03**	**31.03**

*The Authorised Share Capital of the company has been re-classified/consolidate from 19,995,000 equity shares of Rs. 10/- each and 5,000 preference shares of Rs. 10/- each to 20,000,000 equity shares of Rs. 10/- each on 01st April 2017. Further on 20th April 2017, Authorised Share Capital of the Company has been increased to 260.00 million divided in to 26,000,000 equity shares of Rs. 10/- Each, pursuant to the approval of scheme of amalgamation for merger of Dixon Bhurji Moulding Private Limited and Dixon Appliances Private Limited with the company effective from 1st April 2016.

(a) Reconciliation of number of shares

Particulars	As on	As on				
	31-Dec-16	**31-Mar-16**	**31-Mar-15**	**31-Mar-14**	**31-Mar-13**	**31-Mar-12**
Balance as at the beginning of the year	3,103,157	3,103,157	3,103,157	3,103,157	3,103,157	3,103,157
Add: shares issued during the Period	-	-	-	-	-	-
Issued under conversion of Debenture during the period (refer (d) below)	1,290,041	-	-	-	-	-
Issued under ESOP Scheme during the Period (refer (e) below)	314,806	-	-	-	-	-
Bonus (refer (f) below)	6,277,337	-	-	-	-	-
Balance as at the end of the period /year	**10,985,341**	**3,103,157**	**3,103,157**	**3,103,157**	**3,103,157**	**3,103,157**

(b) Terms / Rights attached to equity shares :

Each holder of equity share is entitled to one vote per share. In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the share holders. There is no restriction on distribution of dividend, however, the same is subject to the approval of the share holders in the Annual General Meeting.

c) Details of shares held by shareholders holding more than 5% of the aggregate shares in the Company.

Equity shares:		As on	As on				
		31-Dec-16	**31-Mar-16**	**31-Mar-15**	**31-Mar-14**	**31-Mar-13**	**31-Mar-12**
Mr. Sunil Vachani	Number	4,830,343	2,070,147	2,070,147	2,070,147	2,070,147	2,070,157
(In %)	%	43.97%	66.71%	66.71%	66.71%	66.71%	66.71%
India Business Excellence Fund I	Number	2,146,265	-	-	-	-	-
(In %)	%	19.54%	0.00%	0.00%	0.00%	0.00%	0.00%
Mrs. Kamla Vachani	Number	1,225,000	525,000	525,000	525,000	525,000	525,000
(In %)	%	11.15%	16.92%	16.92%	16.92%	16.92%	16.92%
IL&FS Trust Company Limited	Number	1,155,730	-	-	-	-	-
(In %)	%	10.52%	0.00%	0.00%	0.00%	0.00%	0.00%
Mr. Atul B. Lall	Number	700,000	-	-	-	-	-
(In %)	%	6.37%	0.00%	0.00%	0.00%	0.00%	0.00%

d) Conversion of Debentures

1.Debentures are compulsorily convertible into Equity shares in compliance with the applicable law.

2. Convertible debentures amounting to Rs. 374.97 million has been converted into 1,290,041 equity shares on 27th August 2016 in compliance with applicable law, based on the formula stated in The Investment Agreement dated March 28, 2014 (as amended) and Share allotted on Premium Rs 280.66 Per share

e) Employee Stock Option Plan

The Company has allotted 314806 fully paid up shares of face value Rs 10 each as on 17th September 2016 under the Scheme of ESOP (as referred in note (G) of Annexure XXIV).

f) Shares alloted as fully paid pursuant to contract(s) without payment being received in cash during the period of five years immediately preceding the reporting date.

The Company has allotted 6,277,337 fully paid up shares of face value Rs 10 each during the period ended December 2016 on 20th September 2016, pursuant to approval by share holders in the Extra Ordinary General Meeting held on 20th September, 2016 and Company has allotted 4 bonus shares for every 3 shares held on 4,708,004 shares.

Annexure VII : Restated Consolidated Summary Statement of Reserves and Surplus

(Rupees in million)

Particulars	**As on**	**As on**				
	31-Dec-16	**31-Mar-16**	**31-Mar-15**	**31-Mar-14**	**31-Mar-13**	**31-Mar-12**
(a) Capital Reserve						
Balance at the beginning of the year	8.52	8.51	8.50	3.04	3.04	3.04
Add:- Transfer from surplus in statement of Profit & Loss (Subsidiary Company)	0.00	0.01	0.00	9.04		
less:- Transfer to Goodwill	0.00			3.57		
Balance as at the end of the period/ year	**8.52**	**8.52**	**8.51**	**8.50**	**3.04**	**3.04**
(b) Capital Redemption Reserve						
Balance as at the end of the period/ year	3.32	3.32	3.32	3.32	3.32	3.32
(c) Share Premium Account						
Balance at the beginning of the year	15.27	15.27	15.27	15.27	15.27	15.27
Add: During the period	0.00	0.00	0.00	0.00	0.00	0.00
Premium on Conversion on debentures into Equity Shares	362.07	0.00	0.00	0.00	0.00	0.00
Premium on Issue of share under ESOP Scheme	77.66	0.00	0.00	0.00	0.00	0.00
Less : Issue of bonus share	(62.77)	0.00	0.00	0.00	0.00	0.00
Balance as at the end of the period/ year	**392.22**	**15.27**	**15.27**	**15.27**	**15.27**	**15.27**
(d) General Reserve						
Balance at the beginning of the year	70.34	70.34	72.82	62.52	62.52	62.52
Less :Transitional depreciation as per schedule II of Companies Act 2013	0.00	0.00	3.68	0.00	0.00	0.00
Add: Deferred Tax on Transitional depreciation	0.00	0.00	1.20	0.00	0.00	0.00
Add : Transferred from Surplus in statement of profit and loss during the year	0.00	0.00	0.00	10.29	0.00	0.00
Balance as at the end of the period/ year	**70.34**	**70.34**	**70.34**	**72.82**	**62.52**	**62.52**
(e) Surplus in Statement of Profit and Loss						
Balance as at the beginning of the year / period	1,081.50	701.65	586.81	481.13	434.93	505.07
Restated Consolidated Profit for the year / period	401.65	426.53	118.56	135.90	49.80	(70.14)
Less: Appropriations						
Transfer to Capital Reserve	0.00	0.00	0.00	9.04	0.00	0.00
Transfer to General Reserve	0.00	0.00	0.00	10.29	0.00	0.00
Interim dividend on Equity shares for the year	38.45	38.79	3.10	3.10	0.00	0.00
Dividend distribution tax on Interim dividend on Equity shares	7.83	7.90	0.62	0.53	0.00	0.00
Proposed dividend on Equity Shares for the year	0.00	0.00	0.00	6.21	3.10	0.00
Dividend distribution tax on Proposed dividend on Equity Shares	0.00	0.00	0.00	1.05	0.50	0.00
Adjustment on account of Amalgamation (Refer note B 2 (a) of Annexure V)	111.19	0.00	0.00	0.00	0.00	0.00
Balance as at the end of the year / period	**1,325.69**	**1,081.50**	**701.65**	**586.81**	**481.13**	**434.93**
Total Reserve and Surplus(a+b+c+d+e)	**1,800.08**	**1,178.94**	**799.08**	**686.72**	**565.28**	**519.08**

Annexure VIII - Restated Consolidated Summary Statement of Long-Term Borrowings

(Rupees in million)

Particulars	As on	As on				
	31-Dec-16	31-Mar-16	31-Mar-15	31-Mar-14	31-Mar-13	31-Mar-12
Unsecured						
Debentures (refer note (a) below)	0.00	374.97	374.97	374.97	374.97	374.97
Secured						
i) Term Loan						
-Standard Chartered Bank (External Commercial Borrowing) (refer note (b) below)	94.02	117.53	0.00	15.02	74.88	132.12
-Hero Fincorp (Plant & Machinery) (refer note (c) below)	9.57	12.18	15.27	0.00	0.00	0.00
ii) Deferred Payment Liabilities						
Vehicle Loans (refer note (d) below)	12.84	16.70	17.26	8.01	5.40	2.50
Total	**116.43**	**521.38**	**407.50**	**398.00**	**455.25**	**509.59**

a) Terms & Conditions of Convertible Debentures

i) Debentures converted into Equity shares during the period (refer note - (d) of Ann. VI)

ii) Debentures are compulsorily convertible into Equity Shares within 10 business days from the date falling on the 10th anniversary of completion date of respective tranche of money received as stated below , in compliance with the applicable law, based on the formula stated in Amendment agreement to investment Agreement dated April 26, 2008

Date of issue	24-Jun-08	21-Nov-08	31-Jan-09	28-Apr-09	28-Oct-09	Total
No.of Debentures	199,967	60,000	40,000	50,000	25,000	374,967
Face Value (Rs.)	1,000	1,000	1,000	1,000	1,000	1,000
Total Amount (Rupees in million)	199.97	60.00	40.00	50.00	25.00	374.97
Date of Conversion	24-Jun-18	21-Nov-18	31-Jan-19	28-Apr-19	28-Oct-19	

b) USD 20.00 million Foreign currency loan from Standard Chartered Bank is secured against first pari passu charge on movable Plant & Equipment (both Present & future), and on immovable Plot B-14-15, phase-II , Noida (UP) (including building) and second charges on current assets (both Present & future), is repayable in 17 Quarterly installments from December, 2016. Last installment payable on December, 2020. rate of interest Libor+275 BPS and loan is fully hedged.

c) Term Loan (Plant & Equipment) exclusive first charge on injection moulding machine. Term Loan is repayable in Sixty equal monthly installments start from 8th March 2015 with no moratorium period. Interest is payable monthly @ 13.25 % p.a. Last installment is due on 8th March, 2020.

d) Vehicle Loans are outstanding and loan amount are ranging between Rs 0.24 to Rs 6.00 million which are secured by way of hypothecation of the related vehicles. These are repayable in maximum sixty equal monthly installments, repayment period thereof varying from the year 2011 ending on 2021, bearing interest rate varying from 9.5% p.a to 13.25% p.a.

Annexure IX : Restated Consolidated Summary Statement of Deferred tax assets and liabilities

(Rupees in million)

Particulars	As on	As on				
	31-Dec-16	31-Mar-16	31-Mar-15	31-Mar-14	31-Mar-13	31-Mar-12
Deferred Tax Liabilities	126.00	109.86	77.72	70.43	58.86	54.26
Less:-						
Deferred tax Assets	35.19	38.29	15.87	10.89	26.45	36.83
Net Restated Consolidated Deferred tax Liabilities/(Assets)	**90.81**	**71.57**	**61.85**	**59.54**	**32.41**	**17.42**

Annexure X - Restated Consolidated Summary Statement of Long-Term Provisions

(Rupees in million)

Particulars	As on	As on				
	31-Dec-16	31-Mar-16	31-Mar-15	31-Mar-14	31-Mar-13	31-Mar-12
Provision for employee's benefits :-	32.78	24.14	17.01	14.31	14.08	14.36
Other Provisions						
- Provision for Warranty	11.53	0.00	0.00	0.00	0.00	0.24
Total	**44.31**	**24.14**	**17.01**	**14.31**	**14.08**	**14.61**

Annexure XI - Restated Consolidated Summary Statement of Short-Term Borrowings, Trade payables, Other Current Liabilities and Short Term Provisions

A. Short term borrowings

(Rupees in million)

Particulars	As on	As on				
	31-Dec-16	31-Mar-16	31-Mar-15	31-Mar-14	31-Mar-13	31-Mar-12
Working capital borrowings						
From Bank (Secured)						
Working capital demand loan in Indian Rupees	100.13	235.87	347.80	418.89	304.72	402.46
Packing Credit Loan	100.00	13.27	0.00	0.00	0.00	0.00
Buyers credit in foreign currency	223.70	0.00	43.42	51.66	118.80	217.90
Total	**423.83**	**249.14**	**391.22**	**470.56**	**423.52**	**620.36**

Note:

Loans from banks (comprising of vendor financing, working capital demand loans) are secured on pari-passu basis over all the present & future book debts and stock-in-trade comprising of raw materials, work in process and finished stocks. These are further secured by exclusive charge on entire block of (present and future) Property, Plant and Equipment comprising of land, building, plant & machinery etc. coupled with equitable mortgage of land and property at B-14 & B-15, Phase-II & Exclusive Charge over C-33 Phase II Noida (UP) and Exclusive Charge over Industrial Property located at Plot 18, Block B, Phase II, Noida (UP), Exclusive Charge over Industrial Property located Khasra No. 1050, Central Hope Town, Industrial Area, Selaqui, Dehradun (Uttarkhand) and Personal Guarantee by Chairman of Company Mr. Sunil Vachani.

B. Trade Payable

(Rupees in million)

Particulars	As on	As on				
	31-Dec-16	31-Mar-16	31-Mar-15	31-Mar-14	31-Mar-13	31-Mar-12
For Goods & Services						
Total outstanding dues of micro enterprises and small enterprises	168.48	89.09	71.85	96.79	56.89	24.46
Total outstanding dues of creditors other than micro enterprises and small enterprises	2,923.85	1,766.40	1,286.91	894.92	1,026.37	835.42
Goods in transit	301.65	0.00	0.00	0.00	0.00	0.00
Total	**3,393.99**	**1,855.50**	**1,358.76**	**991.71**	**1,083.26**	**859.89**

C. Other Current Liabilities

(Rupees in million)

Particulars	As on	As on				
	31-Dec-16	31-Mar-16	31-Mar-15	31-Mar-14	31-Mar-13	31-Mar-12
Current maturities of Long Term Borrowings						
-Foreign Currency Loan from Bank	31.34	15.67	15.65	64.14	61.28	59.67
-Indian Rupees Loan from Bank	3.42	3.10	2.72	0.00	0.00	0.00
-Vehicle Loans	7.29	6.65	5.66	3.12	3.34	4.67
Advance received against sale of Building	0.00	0.00	0.00	0.00	9.10	0.00
Advances from Customers	270.75	9.02	0.42	63.84	0.51	44.08
Advance received from Consignment agent against Stock	122.50	8.59	0.00	0.00	0.00	0.00
Interest accrued but not due on borrowings	1.67	0.30	0.71	0.88	1.38	2.54
Statutory Dues	84.13	41.04	20.29	19.01	26.85	19.79
Payable for Capital goods	0.00	0.00	4.58	2.88	3.09	2.24
Other liabilities (Security Received repayable)	36.77					
Trade deposits	0.00	0.00	0.00	0.00	0.36	0.00
Unpaid Dividend	0.00	0.00	0.00	0.00	0.38	0.38
Interest due on income tax Payable	0.00	0.00	0.41	0.23	0.00	0.00
Employee Related Liabilities (including Director Commission)	56.20	40.28	34.60	22.00	18.80	0.06
Total	**614.08**	**124.65**	**85.04**	**176.11**	**125.09**	**133.41**

D. Short-Term Provisions (Rupees in million)

Particulars	As on	As on				
	31-Dec-16	31-Mar-16	31-Mar-15	31-Mar-14	31-Mar-13	31-Mar-12
Provision for employee's benefits:-	2.32	1.84	1.54	1.36	1.55	9.72
Other Provisions						
- for Proposed Dividend	0.00	0.00	0.00	6.21	3.10	0.00
- for Dividend Distribution Tax	0.00	4.42	0.00	1.05	0.50	0.00
- for Income Tax	128.09	86.47	42.23	36.69	0.81	0.74
- for Warranty	15.27	5.00	0.00	0.00	0.08	1.43
Total	**145.68**	**97.74**	**43.77**	**45.31**	**6.05**	**11.89**

Annexure XII - Restated Consolidated Summary Statement of Property, Plant and Equipments.

As on 31st December 2016 (Rupees in million)

Particulars	Gross Block				Depreciation					Net Block	
	As on 31-Mar-16	Additions	Deductions	As on 31-Dec-16	As on 31-Mar-16	For The Year	Adjustments	Deductions	As on 31-Dec-16	As on 31-Mar-16	As on 31-Dec-16
Tangible Assets (A)											
Land - Free Hold	11.56			11.56	0.00				0.00	11.56	11.56
Land - Lease Hold*	70.22			70.22	0.00				0.00	70.22	70.22
Factory Building	382.36	20.98	0.00	403.34	73.80	9.12	0.00	0.00	82.92	308.56	320.42
Office Building	13.39	4.03		17.42	1.49	0.70			2.19	11.90	15.23
Electric Installation	45.39	3.65	1.88	47.15	17.65	2.97	0.00	1.88	18.73	27.74	28.42
Plant & Machinery	740.20	139.54	31.95	847.79	229.92	37.38	0.00	19.45	247.86	510.28	599.94
Tools & Dies	99.60	41.07	1.82	138.85	22.50	5.37	0.00	0.38	27.49	77.10	111.36
Fan, Cooler & Ac	23.85	7.18	0.00	31.03	7.82	2.46	0.00	0.00	10.28	16.03	20.75
Furniture & Fixtures	62.37	19.17	0.38	81.17	11.60	5.18	0.00	0.38	16.40	50.77	64.77
Vehicles	65.47	3.13	0.47	68.13	23.68	5.42	0.00	0.44	28.65	41.79	39.48
Office Equipments	10.91	2.70	0.05	13.56	5.27	1.27	0.00	0.05	6.49	5.64	7.07
Computers	29.72	9.26	0.03	38.96	18.27	4.16	0.00	0.02	22.41	11.46	16.54
Total (A)	**1,555.04**	**250.72**	**36.58**	**1,769.17**	**412.00**	**74.02**	**0.00**	**22.60**	**463.42**	**1,143.03**	**1,305.75**
Intangible Assets (B)											
Computer Software	6.91	0.62	0.00	7.53	5.71	0.34	0.00	0.00	6.06	1.20	1.48
Total(A+B)	**1,561.94**	**251.34**	**36.58**	**1,776.71**	**417.71**	**74.37**	**0.00**	**22.60**	**469.48**	**1,144.23**	**1,307.23**
Less: Provision for Impairment (Machinery, tools and dies)										19.53	19.53
Add: Work In progress										0.09	0.00
										1,124.79	**1,287.70**

* Premium paid for leasehold land is not amortised over the period of the lease.

As on 31st March 2016 **(Rupees in million)**

Particulars	Gross Block				Depreciation					Net Block	
	As on 31-Mar-15	Additions	Deductions	As on 31-Mar-16	As on 31-Mar-15	For The Year	Adjustments	Deductions	As on 31-Mar-16	As on 31-Mar-15	As on 31-Mar-16
Tangible Assets (A)											
Land - Free Hold	11.56			11.56	0.00				0.00	11.56	11.56
Land - Lease Hold*	70.22			70.22	0.00				0.00	70.22	70.22
Factory Building	362.64	19.71	0.00	382.36	62.22	11.58	0.00	0.00	73.80	300.43	308.56
Office Building	10.86	2.53		13.39	0.81	0.69			1.49	10.05	11.90
Electric Installation	34.20	11.19	0.00	45.39	13.66	4.00	0.00	0.00	17.65	20.54	27.74
Plant & Machinery	591.01	157.34	8.15	740.20	192.67	40.08	0.00	2.83	229.92	398.34	510.28
Tools & Dies	105.54	24.07	30.01	99.60	25.43	7.64	0.00	10.57	22.50	80.11	77.10
Fan , Cooler & Ac	19.52	4.93	0.60	23.85	5.13	3.15	0.00	0.46	7.82	14.39	16.03
Furniture & Fixtures	37.21	25.17	0.00	62.37	6.66	4.95	0.00	0.00	11.60	30.55	50.77
Vehicles	60.89	12.42	7.84	65.47	19.16	6.72	0.00	2.20	23.68	41.73	41.79
Office Equipments	8.01	2.90	0.00	10.91	3.88	1.39	0.00	0.00	5.27	4.13	5.64
Computers	21.21	8.87	0.36	29.72	15.44	3.18	0.00	0.36	18.27	5.77	11.46
Total (A)	1,332.87	269.12	46.95	1,555.04	345.04	83.37	0.00	16.41	412.00	987.83	1,143.03
Intangible Assets (B)											
Computer Software	5.85	1.06	0.00	6.91	4.70	1.01	0.00	0.00	5.71	1.15	1.20
Total(A+B)	**1,338.72**	**270.17**	**46.95**	**1,561.94**	**349.74**	**84.38**	**0.00**	**16.41**	**417.71**	**988.98**	**1,144.23**
Less: Provision for Impairment (Machinery, tools and dies)										18.93	19.53
Add: Work In progress										0.00	0.09
										970.05	1,124.79

* Premium paid for leasehold land is not amortised over the period of the lease.

As on 31st March 2015 **(Rupees in million)**

Particulars	Gross Block				Depreciation					Net Block	
	As on 31-Mar-14	Additions	Deductions	As on 31-Mar-15	As on 31-Mar-14	For The Year	Adjustments	Deductions	As on 31-Mar-15	As on 31-Mar-14	As on 31-Mar-15
Tangible Assets (A)											
Land - Free Hold	11.56			11.56	0.00				0.00	11.56	11.56
Land - Lease Hold*	70.22			70.22	0.00				0.00	70.22	70.22
Factory Building	353.32	18.97	0.00	372.30	51.60	10.72	0.00	0.00	62.32	301.73	309.98
Office Building		1.21		1.21	0.00	0.71			0.71	0.00	0.50
Electric Installation	30.52	4.52	0.84	34.20	10.03	3.39	1.07	0.84	13.66	20.49	20.54
Plant & Machinery	527.74	102.41	39.14	591.01	195.83	32.80	0.09	36.04	192.67	331.92	398.34
Tools & Dies	77.30	32.96	4.72	105.54	19.74	6.10	0.04	0.45	25.43	57.56	80.11
Fan , Cooler & Ac	12.51	7.99	0.98	19.52	4.01	2.08	0.01	0.98	5.13	8.50	14.39
Furniture & Fixtures	14.79	24.34	1.92	37.21	6.39	2.17	0.01	1.92	6.66	8.40	30.55
Vehicles	48.99	19.67	7.77	60.89	16.89	6.51	0.21	4.46	19.16	32.10	41.73
Office Equipments	5.25	3.34	0.58	8.01	1.99	1.70	0.76	0.58	3.88	3.26	4.13
Computers	16.60	5.35	0.73	21.21	12.86	1.83	1.49	0.73	15.44	3.74	5.77
Total (A)	**1,168.81**	**220.74**	**56.68**	**1,332.87**	**319.34**	**68.02**	**3.68**	**46.00**	**345.04**	**849.46**	**987.83**
Intangible Assets (B)											
Computer Software	5.85		0.00	5.85	3.76	0.95	0.00	0.00	4.70	2.10	1.15
Total(A+B)	**1,174.66**	**220.74**	**56.68**	**1,338.72**	**323.10**	**68.97**	**3.68**	**46.00**	**349.74**	**851.56**	**988.98**
Less: Provision for Impairment (Machinery, tools and dies)										9.39	18.93
Add: Work In progress											
										842.17	**970.05**

With effect from 1 April 2014, considering the requirements of Schedule II of the Act, the management has reassessed the remaining useful life of its fixed assets. Further, as required by Note 7(b) to Part C of Schedule II, amount of Rs 3.68 million representing the carrying amount of the assets as on 1 April 2014 where the remaining useful life of the asset is nil after retaining the residual value, is included in depreciation expense above, is charged to opening reserves .

* Premium paid for leasehold land is not amortised over the period of the lease.

As on 31st March 2014 **(Rupees in million)**

Particulars	Gross Block				Depreciation					Net Block	
	As on 31-Mar-13	Additions	Deductions	As on 31-Mar-14	As on 31-Mar-13	For The Year	Adjustments	Deductions	As on 31-Mar-14	As on 31-Mar-13	As on 31-Mar-14
Tangible Assets (A)											
Land - Free Hold	11.56	0.00	0.00	11.56	0.00	0.00			0.00	11.56	11.56
Land - Lease Hold*	84.45	0.00	14.24	70.22	0.00	0.00			0.00	84.45	70.22
Factory Building	300.23	67.81	14.71	353.32	47.83	10.70		6.92	51.60	252.40	301.73
Electric Installation	29.92	1.33	0.73	30.52	8.55	1.86		0.37	10.03	21.37	20.49
Plant & Machinery	528.62	37.49	38.36	527.74	194.54	27.44		26.15	195.83	334.08	331.92
Tools & Dies	71.01	14.32	8.03	77.30	14.69	5.33		0.27	19.74	56.32	57.56
Fan , Cooler & Ac	10.74	2.88	1.11	12.51	3.57	0.86		0.42	4.01	7.16	8.50
Furniture & Fixtures	13.82	1.83	0.86	14.79	6.26	0.62		0.49	6.39	7.56	8.40
Vehicles											
On Hire Purchase	27.44	7.40	0.31	34.53	4.28	1.93		0.00	6.22	23.16	28.31
Others	17.57	1.51	4.61	14.46	11.56	1.95		2.82	10.68	6.01	3.78
Office Equipments	4.51	0.95	0.21	5.25	1.71	0.38		0.11	1.99	2.80	3.26
Computers	15.39	1.24	0.03	16.60	11.11	1.77		0.01	12.86	4.28	3.74
Total of A	**1,115.25**	**136.75**	**83.20**	**1,168.81**	**304.10**	**52.82**	**0.00**	**37.57**	**319.34**	**811.16**	**849.46**
Intangible Assets (B)											
Computer Software	5.85		0.00	5.85	3.20	0.55	0.00	0.00	3.76	2.65	2.10
Total(A+B)	**1,121.11**	**136.75**	**83.20**	**1,174.66**	**307.30**	**53.37**	**0.00**	**37.57**	**323.10**	**813.81**	**851.56**
Less: Provision for Impairment (Machinery, tools and dies)										18.89	9.39
Add: Work In progress										52.17	
										847.10	842.17

* Premium paid for leasehold land is not amortised over the period of the lease.

As on 31st March 2013 **(Rupees in million)**

Particulars	Gross Block				Depreciation					Net Block	
	As on 31-Mar-12	Additions	Deductions	As on 31-Mar-13	As on 31-Mar-12	For The Year	Adjustments	Deductions	As on 31-Mar-13	As on 31-Mar-12	As on 31-Mar-13
Tangible Assets (A)											
Land - Free Hold	11.56	0.00	0.00	11.56	0.00				0.00	11.56	11.56
Land - Lease Hold*	84.45	0.00	0.00	84.45	0.00				0.00	84.45	84.45
Factory Building	295.65	4.58		300.23	39.14	8.69			47.83	256.51	252.40
Electric Installation	24.74	5.73	0.55	29.92	7.95	1.15		0.55	8.55	16.79	21.37
Plant & Machinery	494.97	37.24	3.58	528.62	170.11	25.72		1.28	194.54	324.86	334.08
Tools & Dies	69.63	12.13	10.75	71.01	12.00	4.55		1.86	14.69	57.63	56.32
Fan , Cooler & Ac	10.61	0.37	0.24	10.74	3.36	0.46		0.24	3.57	7.25	7.16
Furniture & Fixtures	13.21	2.27	1.66	13.82	7.33	0.58		1.66	6.26	5.87	7.56
Vehicles											
Vehicles On Hire Purchase	19.33	8.41	0.29	27.44	3.11	1.19		0.02	4.28	16.22	23.16
Vehicles Others	19.68	0.22	2.33	17.57	9.97	2.37		0.79	11.56	9.71	6.01
Office Equipments	4.56	0.08	0.13	4.51	1.64	0.21		0.13	1.71	2.92	2.80
Computers	16.46	0.40	1.48	15.39	10.98	1.56		1.43	11.11	5.48	4.28
Total of A	**1,064.84**	**71.43**	**21.01**	**1,115.25**	**265.58**	**46.48**	**0.00**	**7.97**	**304.10**	**799.25**	**811.16**
Intangible Assets (B)											
Computer Software	3.79	2.07	0.00	5.85	2.65	0.55	0.00	0.00	3.20	1.14	2.65
Total(A+B)	**1,068.63**	**73.50**	**21.01**	**1,121.11**	**268.23**	**47.03**	**0.00**	**7.97**	**307.30**	**800.39**	**813.81**
Less: Provision for Impairment (Machinery, tools and dies)										14.21	18.89
Add: Work In progress										38.19	52.17
										824.37	847.10

* Premium paid for leasehold land is not amortised over the period of the lease.

As on 31st March 2012 **(Rupees in million)**

Particulars	Gross Block				Depreciation					Net Block	
	As on	Additions	Deductions	As on	As on	For The	Adjustments	Deductions	As on	As on	As on
	31-Mar-11			31-Mar-12	31-Mar-11	Year			31-Mar-12	31-Mar-11	31-Mar-12
Tangible Assets (A)											
Land - Free Hold	11.56	0.00	0.00	11.56	0.00	0.00	0.00	0.00	0.00	11.56	11.56
Land - Lease Hold*	84.45	0.00	0.00	84.45	0.00	0.00	0.00	0.00	0.00	84.45	84.45
Factory Building	293.81	1.84	0.00	295.65	30.60	8.54	0.00	0.00	39.14	263.21	256.51
Electric Installation	24.58	0.16	0.00	24.74	6.96	0.98	0.00	0.00	7.95	17.62	16.79
Plant & Machinery	472.48	24.14	1.65	494.97	141.63	27.48	1.45	0.45	170.11	330.85	324.86
Tools & Dies	54.43	15.20	0.00	69.63	7.79	4.21	0.00	0.00	12.00	46.64	57.63
Fan , Cooler & Ac	9.50	1.16	0.06	10.61	2.88	0.49	0.00	0.01	3.36	6.63	7.25
Furniture & Fixtures	12.62	0.59	0.00	13.21	6.53	0.81	0.00	0.00	7.33	6.09	5.87
Vehicles											
On Hire Purchase	14.63	5.00	0.31	19.33	1.41	1.73		0.04	3.11	13.22	16.22
Others	25.87	0.06	6.25	19.68	11.31	2.16		3.51	9.97	14.55	9.71
Office Equipments	4.37	0.23	0.04	4.56	1.46	0.18	0.00	0.01	1.64	2.91	2.92
Computers	15.71	1.08	0.33	16.46	9.39	1.71	0.00	0.12	10.98	6.32	5.48
Total Of A	**1,024.02**	**49.46**	**8.64**	**1,064.84**	**219.96**	**48.31**	**1.45**	**4.14**	**265.58**	**804.06**	**799.25**
Intangible Assets (B)											
Computer Software	3.79	0.00	0.00	3.79	2.12	0.53	0.00	0.00	2.65	1.67	1.14
TOTAL(A+B)	**1,027.81**	**49.46**	**8.64**	**1,068.63**	**222.08**	**48.84**	**1.45**	**4.14**	**268.23**	**805.72**	**800.39**
Less: Provision for Impairment (Machinery, tools and dies)										15.88	14.21
Add: Work In progress										5.00	38.19
										794.85	824.37

* Premium paid for leasehold land is not amortised over the period of the lease.

Annexure XIII - Restated Consolidated Summary Statement of Non-Current Investment

(Rupees in million)

Particulars	As on	As on				
	31-Dec-16	31-Mar-16	31-Mar-15	31-Mar-14	31-Mar-13	31-Mar-12
Trade Investment						
Unquoted Equity Instruments						
Investment in Associates	0.00	0.00	60.34	63.12	65.41	43.73
Investment in Jointly Controlled Entity (Share Application Money)	0.00	1.00	0.00	0.00	0.00	0.00
Sub Total - A	**0.00**	**1.00**	**60.34**	**63.12**	**65.41**	**43.73**
Non Trade Investment						
(Quoted Equity Instrument)						
M/s IndusInd Bank Ltd. - 5600 shares Face Value: Rs. 10	0.00	0.00	0.00	0.08	0.08	0.08
Sub Total - B	**0.00**	**0.00**	**0.00**	**0.08**	**0.08**	**0.08**
Total	**0.00**	**1.00**	**60.34**	**63.20**	**65.49**	**43.81**

The aggregate book value and market value of quoted non-current investments and book value of unquoted non current investments are as follows:-

Particulars	As on	As on				
	31-Dec-16	31-Mar-16	31-Mar-15	31-Mar-14	31-Mar-13	31-Mar-12
Quoted Non-current investments						
Aggregate book value	0.00	0.00	0.00	0.08	0.08	0.08
Aggregate Market value	0.00	0.00	0.00	2.81	2.27	1.80
Aggregate book value of unquoted non-current investments	0.00	1.00	60.34	63.12	65.41	43.73

Annexure XIV - Restated Consolidated Summary Statement of Long term loans and advances and other non current assets

A. Long-term Loans and advances

(Rupees in million)

Particulars	As on	As on				
	31-Dec-16	31-Mar-16	31-Mar-15	31-Mar-14	31-Mar-13	31-Mar-12
(unsecured, considered good)						
Capital Advances	128.74	59.77	37.87	17.11	20.27	19.96
	128.74	**59.77**	**37.87**	**17.11**	**20.27**	**19.96**
Security Deposit	33.15	42.05	27.95	27.62	35.70	28.97
	33.15	**42.05**	**27.95**	**27.62**	**35.70**	**28.97**
Other Loans and Advances (Unsecured, Considered good unless stated otherwise)						
Tax Credit Entitlement U/s 115JAA of income Tax	100.29	98.17	82.31	78.87	49.56	38.56
Balances with Government & Statutory Authorities	0.91	0.51	0.51	25.51	25.51	150.00
Other Loans and Advances to Suppliers, Contractors etc. (unsecured considered doubtful)	1.39	1.39	1.39	0.00	0.00	0.00
	102.59	**100.06**	**84.20**	**104.38**	**75.07**	**188.56**
Less :Provision for Doubtful Advances	1.39	1.39	1.39	0.00	0.00	0.00
Total	**263.08**	**200.50**	**148.63**	**149.11**	**131.04**	**237.49**

B. Other Non Current Assets

(Rupees in million)

Particulars	As on	As on				
	31-Dec-16	31-Mar-16	31-Mar-15	31-Mar-14	31-Mar-13	31-Mar-12
Unsecured, considered good unless stated otherwise						
Unamortized Preliminary Expenses	0.00	0.01	0.00	0.06	0.12	0.24
Prepaid expenses	0.00	0.00	0.00	0.00	5.51	6.98
Total	**0.00**	**0.01**	**0.00**	**0.06**	**5.63**	**7.22**

Annexure XV- Restated Consolidated Summary Statement of Inventories, Non Current Trade receivables and Cash and bank balances:

A. Inventories

(As taken, valued and certified by the Management) **(Rupees in million)**

Particulars	As on	As on				
	31-Dec-16	31-Mar-16	31-Mar-15	31-Mar-14	31-Mar-13	31-Mar-12
Raw Materials ,Components, Packing Materials and Stores & Spares etc.	1,373.23	860.35	784.77	699.83	677.02	539.22
Work - in - progress	389.68	406.48	139.50	144.17	173.96	93.87
Finished Goods	695.76	95.07	200.83	87.36	27.76	100.31
Scrap of Property Plant & Equipment	0.00	0.00	0.36	0.36	0.00	0.00
Scrap	1.47	0.83	0.44	0.40	0.65	1.17
Goods in Transit (Raw Material, Components , Packing Material and Stores & Spares)	301.65	0.10	4.43	1.15	6.52	2.57
Total Inventories	**2,761.79**	**1,362.82**	**1,130.33**	**933.28**	**885.91**	**737.15**

B. Non Current Trade receivables:

(Rupees in million)

Particulars	As on	As on				
	31-Dec-16	31-Mar-16	31-Mar-15	31-Mar-14	31-Mar-13	31-Mar-12
Outstanding for a period exceeding six months from the date they are due for payment						
Unsecured, Considered Good	9.09	9.09	9.09	9.09	0.00	0.00
Unsecured, Considered Doubtful	25.14	22.27	18.64	15.70	15.44	13.59
	34.23	**31.35**	**27.72**	**24.79**	**15.44**	**13.59**
Less : Provision for Doubtful Receivables	16.35	8.64	9.27	7.99	7.60	5.51
Subtotal (A)	**17.88**	**22.72**	**18.45**	**16.80**	**7.83**	**8.09**
Other Receivables						
Unsecured, Considered Good	0.00	0.00	0.00	0.00	0.00	0.00
Other Customers	0.00	0.00	0.00	0.00	0.00	1.41
Subtotal (B)	0.00	0.00	0.00	0.00	0.00	1.41
Total(A+B)	**17.88**	**22.72**	**18.45**	**16.80**	**7.83**	**9.50**

C. Cash and bank balances

(Rupees in million)

Particulars	As on	As on				
	31-Dec-16	31-Mar-16	31-Mar-15	31-Mar-14	31-Mar-13	31-Mar-12
Cash and cash equivalents						
Cash on Hand	1.68	3.07	3.83	2.48	4.14	2.24
Bank Balances						
- in Current Accounts	73.44	13.69	7.05	8.78	18.30	24.67
Other Bank Balances						
Lien Account*	0.00	0.00	0.00	0.00	0.05	0.05
Earmarked balances with Banks						
Unpaid Dividend Account	0.00	0.00	0.00	0.00	0.38	0.00
Balances with Bank held as margin money/ security(Including Interest)	125.65	57.84	58.04	34.99	35.00	29.81
Total cash and bank balances	**200.76**	**74.61**	**68.92**	**46.25**	**57.88**	**56.78**

* Lien with bank against bank guarantee and performance guarantee given for various contracts.

Annexure XVI - Restated Consolidated Summary Statement of Short-term loans and advances, Trade Receivables and Other current assets

A. Short-term loans and advances **(Rupees in million)**

Particulars	As on	As on				
	31-Dec-16	31-Mar-16	31-Mar-15	31-Mar-14	31-Mar-13	31-Mar-12
(unsecured, considered good)						
Security Deposit	9.03	1.48	1.53	0.32	0.22	1.03
Loans & Advances to Related Parties*	0.00	0.00	21.21	31.55	32.21	32.66
Other Loans and Advances						
Advance to Employees**	82.75	5.27	6.07	3.70	5.76	3.09
Balances with Government & Statutory Authorities	295.65	243.07	184.31	265.99	193.54	108.04
Advance Tax and TDS	106.32	83.31	38.96	34.51	60.41	58.44
Other Loans and Advances to Suppliers, Contractors etc.						
Unsecured, considered Good	98.17	60.40	41.62	43.70	36.73	37.31
Unsecured, considered Doubtful	0.08	0.08	0.00	1.48	1.48	1.48
Less: Provision for doubtful advances	(0.08)	(0.08)	0.00	(1.48)	(1.48)	(1.48)
Total	**591.93**	**393.53**	**293.69**	**379.76**	**328.86**	**240.58**
*** Break up of loan to related parties**						
Prisma Electronics	0.00	0.00	0.00	13.04	16.06	18.25
Top Line Electronics Pvt Ltd	0.00	0.00	21.21	18.51	16.14	14.41
Total	**0.00**	**0.00**	**21.21**	**31.55**	**32.21**	**32.66**
****Break up of Advance to Employees (KMP)**						
Mr. Atul B lall (Managing director of the Company)	47.31		0.22			
Mr. Gopal Jagwan (Chief financial officer)	4.06	0.83	0.35			

** Includes advance of Rs. 60.71 million to employees for subscribing shares under employee stock option plan which is repayable in 36 months, together with interest @10% pa.

B. Current Trade receivables: **(Rupees in million)**

Particulars	As on	As on				
	31-Dec-16	31-Mar-16	31-Mar-15	31-Mar-14	31-Mar-13	31-Mar-12
Outstanding for a period exceeding six months from the date they are due for payment						
Unsecured, Considered Good	35.56	27.35	5.09	8.95	8.36	6.57
From Prisma Electronics (Related Party)	0.00	0.21	0.21	0.21	0.21	0.21
Unsecured, Considered Doubtful	0.00	0.22	0.20	0.35	0.00	0.00
Less: Provision for doubtful	0.00	0.20	0.20	0.20	0.00	0.00
Total	**35.56**	**27.58**	**5.30**	**9.31**	**8.57**	**6.78**
Other Receivables						
Unsecured, Considered Good	1,573.82	847.11	504.30	454.54	389.96	533.28
Other Customer (excluding Related parties)	0.00	0.00	0.00	0.00	0.00	0.00
Dixon Applied Technology Training Institute	0.09	0.00	0.00	0.00	0.00	0.00
My Box Technologies Private Limited(Associates)	0.00	0.00	34.28	0.00	20.36	26.01
Padget Electronics Private Limited (Joint Venture)	0.88	2.30	0.00	0.00	0.00	0.00
Total	**1,574.79**	**849.41**	**538.58**	**454.54**	**410.32**	**559.28**
Grand Total	**1,610.36**	**876.99**	**543.88**	**463.85**	**418.89**	**566.06**

C. Other current assets **(Rupees in million)**

Particulars	As on	As on				
	31-Dec-16	31-Mar-16	31-Mar-15	31-Mar-14	31-Mar-13	31-Mar-12
Prepaid expenses	5.17	5.52	9.57	8.13	9.04	7.02
Unamortized Pre-operative expenditure	**0.00**	**0.00**	0.10	0.10	0.06	0.00
Other receivable against sale of Fixed assets	0.00	0.00	0.00	9.07	0.00	1.05
Miscellaneous amount recoverable	0.40	0.24	0.32	1.53	4.98	1.90
Total	**5.57**	**5.76**	**9.99**	**18.83**	**14.09**	**9.96**

Annexure XVII- Restated Consolidated Summary Statement of Revenue from operations

(Rupees in million)

Particulars	For the period	For the year				
	31-Dec-16	31-Mar-16	31-Mar-15	31-Mar-14	31-Mar-13	31-Mar-12
Revenue from operations						
A. Sales of Products & Others	18,558.09	13,914.12	12,095.19	11,161.78	8,125.46	6,025.79
Less: Excise Duty	314.02	207.49	184.67	256.94	493.54	374.39
Sale of products (Net)	**18,244.07**	**13,706.64**	**11,910.52**	**10,904.85**	**7,631.92**	**5,651.39**
B. Sale of Services						
Job Work Receipts	187.41	179.59	100.35	29.58	34.31	68.21
Service Charge receipts	1.29	0.00	0.00	0.00	0.00	0.00
C. Other Operating Revenue						
Export Incentive	4.31	2.86	0.00	0.00	0.00	0.00
Duty Draw Back	5.95	2.72	0.00	0.00	0.00	0.00
Sale of scrap	1.46	2.36	2.52	2.77	3.01	4.41
Total revenue (A+B+C) (Refer Note H of Ann. XXIV)	**18,444.50**	**13,894.17**	**12,013.39**	**10,937.19**	**7,669.24**	**5,724.00**

Annexure XVIII- Restated Consolidated Summary Statement of Other Income

(Rupees in million)

Particulars	Recurring / Non Recurring Activity (Refer No. (a) below)	Business / Non Business Activity (Refer No. (a) below)	For the period	For the year				
			31-Dec-16	31-Mar-16	31-Mar-15	31-Mar-14	31-Mar-13	31-Mar-12
Interest Received (Gross):								
-On Fixed Deposits/ Margin Money	Recurring	Business	3.87	4.57	3.13	2.85	2.41	2.34
-Others	Recurring	Non-Business	3.00	4.33	5.58	5.19	1.66	4.25
Dividend Received	Non Recurring	Non-Business	0.00	0.00	0.08	0.00	0.00	0.00
Profit on Sale of Share	Non Recurring	Non-Business	0.00	0.00	4.57	0.00	0.00	0.00
Profit on sales of Property Plant & Equipment (net)	Non Recurring	Non-Business	0.00	0.00	0.00	0.00	0.00	0.00
Exchange Fluctuations (Net)	Recurring	Business	2.05	3.73	2.83	1.28	0.18	1.11
Other Non Operating Income								
Other receipts	Non Recurring	Business	0.25	0.09	0.00	0.09	0.24	1.07
Sales tax refund of earlier years	Non Recurring	Business	0.00	0.00	0.00	0.00	0.06	0.61
Interest on income tax refund	Non Recurring	Non-Business	0.00	0.00	0.00	1.56	3.09	1.91
Provision for doubtful debts / loans & Advances written back	Non Recurring	Business	0.00	1.32	0.00	0.00	0.20	1.28
Export Incentive	Recurring	Business	0.00	0.00	0.00	0.00	0.00	0.03
Sundry Credit balances written back	Non Recurring	Business	0.09	0.66	1.67	11.66	2.98	0.88
Rent Received (Refer note (b) below)	Recurring	Non-Business	2.02	2.46	0.00	0.00	0.00	0.00
Excess Liabilities/Provisions Written Back	Non Recurring	Business	0.02	0.40	-	1.60	0.37	0.22
Impairment of Property Plant & Equipment Written back	Non Recurring	Business	0.00	0.00	0.00	9.50	0.00	0.00
Total Other Income			**11.31**	**17.57**	**17.86**	**33.74**	**11.18**	**13.69**

Notes:

a) The classification of other income as recurring / non-recurring, related / non-related to business activity is based on the current operations and business activity of the Company as determined by the Management

b) From Jointly controlled entity M/s Padget Electronics Private Limited.

Annexure XIX- Restated Consolidated Summary Statement of Expenses

A. Cost of material consumed:

(Rupees in million)

Particulars	For the period	For the year				
	31-Dec-16	31-Mar-16	31-Mar-15	31-Mar-14	31-Mar-13	31-Mar-12
Opening Stock	860.27	784.46	699.51	639.87	505.62	390.60
Add : Purchases (Net)	17,517.94	12,360.22	11,037.81	10,014.13	6,741.08	4,916.60
Less : Closing Stock	1,373.23	860.27	784.46	699.51	639.87	505.62
Cost of Materials Consumed	**17,004.98**	**12,284.41**	**10,952.85**	**9,954.50**	**6,606.83**	**4,801.58**

B. Change in inventory of finished goods ,Work-In-Progress and Stock-In-Trade:

(Rupees in million)

Particulars	For the period	For the year				
	31-Dec-16	31-Mar-16	31-Mar-15	31-Mar-14	31-Mar-13	31-Mar-12
Finished goods: (Including Component)						
Opening stock	95.07	200.83	87.36	27.76	100.31	76.64
Closing stock	695.76	95.07	200.83	87.36	27.76	100.31
(Increase)/decrease in stock (A)	**(600.69)**	**105.76**	**(113.47)**	**(59.60)**	**72.55**	**(23.67)**
Work -In -Progress:						
Opening stock	406.48	139.50	144.17	173.96	93.87	74.90
Closing stock	389.68	406.48	139.50	144.17	173.96	93.87
(Increase)/decrease in stock (B)	**16.80**	**(266.97)**	**4.67**	**29.79**	**(80.09)**	**(18.96)**
Stock in Trade:						
Opening stock	0.00	0.26	0.26	36.81	33.60	32.47
Closing stock	0.00	0.00	0.26	0.26	36.81	33.60
(Increase)/decrease in stock (C)	**0.00**	**0.26**	**0.00**	**36.55**	**(3.20)**	**(1.14)**
Scrap						
Opening stock	**0.83**	**0.44**	**0.40**	**0.65**	**1.17**	**1.54**
Closing stock	**1.47**	**0.83**	**0.44**	**0.40**	**0.65**	**1.17**
(Increase)/decrease in stock (D)	**(0.64)**	**(0.39)**	**(0.04)**	**0.25**	**0.52**	**0.36**
Total change in inventory (A+B+C+D)	**(584.53)**	**(161.34)**	**(108.84)**	**6.98**	**(10.22)**	**(43.41)**

C. Employee's benefits expense:

(Rupees in million)

Particulars	For the period	For the year				
	31-Dec-16	31-Mar-16	31-Mar-15	31-Mar-14	31-Mar-13	31-Mar-12
Salary, Wages, Bonus etc.	408.63	472.39	319.64	280.88	301.76	316.85
Contribution to Provident and other funds	26.80	35.11	22.13	17.97	12.63	12.77
Gratuity	9.76	8.92	4.57	3.08	1.68	3.01
Staff Welfare Expenses	34.99	32.45	22.26	20.73	30.62	22.83
Expense on Employee Stock Option Scheme (ESOP)	0.00	0.69	0.00	0.00	6.39	6.39
Total employee's benefits expenses	**480.18**	**549.57**	**368.59**	**322.66**	**353.08**	**361.85**

D. Finance cost:

(Rupees in million)

Particulars	For the period	For the year				
	31-Dec-16	31-Mar-16	31-Mar-15	31-Mar-14	31-Mar-13	31-Mar-12
Interest Expenses	94.53	120.16	91.10	101.51	110.74	86.92
Less: Interest Received from Associate	0.00	1.38	4.83	0.00	9.88	0.00
Other Borrowing Cost	0.00	0.00	0.00	0.00	0.00	10.44
Interest expenses (Net)	**94.53**	**118.79**	**86.27**	**101.51**	**100.85**	**97.36**
Exchange difference to the extent considered as an adjustment to borrowing costs	0.00	0.00	0.00	0.00	0.00	8.47
Bank Charges	9.86	12.28	12.18	10.76	13.88	0.00
Total finance cost	**104.39**	**131.07**	**98.45**	**112.27**	**114.73**	**105.84**

E. Other expenses: (Rupees in million)

Particulars	For the period	For the year				
	31-Dec-16	31-Mar-16	31-Mar-15	31-Mar-14	31-Mar-13	31-Mar-12
Consumption of Stores and Spares parts	148.74	168.86	130.13	122.31	284.13	239.25
Manufacturing Expenses	264.63	142.24	117.78	76.90	8.90	26.60
Power & Fuel	82.75	86.80	68.32	61.79	63.64	54.06
Rent	18.71	19.58	13.46	9.89	11.55	19.43
Repairs to Building	4.79	2.77	1.43	1.47	1.63	1.58
Repairs to Plant & Machinery	33.06	32.10	22.47	14.49	20.36	12.67
Repairs to Others	16.10	13.53	10.62	9.80	9.18	8.89
Insurance	6.06	4.86	4.71	3.63	3.11	2.30
Rates & Taxes	6.33	13.68	5.45	5.57	7.13	3.23
Selling & Distribution Expenses	55.69	30.27	13.71	19.50	39.41	91.13
Royalty	0.00	0.00	0.00	0.86	2.39	13.63
Donation	0.23	0.26	0.15	0.21	0.10	0.21
R & D Expenses	3.89	3.70	1.85	1.13	1.41	2.33
Bad debts written off	0.00	0.07	1.75	0.62	1.95	0.92
Pre-operative Expenses written off	0.00	0.06	0.06	0.06	0.06	3.46
Payment to Auditors	2.42	3.13	2.52	2.06	1.98	1.57
Preliminary Expenses written off	0.01	0.00	0.00	0.00	0.00	0.00
Provision for doubtful debts/loans & Advances	10.24	0.69	1.27	0.59	2.10	6.04
Provision for Impairment of Property Plant & Equipment	0.00	0.60	9.54	0.00	4.68	0.00
Amount Written off	0.00	0.00	0.00	0.00	0.00	2.10
Loss on sale of Property Plant & Equipment	10.03	23.29	2.56	4.13	8.26	1.57
Corporate Social Responsibility Expenses	0.47	1.47	1.04	0.00	0.00	0.00
Miscellaneous Expenses	165.41	85.85	69.90	58.15	46.38	61.43
Total other expenses	**829.57**	**633.81**	**478.72**	**393.16**	**518.35**	**552.40**

Annexure XX- Restated Consolidated Summary Statement of Accounting Ratios

(Rupees in million)

Particulars		**As on / for the period**	**As on / for the year**				
		31-Dec-16	**31-Mar-16**	**31-Mar-15**	**31-Mar-14**	**31-Mar-13**	**31-Mar-12**
Face Value Per Equity Share (in Rs.)		10.00	10.00	10.00	10.00	10.00	10.00
Adjusted Earning Per Share (in Rs.):							
Adjusted Basic earning per share (a/e)		39.79	45.47	12.64	14.49	5.31	(7.48)
Adjusted Diluted earning per share (b/f)		36.94	40.56	11.09	12.79	4.63	(7.48)
Return on net worth (in %) (a/g)		21.03%	34.68%	13.96%	18.45%	8.09%	-12.47%
Net asset value per share (in Rs.) Pre-Bonus (g/c)	(Amount in Rs.)	173.86	396.31	273.65	237.42	198.28	181.31
Net asset value per share (in Rs.) Post Bonus (g/d)	(Amount in Rs.)	173.86	131.10	90.53	78.54	65.59	59.98
Profit							
a. Restated profit after tax attributable to the share holders	(Rupees in million)	401.65	426.53	118.56	135.90	49.80	(70.14)
b. Adjusted restated profit after tax attributable to the share holders	(Rupees in million)	401.65	438.11	119.49	137.75	49.80	(70.14)
c. Equity shares outstanding at the end of the year / period	(Shares in number)	10,985,341	3,103,157	3,103,157	3,103,157	3,103,157	3,103,157
d. Equity shares outstanding at the end of the year / period (after bonus issue)	(Shares in number)	10,985,341	9,380,494	9,380,494	9,380,494	9,380,494	9,380,494
e. Weighted average number of equity shares outstanding for calculating basic EPS (refer Ann. XXVIII)	(Shares in number)	10,094,362	9,380,494	9,380,494	9,380,494	9,380,494	9,380,494
f. Adjusted weighted average number of equity shares for calculation of diluted EPS (refer Ann. XXVIII)	(Shares in number)	10,872,161	10,802,248	10,776,312	10,771,222	10,764,904	10,736,944
g. Restated Net worth as at the end of the year	(Rupees in million)	1,909.93	1,229.81	849.17	736.75	615.29	562.64

Notes

i) The ratios have been computed as follows:

(a) Adjusted Earning Per Share (Basic) = $\frac{\text{a. Restated profit after tax attributable to the share holders}}{\text{e. Weighted average number of equity shares outstanding for calculating basic EPS (refer Ann. XXVIII)}}$

(b) Adjusted Earning Per Share (Diluted) = $\frac{\text{b. Adjusted restated profit after tax attributable to the share holders}}{\text{f. Adjusted weighted average number of equity shares for calculation of diluted EPS (refer Ann. XXVIII)}}$

(c) Return on net worth (%) = $\frac{\text{a. Restated profit after tax attributable to the share holders}}{\text{g. Restated Net worth as at the end of the year}}$

(d) Net asset value per share Pre-Bonus (Rs.) = $\frac{\text{g. Restated Net worth as at the end of the year}}{\text{c. Equity shares outstanding at the end of the year / period}}$

(e) Net asset value per share Post-Bonus (Rs.) = $\frac{\text{g. Restated Net worth as at the end of the year}}{\text{d. Equity shares outstanding at the end of the year / period (after bonus issue)}}$

ii) Net worth for ratios mentioned in note (i) (c) and (i)(d) is = Total paid up share capital + Reserves and surplus (including Securities premium account and Surplus in the Restated Consolidated Summary Statement of Profit and Loss and reserve created out of profits)+employee stock option outstanding-unamortised miscellaneous expenses.

iii) The Company has issued 314806 shares under ESOP scheme 2010 and same has been exercised by the employees of the company during the period ended on 31st December 2016. these have been adjusted in computation of Diluted EPS of earlier year in accordance with Accounting Standard - 20 Earning Per Share

iv) The Company has issued 6,277,337 equity shares as bonus in ratio of 4:3 on 20th Sep 2016. The same has been considered for calculation of basic and diluted EPS for the years presented in accordance with Accounting Standard - 20 Earnings Per Share.

v) The Company has converted Convertible debentures into 1,290,041 equity share on 27th August 2016 in compliance with applicable law, based on the formula stated in The Investment Agreement dated March 28, 2014 (as amended) and Share alloted on Premium Rs 280.66 Per share. The same has been considered for calculation of Basic and diluted EPS for the years presented in accordance with Accounting Standard-20 "Earning Per Share"

vi) Weighted average number of shares is the number of equity shares outstanding at the beginning of the period/ year adjusted by the number of equity shares issued during year, multiplied by the time weighing factor. The time weighing factor is the number of days for which the specific shares are outstanding as a proportion of total number of days during the year.

vii) The Company does not have any revaluation reserves and extra ordinary items.

viii) Earnings per share calculations are in accordance with Accounting Standard 20- Earnings per share, notified under the Companies (Accounting Standards) Rules 2016, as amended.

ix) During the year ended 31st March 2012, the group has incurred net loss, hence calculation of dulited EPS is anti-dilutive therefore, basic EPS is taken as diluted EPS.

x) Basic & Diluted EPS for the period 9 months ended on 31st december 2016 are not annulised.

Annexure XXI: Restated Consolidated Summary Statement of Capitalisation

(Rupees in million)

Particulars	Pre-Issue As on 31-Dec-16	As adjusted for issue (Refer note 1 below)
Borrowings		
Short-term borrowing (A)	423.83	
Long-term borrowing (B)	158.49	
Total borrowing (A+B)	582.32	
Shareholders' fund (Net worth)		
Share capital (refer annexure VI)	109.85	
Reserves and surplus (refer annexure VII)	1,800.08	
Total shareholders' fund (C)	1,909.93	
Long-term borrowings / Net worth [B/C]	0.08	

Notes:

1)The corresponding figures (as adjusted for issue) are not determinable at this stage pending the completion of the book building process and hence have not been furnished.

2) Short-term debts are considered as borrowing due within 12 months from the balance sheet date.

3) Long-term debts is considered as borrowing other than short-term borrowing, as defined above and also includes the current maturities of long-term borrowings.

Annexure XXII: Restated Consolidated Summary Statement of contingent liabilities and commitments

A. Contingent liabilities

(Rupees in million)

Particulars	As on	As on				
	31-Dec-16	31-Mar-16	31-Mar-15	31-Mar-14	31-Mar-13	31-Mar-12
1. Contingent liabilities not provided in respect of						
Letters of Credit (outstanding)	329.55	251.85	160.24	142.05	198.38	37.73
Guarantees issued by bankers on behalf of Company and amount outstanding.	2.91	1.51	1.51	16.51	26.44	101.50
Corporate Guarantees given to Bank on behalf of subsidiaries/ Associates for purpose of financial assistance.	535.00	605.00	640.00	355.00	525.00	395.00
Bank Guarantee given by Dixon Appliances P Ltd (Subsidiary)		0.00	0.00	0.10	0.10	0.10
Bill Discounting with Banks	46.60	149.24	108.29	108.89	3.77	50.90
Bill Discounting with NBFC		0.00	11.80	0.00	0.00	0.00
Discounting Letter of credit		0.00	10.58	0.00	0.00	0.00
Demand for Income Tax under appeal with CIT (A), Tribunal and objection filed under dispute resolution panel	16.96	0.00	1.65			148.12
Demand for Sales Tax under appeal with Department/Tribunal/ Courts and show cause notice etc.	6.83	10.29	42.08	1.38	6.90	9.04
Demand for Excise, Custom Duty, Service Tax under appeal with Department/Tribunal/ Courts and show cause notice etc. excluding Penalty & Interest	168.45	172.29	144.09	30.24	82.39	74.28
Cases pending in labour court and not provided for	1.67	1.08	1.16	1.16	1.16	1.16
Stamp Duty appeal filed with Chief Controller of Revenue, Allahabad	1.78	1.78	1.78	1.78	1.78	1.78
Surety Bond given to Excise Department	1,089.00	500.00	0.00	0.00	0.00	0.00
Undertaking and Bond given by Obligator					10.00	10.00

B. Capital commitments:

(Rupees in million)

Particulars	As on	As on				
	31-Dec-16	31-Mar-16	31-Mar-15	31-Mar-14	31-Mar-13	31-Mar-12
Contract remaining to be executed on Capital Account and not provided for (net of Advances)	29.66	28.76	227.43	8.09	8.75	56.15
Other commitments						

Annexure XXIII: Restated Consolidated Summary Statement for In House Research & Development:

(Rupees in million)

Particulars	For the period	For the year				
	31-Dec-16	31-Mar-16	31-Mar-15	31-Mar-14	31-Mar-13	31-Mar-12
Cost of Material Consumed	0.20	1.42	1.95	0.00	0.00	0.00
Power & Fuel	0.20	0.24	0.18	0.01	0.01	0.01
Salaries, Wages, Bonus etc.	16.06	11.72	8.87	5.98	3.79	4.33
Contribution to Provident and Other Funds	1.10	0.86	0.66	0.44	0.30	0.33
Gratuity	2.28	1.76	0.24	0.22	0.21	0.20
Staff Welfare Expenses	0.04	0.01	0.01	0.01	0.01	0.02
Consumption of Store and spare parts	0.00	0.01	0.04	0.00	0.00	0.00
Repairs to Building	0.00	0.00	0.10	0.00	0.00	0.00
Repairs to Plant & Machinery	0.00	0.00	0.06	0.00	0.00	0.00
Repairs to Other Assets	0.03	0.06	0.07	0.07	0.05	0.07
Rates & Taxes	0.04	0.08	0.00	0.00	0.00	0.00
Depreciation	0.07	0.02	0.00	0.00	0.00	0.00
Other Expenses : -	0.00	0.00	0.00	0.00	0.00	0.00
R & D Expenses	3.89	3.70	1.85	1.13	1.95	2.33
Miscellaneous Expenses	1.51	1.11	1.31	0.93	0.77	1.26
TOTAL	**25.41**	**20.99**	**15.35**	**8.79**	**7.10**	**8.56**

Annexure XXIV - Restated Consolidated Summary Statement of Other notes

A. Employee benefits

The Company has classified various employee benefits as under:

I. Gratuity

The Group has undefined benefit gratuity plan and managed by the Company. Expenses are recognized under head "Gratuity". Every employee who has rendered continuous service of five years or more is entitled to get gratuity at 15 days salary (15/26 X last drawn basic salary plus variable dearness allowance) for each completed year of service subject to a maximum of Rs.1.00 million on resignation, termination, disablement or on death. The liability for the same is recognized on the basis of actuarial valuation.

II. Valuation in respect of gratuity has been carried out by an independent actuary,	For the period	For the year				
	31-Dec-16	31-Mar-16	31-Mar-15	31-Mar-14	31-Mar-13	31-Mar-12
as at the Balance Sheet date, based on the following key assumptions:						
(a) Discount Rate (per annum)						
Dixon Bhurji Moulding Private. Ltd.		8.00%	8.00%	8.00%	8.00%	8.00%
Dixon Appliances Private Ltd.		8.00%	8.00%	8.00%	8.00%	8.00%
Dixon Technologies (India) Ltd.	7.21%	8.00%	8.00%	8.00%	8.00%	8.00%
Padget Electronics Private Limited	7.20%	0.00%	0.00%	0.00%	0.00%	0.00%
(b) Rate of increase in Compensation Levels	6.00%	6.00%	6.00%	6.00%	6.00%	6.00%
(c) Rate of Return on Plan Assets	0.00	0.00	0.00	0.00	0.00	0.00
III. Amount recognised in the Restated Consolidated Summary Statement of assets and liabilities						
(a) Present value of funded obligations	35.10	25.98	18.56	15.66	15.63	15.45
(b) Fair value of plan assets		0.00	0.00	0.00	0.00	0.00
(c) Net assets/ (liability) recognised	(35.10)	(25.98)	(18.56)	(15.66)	(15.63)	(15.45)
IV. Expenses recognised in the Restated Consolidated Statement of Profit and Loss						
Current service cost	4.01	3.21	2.03	1.65	1.67	1.92
Interest cost	1.56	1.48	1.26	1.25	1.24	1.28
Expected return on plan assets	0.00	0.00	0.00	0.00	0.00	0.00
Net actuarial (gain)/loss	4.15	4.23	1.28	0.18	(1.23)	0.19
Total expenses recognised in the Restated Consolidated Summary Statement of Profit and Loss	9.76	8.92	4.57	3.08	1.68	3.01

B. Disclosure of 'Lease' As per AS -19.

Disclosures for Operating Leases

I)The Company has entered into cancellable operating leases and transactions for leasing of accommodation for office space, Godown, transit house etc. The tenure of lease generally, vary between one and three years Terms of lease include operating terms for renewal, increase in rent in future period and terms of cancellation.

II) The Company has given its property on lease and tenure of leases is 11 year. Terms of the lease include operating term for renewal, increase in rent in future period and term of cancellation Jointly controlled entity.

(Rupees in million)

Particulars	For the period	For the year				
I) **As a lessee (expense)**	**31-Dec-16**	**31-Mar-16**	**31-Mar-15**	**31-Mar-14**	**31-Mar-13**	**31-Mar-12**
Godown Rent Office Space and Transit House	18.71	19.58	13.46	9.89	11.55	19.43
II) **As a lessor (Income)**						
Office Space and factory Building	2.02	2.46	0.00	0.00	0.00	0.00
The cost of depreciation provided during the year, on rented portion is	2.26	1.78	0.00	0.00	0.00	0.00

C . Statement under the Micro, Small and Medium Enterprises Development Act, 2006,

(Rupees in million)

Particulars	As on / for the period	As on / for the year				
	31-Dec-16	**31-Mar-16**	**31-Mar-15**	**31-Mar-14**	**31-Mar-13**	**31-Mar-12**
Principal amount due to suppliers registered under the MSMED Act and remaining unpaid as at year end	168.48	89.09	71.85	96.79	56.89	24.46
Interest due to suppliers registered under the MSMED Act and remaining unpaid as at year end	0.00	0.00	0.00	0.00	0.00	0.00
Principal amounts paid to suppliers registered under the MSMED Act, beyond the appointed day during the year	0.00	0.00	0.00	0.00	0.00	0.00
Interest paid, other than under Section 16 of MSMED Act, to suppliers registered under the MSMED Act, beyond the appointed day during the year	0.00	0.00	0.00	0.00	0.00	0.00
Interest paid, under Section 16 of MSMED Act, to suppliers registered under the MSMED Act, beyond the appointed day during the year	0.00	0.00	0.00	0.00	0.00	0.00
Interest due and payable towards suppliers registered under MSMED Act, for payments already made	0.00	0.00	0.00	0.00	0.00	0.00
Further interest remaining due and payable for earlier years	0.00	0.00	0.00	0.00	0.00	0.00

D . Payments to auditors:

(Rupees in million)

Particulars	For the period	For the year				
	31-Dec-16	**31-Mar-16**	**31-Mar-15**	**31-Mar-14**	**31-Mar-13**	**31-Mar-12**
Audit Fees	1.39	1.42	1.10	0.99	1.13	0.77
Tax Audit Fees	0.21	0.25	0.17	0.05	0.04	0.26
Out of pocket expenses	0.02	0.24	0.21	0.26	0.24	0.06
Certification fees	0.12	0.86	0.76	0.44	0.54	0.47
Company Law matter	0.45	0.12	0.03	0.04	0.02	0.01
Payment to Cost Auditor	0.23	0.24	0.24	0.27		
Total	**2.42**	**3.13**	**2.52**	**2.06**	**1.98**	**1.57**

E . Corporate Social Responsibility Expenditures: **(Rupees in million)**

The company undertook Corporate Social Responsibility ('CSR') Programme and the following expenditure are made during the period

Particulars	**For the period**	**For the year**				
	31-Dec-16	**31-Mar-16**	**31-Mar-15**	**31-Mar-14**	**31-Mar-13**	**31-Mar-12**
A. Gross amount required to be spent by the company	3.03	1.85	0.52			
B. Amount spent by the company on						
Donation to Magic Bus India Foundation (Sec.8) company for project related to orphans	0.40	0.25	0.60			
Donation to Chhatra Pati Shivaji Samaj Kalyan And Shiksha Prachar Samiti for education related project	0.07	0.07				
Relief Material sent for Jammu & Kashmir Flood			0.21			
Donation to Chief Minister's Relief Fund			0.23			
Donation to Saint Hardyal Education and Orphan Welfare society for the Project related to orphans.		0.45				
Donation to Rugmark Foundation for the project related School		0.35				
Donation to Khushii for the Project related to orphans		0.35				
Total Amount Spent	0.47	1.47	1.04			
Amount of Short /(Excess) Spent	2.56	0.39	(0.53)			

F. Exceptional Items **(Rupees in million)**

Particulars	**For the period**	**For the year**				
	31-Dec-16	**31-Mar-16**	**31-Mar-15**	**31-Mar-14**	**31-Mar-13**	**31-Mar-12**
Profit on sales of investment in Associates shares	0.00	117.02	0.00	0.00	0.00	0.00
Profit on sales of Properties	0.00	0.00	0.00	54.28	0.00	0.00
Total Income / (Expenditure)	**0.00**	**117.02**	**0.00**	**54.28**	**0.00**	**0.00**

G. Employee Stock Option Plan

Employee Stock Option Plan - 2010: The Group had an Employee Stock Option Plan ('the 2010 Plan') which provided for the grant of equity shares of the Group to the eligible employees of the company and its subsidiary companies. The board of director recommended the establishment of the 2010 plan to the shareholders on 3rd June 2008 and shareholders approved the recommendations of the board of director in Extra Ordinary General Meeting held on 3rd June 2008. The maximum aggregate number of shares that may be awarded under the 2010 plan was 4,37,000 shares. The company has approved 2 grants vide its meeting held on 2nd Nov'2010 and 1st July'2015 As per the plan, option granted under ESOP would vest in not less than one year and not more than 3 years from the date of grant of such option. The Plans are Equity Settled Plans.

Particulars	**Grant I**	**Grant II**
Date of Grant	2nd Nov 2010	1st July 2015
Date of Share holders Approval	3rd June 2008	3rd June 2008
Date of Board of Directors / Committee Approval	2nd Nov 2010	1st July 2015
No. of Options	255,880	137,426
Method of settlement (Cash/Equity)	Equity	Equity
Vesting Period	Year 1- 33.33%	Year 1- 100%
	Year 2- 33.33%	
	Year 3- 33.34%	
Exercise Price (Rs.)	119	290
Exercise Period	5 years	1 year
Ext. of Exercise Period	1 Year	
Board Approval for Extension	14th Oct 2015	
Fair Value of Share at the time of Grant	227	295

Particulars	**As on**		**As on**									
	31-Dec-16		**31-Mar-16**		**31-Mar-15**		**31-Mar-14**		**31-Mar-13**		**31-Mar-12**	
	Share arising out of options	Weighted average exercise price	Share arising out of options	Weighted average exercise price	Share arising out of options	Weighted average exercise price	Share arising out of options	Weighted average exercise price	Share arising out of options	Weighted average exercise price	Share arising out of options	Weighted average exercise price
Outstanding at the beginning	-	-	-	-	-	-	-	-	-	-	-	-
Granted	-	-	137,426	290	-	-	-	-	-	-	-	-
Forfeited and expired	-	-	-	-	-	-	-	-	-	-	-	-
Exercised	314,806	194	-	-	-	-	-	-	-	-	-	-
Outstanding at the end	-	-	-	-	-	-	-	-	-	-	-	-
Exercisable at the end	-	-	314,806	193.65	177,380	119.00	177,380	119.00	177,380	119.00	118,242	119.00

H. Vertical wise break-up of Revenues from Operations (net) and Earnings before Interest, Taxes, Depreciation and Amortisation

The vertical wise break-up of the revenues from operations (net) is provided below: **(Rupees in million)**

Business vertical	For the Period	For the year				
	31-Dec-16	31-Mar-16	31-Mar-15	31-Mar-14	31-Mar-13	31-Mar-12
Lighting	3,625.92	4,295.05	3,006.14	3,077.26	2,614.15	1,890.25
Consumer electronics	6,710.53	7,701.20	7,755.53	6,982.84	4,515.23	3,572.78
Home appliances	1,459.04	1,306.45	1,067.35	848.78	516.02	240.62
Reverse logistics	452.63	391.38	184.36	28.30	23.84	20.36
Mobile phones	6,196.37	200.09	-	-	-	-
TOTAL	**18,444.50**	**13,894.17**	**12,013.39**	**10,937.19**	**7,669.24**	**5,724.00**

The portion of our revenues from operations (net) attributable to our OEM model is provided below: **(Rupees in million)**

Business vertical	For the Period					For the year
	31-Dec-16	31-Mar-16	31-Mar-15	31-Mar-14	31-Mar-13	31-Mar-12
Lighting	2,206.48	2,568.10	2,632.24	2,968.90	2,614.15	1,890.25
Consumer electronics	5,900.19	7,000.37	7,428.36	6,382.20	3,981.90	2,504.22
Home appliances	-	-	-	-	-	-
Reverse logistics	452.63	391.38	184.36	28.30	23.84	20.36
Mobile phones	6,196.37	200.09	-	-		
TOTAL	**14,755.67**	**10,159.94**	**10,244.95**	**9,379.40**	**6,619.29**	**4,414.83**

The portion of our revenues from operations (net) attributable to our ODM model is provided below: **(Rupees in million)**

Business vertical	For the Period					For the year
	31-Dec-16	31-Mar-16	31-Mar-15	31-Mar-14	31-Mar-13	31-Mar-12
Lighting	1,419.44	1,726.95	373.91	108.36	-	-
Consumer electronics	810.34	700.83	327.17	600.65	533.93	1,068.55
Home appliances	1,459.04	1,306.45	1,067.35	848.78	516.02	240.62
Reverse logistics	-	-	-	-	-	-
Mobile phones	-	-	-	-	-	-
TOTAL	**3,688.82**	**3,734.23**	**1,768.43**	**1,557.79**	**1,049.96**	**1,309.17**

EBIDTA bifurcated in business Vertical of Lighting, Consumer appliance, Home Appliance Reverse logistics, Mobile **(Rupees in million)**

EBIDTA	For the Period					For the year
	31-Dec-16	31-Mar-16	31-Mar-15	31-Mar-14	31-Mar-13	31-Mar-12
Lighting	125.64	221.94	90.51	87.36	49.06	63.60
Consumer Electronics	210.20	159.56	134.53	113.55	120.94	23.50
Home Appliances	233.54	139.66	61.74	53.11	25.80	4.51
Reverse Logistics	95.69	70.89	35.28	5.86	5.41	4.39
Mobiles Phones	49.24	(4.32)	-	-	-	-
Total	714.30	587.73	322.06	259.88	201.21	96.00
Other Income	11.31	17.57	17.86	33.74	11.18	13.69
Foreign currency Exchange Fluctuation loss not consider in above vertical						44.42
Total EBIDTA	**725.61**	**605.30**	**339.92**	**293.62**	**212.39**	**65.27**

Notes:-

1. The Company currently operates in 5 business verticals namely of Lighting, Consumer Electronics, Home Appliances, Reverse logistics, Mobile Phones. Further revenues generated from two verticals being Lighting and Consumer Electronics verticals is attributable to both Original Design Manufacturer ("ODM") and Original Equipment manufacturer ("OEM") models of the Company.

a. Original Design Manufacturer ("ODM"): Under ODM model, the Company with its in-house research team conceptualizes, designs the products which are then marketed to prospective customers. The Customers place orders for such products along with order details such as quantity, pricing etc. and then the ODM Products are manufactured at respective manufacturing facilities of the Company.

b. Original Equipment manufacturer ("OEM"): -The Company manufactures original equipment for their customers based on designs developed by or provided by the customers at an agreed cost basis customers' purchase orders.

2. To calculate the vertical wise Earnings before Interest, Taxes, Depreciation and Amortisation (EBITDA), firstly the directly allocable expenses are apportioned to the respective vertical and the balance expenses are apportioned in proportion to contribution of each vertical.

I. Disclosure as required by Schedule III of the Companies' Act, 2013.

Additional information, as required under Schedule III to the Companies Act, 2013, of enterprises consolidated as subsidiaries

Particulars	**As on / for the period**		**As on / for the year**									
	31-Dec-16		**31-Mar-16**		**31-Mar-15**		**31-Mar-14**		**31-Mar-13**		**31-Mar-12**	
Name of Entity	**Net Assets**	**Share in Profit & Loss**	**Net Assets**	**Share in Profit & Loss**	**Net Assets**	**Share in Profit & Loss**	**Net Assets**	**Share in Profit & Loss**	**Net Assets**	**Share in Profit & Loss**	**Net Assets**	**Share in Profit & Loss**
A. Parent Company												
Dixon Technologies (India) Ltd.	1,846.30	371.46	1,134.08	364.86	815.22	98.13	723.13	110.45	623.57	19.33	601.46	(59.65)
B. Subsidiary Companies												
Dixon Bhurji Moulding Private Limited (Refer Note B 2 of Annexure V)			47.31	21.00	26.31	11.58	14.87	12.62	2.25	12.24	(9.99)	(12.83)
Dixon Appliances Private Limited (Refer Note B 2 of Annexure V)			67.47	40.59	26.88	9.85	17.06	10.53	6.52	0.82	5.70	(2.31)
Dixon Global Private Limited	56.24	5.43	50.81	18.31	32.50	10.26	22.25	9.58	3.67	1.19	2.47	1.47
Padget Electronics Private Limited (till 9th Nov 2015)	0.00	0.00	0.00	0.00	0.48	(0.02)						
Minority Interest in All Subsidiaries	0.00	0.00	0.00	0.00	29.85	9.00	20.87	9.71	11.16	4.72	6.44	(5.67)
C. Associate Company												
My Box Technologies Pvt. Ltd. (Carrying Cost of Investment)	0.00	0.00	0.00	0.00	60.34	2.79	63.12	2.29	65.41	(19.19)	43.73	0.55
D. Jointly Controlled Entity												
Padget Electronics Private Limited (From 10th Nov 2015)	96.29	25.19	66.10	(3.89)	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Consolidation Adjustment	(88.89)	(0.43)	(135.96)	(14.34)	(142.31)	(23.01)	(124.39)	(19.28)	(97.12)	30.68	(86.93)	8.29
Total	1,909.93	401.65	1,229.82	426.53	849.27	118.56	736.91	135.90	615.47	49.80	562.88	(70.14)

Particulars	**As on / for the period**		**As on / for the year**									
	31-Dec-16		**31-Mar-16**		**31-Mar-15**		**31-Mar-14**		**31-Mar-13**		**31-Mar-12**	
Name of Entity	**As % of**	**As % of**	**As % of**	**As % of**	**As % of**	**As % of**	**As % of**	**As % of**	**As % of**	**As % of**	**As % of**	**As % of**
A. Parent Company												
Dixon Technologies (India) Ltd.	96.67%	92.48%	92.22%	85.54%	95.99%	82.77%	98.13%	81.27%	101.32%	38.82%	106.85%	85.03%
B. Subsidiary Companies												
Dixon Bhurji Moulding Private Limited (Refer Note B 2 (a) of Annexure V)	0.00%	0.00%	3.85%	4.92%	3.10%	9.76%	2.02%	9.29%	0.37%	24.58%	-1.78%	18.30%
Dixon Appliances Private Limited (Refer Note B 2 (a) of Annexure V)	0.00%	0.00%	5.49%	9.52%	3.17%	8.31%	2.31%	7.75%	1.06%	1.65%	1.01%	3.29%
Dixon Global Private Limited	2.94%	1.35%	4.13%	4.29%	3.83%	8.65%	3.02%	7.05%	0.60%	2.40%	0.44%	-2.10%
Padget Electronics Private Limited (till 9th Nov 2015)					0.06%	-0.02%						
Minority Interest in All Subsidiaries					3.52%	7.59%	2.83%	7.14%	1.81%	9.48%	1.14%	8.08%
C. Associate Company												
My Box Technologies Pvt. Ltd. (Carrying Cost of Investment)					7.10%	2.35%	8.57%	1.68%	10.63%	-38.53%	7.77%	-0.79%
D. Jointly Controlled Entity												
Padget Electronics Private Limited (From 10th Nov 2015)	5.04%	6.27%	5.37%	-0.91%								
Consolidation Adjustment	-4.65%	-0.11%	-11.06%	-3.36%	-16.76%	-19.41%	-16.88%	-14.18%	-15.78%	61.61%	-15.44%	-11.82%
Total	**100%**	**100%**	**100%**	**100%**	**100%**	**100%**	**100%**	**100%**	**100%**	**100%**	**100%**	**100%**

Notes: 1) Investment in Associate company has been consolidated on equity method, hence carrying cost of Investment in associates is shown as net assets and % of Consolidate Net assets is calculated accordingly

Annexure XXV - Restated Consolidated Summary Statement of Related Party Transactions

List of related parties and transactions as per requirements of Accounting Standard-18, 'Related Party Disclosures'

Particulars	For the period	For the year				
	31-Dec-16	31-Mar-16	31-Mar-15	31-Mar-14	31-Mar-13	31-Mar-12
Key Management Personnel	Mr. Sunil Vachani, Chairman	Mr. Sunil Vachani, Chairman	Mr. Sunil Vachani, Managing Director	Mr. Sunil Vachani, Managing Director	Mr. Sunil Vachani, Managing Director	Mr. Sunil Vachani, Managing Director
	Mr. Atul B. Lall, Managing Director	Mr. Atul B. Lall, Managing Director	Mr. Atul B. Lall, Whole Time Director	Mr. Atul B. Lall, Whole Time Director	Mr. Atul B. Lall, Whole Time Director	Mr. Atul B. Lall, Whole Time Director
	Mr. Gopal Jagwan, Chief Financial Officer	Mr. Gopal Jagwan, Chief Financial Officer	Mr. Gopal Jagwan, Chief Financial Officer			
Relative of Key Management Personnel			Mrs. Tina Vachani, Wife of brother of Mr. Sunil vachani	Mrs. Tina Vachani, Wife of brother of Mr. Sunil vachani	Mrs. Tina Vachani, Wife of brother of Mr. Sunil vachani	Mrs. Tina Vachani, Wife of brother of Mr. Sunil vachani
	Mrs. Gayatri Vachani, Wife of Mr. Sunil Vachani	Mrs. Gayatri Vachani, Wife of Mr. Sunil Vachani	Mrs. Gayatri Vachani, Wife of Mr. Sunil Vachani	Mrs. Gayatri Vachani, Wife of Mr. Sunil Vachani	Mrs. Gayatri Vachani, Wife of Mr. Sunil Vachani	Mrs. Gayatri Vachani, Wife of Mr. Sunil Vachani
	Mr. Ravi Vachani Brother of Mr. Sunil Vachani	Mr. Ravi Vachani Brother of Mr. Sunil Vachani	Mr. Ravi Vachani Brother of Mr. Sunil Vachani	Mr. Ravi Vachani Brother of Mr. Sunil Vachani	Mr. Ravi Vachani Brother of Mr. Sunil Vachani	Mr. Ravi Vachani Brother of Mr. Sunil Vachani
	Mr. Kamal Vachani Brother of Mr. Sunil Vachani	Mr. Kamal Vachani Brother of Mr. Sunil Vachani	Mr. Kamal Vachani Brother of Mr. Sunil Vachani	Mr. Kamal Vachani Brother of Mr. Sunil Vachani	Mr. Kamal Vachani Brother of Mr. Sunil Vachani	Mr. Kamal Vachani Brother of Mr. Sunil Vachani
	Mrs. Geeta Vaswani, Sister of Mr. Sunil Vachani	Mrs. Geeta Vaswani, Sister of Mr. Sunil Vachani	Mrs. Geeta Vaswani, Sister of Mr. Sunil Vachani	Mrs. Geeta Vaswani, Sister of Mr. Sunil Vachani	Mrs. Geeta Vaswani, Sister of Mr. Sunil Vachani	Mrs. Geeta Vaswani, Sister of Mr. Sunil Vachani
	Mrs. Sati Vachani, Mother of Mr. Sunil Vachani	Mrs. Sati Vachani, Mother of Mr. Sunil Vachani	Mrs. Sati Vachani, Mother of Mr. Sunil Vachani	Mrs. Sati Vachani, Mother of Mr. Sunil Vachani	Mrs. Sati Vachani, Mother of Mr. Sunil Vachani	Mrs. Sati Vachani, Mother of Mr. Sunil Vachani
Enterprises over which KMP and Relatives of KMP have significant influence	M/s Prisma Electronics	M/s Prisma Electronics	M/s Prisma Electronics	M/s Prisma Electronics	M/s Prisma Electronics	M/s Prisma Electronics
	M/s Dixon Applied Technologies Training Institute	M/s Dixon Applied Technologies Training Institute	M/s Dixon Applied Technologies Training Institute	M/s Dixon Applied Technologies Training Institute		
	M/s Six Sigma Electronics	M/s Six Sigma Electronics	M/s Six Sigma Electronics	M/s Six Sigma Electronics	M/s Six Sigma Electronics	M/s Six Sigma Electronics
	Fincraft Learnings Private Limited	Fincraft Learnings Private Limited	M/s Topline Electronics Pvt. Limited	M/s Topline Electronics Pvt. Limited	M/s Topline Electronics Pvt. Limited	M/s Topline Electronics Pvt. Limited
	M/s Rage					
Associate		M/s My Box Technologies Pvt. Ltd.	M/s My Box Technologies Pvt. Ltd.	M/s My Box Technologies Pvt. Ltd.	M/s My Box Technologies Pvt. Ltd.	M/s My Box Technologies Pvt. Ltd.
Jointly Controlled Entity	M/s Padget Electronic Pvt. Limited	M/s Padget Electronic Pvt. Limited				

Related Party Transactions : Key Management Personnel (Rupees in million)

Particulars	For the period	For the year				
	31-Dec-16	31-Mar-16	31-Mar-15	31-Mar-14	31-Mar-13	31-Mar-12
Remuneration/ Commission / Consultancy Paid						
(i) Mr. Sunil Vachani	19.63	18.29	15.91	12.53	45.38	10.74
(ii) Mr. Atul B. Lall	16.43	16.84	13.10	10.21	19.54	8.69
(iii) Mr. Gopal Jagwan	4.36	4.56	3.29			
Proceeds receive under ESOP scheme						
(ii) Mr. Atul B. Lall	40.90					
(ii) Mr. Gopal Jagwan	3.32					
Issue Of ESOP (Nos.)						
(i) Mr. Atul B. Lall	200,000					
(ii) Mr. Gopal Jagwan	15,000					
Perquisite Under ESOP						
(i) Mr. Atul B. Lall	25.54					
(ii) Mr. Gopal Jagwan	1.66					
Issue Of Bonus Shares (Nos.)						
(i) Mr. Sunil Vachani	2,760,196					
(ii) Mr. Atul B. Lall	400,000					
(iii) Mr. Gopal Jagwan	20,000					
Loan Given under ESOP						
(ii) Mr. Atul B. Lall	47.31					
(ii) Mr. Gopal Jagwan	3.46					
Loan Given						
(ii) Mr. Atul B. Lall			0.60			
(ii) Mr. Gopal Jagwan		0.68	0.50			
Rent Paid						
(i) Mr. Sunil Vachani						0.34
Purchases of Property, Plant & Equipments						
(i) Mr. Sunil Vachani				1.45		
Advance Against Property Given						
(i) Mr. Sunil Vachani	1.56	1.46	7.64			
Interest Received						
(i) Mr. Atul B. Lall	1.19		0.02			
(ii) Mr. Gopal Jagwan	0.09					
Outstanding Receivable at the year end						
(i) Mr. Atul B. Lall	47.31		0.22			
(ii) Mr. Gopal jagwan	4.06	0.83	0.35			
Rate of Interest on Loans						
For ESOP Loan						
(i) Mr. Atul B. Lall	10% PA					
(ii) Mr. Gopal jagwan	10% PA					
Other Staff loan						
(i) Mr. Atul B. Lall						
(ii) Mr. Gopal jagwan	Interest Free	Interest Free	Interest Free			

Related Party Transactions : Relative of Key Management Personnel **(Rupees in million)**

Particulars	For the period	For the year				
	31-Dec-16	31-Mar-16	31-Mar-15	31-Mar-14	31-Mar-13	31-Mar-12
Advance Against Property Given						
(i) Mrs. Gaytri Vachani	1.56	1.46	7.64			
Rent Paid						
(i) Mrs. Sati vachani	0.00			0.05	0.05	0.05
(ii) Mrs. Gaytri Vachani	0.00					0.34
No of Bonus Shares						
(i) Mr. Ravi Vachani	27					
(ii) Mr. Kamal Vachani	13					
(iii) Mrs. Geeta Vaswani	139,667					
Sale of Shares						
(i) Mrs. Gaytri Vachani	-					0.41

Related Party Transactions : Enterprises over which KMP and Relatives of KMP have significant influence **(Rupees in million)**

Particulars	For the period	For the year				
	31-Dec-16	31-Mar-16	31-Mar-15	31-Mar-14	31-Mar-13	31-Mar-12
Interest received						
M/s Topline Electronics Pvt. Ltd.			3.00	2.63	1.66	1.62
M/s Prisma Electronics			2.15	1.95		
Payment of Royalty						
M/s Topline Electronics Pvt. Ltd.				0.86	2.08	12.10
Sale of Goods						
M/s Dixon Applied Technologies Training Institute	0.09	0.00		0.03		
M/s Prisma Electronics						2.78
Purchases of Goods						
M/s Prisma Electronics						0.38
M/s Rage	0.34					
Outstanding Receivable / (Payable) at the year end						
M/s Topline Electronics Pvt. Ltd.			21.21	18.51	16.14	14.41
M/s Dixon Applied Technologies Training Institute	0.09			(0.01)		
M/s Prisma Electronics		0.21	0.21	13.25	16.27	18.46

Related Party Transactions : Associate **(Rupees in million)**

Particulars	For the period ended	For the years ended				
	31-Dec-16	31-Mar-16	31-Mar-15	31-Mar-14	31-Mar-13	31-Mar-12
Interest Received						
(i) My Box Technologies Pvt. Ltd.		1.38	4.83		9.88	
Interest Paid						
(i) My Box Technologies Pvt. Ltd.						1.17
Purchases of Goods						
(i) My Box Technologies Pvt. Ltd.				0.18		
Sales of Goods						
(i) My Box Technologies Pvt. Ltd.		6.44	247.06	177.40	953.10	204.05
Guarantee Given by Co.						
(i) My Box Technologies Pvt. Ltd.					130.00	
Guarantee Taken by Co.						
(i) My Box Technologies Pvt. Ltd.					300.00	
Dividend Received						
(i) My Box Technologies Pvt. Ltd.					1.11	
Services Charges Paid						
(i) My Box Technologies Pvt. Ltd.			1.84			
Job Charges Received						
(i) My Box Technologies Pvt. Ltd.			0.46	0.93		
Investment in Shares						
(i) My Box Technologies Pvt. Ltd.					3.60	3.76
Outstanding receivable / (payable) at the year end						
(i) My Box Technologies Pvt. Ltd.			34.28	(63.03)	20.36	26.01

Related Party Transactions : Jointly Controlled Entity **(Rupees in million)**

Particulars	For the period ended	For the years ended				
	31-Dec-16	31-Mar-16	31-Mar-15	31-Mar-14	31-Mar-13	31-Mar-12
Sales of Goods						
(i) M/s Padget Electronics Pvt. Ltd.		1.51				
Rent Received						
(i) M/s Padget Electronics Pvt. Ltd.	4.63	3.58				
Sales of Fixed Assets						
(i) M/s Padget Electronics Pvt. Ltd.		2.35				
Purchase of Fixed Assets						
(i) M/s Padget Electronics Pvt. Ltd.	0.11	0.00				
Investment in Shares						
(i) M/s Padget Electronics Pvt. Ltd.	3.00	71.50				
Bonds Given to Custom on behalf of Jointly Controllrd Entity.						
(i) M/s Padget Electronics Pvt. Ltd.	810.00	500.00				
Bond Given to Custom By Joint Venture behalf of Dixon Technologies (India) Limited						
(i) M/s Padget Electronics Pvt. Ltd.	200.00					
Outstanding Receivable at the year end						
(i) M/s Padget Electronics Pvt. Ltd.	1.77	4.59				

Annexure XXVI: Restated Consolidated Summary Statement of Company Holds Interests in Jointly controlled entity.

Name of the Jointly Controlled Entity	Company's share		Country of incorporation
	December 2016	March 2016	
Padget Electronics Private Limited	50%	50%	India

a) The Company has entered into agreement in the year 2015-2016 with Jaina Group and Dixon Technologies (India) Limited and wish to work in cooperation each other to operate and manage the company which will utilize the respective experience of the parties for the purpose of running the business of company. For this purpose both Jaina group and Dixon Technologies (India) Limited have subscribed to 50% of the total Paid up Capital of the Company each.

b) The Group's interests in jointly controlled entities are accounted for using proportionate consolidation. The aggregate amount of each of the assets, liabilities, income expenditure, contingent liabilities, income, expenditure, contingent liabilities and commitments related to the group's interests in its jointly controlled entities included in these consolidated financial statements are given below:

(Rupees in million)

Particulars	As on / for the	As on / for the year				
Assets & Liabilities	**31-Dec-16**	**31-Mar-16**	**31-Mar-15**	**31-Mar-14**	**31-Mar-13**	**31-Mar-12**
Equities and liabilities						
Share Holder funds						
Share Capital	75.00	70.00				
Reserve & surplus	21.29	(3.90)				
	96.29	**66.10**				
Share application money pending for allotment	**0.00**	**1.00**				
Non-Current Liabilities						
Deferred Tax Liability (Net)	5.53					
Long Term Provisions	0.47					
Current Liabilities						
Trade Payables	1,343.60	273.86				
Other Current Liabilities	149.05	11.89				
Short Term Provisions	7.44					
	1,506.09	**285.75**				
Total	**1,602.37**	**352.85**				
Assets						
Non Current Assets						
Tangible Assets	78.81	64.83				
Intangible Assets	0.53					
Long Term Loan & Advances	2.94	1.06				
Other Non Current Assets	0.00	0.01				
Deferred Tax Assets	0.00	1.60				
	82.28	**67.50**				
Current Assets						
Inventories	1,034.08	281.99				
Trade Receivables	420.64	0.00				
Bank & Other balances	47.44	0.90				
Short-Term Loan and Advances	17.76	2.04				
Other Current assets	0.16	0.41				
	1,520.09	**285.35**				
Total	**1,602.37**	**352.85**				

Particulars	As on / for the	As on / for the year				
Income & Expenditure	**31-Dec-16**	**31-Mar-16**	**31-Mar-15**	**31-Mar-14**	**31-Mar-13**	**31-Mar-12**
Income						
Revenue from Operation	6,196.37	200.09				
Other Income	0.56					
Total	**6,196.93**	**200.09**				
Expenses						
Cost of material Consumed	6,431.05	383.34				
Change in Inventories of Finished Goods, Work In Progress	(450.04)	(194.80)				
Employee's Benefits Expense	39.79	7.79				
Finance Cost	7.03	0.00				
Depreciation	5.14	1.16				
Other Expenses	126.33	8.08				
Total Expenses	**6,159.30**	**205.58**				
Profit/(Loss) before Tax	**37.63**	**(5.49)**				
Current Tax	7.43	0.00				
Tax Credit Entitlement	(2.12)	0.00				
Deferred Tax Assets/(Laibilities)	(7.13)	1.60				
Profit /(Loss) after Tax	**25.19**	**(3.89)**				
Contingent Liabilities & Commitments						
Capital Commitment	0.00	0.04				
Contingent Liabilities	100.00	0.00				

Annexure – XXVII : Restated Consolidated Summary Statement of Dividend

(Rupees in million)

Particulars	For The Period	For the year				
	31-Dec-16	**31-Mar-16**	**31-Mar-15**	**31-Mar-14**	**31-Mar-13**	**31-Mar-12**
Share Capital			-	-	-	-
Equity share capital	109.85	31.03	31.03	31.03	31.03	31.03
Dividend on equity shares						
Interim dividend	38.45	38.79	3.10	3.10	0.00	0.00
Final Dividend	0.00	0.00	0.00	6.21	3.10	
Dividend in %	35%	125%	10%	30%	10%	0%

Annexure – XXVIII : Restated Consolidated Earning per Share

(Rupees in million)

Particulars		Date of Allotment	For the period	For the year				
			31-Dec-16	31-Mar-16	31-Mar-15	31-Mar-14	31-Mar-13	31-Mar-12
Restated profit after tax attributable to the share holders	(Rupees in million)		401.65	426.53	118.56	135.90	49.80	(70.14)
Interest on Debenture (Net of Tax)	(Rupees in million)		0.00	11.57	0.93	1.85	0.00	0.00
Adjusted restated profit after tax attributable to the share holders	(Rupees in million)		401.65	438.11	119.49	137.75	49.80	(70.14)
Equity shares outstanding at the beginning of the Year	(Shares in number)		3,103,157	3,103,157	3,103,157	3,103,157	3,103,157	3,103,157
Add:- Issue during the year			-	-	-	-	-	-
CCD converted in to equity shares	(Shares in number)	27-Aug-16	1,290,041	-	-	-	-	-
Equity share issued under ESOP scheme	(Shares in number)	17-Sep-16	314,806	-	-	-	-	-
Bonus Shares issued to the share holders	(Shares in number)	20-Sep-16	6,277,337	6,277,337	6,277,337	6,277,337	6,277,337	6,277,337
Weighted average number of equity shares outstanding for calculation of basic EPS	(Shares in number)		10,094,362	9,380,494	9,380,494	9,380,494	9,380,494	9,380,494
Add:- Potential equity shares for CCD Before conversation	(Shares in number)		696,810	1,290,041	1,290,041	1,290,041	1,290,041	1,290,041
Add:- Potential equity shares for outstanding (ESOP) scheme	(Shares in number)		80,989	131,713	105,777	100,687	94,369	66,409
Adjusted weighted average number of equity shares for calculation of diluted EPS	(Shares in number)		10,872,161	10,802,248	10,776,312	10,771,222	10,764,904	10,736,944
Adjusted Basic earning /(loss) per share (in Rs.)			39.79	45.47	12.64	14.49	5.31	(7.48)
Adjusted Diluted earning/(loss) per Share (in Rs.)			36.94	40.56	11.09	12.79	4.63	(7.48)

Notes:

(i) The figures disclosed above are based on the Restated Consolidated Summary Financial information of the Company.

(ii) The Company has issued 314806 shares under ESOP scheme 2010 and same has been exercised by the employees of the company during the period ended on 31st December 2016. These have been adjusted in computation of Diluted EPS of earlier year in accordance with Accounting Standard - 20 Earning Per Share

(iii) The Company has issued 6,277,337 equity shares as bonus in ratio of 4:3 on 20th Sep 2016. The same has been considered for calculation of basic and diluted EPS for the years presented in accordance with Accounting Standard - 20 Earnings Per Share.

iv) the Company has converted Convertible debentures into 1,290,041 equity share on 27th August 2016 in compliance with applicable law, based on the formula stated in The Investment Agreement dated March 28, 2014 (as amended) and Share alloted on Premium Rs 280.66 Per share

(v) Weighted average number of shares are the number of equity shares outstanding at the beginning of the year adjusted by the number of equity shares issued during year, multiplied by the time weighing factor. The time weighing factor is the number of days for which the specific shares are outstanding as a proportion of total number of days during the year

(vi) The Company does not have any revaluation reserves or extra-ordinary items.

vii) During the year ended 31st March 2012, the group has incurred net loss, hence calculation of dulited EPS is anti-dilutive therefore, basic EPS is taken as diluted EPS.

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 Consolidated Financial Statements as of and for the nine-month period ended December 31, 2016 and the years ended March 31, 2016, 2015, 2014, 2013 and 2012 including the notes thereto and the report thereon, which appear elsewhere in this Draft Red Herring Prospectus.

This discussion contains forward-looking statements and reflects the current views of our Company (on a consolidated basis) 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 set forth in the sections titled "Forward Looking Statements", "Our Business" and elsewhere in this Draft Red Herring Prospectus. Additionally, you should also read the section titled "Risk Factors" on page 18, which discusses a number of factors and contingencies that could impact our financial condition and results of operations. The following discussion relates to our Company, our Subsidiary and our Joint Venture, and unless otherwise stated, is based on Restated Consolidated Financial Statements.

Our Restated Financial Statements have been prepared in accordance with Indian GAAP, the Companies Act and the SEBI ICDR Regulations and restated as described in the examination report of our auditors dated May 3, 2017, which is included in this Draft Red Herring Prospectus under the section titled "Restated Financial Statements". The Restated Financial Statements have been prepared on a basis that differs in certain material respects from generally accepted accounting principles in other jurisdictions, including US GAAP and IFRS We do not provide a reconciliation of our Restated Financial Statements to US GAAP or IFRS and we have not otherwise quantified or identified the impact of the differences between Indian GAAP and US GAAP or IFRS as applied to our Restated Financial Statements.

Accordingly, the degree to which the financial statements in this Draft Red Herring Prospectus will provide meaningful information to a prospective investor in countries other than India depends entirely on such potential investor's level of familiarity with Indian accounting practices. Our Fiscal ends on March 31 of each year; therefore, all references to a particular Fiscal are to the twelve-month period ended March 31 of that year.

See also the section titled "Certain Conventions: Presentation of Financial, Industry and Market Data and Currency of Presentation" on page 13.

OVERVIEW

We are the largest home grown design-focused and solutions company engaged in manufacturing products in the consumer durables, lighting and mobile phones markets in India (*Source: Frost & Sullivan Report*). Our diversified product portfolio includes (i) consumer electronics like LED TVs; (ii) home appliances like washing machines; (iii) lighting products like LED bulbs and tubelights, downlighters and CFL bulbs; and (iv) mobile phones. We also provide solutions in reverse logistics i.e. repair and refurbishment services of set top boxes, mobile phones and LED TV panels. As per the Frost & Sullivan Report, we are the leading manufacturer of lighting products of CFL, LED bulbs, LED TVs and semi-automatic washing machines in India. Our key customers include Panasonic India Private Limited, Philips Lighting India Limited, Haier Appliance (I) Pvt. Ltd., Gionee, Surya Roshni Limited, Reliance Retail Limited, Intex Technologies (I) Ltd., Mitashi Edutainment Pvt. Ltd., Dish Infra Services Private Limited.

We are a fully integrated end-to-end product and solution suite to original equipment manufacturers ("**OEM**s") ranging from global sourcing, manufacturing, quality testing and packaging to logistics. We are also a leading Original Design Manufacturer ("**ODM**") of lighting products, LED TVs and semi-automatic washing machines in India (*Source: Frost & Sullivan Report*). As an ODM, we develop and design products in-house at our R&D centre. We manufacture and supply these products to well-known companies in India who in turn distribute these products under their own brands.

Our Company was incorporated in 1993 and, in 1994, we commenced manufacture of consumer electronics such as colour televisions. In 2007 we commenced manufacturing of LCD TVs and subsequently progressed into manufacturing of LED TVs in 2010. We entered the lighting products segment in 2008 with the manufacturing of CFL products and gradually increased our product portfolio to LED products in 2016. In 2010, we started manufacturing semi-automatic washing machines. We also started providing reverse logistics services in 2008. The most recent segment that we have entered into is the manufacturing of mobile phones through a JV. We believe that we have continuously diversified our product portfolio to keep pace with changing consumer trends and development in technology.

The table below sets out our sales volume across our key product portfolio for the period indicated:

S. No.	Product/Vertical	Installed capacity p.a. (in units)(1)	Sales for the nine-month period ended December 31, 2016 (in units)
1.	**Consumer Electronics**		
	LED TVs	1,200,000	613,880
2.	**Lighting products**	**260,400,000**	**66,983,248**
	LED bulbs	126,000,000	28,301,109
	Downlighters	1,200,000	326,092
	Tubelights and battens	3,600,000	69,775
	LED drivers	6,000,000	1,862,505
	CFL lamps	48,000,000	17,789,048
	Electronic ballasts	15,600,000	9,171,736
	Others (CFL PCB, Deco lamp)	60,000,000	9,462,983
3.	**Home Appliances**		
	Washing machines	550,000	295,059
4.	**Mobile phones**	10,080,000	2,931,961
5.	**Reverse logistics**	**3,660,000**	1,000,165
	Set top boxes	2,400,000	955,890
	Mobile phones	1,200,000	42,299
	LED TV panels	60,000	1,976

(1) *Calculated as on December 31, 2016*

In line with our focus to provide end to end product solutions, we have backward integrated our major manufacturing processes by developing in-house capabilities in plastic moulding products, sheet metal products, wound components and LED panel assembly. We believe that this improves our cost efficiency, reduces dependency on third party suppliers and gives better control on production time and quality of critical components used in the manufacturing of products.

Our in-house R&D centre, apart from undertaking electronics hardware designing, system architecture, mechanical design, component engineering and optics design, also assists our customers in cost reduction through product engineering. This enables us to address consumer requirements across geographies, introduce new and unique products in the market and enhance existing products with emerging technologies. As on March 31, 2017, our R&D team consisted of 19 employees, including electrical engineers. We have recently applied to the Department of Scientific and Industrial Research for recognition of our R&D centre and are currently awaiting approval of the same. Our revenue from ODM contributed to 14.24%, 14.72%, 26.88% and 20.00% of our revenue from operations (net) in Fiscals 2014, 2015 and 2016 and the nine-month period ending December 31, 2016.

We have six state-of-the-art manufacturing facilities which are strategically located in the states of Uttar Pradesh and Uttarakhand meeting the quality requirements of our customers, including global brands. Out of our six manufacturing facilities, three are located in Noida in the state of Uttar Pradesh and manufacture CFL as well as LED lamps and drivers and mobile phones, while the other three are located at Dehradun in the state of Uttarakhand and manufacture CFL as well as LED lamps and drivers, electronic ballasts, LED TVs and washing machines. Our backward integration process like plastic moulding, sheet metal, wound components and LED panel assembly are carried out at the manufacturing facilities in Dehradun. Most of our manufacturing facilities have been accredited with quality management systems and environmental management systems certificates for compliance with ISO 9001-2008, ISO 14001-2004 and 14001:2015 requirements respectively. Further, few of our products are also certified to be compliant with quality standards issued by the Bureau of Indian Standards. For further details, refer to the sub-section titled "*Our Business – Our Manufacturing Facilities*" on page 186. We are in the process of setting up a new manufacturing facility in Tirupati, Andhra Pradesh.

Our reverse logistics services are carried out from Noida III Facility and 17 other service centres located across India.

Our Promoter and Executive Chairman, Sunil Vachani has been awarded the 'Man of Electronics' award by CEAMA in the 2015, the "Outstanding Citizen Award 2012" by the Sindhi Chamber of Commerce and one of the

"Top 100 people influencing EMS" in 2012 by ventureoutsource.com. He has held positions like chairman of the Electronics and Computer Software Export Promotion Council of India and Co-Chair of the CII ICTE Committee and is currently the vice president of CEAMA. Atul B. Lall, our Managing Director, has been associated with our Company since inception and has more than 25 years' experience in the EMS industry. He has served as a member of the Technical Evaluation Committee for Electronic Manufacturing Services under M-SIPS (Electronic Manufacturing Services-EMS) constituted by the DeitY. For further details, refer to the section titled *"Our Management"* on page 211.

In 2008, IBEF I and IBEF, whose investments are advised and managed by MOPE Investment Advisors Private Limited, subsidiary of Motilal Oswal Financial Services Limited, invested in our Company. IBEF I and IBEF currently hold 19.54% and 10.52% of the pre-Offer Equity Share capital of our Company, respectively. For further information, see the sections titled "*History and Corporate Structure*" and "*Capital Structure*" on pages 203 and 91 respectively.

As on March 31, 2017, we had 629 permanent employees and also employed around 4,030 contract labour at our manufacturing facilities. Our revenue from operations (net), EBITDA and profit after tax, as restated, on a consolidated basis, for the periods indicated are provided in the table below-

Particulars	For the periods ended March 31				For the nine-month period ended December 31, 2016
	2013	2014	2015	2016	
Revenue from operations (net) (₹ in million)	7,669.24	10,937.19	12,013.39	13,894.17	18,444.50
EBITDA (₹ in million)	212.39	293.62	339.92	605.30	725.61
EBITDA (%)	2.77	2.68	2.83	4.36	3.93
Profit after tax (₹ in million)	49.80	135.90	118.56	426.53	401.65
Profit after tax (%)	0.65	1.24	0.99	3.07	2.18

Our revenue from operations (net), profit after tax and EBITDA, as restated, on a consolidated basis, grew at a CAGR of 34.60%, 192.65% and 68.82%, respectively from Fiscal 2013 to Fiscal 2016.

The following table sets out the vertical-wise revenue proportion and revenue attributable to the top customer in each vertical, during the periods indicated:

Nine months ended December 31, 2016					
S. No.	Verticals	Revenue (₹ in million)	Percentage of revenue from operations (%)	Revenue from top customer (₹ in million)	Percentage of vertical revenue (%)
1.	Consumer electronics	6,710.53	36.38	4,327.11	64.48
2.	Lighting products	3,625.92	19.66	3,265.24	90.05
3.	Home appliances	1,459.04	7.91	326.23	22.36
4.	Mobile phones	6,196.37	33.59	3,072.46	49.58
5.	Reverse logistics	452.63	2.45	304.08	67.18

Year ended March 31, 2016					
S. No.	Verticals	Revenue (₹ in million)	Percentage of revenue from operations (%)	Revenue from top customer (₹ in million)	Percentage of vertical revenue (%)
1.	Consumer electronics	7,701.20	55.43	4,530.32	58.83
2.	Lighting products	4,295.05	30.91	3,065.54	71.37
3.	Home appliances	1,306.45	9.40	221.96	16.99
4.	Mobile phones	200.09	1.44	137.33	68.63
5.	Reverse logistics	391.38	2.82	277.93	71.01

Significant Factors Affecting Our Results of Operations and Financial Condition

Our results of operations and financial condition have been affected and will continue to be affected by a number of significant factors, including the following:

Revenue from key customers

We depend on certain key customers for a substantial portion of our net revenues. Our largest customer accounted for approximately 41.89% (including sales made to a supplier of our largest customer) of our consolidated total revenue in the nine-month period ended December 31, 2016, compared with 35.19%, 24.79% and 30.10% and in Fiscals 2016, 2015 and 2014, respectively. In the aggregate, our top three customers accounted for approximately 73.89% of our consolidated total revenue in the nine-month period ended December 31, 2016, compared with 72.16%, 59.53% and 63.98% in Fiscals 2016, 2015 and 2014, respectively. Maintaining close relationships with our key customers is essential to our strategy and to the ongoing growth of our business. The loss of any key customer's business would seriously affect our revenues.

Global economic conditions affecting demand

A decline in the level of consumer discretionary spends and the worsening of general economic conditions could adversely affect our results of operations. Our operations are substantially affected and will continue to be affected, by global macroeconomic conditions as well as emerging industry trends. Demand for our products are directly related to the strength of the global economy and consumer confidence, including overall growth levels. Today's global technology market is driven by demand for products with shorter life cycles, which requires continuous innovation, cost reduction and better customer service. These challenges are shared across the consumer electronics, lighting products, home appliances and mobile phones industry.

The demand for our products is affected by the level of business activity of our major customers, which is jointly influenced by the level of economic activity in the consumer electronics, lighting products, home appliances and mobile phones industry in India and other countries where they operate. A decline in the industries we operate in or an economic downturn in the country that our customers operate in could adversely affect the performance of our customers and the demand of our products in turn.

Changes in technology

We operate in an industry which are characterized by rapid technological changes and any delay by us in adapting to and developing manufacturing capabilities for new and competitive consumer electronics, lighting products, home appliances or mobile phones may affect our business operations. Our success depends substantially on our ability to quickly adapt to new technologies and develop and introduce new products which anticipates changing market needs. We believe that our success will depend in part upon our as well as our OEM customers' ability to develop new products which meet evolving customers' needs and successfully anticipate or respond to technological changes in production processes in a cost-effective manner and on a timely basis. Our Company in the past and continues to be actively involved as an OEM and ODM player and intends to continue to engage in research and development activities to keep pace with market developments and remain competitive. For further details, see "*Risk Factors*" on page 20.

Product Mix

In response to a very dynamic operating environment, our Company focuses on high-growth, high return on capital employed and specialized products and seeks to provide higher value added services to its customers. Our revenues are also affected by the selling prices of the products and the mix of product types. The profit margin for each type of products manufactured by us varies. Although we believe that the production lines will continue to be readjusted according to customers' orders, we are committed to maximise our revenues and profits by optimising our product lines. A change in product mix may decrease the operating margins of our Company, which could have a material adverse effect on our business, financial condition and results of operations.

Competition

We operate in a competitive industry. Our Company faces potential competition from various EMS providers with production base among others in China and India. Should we fail to either compete with other EMS providers or maintain our competitive advantages, our operations could be adversely affected. Any increase in competition can adversely affect our market share, which may lead to price reductions. Any of these events could have a material adverse effect on our financial condition, results of operations and prospects.

Management of inventories and prices of raw materials

In order to manage the inventories efficiently, we generally plan the purchase of raw materials and components in advance. In some cases, after the receipt of the customers confirmed orders, (except for materials which we purchase in bulk or purchases based on prevailing and forecast material price and as per customer specifications); we then proceed to purchase the raw materials. Since we do not maintain long term inventories of raw materials and components, we may also be exposed to price risks should the cost of the components we require increase due to market conditions or any other factors which we may not be able to control. Shortages of raw materials could result in reduced production or delays in production, which may restrict our capacity to fulfil large orders at short notice or prevent us from making scheduled shipments to customers. Any future inability to accept high volume orders at short notice or make scheduled shipments could cause us to experience a reduction in our sales and could adversely affect our relationship with existing customers as well as prospective customer Component shortages may also increase our costs of goods sold because we may be required to pay higher prices for components in short supply and redesign or reconfigure products to accommodate substitute components. As a result component shortages could adversely affect our operating results for a particular period due to the resulting revenue shortfall and increased component costs. The raw materials that we import are subject to currency rate fluctuations which may have an impact on our profitability.

Principles of Consolidation

The Restated Consolidated Financial Statements consist of financial statements of our Company, its subsidiaries and its interest in jointly controlled entity and associates. The Restated Consolidated Financial Statements have been prepared on following basis:

(a) The financial statements of our Company and its subsidiaries have been combined on a line by line basis by adding together the book values of the like items of assets, liabilities, income and expenses, after eliminating intra-group balances and intra-group transactions and any unrealized profits / losses included therein, if any.

(b) Investments in associate are accounted for using the equity method as per Accounting Standard-23 on Accounting for Investments in Associates in Consolidated Financial Statements. All unrealized surplus and deficit on transactions between the group companies are eliminated.

(c) Interest in jointly controlled entities, where our Company is a direct venturer, are accounted for using proportionate consolidation in accordance with Accounting Standard-27. The difference between costs of our Company's interest in jointly controlled entities over its share of net assets in the jointly controlled entities, at the date on which interest is acquired, is recognized in the Restated Consolidated Financial Statements as goodwill or capital reserve, as the case may be.

(d) The Restated Consolidated Financial Statements are prepared by adopting uniform policies for like transactions and other events in similar circumstances and are presented to the extent required and possible, in the same manner as our Company's separate financial statements.

(e) Minority's interest in net profit of subsidiaries for the year is identified and adjusted against the consolidated income in order to arrive at the net income attributable to shareholders of our Company.

(f) Minority's interest in net assets of subsidiaries is identified and presented in the restated consolidated summary statement of asset and liabilities separate from liabilities and the equity of our Company's shareholder.

(g) The excess/shortfall of cost to our Company of its investments in the subsidiary companies, over the net assets at the time of acquisition in the subsidiaries as on the date of investment is recognized in the financial statements as goodwill/capital reserve as the case may be.

(h) The financial statements of the group entities used for the purpose of consolidation were drawn up to the same reporting date as that of our Company.

The companies considered in the Restated Consolidated Financial Statements are:

Name of Companies	Country of Incorporation	Shareholding	Relationship
Dixon Appliances Private Limited	India	100%	Subsidiary (Till March 31, 2016)
Dixon Bhurji Moulding Private Limited	India	100%	Subsidiary (Till March 31, 2016)
Dixon Global Private Limited	India	100%	Subsidiary
Padget Electronics Private Limited	India	50%	100% subsidiary till November 9, 2015 / joint venture w.e.f. November 10, 2015
My Box Technologies Private Limited	India	49.36%	Associate (Till July 3, 2015)

Critical accounting policies

The preparation of Restated Consolidated Financial Statements in conformity with generally accepted accounting principles ('GAAP') requires management to make estimates and assumptions that affect the reported balances of assets and liabilities and disclosure of contingent liabilities on the date of the Restated Consolidated Financial Statements and the reported amount of revenue and expenses during the year. Actual results could differ from those estimates. Any revision to accounting estimates is recognised prospectively in current and future periods.

A summary of the significant accounting policies applied in the preparation of our financial statements is set out in the notes to the Restated Financial Statements included elsewhere in this Draft Red Herring Prospectus. The critical accounting policies that our management believes to be the most significant are disclosed below:

Property, Plant and Equipment

(a) Property, plant and equipment are carried at cost of acquisition less accumulated depreciation and impairment loss, if any. The cost is inclusive of freight, applicable duties less input credit, taxes and other directly attributable costs to bring the assets to their working condition or for intended use as prescribed cost model in Accounting Standard 10.

(b) Cost of spares parts above ₹ 100,000 having useful life more than one year is added to the assets. Others are charged to the statement of profit and loss under appropriate accounting head.

(c) Let out property to joint venture and subsidiaries is merely for the purpose of business of our Company and therefore treated as property, plant and equipment.

Depreciation & Amortization

(a) *Tangible Assets*

Depreciation on tangible assets is provided over useful life of an asset on straight line method prescribed in Schedule II to the Companies Act, 2013. Assets costing ₹ 5,000 or below are fully depreciated in the year of purchase.

(b) *Intangible Assets*

Computer software are amortized over period of three years from date of purchase as per Accounting Standard 26.

(c) *Lease hold land*

Premium paid on lease hold land is for 99 years and not amortized over the period of lease.

(d) Upfront fee on ECB loans is being amortized over the period of loan.

(e) (1) In case the cost of part of a tangible asset is significant to the total cost of the assets and useful life of that part is different from the remaining useful life of the asset, depreciation has been provided on straight line method based on internal assessment and independent technical evaluation carried out by the external valuers which the management believes that the useful lives of the component best represent the period over which the management expects to use those components.

(2) Cost of spare parts above ₹ 100,000 having useful life more than one year is depreciated with the remaining useful life of the asset.

(3) Deprecation on let out property to joint venture and subsidiaries are provided over useful life of an asset on straight line method prescribed in Schedule II to the Companies Act, 2013

Foreign exchange transaction

(a) Transactions in foreign currencies are recorded at the rates prevailing on the date of the transactions. At the year-end monetary items denominated in foreign currencies are re-instated at the rates prevailing on the balance sheet date or the forward cover rates as applicable, and exchange gains / losses are dealt with in the restated consolidated summary profit and loss included in the Restated Consolidated Financial Statements.

(b) In case of monetary items which are covered by forward exchange contract, the difference between the booking rates and the rate on the date of contract is also recognized and dealt with in the restated consolidated summary profit and loss included in the Restated Consolidated Financial Statements.

(c) Our Company has exercised option under notification no. GSR 914 (E) dated December 29, 2011 issued by the Ministry of Corporate Affairs and accordingly net exchange difference on long term foreign currency borrowing has been added / reduced to the depreciable fixed assets acquired and work in progress.

Investment

Investments that are readily realizable and are intended to be held for not more than one year from the date on which such investments are made, are classified as current investments. All other investments are classified as long term investments. Current investments are carried at cost or fair value, whichever is lower. Long-term investments are carried at cost. However, provision for diminution is made to recognize a decline, other than temporary, in the value of the investments, such reduction being determined and made for each investment individually.

Inventories

Inventories are valued as under:

(a) Raw materials and components, packing materials and stores and spares - at lower of cost or net realizable value.

(b) Work - in - progress - at lower of cost or net realizable value.

(c) Finished goods - at lower of cost or net realizable value.

(d) Scrap

Cost referred to above represent cost (based on moving first in first out method) incurred in bringing the inventories to their present location and condition inclusive of customs duty, freight, normal demurrage, insurance net of discounts/ incentive recoverable from supplier. Our Company changed its method from weighted average to moving first in first out method in the financial year 2013-14. Due to change in method of valuation of inventories value of closing inventories is reduced with a nominal amount according to the size of total inventory of the company. Our Company has restated inventory following first-in-first-out method for the fiscals ended March 31, 2012 to March 31, 2014.

In case of work in progress and finished goods, cost includes appropriate portion of overheads and where applicable, excise duty.

The net realizable value of work-in-progress is determined with reference to the selling price of related finished goods. Raw materials and other supplies held for use in production of finished goods are not written down below costs, except in cases where material prices have declined, and it is estimated that the cost of the finished products will exceed their net realizable value. In such cases, the materials are valued at the lower of replacement cost or the ultimate net releasable value of finished goods.

Revenue recognition

(a) 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.

(b) Revenue from sale of goods is recognized when the significant risks and rewards of ownership of goods are passed on to the buyer. Sales are net of taxes, but before trade and quantity discounts.

(c) Sale of consignment is recognized as income when goods are sold by consignment agent on behalf of consignor.

(d) Interest revenue is recognized on a time proportion basis taking into account the rate applicable and amount outstanding.

(e) Insurance claims are accounted for on acceptance / or to the extent amounts have been received.

Borrowing costs

General and specific borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale. All other borrowing costs are recognized as expenses in statement of profit and loss in the period in which they are incurred.

Earning per share

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. An earnings considered in ascertaining our Company's earnings per share is the net profit (loss) for the period. The weighted average number of equity shares outstanding during the period and for all periods presented is adjusted for events, such as bonus shares, other than the conversion of potential equity shares that have changed the number of equity shares outstanding, without a corresponding change in resources. For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of equity shares outstanding during the period is adjusted for the effects of all dilutive potential equity shares.

Income / Deferred taxes

Provision is made for both current and deferred tax. Provision for current tax is made on the basis of assessable profits computed in accordance with Income Computation and Disclosure Standards notified under Section 145 (2) and other provisions of Income Tax Act, 1961.

Deferred income taxes are recognized for the future tax on components attributable to timing differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax status. The effect on deferred taxes of a change in tax rates is recognized using the tax rates and tax laws that have been enacted by the balance sheet date. Deferred Tax assets are recognized to the extent that they will originate in one period and are capable of reversal in one or more subsequent periods. Where there is unabsorbed depreciation or carried forward losses, deferred tax assets are recognized only if there is virtual certainty of realization of such assets. Such assets are reviewed as at each balance sheet date to reassess realization.

Accounting for Tax credit under section 115JAA of Income Tax Act.

As per the guidance note, issued by the Institute of Chartered Accountants of India, on accounting for tax credit in respect of section 115JAA under the Income Tax Act 1961, tax credit is source controlled by our Company as a result of past event, (namely, payment under section 115JAA). Tax credit has expected future economic benefits in the form of its adjustments against the discharge of the normal tax liability if the same arises during the specified period and accordingly tax credit is an asset. And it should be recognized as asset only when and to the extent there is convincing evidence that our Company will pay normal income tax during the specified period.

Provisions and Contingencies

*Provisions***:** Provisions are recognized when there is a present obligation as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and there is a reliable estimate of the amount of the obligation. Provisions are measured at the best estimate of the expenditure required to settle the present obligation at the balance sheet date and are not discounted to its present value.

*Contingent Liabilities***:** Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of our Company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle or a reliable estimate of the amount cannot be made.

Research & Development Expenses

The revenue expenditure on research and development is charged to restated consolidated summary statement of profit and loss of the year in which it is incurred. Expenditure which results in creation of capital assets is treated similar to other property, plant and equipment.

Warranty

Product warranty liability and warranty expenses are recorded at the time the product is sold, if the claims of the customers under warranty are probable and the amount can be reasonably estimated.

Classification of Assets and Liabilities as Current and Non-Current

All assets and liabilities are classified as current or non-current as per our Company's normal operating cycle and other criteria set out in Schedule III to the Companies Act, 2013. Based on the nature of products and the time between the acquisition of assets for processing and their realization in cash and cash equivalents, 12 months has been considered by our Company for the purpose of current/ non-current classification of assets and liabilities.

Changes in accounting policies

Our Company changed its method of valuation of inventories from weighted average to moving first in first out method in the financial year 2013-14. Due to change in method of valuation of inventories, value of closing inventories reduced by ₹ 2.29 million which is not material when compared to the size of total inventory of our Company. See "*Financial Statements - Restated Consolidated Financial Statements – Annexure IV*" on page 297.

Results of operations

Revenue

Our total revenue comprises of revenue from operations (net) and other income. Our revenue from operations (net) comprises of sale of products (net), sale of services and other operating revenue. No unorthodox procedures have been followed by the Company for recording the revenues.

The following table sets forth our revenue from operations (net) and other income for the nine-month period ended December 31, 2016, Fiscals 2016, 2015 and 2014, in absolute terms and expressed as a percentage of total revenue for such periods.

(*₹ in million, except percentages*)

Particulars	Nine months ended December 31, 2016	% of total revenue	Fiscal 2016	% of total revenue	Fiscal 2015	% of total revenue	Fiscal 2014	% of total revenue
Sales of Products & Others	18,558.09		13,914.12		12,095.19		11,161.78	
Less: Excise duty	314.02	-	207.49	-	184.67	-	256.94	-
Sale of products (Net)	18,244.07	98.85	13,706.64	98.53	11,910.52	99.00	10, 904.85	99.40

Particulars	Nine months ended December 31, 2016	% of total revenue	Fiscal 2016	% of total revenue	Fiscal 2015	% of total revenue	Fiscal 2014	% of total revenue
Sale of Services								
Job work receipts	187.41	1.02	179.59	1.29	100.35	0.83	29.58	0.27
Service charge receipts	1.29	0.00*	0.00	N.A.	0.00	N.A.	0.00	N.A.
Other operating revenue								
Export incentive	4.31	0.02	2.86	0.02	0.00	N.A.	0.00	N.A.
Duty draw back	5.95	0.03	2.72	0.02	0.00	N.A.	0.00	N.A.
Sale of scrap	1.46	0.00*	2.36	0.02	2.52	0.02	2.77	0.03
Revenue from operations (net)	18,444.50	99.94	13,894.17	99.87	12,013.39	99.85	10,937.19	99.69
Other income	11.31	0.06	17.57	0.13	17.86	0.15	33.74	0.31
Total revenue	**18,455.80**	**100.00**	**13,911.73**	**100.00**	**12, 031.25**	**100.00**	**10,970.93**	**100.00**

* less than 0.01%

The vertical wise classification of the revenues from operations (net) is provided below:

(*₹ in million, except percentages*)

Particulars	Nine months ended December 31, 2016	% of revenues from operations (net)	Fiscal 2016	% of revenues from operations (net)	Fiscal 2015	% of revenues from operations (net)	Fiscal 2014	% of revenues from operations (net)
Lighting	3,625.92	19.66	4,295.05	30.91	3,006.14	25.02	3077.26	28.14
Consumer electronics	6,710.53	36.38	7,701.20	55.43	7,755.53	64.56	6,982.84	63.84
Home appliances	1,459.04	7.91	1,306.45	9.40	1,067.35	8.88	848.78	7.76
Reverse logistics	452.63	2.45	391.38	2.82	184.36	1.53	28.30	0.26
Mobile phones	6,196.37	33.59	200.09	1.44	0.00	N.A.	0.00	N.A.
TOTAL	**18,444.50**	**100.00**	**13,894.17**	**100.00**	**12,013.39**	**100.00**	**10,937.19**	**100.00**

The portion of our revenues from operations (net) attributable to our OEM model is provided below:

(*₹ in million, except percentages*)

Business vertical	Nine months ended December 31, 2016	% of OEM revenue for the period	Fiscal 2016	% of OEM revenue for the period	Fiscal 2015	% of OEM revenue for the period	Fiscal 2014	% of OEM revenue for the period
Lighting	2,206.48	14.95	2,568.10	25.28	2,632.24	25.69	2,968.90	31.65
Consumer electronics	5,900.19	39.99	7,000.37	68.90	7,428.36	72.51	6,382.20	68.04
Home appliances	0.00	N.A.	0.00	N.A.	0.00	N.A.	0.00	N.A.
Reverse logistics	452.63	3.07	391.38	3.85	184.36	1.80	28.30	0.30
Mobile phones	6,196.37	41.99	200.09	1.97	0.00	N.A.	0.00	N.A.
TOTAL	**14,755.67**	**100.00**	**10,159.94**	**100.00**	**10,244.95**	**100.00**	**9,379.40**	**100.00**

The portion of our revenues from operations (net) attributable to our ODM model is provided below:

(*₹ in million, except percentages*)

Business vertical	Nine months ended December 31, 2016	% of ODM revenue for the period	Fiscal 2016	% of ODM revenue for the period	Fiscal 2015	% of ODM revenue for the period	Fiscal 2014	% of ODM revenue for the period
Lighting	1,419.44	38.48	1,726.95	46.25	373.91	21.14	108.36	6.96
Consumer electronics	810.34	21.97	700.83	18.77	327.17	18.50	600.65	38.56
Home appliances	1,459.04	39.55	1,306.45	34.99	1,067.35	60.36	848.78	54.49

Business vertical	Nine months ended December 31, 2016	% of ODM revenue for the period	Fiscal 2016	% of ODM revenue for the period	Fiscal 2015	% of ODM revenue for the period	Fiscal 2014	% of ODM revenue for the period
Reverse logistics	0.00	N.A.	0.00	N.A.	0.00	N.A.	0.00	N.A.
Mobile phones	0.00	N.A.	0.00	N.A.	0.00	N.A.	0.00	N.A.
TOTAL	**3,688.82**	**100.00**	**3734.23**	**100.00**	**1,768.43**	**100.00**	**1,557.79**	**100.00**

For further details in relation to the above, refer to the sub-section titled "*Financial Statements – Restated Consolidated Financial Statements – Annexure XXIV – Restated Consolidated Summary Statement of Other Notes – H – Vertical wise break-up of revenues from operations (net) and earnings before interest, taxes, depreciation and amortisation*" on page 326.

Revenue from operations (Net)

Sale of products (net)

Our sale of product (net) primarily consists of revenues from sale of products and accounted for 98.91%, 98.65%, 99.14% and 99.70% of our revenue from operations (net) in the nine-month period ended December 31, 2016 and Fiscals 2016, 2015 and 2014, respectively.

Sale of Services

Our sale of services primarily consists of revenues from job work receipts and service charge receipts and accounted for 1.02%, 1.29%, 0.83% and 0.27% of our revenue from operations (net) in the nine-month period ended December 31, 2016 and Fiscals 2016, 2015 and 2014, respectively.

Other operating revenue

Our other operating revenue consists of export incentive, duty draw back and sale of scrap and accounted for 0.06%, 0.06%, 0.02% and 0.03% of our revenue from operations (net) in the nine-month period ended December 31, 2016 and Fiscals 2016, 2015 and 2014, respectively.

Other income

Our other income primarily includes interest received on fixed deposits, dividend received, profit on sale of shares, profit on sale of property, plant and equipment (net), exchange fluctuations (net) and other non-operating income which primarily includes rent received.

Expenses

Our expenses comprise of (i) total cost of goods sold (which includes cost of materials consumed and change in inventories of finished goods, work in progress, stock in trade) (ii) employee's benefit expenses; (iii) finance cost; (iv) depreciation and amortisation expenses; and (v) other expenses.

The following table sets forth our expenses for the nine-month period ended December 31, 2016 and Fiscals 2016, 2015 and 2014, in absolute terms and expressed as a percentage of total revenue for such periods.

(*₹ in million, except percentages*)

Particulars	Nine-months ended December 31, 2016	% of total revenue	Fiscal 2016	% of total revenue	Fiscal 2015	% of total revenue	Fiscal 2014	% of total revenue
Total cost of goods sold	16,420.45	88.97	12,123.07	87.14	10,844.02	90.13	9,961.48	90.80
Employee's benefit expenses	480.18	2.60	549.57	3.95	368.59	3.06	322.66	2.94
Finance cost	104.39	0.57	131.07	0.94	98.45	0.82	112.27	1.02

Particulars	Nine-months ended December 31, 2016	% of total revenue	Fiscal 2016	% of total revenue	Fiscal 2015	% of total revenue	Fiscal 2014	% of total revenue
Depreciation and amortisation expenses	74.37	0.40	84.38	0.61	68.97	0.57	53.37	0.49
Other expenses	829.57	4.49	633.81	4.56	478.72	3.98	393.16	3.58
Total expenses	**17,908.95**	**97.04**	**13,521.89**	**97.20**	**11,858.74**	**98.57**	**10,842.96**	**98.83**

Total cost of goods sold

The total cost of goods (which includes cost of material consumed and change in inventories of finished goods, work in progress, stock in trade) sold is primarily for material consumed and accounted for 88.97%, 87.14%, 90.13% and 90.80% of our total revenue in the nine-month period ended December 31, 2016 and Fiscals 2016, 2015 and 2014, respectively.

Employee's benefit expense

Employee's benefit expenses accounted for 2.60%, 3.95%, 3.06% and 2.94% of our total revenue in the nine-month period ended December 31, 2016 and Fiscals 2016, 2015 and 2014, respectively. Our employee benefit expenses comprise salaries, wages, bonus, contribution to provident and other funds, gratuity and staff welfare expenses.

Finance costs

Our finance costs accounted for 0.57%, 0.94%, 0.82% and 1.02% of our total revenue in the nine-month period ended December 31, 2016 and Fiscals 2016, 2015 and 2014, respectively. Our finance cost primarily includes interest expenses, and bank charges.

Depreciation and amortisation expense

Depreciation and amortisation accounted for 0.40%, 0.61%, 0.57% and 0.49% of our total revenue in the nine-month period ended December 31, 2016 and Fiscals 2016, 2015 and 2014, respectively.

Depreciation on tangible assets is provided over the useful life of an asset on straight line method prescribed in Schedule II to the Companies Act, 2013. Intangible assets like computer software are amortized over period of three years from date of purchase as per the relevant accounting standards. Premium paid on lease hold land is for 99 years and not amortized over the period of lease.

Other Expenses

Other expenses accounted for 4.49%, 4.56%, 3.98% and 3.58% of our total revenue in the nine-month period ended December 31, 2016 and Fiscals 2016, 2015 and 2014, respectively. Our other expenses primarily comprise of expenditure incurred towards consumption of stores and spare parts, manufacturing expenses, power and fuel, rent, repairs to plant and machinery and others, selling and distribution expenses, provision for doubtful debts/loans and advances, loss on sale of property, plant and equipment and miscellaneous expenses.

Nine-month period ended December 31, 2016

Total revenue

Our total revenue for the nine-month period ended December 31, 2016 was ₹ 18,455.80 million.

Sale of product (net)

Our revenue from sale of product (net) was ₹ 18,244.07 million in the nine-month period ended December 31, 2016. Our sale of product (net) consisted of sale of product and others of ₹ 18,558.09 million which was marginally offset by the excise duty of ₹ 314.02 million. Our sale of product (net) constituted 98.85% of our total revenue in this period and was primarily driven by the sales in the lighting, consumer electronics and mobile phone verticals. See table "*The vertical wise classification of the revenues from operations (net)*" on page 344.

Sale of services

Our revenues generated from sale of services was ₹ 188.70 million in the nine-month period ended December 31, 2016. Our sale of services consisted of job work receipts of ₹ 187.41 million and service charge receipts of ₹ 1.29 million. Our sale of services constituted 1.02% of our total revenue in this period.

Other operating revenue

Our other operating revenue was ₹ 11.72 million in the nine-month period ended December 31, 2016. Our other operating revenue consisted of export incentive of ₹ 4.31 million, duty draw back of ₹ 5.95 million and sale of scrap of ₹ 1.46 million. Our other operating revenue constituted 0.06% of our total revenue in this period.

Other Income

Our other income was ₹11.31 million in the nine-month period ended December 31, 2016 and constituted 0.06% of our total revenue in this period.

Expenses

Our total expenses were ₹17,908.95 million in the nine-month period ended December 31, 2016 and constituted 97.04% of the total revenue in this period. Our total expenses comprised of the following:

Total cost of goods sold

Our total cost of goods sold (which includes cost of materials consumed and change in inventories of finished goods, work in progress, stock in trade) was ₹ 16,420.45 million and constituted 88.97% of our total revenue. Our total cost of goods sold primarily consisted of the costs incurred towards the purchase of the raw materials for the manufacture of products forming part of the lighting, consumer electronics and mobile phone verticals.

Employee's benefit expenses

Our employee's benefits expenses were ₹ 480.18 million for the nine-month period ended December 31, 2016 and constituted 2.60% of our total revenue for this period. Our employee's benefit expenses primarily constituted of salary, wages, bonus, and related payments of ₹ 408.63 million, contribution to provident and other funds amounting to ₹ 26.80 million, gratuity of ₹ 9.76 million and staff welfare expenses of ₹ 34.99 million.

Finance cost

Our finance cost was ₹ 104.39 million during the nine-month period ended December 31, 2016 and constituted 0.57% of our total revenue during this period.

Depreciation and amortisation expense

Our depreciation and amortisation expenses was ₹ 74.37 million during the nine-month period ended December 31, 2016 and constituted 0.40% of our total revenue during this period.

Other expenses

Our other expenses amounted to ₹ 829.57 million during the nine-month period ended December 31, 2016 and constituted 4.49% of our total revenue during this period.

Profit before tax, minority interest and associates

Our profit before tax, minority interest and associates was ₹ 546.85 million during the nine-month period ended December 31, 2016 and constituted 2.96% of our total revenue during this period.

There was no profit or loss in associates or transferred to minority interest.

Tax

Our tax expenses amounted to ₹ 145.20 million and constituted 0.79% of the total revenue in the nine-month period ended December 31, 2016. This constituted current tax of ₹ 128.09 million, our deferred tax credit was ₹ 19.24 million and tax credit entitlement u/s 115JAA was ₹ 2.12 million in the nine month period ended December 31, 2016.

Restated net profit for the year

Our restated net profit after tax for the period was ₹ 401.65 million in the nine-month period ended December 31, 2016 and constituted 2.18% of the total revenue during this period.

Fiscal 2016 compared with Fiscal 2015

Total revenue

Our total revenue increased by ₹ 1,880.49 million or 15.63% from ₹ 12,031.25 million in Fiscal 2015 to ₹ 13,911.73 million in Fiscal 2016. This increase was largely due to the increase in sale of products (net) forming part of the lighting, home appliances, mobile phones and reverse logistics verticals. Additionally, in Fiscal 2015 we did not generate any revenue from our mobile phone vertical while in Fiscal 2016, we generated a revenue of ₹ 200.09 million as we entered into the mobile phones vertical in Fiscal 2016.

Sale of product (net)

Our revenue from sale of product (net) increased by ₹ 1,796.12 million, from ₹ 11,910.52 million in Fiscal 2015 to ₹ 13,706.64 million in Fiscal 2016, or an increase of 15.08%. This increase was largely due to the increase in sale of products forming part of the lighting, mobile phones and home appliances verticals. Additionally, in Fiscal 2015 we did not generate any revenue from our mobile phone vertical while in Fiscal 2016, we generated a revenue of ₹ 200.09 million as we entered into the mobile phones vertical in Fiscal 2016. See table "*The vertical wise classification of the revenues from operations (net)*" on page 344.

Sale of services

Our revenues generated from sale of services increased by ₹ 79.24 million, or 78.96 %, from ₹ 100.35 million in Fiscal 2015 to ₹ 179.59 million in Fiscal 2016 and consisted of job work receipts. This increase is attributable to addition of new customers in our reverse logistics business and expanding our scope of services.

Other operating revenue

Our other operating revenue increased by ₹ 5.42 million, from ₹ 2.52 million in Fiscal 2015 to ₹ 7.94 million in Fiscal 2016, or an increase of 215.32%. This increase was primarily driven by export incentives and duty drawback availed by us.

Other Income

Our other income decreased by ₹ 0.29 million, from ₹ 17.86 million in Fiscal 2015 to ₹ 17.57 million in Fiscal 2016, a decrease of 1.64%. In Fiscal 2015, we sold shares held by us in a listed entity which contributed to our other income and in Fiscal 2016, although we received rental income, the total other income marginally decreased.

Expenses

Our total expenses increased by ₹ 1,663.14 million, from ₹ 11,858.74 million in Fiscal 2015 to ₹ 13 521.89 million in Fiscal 2016, an increase of 14.02%. This increase was primarily due to ₹ 1,279.05 million increase in total cost of goods sold; ₹ 180.97 million increase in employee benefit expenses; ₹ 32.62 million increase in finance costs; ₹ 15.41 million increase in depreciation and amortisation expenses and ₹ 155.09 million increase in other expenses.

Total cost of goods sold

Our total cost of goods sold (which includes cost of materials consumed and change in inventories of finished goods, work in progress, stock in trade) for the sale of products increased by ₹ 1,279.05 million, from ₹ 10,844.02 million in Fiscal 2015 to ₹ 12,123.07 million in Fiscal 2016, an increase of 11.79%. This was attributable to increase in the revenues generated from the sale of our products. Additionally, the total cost of the goods sold as a percentage of our revenue from operation (net) decreased from 90.27% in Fiscal 2015 to 87.25% in Fiscal 2016 owing to more efficient sourcing of the raw materials, backward integration and improvement in the efficiencies of our manufacturing process mainly in the lighting products and home appliances verticals.

Employee's benefit expenses

Our employee's benefits expenses increased by ₹ 180.97 million, from ₹ 368.59 million in Fiscal 2015 to ₹ 549.57 million in Fiscal 2016, an increase of 49.10%. This is primarily on account of increase in the employee related costs including owing to the increase in work force primarily in the lighting and reverse logistics verticals as well as annual increments.

Finance cost

Our finance cost increased by ₹ 32.62 million, from ₹ 98.45 million in Fiscal 2015 to ₹ 131.07 million in Fiscal 2016, an increase of 33.13%. This increase in the finance cost was mainly on account of interest paid on the compulsorily convertible debentures prior to their conversion in addition to the other costs associated with increase in the discounting.

Depreciation and amortisation expense

Our depreciation and amortisation expenses increased by ₹ 15.41 million, from ₹ 68.97 million in Fiscal 2015 to ₹ 84.38 million in Fiscal 2016, an increase of 22.35%. This increase was primarily on account of increase in the plant and machinery and tools added to the lighting, consumer electronics, home appliances and reverse logistics business.

Other expenses

Our other expenses increased by ₹ 155.09 million from ₹ 478.72 million in Fiscal 2015 to ₹ 633.81 million in Fiscal 2016, an increase of 32.40%. This increase was primarily on account of an increase in consumption of stores and spare parts, manufacturing expenses, selling and distribution expenses, loss on sale of fixed assets and miscellaneous expenses.

Exceptional items

There was an increase in profit before tax, minority interest and associates during Fiscal 2016 due to profit of ₹117.02 million pursuant to the sale of shares of in an associate enterprise My Box Technologies Private Limited.

Profit before tax, minority interest and associates

On account of the various reasons described above, our profit before tax, minority interest and associates increased by ₹ 334.37 million, from ₹ 172.51 million in Fiscal 2015 to ₹ 506.87 million in Fiscal 2016.

There was no profit or loss in associates or transferred to minority interest.

Tax

Due to an increase in our profit before tax, minority interest and associates, our current tax increased by ₹ 44.38 million, from ₹ 42.09 million in Fiscal 2015 to ₹ 86.47 million in Fiscal 2016 and our deferred tax liabilities were ₹ 9.72 million in Fiscal 2016, as compared to deferred tax liabilities of ₹ 3.50 million in Fiscal 2015 and tax credit entitlement under section 115JAA of the Income Tax Act, 1961 was ₹ 15.86 million in Fiscal 2016, as compared to tax credit entitlement under section 115JAA of the Income Tax Act, 1961 of ₹ 0.00 in Fiscal 2015.

See "*Risk Factors – Our manufacturing facilities located in Dehradun are availing certain tax benefits which are available for a specified period of time. Expiry or early withdrawal of such tax benefits may adversely affect our results of operations and prospects.*" on page 25.

Restated net profit for the year

Our restated net profit for the year, carried forward to restated summary statement of assets and liabilities, increased by ₹ 307.97 million, or 259.75 %, from ₹ 118.56 million in Fiscal 2015 to ₹ 426.53 million in Fiscal 2016, as a result of the factors described above.

Fiscal 2015 compared with Fiscal 2014

Total revenue

Our total revenue increased by ₹ 1,060.32 million or 9.66 % from ₹ 10,970.93 million in Fiscal 2014 to ₹ 12,031.25 million in Fiscal 2015. This increase was largely due to the increase in sale of products (net) forming part of the consumer electronics, home appliances, and reverse logistics verticals.

Sale of product (net)

Our revenue from sale of product (net) increased by ₹ 1,005.67 million, from ₹ 10,904.85 million in Fiscal 2014 to ₹ 11,910.52 million in Fiscal 2015, or an increase of 9.22%. This increase was largely due to the increase in sale of products forming part of the consumer electronics, home appliances, and reverse logistics verticals.

Sale of services

Our revenues generated from sale of services increased by ₹ 70.77 million, or 239.28%, from ₹ 29.58 million in Fiscal 2014 to ₹ 100.35 million in Fiscal 2015 and consisted of job work receipts. This increase is attributable to addition of new customers in our reverse logistics business and expanding our scope of services.

Other operating revenue

Our other operating revenue decreased by ₹ 0.25 million, from ₹ 2.77 million in Fiscal 2014 to ₹ 2.52 million in Fiscal 2015, or a decrease of 8.97%.

Other Income

Our other income decreased by ₹ 15.88 million, from ₹ 33.74 million in Fiscal 2014 to ₹ 17.86 million in Fiscal 2015, a decrease of 47.07%. The decrease is mainly due to the sundry credit balance written back in Fiscal 2014.

Expenses

Our total expenses increased by ₹ 1,015.78 million, from ₹ 10,842.96 million in Fiscal 2014 to ₹ 11,858.74 million in Fiscal 2015, an increase of 9.37%. This increase was principally due to ₹ 882.53 million increase in total cost of goods sold; ₹ 45.93 million increase in employee benefit expenses; ₹ 15.59 million increase in depreciation and amortisation expenses and ₹ 85.55 million increase in other expenses which marginally set off by the decrease in finance costs of ₹ 13.82 million

Total cost of goods sold

Our total cost of goods sold (which includes cost of materials consumed and change in inventories of finished goods, work in progress, stock in trade) for the sale of products increased by ₹ 882.53 million, from ₹ 9,961.48 million in Fiscal 2014 to ₹ 10,844.02 million in Fiscal 2015, an increase of 8.86%. This was attributable to increase in the revenues generated from the sale of our products. Additionally, the total cost of the goods sold as a percentage of our revenue from operation (net) decreased from 91.08% in Fiscal 2014 to 90.27% in Fiscal 2015 owing to more efficient sourcing of the raw materials, backward integration and improvement in the efficiencies of our manufacturing process mainly in the lighting products vertical.

Employee's benefit expenses

Our employee's benefits expenses increased by ₹ 45.93 million, from ₹ 322.66 million in Fiscal 2014 to ₹ 368.59 million in Fiscal 2015, an increase of 14.23%. This is primarily on account of increase in the employee related costs including owing to the increase in work force primarily in the lighting and reverse logistics verticals as well as annual increments.

Finance cost

Our finance cost decreased by ₹ 13.82 million, from ₹ 112.27 million in Fiscal 2014 to ₹ 98.45 million in Fiscal 2015, a decrease of 12.31%. This decrease was on account of interest received from associates in Fiscal 2015, reduction in outstanding borrowings from banks and reduced cost of borrowing.

Depreciation and amortisation expense

Our depreciation and amortisation expenses increased by ₹ 15.59 million, from ₹ 53.37 million in Fiscal 2014 to ₹ 68.97 million in Fiscal 2015, an increase of 29.21%. This increase was primarily on account of increase in the plant and machinery and tools added to the lighting, home appliances and reverse logistics business.

Other expenses

Our other expenses increased by ₹ 85.55 million from ₹ 393.16 million in Fiscal 2014 to ₹ 478.72 million in Fiscal 2015, an increase of 21.76%. This increase was primarily on account of an increase in consumption of stores and spare parts, manufacturing expenses, repairs to plant and machinery and miscellaneous expenses.

Exceptional Items

There were no exceptional items in Fiscal 2015. In Fiscal 2014, there was an exceptional gain due to sale of properties amounting to ₹ 54.28 million.

Profit before tax, minority interest and associates

On account of the various reasons described above, our profit before tax, minority interest and associates decreased by ₹ 9.75 million, or 5.35 %, from ₹182.26 million in Fiscal 2014 to ₹172.51 million in Fiscal 2015.

Loss in Associates

The loss from associates increased by ₹ 0.50 million from ₹ 2.29 million in Fiscal 2014 to ₹ 2.79 million in Fiscal 2015, an increase of 21.72%.

Profit transferred to minority interest

A sum of ₹ 9.00 million was transferred to minority interest in Fiscal 2015 as compared to ₹ 9.71 million in Fiscal 2014, a decrease of ₹0.71 million or 7.31%.

Tax

Our current tax increased by ₹ 5.55 million, from ₹ 36.54 million in Fiscal 2014 to ₹ 42.09 million in Fiscal 2015 as our profit before tax, minority interest and associates in Fiscal 2014 included an exceptional item towards profit on sale of property amounting to ₹ 54.28 million. Our deferred tax liabilities were ₹ 3.50 million in Fiscal 2015, as compared to deferred tax liabilities of ₹ 27.13 million in Fiscal 2014 and tax credit entitlement under section 115JAA of the Income Tax Act, 1961 was ₹ 0.00 in Fiscal 2015, as compared to tax credit entitlement under section 115JAA of the Income Tax Act, 1961 of ₹ 29.31 million received by us in Fiscal 2014. See "*Risk Factor – Our manufacturing facilities located in Dehradun are availing certain tax benefits which are available for a specified period of time. Expiry or early withdrawal of such tax benefits may adversely affect our results of operations and prospects*" on page 25.

Restated net profit for the year

Our restated net profit for the year, decreased by ₹ 17.34 million, or 12.76%, from ₹ 135.90 million in Fiscal 2014 to ₹ 118.56 million in Fiscal 2015, as a result of the factors described above.

Liquidity and Capital Resources

As of December 31, 2016 and March 31, 2016, we had cash and bank balances of ₹ 200.76 million and ₹ 74.61 million respectively. Cash and bank balances consist of cash on hand, bank balances in current accounts, other bank balances and earmarked balances with banks. Our primary liquidity requirements have been towards financing of our capital expenditures and working capital requirements. We have met these requirements from cash flows from operations and short-term and long-term borrowings.

Cash Flows

Set forth below is a table of selected information from our statements of cash flows for the nine-month period ended December 31, 2016 and Fiscals 2016, 2015 and 2014.

(*₹ in million*)

Particulars	Nine-month period ended December 31, 2016	Fiscal 2016	Fiscal 2015	Fiscal 2014
Net cash generated from / (used in) operating activities	294.97	422.54	445.00	103.96
Net cash (used in) / generated from investing activities	(305.22)	(216.11)	(222.69)	12.43
Net cash (used in) / generated from financing activities	68.60	(200.55)	(222.69)	(127.58)
Net increase / (decrease) in cash and cash equivalents	58.35	5.88	(0.38)	(11.19)
Cash and cash equivalents at the beginning of the year	16.76	10.88	11.26	22.45
Cash and cash equivalents at the end of the year	75.12	16.76	10.88	11.26

Net cash generated from/(used in) operating activities

Net cash generated from operating activities in the nine-month period ended December 31, 2016 was ₹294.97 million and our operating profit before working capital changes for that period was ₹736.88 million. The difference was primarily attributable to ₹ 738.36 million increase in trade and other receivables, ₹ 2,010.02 million increase in trade payables; ₹ 235.65 million increase in loans and advances and other assets; ₹ 1,398.96 million increase in inventories and ₹ 30.92 million increase in provisions.

Net cash generated from operating activities in Fiscal 2016 was ₹422.54 million and our operating profit before working capital changes for that period was ₹ 616.95 million. The difference was primarily attributable to a ₹336.81 million increase in trade and other receivables, ₹ 536.41 million increase in trade payables; ₹ 87.35 million increase in loans and advances and other assets, ₹ 232.49 million increase in inventories and ₹ 12.42 million increase in provisions.

Net cash generated from operating activities in Fiscal 2015 was ₹ 445.00 million and our operating profit before working capital changes for that period was ₹ 340.53 million. The difference was primarily attributable to a ₹ 84.71 million increase in trade and other receivables, ₹ 321.07 million increase in trade payables; ₹ 197.06 million increase in inventories ; ₹ 103.27 million decrease in loans and advances and other assets; ₹ 2.89 million increase in provisions.

Net cash generated from operating activities in Fiscal 2014 was ₹103.96 million and our operating profit before working capital changes for that period was ₹275.10 million. The difference was primarily attributable to a ₹ 55.14 million increase in trade and other receivables, ₹ 29.03 million decrease in trade payables; ₹ 47.37 million increase in inventories ; ₹ 64.80 million increase in loans and advances and other assets and ₹ 0.05 million decrease in provisions.

Net cash used in investing activities

In December 31, 2016, our net cash used in investing activities was ₹305.22 million. This reflected the payment of ₹251.25 million towards the purchase of fixed assets; ₹67.80 million towards investment in margin money/security. These payments were partially offset by ₹4.95 million received from sale of shares and fixed assets rent received , interest and other income of ₹2.02 million and ₹6.87 million, respectively.

In Fiscal 2016, our net cash used in investing activities was ₹216.11 million. This reflected the payment of ₹ 270.26 million towards the purchase of fixed assets and ₹141.03 million towards purchase of shares of our subsidiary, Dixon Appliances Private Limited and Dixon Bhurji Moulding Private Limited. These payments were partially offset by ₹183.62 million received from sale of shares and fixed assets, rent received and interest and other income of ₹2.46 million and ₹8.90 million, respectively.

In Fiscal 2015, our net cash used in investing activities was ₹222.69 million. This reflected the payment of ₹220.74 million towards the purchase of fixed assets; ₹23.05 million towards investment in margin money/security. These payments were partially offset by ₹12.31 million received from sale of shares, sale of fixed assets, receipt of interest and other income of ₹ 8.71 million.

In Fiscal 2014, our net cash generated in investing activities was ₹12.43 million. This reflected the payment of ₹84.58 million towards the purchase of fixed assets. These payments were partially offset by ₹88.91 million received from sale of fixed assets and interest and other income of ₹8.04 million

Net cash (used in)/generated from financing activities

In the nine-month period ended December 31, 2016, our net cash generated from financing activities was ₹ 68.60 million. This reflected ₹ 435.93 million received as proceeds from share capital and premium out of which ₹ 374.97 million was towards conversion of compulsorily convertible debentures to Equity Shares and ₹60.96 million towards proceeds from Equity Shares issued pursuant to exercise of ESOPs and ₹ 174.69 million from short term borrowing. These cash flows were partially offset by ₹ 374.97 million towards conversion of compulsorily convertible debentures, ₹ 50.70 million paid towards payment of dividend, ₹ 103.02 million paid towards interest and other financial charges and ₹ 13.34 million towards repayment of long term borrowings.

In Fiscal 2016, our net cash used in financing activities was ₹ 200.55 million. This reflected ₹ 115.28 million from long term borrowing. These cash flows were partially offset by ₹ 142.08 million towards repayment of short term borrowings, ₹42.26 million paid towards dividend and ₹ 131.48 million towards Interest and other finance charges.

In Fiscal 2015, our net cash used in financing activities was ₹222.69 million. These cash flows were partially offset by ₹113.07 million towards repayment of long and short term borrowings, ₹10.98 million paid towards dividend and ₹ 98.63 million towards interest and other finance charges.

In Fiscal 2014, our net cash used in financing activities was ₹127.58 million. This reflected ₹47.04 million received from short term borrowing. These cash flows were partially offset by ₹54.61 million towards repayment of long term borrowings, ₹ 7.24 million paid towards dividend and ₹112.77 million towards interest and other finance charges.

Capital Expenditure

For the nine-month period ended December 31, 2016 and Fiscals 2016, 2015 and 2014, our capital expenditure was ₹251.34 million, ₹270.17 million, ₹220.74 million and ₹136.75 million, respectively. The following table provides a breakdown of our fixed assets by category as at the period/ fiscal indicated .

(₹ in million)

Assets Classes	December 31, 2016	March 31, 2016	March 31, 2015	March 31, 2014
Plant and machinery	139.54	157.34	102.41	37.49
Other assets	111.80	112.84	118.33	99.27
Total	**251.34**	**270.17**	**220.74**	**136.75**

Indebtedness

The following table sets forth our secured and unsecured debt position as at December 31, 2016 and March 31, 2016

(*₹ in million*)

Particulars	Nine-month period ended December 31, 2016	March 31, 2016
Secured loans		
• From Banks	562.24	396.83
• From others	20.08	24.15
Compulsorily convertible debentures	-	374.97
TOTAL	**582.32**	**795.94**

For more information regarding our indebtedness, please refer to the sections titled "*Financial Indebtedness*" and "*Financial Statements*" on pages 366 and 237 respectively.

Contingent Liabilities

As of December 31, 2016 and March 31, 2016, the following contingent liabilities have not been provided for in our financial statements**:**

(*₹ in million*)

Particulars	Nine-month period ended December 31, 2016	March 31, 2016
Letter of credit (outstanding)	329.55	251.85
Guarantees issued by bankers on behalf of Company and amount outstanding. (These are covered by the charge created in favour of Company's banker by way of hypothecation of stock and debtors besides pledge of fixed deposits as margin money)	2.91	1.51
Corporate Guarantees given to Bank on behalf of subsidiaries/ associates for purpose of financial assistance.	535.00	605.00
Bill Discounting with Banks	46.60	149.24
Demand for Income Tax under appeal with CIT (A), Tribunal and objection filed under dispute resolution panel	16.96	-
Demand for Sales Tax under appeal with Department/Tribunal/ Courts and show cause notice etc.	6.83	10.29
Demand for Excise, Custom Duty, Service Tax under appeal with Department/Tribunal/ Courts and show cause notice etc. excluding Penalty & Interest	168.45	172.29
Cases pending in labour court and not provided for	1.67	1.08
Stamp Duty appeal filed with Chief Controller of Revenue, Allahabad	1.78	1.78
Surety Bond given to Excise Department	1,089.00	500.00
TOTAL	**2,198.74**	**1,693.03**

Further, as of December 31, 2016 and March 31, 2016, the contracts remaining to be executed on capital account (net of advance) amount to ₹29.66 million and ₹28.76 million, respectively.

Except, as disclosed above there are no other off balance sheet arrangements.

Related Party Transactions

We have engaged in the past, and may engage in the future, in transactions with related parties, including with our affiliates and certain key management members on an arm's lengths basis. Such transactions could be for remuneration or commission paid, advance against property, rent paid, interest received, royalty paid, sale and purchase of goods. For details of our related party transactions, please refer to the sub- section titled "*Restated Consolidated Financial Statements – Annexure XXV- Restated Consolidated Summary Statement of Related Party Transactions*" on page 328.

Quantitative and qualitative disclosure about market risk

Commodity Price Risk

In our ODM business, we are exposed to the price risk associated with purchasing our key raw materials and components, which may in certain cases be specific to a certain make or brand. We generally do not enter into long-term firm price contracts for the supply of our key raw materials. Therefore, fluctuations in the price and availability of these raw materials may affect our business and results of operations where we may not be able to pass on the costs to our customers. For additional discussion on how the results of our operations are affected by fluctuations in the price and availability of our key raw materials, see "*Risk Factors*" on page 22.

Inflation Risk

Inflationary factors such as increases in the input costs and overhead costs may adversely affect our operating results. There may be time lag in recovering the inflation impact from our customer and we may not be able to recover the full impact of such inflation. A high rate of inflation in the future may, therefore, have an adverse effect on our ability to maintain our profit margins.

Interest Rate Risk

We are exposed to market rate risk due to changes in interest rates on the credit facilities that we avail from time to time. We are subject to interest rate risk due to fluctuation in interest rates, primarily in relation to our debt obligations with floating interest rates. As at December 31, 2016, we had ₹ 582.32 million of outstanding indebtedness, which exposed us to market risk as a result of changes in interest rates. We undertake debt obligations to support our working capital needs and capital expenditure.

For fiscals the nine-month period ended December 31, 2016 and fiscals 2016, 2015 and 2014, our interest expenses aggregated to ₹ 94.53 million, ₹ 120.16 million, ₹ 91.10 million and ₹ 101.51 million, respectively, on a consolidated basis.

Foreign exchange risk

In the case of our ODM business, we face foreign exchange risk in respect of currency translation for the purpose of import of certain materials which we require for our manufacturing processWe have in the past been exposed to increased costs of raw materials which we have imported.

Competitive Conditions

We operate in a competitive atmosphere, especially from China. For further information, see the sub-section titled "*Industry Overview*" on page 131.

Market Conditions

Our business depends substantially on global economic conditions. There may also be a number of secondary effects of an economic downturn, such as the insolvency of suppliers or customers, cancellation of orders, delays in deliveries by suppliers, payment delays and/or stagnant demand by customers. Cuts in central, state and local government investment and growth can also drag down global and national growth rates.

Unusual or Infrequent Events or Transactions

Except as described in "*Risk Factors*" and "*Our Business*", on pages 18 and 167, respectively, there have been no events or transactions to our knowledge which may be described as "unusual" or "infrequent".

Known Trends or Uncertainties

Our business has been impacted and we expect will continue to be impacted by the trends identified above under 'Factors Affecting our Results of Operations' and the uncertainties described in "*Risk Factors*" on page 18. To our knowledge, except as we have described in this Draft Red Herring Prospectus, there are no known factors, which are expected to have a material adverse impact on our revenues or income from continuing operations.

Future Relationships between Costs and Income

Other than as described in the sections titled "*Risk Factors*", "*Our Business*" and "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" on pages 18, 167 and 209, respectively, to our knowledge, no future relationship between expenditure and income is expected to have a material adverse impact on our operations and finances.

Significant Developments after December 31, 2016

To our knowledge, except as otherwise disclosed below, the section titled "*Risk Factors*" on page 18 and elsewhere in this Draft Red Herring Prospectus, there is no subsequent development after the date of our financial statements contained in this Draft Red Herring Prospectus which materially and adversely affects, or is likely to affect, our operations or profitability, or the value of our assets, or our ability to pay our material liabilities within the next 12 months:

- Amalgamation of our erstwhile wholly owned subsidiaries, DAPL and DBMPL, with and into our Company pursuant to an order of the NCLT dated April 13, 2017. For further details, refer to the sub-section titled "*History and Corporate Structure – Scheme of Amalgamation*" on page 202.

- We have incorporated ADTPL, a joint venture company, for the purpose of commencement of manufacture of security systems including CCTVs and DVRs and executed a joint venture agreement with Aditya Infotech Limited in this regard. For further details refer to the sections titled "*History and Corporate Structure*" and "*Our Subsidiary and Joint Ventures*" on pages 204 and 207.

- A portion of our Noida I Facility was subject to fire and our Company has estimated the loss incurred due to this fire to be around ₹ 30.00 million. Please refer to the sub-section titled "*Risk Factors - Our manufacturing facilities are critical to our business. Any disruption in the continuous operations of our manufacturing facilities would have a material adverse effect on our business, results of operations and financial condition*" on page 24.

SIGNIFICANT DIFFERENCES BETWEEN INDIAN GAAP AND IND AS

We have prepared and presented our audited financial statements in accordance with Indian GAAP, which differs in certain material respects from IND-AS.

The financial information included in the section "*Financial Statements*" have been prepared on the basis of our Company's audited financial information, restated in accordance with the SEBI ICDR Regulations. ("**Restated Indian GAAP**")

Many differences exist between Indian GAAP and Ind-AS that might be material to our financial information. The matters described below summarize certain key differences between Indian GAAP and Ind-AS as applicable to the presented Restated Indian GAAP financial statement. No numerical reconciliation of the financial position and results of operations under Indian GAAP and under Ind-AS have been included in this Draft Red Herring Prospectus. Therefore, we are not in a position to state as to how our financial position and the results of operations would be impacted when computed under Ind-AS.

In making an investment decision, investors must rely upon their own examination of our Company, the terms of the offering and the financial information. Potential investors should consult their own professional advisors for an understanding of the differences between Indian GAAP and Ind-AS, and how those differences might affect the financial information included in this Draft Red Herring Prospectus.

This is not an exhaustive list of differences between Indian GAAP and Ind-AS; rather, it indicates only those key differences which are considered to be more relevant to the financial position and results of operations of our Company and does not cover all differences regarding presentation, classification and disclosure requirement applicable under Indian GAAP and Ind-AS.

IND AS	Particulars	Indian GAAP	Ind AS
Ind AS 1	Presentation	Other Comprehensive Income & Statement of Changes in Equity: There is no concept of 'Other Comprehensive Income' and 'Statement of changes in equity' under Indian GAAP.	Other Comprehensive Income: Ind AS 1 introduces the concept of Other Comprehensive Income ("OCI"). Items of income and expenses that are not recognized in profit and loss as required or permitted by other Ind ASs are presented under OCI Statement of Changes in Equity: On the face of the Statement of Changes in Equity, it should be disclosed. a. Total comprehensive income for the period, showing separately the total amounts attributable to owners of the parent and to non- controlling interest. b. For each component of equity, a reconciliation between the carrying amount at the beginning and the end of the period, separately disclosing changes resulting from: (i) Profit or Loss, (ii) Each item of Other comprehensive Income, (iii) Transactions with owners in their capacity as owners, showing separately contributions by and distributions to owners and changes in ownership interests in subsidiaries that do not result in a loss of control, (iv) Any item recognized directly in equity such as bargain purchase gain recognized directly in capital

IND AS	Particulars	Indian GAAP	Ind AS
			reserve in accordance with Ind AS103 Business combinations.
		Extraordinary items: Under Indian GAAP, Company discloses extraordinary items separately in the statement of profit and loss and are included in the determination of net profit or loss for the period. Items of income and expenses to be disclosed as extraordinary should be distinct from the ordinary activities and are determined by the nature of the event or transaction in relation to the business ordinarily carried out by an entity.	Extraordinary items: Under IND AS, presentation of any items of income or expense as extraordinary is prohibited
IND AS 2	Inventories	Deferred Settlement basis: Under Indian GAAP there is no guidance on inventory acquired on deferred settlement basis.	Deferred Settlement basis: As per IND AS Excess over normal price is to be accounted as interest over the period of financing
IND As 8	Accounting Policies, Changes in Accounting Estimates and Errors	Change in Accounting Policy: Under Indian GAAP, Company discloses changes in accounting policies by presenting in the financial statements on a prospective basis (unless transitional provisions, if any, of an accounting standard require otherwise) together with a disclosure of the impact of the same, if material. If a change in the accounting policy has no material effect on the financial statements for the current period, but is expected to have a material effect in the later periods, the same is appropriately disclosed. Change in Method of Depreciation: Change in accounting policy Accounting for prior period errors Effect given in current year with disclosures / no restatement of prior years. **Accounting pronouncement yet to come into effect** No disclosure required **Proposed dividend –**	Change in Accounting Policy: Ind AS requires retrospective application of changes in accounting policies by adjusting the opening balance of each affected component of equity for the earliest prior period presented and the other comparative amounts for each period presented as if the new accounting policy had always been applied, unless transitional provisions of an accounting standard require otherwise. Change in Method of Depreciation: Change in accounting estimate Accounting for prior period errors Ind AS 8 requires retrospective restatement of prior period figures by restatement of opening balances of assets, liabilities and equity for the earliest period practicable – balance flows thru opening reserve **Accounting pronouncement yet to come into effect** Disclosure required. Also estimation of possible impact on adoption needs to be disclosed.

IND AS	Particulars	Indian GAAP	Ind AS
		Accounting Provision required as mandated by statute. – accounted in the year proposed. **Proposed Dividend – Disclosure** Face of Income Statement – as part of Appropriations of Profits	**Proposed dividend – Accounting** Provision prohibited – accounted in the year declared. **Proposed Dividend – Disclosure** Part of Statement of Changes in Equity.
IND AS 16	Property, plant and equipment-reviewing depreciation and residual value	**Depreciation** Under Indian GAAP, the Company currently provides Depreciation on written down value basis over the estimated useful life of the assets. **Repairs, maintenance and overhauling** Expense off **Site restoration** No guidance. Guidance note on Oil & Gas, requires capitalization of site restoration cost	**Depreciation** Ind AS 16 mandates reviewing the method of depreciation, estimated useful life and estimated residual value of an asset at least once in a year. The effect of any change in the estimated useful and residual value shall be taken prospectively. Ind AS 101 allows current carrying value under Indian GAAP for items of property, plant and equipment to be carried forward as the cost under Ind AS. **Repairs, maintenance and overhauling** Major repairs and overhaul expenditure are capitalized as if it is a separate component. **Site restoration** Provision mandatory and needs to be capitalized.
IND AS 12	Deferred Taxes	Under Indian GAAP, the Company account for Deferred Tax resulting from "timing differences" between taxable and accounting income using the tax rates and laws that have been substantially enacted as of the balance sheet date. Deferred tax assets arising from timing differences are recognized to the extent there is reasonable certainty that these would be realized in future	As per Ind AS 12 Income Taxes, deferred tax is determined with reference to the balance sheet approach i.e. based on the differences between carrying value of the assets/ liabilities and their respective tax base. Using the balance sheet approach, there could be additional deferred tax charge/income on account of: i. All Ind AS opening balance sheet adjustments. ii. Actuarial gain and losses accounted in Other Comprehensive Income. iii. Indexation of freehold land. iv. Fair valuation adjustments (employee loans, security deposits etc.)
IND AS 19	Accounting for Employee Benefits	Currently under Indian GAAP, the Company recognizes its liability for Employee Benefits as given below: i. Liability towards Gratuity is considered as the defined benefit scheme and is recognized on the basis of actuarial	Under Ind AS 19, the change in liability is split in to changes arising out of service, interest cost and re-measurements and the change in asset is split between interest income and re-measurements. Changes due to service cost and net interest cost/ income need to be recognized in the income statement and the changes arising out of re- measurements are to be recognized

IND AS	Particulars	Indian GAAP	Ind AS
		valuation on projected unit credit method at balance sheet date. ii. Earned Leave which is encashable is considered as long term benefit and is provided on the basis of actuarial valuation on projected unit credit method at balance sheet date. iii. The benefits in the form of contribution to Provident Fund and Employee State Insurance are considered as the defined contribution schemes and are recognized on the basis of the amount paid or payable for the period during which services are rendered by the employees. Therefore, the Company recognizes all short term and long term employee benefits in the Statement of profit and loss.	directly in Other Comprehensive Income.
IND AS 113	Fair Value Measurement	Under Indian GAAP, there is no framework for measuring fair value for financial reporting.	Under IND AS , Company should requires the following to be considered in fair value measurement: (a) The particular asset or liability that is subject of the measurement, (b) The principal market for the asset or liability, (c) The market participant; and (d) The price In addition, there are specific consideration for the fair value measurement of: (a) Non- financial assets, (b) Liabilities (c) Equity, and (d) Financial instruments.
IND AS 107 & 109	Financial Instruments: Disclosures & Financial Instruments: Recognition and Measurement	**Classification of Investment** As per AS-13 investment if classified as held to maturity or loans and receivables, they are carried at cost. Unrealized gains and losses on “Fair value through profit or loss” classification is recognized in the income statement and on “Available for sale” classification is taken to equity **Non-current investment in equity shares** Equity investments is recognised under IGAAP at cost.	**Classification of Investment** Long-term investments are carried at cost less impairment, if any Current investments are carried at lower of cost and fair value. **Non current investment in equity shares (Quoted):** • Equity instruments and derivatives are normally classified as FVTPL.

IND AS	Particulars	Indian GAAP	Ind AS
			• However, on initial recognition, the Company may make an irrevocable election (on an instrument-by instrument basis) to classify equity instruments as FVOCI, provided it is neither held for trading. **Investment in the Equity Instrument (Unquoted):** • Measured at Fair Value at the time of initial recognition/subsequent reporting date, if sufficient information are available; • Measured at Cost at the time of initial recognition/subsequent reporting date, if sufficient information are not available, or if a wide range of possible fair values are available and cost represents the best estimate of fair value within the range.
		Investments in mutual fund: Investment in liquid mutual funds which are valued at cost.	**Investments in mutual fund:** A debt instrument is normally measured at amortised cost if both of the following conditions are met: • the asset is held within a business model whose objective is to hold assets in order to collect contractual cash flows; and • the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding Debt instrument is normally measured at FVOCI if both of the following conditions are met: • the asset is held within a business model in which assets are managed to achieve a particular objective by both collecting contractual cash flows and selling financial assets; and • the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding • A debt instrument which is not measured at amortised cost or at FVOCI must be measured at FVTPL.
		Security Deposit: Rent deposits, utility deposits and other deposits with government agencies etc. which are valued at cost.	**Security Deposit:** A debt instrument is measured at either amortised cost or FVOCI or FVTPL.
		Loans and Advances given to related parties: Long term interest bearing loans	**Loans and Advances given to related parties** A debt instrument is measured at either amortised cost or FVOCI or FVTPL.

IND AS	Particulars	Indian GAAP	Ind AS
		to related parties are valued at cost. **Provision for Doubtful Debts:** Currently the Company makes provision for trade receivables on specific/individual basis	**Provision for Doubtful Debts:** • Ind AS 109 requires an entity to apply the simplified approach of impairment recognition for trade receivables • Ind AS 109 allows the use of practical expedients when measuring expected credit losses, and states that a provision matrix is an example of such an expedient for trade receivables. • The simplified approach does not require an entity to track the changes in credit risk, but instead requires the entity to recognise a loss allowance based on twelve months expected credit losses at each reporting date.
		• Currently the provisioning for impairment is event driven and no assessment is undertaken till the time default has actually occurred	• As per Ind AS 109, an entity has to keep track of the credit risk of its financial instruments to determine whether there has been change in credit risk since initial recognition. • Standard requires entity to provide for 12-month expected credit losses (ECL) on initial recognition i.e. day one and subsequently at each reporting date an entity has assess whether there has been improvement or deterioration in credit risk accordingly there can be a shift from 12 months expected credit loss model to lifetime expected credit losses and vice versa.
		Long Term Loans & Debenture Long term secured loans and Non Convertible Debentures are taken at floating/fixed interest rate. Some of the features of loans are: • Moratorium period. • Processing fees and transaction cost • The loans are currently recognised at the face value / nominal value. • The interest charge on the loan is recognised on accrual basis at actual amounts. • Transaction costs on major borrowings have been already debited to profit and loss as and when incurred. Whereas transaction costs of few	**Long Term Loans & Debenture(Financial Liability):** Classification: • All financial liabilities are measured at amortised cost except for following • Financial liabilities that held for trading • Financial liabilities that are designated as FVTPL on initial recognition • Contingent consideration recognised by an acquirer in a business combination • Financial Guarantee Contract; • Loan Commitment at below market interest rate; • Financial Liability arising out of de recognition of Financial Asset that does not qualify for de recognition. Initial Measurement: • On initial recognition, financial liabilities are measured at fair value, but adjusted in respect of any transaction costs that are incremental and directly attributable to

IND AS	Particulars	Indian GAAP	Ind AS
		loans are amortized over the period of loan.	acquisition or issue of instrument. • Transaction costs are incremental costs that are directly attributable to acquisition of financial liability. Subsequent Measurement: • Liabilities should be measured at amortised cost using effective interest method with gains and losses recognised in profit or loss through the amortisation process as well as when the instrument is derecognised. • Interest expense to be charged during the moratorium period as per effective interest rate method
		Hedging: Hedge Accounting Policy and all the derivatives transaction are accounted for as per the principles of AS-11 and guidelines provided by ICAI from time to time. • In respect of transactions covered by Forward/Future Contracts (except against firm commitments and highly probable forecast transactions), the premium or discount arising at the inception of Forward/Future Contracts entered into to hedge an existing asset/liability, is amortised over the life of the contract. Exchange differences on such contracts between rate at the inception of such contracts and rate on the reporting date are recognised as income or expense for the period. • Outstanding Forward/Future contracts against firm commitments and highly probable forecast transactions and derivative contracts, other than those stated above, are marked to market and the resulting loss, if any, is charged to the Statement of Profit & Loss. Gain, if any, on such marking to market is not recognised as a prudent accounting policy	**Hedging:** The entity may choose to designate a hedging relationship between a hedging instrument and a hedged item in accordance with the guidelines prescribed under Ind As 109. For hedging relationships that meet the qualifying criteria, the entity shall account for the gain or loss on the hedging instrument and the hedged item in accordance with the guidelines prescribed under Ind As 109

IND AS	Particulars	Indian GAAP	Ind AS
IND AS 37	Provisions, Contingent Liabilities and Contingent Assets	**Discounting** Prohibited **Restructuring provision** Provision based on legal obligation **Contingent asset** Disclosure not permitted	**Discounting** Required **Restructuring provision** Provision based on constructive obligation **Contingent asset** Disclosure required
IND AS 108	Operating Segments	**Treatment of associates and JV's in CFS:** AS 17 is silent on the aspect of treatment in consolidated financial statements. **Reportable Segment** Under AS 17, no external customer is required to constitute a segment **Vertical Segments** AS 17 does not make any distinction between vertically integrated segment and other segments	**Treatment of associates and JV's in CFS:** If JV based on proportionate consolidation, then segment reporting is matched with the total reported numbers. JV/associate equity accounted is allocated to a predominant segment or else would be disclosed as a reconciling item **Reportable Segment** IAS 14 provides that a business segment can be treated as reportable segment only if, inter alia, majority of its revenue is earned from sales to external customers. **Vertical Segments** IAS 14 encourages reporting of vertically integrated activities as separate segments but does not mandate the disclosure.
IND AS 110	Consolidated Financial Statements	**Preparation of CFS** Mandatory for listed companies as per SEBI rules **Separate Financial Statements** Are required to prepare separate financial statements as per statute **Control** Over composition of Board of Directors. For voting rights not considering concurrently exercisable voting rights. **Minority Interest** Disclosed separately from liability and equity **Goodwill Determination** Based on Carrying Value	**Preparation of CFS** Mandatory for all enterprises (certain exceptions) – Minority Interest holders informed / not listed (or) process of listing / ultimate parent company prepares CFS **Separate Financial Statements** Only if local regulations so require. **Control** An investor controls an investee if and only if the investor has all the following: (a) power over the investee; (b) exposure, or rights, to variable returns from its involvement with the investee; and (c) the ability to use its power over the investee to affect the amount of the investor's returns **Minority Interest** Disclosed separately in equity **Goodwill Determination** Based on fair Value
IND	Investment in	**Determination of significant**	**Determination of significant influence**

IND AS	Particulars	Indian GAAP	Ind AS
AS 111 & 112	Associates, Joint Arrangements; Disclosure of Interests in Other Entities	**influence** Potential voting rights not considered **Goodwill Determination** Based on Carrying Value **Impairment** If decline in value of investment in an associate is permanent, provision for diminution to be made. Impairment testing is not required under AS 23 **Method of Accounting for joint ventures** Proportionate consolidation **Accounting for subsidiary where joint control is established** Accounting for subsidiary where joint control is established through contractual agreement should be done as subsidiary – i.e., full consolidation	Potential voting rights currently exercisable considered. **Goodwill Determination** Based on fair Value **Impairment** Under IND AS 111 it is necessary to subject the investments in associates/joint ventures to the test of impairment **Method of Accounting for joint ventures** Proportionate consolidation or Equity Method **Accounting for subsidiary where joint control is established** Accounting for subsidiary where joint control is established through contractual agreement should be done as joint venture, ie, either proportionate consolidation or equity accounting

FINANCIAL INDEBTEDNESS

Our Company, Subsidiary and Joint Ventures have availed loans in the ordinary course of their business for the purposes of meeting working capital requirements and for capital expenditure.

Set forth below is a brief summary of our aggregate indebtedness, on a consolidated basis, as on April 20, 2017:

(*in ₹ million, unless otherwise specified*)

Particulars of borrowing	Sanctioned amount	Outstanding amount
Secured borrowings		
Fund-based working capital facilities	980.00	618.25
External Commercial Borrowing	133.20[(1)]	117.53[(1)]
Vehicle loans	33.85	17.61
Non-fund based facilities	715.00	318.68
Total	1,862.05	1,072.07
Unsecured borrowings	0.00	0.00
Grand Total	**1,862.05**	**1,072.07**

[(1)] *In $ which has been converted at the exchange rate of 1$ = ₹ 66.60 as on December 3, 2015 as per the hedging arrangement with the lender*

Principal terms of the borrowings availed by our Company:

1. ***Interest:*** The interest levied on our working capital loans and terms loans varies from lender to lender and is usually a certain percentage of spread over and above the base rate of the respective lender. The interest rate on vehicle loans availed by us range from 9.50% p.a. to 13.25% p.a.

2. ***Tenor*****:** The tenor of our working capital facilities typically range from 3 months to 12 months, term loans range from 60 days to 11 months and vehicle loans range from 36 months to 60 months.

3. ***Security:*** Under our financing arrangements for secured borrowings, we are typically required to create security by way of, amongst others, hypothecation of the current assets both present and future, exclusive charge over movable fixed assets, promissory notes, unconditional and irrevocable personal guarantees of our Promoter, charge on entire stocks and book debts of our Company and mortgage over immoveable properties. There may be additional requirements for creation of security under the various borrowing arrangements entered into by us.

4. ***Re-payment:*** Most of the working capital facilities availed by our Company are repayable on demand. The repayment period of our vehicle loans is stipulated in monthly instalments.

5. ***Pre-payment***: The pre-payment charges for the term loans may be as mutually agreed between our Company and the lender. The pre-payment charges for some of the vehicle loans are the lesser of the following: (i) 5% of the principal outstanding plus applicable service tax; or (ii) interest outstanding for remaining tenure of the loan. The pre-payment charges on the loans taken by our Company may be subject to further conditions imposed by the lenders based on the financing agreements entered into with them.

6. ***Penalty***: In the event of default in relation to borrowings availed by our Company, penal interest is generally 1% p.a. of the sanctioned facility amount or the amount outstanding or as may be applicable, based on the nature of event triggering the penalty.

7. ***Restrictive covenants***: Our financing arrangements entail various conditions and covenants restricting certain corporate actions and we are required to take the prior approval or prior written consent of the lender before carrying out such activities, without which, it would result in an event of default under the financing arrangements. For instance, certain actions prior to which our Company is required to obtain written consent of the lenders include:

   (i) to enter or undertake or permit any corporate restructuring, including but not limited to any scheme of expansion, merger, demerger, amalgamation, consolidation, reorganization, compromise or reconstruction;

(ii) to buy, buy-back, cancel, retire, reduce, redeem, re-purchase, purchase or otherwise acquire any share capital, or issue or delist such shares;
(iii) to undertake any new project, diversification, modernization, which are material in nature, or substantial expansion of any its projects;
(iv) to permit any change in our Company's ownership or control or constitution or shareholding or the management or majority of directors or partners;
(v) to make any change to the general nature of our Company's business;
(vi) to make any change to/in our Company's constitutional documents or material amendments in the memorandum and articles of association;
(vii) to open current accounts/s with any other bank and to route proportionate sale transactions;
(viii) to change place of activity/office;
(ix) to dispose of any fixed assets;
(x) to declare or pay any dividend or authorize or make any distribution to its shareholders or members, or to withdraw any funds brought in by the promoters, directors and their associates, unless all dues have been paid as stipulated, or in an event of default;
(xi) to execute any corporate guarantee or make any investment in any group company;
(xii) to file any application for seeking immunity under any central/state law
(xiii) to effect any change in the capital structure of our Company;
(xiv) to create or permit to subsist any charge, lien, hypothecation, mortgage, pledge or encumbrance or any type of preferential arrangement, or otherwise sell, assign, transfer, exchange, lease, lend or dispose of or deal with any assets of our Company;
(xv) to enter into any arrangement under which money or the benefit of a bank or other account may be applied, set-off or made subject to a combination of accounts;
(xvi) to ensure that any incremental borrowing shall require prior approval of the bank;
(xvii) to use the trade names, trademarks, service marks, logos, designs, copyright or other similar proprietary designations, registered or unregistered, owned and/or used by the lender;
(xviii) to induct or continue with a director/promoter who is on the board of a company that has been declared as a wilful defaulter as per the RBI guidelines;
(xix) to make any investments whether by way of deposits, loans, or investments in share capital or otherwise;
(xx) to change the accounting method or policies currently followed by our Company, unless required by law;
(xxi) to contract, create, incur, assume or suffer to exist any indebtedness or avail of any credit facilities or accommodation from any bank(s) or financial institution(s) or any person, firm or company in any manner;
(xxii) to dispose of all or any part of their assets or make any acquisition or investment except where made in the ordinary course of trading; and
(xxiii) to pay any commission to our Promoter, Director, managers or other persons for furnishing guarantees, counter guarantees or indemnities or for undertaking any other liability incurred by our Company.

Our Company has received consents from its lenders for doing the above acts with respect to the Offer, as applicable.

8. ***Events of Default:*** Our Company's financing arrangements specify the occurrence of certain events as events of default, some of which are listed below-

(i) false, incorrect or misleading representation, statement or warranties by our Company under the financing agreements and/or in relation to facilities;
(ii) failure to observe or comply with any of the terms and conditions of the facility documents;
(iii) default in payment of principal sums, interests or any other monies with respect to the loans availed;
(iv) bankruptcy, insolvency, suspension of payment to any creditors/petition of bankruptcy or winding up petitions;
(v) cessation or change in business of our Company;
(vi) defaults in performance of covenants and conditions of the respective loan agreements;
(vii) security tendered or the charges created thereon becoming wholly or partially invalid or unenforceable;
(viii) cross-defaults;

(ix) failure of our Company to create and/or perfect the security within the time period contemplated;
(x) any other condition which in the opinion of the lender would deteriorate, impair or result in a decline or depreciation in value security charged in favour of the lender;
(xi) revocation, non-renewal, amendment or modification of licences which may be deemed to have an adverse effect;
(xii) litigation, arbitration, investigation, regulatory or administrative proceeding action that is current, pending or threatened against our Company in relation to but not limited to payments, arrangement with any creditor, appointment of any member such as liquidator, manager etc., enforcement of any security, or any other event occurs, which the lender determines in its absolute discretion has an adverse effect;
(xiii) use of the facilities for purpose other than the those enumerated in the financing documents;
(xiv) application before Board for Industrial and Financial Reconstruction;
(xv) if it becomes unlawful in any applicable jurisdiction for the lender to perform any of its obligations as contemplated by any financing documents or to fund or maintain or continue any facility;
(xvi) material change which may alter the lender's interest or have a material adverse effect;
(xvii) disability of our Company and/or the third-party security provider;
(xviii) revocation or termination of any consent, authorization, approval or the like, or license of or registration with, or declaration to government or statutory or regulatory authority; and
(xix) failure to effect insurance cover/pay insurance premium as and when due.

In case of the occurrence of an event of default, the lender shall have the right to, *inter alia*, declare that its obligations to make further advances be cancelled, enforce the rights over the security provided, exercise any or all rights and recourses provided under the agreements, demand that our Company furnish cash collateral in respect to all non-fund based facilities and exercise all other remedies as available by law, as the case may be.

The lists of restrictive covenants and events of default mentioned above are indicative and there are additional terms that may amount to an event of default under the various financing arrangements entered by us.

For further details in relation to the financial indebtedness of our Company, Subsidiary and Joint Venture, see the sections titled "*Financial Statements – Restated Standalone Financial Statements*" and "*Financial Statements – Restated Consolidated Financial Statements*" on pages 241 and 294 respectively.

SECTION VI: LEGAL AND OTHER INFORMATION
OUTSTANDING LITIGATION AND MATERIAL DEVELOPMENTS

Except as stated in this section, there are no (i) outstanding criminal proceedings, (ii) actions taken by statutory or regulatory authorities, (iii) Material Litigation (as detailed hereinafter), in each case involving our Company, our Subsidiary, our Promoter, our Directors or our Group Companies, (iv) any litigation involving our Company, our Promoter, our Directors, our Subsidiary or our Group Companies or any other person whose outcome could have a material adverse effect on the position of our Company; (v) outstanding claims involving our Company, Subsidiary, Directors or Promoter for any direct or indirect tax liabilities; (vi) outstanding dues to creditors of our Company as determined to be material by our Board in accordance with the SEBI ICDR Regulations; and (vii) dues to small scale undertakings and other creditors.

For the purpose of 'Material Litigation' in (iii) above, our Board has considered and adopted the following policy on materiality with regard to outstanding litigation to be disclosed in this Draft Red Herring Prospectus:

(a) Pre-litigation notices: Notices received by our Company, our Subsidiary, our Promoter, our Directors, or our Group Companies, from third parties (excluding statutory / regulatory authorities or notices threatening criminal action) shall, in any event, not be evaluated for materiality until such time that our Company, our Subsidiary, our Promoter, our Directors, or our Group Companies are impleaded as defendants in litigation proceedings before any judicial forum; and

(b) Monetary threshold for civil litigation: Civil litigation against our Company, our Subsidiary, our Promoter, our Directors, or our Group Companies or having any bearing on the Company or any of our Subsidiary before any judicial forum and involving an amount not exceeding 0.50 % of the profit after tax of our Company, on a consolidated basis as at the end of the latest annual audited restated financial statements , shall not be considered material. Accordingly, civil litigation involving an amount not exceeding ₹ 2.13 million have not been disclosed in this section. However, in the event of civil litigation wherein a monetary liability is not quantifiable, such litigation shall be considered as material only in the event that the outcome of such litigation has a bearing on the operations or performance of our Company or any of our Subsidiary.

Our Board considers dues owed by our Company to creditors exceeding 0.50% of our profit after tax on a consolidated basis as at the end of the latest annual audited restated financial statements as material dues for our Company. This materiality threshold has been approved by our Board of Directors pursuant to the resolution dated May 3, 2017.

Further, except as stated in this section, there are no (i) inquiries, inspections or investigations initiated or conducted under the Companies Act against our Company or Subsidiary in the five years preceding the date of this Draft Red Herring Prospectus, (ii) fines imposed or compounding of offences against our Company or Subsidiary, in the five years preceding the date of this Draft Red Herring Prospectus (iii) material frauds committed against our Company in the five years preceding the date of this Draft Red Herring Prospectus; (iv) proceedings initiated against our Company for economic offences, (v) defaults in respect of dues payable; and (vi) litigation or legal actions against our Promoter by any ministry or government department or statutory authority during the five years immediately preceding the date of this Draft Red Herring Prospectus.

Pursuant to the Amalgamation Order, DAPL and DBMPL, have amalgamated with and into our Company. In terms of the Scheme, inter alia all suits, actions or other proceedings including legal and taxation proceedings, by or against DAPL and DBMPL, pending and/or arising on or before the Effective Date shall be continued/or and be enforced by or against our Company in the same manner and extent as if the same has been instituted by or against our Company. Our Company is in the process of intimating the relevant parties and statutory and regulatory authorities about the approval of the Scheme vide the Amalgamation Order.

All terms defined in a particular litigation pertain to that litigation only.

LITIGATION INVOLVING OUR COMPANY

I. Litigation against our Company

Criminal Proceedings

1. Anil Rathi on behalf of A.K & R.K & Co. filed a criminal surveillance suit in 2015 against DBMPL (prior to the Effective Date) and the D.G.C., Criminal before the District and Sessions Judge, Dehradun ("**Court**"). Anil Rathi averred that DBMPL had filed a suit against him before the Judicial Magistrate, Dehradun ("**Magistrate**"), making claims contrary to the written agreement between him and DBMPL and committed crimes under sections 420, 467, 468 and 471 of the Indian Penal Code. Anil Rathi requested the Court set aside the order dated February 2, 2015 of the Magistrate issuing summons against Anil Rathi, on the ground of material irregularity. The matter is currently pending.

   For details of the suit filed by DBMPL (prior to the Effective Date) against Anil Rathi, please refer to the sub-section titled "*Outstanding Litigation and Material Developments – Litigation filed by our Company – Criminal Proceedings*" on page 370.

Civil Proceedings

1. M/s PVR Infotech ("**PVR**") filed a suit (C.S. (O.S.) 2054 of 2013) against our Company, Mr. Sunil Vachani, Mr. Atul B. Lall and others (collectively the "**Defendants**") before the High Court of Delhi ("**Court**") dated November 21, 2013. PVR submitted that our Company had failed to make payment of ₹ 1.93 million to PVR towards certain goods supplied by PVR to our Company. PVR prayed that the Court order our Company to make payment of ₹ 1.93 million along with accumulated interest of ₹ 1.31 million, together with *pendent lite* and future interest of 24% p.a. Our Company through its written statement dated January 24, 2014 challenged the jurisdiction of the Court and refuted the claims made by PVR. The Court through its order dated January 6, 2016, transferred the suit to the District Judge (East) Karkardooma Court, Delhi. The matter is currently pending.

   For details of the suit filed by our Company against PVR, please refer to the sub-section titled "*Outstanding Litigation and Material Developments – Litigation filed by our Company - Civil Proceedings*" on page 371.

2. Allied Photographics India Limited ("**Applicant**") filed an application on April 11, 2014 under the Securitisation and Reconstruction of Financial Assets and Enforcement of Security Interest Act, 2002 ("**SARFAESI Act**") (Securitisation Application No. 252 of 2014) before the Debt Recovery Tribunal at Lucknow, Uttar Pradesh (the "**Tribunal**") against Bank of Maharashtra ("**Bank**"), Bawa Alloys Private Limited ("**Respondent No. 2**"), Ravinder Pal Singh ("**Respondent No. 3**"), Mr. Umakant Shukla ("**Respondent No. 4**") and our Company ("**Application**"). The Applicant alleged that the Respondent No. 4 had illegally transferred the premises owned by the Applicant at Plot No. C/2/1, Selaqui, Dehradun (the "**Premises**") to the Respondent No. 3, who had transferred the Premises to the Respondent No. 2, who had further mortgaged the Premises in favour of the Bank. The Applicant challenged the public auction of the Premises under the provisions of the SARFAESI Act (post default by the Respondent No. 2 on its dues) and the consequent purchase by our Company of the Premises pursuant to such public auction for an amount of ₹ 23.10 million. The Tribunal through its interim order dated May 26, 2016 had granted stay on the sale of the Premises to our Company. However, this stay was subsequently set aside by the Tribunal on February 6, 2017. The matter is currently pending.

II. **Tax proceedings**

Direct Tax

S. No.	Type of Direct Tax	No. of Cases	Amount in dispute/ demanded (₹ in million)*
1.	Income Tax	1	-

Indirect Tax

S. No.	Type of Indirect Tax	No. of Cases	Amount in dispute/ demanded (₹ in million)*
1.	Value Added Tax	27	13.68
2.	Customs Duty	9	48.19
3.	Excise Duty	7	67.23
4.	Anti-Dumping Duty	2	13.17
Total		**45**	**142.27**

** To the extent quantified.*

III. Litigation filed by our Company

Criminal Proceedings

1. Our Company filed three cases under the Negotiable Instruments Act, 1881 for recovery of amounts on account of dishonored cheques in 1998, 2003 and 2012. The matters are currently pending at different stages before the relevant fora. The aggregate amount involved in these cases is ₹ 0.68 million.

2. DBMPL (prior to the Effective Date) filed a suit (criminal case no. 939 of 2014) on March 14, 2014 ("**Suit**") before the Judicial Magistrate Vikasnagar, Dehradun ("**Court**") against Mr. Anil Rathi, on behalf of A.K. & R.K. & Co. ("**Accused**"). Under the Suit, DBMPL submitted that the Accused had been engaged by DBMPL for the supply of labour for certain works of DBMPL. The bills raised by the Accused towards work done by the labourers included contributions towards employees' state insurance and employees' provident fund obligations ("**ESIC and EPF Contributions**") in relation to such labourers. DBMPL had paid the bills raised by the Accused. However, DBMPL submitted that while certain demarcated amounts were collected by the Accused towards ESIC and EPF Contributions, such amounts were never deposited by the Accused with the relevant authority and were wrongly misappropriated by the Accused. Hence, DBMPL requested the Court to issue summons to the Accused under sections 420, 467, 468 and 471 of the IPC. The Court through its order dated February 2, 2015 issued summons and directed the Accused to appear before the Court. The matter is currently pending.

   For details of the suit filed by Anil Rathi against DBMPL (prior to the Effective Date), please refer to the sub-section titled "*Outstanding Litigation and Material Developments – Litigation filed against our Company - Criminal Proceedings*" on page 370.

3. DBMPL (prior to the Effective Date) filed a suit (criminal case no. 792 of 2013) against Umesh Kumar ("**Accused**") on October 13, 2013 ("**Suit**") before the Court of the Additional Chief Judicial Magistrate, Vikasnagar, Dehradun ("**Court**") against Umesh Kumar, the owner of M/S RK Enterprises ("**Accused**"). Under the Suit, DBMPL submitted that the Accused had been engaged by DBMPL for the supply of labour for certain works of DBMPL. The bills raised by the Accused towards work done by the labourers included amounts payable towards service tax ("**Service Tax Payment**"). DBMPL had paid the bills raised by the Accused. However, DBMPL submitted that while certain demarcated amounts were collected by the Accused towards service tax, such amounts were never deposited by the Accused with the relevant authority and were wrongly misappropriated by the Accused. Hence, DBMPL requested the Court to issue summons to the Accused under sections 420, 467, 468 and 471 of the IPC. The matter is currently pending.

Civil Proceedings

1. Our Company filed a suit (C.S. (O.S.) No. 1978 of 2011) against M/s PVR Infotech ("**PVR**") and the partners of PVR (collectively the "**Defendants**") before the High Court of Delhi ("**Court**") dated July 28, 2011. Our Company submitted that it had made payment of ₹ 2.39 million to PVR towards the purchase of certain goods, however, PVR had failed to supply such goods to our Company. Our Company prayed that the Court order the Defendants to make payment of ₹ 2.92 million to our Company, together with interest at 24% p.a. till the date of realisation of such payment. The Court through its order dated January 22, 2016 noted that the suit stood transferred to the District & Sessions Judge (Shahdara District), Karkardooma District Court, Delhi. The matter is currently pending.

   For details of the suit filed by PVR against our Company, please refer to the sub-section titled "*Outstanding Litigation and Material Developments – Litigation filed against our Company - Civil Proceedings*" on page 370.

IV. Details of dues to creditors and small scale undertakings

As of April 20, 2017, we had 1,119 creditors. The aggregate amount outstanding to such creditors as on April 20, 2017 was ₹ 5,769.02 million. For further details, see http://www.dixoninfo.com/stakeholder-relations/material-creditors-lists/.

As per the materiality policy of our Board approved vide their resolution dated May 3, 2017, creditors to whom an amount 0.50% of our profit after tax as per the latest annual restated audited consolidated financials shall be considered 'material'. Accordingly, in this regard, the creditors to whom an amount exceeding ₹ 2.13 million was owed as on April 20, 2017, were considered 'material' creditors. Based on the above, there are 106 material creditors of the Company as on April 20, 2017, to whom an aggregate amount of ₹ 5,579.60 million was outstanding on such date.

In relation to outstanding dues to any party which is a small scale undertaking ("**SSI**") or a Micro Small and Medium Enterprises ("**MSME**"), our Board has approved that the disclosure will be based on information available with our Company regarding status of the creditors as defined under Section 2 of the Micro, Small and Medium Enterprises Development Act, 2006, and accordingly, we have disclosed consolidated information of outstanding to such identified SSI/MSMEs separately giving details of number of such cases. Based on information available with the Company, there are 57 micro and small enterprises, as defined under the Micro, Small and Medium Enterprises Development Act, 2006, to whom an aggregate amount of ₹ 158.15 million was outstanding on April 20, 2017.

V. Inquiries, investigations etc. instituted under the Companies Act

There have been no inquiries, inspections or investigations initiated or conducted against our Company, prosecutions filed (whether pending or not) under the Companies Act in the last five years immediately preceding the year of issue of this Draft Red Herring Prospectus.

VI. Fines imposed or compounding of offences under the Companies Act

Except as disclosed below, no fines have been imposed on our Company or compounding of offences committed by our Company under the Companies Act in the last five years immediately preceding the date of this Draft Red Herring Prospectus:

1. The Company Law Board, New Delhi ("**Board**") had pursuant to its order dated February 7, 2014 ("**Order**") in Company Application No. 16/416/2013-CLB ("**Application**") filed *suo moto* by our Company, Sunil Vachani and Atul B. Lall ("**Applicants**"), compounded offences under section 297 of the Companies Act, 1956 committed by the Applicants. Our Company had entered into certain transactions, with DBMPL and My Box Technologies (India) Private Limited, our erstwhile joint venture, where Sunil Vachani and Atul B. Lall were directors and Prisma Electronics where Sunil Vachani was a partner, for which approvals were not obtained from the Central Government. The Board had imposed a compounding fee of ₹ 0.03 million on our Company and ₹ 0.02 million each on Sunil Vachani and Atul B. Lall and approved the Application.

2. The Regional Director, Northern Region, New Delhi ("**Director**") had pursuant to its order dated March 28, 2017 ("**Order**") in Company Application No. 8/700/T-2/2017 ("**Application**") filed *suo moto* by our Company, Sunil Vachani and Atul B. Lall ("**Applicants**"), compounded offences under section 79A of the Companies Act, 1956 read with the Unlisted Companies (Issue of Sweat Equity Shares) Rules, 2003 in relation to the allotment of Equity Shares in 2006 by our Company as sweat equity to Atul B. Lall and Sanjay Jaswani (vice-president, finance & accounts of our Company at the time) ("**Sweat Equity Shares**"). Our Company had been non-compliant with certain procedural requirements under the Unlisted Companies (Issue of Sweat Equity Shares) Rules, 2003 including among others omission of certain details in the shareholders' resolution approving the issue of the Sweat Equity Shares and the directors' report of our Company for Fiscal 2007. The Director had imposed a compounding fee of ₹ 5,000 each on our Company, Sunil Vachani and Atul B. Lall and approved the Application.

3. The Company Law Board, New Delhi ("**Board**") had pursuant to its order dated December 13, 2012 ("**Order**") in Company Application No. 16/481/2011-CLB ("**Application**") filed *suo moto* by DBMPL (prior to the Effective Date) and directors of DBMPL at the time i.e. Sunil Vachani, Atul B. Lall, and others ("**DBMPL Directors**") ("**Applicants**"), compounded offences under section 297 of the Companies Act, 1956 committed by the Applicants. DBMPL had entered into certain transactions, with our Company, for which approvals were not obtained from the Central Government. The Board had imposed a compounding fee of ₹ 0.02 million on our Company and ₹ 0.01 million on each of the DBMPL Directors and approved the Application.

4. Our Company, Sunil Vachani and Atul B. Lall (collectively, the "**Applicants**") had on May 16, 2017, *suo moto* filed an application with the Central Government for compounding of offences

under section 117 of the Companies Act, 2013. Our Company had not filed the Form MGT-14 with respect to certain resolutions of the Board including the extension of a corporate guarantee on behalf of DGPL and the purchase of equity shares of DAPL, our erstwhile subsidiary. The Applicants submitted that the non-compliance was inadvertent and that there had been no loss suffered by the stakeholders of our Company as a result of such non-compliance. Hence, the Applicants prayed for condonation of the delay in the filing of the Form MGT-14. The compounding application is currently pending.

VII. Material Fraud against us in the last five years

Except as disclosed below, no material frauds have been committed against our Company and Subsidiary in the last five years immediately preceding the date of this Draft Red Herring Prospectus:

Name of entity	Nature of fraud	Amount involved	Details/Status
DGPL	Cyber fraud	₹ 19.12 million	In the financial year 2015-16, the email accounts of DGPL were hacked and the payment which was to be made to Cixi City Chenyang was hacked. The total payment hacked was ₹ 19.12 million out of which ₹ 7.14 million was subsequently recovered and for balance amount legal proceedings has been initiated by DGPL and our Company in Hungary. For further details, refer to "*Litigation filed by DGPL*" below.

VIII. Pending proceedings initiated against our Company for economic offences

Other than the tax proceedings disclosed in the section titled "*Outstanding Litigation and Material Developments- Litigation involving our Company-Tax Proceedings*" on page 370, there are no proceedings initiated against our Company for any economic offences.

IX. Non-payment of statutory dues

Other than as disclosed in the Restated Standalone Financial Statements of our Company as on December 31, 2016, there are no outstanding defaults in relation to statutory dues payable, dues payable to holders of any debentures (including interest) or dues in respect of deposits (including interest) or any defaults in repayment of loans from any bank or financials institution (including interest).

X. Material Developments

Except as stated in the section titled "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" on page 356**,** there have not arisen, since the date of the last Restated Financial Statements disclosed in this Draft Red Herring Prospectus, any circumstances which materially and adversely affect or are likely to affect our profitability taken as a whole or the value of our consolidated assets or our ability to pay our liabilities within the next 12 months.

LITIGATION INVOLVING OUR DIRECTORS

Except as disclosed below and elsewhere in this section, our Directors are not involved in any criminal proceedings, actions by regulatory and statutory authorities or any Material Litigation:

I. Litigation filed against our Directors

A. Sunil Vachani

<u>*Civil Proceedings*</u>

1. ICICI Bank Limited, IFCI Limited and IDBI Bank Limited ("**IDBI**") (collectively the "**Lenders**") filed an application (O.A. No. 77 of 2002) on April 10, 2002 against Weston Electronics Limited ("**Weston**"), Sunder T. Vachani and Prem T. Vachani before the Debt Recovery Tribunal-I, New Delhi ("**Tribunal**") ("**Application**") for recovery of ₹ 124.18 million along with applicable compounded and future interest. ICICI Bank Limited was later substituted by Standard Chartered

Bank in the Application. Standard Chartered was replaced by the International Asset Reconstruction Company Private Limited vide the order of the Tribunal dated July 15, 2013. It was alleged that Sunder T. Vachani and Prem T. Vachani (collectively the "**Guarantors**") provided certain guarantees in connection with the finance facilities availed by Weston from the Lenders ("**Guarantees**"). The Lenders averred that Weston had defaulted on the finance facilities and sought to enforce the Guarantees against the Guarantors. Pursuant to the demise of the Guarantors, Lenders sought to enforce the obligations against the heirs of Sunder T. Vachani and Prem T. Vachani (the "**Heirs**") (collectively with Weston, the "**Defendants**"), including our Promoter, Sunil Vachani, son of late Sunder T. Vachani.

The Tribunal through its order dated June 29, 2010 allowed the application for recovery for an amount from the Defendants aggregating to ₹ 124.18 million (as on February 15, 2003) (together with *pendent lite* and future interest at the rate of 15% per annum with effect from the date of filing of the Application till the date of realisation) and directed the Defendants to make the payment within two weeks of the Order. However, the Tribunal noted that the liability of the Heirs would be limited to the extent they had inherited the estate of the Guarantors. Our Promoter vide an affidavit dated October 26, 2010 stated that no valuable movable or immovable property had been inherited by him from his father, late Sunder T. Vachani. Pursuant to averments of the Lenders, Sunil Vachani was directed to provide *inter alia* information relating the purchase by our Company of the premises comprising the Registered Office which has been submitted by him. The matter is currently pending. Under the terms of the order of the Tribunal dated February 27, 2017, Sunil Vachani was required to file an affidavit of inheritance with the Tribunal. Accordingly, Sunil Vachani has filed an affidavit of inheritance with the Tribunal reiterating that the assets of Sunder T. Vachani had been devolved solely upon Ravi Vachani and requesting the Tribunal to drop the proceedings initiated by the Lenders against him. The matter is currently pending.

2. State Bank of India ("**SBI**") filed an application (O.A. No. 23 of 1995) in 1995 against Weston Electronics Limited ("**Weston**"), Sunder T. Vachani, Ravi Vachani, Kamal Vachani and others ("**Certificate Debtors**") before the Debt Recovery Tribunal, Delhi ("**Tribunal**") for recovery of loans amounting to ₹ 630.40 million, with interest at the rate of 20% p.a., granted by SBI to Weston. The presiding officer of the Tribunal issued an order dated August 30, 1995, pursuant to which the Certificate Debtors were directed to pay ₹ 300.00 million and issued equity shares of Weston, as settlement with SBI in accordance with the schedule specified by the Tribunal, failing which the entire loan amount of ₹ 630.40 million with interest would be required to be paid by the Certificate Debtors. Pursuant to a recovery certificate bearing no. OA No. 23/95 dated October 27, 1997 (RC no. 5 of 1997), a notice was issued by the recovery officer of the Tribunal on January 23, 1998, directing the Certificate Debtors to pay ₹ 972.38 million within 15 days of such notice failing which recovery would be made in accordance with the Recovery of Debts due to Banks and Financial Institutions Act, 1933 and rules made thereunder, along with interest at the rate of 20% p.a. on the amount aforementioned. Sunil Vachani, being one of the legal heirs of Late Sunder T. Vachani, was impleaded as a certificate debtor in the said proceedings after the demise of Late Sunder T. Vachani. Sunil Vachani, along with some of the other legal heirs of Sunder T. Vachani, filed an application before the Tribunal in 2001 stating that he had not inherited any properties or interests from Late Sunder T. Vachani and prayed that his name be deleted as a certificate debtor from these proceedings.

Pursuant to directions of the Tribunal in 2010, Sunil Vachani, along with some of other legal heirs of Late Sunder T. Vachani, filed an affidavit before the Tribunal stating that he had not inherited any valuable movable or immovable properties from his father, Late Sunder T. Vachani

Further, the Tribunal in its order dated November 17, 2016 rejected the application of SBI for filing of fresh affidavits of assets by the Certificate Debtors and surrender of their passports but directed the Certificate Debtors (including Sunil Vachani) to seek prior permission from the Tribunal before leaving the shores of the country and also disclose the source of the expenditure that would be incurred on the foreign visit(s). By an order dated February 23, 2017, Sunil Vachani has been directed by the Tribunal to file on affidavit detailed statement of account for five years from the date of the NPA, provide details of any assets that have been gifted or transferred by the deceased Certificate Debtors to him from the date of the NPA as well as details of assets, immovable or movable that he has inherited from the deceased Certificate Debtors. Subsequently, Sunil Vachani filed an affidavit of inheritance dated March 28, 2017 *inter alia* reasserting that he had not inherited or received any assets from his father, late Sunder T. Vachani, averring that he could not file the statement of account from the date of the NPA since he was not informed of the date of the NPA and challenging the order of the Tribunal dated November 27, 2016 requiring Sunil Vachani to seek permission of the Tribunal prior to travelling abroad.

This matter is currently pending.

3. M/s PVR Infotech filed a suit (C.S. (O.S.) 2054 of 2013) on November 21, 2013 before the High Court of Delhi against our Company, Sunil Vachani and others. For further details, please refer to the sub-section titled "*Outstanding Litigation and Material Developments – Litigation filed against our Company - Civil Proceedings*" on page 370.

B. Atul B. Lall

<u>*Civil Proceedings*</u>

1. M/s PVR Infotech and others filed a suit (C.S. (O.S.) 2054 of 2013) on November 21, 2013 before the High Court of Delhi against our Company, Atul B. Lall and others. For further details, please refer to the sub-section titled "*Outstanding Litigation and Material Developments – Litigation filed against our Company - Civil Proceedings*" on page 370.

C. Ramesh Chopra

Nil

D. Poornima Shenoy

Nil

E. Manuji Zarabi

Nil

F. Manoj Maheshwari

Nil

II. Litigation filed by our Directors

A. Sunil Vachani

Nil

B. Atul B. Lall

Nil

C. Ramesh Chopra

Nil

D. Poornima Shenoy

Nil

E. Manuji Zarabi

Nil

F. Manoj Maheshwari

Nil

III. Tax Proceedings

Except as stated below, our Directors are not involved in any tax proceedings:

Indirect Tax

S. No.	Type of Indirect Tax	No. of Cases	Amount in dispute/ demanded (₹ in million)*
1.	Excise Duty	4	114.38
2.	Anti-Dumping Duty	2	-
3.	Value Added Tax	2	0.79
Total		8	115.17

* *To the extent quantified*.

LITIGATION INVOLVING OUR PROMOTER

Other than as stated below and elsewhere in this section, our Promoter is not involved in any criminal proceedings, actions by regulatory and statutory authorities or any Material Litigation:

I. Litigation involving our Promoter

For details of the litigation proceedings involving Sunil Vachani, please refer to the section titled "*Outstanding Litigation and Material Developments – Litigation involving our Directors*" on page 373.

II. Tax Proceedings

Except as disclosed below, our Promoter is not involved in any tax proceedings:

Indirect Tax

S. No.	Type of Indirect Tax	No. of Cases	Amount in dispute/ demanded (₹ in million)*
1.	Excise Duty	4	114.38
2.	Anti-Dumping Duty	2	-
3.	Value Added Tax	2	0.79
Total		8	115.17

* *To the extent quantified.*

III. Litigation or legal actions, pending or taken, by any Ministry or Department of the Government or a statutory authority against our Promoter during the last five years.

Other than as disclosed elsewhere in this section, there are no litigation or legal action pending or taken by any Ministry or Department of the Government or a statutory authority against our Promoter during the last five years immediately preceding the year of the issue of this Draft Red Herring Prospectus and no directions have been issued by such Ministry or Department or statutory authority upon conclusion of such litigation or legal action.

LITIGATION INVOLVING OUR SUBSIDIARY

Except as disclosed below, there are no litigation including criminal proceedings, actions by regulatory and statutory authorities or any Material Litigation involving our Subsidiary:

I. Litigation filed against DGPL

Nil

II. Litigation filed by DGPL:

Criminal Proceedings

1. Our Company (on behalf of DGPL) had through its letter dated December 29, 2015 ("**Indian Complaint**") to the Senior Superintendent of Police, Sector-14, Noida ("**Indian Police**") stated that despite the transfer of ₹ 19.12 million ("**Amount**") by DGPL towards washing machine moulds and parts supplied by Cixi City Cheneyang Electronic Co. Ltd. ("**Cixi**") in the bank account specified in the performa invoice by Cixi ("**Bank Account**"). Our Company stated that Cixi refused to acknowledge receipt of payment and disassociated themselves with the Bank Account. Our Company alleged that either Cixi were involved in the forgery or the email of Cixi had been hacked. Our Company highlighted the receipt of a swift message from our bank dated December 24, 2015 stating that the Economic Protection Department No. II of the Anti-Corruption and Economic Crime Division of the Hungarian police ("**Hungarian Police**") had on December 23, 2015, blocked available funds in the Bank Account and were investigating the matter (reference no. 01000/3244-2/2015.BU). Our Company requested that the Indian Police register a first information report. Our Company had further through its letter dated January 6, 2016 to the Prosecutor General, Gyor-Sopron County Prosecutor Generals ("**Hungarian Prosecutor**") highlighted the allegations made in the Indian Complaint and requested the Hungarian Prosecutor to order the unblocking the Bank Account and remitting of the Amount to the account of DGPL. The Budapest Metropolitan and Chief Prosecutor's Office High Priority and Economic Matters ("**Prosecutor**") on February 11, 2016 ordered the transfer of ₹ 7.14 million from the Bank Account to DGPL, noting that the decision relating to the amount still under seizure in the Bank Account would be made in the subsequent stage of investigation. The police investigation in the matter and recovery of the balance Amount is ongoing. The matter is pending.

III. Tax Proceedings

Except as disclosed below, DGPL not involved in any tax proceedings:

Indirect Tax

S. No.	Type of Indirect Tax	No. of Cases	Amount in dispute/ demanded (₹ in million)*
1.	Value Added Tax	2	1.07
2.	Customs Duty	1	0.11
Total		**3**	**1.18**

* *To the extent quantified*.

IV. Inquiries, investigations etc. instituted under the Companies Act

There have been no inquiries, inspections or investigations initiated or conducted against our Subsidiary under the Companies Act, prosecutions filed (whether pending or not) in the last five years immediately preceding the year of issue of this Draft Red Herring Prospectus.

V. Fines imposed or compounding of offences

There are no fines that have been imposed on our Subsidiary or compounding of offences done by our Subsidiary in the last five years immediately preceding the year of issue of this Draft Red Herring Prospectus.

LITIGATION INVOLVING OUR GROUP COMPANIES

There are no litigation proceedings involving our Group Companies.

LITIGATION INVOLVING ANY OTHER PERSONS THAT MAY HAVE A MATERIAL ADVERSE EFFECT ON OUR COMPANY

There is no pending litigation involving any other persons that may have a material adverse effect on our Company.

GOVERNMENT AND OTHER APPROVALS

We have received the necessary consents, licenses, permissions and approvals from the Government and various governmental agencies required for our present business and except as mentioned below, no further approvals are required for carrying on our present business.

Pursuant to the Amalgamation Order, DAPL and DBMPL, have amalgamated with and into our Company. In terms of the Scheme, inter alia, all licenses, permits, approvals and permissions of DAPL and DBMPL have been transferred to and vested in our Company without any further act, instrument or deed. Our Company is in the process of intimating the relevant governmental agencies about the approval of the Scheme vide the Amalgamation Order.

In view of the approvals listed below, we can undertake this Offer and our current business activities and no further major approvals from any governmental or regulatory authority or any other entity are required to undertake the Issue or continue our business activities. Unless otherwise stated, these approvals are all valid as of the date of this Draft Red Herring Prospectus. For details in connection with the regulatory and legal frame work applicable to us, see "Key Regulations and Policies" beginning on page 192.

I. Approvals in relation to the Fresh Issue and Offer for Sale

1. Resolution of the Board dated May 3, 2017 approving the Fresh Issue, subject to approval by Shareholders and approvals by such other authorities as may be necessary.

2. Resolution of the Shareholders under Section 62(1)(c) of the Companies Act, 2013 dated May 5, 2017 approving the Fresh Issue.

3. The Offer for Sale has been authorised by the Selling Shareholders as follows: (i) IBEF I has authorised offer of up to 2,146,265 Equity Shares in the Offer for Sale by way of their letter dated May 16, 2017 and board resolution dated May 10, 2017;(ii) IBEF has authorised offer of up to 495,313 Equity Shares in the Offer for Sale by way of letter dated May 16, 2017 from MOPE Investment Advisors Private Limited, it's investment manager and board resolution dated April 26, 2017; and (iii) Sunil Vachani has authorised offer of up to 634,368 Equity Shares in the Offer for Sale by way of their consent letter dated May 12, 2017; (iv) Atul B. Lall has authorised offer of up to 233,333 Equity Shares in the Offer for Sale by way of their consent letter dated May 15, 2017; (v) Kamla Vachani has authorised offer of up to 160,879 Equity Shares in the Offer for Sale by way of their consent letter dated May 15, 2017 (vi) Geeta Vaswani has authorised offer of up to 32,099 Equity Shares in the Offer for Sale by way of their consent letter dated May 15, 2017; (vii) Sunita Mankani has authorised offer of up to 25,741 Equity Shares in the Offer for Sale by way of their consent letter dated May 15, 2017; and (viii) Shobha Sippy has authorised offer of up to 25,741 Equity Shares in the Offer for Sale by way of their consent letter dated May 15, 2017.

4. The Board has taken on record the approval of the Offer for Sale by the Selling Shareholders in their meeting held on May 18, 2017. This Draft Red Herring Prospectus has been adopted by the Board in their meeting held on May 18, 2017 and approved by the IPO Committee in its meeting held on May 19, 2017.

5. In-principle approval from BSE dated [●].

6. In-principle approval from NSE dated [●].

7. CDSL vide their letter dated April 6, 2017 intimated our Company about the activation of the ISIN for the purpose of availing depository services. The ISIN allotted to us is INE935N01012.

8. NSDL vide their letter dated October 3, 2012 intimated our Company about the activation of the ISIN for the purpose of availing depository services. The ISIN allotted to us is INE935N01012.

II. Approvals relating to our business and operations

We are required to obtain consents, licenses, registrations, permissions and approvals for carrying out our present business activities which include, approvals for operation of the Facilities, registration under the Factories Act, 1948, relevant shops and establishment legislations, registration of contract labour employed at our Facilities, registration of certain products manufactured by us at our Facilities, under the Bureau of

Indian Standards Act, 1986 and the Legal Metrology (Packaged Commodities) Rules, 2011, registration of employees, factories and establishments under the Employees State Insurance Act, 1948 and the Employees Provident Fund and Miscellaneous Provisions Act, 1952, environmental approvals including consent to operate under the Air (Prevention and Control of Pollution) Act, 1981, consent to operate under the Water (Prevention and Control of Pollution) Act, 1974 and tax related approvals.

We have obtained necessary consents, licenses, registrations, permissions and approvals from the governmental and regulatory authorities that are required for carrying on our present business. In the event, that any of the approvals and licenses that are required for our business operations expire in the ordinary course of business, we apply for their renewal from time to time. Our Company has received all the crucial licenses, permissions and approvals from required competent authorities which are necessary for commencement of the activity for which the Net Proceeds are proposed to be utilised.

III. Pending Approvals

We have made applications to the relevant central or state government authorities for grant of certain material approvals, licenses, registrations and permits that are required to be obtained by us for undertaking our business or are in the process of making such applications. Details of such pending approvals are set out below:

A. Company

The consents, licenses, registrations, permissions and approvals for which applications have been made by our Company are:

1. Applications dated December 29, 2016 to the Uttar Pradesh Pollution Control Board for the renewal of the consents under the Air (Prevention and Control of Pollution) Act, 1981 and Water (Prevention and Control of Pollution) Act, 1974 granted by the Uttar Pradesh Pollution Control Board with respect to the Noida I Facility;

2. Applications dated December 29, 2016 to the Uttar Pradesh Pollution Control Board for the renewal of the consent under the Air (Prevention and Control of Pollution) Act, 1981 and Water (Prevention and Control of Pollution) Act, 1974 granted by the Uttar Pradesh Pollution Control Board with respect to the Noida III Facility;

3. Application dated October 14, 2016 to the Deputy Director of Factories, Noida for the renewal of the license granted to our Company under the Factories Act, 1948 with respect to the Dehradun I Facility;

4. Application dated March 2, 2017 to the Commercial Taxes Department, Government of Bihar for registration of our service centre in Patna, Bihar under the Central Sales Tax Act, 1956;

5. Applications dated March 7, 2017 March 9, 2017 to the Director, Department of Consumer Affairs, Government of India for registration under the Legal Metrology (Packaged Commodities) Rules, 2011 with respect to the following premises of our Company; (i) Noida I Facility ; (ii) Noida III Facility; (iii) Dehradun I Facility;; (iv) Dehradun II Facility; and (v) service centres in; (a) Chennai, Tamil Nadu; (b) Pune, Maharashtra; (c) Bengaluru, Karnataka;

6. Application dated March 24, 2017 to the General Manager, Electricity Distribution Circle, Dehradun for the grant of permission for the use of two diesel generator sets of 500 KV and one diesel generator set of 320 KV at the Dehradun I Facility;

7. Application dated March 21, 2017 to the Trademarks Registry, Government of India for registration of trademark (wordmark) ‘Dixon’ under Class 7;

8. Application dated March 21, 2017 to the Trademarks Registry, Government of India for registration of trademark (device) over ‘Dixon’ label under Class 7;

9. Application dated March 21, 2017 to the Trademarks Registry, Government of India for registration of trademark (wordmark) ‘Dixon’ under Class 9;

10. Application dated March 21, 2017 to the Trademarks Registry, Government of India for registration of trademark (device) over 'Dixon' label under Class 9;

11. Application dated March 21, 2017 to the Trademarks Registry, Government of India for registration of trademark (wordmark) 'Dixon' under Class 11;

12. Application dated March 21, 2017 to the Trademarks Registry, Government of India for registration of trademark (device) over 'Dixon' label under Class 11;

13. Application dated March 21, 2017 to the Trademarks Registry, Government of India for registration of trademark (wordmark) 'Dixon' label under Class 37;

14. Application dated March 21, 2017 to the Trademarks Registry, Government of India for registration of trademark (device) over 'Dixon' label under Class 37;

15. Applications dated March 29, 2017 to the Uttarakhand Environment Protection & Pollution Control Board for renewal of the consent under the Air (Prevention and Control of Pollution) Act, 1981 and Water (Prevention and Control of Pollution) Act, 1974 granted by the Uttarakhand Environment Protection & Pollution Control Board to our Company with respect to the Dehradun I Facility;

16. Application dated March 29, 2017 to the Uttarakhand Environment Protection & Pollution Control Board for renewal of the authorisation granted by the Uttarakhand Environment Protection & Pollution Control Board to our Company for the generation or collection or storage or transport or reception or recycling or reuse or recovery or pre-processing or co-processing or utilisation or treatment or disposal of hazardous and other waste with respect to the Dehradun I Facility;

17. Application dated March 10, 2017 to the Central Board of Excise and Customs, Ministry of Finance, Department of Revenue, Government of India for registration of certain of our service centres and the Noida III Facility under the Finance Act, 1994;

18. Applications dated October 18, 2016 for renewal of the license granted to our Company under the Factories Act, 1948 with respect to the Dehradun II Facility and Dehradun III Facility;

19. Application dated March 23, 2017 to the Department of Scientific and Industrial Research by our Company for recognition of our R&D centre located at the Noida I Facility;

20. Application dated April 7, 2017 to the Deputy Labour Commissioner, Noida for inclusion in the registration obtained by the Company under the Contract Labour (Regulation and Abolishment) Act, 1970 for its premises located at B-14, Phase II, Noida, Gautam Buddha Nagar, Uttar Pradesh 201 305, the premises of our Company located at B-15, Phase II, Noida, Gautam Buddha Nagar, Uttar Pradesh 201 305, together comprising the Noida I Facility;

21. Application dated April 7, 2017 to the Employee Provident Fund Organisation for inclusion of the Noida III Facility under the Employees' Provident Fund, code UP-17490, obtained by our Company with respect to the Noida I Facility

22. Application dated April 15, 2017 for registration of our service centre in Bhubaneshwar, Orissa, under the Orissa State Tax on Professions, Trades, Callings and Employment Act, 2000;

23. Application dated April 24, 2017 for registration of our service centre in Kochi, Kerala, under the Kerala Shops and Commercial Establishments Act, 1960;

24. Application dated April 28, 2017 for obtaining IS 16102 (Part 1): 2012 registration by our Company under the Bureau of Indian Standards Act, 1986 for the manufacture of self-ballasted LED lamps for general lighting services at the Noida I Facility; and

25. Application dated May 16, 2017 for registration of our service centre in Kolkata, West Bengal, under the West Bengal Shops and Establishments Act, 1963; and

26. Application dated May 16, 2017 for registration of our service centre in Bhubaneshwar, Orissa, under the Orissa Shops and Commercial Establishments Act, 1956.

Approvals not obtained by our Company

Our Company is yet to make an application for registration of our service centre in Agartala, Tripura, under the Tripura Shops and Establishments Act, 1970.

B. Joint Ventures

Applications made by PEPL

The consents, licenses, registrations, permissions and approvals for which applications have been made by PEPL are:

1. Application dated October 27, 2016 to the Assistant Director of Factories, Noida for renewal of the license granted to PEPL under the Factories Act, 1948 with respect to the Noida II Facility; and

2. Application dated May 2, 2017 for registration under the Legal Metrology (Packaged Commodities) Rules, 2011 with respect to mobile phones at the Noida II Facility.

OTHER REGULATORY AND STATUTORY DISCLOSURES

Authority for the Offer

The Offer has been authorised by a resolution of the Board passed at their meeting held on May 3, 2017 and the Shareholders have approved the Fresh Issue by a special resolution passed in accordance with section 62 of the Companies Act, 2013, at the EGM held on May 5, 2017.

The Selling Shareholders are offering up to 3,753,739 Equity Shares as a part of the Offer for Sale. The Selling Shareholders have also confirmed that they are the legal and beneficial owners of the Equity Shares being offered under the Offer for Sale. The Offer for Sale has been authorised by the Selling Shareholders as follows: (i) IBEF I has authorised offer of up to 2,146,265 Equity Shares in the Offer for Sale by way of their letter dated May 16, 2017 and board resolution dated May 10, 2017;(ii) IBEF has authorised offer of up to 495,313 Equity Shares in the Offer for Sale by way of letter dated May 16, 2017 from MOPE Investment Advisors Private Limited, it's investment manager and board resolution dated April 26, 2017; and (iii) Sunil Vachani has authorised offer of up to 634,368 Equity Shares in the Offer for Sale by way of their consent letter dated May 12, 2017; (iv) Atul B. Lall has authorised offer of up to 233,333 Equity Shares in the Offer for Sale by way of their consent letter dated May 15, 2017; (v) Kamla Vachani has authorised offer of up to 160,879 Equity Shares in the Offer for Sale by way of their consent letter dated May 15, 2017 (vi) Geeta Vaswani has authorised offer of up to 32,099 Equity Shares in the Offer for Sale by way of their consent letter dated May 15, 2017; (vii) Sunita Mankani has authorised offer of up to 25,741 Equity Shares in the Offer for Sale by way of their consent letter dated May 15, 2017; and (viii) Shobha Sippy has authorised offer of up to 25,741 Equity Shares in the Offer for Sale by way of their consent letter dated May 15, 2017.

Except the Equity Shares allotted pursuant to the bonus issue in the ratio of 4:3, the Equity Shares offered by the Selling Shareholders in the Offer have been held by them for a period of at least one year prior to the date of this Draft Red Herring Prospectus. The Selling Shareholders confirm that the Equity Shares being offered as part of the Offer for Sale have been held in compliance with Regulation 26(6) of the SEBI ICDR Regulations.

Our Company received in-principle approvals from the BSE and the NSE for the listing of the Equity Shares pursuant to letters dated [●] and [●], respectively.

The Board has taken on record the approval of the Offer for Sale by the Selling Shareholders in their meeting held on May 18, 2017. This Draft Red Herring Prospectus has been adopted by the Board in their meeting held on May 18, 2017 and approved by the IPO Committee in its meeting held on May 19, 2017.

Prohibition by SEBI or other Governmental Authorities

Our Company, our Promoter, our Directors, the members of the Promoter Group or our Group Companies have not been debarred from accessing or operating in capital markets under any order or direction passed by SEBI or any other regulatory or governmental authority.

Each of the Investor Selling Shareholders severally and not jointly confirms that such Investor Selling Shareholder, has not been prohibited from accessing or operating in the capital markets or restrained from buying, selling or dealing in securities under any order or direction passed by SEBI or any other regulatory or governmental authority.

The companies, with which our Promoter or Directors are or were associated as promoters, directors or persons in control have not been debarred 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 or the entities that our Directors are associated with are engaged in or associated with the securities market, in any manner, or are registered with SEBI.

There has been no action taken by the SEBI against our Directors or any entity in which our Directors are involved in as promoters or directors.

The listing of any securities of our Company or our Subsidiary has never been refused at any time by any of the stock exchanges in India or abroad.

Prohibition by RBI

Neither our Company, nor our Promoter, relatives of our Promoters, Directors, Group Companies, nor the Selling Shareholders have been categorized as wilful defaulters by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulters issued by the Reserve Bank of India. There are no violations of securities laws committed by them in the past or are currently pending against any of them.

Eligibility for the Offer

Our Company is eligible for the Offer in accordance with Regulation 26(1) of the SEBI ICDR Regulations, as set forth below:

- Our Company has net tangible assets of at least ₹ 30.00 million in each of the preceding three full years (of 12 months each), of which not more than 50% are held in monetary assets;

- Our Company has a minimum average pre-tax operating profit of ₹ 150.00 million, calculated on a restated standalone and consolidated basis, during the three most profitable financial years out of the immediately preceding five financial years being financial years ended March 31, 2016, March 31, 2015 and March 31, 2014;

- Our Company has a net worth of at least ₹ 10 million on a standalone and consolidated basis in each of the three preceding full financial years (of 12 months each) being financial years ended March 31, 2016, March 31, 2015 and March 31, 2014;

- The aggregate of the proposed Offer size and all previous issues in the same financial year in terms of the Offer size does not exceed five times the pre - Offer net worth of our Company as per the audited balance sheet of our Company of the preceding financial year; and

- The name of our Company was changed from Dixon Technologies (India) Private Limited to Dixon Technologies (India) Limited upon conversion to public limited company pursuant to a resolution of Shareholders on April 18, 2017 and a fresh certificate of incorporation consequent upon conversion from private company to public company was issued by the RoC on May 2, 2017 and the Company is compliant with the conditions prescribed in Regulation 26(1)(e) of SEBI ICDR Regulations.

Our Company's pre-tax operating profit, net worth, net tangible assets, monetary assets and monetary assets as a percentage of net tangible assets are derived from the restated standalone financial statements as well as restated consolidated financial statements as at, and for the financial years ended March 31, 2016, March 31, 2015, March 31, 2014, March 31, 2013 and March 31, 2012, are set forth below:

As per Restated Standalone Financial Statements

(*In ₹ million, unless otherwise specified*)

Particulars	Fiscal 2016	Fiscal 2015	Fiscal 2014	Fiscal 2013	Fiscal 2012
Pre-Tax Operating Profit (1)	363.38	186.42	138.39	121.50	3.00
Net Worth (2)	1,134.08	815.22	723.13	623.57	601.46
Net Tangible Assets (3)	1,132.80	814.07	720.77	568.75	562.13
Monetary Assets (4)	27.69	40.81	37.25	52.57	47.69
Monetary assets as a percentage of the net tangible assets	2.44%	5.01%	5.17%	9.24%	8.48%

As per Restated Consolidated Financial Statements

(*In ₹ million, unless otherwise specified*)

Particulars	Fiscal 2016	Fiscal 2015	Fiscal 2014	Fiscal 2013	Fiscal 2012
Pre-Tax Operating Profit (1)	528.00	268.21	211.84	171.16	13.39
Net Worth (2)	1,229.81	849.17	736.75	615.29	562.64
Net Tangible Assets (3)	1,117.35	848.12	734.81	557.07	519.99
Monetary Assets (4)	74.61	68.92	46.25	57.45	56.73
Monetary assets as a percentage of the net tangible assets	6.68%	8.13%	6.29%	10.31%	10.91%

Notes

1. *Pre-tax operating profit is defined as the restated profit before tax and exceptional items but after adjusting other incomes, financial costs, provisions for doubtful debts & impairment of fixed assets, bad debts and other amounts written off and loss on sale of property, plant & equipment.*

2. *'Net worth' has been defined as the aggregate of the paid up share capital (including employee stock options outstanding) and reserves and surplus (excluding revaluation reserve but including Capital redemption reserve) as reduced by the aggregate of the miscellaneous expenditure (unamortized pre operating expenses) (to the extent not adjusted or written-off).*

3. *'Net tangible assets' means the sum of all net assets of the Company as per restated standalone/consolidated financial statements excluding capital work in progress and intangible assets as defined in Accounting Standard 26 being the Accounting Standards notified under section 133 of the Companies Act, 2013 ('the Act"), read with Companies (Accounting Standards) Amendment Rules, 2016.*

4. *Monetary assets include cash in hand and balances with banks (including the deposit accounts and interest accrued thereon) and current investments and excludes Lien Account balances and unpaid dividend account.*

Our Company is in compliance with the conditions specified in Regulation 4(2) of the SEBI ICDR Regulations, to the extent applicable.

Further, our Company shall ensure that the number of prospective Allottees to whom the Equity Shares will be Allotted shall not be less than 1,000 failing which the entire application monies shall be refunded forthwith in terms of Companies Act 2013, SEBI ICDR Regulations and any applicable laws.

DISCLAIMER CLAUSE OF SEBI

AS REQUIRED, A COPY OF THE DRAFT RED HERRING PROSPECTUS HAS BEEN SUBMITTED TO SEBI. IT IS TO BE DISTINCTLY UNDERSTOOD THAT SUBMISSION OF THE DRAFT RED HERRING PROSPECTUS TO SEBI SHOULD NOT, IN ANY WAY, BE DEEMED OR CONSTRUED THAT THE SAME HAS BEEN CLEARED OR APPROVED BY SEBI. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR THE FINANCIAL SOUNDNESS OF ANY SCHEME OR THE PROJECT FOR WHICH THE OFFER IS PROPOSED TO BE MADE OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THE DRAFT RED HERRING PROSPECTUS. THE BOOK RUNNING LEAD MANAGERS, IDFC BANK LIMITED, IIFL HOLDINGS LIMITED, MOTILAL OSWAL INVESTMENT ADVISORS LIMITED AND YES SECURITIES (INDIA) LIMITED HAVE CERTIFIED THAT THE DISCLOSURES MADE IN THE DRAFT RED HERRING PROSPECTUS ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009 IN FORCE FOR THE TIME BEING. THIS REQUIREMENT IS TO FACILITATE INVESTORS TO TAKE AN INFORMED DECISION FOR MAKING AN INVESTMENT IN THE PROPOSED OFFER.

IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE THE COMPANY AND THE SELLING SHAREHOLDERS ARE PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THE DRAFT RED HERRING PROSPECTUS AND THE SELLING SHAREHOLDERS WILL BE RESPONSIBLE ONLY FOR THE STATEMENTS SPECIFICALLY CONFIRMED OR UNDERTAKEN BY THEM IN THIS DRAFT RED HERRING PROSPECTUS IN RELATION TO THEMSELVES FOR THEIR RESPECTIVE PROPORTION OF THE EQUITY SHARES OFFERED BY WAY OF THE OFFER FOR SALE, THE BOOK RUNNING LEAD MANAGERS ARE EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT THE COMPANY AND THE SELLING SHAREHOLDERS DISCHARGE THEIR RESPONSIBILITY ADEQUATELY IN THIS BEHALF AND TOWARDS THIS PURPOSE, THE BOOK RUNNING LEAD MANAGERS HAVE FURNISHED TO SEBI, A DUE DILIGENCE CERTIFICATE DATED MAY 19, 2017 WHICH READS AS FOLLOWS:

WE, THE BOOK RUNNING LEAD MANAGERS TO THE FORTHCOMING OFFER, STATE AND CONFIRM AS FOLLOWS:

1. **WE HAVE EXAMINED VARIOUS DOCUMENTS INCLUDING THOSE RELATING TO LITIGATION LIKE COMMERCIAL DISPUTES, PATENT DISPUTES, DISPUTES WITH COLLABORATORS, ETC. AND OTHER MATERIAL IN CONNECTION WITH THE FINALISATION OF THE DRAFT RED HERRING PROSPECTUS DATED MAY 19, 2017 PERTAINING TO THE SAID OFFER.**

2. **ON THE BASIS OF SUCH EXAMINATION AND THE DISCUSSIONS WITH THE COMPANY, ITS DIRECTORS AND OTHER OFFICERS, OTHER AGENCIES, AND INDEPENDENT VERIFICATION OF THE STATEMENTS CONCERNING THE OBJECTS OF THE OFFER, PRICE JUSTIFICATION AND THE CONTENTS OF THE DOCUMENTS AND OTHER PAPERS FURNISHED BY THE COMPANY AND THE SELLING SHAREHOLDERS, WE CONFIRM THAT:**

    a. **THE DRAFT RED HERRING PROSPECTUS FILED WITH THE SECURITIES AND EXCHANGE BOARD OF INDIA ("SEBI") IS IN CONFORMITY WITH THE DOCUMENTS, MATERIALS AND PAPERS RELEVANT TO THE OFFER;**

    b. **ALL THE LEGAL REQUIREMENTS RELATING TO THE OFFER AS ALSO THE REGULATIONS, GUIDELINES, INSTRUCTIONS, ETC. FRAMED/ISSUED BY THE SECURITIES AND EXCHANGE BOARD OF INDIA, THE CENTRAL GOVERNMENT AND ANY OTHER COMPETENT AUTHORITY IN THIS BEHALF HAVE BEEN DULY COMPLIED WITH; AND**

    c. **THE DISCLOSURES MADE IN 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 OFFER AND SUCH DISCLOSURES ARE IN ACCORDANCE WITH THE REQUIREMENTS OF THE COMPANIES ACT, 1956, AS AMENDED AND REPLACED BY THE COMPANIES ACT, 2013, TO THE EXTENT IN FORCE, THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009 AS AMENDED (THE "SEBI ICDR REGULATIONS") AND OTHER APPLICABLE LEGAL REQUIREMENTS.**

3. **WE CONFIRM THAT BESIDES OURSELVES, ALL THE INTERMEDIARIES NAMED IN THE DRAFT RED HERRING PROSPECTUS ARE REGISTERED WITH SEBI AND THAT TILL DATE SUCH REGISTRATION IS VALID - <u>COMPLIED WITH AND NOTED FOR COMPLIANCE</u>**

4. **WE HAVE SATISFIED OURSELVES ABOUT THE CAPABILITY OF THE UNDERWRITERS TO FULFIL THEIR UNDERWRITING COMMITMENTS. - <u>NOTED FOR COMPLIANCE</u>;**

5. **WE CERTIFY THAT WRITTEN CONSENT FROM THE PROMOTER HAS BEEN OBTAINED FOR INCLUSION OF HIS EQUITY SHARES AS PART OF PROMOTER'S CONTRIBUTION SUBJECT TO LOCK-IN AND THE EQUITY SHARES PROPOSED TO FORM PART OF THE PROMOTERS' CONTRIBUTION SUBJECT TO LOCK-IN SHALL NOT BE DISPOSED/ SOLD/ TRANSFERRED BY THE PROMOTER DURING THE PERIOD STARTING FROM THE DATE OF FILING THE DRAFT RED HERRING PROSPECTUS WITH THE SECURITIES AND EXCHANGE BOARD OF INDIA TILL THE DATE OF COMMENCEMENT OF LOCK-IN PERIOD AS STATED IN THE DRAFT RED HERRING PROSPECTUS.**

6. **WE CERTIFY THAT REGULATION 33 OF THE SEBI ICDR REGULATIONS, WHICH RELATES TO EQUITY SHARES INELIGIBLE FOR COMPUTATION OF PROMOTERS' CONTRIBUTION, HAS BEEN DULY COMPLIED WITH AND APPROPRIATE DISCLOSURES AS TO COMPLIANCE WITH THE SAID REGULATION HAVE BEEN MADE IN THIS DRAFT RED HERRING PROSPECTUS - <u>COMPLIED WITH AND NOTED FOR COMPLIANCE</u>**

7. **WE UNDERTAKE THAT SUB-REGULATION (4) OF REGULATION 32 AND CLAUSE (C) AND (D) OF SUB-REGULATION (2) OF REGULATION 8 OF THE SEBI ICDR REGULATIONS SHALL BE COMPLIED WITH. WE CONFIRM THAT ARRANGEMENTS HAVE BEEN MADE TO ENSURE THAT PROMOTERS' CONTRIBUTION SHALL BE RECEIVED AT LEAST ONE DAY BEFORE THE OPENING OF THE OFFER. WE UNDERTAKE THAT AUDITORS' CERTIFICATE TO THIS EFFECT SHALL BE DULY SUBMITTED TO SEBI. WE FURTHER CONFIRM THAT ARRANGEMENTS HAVE BEEN MADE TO ENSURE THAT PROMOTERS" CONTRIBUTION SHALL BE KEPT IN AN ESCROW ACCOUNT WITH A SCHEDULED COMMERCIAL BANK AND SHALL BE RELEASED TO THE COMPANY ALONG WITH THE PROCEEDS OF THE PUBLIC OFFER. – NOT APPLICABLE**

8. **WE CERTIFY THAT THE PROPOSED ACTIVITIES OF THE COMPANY FOR WHICH THE FUNDS ARE BEING RAISED IN THE PRESENT OFFER FALL WITHIN THE 'MAIN OBJECTS' LISTED IN THE OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION OR OTHER CHARTER OF THE COMPANY AND THAT THE ACTIVITIES WHICH HAVE BEEN CARRIED OUT UNTIL NOW ARE VALID IN TERMS OF THE OBJECT CLAUSE OF ITS MEMORANDUM OF ASSOCIATION. – COMPLIED WITH**

9. **WE CONFIRM THAT NECESSARY ARRANGEMENTS HAVE BEEN MADE TO ENSURE THAT THE MONIES RECEIVED PURSUANT TO THE OFFER ARE KEPT IN A SEPARATE BANK ACCOUNT AS PER THE PROVISIONS OF SUB-SECTION (3) OF SECTION 40 OF THE COMPANIES ACT, 2013 AND THAT SUCH MONEYS SHALL BE RELEASED BY THE SAID BANK ONLY AFTER PERMISSION IS OBTAINED FROM ALL THE STOCK EXCHANGES MENTIONED IN THE PROSPECTUS. WE FURTHER CONFIRM THAT THE AGREEMENT ENTERED INTO BETWEEN THE ESCROW COLLECTION BANK(S) AND THE COMPANY AND THE SELLING SHAREHOLDERS SPECIFICALLY CONTAINS THIS CONDITION. – NOTED FOR COMPLIANCE. ALL MONIES RECEIVED OUT OF THE OFFER SHALL BE CREDITED/ TRANSFERRED TO A SEPARATE BANK ACCOUNT AS REFERRED TO IN SUB-SECTION (3) OF SECTION 40 OF THE COMPANIES ACT, 2013.**

10. **WE CERTIFY THAT A DISCLOSURE HAS BEEN MADE IN THE DRAFT RED HERRING PROSPECTUS THAT THE INVESTORS SHALL BE GIVEN AN OPTION TO GET THE SHARES IN DEMAT OR PHYSICAL MODE – NOT APPLICABLE. UNDER SECTION 29 OF THE COMPANIES ACT, 2013, EQUITY SHARES IN THE OFFER HAVE TO BE ISSUED IN DEMATERIALISED FORM ONLY.**

11. **WE CERTIFY THAT ALL THE APPLICABLE DISCLOSURES MANDATED IN THE SEBI ICDR REGULATIONS HAVE BEEN MADE IN ADDITION TO DISCLOSURES WHICH, IN OUR VIEW, ARE FAIR AND ADEQUATE TO ENABLE THE INVESTOR TO MAKE A WELL INFORMED DECISION.**

12. **WE CERTIFY THAT THE FOLLOWING DISCLOSURES HAVE BEEN MADE IN THE DRAFT RED HERRING PROSPECTUS:**

    a. **AN UNDERTAKING FROM THE COMPANY THAT AT ANY GIVEN TIME, THERE SHALL BE ONLY ONE DENOMINATION OF THE EQUITY SHARES OF THE COMPANY; AND**

    b. **AN UNDERTAKING FROM THE COMPANY THAT IT SHALL COMPLY WITH SUCH DISCLOSURE AND ACCOUNTING NORMS SPECIFIED BY SEBI FROM TIME TO TIME.**

13. **WE UNDERTAKE TO COMPLY WITH THE REGULATIONS PERTAINING TO ADVERTISEMENT IN TERMS OF THE SEBI ICDR REGULATIONS WHILE MAKING THE OFFER. - NOTED FOR COMPLIANCE**

14. WE ENCLOSE A NOTE EXPLAINING HOW THE PROCESS OF DUE DILIGENCE HAS BEEN EXERCISED BY US IN VIEW OF THE NATURE OF CURRENT BUSINESS BACKGROUND OF THE COMPANY, SITUATION AT WHICH THE PROPOSED BUSINESS STANDS, THE RISK FACTORS, PROMOTERS' EXPERIENCE, ETC.

15. WE ENCLOSE A CHECKLIST CONFIRMING REGULATION-WISE COMPLIANCE WITH THE APPLICABLE PROVISIONS OF THE SEBI ICDR REGULATIONS, CONTAINING DETAILS SUCH AS THE REGULATION NUMBER, ITS TEXT, THE STATUS OF COMPLIANCE, PAGE NUMBER OF THE DRAFT RED HERRING PROSPECTUS WHERE THE REGULATION HAS BEEN COMPLIED WITH AND OUR COMMENTS, IF ANY.

16. WE ENCLOSE STATEMENT ON 'PRICE INFORMATION OF PAST ISSUES HANDLED BY MERCHANT BANKERS (WHO ARE RESPONSIBLE FOR PRICING THE OFFER)', AS PER FORMAT SPECIFIED BY THE SECURITIES AND EXCHANGE BOARD OF INDIA THROUGH CIRCULAR.

17. WE CERTIFY THAT PROFITS FROM RELATED PARTY TRANSACTIONS HAVE ARISEN FROM LEGITIMATE BUSINESS TRANSACTIONS. – <u>COMPLIED WITH TO THE EXTENT OF THE RELATED PARTY TRANSACTIONS OF THE COMPANY, REPORTED IN ACCORDANCE WITH ACCOUNTING STANDARD 18, IN THE FINANCIAL STATEMENTS OF THE COMPANY INCLUDED IN THE DRAFT RED HERRING PROSPECTUS, AS CERTIFIED BY M/S SINGHI & CO., THE STATUTORY AUDITOR PURSUANT TO ITS CERTIFICATE DATED MAY 19, 2017</u>

18. WE CERTIFY THAT THE ENTITY IS ELIGIBLE UNDER 106Y (1) (A) OR (B) (AS THE CASE MAY BE) TO LIST ON THE INSTITUTIONAL TRADING PLATFORM, UNDER CHAPTER XC OF THESE REGULATIONS. (IF APPLICABLE). – <u>NOT APPLICABLE</u>

In compliance with the proviso to Regulation 21A(1) and explanation (iii) to Regulation 21A(1) of the SEBI (Merchant Bankers) Regulations, 1992, as amended, read with proviso to Regulation 5(3) of the SEBI ICDR Regulations, Motilal Oswal Investment Advisors Limited will be involved only in marketing of the Offer.

The filing of this Draft Red Herring Prospectus does not, however, absolve any person who has authorised the issue of this Draft Red Herring Prospectus from any liabilities under Section 34 or Section 36 of the Companies Act, 2013 or from the requirement of obtaining such statutory and/or other clearances as may be required for the purpose of the Offer. SEBI further reserves the right to take up at any point of time, with the BRLMs, any irregularities or lapses in this Draft Red Herring Prospectus, the Red Herring Prospectus and the Prospectus.

The filing of this Draft Red Herring Prospectus does not absolve any of the Selling Shareholders from any liabilities to the extent of the statements made by each of them in respect of their proportion of the Equity Shares offered by such Selling Shareholders, as part of the Offer for Sale, under Section 34 or Section 36 of the Companies Act, 2013.

All legal requirements pertaining to the Offer have been complied with by the respective parties at the time of filing of this Draft Red Herring Prospectus with the RoC in terms of Section 32 of the Companies Act, 2013. All legal requirements pertaining to the Offer will be complied with by the respective parties at the time of registration of the Prospectus with the RoC in terms of Sections 26 and 32 of the Companies Act, 2013.

Caution - Disclaimer from our Company, the Selling Shareholders, our Directors and the BRLMs

Our Company, our Directors, the Promoter Selling Shareholder and the BRLMs 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 our Company's instance and anyone placing reliance on any other source of information, including our Company's website www.dixoninfo.com, would be doing so at his or her own risk.

Each of the Investor Selling Shareholders, their respective directors and officers accept/ undertake no responsibility for any statements made by any other Investor Selling Shareholder other than those made in relation to them and to the Equity Shares offered by them respectively, by way of the Offer for Sale in the Offer.

Each of the Other Selling Shareholders accept/ undertake no responsibility for any statements made by any other Other Selling Shareholder other than those made in relation to them and to the Equity Shares offered by them respectively, by way of the Offer for Sale in the Offer.

The BRLMs accept no responsibility, save to the limited extent as provided in the Offer Agreement and the Underwriting Agreement to be entered into between the Underwriters, the Selling Shareholders and our Company.

All information shall be made available by our Company, the Selling Shareholders (in respect of themselves and the Equity Shares offered by such Selling Shareholders in the Offer for Sale) and the BRLMs to the public and investors at large and no selective or additional information would be available for a section of the investors in any manner whatsoever, including at road show presentations, in research or sales reports, at bidding centres or elsewhere.

None among our Company, the Selling Shareholders or any member of the Syndicate is liable for any failure in downloading the Bids due to faults in any software/hardware system or otherwise.

Bidders will be required to confirm and will be deemed to have represented to our Company, the Selling Shareholders, Underwriters and their respective directors, officers, agents, affiliates, and representatives that they are eligible under all applicable laws, rules, regulations, guidelines and approvals to acquire the Equity Shares and will not issue, sell, pledge, or transfer the Equity Shares to any person who is not eligible under any applicable laws, rules, regulations, guidelines and approvals to acquire the Equity Shares. Our Company, the Selling Shareholders, Underwriters and their respective directors, officers, agents, affiliates, and representatives accept no responsibility or liability for advising any investor on whether such investor is eligible to acquire the Equity Shares.

The BRLMs and their respective associates and affiliates may engage in transactions with, and perform services for, our Company, the Promoter, Promoter Group and the Selling Shareholders and their respective directors and officers, group companies, affiliates or associates or third parties in the ordinary course of business and have engaged, or may in the future engage, in commercial banking and investment banking transactions with our Company, the Promoter, Promoter Group and the Selling Shareholders and their respective group companies, affiliates or associates or third parties, for which they have received, and may in the future receive, compensation.

Price information of past issues handled by the BRLMs

A. IDFC Bank Limited

1. Price information of past public issues (during current financial year and two financial years preceding the current financial year) handled by IDFC Bank Limited:

S. No.	Issuer Name	Issue Size (₹ million)	Issue Price (₹)	Listing Date	Opening Price on Listing Date (₹)	+/- % change in closing price, [+/- % change in closing benchmark] - 30th calendar day from listing	+/- % change in closing price, [+/- % change in closing benchmark] - 90th calendar day from listing	+/- % change in closing price, [+/- % change in closing benchmark] – 180th calendar day from listing
1.	HPL Electric & Power Limited	3,610.00	202.00	October 04, 2016	190.00	-14.75% [-2.91%]	-51.19% [-6.72%]	-37.77% [5.34%]
2.	Shankara Building Products Limited	3,450.01	460.00	April 05, 2017	545.00	51.25% [0.51%	Not available	Not available

Notes:

i. *Source:* www.nseindia.com and www.bseindia.com *for the price information and prospectus/finalised basis of allotment for issue details.*

ii. *NSE was the designated stock exchange for the issue listed as item 1 and BSE was the designated stock exchange for the issue listed as item 2. Therefore, price information and benchmark index values have been/will be shown only for designated stock exchange. NIFTY and SENSEX have been used as the benchmark indices.*

iii. *In case of reporting dates falling on a trading holiday, values for the trading day, immediately following the trading holiday have been considered.*

iv. *Since 90 and 180 calendar days from listing date has not elapsed for Shankara Building Products Limited, data for the same is not available.*

2. Summary statement of price information of past public issues (during current financial year and two financial years preceding the current financial year) handled by IDFC Bank Limited:

Financial Year	Total no. of IPOs	Total amount of funds raised (₹ million)	No. of IPOs trading at discount - 30th calendar days from listing			No. of IPOs trading at premium - 30th calendar days from listing			No. of IPOs trading at discount - 180th calendar days from listing			No. of IPOs trading at premium - 180th calendar days from listing		
			Over 50%	Between 25%-50%	Less than 25%	Over 50%	Between 25%-50%	Less than 25%	Over 50%	Between 25%-50%	Less than 25%	Over 50%	Between 25%-50%	Less than 25%
2017-2018*	1	3,450.01	-	-	-	1	-	-	-	-	-	-	-	-
2016-2017	1	3,610.00	-	-	1	-	-	-	-	1	-	-	-	-
2015-2016	-	-	-	-	-	-	-	-	-	-	-	-	-	-

**As on the date of DRHP*

Notes:

i. *Date of listing of equity shares has been considered for calculating total no. of IPOs in a particular financial year.*

ii. *The discount/premium has been/will be calculated based on the closing stock price.*

iii. *Since 180 calendar days from listing date has not elapsed for Shankara Building Products Limited, data for the same is not available. Hence the same has not been considered while calculating no. of IPOs trading at discount/premium on 180th calendar day from listing.*

B. IIFL Holdings Limited

1. Price information of past public issues (during current financial year and two financial years preceding the current financial year) handled by IIFL Holdings Limited:

S No.	Issue Name	Issue Size (in ₹ million)	Issue Price (₹)	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
1.	Manpasand Beverages Limited	4,000.00	320.00	July 9, 2015	300.00	+23.2%, [+2.4%]	+31.5%, [-2.2%]	+58.6%, [-6.9%]
2.	Power Mech Projects Limited	2,732.16	640.00	August 26, 2015	600.00	-9.4%, [-0.2%]	-2.8%, [-0.6%]	-10.6%, [-8.2%]
3.	Precision Camshafts Limited	4,101.90	186.00	February 8, 2016	165.00	-15.0%, [+0.6%]	-20.8%, [+3.3%]	-20.1%, [+15.9%]
4.	Healthcare Global Enterprises Limited	6,496.40	218.00	March 30, 2016	210.20	-15.9%, [+3.3%]	-17.4%, [+7.0%]	-1.3%, [+14.8%]
5.	Ujjivan Financial Services Limited	8,824.96	210.00	May 10, 2016	231.90	+74.1%, [+4.3%]	+115.4%, [+10.7%]	+98.3%, [+7.2%]
6.	Quess Corp Limited	4,000.00	317.00	July 12, 2016	500.00	+67.9%, [+1.5%]	+94.6%, [+2.8%]	+110.8%, [-2.6%]
7.	Dilip Buildcon Limited	6,539.77	219.00	August 11, 2016	240.00	+5.1%, [3.4%]	-3.9%, [-1.7%]	+20.3%, [+2.3%]
8.	RBL Bank Limited	12,129.67	225.00	August 31, 2016	274.20	+29.4%, [-1.5%]	59.8%, [-6.9%]	+107.9%, [+1.7%]
9.	ICICI Prudential Life Insurance Company Limited	60,567.91	334.00	September 29, 2016	333.00	-7.6%, [-1.2%]	-11.6%, [-8.1%]	+11.3%, [+4.1%]

Source: www.nseindia.com

Note: Benchmark Index taken as CNX NIFTY. Price on NSE is considered for all of the above calculations. The 30th, 90th and 180th calendar day from listed day have been taken as listing day plus 30, 90 and 180 calendar days, except wherever 30th /90th / 180th calendar day from listing day is a holiday, the closing data of the previous trading day has been considered. % change taken against the Issue Price in case of the Issuer. % change taken against closing CNX NIFTY Index a day prior to the listing date. NA means Not Applicable.

2. Summary statement of price information of past public issues (during current financial year and two financial years preceding the current financial year) handled by IIFL Holdings Limited:

Financial Year	**Total No. of IPO's**	**Total Funds Raised**	**No. of IPOs trading at discount - 30th calendar days from listing**			**No. of IPOs trading at premium - 30th calendar days from listing**			**No. of IPOs trading at discount - 180th calendar days from listing**			**No. of IPOs trading at premium - 180th calendar days from listing**		
		(in ₹ million)	**Over 50%**	**Between 25-50%**	**Less than 25%**	**Over 50%**	**Between 25-50%**	**Less than 25%**	**Over 50%**	**Between 25-50%**	**Less than 25%**	**Over 50%**	**Between 25-50%**	**Less than 25%**
2017-18	-	-	-	-	-	-	-	-	-	-	-	-	-	-
2016-17	5	92,062.31	-	-	1	2	1	1	-	-	-	3	1	1
2015-16	4	17,330.46	-	-	3	-	-	1	-	-	3	1	-	-

Source: www.nseindia.com

Note: Data for number of IPOs trading at premium/discount taken at closing price on NSE on the respective date. In case any of the days falls on a non-trading day, the closing price on the previous trading day has been considered.

C. Motilal Oswal Investment Advisors Limited

1. Price information of past public issues (during current financial year and two financial years preceding the current financial year) handled by Motilal Oswal Investment Advisors Limited:

S. No.	Issue Name	Issue Size (₹ million)	Issue Price (₹ million)	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
1	Avenue Supermarts Limited	18,700.00	299.00	21-Mar-17	600.00	152.94% [+0.16%]	NA	NA
2	BSE Limited	12,434.32	806.00	3-Feb-17	1,085.00	10.51% [+1.79%]	24.21% [+7.08%]	NA
3	S.P. Apparels Limited	2,391.20	268.00	12-Aug-16	275.00	27.33% [+2.24%]	17.09% [-0.54%]	51.94% [+1.11%]
4	Parag Milk Foods Limited	7,505.37	215.00	19-May-16	217.50	17.07% [+4.97%]	48.67% [+11.04%]	38.93% [+6.59%]
5	Pennar Engineered Building Systems Limited	1,561.87	178.00	10-Sep-15	177.95	-5.93% [+5.16%]	-11.26% [-1.11%]	-16.71% [-3.89%]
6	Power Mech Projects Limited	2,732.20	640.00	26-Aug-15	600.00	-9.36% [+ 0.98%]	-4.63% [+0.74%]	-10.65% [- 7.15%]

Source: www.nseindia.com

Notes:

i. *The S&P CNX NIFTY is considered as the Benchmark Index.*
ii. *Price on NSE is considered for all of the above calculations.*
iii. *In the event any day falls on a holiday, the price/index of the immediately preceding working day has been considered.*
iv. *In Parag Milk Foods Limited, the issue price to retail individual investor and employees was ₹ 203 per equity share after a discount of ₹ 12 per equity share. The anchor investor issue price was ₹ 227 per equity share.*

2. Summary statement of price information of past public issues (during current financial year and two financial years preceding the current financial year) handled by Motilal Oswal Investment Advisors Limited:

Financial Year	Total no. of IPOs	Total funds raised (Rs. million)	Nos. of IPOs trading at discount as on 30th calendar day from listing date			Nos. of IPOs trading at premium as on 30th calendar day from listing date			Nos. of IPOs trading at discount as on 180th calendar day from listing date			Nos. of IPOs trading at premium as 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%
2017-2018*	Nil	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA
2016-2017	4	41,000.89	NA	NA	NA	1	1	2	NA	NA	NA	1	1	NA

Financial Year	Total no. of IPOs	Total funds raised (Rs. million)	Nos. of IPOs trading at discount as on 30th calendar day from listing date			Nos. of IPOs trading at premium as on 30th calendar day from listing date			Nos. of IPOs trading at discount as on 180th calendar day from listing date			Nos. of IPOs trading at premium as 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%
2015-2016	2	4,294.07	NA	NA	2	NA	NA	NA	NA	NA	2	NA	NA	NA

Source: www.nseindia.com
** The information is as on the date of this DRHP*
The information for each of the financial years is based on issues listed during such financial year.

D. Yes Securities (India) Limited

1. Price information of past issues handled by Yes Securities:

Sr. No.	Issue Name	Issue Size (₹ million)	Issue Price (₹)	Listing Date	Opening Price on Listing Date (in ₹)	+/- % change in closing price, [+/- % change in closing benchmark]- 30th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 90th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 180th calendar days from listing
1	Quess Corp Limited	4,000.00	317.00	July 12, 2016	500.00	+67.93% - change in closing price; +0.83% - change in closing benchmark	+94.59% - change in closing price; +2.20% - change in closing benchmark	+110.36% - change in closing price; -3.34% - change in closing benchmark
2	Varun Beverages Limited	11,125.00	445.00	November 08, 2016	430.00	-5.00% - change in closing price; -3.47% - change in closing benchmark	-9.36% - change in closing price; +3.01% - change in closing benchmark	+10.60% - change in closing price; +9.02% - change in closing benchmark

Notes:

(i) Benchmark Index taken as CNX NIFTY
(ii) Price on NSE is considered for all of the above calculations
(iii) % change taken against the Issue Price in case of the Issuer. % change taken against closing CNX NIFTY Index on the day of the listing date.
(iv) The 30th, 90th and 180th calendar day from listed day have been taken as listing day plus 30, 90 and 180 calendar days. If either of the 30th, 90th or 180th calendar days is a trading holiday, the next trading day has been considered for the computation.

2. **Summary statement of price information of past issues handled by Yes Securities:**

Financial Year	Total no. of IPOs	Total amount of funds raised (₹ Mn.)	No. of IPOs trading at discount - 30th calendar days from listing			No. of IPOs trading at premium - 30th calendar days from listing			No. of IPOs trading at discount - 180th calendar days from listing			No. of IPOs trading at premium - 180th calendar days from listing		
			Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%
2017-2018	-	-	-	-	-	-	-	-	-	-	-	-	-	-
2016-2017	2	15,125.00	-	-	1	1	-	-	-	-	-	1	-	1
2015-2016	-	-	-	-	-	-	-	-	-	-	-	-	-	-

Notes:

Data for number of IPOs trading at premium/discount taken at closing price on NSE on the respective date.

The information for the financial year is based on issue listed during such financial year.

Track record of past issues handled by BRLMs

For details regarding the track record of the BRLMs, as specified in Circular reference CIR/MIRSD/1/2012 dated January 10, 2012 issued by the SEBI, see the websites of the BRLMs, as set forth in the table below:

S. No.	Name of the BRLM	Website
1.	IDFC Bank Limited	www.idfcbank.com
2.	IIFL Holdings Limited:	www.iiflcap.com
3.	Motilal Oswal Investment Advisors Limited	www.motilaloswalgroup.com
4.	Yes Securities (India) Limited	www.yesinvest.in

Disclaimer in respect of Jurisdiction

The Offer is being made in India to persons resident in India (including Indian nationals resident in India who are competent to contract under the Indian Contract Act, 1872, HUFs, companies, corporate bodies and societies registered under the applicable laws in India and authorised to invest in shares, Indian Mutual Funds registered with SEBI, Indian financial institutions, commercial banks, regional rural banks, co-operative banks (subject to RBI permission), or trusts under applicable trust law and who are authorised under their constitution to hold and invest in shares, permitted insurance companies and pension funds, insurance funds set up and managed by the army and navy and insurance funds set up and managed by the Department of Posts, India) and to eligible non-residents including FIIs, Eligible NRIs and FPIs. This Draft Red Herring Prospectus does not, however, constitute an invitation to purchase Equity 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 the Offer will be subject to the jurisdiction of appropriate court(s) in New Delhi only.

No action has been, or will be, taken to permit a public offering in any jurisdiction where action would be required for that purpose, except that this Draft Red Herring Prospectus has been filed with SEBI for its observations. Accordingly, the Equity Shares represented thereby may not be offered or sold, directly or indirectly, and this 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, its Subsidiary or the Selling Shareholders since the date hereof or that the information contained herein is correct as of any time subsequent to this date.

The Equity Shares offered in the Offer have not been and will not be registered under the United States Securities Act, 1933 ("U.S. Securities Act") or any state securities laws in the United States, and unless so registered may not be offered or sold within the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable state securities laws. Accordingly, such Equity Shares are being offered and sold (i) within India, to Indian institutional, non-institutional and retail investors in offshore transactions, as defined in and in reliance on Regulation S ("Regulation S") under the United States Securities Act of 1933, as amended (the "Securities Act"); and (ii) outside the United States of America and India, to institutional investors in offshore transactions in reliance on Regulation S under the Securities Act.

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

Disclaimer Clause of the BSE

As required, a copy of this Draft Red Herring Prospectus has been submitted to BSE. The disclaimer clause as intimated by BSE to our Company, post scrutiny of this Draft Red Herring Prospectus, shall be included in the Red Herring Prospectus prior to the filing with the RoC.

Disclaimer Clause of the NSE

As required, a copy of this Draft Red Herring Prospectus has been submitted to NSE. The disclaimer clause as intimated by NSE to our Company, post scrutiny of this Draft Red Herring Prospectus, shall be included in the Red Herring Prospectus prior to the filing with the RoC.

Filing

A copy of this Draft Red Herring Prospectus has been filed with SEBI at SEBI Bhavan, Plot No. C4-A, 'G' Block, Bandra Kurla Complex, Bandra (East), Mumbai 400 051, Maharashtra.

A copy of the Red Herring Prospectus, along with the documents required to be filed under Section 32 of the Companies Act, 2013 would be delivered for registration to the RoC and a copy of the Prospectus to be filed under Section 26 of the Companies Act, 2013 would be delivered for registration with RoC at the Office of the Registrar of Companies, Uttar Pradesh and Uttarakhand located at 37/17, Westcott Building, The Mall, Kanpur , Uttar Pradesh 208 001, India.

Listing

Applications shall be made to the Stock Exchanges for permission to deal in and for an official quotation of the Equity Shares. [●] will be the Designated Stock Exchange with which the Basis of Allotment will be finalised.

If the permissions to deal in, and for an official quotation of, the Equity Shares are not granted by any of the Stock Exchanges mentioned above, our Company and the Selling Shareholders may forthwith repay (in proportion to the Equity Shares offered by each of them respectively, in the Offer), all monies received from the applicants in pursuance of this Draft Red Herring Prospectus as required by applicable law. If such money is not repaid within the prescribed time after our Company and the Selling Shareholders become liable to repay it, then our Company and every Director of our Company who is an officer in default shall, on and from the expiry of such period, be liable to repay the money, with interest as prescribed under the applicable laws. For the avoidance of doubt, subject to applicable law, a Selling Shareholder shall not be responsible to pay interest for any delay, except to the extent such delay has been caused solely by such Selling Shareholder.

Our Company and the Promoter Selling Shareholder shall ensure that all steps for the completion of the necessary formalities for listing and commencement of trading at all Stock Exchanges mentioned above are taken within six Working Days of the Bid/Offer Closing Date. The Investor Selling Shareholders confirm that they shall provide assistance to our Company and the BRLMs, as may be reasonably required and necessary, for the completion of the necessary formalities for listing and commencement of trading at all the Stock Exchange where the Equity Shares are proposed to be listed within six Working Days of the Bid/Offer Closing Date.

Impersonation

Attention of the Bidders is specifically drawn to the provisions of Section 38(1) of the Companies Act, 2013 which is reproduced below:

"*Any person who:*

(a) *makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or*

(b) *makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or*

(c) *otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name, shall be liable for action under section 447.*"

The liability prescribed under Section 447 of the Companies Act, 2013 includes imprisonment for a term of not less than six months extending up to 10 years (provided that where the fraud involves public interest, such term shall not be less than three years) and fine of an amount not less than the amount involved in the fraud, extending up to three times of such amount.

Consents

Consents in writing of: (a) our Directors, our Company Secretary and Compliance Officer, our Chief Financial Officer, legal advisors, lenders to our Company, Bankers to our Company; (b) Selling Shareholders; and (c) the BRLMs, the Syndicate Members, the Public Offer Bank(s), the Escrow Collection Bank(s), Refund Banker and the Registrar to the Offer to act in their respective capacities, have been obtained/will be obtained prior to filing of the Red Herring Prospectus with the RoC as required under the Companies Act, 2013 and such consents shall not be withdrawn up to the time of delivery of the Prospectus for registration with RoC.

Our Company has received written consent dated May 19, 2017 from our Statutory Auditor, namely, Singhi & Co, Chartered Accountants for inclusion of their reports, dated May 3, 2017 on the Restated Standalone Financial Statements and the Restated Consolidated Financial Statements in this Draft Red Herring Prospectus and to include their name as required under section 26 of the Companies Act, 2013 in this Draft Red Herring Prospectus and as an 'expert' as defined under Section 2(38) of the Companies Act, 2013 in relation to the Statement of Tax

Benefits dated May 19, 2017 in the form and context in which it appears in this Draft Red Herring Prospectus. Such consent has not been withdrawn up to the time of delivery of this Draft Red Herring Prospectus for filing with SEBI.

Experts

Our Company has received written consent dated May 19, 2017 from our Statutory Auditor, namely, Singhi & Co, Chartered Accountants, to include its name as required under section 26 of the Companies Act, 2013 in this Draft Red Herring Prospectus and as an 'expert' as defined under Section 2(38) of the Companies Act, 2013 in relation to its examination reports, dated May 3, 2017 on the Restated Standalone Financial Statements and the Restated Consolidated Financial Statements and the Statement of Tax Benefits dated May 19, 2017 and such consent has not been withdrawn as of the date of this Draft Red Herring Prospectus. The term 'expert' and consent thereof, does not represent an expert or consent within the meaning under the U.S. Securities Act.

Our Company has also received written consent dated May 10, 2017 from V. S. Gupta, Chartered Engineer, in connection with his certificate dated May 10, 2017 issued in relation to the installed and utilised capacities of our Facilities, included in this Draft Red Herring Prospectus and such consent has not been withdrawn as of the date of this Draft Red Herring Prospectus.

Offer Expenses

The expenses of the Offer include, among others, underwriting and management fees, selling commissions, bidding charges, printing and distribution expenses, legal fees, statutory advertisement expenses, registrar and depository fees, filing, auditor's fees and listing fees. For further details of Offer related expenses, see the section titled "*Objects of the Offer*" on page 112.

The Offer related expenses will be shared between our Company and the Selling Shareholders on a pro-rata basis in proportion of the Equity Shares issued and allotted by our Company in the Fresh Issue and the Equity Shares sold by the Selling Shareholders in the Offer for Sale.

Fees Payable to Syndicate

The total fees payable to Syndicate (including underwriting commission and selling commission and reimbursement of their out-of-pocket expense) will be as per the Syndicate Agreement, a copy of which will be available for inspection at the Registered Office. For details, see the section titled "*Objects of the Offer*" on page 112.

Commission payable to SCSBs, Registered Brokers, RTAs and CDPs

For details of the commission payable to SCSBs, Registered Brokers, RTAs and CDPs, see the section titled "*Objects of the Offer*" on page 112.

Fees Payable to the Registrar to the Offer

The fees payable by our Company and the Selling Shareholders to the Registrar to the Offer for processing of application, data entry, printing of Allotment Advice/CAN/refund order, preparation of refund data on magnetic tape, printing of bulk mailing register will be as per the agreement dated May 18, 2017 entered into amongst our Company, the Selling Shareholders and the Registrar to the Offer, a copy of which is available for inspection at the Registered Office.

The Registrar to the Offer will be reimbursed for all out-of-pocket expenses including cost of stationery, postage, stamp duty and communication expenses. Adequate funds will be provided to Registrar to the Offer to enable it to send refund in any of the modes described in the Red Herring Prospectus or Allotment advice by registered post/speed post. For details, see the section titled "*Objects of the Offer*" on page 112.

Each Selling Shareholder will reimburse our Company for the expenses incurred in proportion to the Equity Shares sold by such Selling Shareholders in the Offer for Sale.

Underwriting commission, brokerage and selling commission on Previous Issues

Since this is an initial public offering of our Company, no sum has been paid or is payable as commission or brokerage for subscribing to or procuring or agreeing to procure subscription for any Equity Shares since inception of our Company.

Particulars regarding public or rights issues by our Company during the last five years

Our Company has not made any public or rights issues during the five years preceding the date of this Draft Red Herring Prospectus.

Commission and Brokerage paid on previous issues of the Equity Shares

Since this is an initial public offering of the Equity Shares of our Company, no sum has been paid or has been payable as commission or brokerage for subscribing to or procuring or agreeing to procure subscription for any of the Equity Shares since our Company's inception.

Previous issues of the Equity Shares otherwise than for cash

Except as disclosed in the section titled "*Capital Structure*" on page 94, our Company has not issued any Equity Shares for consideration otherwise than for cash.

Previous capital issue during the previous three years by listed group companies and subsidiaries of our Company

Neither our Subsidiary nor our Group Companies are listed on any stock exchange nor have they undertaken a capital issue in the last three years preceding the date of this Draft Red Herring Prospectus.

Performance vis-à-vis objects – Public/rights issue of our Company and/or listed group companies and subsidiaries of our Company

Our Company, Subsidiary and Group Companies have not undertaken any previous public or rights issue. Our Subsidiary has not undertaken any public or rights issue in the last ten years preceding the date of this Draft Red Herring Prospectus.

Partly Paid-up Shares

Our Company does not have any partly paid-up Equity Shares as on the date of this Draft Red Herring Prospectus.

Outstanding Debentures or Bonds

Our Company does not have any outstanding debentures or bonds as of the date of this Draft Red Herring Prospectus.

Outstanding Preference Shares

Our Company does not have any outstanding preference shares as on date of this Draft Red Herring Prospectus.

Stock Market Data of the Equity Shares

This being an initial public offering of the Equity Shares of our Company, the Equity Shares are not listed on any stock exchange.

Redressal of Investor Grievances

The agreement amongst the Registrar to the Offer, our Company and the Selling Shareholders provides for the retention of records with Registrar to the Offer for a period of at least three years from the last date of despatch of the letters of Allotment, demat credit and refund orders to enable the investors to approach Registrar to the Offer for redressal of their grievances.

All grievances other than of Anchor Investors may be addressed to the Registrar to the Offer 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 the Equity Shares applied for and the name and address of the Designated Intermediary where the ASBA Form was submitted by the Bidder.

All grievances relating to the ASBA process may be addressed to the Registrar to the Offer, with a copy to the relevant SCSBs or the member of the Syndicate if the Bid was submitted to a member of the Syndicate at any of the Specified Locations or the relevant Registered Broker if the Bid was submitted through Registered Brokers, as the case may be, giving full details such as name and address of the sole or the First Bidder, the Bid cum Application Form number, Bidders‘ DP ID, Client ID, PAN, number of the Equity Shares applied for, date of Bid cum Application Form, name and address of the member of the Syndicate or the Registered Broker or the Designated Branch, as the case may be, where the ASBA Bid was submitted and ASBA Account number in which the amount equivalent to the Bid Amount was blocked. Further, the investor shall also enclose the Acknowledgment Slip from the Designated Intermediaries in addition to the documents/information mentioned hereinabove.

The Registrar to the Offer shall obtain the required information from the SCSBs for addressing any clarifications or grievances of ASBA Bidders. Our Company, the BRLMs and the Registrar to the Offer accept no responsibility for errors, omissions, commission or any acts of SCSBs, Syndicate Members, RTA, CDPs including any defaults in complying with its obligations under applicable SEBI ICDR Regulations.

All grievances of the Anchor Investors may be addressed to the Registrar to the Offer, giving full details such as name of the sole or first Bidder, Anchor Investor Application Form number, Bidders DP ID, Client ID, PAN, date of the Anchor Investor Application Form, address of the Anchor Investor, number of the Equity Shares applied for, Bid Amount paid on submission of the Anchor Investor Application Form and the name and address of the Book Running Lead Manager where the Anchor Investor Application Form was submitted by the Anchor Investor.

Our Company estimates that the average time required by our Company or Registrar to the Offer or SCSB, for the redressal of routine investor grievances shall be 10 Working Days from the date of receipt of the complaint. In case of non-routine complaints and complaints where external agencies are involved, our Company will seek to redress these complaints as expeditiously as possible.

For details of the Stakeholders' Relationship Committee, see the section titled "*Our Management*" on page 220.

Our Company has also appointed Ashish Kumar, the Company Secretary of our Company, as the Compliance Officer for the Offer and he may be contacted in case of any pre-Offer or post-Offer related problems at the following address:

B-14 & 15, Phase-II
Noida
Gautam Buddha Nagar
Uttar Pradesh 201 305
Tel: +91 120 473 7200
Fax: +91 120 473 7263
Email: investorrelations@dixoninfo.com

Our Company has not received any investor complaint during the three years preceding the date of this Draft Red Herring Prospectus.

Changes in auditors

There have been no changes in the auditors of our Company during the three years preceding the date of this Draft Red Herring Prospectus.

Capitalisation of Reserves or Profits

Our Company has not capitalised its reserves or profits at any time during the five years preceding the date of this Draft Red Herring Prospectus, except for the purposes of the bonus issue of Equity Shares as disclosed in the section titled "*Capital Structure*" on page 92.

Revaluation of Assets

Our Company has not re-valued its assets at any time during the five years preceding the date of this Draft Red Herring Prospectus.

SECTION VII: OFFER RELATED INFORMATION

TERMS OF THE OFFER

The Equity Shares being issued and transferred pursuant to the Offer shall be subject to the provisions of the Companies Act, the SEBI ICDR Regulations, SCRA, SCRR, the Memorandum of Association and Articles of Association, the terms of this Draft Red Herring Prospectus, the Red Herring Prospectus, the Prospectus, the Abridged Prospectus, Bid cum Application Form, the Revision Form, the CAN/ 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 Offer. The Equity Shares shall also be subject to laws as applicable, guidelines, rules, notifications and regulations relating to the issue of capital and listing and trading of securities issued from time to time by SEBI, the Government of India, the Stock Exchanges, the RBI, RoC and/or other authorities, as in force on the date of the Offer and to the extent applicable or such other conditions as may be prescribed by the SEBI, the RBI, the Government of India, the Stock Exchanges, the RoC and/or any other authorities while granting its approval for the Offer.

Ranking of the Equity Shares

The Equity Shares being issued and transferred pursuant to the Offer shall be subject to the provisions of the Companies Act, the Memorandum of Association and Articles of Association, the SEBI Listing Regulations and shall rank *pari-passu* in all respects with the existing Equity Shares including in respect of the rights to receive dividend. The Allottees upon Allotment of Equity Shares under the Offer will be entitled to dividend and other corporate benefits, if any, declared by our Company after the date of Allotment. For further details, see the section titled "*Main Provisions of Articles of Association*" on page 453.

Mode of Payment of Dividend

Our Company shall pay dividends, if declared, to the Shareholders in accordance with the provisions of the Companies Act, the Memorandum of Association and Articles of Association and provisions of the SEBI Listing Regulations. For further details in relation to dividends, see the sections titled "*Our Dividend Policy*" and "*Main Provisions of the Articles of Association*" on pages 236 and 453, respectively.

Face Value and Offer Price

The face value of each Equity Share is ₹ 10 and the Offer Price is ₹ [●] per Equity Share. The Anchor Investor Offer Price is ₹ [●] per Equity Share.

The Price Band will be decided by our Company and the Investor Selling Shareholders in consultation with the BRLMs and the minimum Bid Lot will be decided by our Company in consultation with the BRLMs and will be advertised in [●] edition of the English national newspaper [●], [●] edition of the Hindi national newspaper [●] and [●] edition of the Hindi daily newspaper [●], Hindi also being the regional language of Uttar Pradesh where our Registered Office is located, each with wide circulation, at least five Working Days prior to the Bid/Offer Opening Date and shall be made available to the Stock Exchanges for the purpose of uploading the same on their websites. The Price Band, along with the relevant financial ratios calculated at the Floor Price and at the Cap Price, shall be pre-filled in the Bid cum Application Forms available on the websites of the Stock Exchanges.

At any given point of time, there shall be only one denomination of Equity Shares.

Compliance with disclosure and accounting norms

Our Company shall comply with all disclosure and accounting norms as specified by SEBI from time to time.

Rights of the Equity Shareholders

Subject to applicable laws, rules, regulations and guidelines and the Articles of Association, our Shareholders shall have the following rights:

- Right to receive dividends, if declared;
- Right to attend general meetings and exercise voting rights, unless prohibited by law;

- Right to vote on a poll either in person or by proxy, in accordance with the provisions of the Companies Act;
- Right to receive offers for rights shares and be allotted bonus shares, if announced;
- Right to receive surplus on liquidation, subject to any statutory and preferential claim being satisfied;
- Right of free transferability, subject to applicable laws including any RBI rules and regulations; and
- Such other rights, as may be available to a shareholder of a listed public company under the Companies Act, the terms of the SEBI Listing Regulations and the Memorandum of Association and Articles of Association of our Company.

For a detailed description of the main provisions of the Articles of Association of our Company relating to voting rights, dividend, forfeiture and lien, transfer, transmission and/or consolidation/splitting, see the section titled "*Main Provisions of Articles of Association*" on page 453.

Option to receive Equity Shares in Dematerialised Form

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 among our Company, the respective Depositories and the Registrar to the Offer:

- Tripartite Agreement dated March 31, 2017 between NSDL, our Company and Registrar to the Offer; and
- Tripartite Agreement dated March 28, 2017 between CDSL, our Company and Registrar to the Offer.

Market Lot and Trading Lot

Since trading of the Equity Shares is in dematerialised form, the tradable lot is one Equity Share. Allotment in the Offer will be only in electronic form in multiples of one Equity Share subject to a minimum Allotment of [•] Equity Shares.

Period of operation of subscription list

See the sub-section titled "*Terms of the Offer – Bid/ Offer Programme*" on page 403.

Joint Holders

Where two or more persons are registered as the holders of the Equity Shares, they shall be entitled to hold the same as joint tenants with benefits of survivorship.

Jurisdiction

Exclusive jurisdiction for the purpose of the Offer is with the competent courts/authorities in New Delhi, India.

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 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 90 days, the Board may thereafter withhold payment of all dividends, interests, 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 Offer 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 Offer

Our Company and the Investor Selling Shareholders, in consultation with the BRLMs, reserve the right not to proceed with the Offer at any time after the Bid/Offer Opening Date but before the Allotment. In such an event, our Company shall issue a public notice in the newspapers in which the pre-Offer advertisements were published, within two days of the Bid/Offer Closing Date or such other time as may be prescribed by SEBI, providing reasons for not proceeding with the Offer. The BRLMs, through the Registrar to the Offer, shall notify the SCSBs to unblock the bank accounts of the ASBA Bidders within one Working Day from the date of receipt of such notification. Our Company shall also inform the same to the Stock Exchanges on which the Equity Shares are proposed to be listed. If our Company and the Investor Selling Shareholders withdraw the Offer after the Bid/Offer Closing Date and thereafter determine that they will proceed with a fresh issue or offer for sale of the Equity Shares, our Company shall file a fresh draft red herring prospectus with SEBI.

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

Bid/Offer Programme

BID/OFFER OPENS ON	**[●]***
BID/OFFER CLOSES ON	**For QIB Bidders [●]**** **For Retail Individual Bidders and Non Institutional Bidders: [●]**

* *Our Company in consultation with the BRLMs, may consider participation by Anchor Investors. The Anchor Investor Bid/Offer Period shall be one Working Day prior to the Bid / Offer Opening Date in accordance with the SEBI ICDR Regulations.*

** *Our Company in consultation with the BRLMs, may consider closing the Bid/Offer Period for QIBs one day prior to the Bid/Offer Closing Date in accordance with the SEBI ICDR Regulations.*

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

Event	Indicative Date
Bid/Offer Closing Date	[●]
Finalisation of Basis of Allotment with the Designated Stock Exchange	On or about [●]
Initiation of refunds (if any, for Anchor Investors)/unblocking of funds from ASBA Account	On or about [●]
Credit of Equity Shares to demat accounts of Allottees	On or about [●]
Commencement of trading of the Equity Shares on the Stock Exchanges	On or about [●]

The above timetable, other than the Bid/Offer Closing Date is indicative and does not constitute any obligation on our Company, the Selling Shareholders or the BRLMs.

While our Company and the Selling Shareholders (each, in respect of themselves and the Offer for Sale by them respectively) shall ensure that all steps for the completion of the necessary formalities for the listing and the commencement of trading of the Equity Shares on the Stock Exchanges are taken within six Working Days of the Bid/Offer Closing Date, the timetable may be extended due to various factors, such as extension of the Bid/Offer Period by our Company and the Investor Selling Shareholders, revision of the Price Band or any delay in receiving the final listing and trading approval from the Stock Exchanges. The commencement of trading of the Equity Shares will be entirely at the discretion of the Stock Exchanges and in accordance with the applicable laws. The Selling Shareholders confirm that they shall extend all support and co-operation required by our Company and the BRLMs for the completion of the necessary formalities for listing and commencement of trading of the Equity Shares (offered by each such Selling Shareholder in the Offer for Sale) at all Stock Exchanges within six Working Days from the Bid/Offer Closing Date.

Submission of Bids (other than Bids from Anchor Investors):

Bid/Offer Period (except the Bid/Offer Closing Date)	
Submission and Revision in Bids	Only between 10.00 a.m. and 5.00 p.m. IST
Bid/Offer Closing Date	
Submission and Revision in Bids	Only between 10.00 a.m. and 3.00 p.m. IST

On the Bid/Offer Closing Date, the Bids shall be uploaded until:

(i) 4.00 p.m. IST in case of Bids by QIBs and Non-Institutional Bidders, and

(ii) until 5.00 p.m. IST or such extended time as permitted by the Stock Exchanges, in case of Bids by Retail Individual Bidders.

On Bid/Offer Closing Date, extension of time will be granted by Stock Exchanges only for uploading Bids received by Retail Individual Bidders after taking into account the total number of Bids received and as reported by the BRLMs to the Stock Exchanges.

It is clarified that Bids not uploaded on the electronic bidding system or in respect of which the full Bid Amount is not blocked by SCSBs would be rejected.

In case of any discrepancy in the data entered in the electronic book vis-a-vis data contained in physical Bid cum Application Form, for a particular Bidder the details of the Bid file received from Stock Exchanges may be taken as final data for purposes of Allotment.

Due to limitation of time available for uploading the Bids on the Bid/Offer Closing Date, Bidders are advised to submit their Bids one day prior to the Bid/Offer Closing Date. Any time mentioned in this Draft Red Herring Prospectus is IST. Bidders are cautioned that, in the event a large number of Bids are received on the Bid/ Offer Closing Date, 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 Offer. Bids will be accepted only during Monday to Friday (excluding any public holiday). None among our Company, the Selling Shareholders or any member of the Syndicate is liable for any failure in uploading the Bids due to faults in any software/hardware system or otherwise.

Our Company and the Investor Selling Shareholders, in consultation with the BRLMs, reserve the right to revise the Price Band during the Bid/Offer Period. The revision in the 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 in the Price Band, the Bid/Offer Period shall be extended for at least three additional Working Days after such revision, subject to the Bid/Offer Period not exceeding 10 Working Days. Any revision in Price Band, and the revised Bid/Offer Period, if applicable, shall be widely disseminated by notification to the Stock Exchanges, by issuing a press release and also by indicating the change on the terminals of the Syndicate Members.

Minimum Subscription

If our Company does not receive (i) the minimum subscription of 90% of the Fresh Issue and (ii) minimum Allotment as specified under Rule 19(2)(b) of the SCRR, including through devolvement to the Underwriters, as applicable, our Company shall forthwith refund the entire subscription amount received no later than 60 days from the Bid/Issue Closing Date, If there is a delay beyond the prescribed time, our Company shall pay interest prescribed under the Companies Act, 2013, the SEBI ICDR Regulations and other applicable law.

In case of under-subscription in the Offer, the Equity Shares in the Fresh Issue will be issued prior to the sale of Equity Shares in the Offer for Sale. Further, in terms of Regulation 26(4) of the SEBI ICDR Regulations, our Company shall ensure that the number of prospective Allottees to whom the Equity Shares will be Allotted shall not be less than 1,000.

Further, in case of non-receipt of minimum subscription, application money of Anchor Investors to be refunded shall be credited only to the bank account from which the subscription was remitted. Further, we shall ensure that the number of prospective Allottees to whom the Equity Shares will be Allotted shall not be less than 1,000 in compliance with Regulation 26(4) of the SEBI ICDR Regulations.

The requirement for minimum subscription is not applicable to the Offer for Sale. In case of under-subscription in the Offer, subject to receiving minimum subscription for 90% of the Fresh Issue and complying with Rule 19(2)(b)(ii) of the SCRR, our Company and the BRLMs shall first ensure Allotment of Equity Shares in the Fresh Issue followed by Allotment of Equity Shares offered by the Investor Selling Shareholders and then Allotment of Equity Shares offered by the Other Selling Shareholders (on a proportionate basis) and then Allotment of Equity Shares offered by Promoter Selling Shareholder. In case of any reduction in the size of the Offer for Sale by the Investor Selling Shareholders on account of under-subscription, the Equity Shares offered by IBEF I shall be in preference over and in priority to the Equity Shares offered by IBEF.

The Selling Shareholders agree and acknowledge that in the event that any Equity Shares are not sold in the Offer for Sale on account of under-subscription, such unsold Equity Shares shall be subject to lock-in in accordance with this Draft Red Herring Prospectus and SEBI ICDR Regulations.

Arrangements for Disposal of Odd Lots

There are no arrangements for disposal of odd lots.

Restrictions on Transfer and Transmission of Equity Shares

Except for the lock-in of the pre-Offer capital of our Company, Promoter's Contribution and the Anchor Investor lock-in of Equity Shares as provided in the section titled "*Capital Structure*" on page 96 and except as provided in the Articles of Association there are no restrictions on transfer of Equity Shares. Further, there are no restrictions on the transmission of the Equity Shares of our Company and on their consolidation/ or splitting, except as provided in the Articles of Association. For details, see the section titled "*Main Provisions of the Articles of Association*" on page 453.

OFFER STRUCTURE

Offer of up to [●] Equity Shares for cash at price of ₹ [●] per Equity Share (including a premium of ₹ [●] per Equity Share) aggregating to ₹ [●] million comprising of a Fresh Issue of up to [●] Equity Shares aggregating up to ₹ 600 million by our Company and the Offer for Sale of up to 3,753,739 Equity Shares aggregating to ₹ [●] million by the Selling Shareholders. The Offer will constitute [●]% of the post-Offer paid-up Equity Share capital of our Company.

The Offer is being made through the Book Building Process.

Particulars	QIBs[(1)]	Non Institutional Bidders	Retail Individual Bidders
Number of Equity Shares available for Allotment[(2)]	[●] Equity Shares	Not less than [●] Equity Shares available for allocation or Offer less allocation to QIB Bidders and Retail Individual Bidders	Not less than [●] Equity Shares available for allocation or Offer less allocation to QIB Bidders and Non-Institutional Bidders
Percentage of Offer size available for Allotment/allocation	50% of the Offer size Up to 5% of the QIB Portion (excluding the Anchor Investor Portion) will be available for allocation to domestic Mutual Funds only. Mutual Funds participating in the Mutual Fund Portion will also be eligible for allocation in the remaining QIB Portion. The unsubscribed portion in the Mutual Fund reservation will be available to QIBs.	Not less than 15% of the Offer size or Offer less allocation to QIB Bidders and Retail Individual Bidders	Not less than 35% of the Offer size or Offer less allocation to QIB Bidders and Non-Institutional Bidders
Basis of Allotment/ allocation if respective category is oversubscribed*	Proportionate as follows (excluding the Anchor Investor Portion): (a) up to [●] Equity Shares shall be available for allocation on a proportionate basis to Mutual Funds only; and (b) [●] Equity Shares shall be allotted on a proportionate basis to all QIBs, including Mutual Funds receiving allocation as per (a) above.	Proportionate	Proportionate, subject to minimum Bid Lot. For details, please see the section titled "*Offer Procedure – Part B- Allotment Procedure and Basis of Allotment – Allotment to RIBs*" on page 443.[(5)]
Minimum Bid	Such number of Equity Shares, in multiple of [●] Equity Shares, that the Bid Amount exceeds ₹ 200,000	Such number of Equity Shares, in multiple of [●] Equity Shares, that the Bid Amount exceeds ₹ 200,000	[●] Equity Shares
Maximum Bid	Such number of Equity Shares in multiples of [●] Equity Shares not exceeding the Offer size, subject to applicable limits	Such number of Equity Shares in multiples of [●] Equity Shares not exceeding the Offer size, subject to applicable limits	Such number of Equity Shares in multiples of [●] Equity Shares so that the Bid Amount does not exceed ₹ 200,000
Mode of Allotment	Compulsorily in dematerialized form		
Bid Lot	[●] Equity Shares and in multiples of [●] Equity Shares thereafter		
Allotment Lot	[●] Equity Shares and in multiples of one Equity Share thereafter		
Trading Lot	One Equity Share		
Who can apply[(3)]	Public financial institutions as specified in Section 2(72) of the Companies Act, 2013,	Resident Indian individuals, Eligible NRIs, HUFs (in the name of Karta), companies,	Resident Indian individuals, Eligible NRIs and HUFs (in the name of Karta)

Particulars	QIBs[1]	Non Institutional Bidders	Retail Individual Bidders
	scheduled commercial banks, mutual fund registered with SEBI, FPIs other than Category III FPIs, VCFs, AIFs, state industrial development corporation, insurance company registered with IRDAI, provident fund with minimum corpus of ₹ 250 million, pension fund with minimum corpus of ₹ 250 million, in accordance with applicable law and National Investment Fund set up by the Government of India, insurance funds set up and managed by army, navy or air force of the Union of India and insurance funds set up and managed by the Department of Posts, India	corporate bodies, scientific institutions societies and trusts, Category III FPIs	
Terms of Payment	Full Bid Amount shall be blocked by the SCSBs in the bank account of the ASBA Bidder that is specified in the ASBA Form at the time of submission of the ASBA Form[4]		

* *Assuming full subscription in the Offer*

(1) *Our Company in consultation with the BRLMs, may allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations. One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price. For details, see the section titled "Offer Procedure" on page 409.*

(2) *Assuming full subscription in the Offer and subject to valid Bids being received at or above the Offer Price. The Offer is being made in terms of Rule 19(2)(b)(ii) of the SCRR, read with Regulation 41 of the SEBI ICDR Regulations, for at least such percentage of the post-Offer paid-up Equity Share capital of our Company that will be equivalent to ₹ 4,000 million calculated at the Offer Price, such that the post offer capital of our Company calculated at the Offer Price is more than ₹ 16,000 million but less than or equal to ₹ 40,000 million. Further, this Offer is being made through the Book Building Process wherein 50% of the Offer shall be available for allocation on a proportionate basis to QIBs, provided that our Company in consultation with the BRLMs, may allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with SEBI ICDR Regulations. 5% of the QIB Portion (excluding the Anchor Investor 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 (other than Anchor Investors), including Mutual Funds, subject to valid Bids being received at or above the Offer Price. Further, not less than 15% of the Offer shall be available for allocation on a proportionate basis to Non-Institutional Bidders and not less than 35% of the Offer shall be available for allocation to Retail Individual Bidders in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Offer Price.*

(3) *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.*

(4) *Bid Amount shall be payable by the Anchor Investors at the time of submission of the Anchor Investor Application Forms. For details of terms of payment applicable to Anchor Investors, please see the section titled "Offer Procedure – Part B - Section 7: Allotment Procedure and Basis of Allotment" on page 409.*

(5) *In case of oversubscription in Retail Category, maximum number of Retail Individual Bidders who can be Allotted the minimum Bid Lot will be computed by dividing the total number of Equity Shares available for Allotment to Retail Individual Bidders by the minimum Bid Lot ("Retail – Bid Lot Allottees"). The Allotment to Retail Individual Bidders will then be made in the following manner:*

   (i) *In the event the number of Retail Individual Bidders who have submitted valid Bids in the Net Offer is equal to or less than Retail – Bid Lot Allottees, (i) all such Retail Individual Bidders shall be Allotted the minimum Bid Lot; and (ii) the balance Equity Shares, if any, remaining in the Retail Portion shall be Allotted on a proportionate basis to those Retail Individual Bidders who have applied for more than the minimum Bid Lot, for the balance demand of the Equity Shares Bid by them (i.e. the difference between the Equity Shares Bid and the minimum Bid Lot).*

(ii) In the event number of Retail Individual Bidders who have submitted valid Bids in the Net Offer is more than the Retail – Bid Lot Allottees, those Retail Individual Bidders, who will be Allotted the minimum Bid Lot shall be determined the basis of draw of lots. In the event of a draw of lots, Allotment will only be made to such Retail Individual Bidders who are successful pursuant to such draw of lots.

Under subscription, if any, in any category except in the QIB Portion would be met with spill-over from the other categories at the discretion of our Company in consultation with the BRLMs and the Designated Stock Exchange.

OFFER PROCEDURE

All Bidders should review the General Information Document for Investing in Public Issues prepared and issued in accordance with the circular (CIR/CFD/DIL/12/2013) dated October 23, 2013 notified by SEBI (the "General Information Document") included below under section "Offer Procedure - Part B – General Information Document for Investing in Public Issues", 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 Exchanges and the BRLMs. Please refer to the relevant provisions of the General Information Document which are applicable to the Offer.

Our Company, the Selling Shareholders and the BRLMs do not accept any responsibility for the completeness and/or the 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.

PART A

Book Building Procedure

The Offer is being made through the Book Building Process wherein 50% of the Offer shall be Allotted on a proportionate basis to QIBs, provided that our Company may allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis, in accordance with the SEBI ICDR Regulations, of which one-third shall be reserved for domestic Mutual Funds, subject to valid Bids being received at or above the Anchor Investor Allocation Price. 5% of the QIB Portion (excluding the Anchor Investor 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 (other than Anchor Investors), including Mutual Funds, subject to valid Bids being received at or above the Offer Price. Further, not less than 15% of the Offer shall be available for allocation on a proportionate basis to Non-Institutional Bidders and not less than 35% of the Offer shall be available for allocation to Retail Individual Bidders in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Offer Price.

Under-subscription, if any, in any category except in the QIB Portion, would be allowed to be met with spill over from any other category or combination of categories, at the discretion of our Company in consultation with the BRLMs and the Designated Stock Exchange. The Equity Shares, on Allotment, shall be traded only in the dematerialized segment of the Stock Exchanges.

Investors should note that the Equity Shares will be Allotted to all successful Bidders only in dematerialised form. The Bid cum Application Forms which do not have the details of the Bidders' depository account, including DP ID, Client ID and PAN, shall be treated as incomplete and will be rejected. Bidders will not have the option of being Allotted Equity Shares in physical form.

Bid cum Application Form

Copies of the ASBA Form and the abridged prospectus will be available with the BRLMs, Syndicate Members and sub-syndicate members at the Bidding Centres, and Registered Office of our Company. An electronic copy of the ASBA Form will also be available for download on the websites of the NSE (www.nseindia.com) and the BSE (www.bseindia.com) at least one day prior to the Bid/Offer Opening Date.

All Bidders (other than Anchor Investors) shall mandatorily participate in the Offer only through the ASBA process. ASBA Bidders must provide bank account details and authorisation to block funds in the relevant space provided in the ASBA Form and the ASBA Forms that do not contain such details will be rejected.

ASBA Bidders shall ensure that the Bids are made on ASBA Forms bearing the stamp of the Designated Intermediary, submitted at the Bidding Centers only (except in case of electronic ASBA Forms) and the ASBA Forms not bearing such specified stamp are liable to be rejected.

For Anchor Investors, the Anchor Investor Application Form will be available at the offices of the BRLMs.

The prescribed colour of the Bid cum Application Form for the various categories is as follows:

Category	Colour of Bid cum Application Form*
Resident Indians and Eligible NRIs applying on a non-repatriation basis	White
Eligible NRIs, FPIs or FVCIs, registered Multilateral and Bilateral Development Financial Institutions applying on a repatriation basis	Blue
Anchor Investors	White

* *Excluding electronic Bid cum Application Form*

Designated Intermediaries (other than SCSBs) shall submit/deliver the ASBA Forms to the respective SCSBs, where the Bidder has the ASBA account and shall not submit it to any non-SCSB bank or any Escrow Collection Bank.

Participation by Promoters, Promoter Group, the BRLMs, the Syndicate Members and persons related to the Promoters/Promoter Group/BRLMs

The BRLMs and the Syndicate Members shall not be allowed to purchase Equity Shares in the Offer in any manner, except towards fulfilling their underwriting obligations. However, the associates and affiliates of the BRLMs and the Syndicate Members may Bid for the Equity Shares in the Offer, either in the QIB Portion or in the Non-Institutional Category as may be applicable to such Bidders, where the allocation is on a proportionate basis and such subscription may be on their own account or on behalf of their clients. All categories of investors, including associates or affiliates of the BRLMs and Syndicate Members, shall be treated equally for the purpose of allocation to be made on a proportionate basis.

Neither the BRLMs nor any persons related to the BRLMs (other than Mutual Funds sponsored by entities related to the BRLMs), Promoters and Promoter Group can apply in the Offer under the Anchor Investor Portion.

Our Promoter and members of our Promoter Group will not participate in the Offer except to the extent of the offered Equity Shares.

Bids by Mutual Funds

With respect to Bids by Mutual Funds, a certified copy of their SEBI registration certificate must be lodged along with the Bid cum Application Form. Failing this, our Company reserves the right to reject any Bid without assigning any reason thereof.

Bids made by asset management companies or custodians of Mutual Funds shall specifically state names of the concerned schemes for which such Bids are made.

In case of a Mutual Fund, a separate Bid can be made in respect of each scheme of the Mutual Fund registered with SEBI and such Bids in respect of more than one scheme of the Mutual Fund will not be treated as multiple Bids provided that the Bids clearly indicate the scheme concerned for which the Bid has been made.

No Mutual Fund scheme shall invest more than 10% of its net asset value in equity shares or equity related instruments of any single company provided that the limit of 10% shall not be applicable for investments in case of index funds or sector or industry specific schemes. No Mutual Fund under all its schemes should own more than 10% of any company's paid-up share capital carrying voting rights.

Bids by Eligible NRIs

Eligible NRIs may obtain copies of Bid cum Application Form from the BRLMs, Syndicate Members and sub-syndicate members at select locations as specified in the Bid cum Application Form. Eligible NRI Bidders bidding on a repatriation basis by using the Non-Resident Forms should authorize their SCSB to block their Non-Resident External ("**NRE**") accounts or Foreign Currency Non-Resident ("**FCNR**") Accounts, and eligible NRI Bidders bidding on a non-repatriation basis by using Resident Forms should authorize their 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 FPIs (including FIIs)

In terms of the SEBI FPI Regulations, an FII who holds a valid certificate of registration from SEBI shall be deemed to be a registered FPI until the expiry of the block of three years for which fees have been paid as per the SEBI FII Regulations. Accordingly, such FIIs can participate in the Offer in accordance with Schedule 2 of the FEMA Regulations. An FII shall not be eligible to invest as an FII after registering as an FPI under the SEBI FPI Regulations.

In terms of the SEBI FPI Regulations, the issue of Equity Shares to a single FPI or an investor group (which means the same set of ultimate beneficial owner(s) investing through multiple entities) must be below 10% of our post-Offer Equity Share capital. Further, in terms of the FEMA Regulations, the total holding by each FPI shall be below 10% of the total paid-up Equity Share capital of our Company and the total holdings of all FPIs put together shall not exceed 24% of the paid-up Equity Share capital of our Company. The aggregate limit of 24% may be increased up to the sectoral cap by way of a resolution passed by the Board of Directors followed by a special resolution passed by the Shareholders of our Company and subject to prior intimation to RBI. In terms of the FEMA Regulations, for calculating the aggregate holding of FPIs in a company, holding of all registered FPIs as well as holding of FIIs (being deemed FPIs) shall be included.

FPIs are permitted to participate in the Offer 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 FPIs and unregulated broad based funds, which are classified as Category II FPI 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 recognised stock exchange in India, as its underlying) directly or indirectly, only in the event (i) such offshore derivative instruments are issued only to persons who are regulated by an appropriate regulatory authority; and (ii) such offshore derivative instruments are issued after compliance with 'know your client' norms. An FPI is also required to ensure that no further issue or transfer of any offshore derivative instrument is made by or on behalf of it to any persons that are not regulated by an appropriate foreign regulatory authority.

Bids by SEBI registered VCFs and AIFs

The SEBI AIF Regulations, *inter alia*, prescribe the investment restrictions on the VCFs and AIFs registered with SEBI.

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 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 $1/3^{rd}$ 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.

All non-resident investors should note that refunds (in case of Anchor Investors), dividends and other distributions, if any, will be payable in Indian Rupees only and net of bank charges and commission.

Our Company or the BRLMs 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 and FPIs and all Bidders will be treated on the same basis with other categories for the purpose of allocation.

Bids by limited liability partnerships

In case of Bids made by limited liability partnerships registered under the Limited Liability Partnership Act, 2008, a certified copy of certificate of registration issued under the Limited Liability Partnership Act, 2008, must be attached to the Bid cum Application Form. Failing this, our Company reserves the right to reject any Bid without assigning any reason thereof.

Bids by banking companies

In case of Bids made by banking companies registered with the RBI, certified copies of: (i) the certificate of registration issued by the RBI, and (ii) the approval of such banking company's investment committee are required to be attached to the Bid cum Application Form, failing which, our Company reserves the right to reject any Bid without assigning any reason thereof.

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 Master Circular dated July 1, 2015 – Para-banking Activities, is 10% of the paid-up share capital of the investee company or 10% of the banks' own paid-up share capital and reserves, whichever is less. Further, the investment in a non-financial services company by a banking company together with its subsidiaries, associates, joint ventures, entities directly or indirectly controlled by the bank and mutual funds managed by asset management companies controlled by the banking company cannot exceed 20% of the investee company's paid-up share capital. A banking company may hold up to 30% of the paid-up share capital of the investee company with the prior approval of the RBI provided that the investee company is engaged in non-financial activities in which banking companies are permitted to engage under the Banking Regulation Act.

Bids under Power of Attorney

In case of Bids made pursuant to a power of attorney or by limited companies, corporate bodies, registered societies, Eligible FPIs (including FIIs), Mutual Funds, insurance companies, insurance funds set up by the army, navy or air force of India, insurance funds set up by the Department of Posts, India or the National Investment Fund and provident funds with a minimum corpus of ₹ 250 million and pension funds with a minimum corpus of ₹ 250 million (in each case, subject to applicable law and in accordance with their respective constitutional documents), a certified copy of the power of attorney or the relevant resolution or authority, as the case may be, along with a certified copy of the memorandum of association and articles of association and/or bye laws, as applicable must be lodged along with the 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.

Our Company in consultation with the BRLMs, in their absolute discretion, reserve the right to relax the above condition of simultaneous lodging of the power of attorney along with the Bid cum Application Form.

Bids by insurance companies

In case of Bids made by insurance companies registered with the IRDAI, a certified copy of certificate of registration issued by IRDAI must be attached to the Bid cum Application Form. Failing this, our Company reserves the right to reject any Bid without assigning any reason thereof.

The exposure norms for insurers, prescribed under the Insurance Regulatory and Development Authority (Investment) Regulations, 2000, as amended, are broadly set forth below:

(a) equity shares of a company: the lower of 10% of the outstanding equity shares (face value) or 10% of the respective fund in case of life insurer or 10% of investment assets in case of general insurer or reinsurer;

(b) the entire group of the investee company: not more than 15% of the respective fund in case of a life insurer or 15% of investment assets in case of a general insurer or reinsurer or 15% of the investment assets in all companies belonging to the group, whichever is lower; and

(c) the industry sector in which the investee company belong to: not more than 15% of the fund of a life insurer or a general insurer or a reinsurer or 15% of the investment asset, whichever is lower.

The maximum exposure limit, in the case of an investment in equity shares, cannot exceed the lower of an amount of 10% of the investment assets of a life insurer or a general insurer and the amount calculated under points (a), (b) and (c) above, as the case may be.

Insurance companies participating in the Offer shall comply with all applicable regulations, guidelines and circulars issued by IRDAI from time to time.

Bids by SCSBs

SCSBs participating in the Offer are required to comply with the terms of the SEBI circulars dated September 13, 2012 and January 2, 2013. Such SCSBs are required to ensure that for making applications on their own account using ASBA, they should have a separate account in their own name with any other SEBI registered SCSBs. Further, such account shall be used solely for the purpose of making application in public issues and clear demarcated funds should be available in such account for such applications.

Bids by provident funds/pension funds

In case of Bids made by provident funds/pension funds, subject to applicable laws, with minimum corpus of ₹ 250 million, a certified copy of certificate from a chartered accountant certifying the corpus of the provident fund/ pension fund must be attached to the Bid cum Application Form. Failing this, our Company reserves the right to reject any Bid, without assigning any reason thereof.

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. 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 25.00% of the corpus in one investee company. A category III AIF cannot invest more than 10.00% of the corpus in one investee company. A venture capital fund registered as a category I AIF, as defined in the SEBI AIF Regulations, cannot invest more than 1/3rd of its corpus by way of subscription to an initial public offering of a venture capital undertaking. Additionally, the VCFs which have not re-registered as an AIF under the SEBI AIF Regulations shall continue to be regulated by the VCF Regulations 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.

Restriction on Foreign Ownership of Equity Shares

Foreign investment in Indian securities is regulated through the Industrial Policy, 1991 of the Government of India and FEMA. While the Industrial Policy, 1991 prescribes the limits and the conditions subject to which foreign investment can be made in different sectors of the Indian economy, FEMA regulates the precise manner in which such investment may be made. Under the Industrial Policy, unless specifically restricted, foreign investment is freely permitted in all sectors of the 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 the FIPB and the RBI.

The Government has from time to time 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**"), issued the Consolidated FDI Policy Circular of 2016 ("**FDI Circular 2016**"), which, with effect from June 7, 2016, consolidated and superseded all previous press notes, press releases and clarifications on FDI issued by the DIPP that were in force and effect as on June 7, 2016. The Government proposes to update the consolidated circular on FDI policy once every year and therefore, FDI Circular 2016 will be valid until the DIPP issues an updated circular.

The transfer of shares between an Indian resident and a non-resident does not require the prior approval of the FIPB or the RBI, provided that (i) the activities of the investee company are under the automatic route under the foreign direct investment policy and transfer does not attract the provisions of the SEBI 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 the Offer.

The Equity Shares offered in the Offer have not been and will not be registered under the United States Securities Act, 1933 ("U.S. Securities Act") or any state securities laws in the United States, and unless so registered may not be offered or sold within the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable state securities laws. Accordingly, such Equity Shares are being offered and sold (i) within India, to Indian institutional, non-institutional and retail investors in offshore transactions, as defined in and in reliance on Regulation S ("Regulation S") under the United States Securities Act of 1933, as amended (the "Securities Act"); and (ii) outside the United States of America and India, to institutional investors in offshore transactions in reliance on Regulation S under the Securities Act.

The above information is given for the benefit of the Bidders. Our Company, the Selling Shareholders and the BRLMs are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Draft Red Herring Prospectus. Bidders are advised to make their independent investigations and ensure that any single Bid from them does not exceed the applicable investment limits or maximum number of the Equity Shares that can be held by them under applicable law or regulation or as specified in this Draft Red Herring Prospectus.

All non-resident investors should note that refunds (in case of Anchor Investors), dividends and other distributions, if any, will be payable in Indian Rupees only and net of bank charges and commission.

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 you have mentioned the correct ASBA Account number in the Bid cum Application Form;

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 within the prescribed time;

6. Ensure that you have funds equal to the Bid Amount in the ASBA Account maintained with the SCSB before submitting the ASBA Form to any of the Designated Intermediaries;

7. If the first applicant is not the bank 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;

8. Ensure that the signature of the First Bidder in case of joint Bids, is included in the Bid cum Application Forms;

9. In case of joint Bids, the Bid cum Application Form should contain the name of only the First Bidder whose name should also appear as the first holder of the beneficiary account held in joint names;

10. Ensure that you request for and receive a stamped acknowledgement of the Bid cum Application Form for all your Bid options from the concerned Designated Intermediary;

11. Ensure that you submit the 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 the SEBI circular dated June 30, 2008, may be exempt from specifying their PAN for transacting in the securities market, (ii) submitted by investors who are exempt from the requirement of obtaining/ specifying their PAN for transacting in the securities market, and (iii) 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, for investors who are exempt from the requirement of obtaining/ specifying their PAN for transacting in the securities market 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;

13. All other applications in which PAN is not mentioned will be rejected;

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 is in compliance with applicable foreign and Indian laws;

18. Ensure that the depository account is active, the correct DP ID, the Client ID and the PAN are mentioned in their Bid cum Application Form and that the name of the Bidder, the DP ID, Client ID and the PAN entered into the online IPO system of the Stock Exchanges by the relevant Designated Intermediary, as applicable, matches with the name DP ID, Client ID and PAN available in the Depository database; and

19. Ensure that you have correctly signed the authorisation/undertaking box in the Bid cum Application Form, or have otherwise provided an authorisation to the SCSB via the electronic mode, for blocking funds in the ASBA Account equivalent to the Bid Amount mentioned in the Bid cum Application Form at the time of submission of the Bid.

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 less than the Floor Price or higher than the Cap Price;

3. Do not Bid for a Bid Amount exceeding ₹ 200,000 (for Bids by Retail Individual Bidders);

4. Do not pay the Bid Amount in cheques, demand drafts or by cash, money order, postal order or by stock invest;

5. Do not send Bid cum Application Forms by post; instead submit the same to the Designated Intermediary only;

6. Do not Bid at Cut-off Price (for Bids by QIBs and Non-Institutional Bidders);

7. Do not instruct your respective banks to release the funds blocked in the ASBA Account under the ASBA process;

8. Do not submit the Bid for an amount more than funds available in your ASBA account;

9. 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;

10. 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; and

11. Do not Bid if you are not competent to contract under the Indian Contract Act, 1872, as amended (other than minors having valid depository accounts as per Demographic Details provided by the depository).

The Bid cum Application Form is liable to be rejected if the above instructions, as applicable, are not complied with.

Payment into Escrow Account for Anchor Investors

Our Company in consultation with the BRLMs, in their absolute discretion, will decide the list of Anchor Investors to whom the CAN will be sent, pursuant to which the details of the Equity Shares allocated to them in their respective names will be notified to such Anchor Investors. For Anchor Investors, the payment instruments for payment into the Escrow Account should be drawn in favour of:

(a) In case of resident Anchor Investors: "[●]"
(b) In case of Non-Resident Anchor Investors: "[●]"

Pre- Offer 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-Offer advertisement, in the form prescribed by the SEBI ICDR Regulations, in [●] editions of English national newspaper [●], [●] editions of the Hindi national newspaper [●] and [●] edition of the Hindi daily newspaper [●], Hindi also being the regional language of Uttar Pradesh where our Registered Office is located, each with wide circulation. In the pre-Offer advertisement, we shall state the Bid/Offer Opening Date and the Bid/Offer 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 ICDR Regulations.

Signing of the Underwriting Agreement and the RoC Filing

(a) Our Company, the Selling Shareholders and the Syndicate intend to enter into an Underwriting Agreement after the finalisation of the Offer Price.

(b) After signing the Underwriting Agreement, an updated Red Herring Prospectus will be filed with the RoC in accordance with the applicable law, which then would be termed as the 'Prospectus'. The Prospectus will contain details of the Offer Price, the Anchor Investor Offer Price, Offer size, and underwriting arrangements and will be complete in all material respects.

Impersonation

Attention of the applicants is specifically drawn to the provisions of sub-section (1) of Section 38 of the Companies Act, 2013, which is reproduced below:

"*Any person who:*

(a) makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or
(b) makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or
***(c) otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name, shall be liable for action under Section 447.*"**

The liability prescribed under Section 447 of the Companies Act, 2013 includes imprisonment for a term which shall not be less than six months extending up to 10 years (provided that where the fraud involves public interest, such term shall not be less than three years) and fine of an amount not less than the amount involved in the fraud, extending up to three times of such amount.

Undertakings by our Company

Our Company undertakes the following that:

- adequate arrangements shall be made to collect all Bid cum Application Forms submitted by Bidders;

- if our Company or Selling Shareholders do not proceed with the Offer after the Bid/Offer Closing Date, the reason thereof shall be given as a public notice to be issued by our Company within two days of the Bid/Offer Closing Date. The public notice shall be issued in the same newspapers where the pre-Offer advertisements were published. The stock exchanges on which the Equity Shares are proposed to be listed shall also be informed promptly;

- it shall not have any recourse to the proceeds of the Fresh Issue until final listing and trading approvals have been received from the Stock Exchanges;

- if our Company and the Selling Shareholders withdraw the Offer after the Bid/Offer Closing Date, our Company shall be required to file a fresh offer document with the RoC/SEBI, in the event our Company and/or any Selling Shareholder subsequently decides to proceed with the Offer;

- the complaints received in respect of the Offer shall be attended to by our Company expeditiously and satisfactorily;

- all steps for completion of the necessary formalities for listing and commencement of trading at all the Stock Exchanges where the Equity Shares are proposed to be listed are taken within six Working Days of the Bid/Offer Closing Date will be taken;

- if Allotment is not made application money will be refunded/unblocked in ASBA Account within 15 days from the Bid/Offer Closing Date or such lesser time as specified by SEBI, failing which interest will be due to be paid to the Bidders at the rate of 15% per annum for the delayed period;

- the funds required for making refunds (to the extent applicable) as per the mode(s) disclosed shall be made available to the Registrar to the Offer by our Company;

- where refunds (to the extent applicable) are made through electronic transfer of funds, a suitable communication shall be sent to the applicant within 15 days from the Bid/Offer Closing Date, giving details of the bank where refunds shall be credited along with amount and expected date of electronic credit of refund;

- the certificates of the securities/ refund orders to Eligible NRIs shall be despatched within specified time; and

- no further issue of the Equity Shares shall be made till the Equity Shares offered through the Red Herring Prospectus are listed or until the Bid monies are unblocked in ASBA Account/refunded on account of non-listing, under-subscription, etc.

Undertakings by the Promoter Selling Shareholder

The Promoter Selling Shareholder undertakes that:

- the Equity Shares being sold by it pursuant to the Offer for Sale, have been held by it in accordance with Regulation 26(6) of the SEBI ICDR Regulations, or issued pursuant to a bonus issue or issued pursuant to conversion of preference shares are fully paid-up and are in dematerialised form;

- the Equity Shares proposed to be sold/transferred by the Promoter Selling Shareholder pursuant to the

Offer for Sale, is held by it or its trustee for the benefit of and on behalf of the Promoter Selling Shareholder, as the case may be;

- it is the legal and beneficial owner of, and has full title to, the Equity Shares proposed to be sold/transferred by it pursuant to the Offer for Sale;

- the Equity Shares being sold by it pursuant to the Offer are free and clear of any liens or encumbrances and shall be transferred to the investors within the time specified under applicable law;

- it shall not offer, lend, pledge, encumber, sell, contract to sell or otherwise transfer or dispose of, directly or indirectly, any of the Equity Shares offered in the Offer for Sale;

- it shall provide such reasonable support and extend such reasonable co-operation as may be required by our Company for the completion of the necessary formalities for listing and commencement of trading at all the stock exchanges where the Equity Shares are proposed to be listed within six Working Days from the Bid/Offer Closing Date of the Offer and in sending a suitable communication, where refunds are made through electronic transfer of funds, to the applicant within six Working Days from the Bid/Offer Closing Date, giving details of the bank where refunds shall be credited along with amount and expected date of electronic credit of refund. In case of delay, interest as per applicable law shall be paid by them to the extent of the offered shares;

- it shall not have recourse to the proceeds of the Offer until final approval for trading of the Equity Shares from all Stock Exchanges where listing is sought has been received;

- it shall deliver the Equity Shares being offered by it in the Offer into an escrow account two days prior to the filing of the Red Herring Prospectus with the RoC;

- it shall not further transfer the Equity Shares except in the Offer during the period commencing from submission of this Draft Red Herring Prospectus until the final trading approvals from all the Stock Exchanges have been obtained for the Equity Shares Allotted/to be Allotted pursuant to the Offer and shall not sell, dispose of in any manner or create any lien, charge or encumbrance on the Equity Shares offered by it in the Offer;

- it shall comply with all applicable laws, in India, including the Companies Act, the SEBI ICDR Regulations, the FEMA and the applicable circulars, guidelines and regulations issued by SEBI and RBI, each in relation to the Equity Shares offered by it in the Offer;

- all monies received out of the Offer shall be credited/transferred to a separate bank account other than the bank account referred to in sub-section (3) of Section 40 of the Companies Act, 2013; and

- they shall give appropriate instructions for dispatch of the refund orders or Allotment Advice to successful Bidders within the time specified under applicable law.

Undertakings by the Investor Selling Shareholders

Each Investor Selling Shareholder severally and not jointly undertakes that:

- the Equity Shares being sold by it pursuant to the Offer for Sale, have been held by it in accordance with Regulation 26(6) of the SEBI ICDR Regulations, or issued pursuant to a bonus issue or issued pursuant to conversion of preference shares are fully paid-up and are in dematerialised form;

- the Equity Shares proposed to be sold/transferred by each Selling Shareholder pursuant to the Offer for Sale, is held by it or its respective trustee for the benefit of and on behalf of such Selling Shareholder, as the case may be;

- it is the legal and beneficial owner of, and has full title to, the Equity Shares proposed to be sold/transferred by it pursuant to the Offer for Sale;

- the Equity Shares being sold by it pursuant to the Offer are free and clear of any liens or encumbrances and shall be transferred to the investors within the time specified under applicable law;

- it shall not offer, lend, pledge, encumber, sell, contract to sell or otherwise transfer or dispose of, directly or indirectly, any of the Equity Shares offered in the Offer for Sale;

- it shall provide such reasonable support and extend such reasonable co-operation as may be required by our Company for the completion of the necessary formalities for listing and commencement of trading at all the stock exchanges where the Equity Shares are proposed to be listed within six Working Days from the Bid/Offer Closing Date of the Offer and in sending a suitable communication, where refunds are made through electronic transfer of funds, to the applicant within six Working Days from the Bid/Offer Closing Date, giving details of the bank where refunds shall be credited along with amount and expected date of electronic credit of refund. In case of delay, interest as per applicable law shall be paid by them to the extent of the offered shares;

- it shall not have recourse to the proceeds of the Offer until final approval for trading of the Equity Shares from all Stock Exchanges where listing is sought has been received;

- it shall deliver the Equity Shares being offered by it in the Offer into an escrow account two days prior to the filing of the Red Herring Prospectus with the RoC;

- it shall not further transfer the Equity Shares except in the Offer during the period commencing from submission of this Draft Red Herring Prospectus until the final trading approvals from all the Stock Exchanges have been obtained for the Equity Shares Allotted/to be Allotted pursuant to the Offer and shall not sell, dispose of in any manner or create any lien, charge or encumbrance on the Equity Shares offered by it in the Offer;

- it shall comply with all applicable laws, in India, including the Companies Act, the SEBI ICDR Regulations, the FEMA and the applicable circulars, guidelines and regulations issued by SEBI and RBI, each in relation to the Equity Shares offered by it in the Offer;

- all monies received out of the Offer shall be credited/transferred to a separate bank account other than the bank account referred to in sub-section (3) of Section 40 of the Companies Act, 2013; and

- they shall give appropriate instructions for dispatch of the refund orders or Allotment Advice to successful Bidders within the time specified under applicable law.

Undertakings by the Other Selling Shareholders

Each Other Selling Shareholder severally and not jointly undertakes that:

- the Equity Shares being sold by it pursuant to the Offer for Sale, have been held by it in accordance with Regulation 26(6) of the SEBI ICDR Regulations, or issued pursuant to a bonus issue or issued pursuant to conversion of preference shares are fully paid-up and are in dematerialised form;

- the Equity Shares proposed to be sold/transferred by each Selling Shareholder pursuant to the Offer for Sale, is held by it or its respective trustee for the benefit of and on behalf of such Selling Shareholder, as the case may be;

- it is the legal and beneficial owner of, and has full title to, the Equity Shares proposed to be sold/transferred by it pursuant to the Offer for Sale;

- the Equity Shares being sold by it pursuant to the Offer are free and clear of any liens or encumbrances and shall be transferred to the investors within the time specified under applicable law;

- it shall not offer, lend, pledge, encumber, sell, contract to sell or otherwise transfer or dispose of, directly or indirectly, any of the Equity Shares offered in the Offer for Sale;

- it shall provide such reasonable support and extend such reasonable co-operation as may be required by our Company for the completion of the necessary formalities for listing and commencement of trading at all the stock exchanges where the Equity Shares are proposed to be listed within six Working Days from the Bid/Offer Closing Date of the Offer and in sending a suitable communication, where refunds are made through electronic transfer of funds, to the applicant within six Working Days from the Bid/Offer Closing Date, giving details of the bank where refunds shall be credited along with amount and expected date of electronic credit of refund. In case of delay, interest as per applicable law shall be paid by them to the extent of the offered shares;

- it shall not have recourse to the proceeds of the Offer until final approval for trading of the Equity Shares from all Stock Exchanges where listing is sought has been received;

- it shall deliver the Equity Shares being offered by it in the Offer into an escrow account two days prior to the filing of the Red Herring Prospectus with the RoC;

- it shall not further transfer the Equity Shares except in the Offer during the period commencing from submission of this Draft Red Herring Prospectus until the final trading approvals from all the Stock Exchanges have been obtained for the Equity Shares Allotted/to be Allotted pursuant to the Offer and shall not sell, dispose of in any manner or create any lien, charge or encumbrance on the Equity Shares offered by it in the Offer;

- it shall comply with all applicable laws, in India, including the Companies Act, the SEBI ICDR Regulations, the FEMA and the applicable circulars, guidelines and regulations issued by SEBI and RBI, each in relation to the Equity Shares offered by it in the Offer;

- all monies received out of the Offer shall be credited/transferred to a separate bank account other than the bank account referred to in sub-section (3) of Section 40 of the Companies Act, 2013; and

- they shall give appropriate instructions for dispatch of the refund orders or Allotment Advice to successful Bidders within the time specified under applicable law.

Utilisation of Offer proceeds

The Board of Directors certify that:

- all monies received out of the Offer shall be credited/transferred to a separate bank account other than the bank account referred to in sub-section (3) of Section 40 of the Companies Act, 2013;

- details of all monies utilised out of the Offer shall be disclosed, and continue to be disclosed till the time any part of the Offer proceeds remains unutilised, under an appropriate head in the balance sheet of our Company indicating the purpose for which such monies have been utilised;

- details of all unutilised monies out of the Offer, if any shall be disclosed under an appropriate separate head in the balance sheet indicating the form in which such unutilised monies have been invested;

- the utilisation of monies received under the Promoters' contribution, if any, shall be disclosed, and continue to be disclosed till the time any part of the Offer proceeds remains unutilised, under an appropriate head in the balance sheet of our Company indicating the purpose for which such monies have been utilised; and

- the details of all unutilised monies out of the funds received under the Promoters' contribution, if any, shall be disclosed under a separate head in the balance sheet of our Company indicating the form in which such unutilised monies have been invested.

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, 1956, 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/Applicants should not construe the contents of this General Information Document as legal advice and should consult their own legal counsel and other advisors in relation to the legal matters concerning the Issue. For taking an investment decision, the Bidders/Applicants should rely on their own examination of the Issuer and the Issue, and should carefully read the Red Herring Prospectus/Prospectus before investing in the Issue.

SECTION 1: PURPOSE OF THE GENERAL INFORMATION DOCUMENT (GID)

This document is applicable to the public issues undertaken through the Book-Building process as well as to the Fixed Price Issues. The purpose of the "General Information Document for Investing in Public Issues" is to provide general guidance to potential Bidders/Applicants in IPOs and FPOs, on the processes and procedures governing IPOs and FPOs, undertaken in accordance with the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 ("**SEBI ICDR Regulations, 2009**")

Bidders/Applicants should note that investment in equity and equity related securities involves risk and Bidder/Applicant should not invest any funds in the Issue unless they can afford to take the risk of losing their investment. The specific terms relating to securities and/or for subscribing to securities in an Issue and the relevant information about the Issuer undertaking the Issue are set out in the Red Herring Prospectus ("**RHP**")/ Prospectus filed by the Issuer with the Registrar of Companies ("**RoC**"). Bidders/Applicants should carefully read the entire RHP/Prospectus and the Bid cum Application Form/Application Form and the Abridged Prospectus of the Issuer in which they are proposing to invest through the Issue. In case of any difference in interpretation or conflict and/or overlap between the disclosure included in this document and the RHP/Prospectus, the disclosures in the RHP/Prospectus shall prevail. The RHP/Prospectus of the Issuer is available on the websites of stock exchanges, on the website(s) of the **BRLM(s)** to the Issue and on the website of Securities and Exchange Board of India ("**SEBI**") at www.sebi.gov.in.

For the definitions of capitalized terms and abbreviations used herein Bidders/Applicants may see "Glossary and Abbreviations".

SECTION 2: BRIEF INTRODUCTION TO IPOs/FPOs

2.1 Initial public offer (IPO)

An IPO means an offer of specified securities by an unlisted Issuer to the public for subscription and may include an Offer for Sale of specified securities to the public by any existing holder of such securities in an unlisted Issuer.

For undertaking an IPO, an Issuer is inter-alia required to comply with the eligibility requirements of in terms of either Regulation 26(1) or Regulation 26(2) of the SEBI ICDR Regulations, 2009. For details of compliance with the eligibility requirements by the Issuer Bidders/Applicants may refer to the RHP/Prospectus.

2.2 Further public offer (FPO)

An FPO means an offer of specified securities by a listed Issuer to the public for subscription and may include Offer for Sale of specified securities to the public by any existing holder of such securities in a listed Issuer.

For undertaking an FPO, the Issuer is inter-alia required to comply with the eligibility requirements in terms of Regulation 26/27 of SEBI ICDR Regulations, 2009. For details of compliance with the eligibility requirements by the Issuer Bidders/Applicants may refer to the RHP/Prospectus.

2.3 Other Eligibility Requirements:

In addition to the eligibility requirements specified in paragraphs 2.1 and 2.2, an Issuer proposing to undertake an IPO or an FPO is required to comply with various other requirements as specified in the SEBI ICDR Regulations, 2009, the Companies Act, 1956 (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.

For details in relation to the above Bidders/Applicants may refer to the RHP/Prospectus.

2.4 Types of Public Issues – Fixed Price Issues and Book Built Issues

In accordance with the provisions of the SEBI ICDR Regulations, 2009, an Issuer can either determine the Issue Price through the Book Building Process ("**Book Built Issue**") or undertake a Fixed Price Issue ("**Fixed Price Issue**"). An Issuer may mention Floor Price or Price Band in the RHP (in case of a Book Built Issue) and a Price or Price Band in the Draft Prospectus (in case of a fixed price Issue) and determine the price at a later date before registering the Prospectus with the Registrar of Companies.

The cap on the Price Band should be less than or equal to 120% of the Floor Price. The Issuer shall announce the Price or the Floor Price or the Price Band through advertisement in all newspapers in which the pre-issue advertisement was given at least five Working Days before the Bid/Issue Opening Date, in case of an IPO and at least one Working Day before the Bid/Issue Opening Date, in case of an FPO.

The Floor Price or the Issue price cannot be lesser than the face value of the securities.

Bidders/Applicants should refer to the RHP/Prospectus or Issue advertisements to check whether the Issue is a Book Built Issue or a Fixed Price Issue.

2.5 ISSUE PERIOD

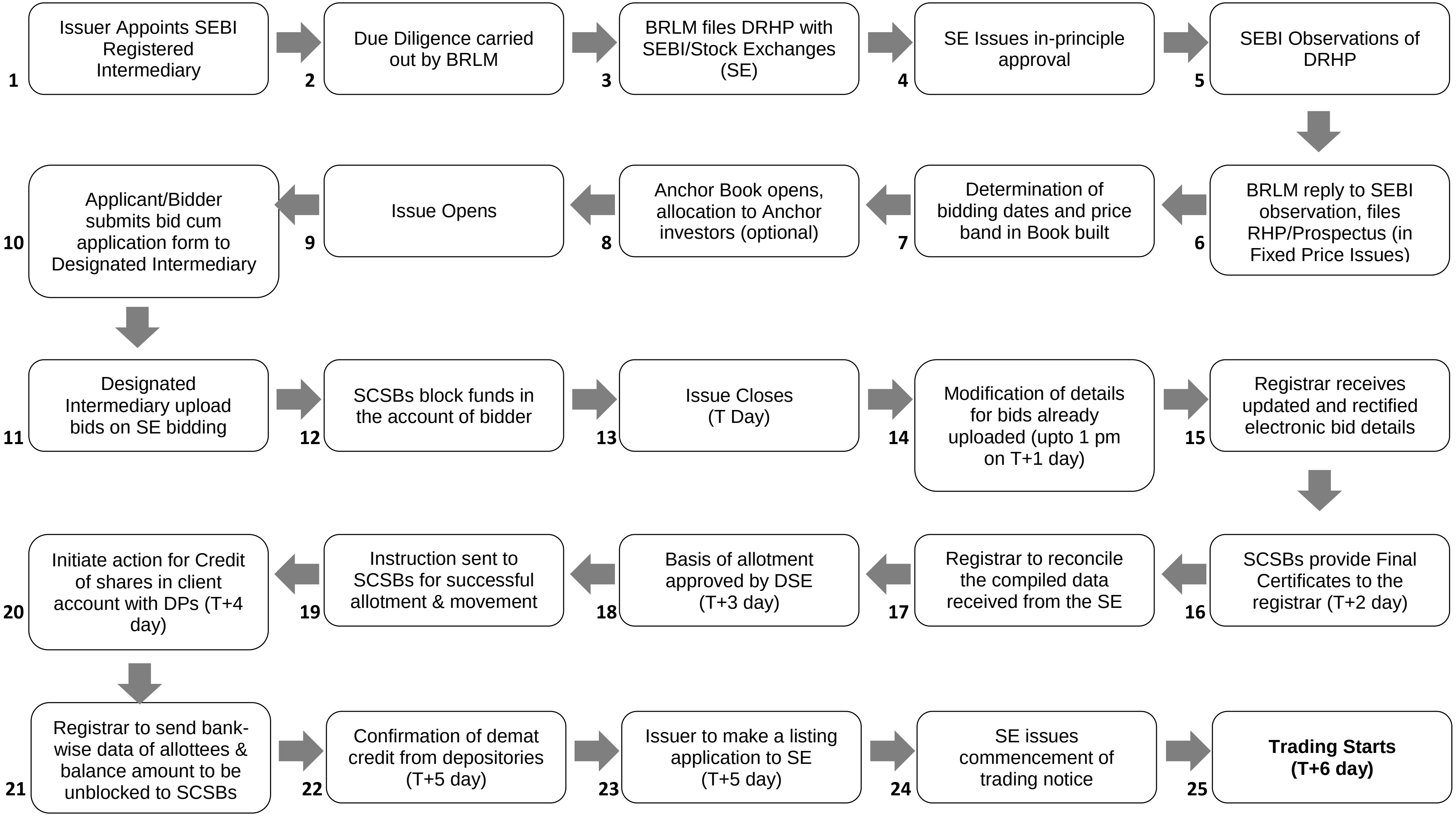
The Issue may be kept open for a minimum of three Working Days (for all category of Bidders/Applicants) and not more than ten Working Days. Bidders/Applicants are advised to refer to the Bid cum Application Form and Abridged Prospectus or RHP/Prospectus for details of the Bid/Issue Period. Details of Bid/Issue Period are also available on the website of the Stock Exchange(s).

In case of a Book Built Issue, the Issuer may close the Bid/Issue Period for QIBs one Working Day prior to the Bid/Issue Closing Date if disclosures to that effect are made in the RHP. In case of revision of the Floor Price or Price Band in Book Built Issues the Bid/Issue Period may be extended by at least three Working Days, subject to the total Bid/Issue Period not exceeding 10 Working Days. For details of any revision of the Floor Price or Price Band, Bidders/Applicants may check the announcements made by the Issuer on the websites of the Stock Exchanges and the BRLM(s), and the advertisement in the newspaper(s) issued in this regard.

2.6 FLOWCHART OF TIMELINES

A flow chart of process flow in Fixed Price and Book Built Issues is as follows. [Bidders/Applicants may note that this is not applicable for Fast Track FPOs.]:

- In case of Issue other than Book Build Issue (Fixed Price Issue) the process at the following of the below mentioned steps shall be read as:
    i. Step 7: Determination of Issue Date and Price
    ii. Step 10: Applicant submits ASBA Form with any of the Designated Intermediaries


1 Issuer Appoints SEBI Registered Intermediary
2 Due Diligence carried out by BRLM
3 BRLM files DRHP with SEBI/Stock Exchanges (SE)
4 SE Issues in-principle approval
5 SEBI Observations of DRHP
6 BRLM reply to SEBI observation, files RHP/Prospectus (in Fixed Price Issues)
7 Determination of bidding dates and price band in Book built
8 Anchor Book opens, allocation to Anchor investors (optional)
9 Issue Opens
10 Applicant/Bidder submits bid cum application form to Designated Intermediary
11 Designated Intermediary upload bids on SE bidding
12 SCSBs block funds in the account of bidder
13 Issue Closes (T Day)
14 Modification of details for bids already uploaded (upto 1 pm on T+1 day)
15 Registrar receives updated and rectified electronic bid details
16 SCSBs provide Final Certificates to the registrar (T+2 day)
17 Registrar to reconcile the compiled data received from the SE
18 Basis of allotment approved by DSE (T+3 day)
19 Instruction sent to SCSBs for successful allotment & movement
20 Initiate action for Credit of shares in client account with DPs (T+4 day)
21 Registrar to send bank-wise data of allottees & balance amount to be unblocked to SCSBs
22 Confirmation of demat credit from depositories (T+5 day)
23 Issuer to make a listing application to SE (T+5 day)
24 SE issues commencement of trading notice
25 Trading Starts (T+6 day)

SECTION 3: CATEGORY OF INVESTORS ELIGIBLE TO PARTICIPATE IN AN ISSUE

Each Bidder/Applicant should check whether it is eligible to apply under applicable law. Furthermore, certain categories of Bidders/Applicants, such as NRIs, FIIs, FPIs and FVCIs may not be allowed to Bid/Apply in the Issue or to hold Equity Shares, in excess of certain limits specified under applicable law. Bidders/Applicants are requested to refer to the RHP/Prospectus for more details.

Subject to the above, an illustrative list of Bidders/Applicants is as follows:

- Indian nationals resident in India who are competent to contract under the Indian Contract Act, 1872, in single or joint names (not more than three);
- Bids/Applications belonging to an account for the benefit of a minor (under guardianship);
- Hindu Undivided Families or HUFs, in the individual name of the *Karta*. The Bidder/Applicant should specify that the Bid is being made in the name of the HUF in the Bid cum Application Form/Application Form as follows: "Name of sole or first Bidder/Applicant: XYZ Hindu Undivided Family applying through XYZ, where XYZ is the name of the *Karta*". Bids/Applications by HUFs may be considered at par with Bids/Applications from individuals;
- Companies, corporate bodies and societies registered under applicable law in India and authorised to invest in equity shares;
- QIBs;
- NRIs on a repatriation basis or on a non-repatriation basis subject to applicable law;
- Indian Financial Institutions, regional rural banks, co-operative banks (subject to RBI regulations and the SEBI ICDR Regulations, 2009 and other laws, as applicable);
- FIIs and sub-accounts registered with SEBI, other than a sub-account which is a foreign corporate or foreign individual, bidding under the QIBs category;
- Sub-accounts of FIIs registered with SEBI, which are foreign corporates or foreign individuals only under the Non Institutional Bidder ("**NIBs**") category;
- FPIs other than Category III foreign portfolio investors Bidding under the QIBs category;
- FPIs which are Category III foreign portfolio investors, Bidding under the NIBs category;
- Trusts/societies registered under the Societies Registration Act, 1860, or under any other law relating to trusts/societies and who are authorised under their respective constitutions to hold and invest in equity shares;
- Scientific and/or industrial research organisations authorised in India to invest in the Equity Shares;
- Limited liability partnerships registered under the Limited Liability Partnership Act, 2008;
- Any other person eligible to Bid/Apply in the Issue, under the laws, rules, regulations, guidelines and policies applicable to them and under Indian laws; and
- As per the existing regulations, OCBs are not allowed to participate in an Issue.

SECTION 4: APPLYING IN THE ISSUE

Book Built Issue: Bidders should only use the specified ASBA Form (or in case of Anchor Investors, the Anchor Investor Application Form) bearing the stamp of a Designated Intermediary, as available or downloaded from the websites of the Stock Exchanges.

Bid cum Application Forms are available with the Book Running and Lead Managers, the Designated Intermediaries at the Bidding Centres and at the registered office of the Issuer. Electronic Bid cum Application Forms will be available on the websites of the Stock Exchanges at least one day prior to the Bid/Issue Opening Date. For further details regarding availability of Bid cum Application Forms, Bidders may refer to the RHP/Prospectus.

Fixed Price Issue: Applicants should only use the specified Bid cum Application Form bearing the stamp of the relevant Designated Intermediaries, as available or downloaded from the websites of the Stock Exchanges. Application Forms are available with the Designated Branches of the SCSBs and at the Registered 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
Resident Indian, Eligible NRIs applying on a non-repatriation basis	White
NRIs, FVCIs, FIIs, their sub-accounts (other than sub-accounts which are foreign corporate(s) or foreign individuals bidding under the QIB), FPIs, on a repatriation basis	Blue
Anchor Investors (where applicable) & Bidders Bidding/applying in the reserved category	[As specified by the Issuer]

Securities issued in an IPO can only be in dematerialized form in compliance with Section 29 of the Companies Act, 2013. Bidders/Applicants will not have the option of getting the Allotment of specified securities in physical form. However, they may get the specified securities rematerialised subsequent to Allotment.

4.1 INSTRUCTIONS FOR FILLING THE BID CUM APPLICATION FORM/ APPLICATION FORM

Bidders/Applicants may note that forms not filled completely or correctly as per instructions provided in this GID, the RHP and the Bid cum Application Form/Application Form are liable to be rejected.

Instructions to fill each field of the Bid cum Application Form can be found on the reverse side of the Bid cum Application Form. Specific instructions for filling various fields of the Resident Bid cum Application Form and Non-Resident Bid cum Application Form and samples are provided below.

The samples of the Bid cum Application Form for resident Bidders and the Bid cum Application Form for non-resident Bidders are reproduced below:

TEAR HERE

COMMON BID CUM APPLICATION FORM	XYZ LIMITED - INITIAL PUBLIC ISSUE - R Address : .... Contact Details: .... CIN No	FOR RESIDENT INDIANS, INCLUDING RESIDENT QIBs AND ELIGIBLE NRIs APPLYING ON A NON-REPATRIATION BASIS

LOGO

TO,
THE BOARD OF DIRECTORS
XYZ LIMITED

BOOK BUILT ISSUE

ISIN : ....

Bid cum Application Form No.

SYNDICATE MEMBER'S STAMP & CODE	BROKER/SCSB/DP/RTA STAMP & CODE
SUB-BROKER'S / SUB-AGENT'S STAMP & CODE	ESCROW BANK/SCSB BRANCH STAMP & CODE
BANK BRANCH SERIAL NO.	SCSB SERIAL NO.

1. NAME & CONTACT DETAILS OF SOLE / FIRST BIDDER

Mr. / Ms.

Address

Email

Tel. No (with STD code) / Mobile

2. PAN OF SOLE / FIRST BIDDER

3. BIDDER'S DEPOSITORY ACCOUNT DETAILS ☐ NSDL ☐ CDSL

For NSDL enter 8 digit DP ID followed by 8 digit Client ID / For CDSL enter 16 digit Client ID

4. BID OPTIONS (ONLY RETAIL INDIVIDUAL BIDDERS CAN BID AT "CUT-OFF")

Bid Options	No. of Equity Shares Bid (In Figures) (Bids must be in multiples of Bid Lot as advertised)	Price per Equity Share (₹)/ "Cut-off" (Price in multiples of ₹ 1/- only) (In Figures)			
	8 | 7 | 6 | 5 | 4 | 3 | 2 | 1	Bid Price 3 | 2 | 1	Retail Discount 3 | 2 | 1	Net Price 3 | 2 | 1	"Cut-off" (Please ✓ tick)
Option 1					☐
(OR) Option 2					☐
(OR) Option 3					☐

5. CATEGORY

☐ Retail Individual Bidder

☐ Non-Institutional Bidder

☐ QIB

6. INVESTOR STATUS

☐ Individual(s) - IND
☐ Hindu Undivided Family* - HUF
☐ Bodies Corporate - CO
☐ Banks & Financial Institutions - FI
☐ Mutual Funds - MF
☐ Non-Resident Indians - NRI (Non-Repatriation basis)
☐ National Investment Fund - NIF
☐ Insurance Funds - IF
☐ Insurance Companies - IC
☐ Venture Capital Funds - VCF
☐ Alternative Investment Funds - AIF
☐ Others (Please specify) - OTH

*HUF should apply only through Karta (Application by HUF would be treated on par with Individual)

7. PAYMENT DETAILS PAYMENT OPTION : FULL PAYMENT ☐ PART PAYMENT ☐

Amount paid (₹ in figures) (₹ in words)

ASBA Bank A/c No.

Bank Name & Branch

I/WE (ON BEHALF OF JOINT APPLICANTS, IF ANY) HEREBY CONFIRM THAT I/WE HAVE READ AND UNDERSTOOD THE TERMS AND CONDITIONS OF THIS BID CUM APPLICATION FORM AND THE ATTACHED ABRIDGED PROSPECTUS AND THE GENERAL INFORMATION DOCUMENT FOR INVESTING IN PUBLIC ISSUES ("GID") AND HEREBY AGREE AND CONFIRM THE 'BIDDERS UNDERTAKING' AS GIVEN OVERLEAF. I/WE (ON BEHALF OF JOINT APPLICANTS, IF ANY) HEREBY CONFIRM THAT I/WE HAVE READ THE INSTRUCTIONS FOR FILLING UP THE BID CUM APPLICATION FORM GIVEN OVERLEAF.

8A. SIGNATURE OF SOLE/ FIRST BIDDER	8B. SIGNATURE OF ASBA BANK ACCOUNT HOLDER(S) (AS PER BANK RECORDS)	BROKER / SCSB / DP / RTA STAMP (Acknowledging upload of Bid in Stock Exchange system)
	I/We authorize the SCSB to do all acts as are necessary to make the Application in the Issue	
	1)	
	2)	
Date :	3)	

PLEASE FILL IN BLOCK LETTERS

TEAR HERE

LOGO

XYZ LIMITED INITIAL PUBLIC ISSUE - R	Acknowledgement Slip for Broker/SCSB/ DP/RTA	Bid cum Application Form No.

DPID / CLID

PAN of Sole / First Bidder

Amount paid (₹ in figures)	Bank & Branch	Stamp & Signature of SCSB Branch
ASBA Bank A/c No.		
Received from Mr./Ms.		
Telephone / Mobile	Email	

TEAR HERE

XYZ LIMITED - INITIAL PUBLIC ISSUE - R

	Option 1	Option 2	Option 3
No. of Equity Shares			
Bid Price			
Amount Paid (₹)			

ASBA Bank A/c No.

Bank & Branch

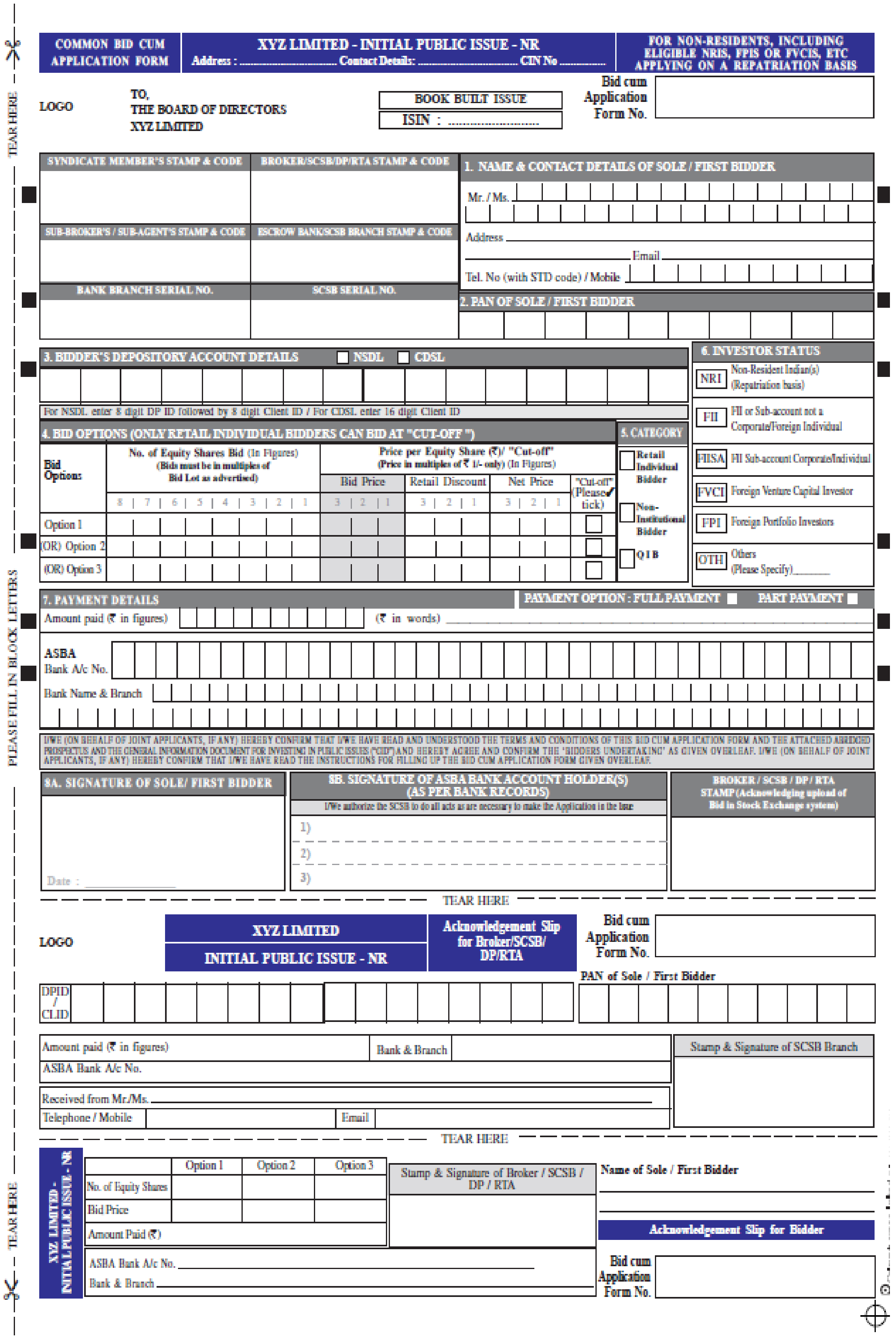
Stamp & Signature of Broker / SCSB / DP / RTA

Name of Sole / First Bidder

Acknowledgement Slip for Bidder

Bid cum Application Form No.

TEAR HERE


COMMON BID CUM APPLICATION FORM

XYZ LIMITED - INITIAL PUBLIC ISSUE - NR

Address : .... Contact Details: .... CIN No ....

FOR NON-RESIDENTS, INCLUDING ELIGIBLE NRIS, FPIS OR FVCIS, ETC APPLYING ON A REPATRIATION BASIS

LOGO

TO,
THE BOARD OF DIRECTORS
XYZ LIMITED

BOOK BUILT ISSUE
ISIN : ....

Bid cum Application Form No.

SYNDICATE MEMBER'S STAMP & CODE | BROKER/SCSB/DP/RTA STAMP & CODE

SUB-BROKER'S / SUB-AGENT'S STAMP & CODE | ESCROW BANK/SCSB BRANCH STAMP & CODE

BANK BRANCH SERIAL NO. | SCSB SERIAL NO.

1. NAME & CONTACT DETAILS OF SOLE / FIRST BIDDER

Mr. / Ms.

Address

Email

Tel. No (with STD code) / Mobile

2. PAN OF SOLE / FIRST BIDDER

3. BIDDER'S DEPOSITORY ACCOUNT DETAILS NSDL CDSL

For NSDL enter 8 digit DP ID followed by 8 digit Client ID / For CDSL enter 16 digit Client ID

4. BID OPTIONS (ONLY RETAIL INDIVIDUAL BIDDERS CAN BID AT "CUT-OFF")

Bid Options	No. of Equity Shares Bid (In Figures) (Bids must be in multiples of Bid Lot as advertised)	Price per Equity Share (₹)/ "Cut-off" (Price in multiples of ₹ 1/- only) (In Figures) Bid Price	Retail Discount	Net Price	"Cut-off" (Please ✓ tick)
	8 | 7 | 6 | 5 | 4 | 3 | 2 | 1	3 | 2 | 1	3 | 2 | 1	3 | 2 | 1	
Option 1					
(OR) Option 2					
(OR) Option 3					

5. CATEGORY

Retail Individual Bidder

Non-Institutional Bidder

QIB

6. INVESTOR STATUS

NRI Non-Resident Indian(s) (Repatriation basis)

FII FII or Sub-account not a Corporate/Foreign Individual

FIISA FII Sub-account Corporate/Individual

FVCI Foreign Venture Capital Investor

FPI Foreign Portfolio Investors

OTH Others (Please Specify)________

7. PAYMENT DETAILS

PAYMENT OPTION : FULL PAYMENT PART PAYMENT

Amount paid (₹ in figures) (₹ in words)

ASBA Bank A/c No.

Bank Name & Branch

I/WE (ON BEHALF OF JOINT APPLICANTS, IF ANY) HEREBY CONFIRM THAT I/WE HAVE READ AND UNDERSTOOD THE TERMS AND CONDITIONS OF THIS BID CUM APPLICATION FORM AND THE ATTACHED ABRIDGED PROSPECTUS AND THE GENERAL INFORMATION DOCUMENT FOR INVESTING IN PUBLIC ISSUES ("GID") AND HEREBY AGREE AND CONFIRM THE 'BIDDERS UNDERTAKING' AS GIVEN OVERLEAF. I/WE (ON BEHALF OF JOINT APPLICANTS, IF ANY) HEREBY CONFIRM THAT I/WE HAVE READ THE INSTRUCTIONS FOR FILLING UP THE BID CUM APPLICATION FORM GIVEN OVERLEAF.

8A. SIGNATURE OF SOLE/ FIRST BIDDER

Date : ____________

8B. SIGNATURE OF ASBA BANK ACCOUNT HOLDER(S) (AS PER BANK RECORDS)

I/We authorize the SCSB to do all acts as are necessary to make the Application in the Issue

1)

2)

3)

BROKER / SCSB / DP / RTA STAMP (Acknowledging upload of Bid in Stock Exchange system)

TEAR HERE

LOGO

XYZ LIMITED
INITIAL PUBLIC ISSUE - NR

Acknowledgement Slip for Broker/SCSB/ DP/RTA

Bid cum Application Form No.

PAN of Sole / First Bidder

DPID / CLID

Amount paid (₹ in figures) | Bank & Branch

ASBA Bank A/c No.

Stamp & Signature of SCSB Branch

Received from Mr./Ms.

Telephone / Mobile | Email

TEAR HERE

XYZ LIMITED - INITIAL PUBLIC ISSUE - NR

	Option 1	Option 2	Option 3
No. of Equity Shares			
Bid Price			
Amount Paid (₹)			

Stamp & Signature of Broker / SCSB / DP / RTA

Name of Sole / First Bidder

Acknowledgement Slip for Bidder

ASBA Bank A/c No.

Bank & Branch

Bid cum Application Form No.

TEAR HERE

PLEASE FILL IN BLOCK LETTERS

4.1.1 **FIELD NUMBER 1: NAME AND CONTACT DETAILS OF THE SOLE/FIRST BIDDER/APPLICANT**

(a) Bidders/Applicants should ensure that the name provided in this field is exactly the same as the name in which the Depository Account is held.

(b) **Mandatory Fields**: Bidders/Applicants should note that the name and address fields are compulsory and e-mail and/or telephone number/mobile number fields are optional. Bidders/Applicants should note that the contact details mentioned in the Bid-cum Application Form/Application Form may be used to dispatch communications in case the communication sent to the address available with the Depositories are returned undelivered or are not available. The contact details provided in the Bid cum Application Form may be used by the Issuer, the Designated Intermediaries and the Registrar to the Issue only for correspondence(s) related to an Issue and for no other purposes.

(c) **Joint Bids/Applications**: In the case of Joint Bids/Applications, the Bids /Applications should be made in the name of the Bidder/Applicant whose name appears first in the Depository account. The name so entered should be the same as it appears in the Depository records. The signature of only such first Bidder/Applicant would be required in the Bid cum Application Form/Application Form and such first Bidder/Applicant would be deemed to have signed on behalf of the joint holders. All communications may be addressed to such Bidder/Applicant and may be dispatched to his or her address as per the Demographic. Details received from the Depositories.

(d) **Impersonation**: Attention of the Bidders/Applicants is specifically drawn to the provisions of sub-section (1) of Section 38 of the Companies Act, 2013 which is reproduced below: **"*Any person who: (a) makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or (b) makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or (c) otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name, shall be liable for action under Section 447.*"**

The liability prescribed under Section 447 of the Companies Act, 2013 includes imprisonment for a term which shall not be less than six months extending up to 10 years (provided that where the fraud involves public interest, such term shall not be less than three years) and fine of an amount not less than the amount involved in the fraud, extending up to three times of such amount.

(e) **Nomination Facility to Bidder/Applicant:** Nomination facility is available in accordance with the provisions of Section 72 of the Companies Act, 2013. In case of Allotment of the Equity Shares in 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/Applicants should inform their respective DP.

4.1.2 **FIELD NUMBER 2: PAN OF SOLE/FIRST BIDDER/APPLICANT**

(a) PAN (of the sole/ first Bidder/Applicant) provided in the Bid cum Application Form/Application Form should be exactly the same as the PAN of the person(s) in whose sole or first name the relevant beneficiary account is held as per the Depositories' records.

(b) PAN is the sole identification number for participants transacting in the securities market irrespective of the amount of transaction except for Bids/Applications on behalf of the Central or State Government, Bids/Applications by officials appointed by the courts, Bids/Applications by investors who are exempt from the requirement of obtaining/ specifying their PAN for transacting in the securities market and Bids/Applications by Bidders/Applicants residing in Sikkim ("PAN Exempted Bidders/Applicants"). Consequently, all Bidders/Applicants, other than the PAN Exempted Bidders/Applicants, are required to disclose their PAN in the Bid cum Application Form/Application Form, irrespective of the Bid/Application Amount. Bids/Applications by the Bidders/Applicants whose PAN is not available as per the Demographic Details available in their Depository records, are liable to be rejected.

(c) The exemption for the PAN Exempted Bidders/Applicants is subject to (a) the Demographic Details received from the respective Depositories confirming the exemption granted to the beneficiary owner by a suitable description in the PAN field and the beneficiary account remaining in "active status"; and (b) in the case of residents of Sikkim, the address as per the Demographic Details evidencing the same.

(d) Bid cum Application Forms which provide the GIR Number instead of PAN may be rejected.

(e) Bids/Applications by Bidders/Applicants whose demat accounts have been 'suspended for credit' are liable to be rejected pursuant to the circular issued by SEBI on July 29, 2010, bearing number

CIR/MRD/DP/22/2010. Such accounts are classified as "Inactive demat accounts" and Demographic Details are not provided by depositories.

4.1.3 **FIELD NUMBER 3: BIDDERS/APPLICANTS DEPOSITORY ACCOUNT DETAILS**

(a) Bidders/Applicants should ensure that DP ID and the Client ID are correctly filled in the Bid cum Application Form/Application Form. The DP ID and Client ID provided in the Bid cum Application Form/Application Form should match with the DP ID and Client ID available in the Depository database, **otherwise, the Bid cum Application Form is liable to be rejected.**

(b) Bidders/Applicants should ensure that the beneficiary account provided in the Bid cum Application Form/Application Form is active.

(c) Bidders/Applicants should note that on the basis of the DP ID and Client ID as provided in the Bid cum Application Form/Application Form, the Bidder/Applicant may be deemed to have authorized the Depositories to provide to the Registrar to the Issue, any requested Demographic Details of the Bidder/Applicant as available on the records of the depositories. These Demographic Details may be used, among other things, for other correspondence(s) related to an Issue.

(d) Bidders/Applicants are, advised to update any changes to their Demographic Details as available in the records of the Depository Participant to ensure accuracy of records. Any delay resulting from failure to update the Demographic Details would be at the Bidders/Applicants' sole risk.

4.1.4 **FIELD NUMBER 4: BID OPTIONS**

(a) Price or Floor Price or Price Band, minimum Bid Lot and Discount (if applicable) may be disclosed in the Prospectus/RHP by the Issuer. The Issuer is required to announce the Floor Price or Price Band, minimum Bid Lot and Discount (if applicable) by way of an advertisement in at least one English, one Hindi and one regional newspaper, with wide circulation, at least five Working Days before Bid/Issue Opening Date in case of an IPO, and at least one Working Day before Bid/Issue Opening Date in case of an FPO.

(b) The Bidders may Bid at or above Floor Price or within the Price Band for IPOs /FPOs undertaken through the Book Building Process. In the case of Alternate Book Building Process for an FPO, the Bidders may Bid at Floor Price or any price above the Floor Price (for further details Bidders may refer to (Section 5.6 (e))

(c) **Cut-Off Price:** Retail Individual Bidders or Employees or Retail Individual Shareholders can Bid at the Cut-off Price indicating their agreement to Bid for and purchase the Equity Shares at the Issue Price as determined at the end of the Book Building Process. Bidding at the Cut-off Price is prohibited for QIBs and NIBs and such Bids from QIBs and NIBs may be rejected.

(d) **Minimum Application Value and Bid Lot**: The Issuer in consultation with the BRLMs may decide the minimum number of Equity Shares for each Bid to ensure that the minimum application value is within the range of ₹ 10,000 to ₹ 15,000. The minimum Bid Lot is accordingly determined by an Issuer on basis of such minimum application value.

(e) **Allotment:** The Allotment of specified securities to each RIB shall not be less than the minimum Bid Lot, subject to availability of shares in the RIB category, and the remaining available shares, if any, shall be Allotted on a proportionate basis. For details of the Bid Lot, Bidders may to the RHP/Prospectus or the advertisement regarding the Price Band published by the Issuer.

4.1.4.1 **Maximum and Minimum Bid Size**

(a) The Bidder may Bid for the desired number of Equity Shares at a specific price. Bids by Retail Individual Bidders must be for such number of shares so as to ensure that the Bid Amount less Discount (as applicable), payable by the Bidder does not exceed ₹ 200,000.

In case the Bid Amount exceeds ₹ 200,000 due to revision of the Bid or any other reason, the Bid may be considered for allocation under the Non-Institutional Category, with it not being eligible for Discount then such Bid may be rejected if it is at the Cut-off Price.

(b) For NRIs, a Bid Amount of up to ₹ 200,000 may be considered under the Retail Category for the purposes of allocation and a Bid Amount exceeding ₹ 200,000 may be considered under the Non-Institutional Category for the purposes of allocation.

(c) Bids by QIBs and NIBs must be for such minimum number of shares such that the Bid Amount exceeds ₹ 200,000 and in multiples of such number of Equity Shares thereafter, as may be disclosed in the Bid cum Application Form and the RHP/Prospectus, or as advertised by the Issuer, as the case may be. NIBs and QIBs are not allowed to Bid at 'Cut-off Price'.

(d) In case the Bid Amount reduces to ₹ 200,000 or less due to a revision of the Price Band, Bids by the NIBs who are eligible for allocation in the Retail Category would be considered for allocation under the Retail Category. The maximum Bid Amount under the Employee Reservation Portion by an Eligible Employee shall not exceed ₹ 500,000 on a net basis. However, Allotment to an Eligible Employee in the Employee Reservation Portion may exceed ₹ 200,000 (which will be less Employee Discount) only in the event of an under-subscription in the Employee Reservation Portion and such unsubscribed portion may be Allotted on a proportionate basis to Eligible Employees Bidding in the Employee Reservation Portion, for a value in excess of ₹200,000, subject to the total Allotment to an Eligible Employee not exceeding ₹ 500,000 (which will be less Employee Discount).

(e) For Anchor Investors, if applicable, the Bid Amount shall be least ₹ 100 million. 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 Portion under the Anchor Investor Portion. Anchor Investors cannot withdraw their Bids or lower the size of their Bids (in terms of quantity of Equity Shares or the Bid Amount) at any stage after the Anchor Investor Bid/ Issue Period and are required to pay the Bid Amount at the time of submission of the Bid. In case the Anchor Investor Issue Price is lower than the Issue Price, the balance amount shall be payable as per the pay-in-date mentioned in the revised CAN. In case the Issue Price is lower than the Anchor Investor Issue Price, the amount in excess of the Issue Price paid by the Anchor Investors shall not be refunded to them.

(g) A Bid cannot be submitted for more than the Issue size.

(h) The maximum Bid by any Bidder including QIB Bidder should not exceed the investment limits prescribed for them under the applicable laws.

(i) The price and quantity options submitted by the Bidder in the Bid cum Application Form may be treated as optional bids from the Bidder and may not be cumulated. After determination of the Issue Price, the highest number of Equity Shares Bid for by a Bidder at or above the Issue Price may be considered for Allotment and the rest of the Bid(s), irrespective of the Bid Amount may automatically become invalid. This is not applicable in case of FPOs undertaken through Alternate Book Building Process (For details of Bidders may refer to (Section 5.6 (e))

4.1.4.2 **Multiple Bids**

(a) Bidder should submit only one Bid cum Application Form. Bidder shall have the option to make a maximum of three Bids at different price levels in the Bid cum Application Form and such options are not considered as multiple Bids.

Submission of a second Bid cum Application Form to either the same or to another Designated Intermediary and duplicate copies of Bid cum Application Forms bearing the same application number shall be treated as multiple Bids and are liable to be rejected.

(b) Bidders are requested to note the following procedures may be followed by the Registrar to the Issue to detect multiple Bids:

i. All Bids may be checked for common PAN as per the records of the Depository. For Bidders other than Mutual Funds 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 Net Issue portion in public category.

ii. Separate Bids by Mutual Funds in respect of more than one scheme of the Mutual Fund provided that the Bids clearly indicate the scheme for which the Bid has been made.

iii. Bids by Mutual Funds, 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 Category.

4.1.5 FIELD NUMBER 5: CATEGORY OF BIDDERS

(a) The categories of Bidders identified as per the SEBI ICDR Regulations, 2009 for the purpose of Bidding, allocation and Allotment in the Issue are RIBs, NIBs and QIBs.

(b) Up to 60% of the QIB Category can be allocated by the Issuer, on a discretionary basis subject to the criteria of minimum and maximum number of Anchor Investors based on allocation size, to the Anchor Investors, in accordance with the SEBI ICDR Regulations, 2009, with one-third of the Anchor Investor Portion reserved for domestic Mutual Funds subject to valid Bids being received at or above the Issue Price. For details regarding allocation to Anchor Investors, Bidders may refer to the RHP/Prospectus.

(c) An Issuer can make reservation for certain categories of Bidders/Applicants as permitted under the SEBI ICDR Regulations, 2009. For details of any reservations made in the Issue, Bidders/Applicants may refer to the RHP/Prospectus.

(d) The SEBI ICDR Regulations, 2009, specify the allocation or Allotment that may be made to various categories of Bidders in an Issue depending upon compliance with the eligibility conditions. Details pertaining to allocation are disclosed on reverse side of the Revision Form. For Issue specific details in relation to allocation Bidder/Applicant may refer to the RHP/Prospectus.

4.1.6 FIELD NUMBER 6: INVESTOR STATUS

(a) Each Bidder/Applicant should check whether it is eligible to apply under applicable law and ensure that any prospective Allotment to it in the Issue is in compliance with the investment restrictions under applicable law.

(b) Certain categories of Bidders/Applicants, such as NRIs, FPIs and FVCIs may not be allowed to Bid/Apply in the Issue or hold Equity Shares exceeding certain limits specified under applicable law. Bidders/Applicants are requested to refer to the RHP/Prospectus for more details.

(c) Bidders/Applicants should check whether they are eligible to apply on non-repatriation basis or repatriation basis and should accordingly provide the investor status. Details regarding investor status are different in the Resident Bid cum Application Form and Non-Resident Bid cum Application Form.

(d) Bidders/Applicants should ensure that their investor status is updated in the Depository records.

4.1.7 FIELD NUMBER 7: PAYMENT DETAILS

(a) The full Bid Amount (net of any Discount, as applicable) shall be blocked in the ASBA Account based on the authorisation provided in the ASBA Form. If Discount is applicable in the Issue, the RIBs should indicate the full Bid Amount in the Bid cum Application Form and funds shall be blocked for the Bid

Amount net of Discount. Only in cases where the RHP/Prospectus indicates that part payment may be made, such an option can be exercised by the Bidder. In case of Bidders specifying more than one Bid Option in the Bid cum Application Form, the total Bid Amount may be calculated for the highest of three options at net price, *i.e.* Bid price less Discount offered, if any.

(b) RIBs who Bid at Cut-off Price shall arrange to block the Bid Amount based on the Cap Price.

(c) All Bidders (except Anchor Investors) have to participate in the Issue only through the ASBA mechanism.

(d) Bid Amount cannot be paid in cash, through money order or through postal order.

4.1.7.1 **Instructions for Anchor Investors:**

(a) Anchor Investors may submit their Bids with a Book Running Lead Manager.

(b) Payments should be made either by direct credit, RTGS, NECS or NEFT.

(c) The Escrow Collection Banks shall maintain the monies in the Escrow Account for and on behalf of the Anchor Investors until the Designated Date.

4.1.7.2 **Payment instructions for ASBA Bidders**

(a) Bidders may submit the ASBA Form either

i. in electronic mode through the internet banking facility offered by an SCSB authorizing blocking of funds that are available in the ASBA account specified in the Bid cum Application Form, or
ii. in physical mode to any Designated Intermediary.

(b) Bidders must specify the Bank Account number in the Bid cum Application Form. The Bid cum Application Form submitted by Bidder and which is accompanied by cash, demand draft, cheque, money order, postal order or any mode of payment other than blocked amounts in the ASBA Account maintained with an SCSB, will not be accepted.

(c) Bidders should ensure that the 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 Bids cum Application Forms can be submitted.

(f) Bidders should submit the Bid cum Application Form only at the Bidding Centres, 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 ASBA Forms submitted to such Designated Intermediary may not be accepted if the SCSB where the ASBA Account, as specified in the Bid cum Application Form, is maintained has not named at least one branch at that location for such Designated Intermediary, to deposit ASBA Forms.

(h) Bidders bidding directly through the SCSBs should ensure that the ASBA Form is submitted to a Designated Branch of a SCSB where the ASBA Account is maintained.

(i) Upon receipt of the ASBA Form, the Designated Branch of the SCSB may verify if sufficient funds equal to the Bid Amount are available in the ASBA Account, as mentioned in the Bid cum Application Form.

(j) If sufficient funds are available in the ASBA Account, the SCSB may block an amount equivalent to the Bid Amount mentioned in the ASBA Form and for application directly submitted to SCSB by investor, may enter each Bid option into the electronic bidding system as a separate Bid.

(k) If sufficient funds are not available in the ASBA Account, the Designated Branch of the SCSB may not accept such Bids and such bids are liable to be rejected.

(l) Upon submission of a completed ASBA Form each Bidder may be deemed to have agreed to block the entire Bid Amount and authorized the Designated Branch of the SCSB to block the Bid Amount specified in the ASBA Form in the ASBA Account maintained with the SCSBs.

(m) The Bid Amount may remain blocked in the aforesaid ASBA Account until finalisation of the Basis of Allotment and consequent transfer of the Bid Amount against the Allotted Equity Shares to the Public Issue Account, or until withdrawal or failure of the Issue, or until withdrawal or rejection of the Bid, as the case may be.

(n) SCSBs bidding in the Issue must apply through an Account maintained with any other SCSB; else their Bids are liable to be rejected.

4.1.7.2.1 **Unblocking of ASBA Account**

(a) Once the Basis of Allotment is approved by the Designated Stock Exchange, the Registrar to the Issue may provide the following details to the controlling branches of each SCSB, along with instructions to unblock the relevant bank accounts and for successful applications transfer the requisite money to the Public Issue Account designated for this purpose, within the specified timelines: (i) the number of Equity Shares to be Allotted against each Bid, (ii) the amount to be transferred from the relevant bank account to the Public Issue Account, for each Bid, (iii) the date by which funds referred to in (ii) above may be transferred to the Public Issue Account, and (iv) details of rejected Bids, if any, to enable the SCSBs to unblock the respective bank accounts.

(b) On the basis of instructions from the Registrar to the Issue, the SCSBs may transfer the requisite amount against each successful Bidder to the Public Issue Account and may unblock the excess amount, if any, in the ASBA Account.

(c) In the event of withdrawal or rejection of the ASBA Form and for unsuccessful Bids, the Registrar to the Issue may give instructions to the SCSB to unblock the Bid Amount in the relevant ASBA Account within six Working Days of the Bid/Issue Closing Date.

4.1.7.3 **Discount** (if applicable)

(a) The Discount is stated in absolute rupee terms.

(b) Bidders applying under RIB category, Retail Individual Shareholder and employees are only eligible for discount. For Discounts offered in the Issue, Bidders may refer to the RHP/Prospectus.

(c) The Bidders entitled to the applicable Discount in the Issue may block the Bid Amount less Discount.

Bidder may note that in case the net amount blocked (post Discount) is more than two lakh Rupees, the Bidding system automatically considers such applications for allocation under Non-Institutional Category. These applications are neither eligible for Discount nor fall under RIB category.

4.1.8 **FIELD NUMBER 8: SIGNATURES AND OTHER AUTHORISATIONS**

(a) Only the First Bidder/Applicant is required to sign the Bid cum Application Form/Application Form. Bidders/Applicants should ensure that signatures are in one of the languages specified in the Eighth Schedule to the Constitution of India.

(b) If the ASBA Account is held by a person or persons other than the Bidder/Applicant., then the Signature of the ASBA Account holder(s) is also required.

(c) The signature has to be correctly affixed in the authorization/undertaking box in the Bid cum Application Form/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/Application Form.

(d) Bidders/Applicants must note that Bid cum Application Form/Application Form without signature of Bidder/Applicant and /or ASBA Account holder is liable to be rejected.

4.1.9 **ACKNOWLEDGEMENT AND FUTURE COMMUNICATION**

(a) Bidders should ensure that they receive the Acknowledgment Slip duly signed and stamped by the Designated Intermediary, as applicable, for submission of the ASBA Form.

(b) All communications in connection with Bids made in the Issue may be addressed to the Registrar to the Issue with a copy to the relevant Designated Intermediary to whom the Bid cum Application Form was submitted. The Bidder should give full details such as name of the sole or first Bidder/Applicant, Bid cum Application Form number, Bidders'/Applicants' DP ID, Client ID, PAN, date of the submission of Bid cum Application Form, address of the Bidder, number of the Equity Shares applied for and the name and address of the Designated Intermediary where the Bid cum Application Form was submitted by the Bidder.

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

For further details, Bidder/Applicant may refer to the RHP/Prospectus and the Bid cum Application Form.

4.2 INSTRUCTIONS FOR FILING THE REVISION FORM

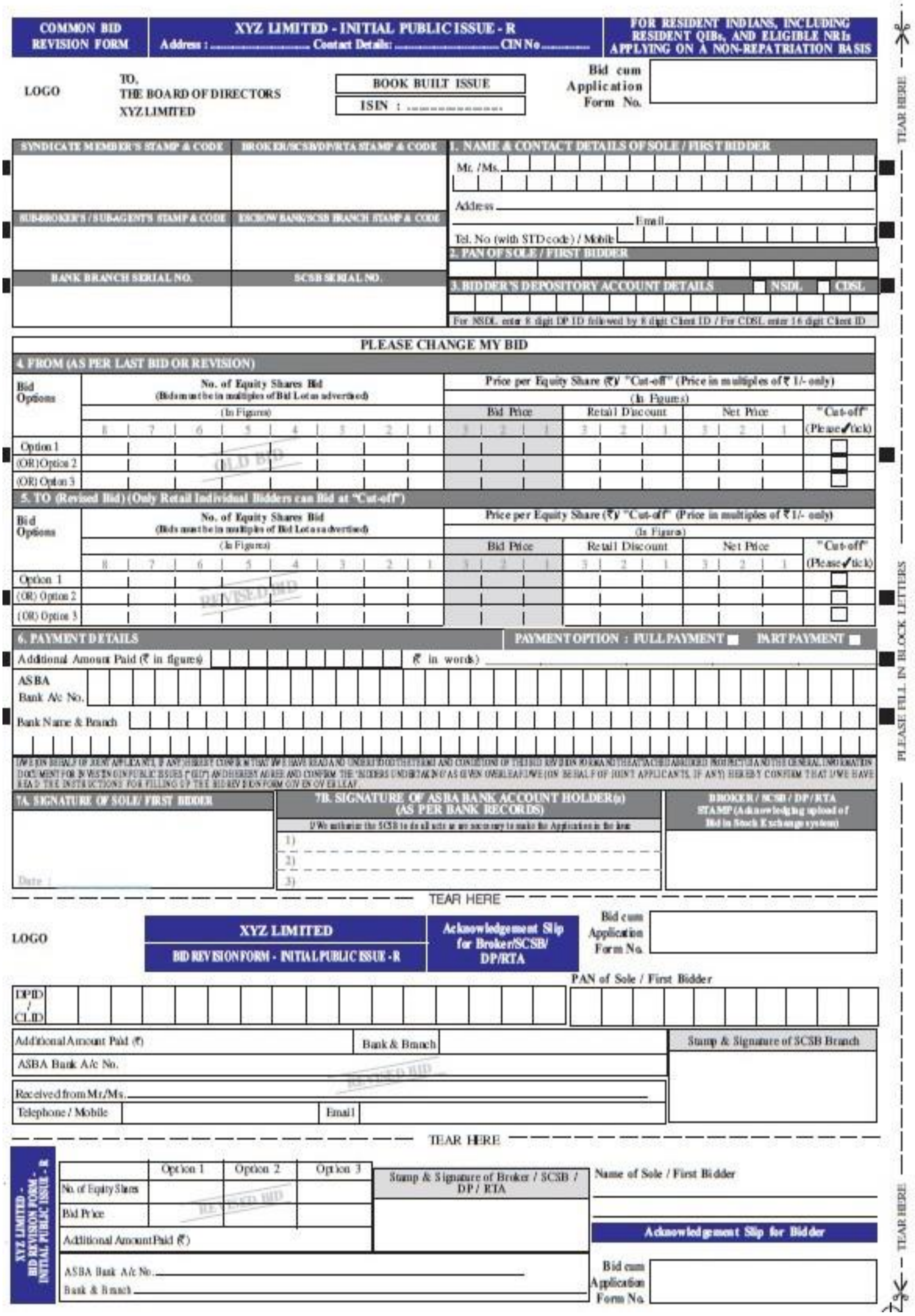
(a) During the Bid/Issue Period, any Bidder/Applicant (other than QIBs and NIBs, who can only revise their bid upwards) who has registered his or her interest in the Equity Shares at a particular price level is free to revise his or her Bid within the Price Band using the Revision Form, which is a part of the Bid cum Application Form.

(b) RIB may revise their bids or withdraw their Bids till the Bid/Issue Closing Date.

(c) Revisions can be made in both the desired number of Equity Shares and the Bid Amount by using the Revision Form.

(d) The Bidder/Applicant can make this revision any number of times during the Bid/ Issue Period. However, for any revision(s) in the Bid, the Bidders/Applicants will have to use the services of the same Designated Intermediary through which such Bidder/Applicant had placed the original Bid. Bidders/Applicants are advised to retain copies of the blank Revision Form and the Bid(s) must be made only in such Revision Form or copies thereof.

A sample revision form is reproduced below:



COMMON BID REVISION FORM

XYZ LIMITED - INITIAL PUBLIC ISSUE - R

Address : .... Contact Details: .... CIN No..........

FOR RESIDENT INDIANS, INCLUDING RESIDENT QIBs, AND ELIGIBLE NRIs APPLYING ON A NON-REPATRIATION BASIS

LOGO

TO,
THE BOARD OF DIRECTORS
XYZ LIMITED

BOOK BUILT ISSUE

ISIN : ....

Bid cum Application Form No.

SYNDICATE MEMBER'S STAMP & CODE | BROKER/SCSB/DP/RTA STAMP & CODE

SUB-BROKER'S / SUB-AGENT'S STAMP & CODE | ESCROW BANK/SCSB BRANCH STAMP & CODE

BANK BRANCH SERIAL NO. | SCSB SERIAL NO.

1. NAME & CONTACT DETAILS OF SOLE / FIRST BIDDER

Mr. / Ms.

Address

Email

Tel. No (with STD code) / Mobile

2. PAN OF SOLE / FIRST BIDDER

3. BIDDER'S DEPOSITORY ACCOUNT DETAILS NSDL CDSL

For NSDL enter 8 digit DP ID followed by 8 digit Client ID / For CDSL enter 16 digit Client ID

PLEASE CHANGE MY BID

4. FROM (AS PER LAST BID OR REVISION)

Bid Options	No. of Equity Shares Bid (Bids must be in multiples of Bid Lot as advertised) (In Figures)	Price per Equity Share (₹)/ "Cut-off" (Price in multiples of ₹ 1/- only) (In Figures): Bid Price	Retail Discount	Net Price	"Cut-off" (Please ✓ tick)
	8 7 6 5 4 3 2 1	3 2 1	3 2 1	3 2 1	
Option 1					
(OR) Option 2					
(OR) Option 3					

OLD BID

5. TO (Revised Bid) (Only Retail Individual Bidders can Bid at "Cut-off")

Bid Options	No. of Equity Shares Bid (Bids must be in multiples of Bid Lot as advertised) (In Figures)	Price per Equity Share (₹)/ "Cut-off" (Price in multiples of ₹ 1/- only) (In Figures): Bid Price	Retail Discount	Net Price	"Cut-off" (Please ✓ tick)
	8 7 6 5 4 3 2 1	3 2 1	3 2 1	3 2 1	
Option 1					
(OR) Option 2					
(OR) Option 3					

REVISED BID

6. PAYMENT DETAILS

PAYMENT OPTION : FULL PAYMENT PART PAYMENT

Additional Amount Paid (₹ in figures) (₹ in words)

ASBA Bank A/c No.

Bank Name & Branch

I/WE (ON BEHALF OF JOINT APPLICANTS, IF ANY) HEREBY CONFIRM THAT I/WE HAVE READ AND UNDERSTOOD THE TERMS AND CONDITIONS OF THIS BID REVISION FORM AND THE ATTACHED ABRIDGED PROSPECTUS AND THE GENERAL INFORMATION DOCUMENT FOR INVESTING IN PUBLIC ISSUES ("GID") AND HEREBY AGREE AND CONFIRM THE "BIDDERS UNDERTAKING" AS GIVEN OVERLEAF. I/WE (ON BEHALF OF JOINT APPLICANTS, IF ANY) HEREBY CONFIRM THAT I/WE HAVE READ THE INSTRUCTIONS FOR FILLING UP THE BID REVISION FORM GIVEN OVERLEAF.

7A. SIGNATURE OF SOLE/ FIRST BIDDER

Date :

7B. SIGNATURE OF ASBA BANK ACCOUNT HOLDER(s) (AS PER BANK RECORDS)

I/We authorize the SCSB to do all acts as are necessary to make the Application in the Issue

1)
2)
3)

BROKER / SCSB / DP / RTA STAMP (Acknowledging upload of Bid in Stock Exchange system)

TEAR HERE

LOGO

XYZ LIMITED

BID REVISION FORM - INITIAL PUBLIC ISSUE - R

Acknowledgement Slip for Broker/SCSB/ DP/RTA

Bid cum Application Form No.

DPID / CLID

PAN of Sole / First Bidder

Additional Amount Paid (₹) | Bank & Branch

Stamp & Signature of SCSB Branch

ASBA Bank A/c No.

Received from Mr./Ms.

Telephone / Mobile | Email

TEAR HERE

XYZ LIMITED - BID REVISION FORM - INITIAL PUBLIC ISSUE - R

	Option 1	Option 2	Option 3
No. of Equity Shares			
Bid Price			
Additional Amount Paid (₹)			

Stamp & Signature of Broker / SCSB / DP / RTA

Name of Sole / First Bidder

Acknowledgement Slip for Bidder

ASBA Bank A/c No.

Bank & Branch

Bid cum Application Form No.

TEAR HERE

PLEASE FILL IN BLOCK LETTERS

Instructions to fill each field of the Revision Form can be found on the reverse side of the Revision Form. Other than instructions already highlighted at paragraph 4.1 above, point wise instructions regarding filling up various fields of the Revision Form are provided below:

4.2.1 **FIELDS 1, 2 AND 3: NAME AND CONTACT DETAILS OF SOLE/FIRST BIDDER/APPLICANTS, PAN OF SOLE/FIRST BIDDER/APPLICANT & DEPOSITORY**

ACCOUNT DETAILS OF THE BIDDER/APPLICANT

Bidders/Applicants should refer to instructions contained in paragraphs 4.1.1, 4.1.2 and 4.1.3.

4.2.2 **FIELD 4 & 5: BID OPTIONS REVISION 'FROM' AND 'TO'**

(a) Apart from mentioning the revised options in the Revision Form, the Bidder/Applicant must also mention the details of all the bid options given in his or her Bid cum Application Form or earlier Revision Form. For example, if a Bidder/Applicant has Bid for three options in the Bid cum Application Form and such Bidder/Applicant is changing only one of the options in the Revision Form, the Bidder/Applicant must still fill the details of the other two options that are not being revised, in the Revision Form. The Designated Intermediaries may not accept incomplete or inaccurate Revision Forms.

(b) In case of revision, Bid options should be provided by Bidders/Applicants in the same order as provided in the Bid cum Application Form.

(c) In case of revision of Bids by RIBs and Retail Individual Shareholders, such Bidders/Applicants should ensure that the Bid Amount, subsequent to revision, does not exceed ₹ 200,000. In case the Bid Amount exceeds ₹ 200,000 due to revision of the Bid or for any other reason, the Bid may be considered, subject to eligibility, for allocation under the Non-Institutional Category, not being eligible for Discount (if applicable) and such Bid may be rejected if it is at the Cut-off Price. The Cut-off Price option is given only to the RIBs, Employees and Retail Individual Shareholders indicating their agreement to Bid for and purchase the Equity Shares at the Issue Price as determined at the end of the Book Building Process. The maximum Bid Amount under the Employee Reservation Portion by an Eligible Employee shall not exceed ₹500,000 on a net basis. However, Allotment to an Eligible Employee in the Employee Reservation Portion may exceed ₹200,000 (which will be less Employee Discount) only in the event of an under-subscription in the Employee Reservation Portion and such unsubscribed portion may be Allotted on a proportionate basis to Eligible Employees Bidding in the Employee Reservation Portion, for a value in excess of ₹200,000, subject to the total Allotment to an Eligible Employee not exceeding ₹500,000 (which will be less Employee Discount).

(d) In case the total amount (*i.e.*, original Bid Amount plus additional payment) exceeds ₹ 200,000, the Bid will be considered for allocation under the Non-Institutional Portion in terms of the RHP/Prospectus. If, however, the RIB does not either revise the Bid or make additional payment and the Issue Price is higher than the cap of the Price Band prior to revision, the number of Equity Shares Bid, shall be adjusted downwards for the purpose of allocation, such that no additional payment would be required from the RIB and the RIB is deemed to have approved such revised Bid at Cut-off Price.

(e) In case of a downward revision in the Price Band, RIBs and Bids by Employees under the Reservation Portion, who have bid at the Cut-off Price could either revise their Bid or the excess amount paid at the time of Bidding may be unblocked after the allotment is finalised.

4.2.3 **FIELD 6: PAYMENT DETAILS**

(a) All Bidders/Applicants are required to authorise that the full Bid Amount (less Discount (if applicable) is blocked. In case of Bidders/Applicants specifying more than one Bid Option in the Bid cum Application Form, the total Bid Amount may be calculated for the highest of three options at net price, *i.e.* Bid price less discount offered, if any.

(b) Bidder/Applicants may issue instructions to block the revised amount based on cap of the revised Price Band (adjusted for the Discount (if applicable) in the ASBA Account, to the same Designated Intermediary through whom such Bidder/Applicant had placed the original Bid to enable the relevant SCSB to block the additional Bid Amount, if any.

(c) In case the total amount (*i.e.*, original Bid Amount less discount (if applicable) plus additional payment) exceeds ₹ 200,000, the Bid may be considered for allocation under the Non-Institutional Category in terms of the RHP/Prospectus. If, however, the Bidder/Applicant does not either revise the Bid or make additional payment and the Issue Price is higher than the cap of the Price Band prior to revision, the number of Equity Shares Bid for, may be adjusted downwards for the purpose of Allotment, such that additional amount is required blocked and the Bidder/Applicant is deemed to have approved such revised Bid at the Cut-off

Price.

(d) In case of a downward revision in the Price Band, RIBs, Employees and Retail Individual Shareholders, who have bid at the Cut-off Price, could either revise their Bid or the excess amount blocked at the time of Bidding may be unblocked after the finalisation of basis of allotment.

4.2.4 **FIELDS 7: SIGNATURES AND ACKNOWLEDGEMENTS**

Bidders/Applicants may refer to instructions contained at paragraphs 4.1.8 and 4.1.9 for this purpose.

4.3 INSTRUCTIONS FOR FILING APPLICATION FORM IN ISSUES MADE OTHER THAN THROUGH THE BOOK BUILDING PROCESS (FIXED PRICE ISSUE)

4.3.1 **FIELDS 1, 2, 3 NAME AND CONTACT DETAILS OF SOLE/FIRST BIDDER/APPLICANT, PAN OF SOLE/FIRST BIDDER/APPLICANT & DEPOSITORY ACCOUNT DETAILS OF THE BIDDER/APPLICANT**

Applicants should refer to instructions contained in paragraphs 4.1.1, 4.1.2 and 4.1.3.

4.3.2 **FIELD 4: PRICE, APPLICATION QUANTITY & AMOUNT**

(a) The Issuer may mention Issue Price or Price Band in the draft Prospectus. However a prospectus registered with RoC contains one price or coupon rate (as applicable).

(b) **Minimum Application Value and Bid Lot**: The Issuer in consultation with the Lead Manager may decide the minimum number of Equity Shares for each Bid to ensure that the minimum application value is within the range of ₹ 10,000 to ₹ 15,000. The minimum Lot size is accordingly determined by an Issuer on basis of such minimum application value.

(c) Applications by RIBs and Retail Individual Shareholders, must be for such number of shares so as to ensure that the application amount payable does not exceed ₹ 200,000. The maximum Bid Amount under the Employee Reservation Portion by an Eligible Employee shall not exceed ₹500,000 on a net basis. However, Allotment to an Eligible Employee in the Employee Reservation Portion may exceed ₹200,000 (which will be less Employee Discount) only in the event of an under-subscription in the Employee Reservation Portion and such unsubscribed portion may be Allotted on a proportionate basis to Eligible Employees Bidding in the Employee Reservation Portion, for a value in excess of ₹ 200,000, subject to the total Allotment to an Eligible Employee not exceeding ₹ 500,000 (which will be less Employee Discount).

(d) Applications by other investors must be for such minimum number of shares such that the application amount exceeds ₹ 200,000 and in multiples of such number of Equity Shares thereafter, as may be disclosed in the application form and the Prospectus, or as advertised by the Issuer, as the case may be.

(e) An application cannot be submitted for more than the Issue size.

(f) The maximum application by any Applicant should not exceed the investment limits prescribed for them under the applicable laws.

(g) **Multiple Applications:** An Applicant should submit only one Application Form. Submission of a second Application Form to either the same or other SCSB and duplicate copies of Application Forms bearing the same application number shall be treated as multiple applications and are liable to be rejected.

(h) Applicants are requested to note the following procedures may be followed by the Registrar to the Issue to detect multiple applications:

   i. All applications may be checked for common PAN as per the records of the Depository. For Applicants other than Mutual Funds and FII sub-accounts, Applications bearing the same PAN may be treated as multiple applications by an Applicant and may be rejected.

   ii. For applications from Mutual Funds and FII sub-accounts, submitted under the same PAN, as well as Applications on behalf of the PAN Exempted Applicants, the Application Forms may be checked for common DP ID and Client ID. In any such applications which have the same DP ID and Client ID, these may be treated as multiple applications and may be rejected.

(i) The following applications may not be treated as multiple Bids:

i. Applications by Reserved Categories in their respective reservation portion as well as that made by them in the Net Issue portion in public category.

ii. Separate applications by Mutual Funds in respect of more than one scheme of the Mutual Fund provided that the Applications clearly indicate the scheme for which the Bid has been made.

iii. Applications 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.

4.3.3 **FIELD NUMBER 5: CATEGORY OF APPLICANTS**

(a) The categories of applicants identified as per the SEBI ICDR Regulations, 2009 for the purpose of Bidding, allocation and Allotment in the Issue are RIBs, individual applicants other than RIB's and other investors (including corporate bodies or institutions, irrespective of the number of specified securities applied for).

(b) An Issuer can make reservation for certain categories of Applicants permitted under the SEBI ICDR Regulations, 2009. For details of any reservations made in the Issue, applicants may refer to the Prospectus.

(c) The SEBI ICDR Regulations, 2009 specify the allocation or Allotment that may be made to various categories of applicants in an Issue depending upon compliance with the eligibility conditions. Details pertaining to allocation are disclosed on reverse side of the Revision Form. For Issue specific details in relation to allocation applicant may refer to the Prospectus.

4.3.4 **FIELD NUMBER 6: INVESTOR STATUS**

Applicants should refer to instructions contained in paragraphs 4.1.6.

4.3.5 **FIELD 7: PAYMENT DETAILS**

(a) All Applicants (other than Anchor Investors) are required to make use of ASBA for applying in the Issue.
(b) Application Amount cannot be paid in cash, through money order, cheque, demand draft or through postal order or through stock invest.

4.3.5.1 **Payment instructions for Applicants**

Applicants should refer to instructions contained in paragraphs 4.1.7.2.

4.3.5.3 **Unblocking of ASBA Account**

Applicants should refer to instructions contained in paragraphs 4.1.7.2.1.

4.3.5.4 **Discount** (if applicable)

Applicants should refer to instructions contained in paragraphs 4.1.7.3.

4.3.6 **FIELD NUMBER 8: SIGNATURES AND OTHER AUTHORISATIONS & ACKNOWLEDGEMENT AND FUTURE COMMUNICATION**

Applicants should refer to instructions contained in paragraphs 4.1.8 & 4.1.9.

4.4 SUBMISSION OF BID CUM APPLICATION FORM/ APPLICATION FORM/ REVISION FORM

4.4.1 **Bidders/Applicants may submit completed Bid-cum-application form / Revision Form in the following manner:-**

Mode of Application		Submission of Bid cum Application Form
Anchor Investors Application Form	1)	To the Book Running Lead Managers at the locations mentioned in the Anchor Investors Application Form
ASBA Form	(a)	To members of the Syndicate in the Specified Locations or Registered Brokers at the Broker Centres or the RTA at the Designated RTA Location or the DP at the Designated DP Location
	(b)	To the Designated Branches of the SCSBs

(a) Bidders/Applicants should submit the Revision Form to the same Designated Intermediary through which such Bidder/Applicant had placed the original Bid.

(b) Upon submission of the Bid-cum-Application Form, the Bidder/Applicant will be deemed to have authorized the Issuer to make the necessary changes in the RHP and the Bid cum Application Form as would be required for filing Prospectus with the RoC and as would be required by the RoC after such filing, without prior or subsequent notice of such changes to the relevant Bidder/Applicant.

(c) Upon determination of the Issue Price and filing of the Prospectus with the RoC, the Bid-cum-Application Form will be considered as the application form.

SECTION 5: ISSUE PROCEDURE IN BOOK BUILT ISSUE

Book Building, in the context of the Issue, refers to the process of collection of Bids within the Price Band or above the Floor Price and determining the Issue Price based on the Bids received as detailed in Schedule XI of the SEBI ICDR Regulations, 2009. The Issue Price is finalised after the Bid/Issue Closing Date. Valid Bids received at or above the Issue Price are considered for allocation in the Issue, subject to applicable regulations and other terms and conditions.

5.1 SUBMISSION OF BIDS

(a) During the Bid/Issue Period, Bidders/Applicants may approach any of the Designated Intermediaries to register their Bids. Anchor Investors who are interested in subscribing for the Equity Shares should approach the Book Running Lead Manager, to register their Bid.

(b) In case of Bidders/Applicants (excluding NIBs and QIBs) Bidding at Cut-off Price, the Bidders/Applicants may instruct the SCSBs to block Bid Amount based on the Cap Price less discount (if applicable).

(c) For details of the timing on acceptance and upload of Bids in the Stock Exchanges Platform Bidders/Applicants are requested to refer to the RHP.

5.2 ELECTRONIC REGISTRATION OF BIDS

(a) The Designated Intermediary may register the Bids using the on-line facilities of the Stock Exchanges. The Designated Intermediaries can also set up facilities for off-line electronic registration of Bids, subject to the condition that they may subsequently upload the off-line data file into the on-line facilities for Book Building on a regular basis before the closure of the issue.

(b) On the Bid/Issue Closing Date, the Designated Intermediaries may upload the Bids till such time as may be permitted by the Stock Exchanges and as disclosed in the Red Herring Prospectus.

(c) Only Bids that are uploaded on the Stock Exchanges Platform are considered for allocation/ Allotment. The Designated Intermediaries are given till 1 p.m. on next Working Day following the Bid/Issue Closing Date to modify select fields uploaded in the Stock Exchange Platform during the Bid/Issue Period after which the Stock Exchange(s) send the bid information to the Registrar to the Issue for further processing.

5.3 BUILD UP OF THE BOOK

(a) Bids received from various Bidders/Applicants through the Designated Intermediaries may be electronically uploaded on the Bidding Platform of the Stock Exchanges' on a regular basis. The book gets built up at various price levels. This information may be available with the BRLMs at the end of the Bid/Issue Period.

(b) Based on the aggregate demand and price for Bids registered on the Stock Exchanges Platform, a graphical representation of consolidated demand and price as available on the websites of the Stock Exchanges may be made available at the Bidding centres during the Bid/Issue Period.

5.4 WITHDRAWAL OF BIDS

(a) RIBs can withdraw their Bids until Bid/Issue Closing Date. In case a RIB wishes to withdraw the Bid during the Bid/Issue Period, the same can be done by submitting a request for the same to the concerned Designated Intermediary who shall do the requisite, including unblocking of the funds by the SCSB in the ASBA Account.

(b) The Registrar to the Issue shall give instruction to the SCSB for unblocking the ASBA Account upon or after the finalisation of basis of allotment. QIBs and NIBs can neither withdraw nor lower the size of their Bids at any stage.

5.5 REJECTION & RESPONSIBILITY FOR UPLOAD OF BIDS

(a) The Designated Intermediaries are individually responsible for the acts, mistakes or errors or omission in relation to

   i. the Bids accepted by the Designated Intermediary,
   ii. the Bids uploaded by the Designated Intermediary, and
   iii. the Bid cum application forms accepted but not uploaded by the Designated Intermediary.

(b) The BRLMs and their affiliate Syndicate Members, as the case may be, may reject Bids if all the information required is not provided and the Bid cum Application Form is incomplete in any respect.

(c) The SCSBs shall have no right to reject Bids, except in case of unavailability of adequate funds in the ASBA account or on technical grounds.

(d) In case of QIB Bidders, only the (i) SCSBs (for Bids other than the Bids by Anchor Investors); and (ii) the BRLMs and their affiliate Syndicate Members (only in the Specified Locations) have the right to reject bids. However, such rejection shall be made at the time of receiving the Bid and only after assigning a reason for such rejection in writing.

(e) All bids by QIBs, NIBs & RIBs Bids can be rejected on technical grounds listed herein.

5.5.1 **GROUNDS FOR TECHNICAL REJECTIONS**

Bid cum Application Forms/Application Forms can be rejected on the below mentioned technical grounds either at the time of their submission to any of the Designated Intermediaries, or at the time of finalisation of the Basis of Allotment. Bidders/Applicants are advised to note that the Bids/Applications are liable to be rejected, *inter alia*, on the following grounds, which have been detailed at various placed in this GID:-

(a) Bid/Application by persons not competent to contract under the Indian Contract Act, 1872, as amended, (other than minors having valid Depository Account as per Demographic Details provided by Depositories);

(b) Bids/Applications by OCBs;

(c) In case of partnership firms, Bid/Application for Equity Shares made in the name of the firm. However, a limited liability partnership can apply in its own name;

(d) In case of Bids/Applications under power of attorney or by limited companies, corporate, trust etc., relevant documents are not being submitted along with the Bid cum application form;

(e) Bids/Applications by persons prohibited from buying, selling or dealing in the shares directly or indirectly by SEBI or any other regulatory authority;

(f) Bids/Applications by any person outside India if not in compliance with applicable foreign and Indian laws;

(g) PAN not mentioned in the Bid cum Application Form/Application Forms except for Bids/Applications by or on behalf of the Central or State Government and officials appointed by the court, by investors who are exempt from the requirement of obtaining/ specifying their PAN for transacting in the securities market and by the investors residing in the State of Sikkim, provided such claims have been verified by the Depository Participant;

(h) In case no corresponding record is available with the Depositories that matches the DP ID, the Client ID and the PAN;

(i) Bids/Applications for lower number of Equity Shares than the minimum specified for that category of investors;

(j) Bids/Applications at a price less than the Floor Price & Bids/Applications at a price more than the Cap Price;

(k) Bids/Applications at Cut-off Price by NIBs and QIBs;

(l) The amounts mentioned in the Bid cum Application Form/Application Forms does not tally with the amount payable for the value of the Equity Shares Bid/Applied for;

(m) Bids/Applications for amounts greater than the maximum permissible amounts prescribed by the regulations;

(n) Submission of more than five ASBA Forms/Application Forms as per ASBA Account;

(o) Bids/Applications for number of Equity Shares which are not in multiples Equity Shares as specified in the RHP;

(p) Multiple Bids/Applications as defined in this GID and the RHP/Prospectus;

(q) Bids not uploaded in the Stock Exchanges bidding system.

(r) Inadequate funds in the bank account to block the Bid/Application Amount specified in the ASBA Form/ Application Form at the time of blocking such Bid/Application Amount in the bank account;

(s) In case of Anchor Investors Bids/Applications where sufficient funds are not available in Escrow Accounts as per final certificate from the Escrow Collection Banks;

(t) In case of Bids by ASBA Bidders, where no confirmation is received from SCSB for blocking of Funds;

(u) Bids/Applications by Bidders (other than Anchor Investors) not submitted through ASBA process;

(v) Bids/Applications submitted to Designated Intermediaries at locations other than the Bidding Centers or to the Escrow Collecting Banks (assuming that such bank is not a SCSB where the ASBA Account is maintained), to the Issuer or the Registrar to the Issue;

(w) Bids/Applications not uploaded on the terminals of the Stock Exchanges;

(x) Bids/Applications by SCSBs wherein a separate account in its own name held with any other SCSB is not mentioned as the ASBA Account in the Bid cum Application Form/Application Form.

5.6 BASIS OF ALLOCATION

(a) The SEBI ICDR Regulations, 2009 specify the allocation or Allotment that may be made to various categories of Bidders/Applicants in an Issue depending on compliance with the eligibility conditions. Certain details pertaining to the percentage of Issue size available for allocation to each category is disclosed overleaf of the Bid cum Application Form and in the RHP / Prospectus. For details in relation to allocation, the Bidder/Applicant may refer to the RHP / Prospectus.

(b) Under-subscription in any category (except QIB portion) is allowed to be met with spill-over from any other category or combination of categories at the discretion of the Issuer in consultation with the BRLMs and the Designated Stock Exchange and in accordance with the SEBI ICDR Regulations, 2009. Unsubscribed portion in QIB category is not available for subscription to other categories.

(c) In case of under subscription in the Net Issue, spill-over to the extent of such under-subscription may be permitted from the Reserved Portion to the Net Issue. For allocation in the event of an under-subscription applicable to the Issuer, Bidders/Applicants may refer to the RHP.

(d) **Illustration of the Book Building and Price Discovery Process**

Bidders should note that this example is solely for illustrative purposes and is not specific to the Issue; it also excludes Bidding by Anchor Investors.

Bidders can bid at any price within the price band. For instance, assume a price band of ₹ 20 to ₹ 24 per share, issue size of 3,000 equity shares and receipt of five bids from bidders, details of which are shown in the table below. The illustrative book given below shows the demand for the equity shares of the issuer company at various prices and is collated from Bids received from various investors.

Bid quantity	Bid amount (₹)	Cumulative quantity	Subscription
500	24	500	16.67%
1,000	23	1,500	50.00%
1,500	22	3,000	100.00%
2,000	21	5,000	166.67%
2,500	20	7,500	250.00%

The price discovery is a function of demand at various prices. The highest price at which the issuer is able to issue the desired number of equity shares is the price at which the book cuts off, i.e., ₹ 22.00 in the above example. The issuer, in consultation with the book running lead managers, will finalise the issue price at or below such cut-off price, i.e., at or below ₹ 22.00. All bids at or above this issue price and cut-off bids are valid bids and are considered for allocation in the respective categories.

(e) **Alternate Method of Book Building**

In case of FPOs, Issuers may opt for an alternate method of Book Building in which only the Floor Price is specified for the purposes of Bidding ("Alternate Book Building Process").

The Issuer may specify the Floor Price in the RHP or advertise the Floor Price at least one Working Day prior to the Bid/Issue Opening Date. QIBs may Bid at a price higher than the Floor Price and the Allotment to the QIBs is made on a price priority basis. The Bidder with the highest Bid Amount is allotted the number of Equity Shares Bid for and then the second highest Bidder is Allotted Equity Shares and this process continues until all the Equity Shares have been allotted. RIBs, NIBs and Employees are Allotted Equity Shares at the Floor Price and Allotment to these categories of Bidders is made proportionately. If the number of Equity Shares Bid for at a price is more than available quantity then the Allotment may be done on a proportionate basis. Further, the Issuer may place a cap either in terms of number of specified securities or percentage of issued capital of the Issuer that may be Allotted to a single Bidder, decide whether a Bidder be allowed to revise the bid upwards or downwards in terms of price and/or quantity and also decide whether a Bidder be allowed single or multiple bids.

SECTION 6: ISSUE PROCEDURE IN FIXED PRICE ISSUE

Applicants may note that there is no Bid cum Application Form in a Fixed Price Issue. As the Issue Price is mentioned in the Fixed Price Issue therefore on filing of the Prospectus with the RoC, the Application so submitted is considered as the application form.

Applicants may only use the specified Application Form for the purpose of making an Application in terms of the Prospectus which may be submitted through the Designated Intermediary.

Applicants may submit an Application Form either in physical form to any of the Designated Intermediaries or in the electronic form to the SCSB or the Designated Branches of the SCSBs authorising blocking of funds that are available in the bank account specified in the Application Form only ("ASBA Account"). The Application Form is also made available on the websites of the Stock Exchanges at least one day prior to the Bid/Issue Opening Date.

In a fixed price Issue, allocation in the net offer to the public category is made as follows: minimum fifty per cent to Retail Individual Bidders; and remaining to (i) individual investors other than Retail Individual Bidders; and (ii) other Applicants including corporate bodies or institutions, irrespective of the number of specified securities applied for. The unsubscribed portion in either of the categories specified above may be allocated to the Applicants in the other category.

For details of instructions in relation to the Application Form, Bidders/Applicants may refer to the relevant section of the GID.

SECTION 7: ALLOTMENT PROCEDURE AND BASIS OF ALLOTMENT

The Allotment of Equity Shares to Bidders/Applicants other than Retail Individual Bidders and Anchor Investors may be on proportionate basis. For Basis of Allotment to Anchor Investors, Bidders/Applicants may refer to RHP/Prospectus. No Retail Individual Bidders is will be Allotted less than the minimum Bid Lot subject to availability of shares in Retail Individual Bidder Category and the remaining available shares, if any will be Allotted on a proportionate basis. The Issuer is required to receive a minimum subscription of 90% of the Issue (excluding any Offer for Sale of specified securities). However, in case the Issue is in the nature of Offer for Sale only, then minimum subscription may not be applicable.

7.1 ALLOTMENT TO RIBs

Bids received from the RIBs at or above the Issue Price may be grouped together to determine the total demand under this category. If the aggregate demand in this category is less than or equal to the Retail Category at or above the Issue Price, full Allotment may be made to the RIBs to the extent of the valid Bids. If the aggregate demand in this category is greater than the allocation to in the Retail Category at or above the Issue Price, then the maximum number of RIBs who can be Allotted the minimum Bid Lot will be computed by dividing the total number of Equity Shares available for Allotment to RIBs by the minimum Bid Lot ("Maximum RIB Allottees"). The Allotment to the RIBs will then be made in the following manner:

(a) In the event the number of RIBs who have submitted valid Bids in the Issue is equal to or less than Maximum RIB Allottees, (i) all such RIBs shall be Allotted the minimum Bid Lot; and (ii) the balance available Equity Shares, if any, remaining in the Retail Category shall be Allotted on a proportionate basis to the RIBs who have received Allotment as per (i) above for the balance demand of the Equity Shares Bid by them (*i.e.* who have Bid for more than the minimum Bid Lot).

(b) In the event the number of RIBs who have submitted valid Bids in the Issue is more than Maximum RIB Allottees, the RIBs (in that category) who will then be Allotted minimum Bid Lot shall be determined on the basis of draw of lots.

7.2 ALLOTMENT TO NIBs

Bids received from NIBs at or above the Issue Price may be grouped together to determine the total demand under this category. The Allotment to all successful NIBs may be made at or above the Issue Price. If the aggregate demand in this category is less than or equal to the Non-Institutional Category at or above the Issue Price, full Allotment may be made to NIBs to the extent of their demand. In case the aggregate demand in this category is greater than the Non-Institutional Category at or above the Issue Price, Allotment may be made on a proportionate basis up to a minimum of the Non-Institutional Category.

7.3 ALLOTMENT TO QIBs

For the Basis of Allotment to Anchor Investors, Bidders/Applicants may refer to the SEBI ICDR Regulations, 2009 or RHP / Prospectus. Bids received from QIBs Bidding in the QIB Category (net of Anchor Portion) at or above the Issue Price may be grouped together to determine the total demand under this category. The QIB Category may be available for Allotment to QIBs who have Bid at a price that is equal to or greater than the Issue Price. Allotment may be undertaken in the following manner:

(a) In the first instance allocation to Mutual Funds for up to 5% of the QIB Category may be determined as follows: (i) In the event that Bids by Mutual Fund exceeds 5% of the QIB Category, allocation to Mutual Funds may be done on a proportionate basis for up to 5% of the QIB Category; (ii) In the event that the aggregate demand from Mutual Funds is less than 5% of the QIB Category then all Mutual Funds may get full Allotment to the extent of valid Bids received above the Issue Price; and (iii) Equity Shares remaining unsubscribed, if any and not allocated to Mutual Funds may be available for Allotment to all QIBs as set out at paragraph 7.4(b) below;

(b) In the second instance, Allotment to all QIBs may be determined as follows: (i) In the event of oversubscription in the QIB Category, all QIBs who have submitted Bids above the Issue Price may be Allotted Equity Shares on a proportionate basis for up to 95% of the QIB Category; (ii) Mutual Funds, who have received allocation as per (a) above, for less than the number of Equity Shares Bid for by them, are eligible to receive Equity Shares on a proportionate basis along with other QIBs; and (iii) Under-subscription below 5% of the QIB Category, if any, from Mutual Funds, may be included for allocation to the remaining QIBs on a proportionate basis.

7.4 ALLOTMENT TO ANCHOR INVESTOR (IF APPLICABLE)

(a) Allocation of Equity Shares to Anchor Investors at the Anchor Investor Issue Price will be at the discretion of the issuer subject to compliance with the following requirements:

i. not more than 60% of the QIB Portion will be allocated to Anchor Investors;

ii. one-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the price at which allocation is being done to other Anchor Investors; and

iii. allocation to Anchor Investors shall be on a discretionary basis and subject to:

- a maximum number of two Anchor Investors for allocation up to ₹ 10 crores;

- a minimum number of two Anchor Investors and maximum number of 15 Anchor Investors for allocation of more than ₹ 10 crores and up to ₹ 250 crores subject to minimum Allotment of ₹ 5 crores per such Anchor Investor; and

- a minimum number of five Anchor Investors and maximum number of 15 Anchor Investors for allocation of more than ₹ 250 crores, and an additional 10 Anchor Investors for every additional ₹ 250 crores or part thereof, subject to minimum Allotment of ₹ 5 crores per such Anchor Investor.

(b) An Anchor Investor shall make an application of a value of at least ₹ 100 million in the Issue.

(c) A physical book is prepared by the Registrar on the basis of the Anchor Investor Application Forms received from Anchor Investors. Based on the physical book and at the discretion of the Issuer in consultation with the BRLMs, selected Anchor Investors will be sent a CAN and if required, a revised CAN.

(d) **In the event that the Issue Price is higher than the Anchor Investor Issue Price**: Anchor Investors will be sent a revised CAN within one day of the Pricing Date indicating the number of Equity Shares allocated to such Anchor Investor and the pay-in date for payment of the balance amount. Anchor Investors are then required to pay any additional amounts, being the difference between the Issue Price and the Anchor Investor Issue Price, as indicated in the revised CAN within the pay-in date referred to in the revised CAN. Thereafter, the Allotment Advice will be issued to such Anchor Investors.

(e) **In the event the Issue Price is lower than the Anchor Investor Issue Price:** Anchor Investors who have been Allotted Equity Shares will directly receive Allotment Advice.

7.5 BASIS OF ALLOTMENT FOR QIBs (OTHER THAN ANCHOR INVESTORS), NIBs AND RESERVED CATEGORY IN CASE OF OVER-SUBSCRIBED ISSUE

In the event of the Issue being over-subscribed, the Issuer may finalise the Basis of Allotment in consultation with the Designated Stock Exchange in accordance with the SEBI ICDR Regulations, 2009.

The allocation may be made in marketable lots, on a proportionate basis as explained below:

(a) Bidders may be categorized according to the number of Equity Shares applied for;

(b) The total number of Equity Shares to be Allotted to each category as a whole may be arrived at on a proportionate basis, which is the total number of Equity Shares applied for in that category (number of Bidders in the category multiplied by the number of Equity Shares applied for) multiplied by the inverse of the over-subscription ratio;

(c) The number of Equity Shares to be Allotted to the successful Bidders may be arrived at on a proportionate basis, which is total number of Equity Shares applied for by each Bidder in that category multiplied by the inverse of the over-subscription ratio;

(d) In all Bids where the proportionate Allotment is less than the minimum Bid Lot decided per Bidder, the Allotment may be made as follows: the successful Bidders out of the total Bidders for a category may be determined by a draw of lots in a manner such that the total number of Equity Shares Allotted in that category is equal to the number of Equity Shares calculated in accordance with (b) above; and each successful Bidder may be Allotted a minimum of such Equity Shares equal to the minimum Bid Lot finalised by the Issuer;

(e) If the proportionate Allotment to a Bidder is a number that is more than the minimum Bid lot but is not a multiple of one (which is the marketable lot), the decimal may be rounded off to the higher whole number if that decimal is 0.5 or higher. If that number is lower than 0.5 it may be rounded off to the lower whole number. Allotment to all Bidders in such categories may be arrived at after such rounding off; and

(f) If the Equity Shares allocated on a proportionate basis to any category are more than the Equity Shares Allotted to the Bidders in that category, the remaining Equity Shares available for Allotment may be first adjusted against any other category, where the Allotted Equity Shares are not sufficient for proportionate Allotment to the successful Bidders in that category. The balance Equity Shares, if any, remaining after such adjustment may be added to the category comprising Bidders applying for minimum number of Equity Shares.

7.6 DESIGNATED DATE AND ALLOTMENT OF EQUITY SHARES

(a) **Designated Date:** On the Designated Date, the Escrow Collection Banks shall transfer the funds represented by allocation of Equity Shares to Anchor Investors from the Escrow Account, as per the terms of the Cash Escrow Agreement, into the Public Issue Account with the Bankers to the Issue. The balance amount after transfer to the Public Issue Account shall be transferred to the Refund Account. Payments of refund to the Bidders applying in the Anchor Investor Portion shall be made from the Refund Account as per the terms of the Cash Escrow Agreement and the RHP. On the Designated Date, the Registrar to the Issue shall instruct the SCSBs to transfer funds represented by allocation of Equity Shares from ASBA Accounts into the Public Issue Account.

(b) **Issuance of Allotment Advice:** Upon approval of the Basis of Allotment by the Designated Stock Exchange, the Registrar shall upload the same on its website. On the basis of the approved Basis of Allotment, the Issuer shall pass necessary corporate action to facilitate the Allotment and credit of Equity Shares. Bidders/Applicants **are advised to instruct their Depository Participant to accept the Equity Shares that may be allotted to them pursuant to the Issue.**

Pursuant to confirmation of such corporate actions, the Registrar will dispatch Allotment Advice to the Bidders/Applicants who have been Allotted Equity Shares in the Issue.

(c) The dispatch of Allotment Advice shall be deemed a valid, binding and irrevocable contract.

(d) Issuer will ensure that: (i) the Allotment of Equity Shares; and (ii) credit of shares to the successful Bidders/Applicants Depository Account will be completed within six Working Days of the Bid/ Issue Closing Date.

SECTION 8: INTEREST AND REFUNDS

8.1 COMPLETION OF FORMALITIES FOR LISTING & COMMENCEMENT OF TRADING

The Issuer shall ensure that all steps for the completion of the necessary formalities for listing and commencement of trading at all the Stock Exchanges are taken within six Working Days of the Bid/Issue Closing Date. The Registrar to the Issue may initiate corporate action for credit of Equity Shares to the beneficiary account with DPs, Depositories and within six Working Days of the Bid/Issue Closing Date.

8.2 GROUNDS FOR REFUND

8.2.1 NON RECEIPT OF LISTING PERMISSION

An Issuer makes an application to the Stock Exchange(s) for permission to deal in/list and for an official quotation of the Equity Shares. All the Stock Exchanges from where such permission is sought are disclosed in RHP/Prospectus. The Designated Stock Exchange may be as disclosed in the RHP/Prospectus with which the Basis of Allotment may be finalised.

If the Issuer fails to make application to the Stock Exchange(s) and obtain permission for listing of the Equity Shares, in accordance with the provisions of Section 40 of the Companies Act, 2013, the Issuer shall be punishable with a fine which shall not be less than ₹ 500,000 million but which may extend to ₹ 5 million and every officer of the Issuer who is in default shall be punishable with imprisonment for a term which may extend to one year or with fine which shall not be less than ₹ 50,000 but which may extend to ₹ 300,000, or with both.

If the permissions to deal in and for an official quotation of the Equity Shares are not granted by any of the Stock Exchange(s), the Issuer may forthwith take steps to refund, without interest, all moneys received from Bidders /Applicants.

If such money is not refunded to the Bidders/Applicants within the prescribed time after the Issuer becomes liable to repay it, then the Issuer and every director of the Issuer who is an officer in default may, on and from such expiry of such period, be liable to repay the money, with interest at such rate, as disclosed in the RHP/Prospectus.

8.2.2 NON RECEIPT OF MINIMUM SUBSCRIPTION

If the Issuer does not receive a minimum subscription of 90% of the Net Issue (excluding any offer for sale of specified securities), including devolvement to the Underwriters, the Issuer may forthwith, take steps to unblock the entire subscription amount received within six Working Days of the Bid/Issue Closing Date and repay, without interest, all moneys received from Anchor Investors. In case the Issue is in the nature of Offer for Sale only, then minimum subscription may not be applicable. In case of under-subscription in the Issue involving a Fresh Issue and an Offer for Sale, subject to receiving minimum subscription for 90% of the Fresh Issue and complying with Rule 19(2)(b)(ii) of the SCRR, the Company and the BRLMs shall first ensure Allotment of Equity Shares in the Fresh Issue followed by Allotment of Equity Shares offered by the Selling Shareholders. The Selling Shareholders agree and acknowledge that in the event that any Equity Shares are not sold in the Offer for Sale on account of under-subscription, such unsold Equity Shares shall be subject to lock-in in accordance with the Red Herring Prospectus and SEBI ICDR Regulations, 2009.

If there is a delay beyond the prescribed time after the Issuer becomes liable to pay the amount received from Bidders, then the Issuer and every director of the Issuer who is an officer in default may on and from expiry of 15 Working Days, be jointly and severally liable to repay the money, with interest at the rate of 15% per annum in accordance with the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended.

8.2.3 MINIMUM NUMBER OF ALLOTTEES

The Issuer may ensure that the number of prospective Allottees to whom Equity Shares may be Allotted may not be less than 1,000 failing which the entire application monies may be refunded forthwith.

8.2.4 IN CASE OF ISSUES MADE UNDER COMPULSORY BOOK BUILDING

In case an Issuer not eligible under Regulation 26(1) of the SEBI ICDR Regulations, 2009 comes for an Issue under Regulation 26(2) of SEBI ICDR Regulations, 2009 but fails to Allot at least 75% of the Net Issue to QIBs, in such case full subscription money is to be refunded.

8.3 MODE OF REFUND

(a) **In case of ASBA Bids:** Within six Working Days of the Bid/Issue Closing Date, the Registrar to the Issue may give instructions to SCSBs for unblocking the amount in ASBA Accounts for unsuccessful Bids or for any excess amount blocked on Bidding.

(b) **In case of Anchor Investors:** Within six Working Days of the Bid/Issue Closing Date, the Registrar to the Issue may dispatch the refund orders for all amounts payable to unsuccessful Anchor Investors.

(c) In case of Anchor Investors, the Registrar to the Issue may obtain from the depositories the Bidders' bank account details, including the MICR code, on the basis of the DP ID, Client ID and PAN provided by the Anchor Investors in their Anchor Investor Application Forms for refunds. Accordingly, Anchor Investors are advised to immediately update their details as appearing on the records of their depositories. Failure to do so may result in delays in dispatch of refund orders or refunds through electronic transfer of funds, as applicable, and any such delay may be at the Anchor Investors' sole risk and neither the Issuer, the Registrar to the Issue, the Escrow Collection Banks, or the Syndicate, may be liable to compensate the Anchor Investors for any losses caused to them due to any such delay, or liable to pay any interest for such delay. Please note that refunds shall be credited only to the bank account from which the Bid Amount was remitted to the Escrow Bank.

8.3.1 Electronic mode of making refunds for Anchor Investors

The payment of refund, if any, may be done through various electronic modes as mentioned below:

(a) **NECS**—Payment of refund may be done through NECS for Bidders/Applicants having an account at any of the centers specified by the RBI. This mode of payment of refunds may be subject to availability of complete bank account details including the nine-digit MICR code of the Bidder/Applicant as obtained from the Depository;

(b) **NEFT**—Payment of refund may be undertaken through NEFT wherever the branch of the Anchor Investors' bank is NEFT enabled and has been assigned the Indian Financial System Code ("IFSC"), which can be linked to the MICR of that particular branch. The IFSC Code may be obtained from the website of RBI as at a date prior to the date of payment of refund, duly mapped with MICR numbers. Wherever the Anchor Investors have registered their nine-digit MICR number and their bank account number while opening and operating the demat account, the same may be duly mapped with the IFSC Code of that particular bank branch and the payment of refund may be made to the Anchor Investors through this method. In the event NEFT is not operationally feasible, the payment of refunds may be made through any one of the other modes as discussed in this section;

(c) **RTGS**— Anchor Investors having a bank account at any of the centers notified by SEBI where clearing houses are managed by the RBI, may have the option to receive refunds, if any, through RTGS; and

(d) **Direct Credit**— Anchor Investors having their bank account with the Refund Banker may be eligible to receive refunds, if any, through direct credit to such bank account.

Please note that refunds through the abovementioned modes shall be credited only to the bank account from which the Bid Amount was remitted to the Escrow Bank.

For details of levy of charges, if any, for any of the above methods, Anchor Investors may refer to RHP/Prospectus.

8.4 INTEREST IN CASE OF DELAY IN ALLOTMENT OR REFUND

The Issuer may pay interest at the rate of 15% per annum if Allotment is not made and refund instructions have not been given to the clearing system in the disclosed manner/instructions for unblocking of funds in the ASBA Account are not dispatched within the 15 days of the Bid/Issue Closing Date.

The Issuer may pay interest at 15% per annum for any delay beyond 15 days from the Bid/ Issue Closing Date, if Allotment is not made.

SECTION 9: GLOSSARY AND ABBREVIATIONS

Unless the context otherwise indicates or implies, certain definitions and abbreviations used in this document may have the meaning as provided below. References to any legislation, act or regulation may be to such legislation, act or regulation as amended from time to time.

Term	Description
Allotment/ Allot/ Allotted	The allotment of Equity Shares pursuant to the Issue to successful Bidders/Applicants
Allotment Advice	Note or advice or intimation of Allotment sent to the Bidders/Applicants who have been Allotted Equity Shares after the Basis of Allotment has been approved by the designated Stock Exchanges
Allottee	An Bidder/Applicant to whom the Equity Shares are Allotted
Anchor Investor	A Qualified Institutional Buyer, applying under the Anchor Investor Portion in accordance with the requirements specified in the SEBI ICDR Regulations, 2009 and the Red Herring Prospectus.
Anchor Investor Application Form	The form used by an Anchor Investor to make a Bid in the Anchor Investor Portion and which will be considered as an application for Allotment in terms of the Red Herring Prospectus and Prospectus
Anchor Investor Portion	Up to 60% of the QIB Category which may be allocated by the Issuer in consultation with the BRLMs, to Anchor Investors on a discretionary basis. One-third of the Anchor Investor Portion is reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the price at which allocation is being done to Anchor Investors
Application Supported by Blocked Amount/ (ASBA)/ASBA	An application, whether physical or electronic, used by ASBA Bidders/Applicants, to make a Bid and authorising an SCSB to block the Bid Amount in the specified bank account maintained with such SCSB
Application Supported by Blocked Amount Form /ASBA Form	An application form, whether physical or electronic, used by ASBA Bidders/Applicants, which will be considered as the application for Allotment in terms of the Red Herring Prospectus and the Prospectus
ASBA Account	Account maintained with an SCSB which may be blocked by such SCSB to the extent of the Bid Amount of the ASBA Bidder
ASBA Bidder	All Bidders/Applicants except Anchor Investors
Banker(s) to the Issue/ Escrow Collection Bank(s)/ Collecting Banker	The banks which are clearing members and registered with SEBI as Banker to the Issue with whom the Escrow Account(s) for Anchor Investors may be opened, and as disclosed in the RHP/Prospectus and Bid cum Application Form of the Issuer
Basis of Allotment	The basis on which the Equity Shares may be Allotted to successful Bidders/Applicants under the Issue
Bid	An indication to make an offer during the Bid/Issue Period by a prospective Bidder pursuant to submission of Bid cum Application Form or during the Anchor Investor Bid/Issue Period by the Anchor Investors, to subscribe for or purchase the Equity Shares of the Issuer at a price within the Price Band, including all revisions and modifications thereto. In case of issues undertaken through the fixed price process, all references to a Bid should be construed to mean an Application
Bid Amount	The highest value of the optional Bids indicated in the Bid cum Application Form and payable by the Bidder upon submission of the Bid (except for Anchor Investors), less discounts (if applicable). In case of issues undertaken through the fixed price process, all references to the Bid Amount should be construed to mean the Application Amount
Bid cum Application Form	The Anchor Investor Application Form or the ASBA Form, as the context requires
Bid /Issue Closing Date	Except in the case of Anchor Investors (if applicable), the date after which the Designated Intermediaries may not accept any Bids for the Issue, which may be notified in an English national daily, a Hindi national daily and a regional language newspaper at the place where the registered office of the Issuer is situated, each with wide circulation. Bidders/Applicants may refer to the RHP/Prospectus for the Bid/ Issue Closing Date
Bid/Issue Opening Date	The date on which the Designated Intermediaries may start accepting Bids for the Issue, which may be the date notified in an English national daily, a Hindi national daily and a regional language newspaper at the place where the registered office of the Issuer is situated, each with wide circulation. Bidders/Applicants may refer to the RHP/Prospectus for the Bid/ Issue Opening Date
Bid/Issue Period	Except in the case of Anchor Investors (if applicable), the period between the Bid/Issue Opening Date and the Bid/Issue Closing Date inclusive of both days and during which prospective ASBA Bidders/Applicants can submit their Bids, inclusive of any revisions thereof. The Issuer may consider closing the Bid/Issue Period for QIBs one working day prior to the Bid/Issue Closing Date in accordance with the SEBI ICDR Regulations, 2009. Bidders/Applicants may refer to the RHP/Prospectus for the Bid/ Issue Period

Term	Description
Bidder/Applicant	Any prospective investor who makes a Bid/Application pursuant to the terms of the RHP/Prospectus and the Bid cum Application Form. In case of issues undertaken through the fixed price process, all references to a Bidder/Applicants should be construed to mean an Applicant
Book Built Process/ Book Building Process/ Book Building Method	The book building process as provided under the SEBI ICDR Regulations, 2009, in terms of which the Issue is being made
Broker Centres	Broker centres notified by the Stock Exchanges, where Bidders/Applicants can submit the ASBA Forms to a Registered Broker. The details of such broker centres, along with the names and contact details of the Registered Brokers are available on the websites of the Stock Exchanges.
BRLM(s)/ Book Running Lead Manager(s)/Lead Manager/ LM	The Book Running Lead Manager to the Issue as disclosed in the RHP/Prospectus and the Bid cum Application Form of the Issuer. In case of issues undertaken through the fixed price process, all references to the Book Running Lead Manager should be construed to mean the Lead Manager or LM
Business Day	Monday to Saturday (except 2nd and 4th Saturday of a month and public holidays)
CAN/Confirmation of Allocation Note	Notice or intimation of allocation of the Equity Shares sent to Anchor Investors, who have been allocated the Equity Shares, after the Anchor Investor Bid/Issue Period
Cap Price	The higher end of the Price Band, above which the Issue Price and the Anchor Investor Issue Price may not be finalised and above which no Bids may be accepted
Cash Escrow Agreement	Agreement to be entered into among the Issuer, the Registrar to the Issue, the Book Running Lead Manager(s), the Escrow Collection Bank(s) and the Refund Bank(s) for collection of the Bid Amounts from Anchor Investors and where applicable, remitting refunds of the amounts collected to the Anchor Investors on the terms and conditions thereof
Client ID	Client Identification Number maintained with one of the Depositories in relation to demat account
Collecting Depository Participant or CDPs	A depository participant as defined under the Depositories Act, 1996, registered with SEBI and who is eligible to procure Bids at the Designated CDP Locations in terms of circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 issued by SEBI
Cut-off Price	Issue Price, finalised by the Issuer in consultation with the Book Running Lead Manager(s), which can be any price within the Price Band. Only RIBs, Retail Individual Shareholders and employees are entitled to Bid at the Cut-off Price. No other category of Bidders/Applicants are entitled to Bid at the Cut-off Price
DP	Depository Participant
DP ID	Depository Participant’s Identification Number
Depositories	National Securities Depository Limited and Central Depository Services (India) Limited
Demographic Details	Details of the Bidders/Applicants including the Bidder/Applicant’s address, name of the Applicant’s father/husband, investor status, occupation and bank account details
Designated SCSB Branches	Such branches of the SCSBs which may collect the Bid cum Application Forms submitted by Bidders/Applicants (excluding Anchor Investors) and a list of which is available on http:// www.sebi.gov.in/ cms/ sebi_data/attachdocs/1316087201341.html
Designated CDP Locations	Such locations of the CDPs where Bidders can submit the ASBA Forms to Collecting Depository Participants. The details of such Designated CDP Locations, along with names and contact details of the Collecting Depository Participants eligible to accept ASBA Forms are available on the respective websites of the Stock Exchanges (www.bseindia.com and www.nseindia.com)
Designated Date	The date on which funds are transferred by the Escrow Collection Bank(s) from the Escrow Account or where instructions which are given to the SCSBs to unblock the ASBA Accounts and transfer the amounts blocked by the SCSBs, as the case may be, to the Public Issue Account or the Refund Account, as appropriate, after the Prospectus is filed with the RoC, following which the board of directors may Allot Equity Shares to successful Bidders/Applicants in the Fresh Issue and/or may give delivery instructions for the transfer of the Equity Shares constituting the Offer for Sale
Designated Intermediaries	Syndicate, sub-syndicate/agents, SCSBs, Registered Brokers, CDPs and RTAs, who are authorized to collect ASBA Forms from the ASBA Bidders, in relation to the Issue
Designated RTA Locations	Such locations of the RTAs where Bidders can submit the ASBA Forms to RTAs. The details of such Designated RTA Locations, along with names and contact details of the RTAs eligible to accept ASBA Forms are available on the respective websites of the Stock Exchanges (www.bseindia.com and www.nseindia.com)
Designated Stock Exchange	BSE Limited

Term	Description
Discount	Discount to the Issue Price that may be provided to Bidders/Applicants in accordance with the SEBI ICDR Regulations, 2009.
Draft Prospectus	The draft prospectus filed with SEBI in case of Fixed Price Issues and which may mention a price or a Price Band
Employees	Employees of an Issuer as defined under the SEBI ICDR Regulations, 2009 and including, in case of a new company, persons in the permanent and full time employment of the promoting companies excluding the promoters and immediate relatives of the promoters. For further details Bidder/Applicant may refer to the RHP/Prospectus
Equity Shares	Equity Shares of the Issuer
Escrow Account	Account opened with the Escrow Collection Bank(s) and in whose favour the Anchor Investors may transfer money through NECS/NEFT/RTGS/direct credit in respect of the Bid Amount when submitting a Bid
Escrow Collection Bank(s)	Refer to definition of Banker(s) to the Issue
FCNR Account	Foreign Currency Non-Resident Account
First Bidder/Applicant	The Bidder/Applicant whose name appears first in the Bid cum Application Form or Revision Form
FII(s)	Foreign Institutional Investors as defined under the SEBI (Foreign Institutional Investors) Regulations, 1995 and registered with SEBI under applicable laws in India
Fixed Price Issue/Fixed Price Process/Fixed Price Method	The Fixed Price process as provided under the SEBI ICDR Regulations, 2009, in terms of which the Issue is being made
Floor Price	The lower end of the Price Band, at or above which the Issue Price and the Anchor Investor Issue Price may be finalised and below which no Bids may be accepted, subject to any revision thereto
FPIs	Foreign Portfolio Investors as defined under the Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014
FPO	Further public offering
Foreign Venture Capital Investors or FVCIs	Foreign Venture Capital Investors as defined and registered with SEBI under the SEBI (Foreign Venture Capital Investors) Regulations, 2000
IPO	Initial public offering
Issue	Public Issue of Equity Shares of the Issuer including the Offer for Sale if applicable
Issuer/ Company	The Issuer proposing the initial public offering/further public offering as applicable
Issue Price	The final price, less discount (if applicable) at which the Equity Shares may be Allotted in terms of the Prospectus. The Issue Price may be decided by the Issuer, in consultation with the Book Running Lead Manager(s)
Maximum RIB Allottees	The maximum number of ribs who can be Allotted the minimum Bid Lot. This is computed by dividing the total number of Equity Shares available for Allotment to RIBs by the minimum Bid Lot.
MICR	Magnetic Ink Character Recognition - nine-digit code as appearing on a cheque leaf
Mutual Fund	A mutual fund registered with SEBI under the SEBI (Mutual Funds) Regulations, 1996
Mutual Funds Portion	5% of the QIB Category (excluding the Anchor Investor Portion) available for allocation to Mutual Funds only, being such number of equity shares as disclosed in the RHP/Prospectus and Bid cum Application Form
NECS	National Electronic Clearing Service
NEFT	National Electronic Fund Transfer
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 Issue and in relation to whom the RHP/Prospectus constitutes an invitation to subscribe to or purchase the Equity Shares
NRO Account	Non-Resident Ordinary Account
Net Issue	The Issue less reservation portion
Non-Institutional Bidders or NIBs	All Bidders/Applicants, 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-Institutional Category	The portion of the Issue being such number of Equity Shares available for allocation to NIBs on a proportionate basis and as disclosed in the RHP/Prospectus and the Bid cum Application Form
Non-Resident	A person resident outside India, as defined under FEMA and includes Eligible NRIs, FIIs, FPIs and FVCIs registered with SEBI
OCB/Overseas Corporate Body	A company, partnership, society or other corporate body owned directly or indirectly to the extent of at least 60% by NRIs including overseas trusts, in which not less than 60% of beneficial interest is irrevocably held by NRIs directly or indirectly and which was in existence on October 3, 2003 and immediately before such date had taken benefits under the general permission granted to OCBs under FEMA

Term	Description
Other Investors	Investors other than Retail Individual Bidders in a Fixed Price Issue. These include individual applicants other than Retail Individual Bidders and other investors including corporate bodies or institutions irrespective of the number of specified securities applied for.
PAN	Permanent Account Number allotted under the IT Act, 1961
Price Band	Price Band with a minimum price, being the Floor Price and the maximum price, being the Cap Price and includes revisions thereof. The Price Band and the minimum Bid lot size for the Issue may be decided by the Issuer in consultation with the Book Running Lead Manager(s) and advertised, at least five working days in case of an IPO and one working day in case of FPO, prior to the Bid/ Issue Opening Date, in English national daily, Hindi national daily and regional language at the place where the registered office of the Issuer is situated, newspaper each with wide circulation
Pricing Date	The date on which the Issuer in consultation with the Book Running Lead Manager(s), finalise the Issue Price
Prospectus	The prospectus to be filed with the RoC in accordance with Section 26 of the Companies Act, 2013 after the Pricing Date, containing the Issue Price, the size of the Issue and certain other information
Public Issue Account	A Bank account opened with the Banker to the Issue to receive monies from the Escrow Account and from the ASBA Accounts on the Designated Date
QIB Category	The portion of the Issue being such number of Equity Shares to be Allotted to QIBs on a proportionate basis
Qualified Institutional Buyers or QIBs	As defined under the SEBI ICDR Regulations, 2009
RTGS	Real Time Gross Settlement
Red Herring Prospectus/ RHP	The red herring prospectus issued in accordance with Section 32 of the Companies Act, 2013, which does not have complete particulars of the price at which the Equity Shares are offered and the size of the Issue. The RHP may be filed with the RoC at least three days before the Bid/Issue Opening Date and may become a Prospectus upon filing with the RoC after the Pricing Date. In case of issues undertaken through the fixed price process, all references to the RHP should be construed to mean the Prospectus
Refund Account(s)	The account opened with Refund Bank(s), from which refunds to Anchor Investors, if any, of the whole or part of the Bid Amount may be made
Refund Bank(s)	Refund bank(s) as disclosed in the RHP/Prospectus and Bid cum Application Form of the Issuer
Registrar and Share Transfer Agents or RTAs	Registrar and share transfer agents registered with SEBI and eligible to procure Bids at the Designated RTA Locations in terms of circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 issued by SEBI
Registered Broker	Stock Brokers registered with the Stock Exchanges having nationwide terminals, other than the members of the Syndicate
Registrar to the Issue/RTI	The Registrar to the Issue as disclosed in the Red Herring and Prospectus and Bid cum Application Form
Reserved Category/ Categories	Categories of persons eligible for making application/bidding under reservation portion
Reservation Portion	The portion of the Issue reserved for category of eligible Bidders/Applicants as provided under the SEBI ICDR Regulations, 2009
Retail Individual Bidders/ RIBs	Investors who applies or bids for a value of not more than ₹ 200,000.
Retail Individual Shareholders	Shareholders of a listed Issuer who applies or bids for a value of not more than ₹ 200,000.
Retail Category	The portion of the Issue being such number of Equity Shares available for allocation to RIBs which shall not be less than the minimum bid lot, subject to availability in RIB category and the remaining shares to be Allotted on proportionate basis.
Revision Form	The form used by the Bidders in an issue through Book Building Process to modify the quantity of Equity Shares and/or bid price indicated therein in any of their Bid cum Application Forms or any previous Revision Form(s)
RoC	The Registrar of Companies
SEBI	The Securities and Exchange Board of India constituted under the Securities and Exchange Board of India Act, 1992
SEBI ICDR Regulations, 2009	The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009
Self Certified Syndicate Bank(s) or SCSB(s)	A bank registered with SEBI, which offers the facility of ASBA and a list of which is available on http://www.sebi.gov.in/cms/sebi_data/attachdocs/1316087201341.html
Specified Locations	Refer to definition of Broker Centers
Stock Exchanges/ SE	The stock exchanges as disclosed in the RHP/Prospectus of the Issuer where the Equity Shares Allotted pursuant to the Issue are proposed to be listed

Term	Description
Syndicate	The Book Running Lead Manager(s) and the Syndicate Member
Syndicate Agreement	The agreement to be entered into among the Issuer, and the Syndicate in relation to collection of ASBA Forms by Syndicate Members
Syndicate Member(s)/SM	The Syndicate Member(s) as disclosed in the RHP/Prospectus
Underwriters	The Book Running Lead Manager(s) and the Syndicate Member(s)
Underwriting Agreement	The agreement amongst the Issuer, and the Underwriters to be entered into on or after the Pricing Date
Working Day	"Working Day", with reference to (a) announcement of Price Band; and (b) Bid/Issue Period, shall mean all days, excluding Saturdays, Sundays and public holidays, on which commercial banks in Mumbai are open for business; and (c) the time period between the Bid/Issue Closing Date and the listing of the Equity Shares on the Stock Exchanges, shall mean all trading days of Stock Exchanges, excluding Sundays and bank holidays, as per the SEBI Circular SEBI/HO/CFD/DIL/CIR/P/2016/26 dated January 21, 2016

SECTION VIII: MAIN PROVISIONS OF THE ARTICLES OF ASSOCIATION

The Articles of Association of our Company comprise of two parts, Part A and Part B, which parts shall, unless the context otherwise requires, co-exist with each other. In case of inconsistency and contradiction, conflict and overlap between Part A and Part B, the provisions of Part B shall be applicable.

However, Part B shall automatically terminate and cease to have any force and effect from the date of listing of shares of our Company on the Stock Exchanges subsequent to an initial public offering of the Equity Shares without any further action by our Company or by the Shareholders.

PART A

Article		Particulars
4	**Share capital**	(a) The authorized Share Capital of the Company shall be as stated under clause V of the Memorandum from time to time. (b) The Paid up Share Capital shall be at all times be as required under the Act. (c) The Company has power, from time to time, to increase its authorized or issued and Paid up Share Capital. (d) The Share Capital of the Company may be classified into Equity shares with differential rights as to Dividend, voting or otherwise in accordance with applicable provisions of the Act, Rules, and Law, from time to time. (e) Subject to Article 4(d) all the Equity Shares shall be of the same class and shall be alike in all respects and the holders thereof shall be entitled to identical rights and privileges including without limitation to identical rights and privileges with respect to Dividends, voting rights and distribution of assets in the event of voluntary or involuntary liquidation, dissolution or winding up of the Company. (f) The Board may allot and issue shares of the Company as payment or part payment for any property purchased by the Company or in respect of goods sold or transferred or machinery or appliances supplied or for services rendered to the Company in or about the formation of the Company or the acquisition and/or in the conduct of its business or for any goodwill provided to the Company; and any shares which maybe so allotted maybe issued as fully/partly Paid up shares and if so issued shall be deemed as fully/partly Paid up shares. However, the aforesaid shall be subject to the approval of Shareholders under the relevant provisions of the Act and Rules. (g) The amount payable on application on each share shall not be less than 5% of the nominal value of the share or, as maybe specified by SEBI. (h) Nothing herein contained shall prevent the Directors from issuing fully Paid up shares either on payment of the entire nominal value thereof in cash or in satisfaction of any outstanding debt or obligation of the Company. (i) Except so far as otherwise provided by the conditions of issue or by these presents, any Capital raised by the creation of new Equity 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. (j) All of the provisions of these Articles shall apply to the Shareholders. (k) Any application signed by or on behalf of an applicant for shares in the Company, followed by an allotment of any Equity Shares therein, shall be an acceptance of shares within the meaning of these Articles and

Article		Particulars
		every Person who thus or otherwise accepts any shares and whose name is on the Register of Members shall for the purposes of the Articles be a Shareholder. (l) The money, (if any) which the Board shall, on the allotment of, any shares being made by them, require or direct to be paid by way of deposit, call or otherwise, in respect of any shares allotted by them, shall immediately on the insertion of the name of the allotee, in the Register of Members as the name of the holder of such Equity Shares, become a debt due to and recoverable by the Company from the allottee thereof, and shall be paid by him accordingly.
5.	**Branch offices**	The Company shall have the power to establish one or more branch offices, in addition to the Office, in such places as the Board may deem fit.
6.	**Preference Shares**	(a) **Redeemable Preference Shares** The Company, subject to the applicable provisions of the Act and the consent of the Board, shall have the power to issue on a cumulative or non-cumulative basis, preference shares liable to be redeemed in any manner permissible under the Act and the Directors may, subject to the applicable provisions of the Act, exercise such power in any manner as they deem fit and provide for redemption of such shares on such terms including the right to redeem at a premium or otherwise as they deem fit. (b) **Convertible Redeemable Preference Shares** The Company, subject to the applicable provisions of the Act and the consent of the Board, shall have power to issue on a cumulative or non-cumulative basis convertible redeemable preference shares liable to be redeemed in any manner permissible under the Act and the Directors may, subject to the applicable provisions of the Act, exercise such power as they deem fit and provide for redemption at a premium or otherwise and/or conversion of such shares into such Securities on such terms as they may deem fit.
7.	**Provisions in case of preference shares**	Upon the issue of preference shares pursuant to Article 6, above, the following provisions shall apply: (a) No such shares shall be redeemed except out of profits of the Company which would otherwise be available for Dividend or out of the proceeds of fresh issue of shares made for the purposes of the redemption; (b) No such shares shall be redeemed unless they are fully paid; (c) 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 securities premium account, before the shares are redeemed; (d) Where any such shares are proposed to be redeemed out of the profits of the Company, there shall, out of such profits be Transferred, a sum equal to the nominal amount of the shares to be redeemed, to a reserve, to be called the "**Capital Redemption Reserve Account"** and the applicable provisions of the Act relating to the reduction of the Share Capital of the Company shall, except as provided by section 55 of the Act apply as if the Capital Redemption Reserve Account were the Paid up Share Capital of the Company. (e) The redemption of preference shares under this Article by the Company shall not be taken as reduction of Share Capital; (f) The Capital Redemption Reserve Account may, notwithstanding anything in this Article, be applied by the Company, in paying up un-issued shares of the Company to be issued to the Shareholders as fully paid bonus shares; and

Article		Particulars
		(g) Whenever the Company shall redeem any redeemable preference shares or cumulative convertible redeemable preference shares, the Company shall, within 30 (thirty) days thereafter, give notice thereof to the Registrar as required by section 64 of the Act.
8.	**Share Equivalent**	The Company shall, subject to the applicable provisions of the Act, compliance with Law and the consent of the Board, have the power to issue Share Equivalents on such terms and in such manner as the Board deems fit including their conversion, repayment, and redemption whether at a premium or otherwise.
9.	**ADRs/GDRs**	The Company shall, subject to the applicable provisions of the Act, compliance with all Laws and the consent of the Board, have the power to issue ADRs or GDRs on such terms and such manner as the Board deems fit including their conversion and repayment. Such terms may include at the discretion of the Board, limitations on voting by holders of ADRs or GDRs, including without limitation, exercise of voting rights in accordance with the directions of the Board.
10.	**Alteration of Share Capital**	Subject to these Articles and the applicable provisions of the Act (including section 61 of the Act), the Company may, by Ordinary Resolution in General Meeting from time to time, alter the conditions of its Memorandum as follows that is to say it may: (a) increase its Share Capital by such amount as it thinks expedient; (b) consolidate and divide all or any of its Share Capital into shares of larger amount than its existing shares; Provided that, no consolidation and division which results in changes in the voting percentage of Shareholders shall take effect unless it is approved by the Tribunal on an application made in the prescribed manner. (c) convert all or any of its fully Paid-up shares into stock and reconvert that stock into fully Paid-up shares of any denomination. (d) sub-divide its shares, or any of them, into shares of smaller amount than is fixed by the Memorandum, so however, that in the sub-division the proportion between the amount paid and the amount, if any, unpaid on each reduced share shall be the same as it was in the case of the share from which the reduced share is derived; and (e) cancel shares which, at the date of the passing of the resolution in that behalf, 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. A cancellation of shares in pursuance of this Article shall not be deemed to be a reduction of Share Capital within the meaning of the Act.
11.	**Reduction of share capital**	The Company may, subject to the applicable provisions of the Act, from time to time, reduce its Capital, any capital redemption reserve account and the securities premium account in any manner for the time being authorized by Law. This Article is not to derogate any power the Company would have under Law, if it were omitted.
12.	**Power of company to purchase its own securities**	Notwithstanding anything contained in these Articles, pursuant to a resolution of the Board, the Company may purchase its own Equity Shares or other Securities as may be specified by the MCA, by way of a buy-back arrangement, in accordance with sections 68, 69 and 70 of the Act, the Rules and subject to compliance with Law.
13.	**Power to modify rights**	Where, the Capital, is divided (unless otherwise provided by the terms of issue of the shares of that class) into different classes of shares, all or any of the rights

Article		Particulars
		and privileges attached to each class may, subject to the provisions of section 48 of the Companies Act, 2013 and Law, whether or not the Company is being wound up, be modified, commuted, affected or abrogated or dealt with by agreement between the Company and any Person purporting to contract on behalf of that class, provided the same is affected with consent in writing and by way of a Special Resolution passed at a separate meeting of the holders of the issued shares of the class. Subject to section 48(2) of the Act and Law, all provisions hereafter contain as to General Meetings (including the provisions relating to quorum, at such meetings) shall mutatis mutandis apply to every such meeting.
14.	**Registers to be maintained by the company**	(a) The Company shall, in terms of provisions of the section 88 of the Act, cause to be kept the following registers in terms of the applicable provisions of the Act. (i) A Register of Members indicating separately for each class of Equity Shares and preference shares held by each Shareholder residing in or outside India; (ii) A register of Debenture holders; (iii) A register of any other security holders. (b) The Company shall also be entitled to keep in any country outside India, a part of the registers referred above, called "foreign register" containing names and particulars of the Shareholders, Debenture holders or holders of other Securities or Beneficial Owners residing outside India. (c) The registers mentioned in this Article shall be kept and maintained in the manner prescribed under the Companies (Management and Administration) Rules, 2014.
15.	**Shares and share certificates**	(a) The Company shall issue, re-issue share certificates and issue duplicate share certificates in accordance with the provisions of the Act and in the form and manner prescribed under the Companies (Share Capital and Debenture) Rules, 2014. (b) A duplicate certificate of shares may be issued, if such certificate: (i) is proved to have been lost or destroyed; or (ii) has been defaced, mutilated or torn and is surrendered to the Company. (c) The Company shall be entitled to dematerialize its existing shares, rematerialize its shares held in the Depository and/or to offer its fresh shares in a dematerialized form pursuant to the Depositories Act, and the rules framed thereunder, if any. (d) A certificate, issued under the Seal, specifying the shares held by any Person shall be prima facie evidence of the title of the Person to such shares. Where the shares are held in depository form, the record of the Depository shall be prima facie evidence of the interest of the Beneficial Owner. (e) If any certificate be worn out, defaced, mutilated or torn or 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 is lost or destroyed then upon proof thereof, to the satisfaction of the Company and on execution of such indemnity as the Company deems accurate, 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 Articles shall be issued without payment of fees if the Directors so decide, or on payment of such fees (not exceeding Rupees two for each certificate) as the Directors shall prescribe. Provided that, no fee shall be charged for issue

Article		Particulars	
			of a new certificate 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 that what is stated above, the Directors shall comply with the applicable provisions of the Act and Law.
		(f)	The provisions of this Article shall mutatis mutandis apply to Debentures and other Securities of the Company.
		(g)	When a new certificate has been issued in pursuance sub-article (e) of this Article, it shall be in the form and manner stated under the Companies (Share Capital and Debenture) Rules, 2014.
		(h)	Where a new share certificate has been issued in pursuance of sub-articles (e) and (f) of this Article, particulars of every such share certificate shall be entered in a register of renewed and duplicate certificates maintained in the form and manner specified under the Companies (Share Capital and Debenture) Rules, 2014.
		(i)	All blank forms to be used for issue of share certificates shall be printed and the printing shall be done only on the authority of a resolution of the Board. The blank forms shall be consecutively machine-numbered and the forms and the blocks, engravings, facsimiles and hues relating to the printing of such forms shall be kept in the custody of the Secretary or of such other Person as the Board may authorize for the purpose and the Secretary or the other Person aforesaid shall be responsible for rendering an account of these forms to the Board.
		(j)	The Secretary shall be responsible for the maintenance, preservation and safe custody of all books and documents relating to the issue of share certificates including the blank forms of the share certificate referred to in sub-article (i) of this Article.
		(k)	All books referred to in sub-article (j) of this Article, shall be preserved in the manner specified in the Companies (Share Capital and Debenture) Rules, 2014.
		(l)	The details in relation to any renewal or duplicate share certificate shall be entered in the register of renewed and duplicate share certificates, as prescribed under the Companies (Share Capital and Debenture) Rules, 2014.
		(m)	If any Share stands in the name of 2 (two) or more Persons, the Person first named in the Register of Members shall as regards receipt of Dividends or bonus, or service of notices and all or any other matters connected with the Company except voting at meetings and the Transfer of shares, be deemed the sole holder thereof, but the joint holders of a share shall be severally as well as jointly liable for the payment of all installments and calls due in respect of such shares, and for all incidents thereof according to these Articles.
		(n)	Except as ordered by a court of competent jurisdiction or as may be required by Law, the Company shall be entitled to treat the Shareholder whose name appears on the Register of Members as the holder of any share or whose name appears as a Beneficial Owner of shares in the records of the Depository, as the absolute owner thereof and accordingly shall not be bound to recognize any benami, trust or equity or equitable, contingent or other claim to or interest in such share on the part of any other Person whether or not he shall have express or implied notice thereof. The Board shall be entitled at their sole discretion to register any shares in the joint names of any 2 (two) or more Persons or the survivor or survivors of them.
16.	**Shares at the disposal of the directors**	(a)	Subject to the provisions of section 62, other applicable provisions of the Act and these Articles, the shares in the Capital of the Company for

Article		Particulars
		the time being (including any shares forming part of any increased Capital of the Company) shall be under the control of the Board 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 at such time as they may, from time to time think fit. (b) If, by the conditions of allotment of any share, the whole or part of the amount thereof shall be payable by installments, every such installment shall, when due, be paid to the Company by the Person who, for the time being, shall be the registered holder of the shares or by his Executor or Administrator. (c) Every Shareholder, or his heirs, Executors or Administrators shall pay to the Company, the portion of the Capital represented by his share or shares which may for the time being remain unpaid thereon in such amounts at such time or times and in such manner as the Board shall from time to time in accordance with the Articles require or fix for the payment thereof. (d) In accordance with section 56 and other applicable provisions of the Act and the Rules: (i) Every Shareholder or allotee of shares shall be entitled without payment, to receive one or more certificates specifying the name of the Person in whose favor it is issued, the shares to which it relates and the amount Paid up thereon. Such certificates 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 coupon of requisite value, save in cases of issue of share certificates against letters of acceptance or of renunciation, or in cases of issue of bonus shares. Such share certificates shall also be issued in the event of consolidation or sub-division of shares of the Company. Provided however, no Shareholder shall be entitled to sub-divide/consolidate share certificates without the prior permission from the Company. Every such certificate shall specify the shares to which it relates and the amount paid thereon be issued under the Seal which shall be affixed in the presence of 2 (two) Directors or Persons acting on behalf of the Board under a duly registered power of attorney and the Secretary or some other Person appointed by the Board for that purpose and the 2 (two) Directors and their attorneys the Secretary or some other Person shall sign the share certificate(s). 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. For any further certificate, the Board shall be entitled, but shall not be bound to prescribe a charge not exceeding rupees two; (ii) Every Shareholder shall be entitled without payment, to one or more certificates, in marketable slots, for all the shares of each class or denomination registered in his name, or if the Directors so approve (upon paying such fees as the Directors may from time to time determine) to several certificates, each for one or more of such shares and the Company shall complete and have ready for delivery such certificates within 2 (two) months from the date of allotment, or within 1 (one) month of the receipt of instrument of Transfer, transmission, sub-division, consolidation, or renewal of its shares as the case may be. Every certificate of shares shall be in the form and manner specified in Article 15 above and 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

Article		Particulars
		a certificate of shares to the first named joint holders shall be sufficient delivery to all such holders; (iii) the Board may, at their absolute discretion, refuse any applications for the sub-division of share certificates or Debenture certificates, into denominations less than marketable lots except where sub-division is required to be made to comply with any statutory provision or an order of a competent court of Law or at a request from a Shareholder or to convert holding of odd lot into transferrable/marketable lot; (iv) A Director may sign a share certificate by affixing his signature thereon by means of a machine, equipment or other mechanical 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 that purpose.
17.	**Underwriting and brokerage**	(a) Subject to the applicable provisions of the Act, the Company may at any time pay a commission to any Person in consideration of his subscribing or agreeing to subscribe or procuring or agreeing to procure subscription, (whether absolutely or conditionally), for any shares or Debentures in the Company in accordance with the provisions of the Companies (Prospectus and Allotment of Securities) Rules, 2014. (b) The Company may also, on any issue of shares or Debentures, pay such brokerage as may be lawful.
18.	**Calls**	(a) Subject to the provisions of section 49 of the Act, 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 circular resolution), make such call as it thinks fit upon the Shareholders in respect of all money unpaid on the shares held by them respectively and each Shareholder shall pay the amount of every call so made on him to the Person or Persons and Shareholders and at the times and places appointed by the Board. A call may be made payable by installments. Provided that the Board shall not give the option or right to call on shares to any Person except with the sanction of the Company in the General Meeting. (b) A 30 (thirty) days' notice in writing at the least of every call (otherwise than on allotment) shall be given by the Company specifying the time and place of payment and if payable to any Person other than the Company, the name of the Person to whom the call shall be paid, provided that before the time for payment of such call, the Board may by notice in writing to the Shareholders revoke the same. (c) The Board of Directors may, when making a call by resolution, determine the date on which such call shall be deemed to have been made, not being earlier than the date of resolution making such call and thereupon the call shall be deemed to have been made on the date so determined and if no date is determined, the call shall be deemed to have been made at the time when the resolution of the Board authorizing such call was passed and may be made payable by the Shareholders whose names appear on the Register of Members on such date or at the discretion of the Board on such subsequent date as shall be fixed by the Board. A call may be revoked or postponed at the discretion of the Board. (d) The joint holder of a share shall be jointly and severally liable to pay all installments and calls due in respect thereof. (e) 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 Shareholders who, from residence at a distance or other cause the

Article		Particulars
		Board may deem fairly entitled to such extension; but no Shareholders shall be entitled to such extension save as a matter of grace and favour. (f) If any Shareholder or allottee fails to pay the whole or any part of any call or installment, due from him on the day appointed for payment thereof, or any such extension thereof as aforesaid, he shall be liable to pay interest on the same from the day appointed for the payment thereof to the time of actual payment at such rate as shall from time to time be fixed by the Board but nothing in this Article shall render it obligatory for the Board to demand or recover any interest from any such Shareholder. (g) Any sum, which by the terms of issue of a share or otherwise, becomes payable on allotment or at any fixed date or by installments at a fixed time whether on account of the nominal value of the share or by way of premium shall for the purposes of these Articles be deemed to be a call duly made and payable on the date on which by the terms of issue or otherwise the same became payable, and in case of non-payment, all the relevant provisions of these Articles as to payment of call, interest, expenses, forfeiture or otherwise shall apply as if such sum became payable by virtue of a call duly made and notified. (h) On the trial or hearing of any action or suit brought by the Company against any Shareholder or his legal representatives for the recovery of any money claimed to be due to the Company in respect of his shares, it shall be sufficient to prove that the name of the Shareholder in respect of whose shares the money is sought to be recovered appears entered on the Register of Members as the holder, or one of the holders at or subsequent to the date at which the money sought to be recovered is alleged to have become due on the shares; that the resolution making the call is duly recorded in the minute book, and that notice of such call was duly given to the Shareholder or his representatives so sued in pursuance of these Articles; and 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, nor that the meeting 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. (i) Neither a judgment nor a decree in favour of the Company for calls or other money due in respect of any share nor any part payment or satisfaction thereunder, nor the receipt by the Company of a portion of any money which shall from time to time be due from any Shareholder to the Company in respect of his shares, either by way of principal or interest, nor any indulgence granted by the Company in respect of the payment of any such money shall preclude the Company from thereafter proceeding to enforce a forfeiture of such shares as hereinafter provided. (j) The Board may, if it thinks fit (subject to the provisions of section 50 of the Act) agree to and receive from any Shareholder willing to advance the same, the whole or any part of the money due upon the shares held by him beyond the sums actually called up, and upon the amount so paid or satisfied in advance or so much thereof as from time to time and at any time thereafter as exceeds the amount of the calls then made upon and due in respect of the shares in respect of which such advance has been made, the Company may pay interest, as the Shareholder paying such sum in advance and the Board agree upon, provided that the money paid in advance of calls on any share may carry interest but shall not confer a right to participate in profits or Dividend. The Directors may at any time repay the amount so advanced. (k) No Shareholder shall be entitled to voting rights in respect of the money (ies) so paid by him until the same would but for such payment, become presently payable.

Article		Particulars
		(l) The provisions of these Articles shall *mutatis mutandis* apply to the calls on Debentures of the Company.
19.	**Company's lien**	A. ON SHARES: (a) The Company shall have a first and paramount lien: (i) on every share (not being a fully paid share), for all money (whether presently payable or not) called, or payable at a fixed time, in respect of that share; (ii) on all shares (not being fully paid shares) standing registered in the name of a single Person, for all money presently payable by him or his estate to the Company. Provided that, the Board may at any time, declare any shares wholly or in part to be exempt from the provisions of this Article. (b) The Company's lien, if any, on the shares, shall extend to all the Dividends payable and bonuses declared from time to time in respect of such shares. (c) Unless otherwise agreed, the registration of the Transfer of shares shall operate as a waiver of the Company's lien, if any, on such shares. The fully Paid up shares shall be free from all lien and that in case of partly paid shares, the Company's lien shall be restricted to money called or payable at a fixed price in respect of such shares. (d) For the purpose of enforcing such lien, the Board may sell the shares, subject thereto in such manner as they shall think fit, and may authorize one of their Shareholders to execute and register the Transfer thereof on behalf of and in the name of any purchaser. The purchaser shall not be bound to see to the application of the purchase money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale. Provided that no sale shall be made: (i) Unless a sum in respect of which the lien exists is presently payable; or (ii) Until the expiration of 14 days after a notice in writing stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable, has been given to the registered holder for the time being of the share or the Person entitled thereto by reason of his death or insolvency. The net proceeds of any such sale shall be received by the Company and applied in payment of such part of the amount in respect of which the lien exists as is presently payable. The residue, if any, shall (subject to a like lien for sums not presently payable as existed upon the shares before the sale) be paid to the Person entitled to the shares at the date of the sale. (e) No Shareholder shall exercise any voting right 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 of lien. B. ON DEBENTURES: (a) The Company shall have a first and paramount lien:

Article		Particulars	
			(i) on every Debenture (not being a fully paid Debenture), for all money (whether presently payable or not) called, or payable at a fixed time, in respect of that Debenture; (ii) on all Debentures (not being fully paid Debentures) standing registered in the name of a single Person, for all money presently payable by him or his estate to the Company. Provided that the Board may, at any time, declare any Debentures wholly or in part to be exempt from the provisions of this Article.
		(b)	Company's lien, if any, on the Debentures, shall extend to all interest and premium payable in respect of such Debentures.
		(c)	Unless otherwise agreed, the registration of a transfer of Debentures shall operate as a waiver of the Company's lien, if any, on such Debentures. The fully Paid up Debentures shall be free from all lien and that in case of partly paid Debentures, the Company's lien shall be restricted to money called or payable at a fixed price in respect of such Debentures.
		(d)	For the purpose of enforcing such lien, the Board may sell the Debentures, subject thereto in such manner as they shall think fit, and for that purpose may cause to be issued a duplicate certificate in respect of such Debentures and may authorize the Debenture trustee acting as trustee for the holders of Debentures or one of the holder of Debentures to execute and register the transfer thereof on behalf of and in the name of any purchaser. The purchaser shall not be bound to see to the application of the purchase money, nor shall his title to the Debentures be affected by any irregularity or invalidity in the proceedings in reference to the sale. Provided that no sale shall be made: (i) unless a sum in respect of which the lien exists is presently payable; or (ii) until the expiration of 14(fourteen) days after a notice in writing stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable, has been given to the registered holder for the time being of the Debenture or the Person entitled thereto by reason of his death or insolvency. The net proceeds of any such sale shall be received by the Company and applied in payment of such part of the amount in respect of which the lien exists as is presently payable. The residue, if any, shall (subject to a like lien for sums not presently payable as existed upon the Debentures before the sale) be paid to the Person entitled to the Debentures at the date of the sale.
		(e)	No holder of Debentures shall exercise any voting right in respect of any Debentures 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 of lien.
20.	**Forfeiture of shares**	(a)	If any Shareholder fails to pay any call or installment or any part thereof or any money due in respect of any shares either by way of principal or interest on or before the day appointed for the payment of the same or any such extension thereof as aforesaid, the Board may, at any time thereafter, during such time as the call or installment or any part thereof or other money remain unpaid or a judgment or decree in respect thereof remain unsatisfied, give notice to him or his legal representatives requiring him to pay the same together with any interest that may have accrued and all expenses that may have been incurred by the Company by reason of such non-payment.

Article		Particulars
		(b) The notice shall name a day, (not being less than 14 (fourteen) days from the date of the notice), and a place or places on or before which such call or installment or such part or other money as aforesaid and interest thereon, (at such rate as the Board shall determine and payable from the date on which such call or installment ought to have been paid), and expenses as aforesaid are to be paid. The notice shall also state that in the event of non-payment at or before the time and at the place appointed, the shares in respect of which the call was made or installment is payable, will be liable to be forfeited. (c) If the requirements of any such notice as aforesaid are not be complied with, any share in respect of which such notice has been given, may at any time, thereafter before payment of all calls, installments, other money due in respect thereof, interest and expenses as required by the notice has been made, be forfeited by a resolution of the Board to that effect. Such forfeiture shall include all Dividends declared or any other money payable in respect of the forfeited share and not actually paid before the forfeiture subject to the applicable provisions of the Act. There shall be no forfeiture of unclaimed Dividends before the claim becomes barred by Law. (d) When any share shall have been so forfeited, notice of the forfeiture shall be given to the Shareholder on whose name it stood immediately prior to the forfeiture or if any of his legal representatives or to any of the Persons entitled to the shares by transmission, and an entry of the forfeiture with the date thereof, shall forth-with be made in the Register of Members, but no forfeiture shall be in any manner invalidated by any omission or neglect to give such notice or to make any such entry as aforesaid. (e) Any share 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 shall think fit. (f) Any Shareholder 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 and other money 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, (if it thinks fit), payment thereof as if it were a new call made at the date of forfeiture. (g) The forfeiture of a share shall involve extinction at the time of the forfeiture of all interest in all claims and demands against the Company, in respect of the share and all other rights incidental to the share, except only such of these rights as by these Articles are expressly saved. (h) A duly verified declaration in writing that the declarant is a Director, the manager or Secretary of the Company and that a share in the Company has 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. (i) 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 purchaser shall not be bound to see to the regularity of the proceedings, or to the application of the purchase money, and after his name has been entered in the Register 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.

Article		Particulars
		(j) Upon any sale, re-allotment or other disposal under the provisions of the preceding Articles, the certificate or certificates originally issued in respect of the relevant shares shall, (unless the same shall on demand by the Company have been previously surrendered to it by the defaulting Shareholder), stand cancelled and become null and void and of no effect and the Board shall be entitled to issue a new certificate or certificates in respect of the said shares to the Person or Persons entitled thereto. (k) The Board may, at any time, before any share so forfeited shall have been sold, re-allotted or otherwise disposed of, annul the forfeiture thereof upon such conditions as it thinks fit.
21.	**Further issue of capital**	(a) Where at any time, the Company proposes to increase its subscribed capital by the issue of further shares, such shares shall be offered— (i) to Persons who, at the date of the offer, are holders of Equity Shares of the Company in proportion, as nearly as circumstances admit, to the Paid up Share Capital on those shares by sending a letter of offer subject to the following conditions, namely:- a. the offer shall be made by notice specifying the number of shares offered and limiting a time not being less than 15 (fifteen) days and not exceeding 30 (thirty) days from the date of the offer within which the offer, if not accepted, shall be deemed to have been declined; b. the offer aforesaid shall be deemed-to include a right exercisable by the Person concerned to renounce the shares offered to him or any of them in favour of any other Person; and the notice referred to in clause a. above shall contain a statement of this right; c. after the expiry of the time specified in the notice aforesaid, or on receipt of earlier intimation from the Person to whom such notice is given that he declines to accept the shares offered, the Board may dispose of them in such manner which is not disadvantageous to the Shareholders and the Company; (ii) to employees under a scheme of employees' stock option, subject to Special Resolution passed by the Company and subject to the Rules and such other conditions, as may be prescribed under the Law; or (iii) to any Persons, if it is authorized by a Special Resolution, whether or not those Persons include the Persons referred to in clause (i) or clause (ii) above, either for cash or for a consideration other than cash, if the price of such shares is determined by the valuation report of a registered valuer subject to the Rules. (b) the notice referred to in sub-clause a. of clause (i) of sub-article (a) shall be dispatched through registered post or speed post or through electronic mode to all the existing Shareholders at least 3 (three) days before the opening of the issue. (c) Nothing in this Article shall apply to the increase of the subscribed capital of a Company caused by the exercise of an option as a term attached to the Debentures issued or loan raised by the Company to convert such Debentures or loans into shares in the Company: Provided that the terms of issue of such Debentures or loan containing such an option have been approved before the issue of such Debentures or the raising of loan by a Special Resolution passed by the Company in a General Meeting.

Article		Particulars
		(d) The provisions contained in this Article shall be subject to the provisions of the section 42 and section 62 of the Act, the Rules and the applicable provisions of the Companies Act, 2013.
22.	**Transfer and transmission of shares**	(a) The Company shall maintain a register of Transfers and shall have recorded therein fairly and distinctly particulars of every Transfer or transmission of any Share, Debenture or other Security held in a material form. (b) In accordance with section 56 of the Act, the Rules and such other conditions as may be prescribed under Law, every instrument of Transfer of shares held in physical form shall be in writing. In case of Transfer of shares where the Company has not issued any certificates and where the shares are held in dematerialized form, the provisions of the Depositories Act shall apply. (c) An application for the registration of a Transfer of the shares in the Company may be made either by the transferor or the transferee within the time frame prescribed under the Act. (d) Where the application is made by the transferor and relates to partly paid shares, the Transfer shall not be registered unless the Company gives notice of the application to the transferee in a prescribed manner and the transferee communicates no objection to the Transfer within 2 (two) weeks from the receipt of the notice. (e) Every such instrument of Transfer shall be executed by both, the transferor and the transferee and attested and the transferor shall be deemed to remain the holder of such share until the name of the transferee shall have been entered in the Register of Members in respect thereof. (f) The Board shall have power on giving not less than 7 (seven) days previous notice by advertisement in a vernacular newspaper and in an English newspaper having wide circulation in the city, town or village in which the Office is situated, and publishing the notice on the website as may be notified by the Central Government and on the website of the Company, to close the transfer books, the Register of Members and/or register of Debenture-holders at such time or times and for such period or periods, not exceeding 30 (thirty) days at a time and not exceeding in the aggregate 45 (forty-five) days in each year, as it may deem expedient. (g) Subject to the provisions of sections 58 and 59 of the Act, these Articles and other applicable provisions of the Act or any other Law for the time being in force, the Board shall register the Transfer of, or the transmission by operation of Law of the right to, any Securities or interest of a Shareholder in the Company. The Company shall, within 30 (thirty) days from the date on which the instrument of Transfer, or the intimation of such transmission, as the case may be, was delivered to the Company, send a notice in accordance with Section 58 of the Act to the transferee and transferor or to the Person giving notice of such transmission, as the case may be, giving reasons for refusal, if any. Provided that, registration of a Transfer shall not be refused on the ground of the transferor being either alone or jointly with any other Person or Persons indebted to the Company on any account whatsoever. Subject to the applicable provisions of the Act and these Articles, the Directors shall have the discretion to refuse to register, transfer/transmission in respect of shares upon which the Company has a lien. (h) Subject to the provisions of these Articles, any Transfer of shares in whatever lot should not be refused, though there would be no objection to the Company refusing to split a share certificate into several scripts of any small denominations or, to consider a proposal for Transfer of shares comprised in a share certificate to several Shareholders, involving such splitting, if on the face of it such splitting/transfer appears to be unreasonable or without a genuine need. The Company should not,

Article		Particulars
		therefore, refuse Transfer of shares in violation of the stock exchange listing requirements on the ground that the number of shares to be transferred is less than any specified number. (i) In case of the death of any one or more Shareholders named in the Register of Members as the joint-holders of any shares, the survivors shall be the only Shareholder or Shareholders recognized by the Company as having any title to or interest in such shares, but nothing therein contained shall be taken to release the estate of a deceased joint-holder from any liability on shares held by him jointly with any other Person. (j) The Executors or Administrators or holder of the succession certificate or the legal representatives of a deceased Shareholder, (not being one of two or more joint-holders), shall be the only Shareholders recognized by the Company as having any title to the shares registered in the name of such Shareholder, and the Company shall not be bound to recognize such Executors or Administrators or holders of succession certificate or the legal representatives unless such Executors or Administrators or legal representatives shall have first obtained probate or letters of administration or succession certificate, as the case may be, from a duly constituted court in India, provided that the Board may in its absolute discretion dispense with production of probate or letters of administration or succession certificate, upon such terms as to indemnity or otherwise as the Board may in its absolute discretion deem fit and may under Article 22(a) of these Articles register the name of any Person who claims to be absolutely entitled to the shares standing in the name of a deceased Shareholder, as a Shareholder. (k) The Board shall not knowingly issue or register a Transfer of any share to a minor or insolvent or Person of unsound mind, except fully paid shares through a legal guardian. (l) Subject to the provisions of the Articles, any Person becoming entitled to shares in consequence of the death, lunacy, bankruptcy of any Shareholder or Shareholders, or by any lawful means other than by a Transfer in accordance with these Articles, may with the consent of the Board, (which it shall not be under any obligation to give), upon producing such evidence that he sustains the character in respect of which he proposes to act under this Article, or of his title, as the Board thinks sufficient, either be registered himself as the holder of the shares or elect to have some Person nominated by him and approved by the Board, registered as such holder; provided nevertheless, that if such Person shall elect to have his nominee registered, he shall testify the election by executing in favour of his nominee an instrument of Transfer in accordance with the provisions herein contained and until he does so, he shall not be freed from any liability in respect of the shares. (m) A Person becoming entitled to a share by reason of the death or insolvency of a Shareholder shall be entitled to the same Dividends and other advantages to which he would be entitled if he were the registered holder of the shares, except that he shall not, before being registered as a Shareholder in respect of the shares, be entitled to exercise any right conferred by membership in relation to the meetings of the Company. Provided that the Directors shall, at any time, give notice requiring any such Person to elect either to be registered himself or to Transfer the shares, and if such notice is not complied with within 90 (ninety) days, the Directors may thereafter withhold payment of all Dividends, bonuses or other monies payable in respect of the shares until the requirements of the notice have been complied with. (n) Every instrument of Transfer shall be presented to the Company duly stamped for registration accompanied by such evidence as the Board may require to prove the title of the transferor, his right to Transfer the

Article		Particulars	
			shares. Every registered instrument of Transfer shall remain in the custody of the Company until destroyed by order of the Board.
		(o)	Where any instrument of Transfer of shares has been received by the Company for registration and the Transfer of such shares has not been registered by the Company for any reason whatsoever, the Company shall transfer the Dividends in relation to such shares to a special account unless the Company is authorized by the registered holder of such shares, in writing, to pay such Dividends to the transferee and will keep in abeyance any offer of right shares and/or bonus shares in relation to such shares.
		(p)	In case of Transfer and transmission of shares or other marketable Securities where the Company has not issued any certificates and where such shares or Securities are being held in any electronic and fungible form in a Depository, the provisions of the Depositories Act shall apply.
		(q)	Before the registration of a Transfer, the certificate or certificates of the share or shares to be transferred must be delivered to the Company along with a properly stamped and executed instrument of Transfer in accordance with the provisions of section 56 of the Act.
		(r)	No fee shall be payable to the Company, in respect of the registration of Transfer or transmission of shares, or for registration of any power of attorney, probate, letters of administration and succession certificate, certificate of death or marriage or other similar documents, sub division and/or consolidation of shares and Debentures and sub-divisions of letters of allotment, renounceable letters of right and split, consolidation, renewal and genuine transfer receipts into denomination corresponding to the market unit of trading.
		(s)	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 of Members), to the prejudice of a Person or Persons having or claiming any equitable right, title or interest to or in the said shares, notwithstanding that the Company may have had any 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 required to regard or attend or give effect to any notice which may be given to it 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 Board shall so think-fit.
		(t)	There shall be a common form of Transfer in accordance with the Act and Rules.
		(u)	The provision of these Articles shall subject to the applicable provisions of the Act, the Rules and any requirements of Law. Such provisions shall mutatis mutandis apply to the Transfer or transmission by operation of Law to other Securities of the Company.
23.	**Dematerialization of securities**	(a)	<u>Dematerialization:</u> Notwithstanding anything contained in these Articles, the Company shall be entitled to dematerialize its existing Securities, rematerialize its Securities held in the Depositories and/or to offer its fresh Securities in a dematerialized form pursuant to the Depositories Act, and the rules framed thereunder, if any.
		(b)	Subject to the applicable provisions of the Act, either the Company or the investor may exercise an option to issue, dematerialize, hold the

Article		Particulars
		Securities (including shares) with a Depository in electronic form and the certificates in respect thereof shall be dematerialized, in which event the rights and obligations of the parties concerned and matters connected therewith or incidental thereto shall be governed by the provisions of the Depositories Act. (c) Notwithstanding anything contained in these Articles to the contrary, in the event the Securities of the Company are dematerialized, the Company shall issue appropriate instructions to the Depository not to Transfer the Securities of any Shareholder except in accordance with these Articles. The Company shall cause the Promoter to direct the respective Depository participants not to accept any instruction slip or delivery slip or other authorization for Transfer in contravention of these Articles. (d) If a Person opts to hold his Securities with a Depository, the Company shall intimate such Depository the details of allotment or the Securities and on receipt of the information, the Depository shall enter in its record the name of the allottee as the Beneficial Owner of the Securities. (e) <u>Securities in Depositories to be in fungible form:</u> All Securities held by a Depository shall be dematerialized and be held in fungible form. Nothing contained in sections 88, 89 and 186 of the Act shall apply to a Depository in respect of the Securities held by it on behalf of the Beneficial Owners. (f) <u>Rights of Depositories & Beneficial Owners:</u> (i) Notwithstanding anything to the contrary contained in the Act or these Articles, a Depository shall be deemed to be the Registered Owner for the purposes of effecting transfer of ownership of Securities on behalf of the Beneficial Owner; (ii) Save as otherwise provided in (i) above, the Depository as the Registered Owner of the Securities shall not have any voting rights or any other rights in respect of the Securities held by it; (iii) Every Person holding shares of the Company and whose name is entered as the Beneficial Owner in the records of the Depository shall be deemed to be a Shareholder; (iv) The Beneficial Owner of Securities shall, in accordance with the provisions of these Articles and the Act, be entitled to all the rights and subject to all the liabilities in respect of his Securities, which are held by a Depository. (g) Except as ordered by a court of competent jurisdiction or as may be required by Law and subject to the applicable provisions of the Act, the Company shall be entitled to treat the Person whose name appears in the register as the holder of any share or whose name appears as the Beneficial Owner of any share in the records of the Depository as the absolute owner thereof and accordingly shall not be bound to recognize any benami trust or equity, equitable contingent, future, partial interest, other claim to or interest in respect of such shares or (except only as by these Articles otherwise expressly provided) any right in respect of a share other than an absolute right thereto in accordance with these Articles, on the part of any other Person whether or not it has expressed or implied notice thereof but the Board shall at their sole discretion register any share in the joint names of any two or more Persons or the survivor or survivors of them. (h) <u>Register and Index of Beneficial Owners:</u> The Company shall cause to keep a register and index of members with details of shares and Debentures held in materialized and dematerialized

Article		Particulars
		forms in any media as may be permitted by Law including any form of electronic media. The register and index of Beneficial Owners maintained by a Depository under the Depositories Act shall be deemed to be a register and index of members for the purposes of the Act. The Company shall have the power to keep in any state or country outside India a register resident in that state or country. (i) Cancellation of Certificates upon surrender by Person: Upon receipt of certificate of Securities on surrender by a Person who has entered into an agreement with the Depository through a participant, the Company shall cancel such certificates and shall substitute in its record, the name of the Depository as the registered owner in respect of the said Securities and shall also inform the Depository accordingly. (j) Service of Documents: Notwithstanding anything contained in the Act or these Articles to the contrary, where Securities are held in a Depository, the records of the beneficial ownership may be served by such Depository on the Company by electronic mode or by delivery of floppies or discs. (k) Transfer of Securities: (i) Nothing contained in section 56 of the Act or these Articles shall apply to a transfer of Securities effected by transferor and transferee both of whom are entered as Beneficial Owners in the records of a Depository; (ii) In the case of Transfer or transmission of shares or other marketable Securities where the Company has not issued any certificates and where such shares or Securities are being held in any electronic or fungible form in a Depository, the provisions of the Depositories Act shall apply. (l) Allotment of Securities dealt within a Depository: Notwithstanding anything in the Act or these Articles, where Securities are dealt with by a Depository, the Company shall intimate the details of allotment of relevant Securities thereof to the Depository immediately on allotment of such Securities. (m) Certificate Number and other details of Securities in Depository: Nothing contained in the Act or these Articles regarding the necessity of having certificate number/distinctive numbers for Securities issued by the Company shall apply to Securities held with a Depository. (n) Register and Index of Beneficial Owners: The register and index of beneficial owners maintained by a Depository under the Depositories Act, shall be deemed to be the register and index (if applicable) of Shareholders and Security-holders for the purposes of these Articles. (o) Provisions of Articles to apply to Shares held in Depository: Except as specifically provided in these Articles, the provisions relating to joint holders of shares, calls, lien on shares, forfeiture of shares and Transfer and transmission of shares shall be applicable to shares held in the Depository so far as they apply to shares held in physical form subject to the provisions of the Depositories Act. (p) Depository to furnish information:

Article		Particulars
		Every Depository shall furnish to the Company information about the transfer of Securities in the name of the Beneficial Owner at such intervals and in such manner as may be specified by Law and the Company in that behalf. (q) <u>Option to opt out in respect of any such Security</u>: If a Beneficial Owner seeks to opt out of a Depository in respect of any Security, he shall inform the Depository accordingly. The Depository shall on receipt of such information make appropriate entries in its records and shall inform the Company. The Company shall within 30 (thirty) days of the receipt of intimation from a Depository and on fulfillment of such conditions and on payment of such fees as may be specified by the regulations, issue the certificate of Securities to the Beneficial Owner or the transferee as the case may be. (r) <u>Overriding, effect of this Article</u>: Provisions of this Article will have full effect and force not withstanding anything to the contrary or inconsistent contained in any other Article.
24.	**Nomination by securities holders**	(a) Every holder of Securities of the Company may, at any time, nominate, in the manner prescribed under the Companies (Share Capital and Debentures) Rules, 2014, a Person as his nominee in whom the Securities of the Company held by him shall vest in the event of his death. (b) Where the Securities of the Company are held by more than one Person jointly, the joint holders may together nominate, in the manner prescribed under the Companies (Share Capital and Debentures) Rules, 2014, a Person as their nominee in whom all the rights in the Securities Company shall vest in the event of death of all the joint holders. (c) Notwithstanding anything contained in any other Law for the time being in force or in any disposition, whether testamentary or otherwise, in respect of the Securities of the Company, where a nomination made in the manner prescribed under the Companies (Share Capital and Debentures) Rules, 2014, purports to confer on any Person the right to vest the Securities of the Company, the nominee shall, on the death of the holder of Securities of the Company or, as the case may be, on the death of the joint holders become entitled to all the rights in Securities of the holder or, as the case may be, of all the joint holders, in relation to such Securities of the Company to the exclusion of all other Persons, unless the nomination is varied or cancelled in the prescribed manner under the Companies (Share Capital and Debentures) Rules, 2014. (d) Where the nominee is a minor, the holder of the Securities concerned, can make the nomination to appoint in prescribed manner under the Companies (Share Capital and Debentures) Rules, 2014, any Person to become entitled to the Securities of the Company in the event of his death, during the minority. (e) The transmission of Securities of the Company by the holders of such Securities and Transfer in case of nomination shall be subject to and in accordance with the provisions of the Companies (Share Capital and Debentures) Rules, 2014.
25.	**Nomination for fixed deposits**	A depositor (who shall be the member of the Company) may, at any time, make a nomination and the provisions of section 72 of the Act shall, as far as may be, apply to the nominations made in relation to the deposits made subject to the provisions of the Rules as may be prescribed in this regard.

Article		Particulars
26.	**Nomination in certain other cases**	Subject to the applicable provisions of the Act and these Articles, any Person becoming entitled to the Securities in consequence of death, lunacy, bankruptcy or insolvency of any holder of the Securities, or by any lawful means other than by a Transfer in accordance with these Articles, may, with the consent of the Board (which it shall not be under any obligation to give), upon producing such evidence that he sustains the character in respect of which he proposes to act under this Article or of such title as the Board thinks sufficient, either be registered himself as the holder of the Securities or elect to have some Person nominated by him and approved by the Board registered as such holder; provided nevertheless that, if such Person shall elect to have his nominee registered, he shall testify the election by executing in favour of his nominee an instrument of Transfer in accordance with the provisions herein contained and until he does so, he shall not be freed from any liability in respect of the Securities.
27.	**Copies of memorandum and articles to be sent to members**	Copies of the Memorandum and Articles and other documents referred to in section 17 of the Act shall be sent by the Company to every Shareholder at his request within 7 (seven) days of the request on payment of such sum as prescribed under the Companies (Incorporation) Rules, 2014.
28.	**Borrowing powers**	(a) Subject to the provisions of sections 73, 179 and 180, and other applicable provisions of the Act and these Articles, the Board may, from time to time, at its discretion by resolution passed at the meeting of a Board: (i) accept or renew deposits from Shareholders; (ii) borrow money by way of issuance of Debentures; (iii) borrow money otherwise than on Debentures; (iv) accept deposits from Shareholders either in advance of calls or otherwise; and (v) generally raise or borrow or secure the payment of any sum or sums of money for the purposes of the Company. Provided, however, that where the money to be borrowed together with the money already borrowed (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) exceed the aggregate of the Paid-up capital of the Company and its free reserves (not being reserves set apart for any specific purpose), the Board shall not borrow such money without the consent of the Company by way of a Special Resolution in a General Meeting. (b) Subject to the provisions of these Articles, the payment or repayment of money borrowed as aforesaid may be secured in such manner and upon such terms and conditions in all respects as the resolution of the Board shall prescribe including by the issue of bonds, perpetual or redeemable Debentures or debenture-stock, or any mortgage, charge, hypothecation, pledge, lien or other security on the undertaking of the whole or any part of the property of the Company, both present and future. Provided however that the Board shall not, except with the consent of the Company by way of a Special Resolution in the General Meeting, mortgage, charge or otherwise encumber, the Company's uncalled Capital for the time being or any part thereof and Debentures and other Securities may be assignable free from any equities between the Company and the Person to whom the same may be issued. (c) Any bonds, Debentures, debenture-stock or other Securities may if permissible in Law be issued at a discount, premium or otherwise by the Company and shall with the consent of the Board be issued upon such terms and conditions and in such manner and for such consideration as the Board shall consider to be for the benefit of the Company, and on the condition that they or any part of them may be convertible into Equity

Article		Particulars
		Shares of any denomination, and with any privileges and conditions as to the redemption, surrender, allotment of shares, appointment of Directors or otherwise. Provided that Debentures with rights to allotment of or conversion into Equity Shares shall not be issued except with, the sanction of the Company in a General Meeting accorded by a Special Resolution. (d) Subject to the applicable provisions of the Act and these Articles, if any uncalled Capital of the Company is included in or charged by any mortgage or other Security, the Board shall make calls on the Shareholders in respect of such uncalled Capital in trust for the Person in whose favour such mortgage or Security is executed, or if permitted by the Act, may by instrument under Seal authorize the Person in whose favour such mortgage or Security is executed or any other Person in trust for him to make calls on the Shareholders in respect of such uncalled Capital and the provisions hereinafter contained in regard to calls shall *mutatis mutandis* apply to calls made under such authority and such authority may be made exercisable either conditionally or unconditionally or either presently or contingently and either to the exclusion of the Board's power or otherwise and shall be assignable if expressed so to be. (e) The Board shall cause a proper Register to be kept in accordance with the provisions of section 85 of the Act of all mortgages, Debentures and charges specifically affecting the property of the Company; and shall cause the requirements of the relevant provisions of the Act in that behalf to be duly complied within the time prescribed under the Act or such extensions thereof as may be permitted under the Act, as the case may be, so far as they are required to be complied with by the Board. (f) Any capital required by the Company for its working capital and other capital funding requirements may be obtained in such form as decided by the Board from time to time. (g) The Company shall also comply with the provisions of the Companies (Registration of Charges) Rules, 2014 in relation to the creation and registration of aforesaid charges by the Company.
29.	**Share warrants**	(a) The Company may issue share warrants ;and accordingly the Board may in its discretion, with respect to any Share which is fully Paid-up, on 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 Person 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. (b) The bearer of a share warrant may at any time deposit the warrant at the Office, and so long as the warrant remains so deposited, the depositor shall have the same right of signing a requisition for calling a meeting of the Company, and of attending, and voting and exercising the other privileges of a Shareholder at any meeting held after the expiry of 2 (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 deposited warrant. (i) Not more than one Person shall be recognized as depositor of the share warrant; (ii) The Company shall, on 2 (two) day’s written notice, return the deposited share warrant to the depositor. (c) Subject as herein otherwise expressly provided, no Person shall, as bearer of a share warrant, sign a requisition for calling a meeting of the

Article		Particulars
		Company, or attend, or vote or exercise any other privileges of a Shareholder at a meeting of the Company, or be entitled to receive any notices from the Company. (i) 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 Shareholder included in the warrant, and he shall be a Shareholder. (d) The Board may, from time to time, make rules as to the 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. (e) The provisions contained under this Article shall cease to have effect post the notification of section 465 of the Act which shall repeal the provisions of Companies Act, 1956.
30.	**Conversion of shares into stock and reconversion**	(a) The Company in the General Meeting may, by an Ordinary Resolution, convert any Paid-up shares into stock and when any shares shall have been converted into stock, the several holders of such stock may henceforth transfer their respective interest therein, or any part of such interests, in the same manner and subject to the same regulations as those subject to which shares from which the stock arose might have been transferred, if no such conversion had taken place or as near thereto as circumstances will admit. The Company may, by an Ordinary Resolution, at any time reconvert any stock into Paid-up shares of any denomination. Provided that the Board may, from time to time, fix the minimum amount of stock transferable, so however such minimum shall not exceed the nominal account from which the stock arose. (b) The holders of stock shall, according to the amount of stock held by them, have the same rights, privileges and advantages as regards Dividends, voting at meetings of the Company, and other matters, as if they held the shares from which the stock arose, but no such privileges or advantages, (except participation in the Dividends and profits of the Company and in the assets on winding-up), shall be conferred by an amount of stock which would not, if existing in shares, have conferred that privilege or advantage.
31.	**Annual general meeting**	In accordance with the provisions of the Act, the Company shall in each year hold a General Meeting specified as its Annual General Meeting and shall specify the meeting as such in the notices convening such meetings. Further, not more than 15 (fifteen) months gap shall exist between the date of one Annual General Meeting and the date of the next. All General Meetings other than the Annual General Meetings shall be the Extraordinary General Meetings.
32.	**When annual general meeting to be held**	Nothing contained in the foregoing provisions shall be taken as affecting the right conferred upon the Registrar under the provisions of section 96(1) of the Act to extend the time within which any Annual General Meeting may be held.
33.	**Venue, day and time for holding annual general meeting**	(a) Every Annual General Meeting shall be called during business hours, that is, between 9 A.M. and 6 P.M. on a day that is not a national holiday, and shall be held at the Office or at some other place within the city, town or village in which the Office is situated, as the Board may determine and the notices calling the Meeting shall specify it as the Annual General Meeting. (b) Every Shareholder shall be entitled to attend the Annual General Meeting either in person or by proxy and the Auditor of the Company shall have the right to attend and to be heard at any General Meeting which he attends on any part of the business which concerns him as the Auditor. At every Annual General Meeting of the Company there shall be laid on the table, the directors' report and audited statement of

Article		Particulars
		accounts, auditors' report, (if not already incorporated in the audited statement of accounts), the proxy register with proxies and the register of directors' shareholdings which latter register shall remain open and accessible during the continuance of the Meeting. The Board shall cause to be prepared the Annual Return and forward the same to the concerned Registrar, in accordance with sections 92 and 137 of the Act. The Directors are also entitled to attend the Annual General Meeting.
34.	**Notice of general meetings**	(a) Number of day's notice of General Meeting to be given: A General Meeting of the Company may be called by giving not less than 21 (twenty one) days clear notice in writing or in electronic mode, excluding the day on which notice is served or deemed to be served (i.e., on expiry of 48 (forty eight) hours after the letter containing the same is posted). However, a General Meeting may be called after giving shorter notice if consent is given in writing or by electronic mode by not less than 95 (ninety five) percent of the Shareholders entitled to vote at that meeting. The notice of every meeting shall be given to: (i) Every Shareholder, legal representative of any deceased Shareholder or the assignee of an insolvent member of the Company; (ii) Auditor or Auditors of the Company; and (iii) All Directors. (b) Notice of meeting to specify place, etc., and to contain statement of business: Notice of every meeting of the Company shall specify the place, date, day and hour of the meeting, and shall contain a statement of the business to be transacted thereat shall be given in the manner prescribed under section 102 of the Act. (c) Contents and manner of service of notice and Persons on whom it is to be served: Every notice may be served by the Company on any Shareholder thereof either personally or by sending it by post to their/its registered address in India and if there be no registered address in India, to the address supplied by the Shareholder to the Company for giving the notice to the Shareholder. (d) Special Business: Subject to the applicable provisions of the Act, where any items of business to be transacted at the meeting are deemed to be special, there shall be annexed to the notice of the meeting a statement setting out all material facts concerning each item of business including any particular nature of the concern or interest if any therein of every Director or manager (as defined under the provisions of the Act), if any or key managerial personnel (as defined under the provisions of the Act) or the relatives of any of the aforesaid and where any item of special business relates to or affects any other company, the extent of shareholding interest in that other company of every Director or manager (as defined under the provisions of the Act), if any or key managerial personnel (as defined under the provisions of the Act) or the relatives of any of the aforesaid of the first mentioned company shall also be set out in the statement if the extent of such interest is not less than 2 per cent of the Paid up share capital of that other company. All business transacted at any meeting of the Company shall be deemed to be special and all business transacted at the Annual General Meeting of the Company with the exception of the business specified in section 102 of the Act shall be deemed to be special. (e) Resolutions requiring Special Notice: With regard to resolutions in respect of which special notice is required to be given by the Act, a special notice shall be given as required by section 115 of the Act.

Article		Particulars
		(f) Notice of Adjourned Meeting when necessary: When a meeting is adjourned for 30 (thirty) days or more, notice of the adjourned meeting shall be given as in the case of an original meeting in accordance with the applicable provisions of the Act. (g) Notice when not necessary: 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. (h) The notice of the General Meeting shall comply with the provisions of Companies (Management and Administration) Rules, 2014.
35.	**Requisition of extraordinary general meeting**	(a) The Board may, whenever it thinks fit, call an Extraordinary General Meeting and it shall do so upon a requisition received from such number of Shareholders who hold, on the date of receipt of the requisition, not less than one-tenth of such of the Paid up Share Capital of the Company as on that date carries the right of voting and such meeting shall be held at the Office or at such place and at such time as the Board thinks fit. (b) Any valid requisition so made by Shareholders must state the object or objects of the meeting proposed to be called, and must be signed by the requisitionists and be deposited at the Office; provided that such requisition may consist of several documents in like form each signed by one or more requisitionists. (c) Upon the receipt of any such valid requisition, the Board shall forthwith call an Extraordinary General Meeting and if they do not proceed within 21 (twenty-one) days from the date of the requisition being deposited at the Office to cause a meeting to be called on a day not later than 45 (forty-five) days from the date of deposit of the requisition, the requisitionists or such of their number as represent either a majority in value of the Paid up Share Capital held by all of them or not less than one-tenth of such of the Paid-up Share Capital of the Company as is referred to in section 100 of the Act, whichever is less, may themselves call the meeting, but in either case any meeting so called shall be held within three months from the date of the delivery of the requisition as aforesaid. (d) Any meeting called under the foregoing sub-articles by the requisitionists, shall be called in the same manner, as nearly as possible, as that in which a meeting is to be called by the Board. (e) The accidental omission to give any such notice as aforesaid to any of the Shareholders, or the non-receipt thereof, shall not invalidate any resolution passed at any such meeting. (f) No General Meeting, Annual or Extraordinary, shall be competent to enter into, discuss or transact any business which has not been mentioned in the notice or notices by which it was convened. (g) The Extraordinary General Meeting called under this article shall be subject to and in accordance with the provisions contained under the Companies (Management and Administration) Rules, 2014.
36.	**No business to be transacted in general meeting if quorum is not present**	The quorum for the Shareholder's Meeting shall be in accordance with section 103 of the Act. Subject to the provisions of section 103(2) of the Act, if such a quorum is not present within half an hour from the time set for the Shareholder's Meeting, the General Meeting shall be adjourned to the same time and place or to such other date and such other time and place as the Board may determine and the agenda for the adjourned Shareholder's Meeting shall remain the same. If at such an adjourned meeting also, a quorum is not present, at the expiration of half an hour from the time appointed for holding the meeting, the members present shall be a quorum, and may transact the business for which the meeting was called.

Article		Particulars
37.	**Chairman of the general meeting**	The Chairman of the Board shall be entitled to take the chair at every General Meeting, whether Annual or Extraordinary. If there is no such Chairman of the Board or if at any meeting he shall not be 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 Directors present shall elect one of them as Chairman. If no Director is present or if all the Directors present decline to take the chair, then the Shareholders present shall elect one of their member to be the Chairman of the meeting. No business shall be discussed at any General Meeting except the election of a Chairman while the chair is vacant.
38.	**Chairman can adjourn the general meeting**	The Chairman may, with the consent given in the meeting at which a quorum is present (and if so directed by the meeting) adjourn the General Meeting from time to time and from place to place within the city, town or village in which the Office is situated but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
39.	**Questions at general meeting how decided**	(a) At any General Meeting, a resolution put to the vote of the General Meeting shall, unless a poll is demanded, be decided by a show of hands. Before or on the declaration of the result of the voting on any resolution by a show of hands, a poll may be carried out in accordance with the applicable provisions of the Act or the voting is carried out electronically. Unless a poll is demanded, a declaration by the Chairman that a resolution has, on a show of hands, been carried or carried unanimously, or by a particular majority, or lost and an entry to that effect in the minute book of the Company shall be conclusive evidence of the fact, of passing of such resolution or otherwise. (b) In the case of equal votes, the Chairman shall both on a show of hands and at a poll, (if any), have a casting vote in addition to the vote or votes to which he may be entitled as a Shareholder. (c) If a poll is demanded as aforesaid, the same shall subject to anything stated in these Articles be taken at such time, (not later than forty-eight hours from the time when the demand was made), and place within the city, town or village in which the Office is situated and either by a show of hands or by ballot or by postal ballot, as the Chairman shall direct and either at once or after an interval or adjournment, or otherwise and the result of the poll shall be deemed to be the decision of the meeting at which the poll was demanded. Any business other than that upon which a poll has been demanded may be proceeded with, pending the taking of the poll. The demand for a poll may be withdrawn at any time by the Person or Persons who made the demand. (d) Where a poll is to be taken, the Chairman of the meeting shall appoint two scrutinizers to scrutinize the votes given on the poll and to report thereon to him. One of the scrutinizers so appointed shall always be a Shareholder, (not being an officer or employee of the Company), present at the meeting provided such a Shareholder is available and willing to be appointed. The Chairman shall have power at any time before the result of the poll is declared, to remove a scrutinizer from office and fill vacancies in the office of scrutinizer arising from such removal or from any other cause. (e) Any poll duly demanded on the election of a Chairman of a meeting or any question of adjournment, shall be taken at the meeting forthwith. A poll demanded on any other question shall be taken at such time not later than 48 hours from the time of demand, as the Chairman of the meeting directs. (f) 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.

Article		Particulars	
		(g)	No report of the proceedings of any General Meeting of the Company shall be circulated or advertised at the expense of the Company unless it includes the matters required by these Articles or section 118 of the Act to be contained in the minutes of the proceedings of such meeting.
		(h)	The Shareholders will do nothing to prevent the taking of any action by the Company or act contrary to or with the intent to evade or defeat the terms as contained in these Articles.
40.	**Passing resolutions by postal ballot**	(a)	Notwithstanding any of the provisions of these Articles, the Company may, and in the case of resolutions relating to such business as notified under the Companies (Management and Administration) Rules, 2014, as amended, or other Law required to be passed by postal ballot, shall get any resolution passed by means of a postal ballot, instead of transacting the business in the General Meeting of the Company. Also, the Company may, in respect of any item of business other than ordinary business and any business in respect of which Directors or Auditors have a right to be heard at any meeting, transact the same by way of postal ballot.
		(b)	Where the Company decides to pass any resolution by resorting to postal ballot, it shall follow the procedures as prescribed under section 110 of the Act and the companies (Management and Administration) Rules, 2014, as amended from time.
41.	**Votes of members**	(a)	No Shareholder shall be entitled to vote either personally or by proxy at any General Meeting or meeting of a class of Shareholders either upon a show of hands or upon a poll in respect of any shares registered in his name on which calls or other sums presently payable by him have not been paid or in regard to which the Company has exercised any right of lien.
		(b)	No member shall be entitled to vote at a General Meeting unless all calls or other sums presently payable by him have been paid, or in regard to which the Company has lien and has exercised any right of lien.
		(c)	Subject to the provisions of these Articles, without prejudice to any special privilege or restrictions as to voting for the time being attached to any class of shares for the time being forming a part of the Capital of the Company, every Shareholder not disqualified by the last preceding Article, shall be entitled to be present, and to speak and vote at such meeting, and on a show of hands, every Shareholder present in person shall have one vote and upon a poll, the voting right of such Shareholder present, either in person or by proxy, shall be in proportion to his share of the Paid up Share Capital of the Company held alone or jointly with any other Person or Persons. Provided however, if any Shareholder holding preference shares be present at any meeting of the Company, save as provided in section 47(2) of the Act, he shall have a right to vote only on resolutions placed before the Meeting, which directly affect the rights attached to his preference shares.
		(d)	On a poll taken at a meeting of the Company, a Shareholder entitled to more than one vote, or his proxy, or any other Person entitled to vote for him (as the case may be), need not, if he votes, use or cast all his votes in the same way.
		(e)	A Shareholder of unsound mind or in respect of whom an order has been made by any court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, through a committee or through his legal guardian; and any such committee or guardian may, on a poll vote by proxy. If any Shareholder be a minor his vote in respect of his share(s) shall be exercised by his guardian(s), who may be selected (in case of dispute), by the Chairman of the meeting.

Article		Particulars
		(f) If there be joint registered holders of any shares, any one of such Persons may vote at any meeting or may appoint another Person, (whether a Shareholder or not) as his proxy in respect of such shares, as if he were solely entitled thereto; but the proxy so appointed shall not have any right to speak at the meeting and if more than one of such joint-holders be present at any meeting, then one of the said Persons so present whose name stands higher in the Register of Members shall alone be entitled to speak and to vote in respect of such shares, but the other joint- holders shall be entitled to be present at the meeting. Several Executors or Administrators of a deceased Shareholder in whose name shares stand shall for the purpose of these Articles be deemed joint-holders thereof.
		(g) Subject to the provision of these Articles, votes may be given personally or by an attorney or by proxy. A body corporate, whether or not a Company within the meaning of the Act, being a Shareholder may vote either by a proxy or by a representative duly authorized in accordance with section 113 of the Act and such representative shall be entitled to exercise the same rights and powers, (including the right to vote by proxy), on behalf of the body corporate which he represents as that body could have exercised if it were an individual Shareholder.
		(h) Any Person entitled to Transfer any shares of the Company may vote at any General Meeting in respect thereof in the same manner as if he were the registered holder of such shares, provided that forty-eight hours at least before the time of holding the meeting or adjourned meeting, as the case may he, at which he proposes to vote, he shall satisfy the Board of his right to such shares and give such indemnity (if any) as the Board may require unless the Board shall have previously admitted his right to vote at such meeting in respect thereof.
		(i) Every proxy, (whether a Shareholder or not), shall be appointed in writing under the hand of the appointer or his attorney, or if such appointer is a corporation under the common seal of such corporation or be signed by an officer or an attorney duly authorized by it, and any committee or guardian may appoint proxy. The proxy so appointed shall not have any right to speak at a meeting.
		(j) An instrument of proxy may appoint a proxy either for (i) the purposes of a particular meeting (as specified in the instrument); or (ii) for any adjournment thereof; or (iii) it may appoint a proxy for the purposes of every meeting of the Company; or (iv) of every meeting to be held before a date specified in the instrument for every adjournment of any such meeting.
		(k) A Shareholder present by proxy shall be entitled to vote only on a poll.
		(l) An instrument appointing a proxy and a power of attorney or other authority (including by way of a Board Resolution, (if any), under which it is signed or a notarially certified copy of that power or authority or resolution as the case may be, shall be deposited at the Office not later than forty-eight hours before the time for holding the meeting at which the Person named in the instrument proposes to vote and in default the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of 12 months from the date of its execution. An attorney shall not be entitled to vote unless the power of attorney or other instrument or resolution as the case may be appointing him or a notarially certified copy thereof has either been registered in the records of the Company at any time not less than forty-eight hours before the time for holding the meeting at which the attorney proposes to vote, or is deposited at the Office not less than forty-eight hours before the time fixed for such meeting as aforesaid. Notwithstanding that a power of attorney or other authority has been registered in the records of the Company, the Company may, by notice in writing addressed to the Shareholder or the attorney, given at least 48 (forty eight) hours before the meeting, require him to produce the original power of attorney or authority or resolution as the case may be

Article		Particulars
		and unless the same is deposited with the Company not less than forty-eight hours before the time fixed for the meeting, the attorney shall not be entitled to vote at such meeting unless the Board in their absolute discretion excuse such non-production and deposit. (m) Every instrument of proxy whether for a specified meeting or otherwise should, as far as circumstances admit, be in any of the forms set out in the Companies (Management and Administration) Rules, 2014. (n) If any such instrument of appointment be confined to the object of appointing an attorney or proxy for voting at meetings of the Company it shall remain permanently or for such time as the Directors may determine in the custody of the Company; if embracing other objects a copy thereof, examined with the original, shall be delivered to the Company to remain in the custody of the Company. (o) A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal, or the revocation of the proxy or of any power of attorney under which such proxy was signed, or the transfer of the share in respect of which the vote is given, provided that no intimation in writing of the death, revocation or Transfer shall have been received at the Office before the meeting. (p) No objection shall be made to the validity of any vote, except at the Meeting or poll at which such vote shall be tendered, and every vote whether given personally or by proxy, not disallowed at such meeting or poll shall be deemed valid for all purposes of such meeting or poll whatsoever. (q) The Chairman of any meeting shall be the sole judge of the validity of every vote tendered at such meeting. The Chairman present at the taking of a poll shall be in the sole judge of the validity of every vote tendered at such poll. (i) The Company shall cause minutes of all proceedings of every General Meeting to be kept by making within 30 (thirty) days of the conclusion of every such meeting concerned, entries thereof in books kept for that purpose with their pages consecutively numbered; (ii) Each page of every such book shall be initialed or signed and the last page of the record of proceedings of each meeting in such book shall be dated and signed by the Chairman of the same meeting within the aforesaid period of 30 (thirty) days or in the event of the death or inability of that Chairman within that period, by a Director duly authorized by the Board for that purpose; (iii) In no case the minutes of proceedings of a meeting shall be attached to any such book as aforesaid by pasting or otherwise; (iv) The Minutes of each meeting shall contain a fair and correct summary of the proceedings thereat; (v) All appointments of Directors of the Company made at any meeting aforesaid shall be included in the minutes of the meeting; (vi) Nothing herein contained shall require or be deemed to require the inclusion in any such Minutes of any matter which in the opinion of the Chairman of the Meeting (i) is or could reasonably be regarded as, defamatory of any Person; or (ii) is irrelevant or immaterial to the proceedings; or (iii) is detrimental to the interests of the Company. The Chairman of the meeting shall exercise an absolute discretion in regard to

Article		Particulars
		the inclusion or non-inclusion of any matter in the minutes on the aforesaid grounds; (vii) Any such minutes shall be evidence of the proceedings recorded therein; (viii) The book containing the minutes of proceedings of the General Meetings shall be kept at the Office and shall be open, during business hours, for such periods not being less in the aggregate than two hours in each day as the Board determines, for the inspection of any Shareholder without charge; (ix) The Company shall cause minutes to be duly entered in books provided for the purpose of: - a. the names of the Directors and alternate Directors present at each General Meeting; b. all resolutions and proceedings of the General Meeting. (r) The Shareholders shall vote (whether in person or by proxy) all of the shares owned or held on record by them at any Annual or Extraordinary General Meeting of the Company called for the purpose of filling positions to the Board, appointed as a Director of the Company under sections 152 and 164(l) of the Act in accordance with these Articles. (s) The Shareholders will do nothing to prevent the taking of any action by the Company or act contrary to or with the intent to evade or defeat the terms as contained in these Articles. (t) All matters arising at a General Meeting of the Company, other than as specified in the Act or these Articles if any shall be decided by a majority vote. (u) The Shareholders shall exercise their voting rights to ensure that the Act or these Articles are implemented and acted upon by the Shareholders, and by the Company and to prevent the taking of any action by the Company or by any Shareholder, which is contrary to or with a view or intention to evade or defeat the terms as contained in these Articles. (v) Any corporation which is a Shareholder of the Company may, by resolution of the Board or other governing body, authorize such Person as it thinks fit to act as its representative at any meeting of the Company and the said Person so authorized shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could have exercised if it were an individual Shareholder in the Company (including the right to vote by proxy). (w) The Company shall also provide e-voting facility to the Shareholders in terms of the provisions of the Companies (Management and Administration) Rules, 2014, the SEBI Listing Regulations or any other Law, if applicable to the Company.
42.	**Directors**	Subject to the applicable provisions of the Act, the number of Directors of the Company shall not be less than 3 (three) and not more than 15 (fifteen). The Company shall also comply with the provisions of the Companies (Appointment and Qualification of Directors) Rules, 2014 and the provisions of the SEBI Listing Regulations. The Board shall have an optimum combination of executive and Independent Directors with atleast 1 (one) woman Director, as may be prescribed by Law from time to time.
43.	**Chairman of the board of directors**	(a) The members of the Board shall elect any one of them as the Chairman of the Board. The Chairman shall preside at all meetings of the Board

Article		Particulars
		and the General Meeting of the Company. The Chairman shall have a casting vote in the event of a tie. (b) If for any reason the Chairman is not present at the meeting or is unwilling to act as Chairman, the members of the Board shall appoint any one of the remaining Directors as the Chairman.
44.	**Appointment of alternate directors**	Subject to section 161 of the Act, any Director (hereinafter called "**the Original Director**") shall be entitled to nominate an alternate director (subject to such Person being acceptable to the Chairman) (the "**Alternate Director**") to act for him during his absence for a period of not less than 3 (three) months from India. The Board may appoint such a Person as an Alternate Director to act for a Director during the Original Director's absence for a period of not less than three months from India. An Alternate Director appointed under this Article shall not hold office for a period longer than that permissible to the Original Director in whose place he has been appointed and shall vacate office if and when the Original Director returns to the State. If the term of the office of the Original Director is determined before he so returns to the state, any provisions in the Act or in these Articles for automatic re-appointment shall apply to the Original Director and not to the Alternate Director.
45.	**Casual vacancy and additional directors**	Subject to the applicable provisions of the Act and these Articles, the Board shall have the power at any time and from time to time to appoint any qualified Person to be a Director either as an addition to the Board or to fill a casual vacancy but so that the total number of Directors shall not at any time exceed the maximum number fixed under Article 42. Any Person so appointed as an addition shall hold office only up to the earlier of the date of the next Annual General Meeting or at the last date on which the Annual General Meeting should have been held but shall be eligible for appointment by the Company as a Director at that meeting subject to the applicable provisions of the Act.
46.	**Debenture directors**	If it is provided by a trust deed, securing or otherwise, in connection with any issue of Debentures of the Company, that any Person/lender or Persons/lenders shall have power to nominate a Director, then in the case of any and every such issue of Debentures, the Person/lender or Persons/lenders having such power may exercise such power from time to time and appoint a Director accordingly. Any Director so appointed is herein referred to as the Debenture Director. The Debenture Director may be removed from office at any time by the Person/lender or Persons/lenders in whom for the time being is vested the power under which he was appointed and another Director may be appointed in his place. The Debenture Director shall not be bound to hold any qualification shares and shall not be liable to retire by rotation or be removed by the Company. The trust deed may contain ancillary provisions as may be arranged between the Company and the trustees and all such provisions shall have effect notwithstanding any other provisions contained herein.
47.	**Independent directors**	The Company shall have such number of Independent Directors on the Board of the Company, as may be required in terms of the provisions of section 149 of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 or any other Law, as may be applicable. Further, the appointment of such Independent Directors shall be in terms of the aforesaid provisions of Law and subject to the requirements prescribed under the SEBI Listing Regulations.
48.	**Equal power to director**	Except as, otherwise provided in these Articles, all the Directors of the Company shall have in all matters, equal rights and privileges and shall be subject to equal obligations and duties in respect of the affairs of the Company.
49.	**Nominee directors**	(a) Whenever the Board enters into a contract with any lenders for borrowing any money or for providing any guarantee or security or for technical collaboration or assistance or enter into any other arrangement, the Board shall have, subject to the provisions of section 152 of the Act the power to agree that such lenders shall have the right to appoint or

Article		Particulars
		nominate by a notice in writing addressed to the Company one or more Directors on the Board for such period and upon such conditions as may be mentioned in the common loan agreement/ facility agreement. The nominee director representing lenders shall not be required to hold qualification shares and not be liable to retire by rotation. The Directors may also agree that any such Director, or Directors may be removed from time to time by the lenders entitled to appoint or nominate them and such lenders may appoint another or other or others in his or their place and also fill in any vacancy which may occur as a result of any such Director, or Directors ceasing to hold that office for any reason whatsoever. The nominee director shall hold office only so long as any monies remain owed by the Company to such lenders. (b) The nominee director shall be entitled to all the rights and privileges of other Directors including the sitting fees and expenses as payable to the other Directors but, if any other fees, commission, monies or remuneration in any form are payable to the Directors, the fees, commission, monies and remuneration in relation to such nominee director shall accrue to the lenders and the same shall accordingly be paid by the Company directly to the lenders. Provided that if any such nominee director is an officer of any of the lenders, the sittings fees in relation to such nominee director shall also accrue to the lenders concerned and the same shall accordingly be paid by the Company directly to that lenders. (c) Any expenditure that may be incurred by the lenders or the nominee director in connection with the appointment or directorship shall be borne by the Company. (d) The nominee director so appointed shall be a member of the project management sub-committee, audit sub-committee and other sub-committees of the Board, if so desired by the lenders. (e) The nominee director shall be entitled to receive all notices, agenda, etc. and to attend all the General Meetings and the Board Meetings and meetings of any committee(s) of the Board of which he is a member and to receive all notices, agenda and minutes, etc. of the said meeting. (f) If at any time, the nominee director is not able to attend a meeting of Board or any of its committees, of which he is a member, the lenders may depute an observer to attend the meeting. The expenses incurred by the lenders in this connection shall be borne by the Company.
50.	**No qualification shares for directors**	A Director shall not be required to hold any qualification shares of the Company.
51.	**Remuneration of directors**	(a) Subject to the applicable provisions of the Act, the Rules, Law including the provisions of the SEBI Listing Regulations, the Managing Director and any other Director/s who is/are in the whole time employment of the Company may be paid remuneration either by a way of monthly payment or at a specified percentage of the net profits of the Company or partly by one way and partly by the other, subject to the limits prescribed under the Act. (b) Subject to the applicable provisions of the Act, a Director (other than a Managing Director or an executive Director) may receive a sitting fee not exceeding such sum as may be prescribed by the Act or the central government from time to time for each meeting of the Board or any Committee thereof attended by him. (c) The remuneration payable to each Director for every meeting of the Board or Committee of the Board attended by them shall be such sum as may be determined by the Board from time to time within the maximum

Article		Particulars
		limits prescribed from time to time by the Central Government pursuant to the first proviso to section 197 of the Act. (d) All fees/compensation to be paid to non-executive Directors including Independent Directors shall be as fixed by the Board and shall require the prior approval of the Shareholders in a General meeting. Such approval shall also specify the limits for the maximum number of stock options that can be granted to a non-executive Director, in any Financial Year, and in aggregate. However, such prior approval of the Shareholders shall not be required in relation to the payment of sitting fees to non-executive Directors if the same is made within the prescribed limits under the Act for payment of sitting fees with approval of central government. Notwithstanding anything contained in this Article, the Independent Directors shall not be eligible to receive any stock options.
52.	**Special remuneration for extra services rendered by a director**	If any Director be called upon to perform extra services or special exertions or efforts (which expression shall include work done by a Director as a member of any Committee formed by the Directors), the Board may arrange with such Director for such special remuneration for such extra services or special exertions or efforts either by a fixed-sum or otherwise as may be determined by the Board. Such remuneration may either be in addition, to or in substitution for his remuneration otherwise provided, subject to the applicable provisions of the Act.
53.	**Travel expenses of directors**	The Board may allow and pay to any Director, who is not a bona fide resident of the place where the meetings of the Board/Committee meetings are ordinarily held; and who shall come to such place for the purpose of attending any meeting, such sum as the Board may consider fair compensation for travelling, lodging and/ or other expenses, in addition to his fee for attending such Board / Committee meetings as above specified; and if any Director be called upon to go or reside out of his ordinary place of his residence on the Company's business, he shall be entitled to be repaid and reimbursed travelling and other expenses incurred in connection with the business of the Company in accordance with the provisions of the Act.
54.	**Continuing directors**	The continuing Directors may act notwithstanding any vacancy in their body, but if, and so long as their number is reduced below the minimum number fixed by Article 42 hereof, the continuing Directors not being less than 2(two) may act for the purpose of increasing the number of Directors to that number, or for summoning a General Meeting, but for no other purpose.
55.	**Vacation of office by director**	(a) Subject to relevant provisions of sections 167 and 188 of the Act, the office of a Director, shall *ipso facto* be vacated if: (i) he is found to be of unsound mind by a court of competent jurisdiction; or (ii) he applies to be adjudicated an insolvent; or (iii) he is adjudged an insolvent; or (iv) he is convicted by a court of any offence involving moral turpitude and is sentenced in respect thereof to imprisonment for not less than 6 (six) months; or (v) he fails to pay any calls made on him in respect of shares of the Company held by him whether alone or jointly with others, within 6 (six) months from the date fixed for the payment of such call, unless the Central Government has by notification in the Official Gazette removed the disqualification incurred by such failure; or (vi) he absents himself from 3 (three) consecutive meetings of the Board or from all Meetings of the Board for a continuous

Article		Particulars
		period of 3 (three) months, whichever is longer, without obtaining leave of absence from the Board; or (vii) he, (whether by himself or by any Person for his benefit or on his account), or any firm in which he is a partner, or any private company of which he is a director, accepts a loan, or any guarantee or security for a loan, from the Company, in contravention of section 185 of the Act; or (viii) having been appointed a Director by virtue of his holding any office or other employment in the Company, he ceases to hold such office or other employment in the Company; or (ix) he acts in contravention of section 184 of the Act; or (x) he is removed in pursuance of section 169 of the Act; or (xi) he is disqualified under section 164 of the Act. Subject to the applicable provisions of the Act, a Director may resign his office at any time by notice in writing addressed to the Board and such resignation shall become effective upon its acceptance by the Board.
56.	**Related party transactions**	(a) Except with the consent of the Board and as may be required in terms of the provisions of section 188 of the Companies Act, 2013 and the Companies (Meetings of Board and its Powers) Rules, 2014, no company shall enter into any contract or arrangement with a related party with respect to: (i) Sale, purchase or supply of any goods or materials; (ii) Selling or otherwise disposing of, or buying, property of any kind; (iii) Leasing property of any kind; (iv) Availing or rendering of any services; (v) Appointment of any agent for purchase or sale of goods, materials, services or property; (vi) Such related party's appointment to any office or place of profit in the Company, its subsidiary company or associate company; and (vii) Underwriting the subscription of any Securities or derivates thereof, of the Company: Without the consent of the Shareholders by way of a Special Resolution in accordance with section 188 of the Act. (b) no Shareholder shall vote on such Special Resolution, to approve any contract or arrangement which may be entered into by the Company, if such Shareholder is a related party. (c) Nothing in this Article shall apply to any transactions entered into by the Company in its ordinary-course of business other than transactions which are not on an arm's length basis. (d) The Director, so contracting or being so interested shall not be liable to the Company for any profit realized by any such contract or the fiduciary relation thereby established. (e) The terms 'office of profit' and 'arm's length basis' shall have the meaning ascribed to them under section 188 of the Act.

Article		Particulars	
		(f)	The term related party shall have the same meaning as ascribed to it under the Companies Act, 2013.
		(g)	The compliance of the Companies (Meetings of Board and its Powers) Rules, 2014 shall be made for the aforesaid contracts and arrangements.
57.	**Disclosure of interest**	(a)	A Director of the Company who is in any way, whether directly or indirectly concerned or interested in a contract or arrangement, or proposed contract or arrangement entered into or to be entered into by or on behalf of the Company, shall disclose the nature of his concern or interest at a meeting of the Board in the manner provided in section 184 of the Act; Provided that it shall not be necessary for a Director to disclose his concern or interest in any such contract or arrangement entered into or to be entered into with any other company where any of the Directors of the company or two or more of them together holds or hold not more than 2% (two per cent) of the paid-up share capital in the other company or the Company as the case may be. A general notice given to the Board by the Director, to the effect that he is a director or member of a specified body corporate or is a member of a specified firm and is to be regarded as concerned or interested in any contract or arrangement which may, after the date of the notice, be entered into with that body corporate or firm, shall be deemed to be a sufficient disclosure of concern or interest in relation to any contract or arrangement so made. Any such general notice shall expire at the end of the Financial Year in which it is given but may be renewed for a further period of one Financial Year at a time by a fresh notice given in the last month of the Financial Year in which it would have otherwise expired. No such general notice, and no renewal thereof shall be of effect unless, either it is given at a meeting of the Board or the Director concerned takes reasonable steps to secure that it is brought up and read at the first meeting of the Board after it is given.
		(b)	No Director shall as a Director, take any part in the discussion of, vote on any contract or arrangement entered into or to he entered into by or on behalf of the Company, if he is in any way, whether directly or indirectly, concerned or interested in such contract or arrangements; nor shall his presence count for the purpose of forming a quorum at the time of any such discussion or vote; and if he does vote, his vote shall be void; provided however that nothing herein contained shall apply to:- (i) any contract or indemnity against any loss which the Directors, or any one or more of them, may suffer by reason of becoming or being sureties or a surety for the Company; (ii) any contract or arrangement entered into or to be entered into with a public company or a private company which is subsidiary of a public company in which the interest of the Director consists solely, a. in his being — i. director of such company; and ii. the holder of not more than shares of such number or value therein as is requisite to qualify him for appointment as a Director thereof, he having been nominated as such Director by this Company; or b. in his being a member holding not more than 2 (two) per cent of its paid-up share capital. Subject to the provisions of section 188 of the Act and other applicable provisions, if any, of the Act, any Director, any partner or relative of such Director, any firm in which such Director or a relative of such Director is a partner, any private company of which such Director is a

Article		Particulars
		director or member, and any director or manager of such private company, may hold any office or place of profit in the Company. (c) The Company shall keep a register in accordance with section 189 of the Act and shall within the time specified therein enter therein such of the particulars as may be. The register aforesaid shall also specify, in relation to each Director of the Company, the names of the bodies corporate and firms of which notice has been given by him under Article 57(a). The Register shall be kept at the Office and shall be open to inspection at the Office, and extracts may be taken therefrom and copies thereof may be required by any Shareholder to the same extent, in the same manner, and on payment of the same fee as in the case of the Register of Members of the Company and the provisions of section 94 of the Act shall apply accordingly. (d) A Director may be or become a Director of any Company promoted by the Company, or on which it may be interested as a vendor, shareholder, or otherwise, and no such Director shall be accountable for any benefits received as director or shareholder of such Company except in so far as section 188 or section 197 of the Act as may be applicable.
58.	**One-third of directors to retire every year**	At the Annual General Meeting of the Company to be held every year, one third of such of the Directors as are liable to retire by rotation for the time being, or, if their number is not three or a multiple of three then the number nearest to one third shall retire from office, and they will be eligible for re-election. Provided nevertheless that, the Directors appointed as a Debenture Director, or the Directors appointed as Independent Director(s) under the Articles hereto shall not retire by rotation under this Article nor shall they be included in calculating the total number of Directors of whom one third shall retire from office under this Article.
59.	**Procedure, if place of retiring directors is not filled up**	(a) If the place of the retiring Director is not so filled up and the meeting has not expressly resolved not to fill the vacancy, the meeting shall stand adjourned till the same day in the next week, at the same time and place, or if that day is a national holiday, till the next succeeding day which is not a national holiday, at the same time and place. (b) If at the adjourned meeting also, the place of the retiring Director is not filled up and that meeting also has not expressly resolved not to fill the vacancy, the retiring Director shall be deemed to have been reappointed at the adjourned meeting, unless:- (i) at that meeting or at the previous meeting a resolution for the reappointment of such Director has been put to the meeting and lost; (ii) retiring Director has, by a notice in writing addressed to the Company or the Board expressed his unwillingness to be so reappointed; (iii) he is not qualified or is disqualified for appointment; or (iv) a resolution whether special or ordinary is required for the appointment or reappointment by virtue of any applicable provisions of the Act.
60.	**Company may increase or reduce the number of directors.**	Subject to Article 42 and sections 149, 152 and 164 of the Act, the Company may, by Ordinary Resolution, from time to time, increase or reduce the number of Directors, and may alter their qualifications and the Company may, (subject to the provisions of section 169 of the Act), remove any Director before the expiration of his period of' office and appoint another qualified in his stead. The Person so appointed shall hold office during such time as the Director in whose place he is appointed would have held the same if he had not been removed.

Article		Particulars
61.	**Register of directors etc.**	The Company shall keep at its Office, a register containing the particulars of its Directors, Managing Directors, Manager, Secretaries and other Persons mentioned in section 170 of the Act and shall otherwise comply with the provisions of the said section in all respects.
62.	**Disclosure by director of appointment to any other body corporate**	Every Director shall in accordance with the provisions of Companies (Meeting of Board and its Powers) Rules, 2014 shall disclose his concern or interest in any company or companies or bodies corporate (including shareholding interest), firms or other association of individuals by giving a notice in accordance with such rules.
63.	**Managing director(s)/ whole time director(s) / executive director(s)/ manager**	Subject to the provisions of section 203 of the Act and of these Articles, the Board shall have the power to appoint from time to time any full time employee of the Company as Managing Director/ whole time director or executive director or manager of the Company. The Managing Director(s) or the whole time director(s) manager or executive director(s), as the case may be, so appointed, shall be responsible for and in charge of the day to day management and affairs of the Company and subject to the applicable provisions of the Act and these Articles, the Board shall vest in such Managing Director/s or the whole time director(s) or manager or executive director(s), as the case may be, all the powers vested in the Board generally. The remuneration of a Managing Director/ whole time director or executive director or manager may be by way of monthly payment, fee for each meeting or participation in profits, or by any or all those modes or any other mode not expressly prohibited by the Act.
64.	**Provisions to which managing director(s)/ whole time director(s) / executive director(s)/ manager are subject**	Notwithstanding anything contained herein, the Managing Director(s)/whole time director(s)/executive director(s)/ manager(s) shall subject to the provisions of any contract between him and the Company be subject to the same provisions as to resignation and removal as the other Directors of the Company, and if he ceases to hold the office of a Director he shall ipso facto and immediately cease to be a Managing Director(s) / whole time director(s) / executive director(s) / manager, and if he ceases to hold the office of a Managing Director(s) / whole time director(s) / executive director(s)/ manager he shall ipso facto and immediately cease to be a Director.
65.	**Remuneration of managing director(s)/ whole time director(s) / executive director(s)/ manager**	The remuneration of the Managing Director(s)/whole time director(s)/executive director(s)/ manager shall (subject to sections 196, 197 and 203 and other applicable provisions of the Act and of these Articles and of any contract between him and the Company) be fixed by the Directors, from time to time and may be by way of fixed salary and/or perquisites or commission or profits of the Company or by participation in such profits, or by any or all these modes or any other mode not expressly prohibited by the Act.
66.	**Power and duties of managing director(s)/ whole time director(s) / executive director(s)/ manager**	Subject to the superintendence, control and direction of the Board, the day-to-day management of the Company shall be in the hands of the Managing Director(s)/ whole time director(s)/executive director(s)/manager(s) in the manner as deemed fit by the Board and subject to the applicable provisions of the Act, and these Articles, the Board may by resolution vest any such Managing Director(s)/whole time director(s)/ executive director(s)/ manager with such of the powers hereby vested in the Board generally as it thinks fit and such powers may be made exercisable for such period or periods and upon such conditions and subject to the applicable provisions of the Act, and these Articles confer such power either collaterally with or to the exclusion of or in substitution for all or any of the Directors in that behalf and may from time to time revoke, withdraw, alter or vary all or any of such powers.
67.	**Power to be exercised by the board only by meeting**	(a) The Board shall exercise the following powers on behalf of the Company and the said powers shall be exercised only by resolutions passed at the meeting of the Board: (i) to make calls on the Shareholders in respect of money unpaid on their shares; (ii) to authorize buy-back of the Securities under section 68 of the Act;

Article		Particulars
		(iii) to issue the Securities whether in or outside India; (iv) to borrow money(ies); (v) to invest the funds of the Company; (vi) to grant loans or give guarantee or provide security in respect of loans; (vii) to approve financial statements and the Board's report; (viii) to diversify the business of the Company; (ix) to approve amalgamation, merger or reconstruction; (x) to take over a company or acquire a controlling or substantial stake in another company; (xi) fees/compensation payable to non-executive directors including independent directors of the Company; and (xii) any other matter which may be prescribed under the Companies (Meetings of Board and its Powers) Rules, 2014 and the SEBI Listing Regulations. (b) The Board may, by a resolution passed at a meeting, delegate to any Committee of Directors, the Managing Director, or to any Person permitted by Law the powers specified in sub clauses(iv) to (vi) above. (c) The aforesaid powers shall be exercised in accordance with the provisions of the Companies (Meetings of Board and its Powers) Rules, 2014 and shall be subject to the provisions of section 180 of the Act. (d) In terms of section 180 of the Act, the Board may exercise the following powers subject to receipt of consent by the Company by way of a Special Resolution: (i) to sell, lease or otherwise dispose of the whole or substantial part of the undertaking of the Company; (ii) to borrow money; and (iii) any such other matter as may be prescribed under the Act, the SEBI Listing Regulations and other applicable provisions of Law.
68.	**Proceedings of the board of directors**	(a) The Board Meetings shall be held at least once in every 3 (three) month period and there shall be at least 4 (four) Board Meetings in any calendar year and there should not be a gap of more than 120 (one hundred twenty) days between two consecutive Board Meetings. Meetings shall be held in Noida, or such a place as may be decided by the Board. (b) The participation of Directors in a meeting of the Board may be either in Person or through video conferencing or other audio visual means, as may be prescribed, which are capable of recording and recognizing the participation of the Directors and of recording and storing the proceedings of such meetings along with the date and time. However, such matters as provided under the Companies (Meetings of Board and its Powers) Rules, 2014 shall not be dealt with in a meeting through video conferencing or other audio visual means. Any meeting of the Board held through video conferencing or other audio visual means shall only be held in accordance with the Companies (Meetings of Board and its Powers) Rules, 2014.

Article		Particulars
		(c) The Secretary or any Director shall, as and when directed by the Chairman convene a meeting of the Board by giving a notice in writing to every Director in accordance with the provisions of the Act and the Companies (Meetings of Board and its Powers) Rules, 2014. (d) The Board may meet either at the Office, or at any other location in India or outside India as the Chairman may determine. (e) At least 7 (seven) days' notice of every meeting of the Board shall be given in writing to every Director for the time being at his address registered with the Company and such notice shall be sent by hand delivery or by post or by electronic means. A meeting of the Board may be convened in accordance with these Articles by a shorter notice in case of any emergency as directed by the Chairman or the Managing Director or the executive director, as the case may be, subject to the presence of 1 (one) Independent Director in the said meeting. If an Independent Director is not present in the said meeting, then decisions taken at the said meeting shall be circulated to all the Directors and shall be final only upon ratification by one Independent Director. Such notice or shorter notice may be sent by post or by fax or e-mail depending upon the circumstances. (f) At any Board Meeting, each Director may exercise 1 (one) vote. The adoption of any resolution of the Board shall require the affirmative vote of a majority of the Directors present at a duly constituted Board Meeting.
69.	**Quorum for board meeting**	(a) <u>Quorum for Board Meetings</u> Subject to the provisions of section 174 of the Act, the quorum for each Board Meeting shall be one-third of its total strength and the presence of Directors by video conferencing or by other audio visual means shall also be counted for the purposes of calculating quorum. If any duly convened Board Meeting cannot be held for want of a quorum, then such a meeting shall automatically stand adjourned for 7 (seven) days, alter the original meeting at the same time and place, or if that day is a national holiday, on the succeeding day which is not a public holiday to the same time and place. Provided however, the adjourned meeting may be held on such other date and such other place as may be unanimously agreed to by all the Directors in accordance with the provisions of the Act. (b) If in the event of a quorum once again not being available at such an adjourned meeting, the Directors present shall constitute the quorum and may transact business for which the meeting has been called.
70.	**Questions at the board meetings how decided**	(a) Questions arising at any meeting of the Board, other than as specified in these Articles and the Act, if any, shall be decided by a majority vote. In the case of an equality of votes, the Chairman shall have a second or casting vote. (b) No regulation made by the Company in the General Meeting, shall invalidate any prior act of the Board, which would have been valid if that regulation had not been made.
71.	**Election of chairman of board**	(a) The Board may elect a Chairman of its meeting and determine the period for which he is to hold office. (b) If no such Chairman is elected, or at any meeting the Chairman is not present within five minutes after the time appointed for holding the meeting the Directors present may choose one among themselves to be the Chairman of the meeting.

Article		Particulars
72.	**Powers of the board**	Subject to the applicable provisions of the Act, these Articles and other applicable provisions of Law: (a) The Board shall be entitled to exercise all such power and to do all such acts and things as the Company is authorized to exercise and do under the applicable provisions of the Act or by the Memorandum and Articles. (b) The Board is vested with the entire management and control of the Company, including as regards any and all decisions and resolutions to be passed, for and on behalf of the Company. (c) Provided that the Board shall not, except with the consent of the Company by a Special Resolution:- (i) Sell, lease or otherwise dispose of the whole, or substantially the whole, of the undertaking of the Company, or where the Company owns more than one undertaking, of tie whole, or substantially the whole, of any such undertaking. The term 'undertaking' and the expression 'substantially the whole of the undertaking' shall have the meaning prescribed to them under the provisions of section 180 of the Act; (ii) Remit, or give time for repayment of, any debt due by a Director; (iii) Invest otherwise than in trust securities the amount of compensation received by the Company as a result of any merger or amalgamation; and (iv) Borrow money (ies) where the money (ies) to be borrowed together with the money (ies) already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of businesses), will exceed the aggregate of the Paid up Capital of the Company and its free reserves.
73.	**Committees and delegation by the board**	(a) The Company shall constitute such Committees as may be required under the Act, applicable provisions of Law and the SEBI Listing Regulations. Without prejudice to the powers conferred by the other Articles and so as not to in any way to limit or restrict those powers, the Board may, subject to the provisions of section 179 of the Act, delegate any of its powers to the Managing Director, the executive director (s) or manager or the chief executive officer of the Company. The Managing Director, the executive director(s) or the manager or the chief executive officer(s) as aforesaid shall, in the exercise of the powers so delegated, conform to any regulations that may from time to time be imposed on them by the Board and all acts done by them in exercise of the powers so delegated and in conformity with such regulations shall have the like force and effect as if done by the Board. (b) Subject to the applicable provisions of the Act, the requirements of Law and these Articles, the Board may delegate any of its powers to Committees of the Board consisting of such member or members of the Board as it thinks fit, and it may from time to time revoke and discharge any such committee of the Board either wholly or in part and either as to Persons or purposes. Every Committee of the Board so formed shall, in the exercise of the powers so delegated, conform to any regulations that may from time to time be imposed on it by the Board. All acts done by any such Committee of the Board in conformity with such regulations and in fulfillment of the purposes of their appointment but not otherwise, shall have the like force and effect as if done by the Board.

Article		Particulars
		(c) 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 regulation made by the Directors under the last preceding Article. (d) The Board of the Company shall in accordance with the provisions of the Companies (Meetings of the Board and its Powers) Rules, 2014 or any other Law and the provisions of the SEBI Listing Regulations, form such committees as may be required under such rules in the manner specified therein, if the same are applicable to the Company.
74.	**Acts of board or committee valid notwithstanding informal appointment**	All acts undertaken at any meeting of the Board or of a Committee of the Board, or by any Person acting as a Director shall, notwithstanding that it may 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. Provided that nothing in this Article shall be deemed to give validity to the acts undertaken by a Director after his appointment has been shown to the Company to be invalid or to have been terminated.
75.	**Passing of resolution by circulation**	No resolution shall be deemed to have been duly passed by the Board or by a Committee thereof by circulation, unless the resolution has been circulated in draft form, together with the necessary papers, if any, to all the Directors, or members of the Committee, as the case may be, at their addresses registered with the Company in India by hand delivery or by post or by courier, or through such electronic means as may be provided under the Companies (Meetings of Board and its Powers) Rules, 2014 and has been approved by majority of Directors or members, who are entitled to vote on the resolution. However, in case one-third of the total number of Directors for the time being require that any resolution under circulation must be decided at a meeting, the chairperson shall put the resolution to be decided at a meeting of the Board. A resolution mentioned above shall be noted at a subsequent meeting of the Board or the Committee thereof, as the case may be, and made part of the minutes of such meeting.
76.	**Minutes of the proceedings of the meeting of the board**	(a) The Company shall prepare minutes of each Board Meeting and the entries thereof in books kept for that purpose with their pages consecutively numbered. Such minutes shall contain a fair and correct summary of the proceedings conducted at the Board Meeting. (b) The Company shall circulate the minutes of the meeting to each Director within 15 (Fifteen) Business Days after the Board Meeting. (c) Each page of every such book shall be initialed or signed and the last page of the record of proceedings of each meeting in such book shall be dated and signed by the Chairman of the said meeting or the Chairman of the next succeeding meeting. (d) In no case the minutes of proceedings of a meeting shall be attached to any such book as aforesaid by pasting or otherwise. (e) The minutes of each meeting shall contain a fair and correct summary of the proceedings thereat and shall also contain: - (i) all appointments of Officers; (ii) the names of the Directors present at each meeting of the Board;

Article		Particulars
		(iii) all resolutions and proceedings of the meetings of the Board; (iv) the names of the Directors, if any, dissenting from, or not concurring in, any resolution passed by the Board. (f) Nothing contained in sub-articles (a) to (c) above shall be deemed to require the inclusion in any such minutes of any matter which in the opinion of the Chairman of the meeting: - (i) is or could reasonably be regarded as defamatory of any Person; (ii) is irrelevant or immaterial to the proceedings; or (iii) is detrimental to the interests of the Company. (g) The Chairman shall exercise absolute discretion in regard to the inclusion or non-inclusion of any matter in the minutes on the ground specified in sub-article (f) above. (h) Minutes of meetings kept in accordance with the aforesaid provisions shall be evidence of the proceedings recorded therein. (i) The minutes kept and recorded under this Article shall also comply with the provisions of secretarial standards issued by the Institute of Company Secretaries of India constituted under the Company Secretaries Act, 1980 and approved as such by the central government and applicable provisions of the Act and Law.
77.	**Register of charges**	The Directors shall cause a proper register to be kept, in accordance with the applicable provisions of the Act, of all mortgages and charges specifically affecting the property of the Company and shall duly comply with the requirements of the applicable provisions of the Act in regard to the registration of mortgages and charges therein specified.
78.	**Charge of uncalled capital**	Where any uncalled capital of the Company is charged as security or other security is created on such uncalled capital, the Directors may authorize, subject to the applicable provisions of the Act and these Articles, making calls on the Shareholders in respect of such uncalled capital in trust for the Person in whose favour such charge is executed.
79.	**Subsequent assigns of uncalled capital**	Where, any uncalled capital of the Company is charged, all Persons taking any subsequent charge thereon shall take the same, subject to such prior charges and shall not be entitled to obtain priority over such prior charge.
80.	**Charge in favour of director for indemnity**	If the Director or any Person, shall become personally liable for the payment of any sum primarily due from the Company, the Board may execute or cause to be executed, any mortgage, charge or security over or affecting the whole or part of the assets of the Company by way of indemnity to secure the Directors or other Persons so becoming liable as aforesaid from any loss in respect of such liability.
81.	**Officers**	(a) The Company shall have its own professional management and such officers shall be appointed from time to time as designated by its Board. The officers of the Company shall serve at the discretion of the Board. (b) The officers of the Company shall be responsible for the implementation of the decisions of the Board, subject to the authority and directions of the Board and shall conduct the day to day business of the Company. (c) The officers of the Company shall be the Persons in charge of and responsible to the Company for the conduct of the business of the Company and shall be concerned and responsible to ensure full and due compliance with all statutory Laws, rules and regulations as are required to be complied with by the Company and/or by the Board of the Company.

Article		Particulars
		(d) Qualified experienced managerial and marketing executives and other officers shall be appointed for the operation and conduct of the business of the Company. (e) The Board shall appoint with the approval of the Chairman, the president and/or chief executive officer and/or chief operating officer of the Company, as well as Persons who will be appointed to the posts of senior executive management.
82.	**The secretary**	(a) Subject to the provisions of section 203 of the Act, the Board may, from time to time, appoint any individual as Secretary of the Company to perform such functions, which by the Act or these Articles for the time being of the Company are to be performed by the Secretary and to execute any other duties which may from time to time be assigned to him by the Board. The Board may confer upon the Secretary so appointed any powers and duties as are not by the Act or by these Articles required to be exercised by the Secretary and may from time to time revoke, withdraw, alter or vary all or any of them. The Board may also at any time appoint some individual (who need not be the Secretary), to maintain the Registers required to be kept by the Company. (b) The Secretary shall be an individual responsible to ensure that there shall be no default, non-compliance, failure, refusal or contravention of any of the applicable provisions of the Act, or any rules, regulations or directions which the Company is required to conform to or which the Board of the Company are required to conform to and shall be designated as such and be the officer in default.
83.	**Director's & officer's liability insurance**	Subject to the provisions of the Act and Law, the Company shall procure, at its own cost, comprehensive directors and officers liability insurance for each Director which shall not form a part of the remuneration payable to the Directors in the circumstances described under section 197 of the Act: - (a) on terms approved by the Board; (b) which includes each Director as a policyholder; (c) is from a reputed insurer approved by the Board; and (d) such amount as may be decided by the Board, from time to time.
84.	**Seal**	(a) The Board shall provide a 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. (b) The Company shall also be at the liberty to have an official Seal in accordance with the Act for use in any territory, district or place outside India. (c) Every deed or other instrument to which the Seal is required to be affixed shall unless the same is executed by a duly constituted attorney, be signed by any one director or secretary of the Company.
85.	**Accounts**	(a) The Company shall prepare and keep at the Office, books of accounts or other relevant books and papers and financial statements for every Financial Year which give a true and fair view of the state of affairs of the Company, including its branch office or offices, if any, and explain the transactions effected both at the Office and its branches and such

Article		Particulars
		books shall be kept on accrual basis and according to the double entry system of accounting. (b) Where the Board decides to keep all or any of the books of account at any place other than the Office, the Company shall, within 7 (seven) days of the decision, file with the Registrar, a notice in writing giving the full address of that other place. The Company may also keep such books of accounts or other relevant papers in electronic mode in accordance with the provisions of the Act. (c) The Company shall preserve in good order the books of account relating to a period of not less than eight years preceding the current year. (d) When the Company has a branch office, whether in or outside India, the Company shall be deemed to have complied with this Article if proper books of account relating to the transactions effected at the branch office are kept at the branch office and proper summarized returns made up to dates at intervals of not more than three months, are sent by the branch office to the Company at its office or at the other place in India, at which the Company's books of account are kept as aforesaid. (e) No Shareholder (not being a Director) shall have any right of inspecting any account or books or documents of the Company except specified under the Act and Law. (f) In accordance with the provisions of the Act, along with the financial statements laid before the Shareholders, there shall be laid a Board's report which shall include: (i) the extract of the annual return as provided under sub-section (3) of section 92 of the Act; (ii) number of meetings of the Board; (iii) Directors' responsibility statement as per the provisions of section 134 (5) of the Act; (iv) a statement on declaration given by the Independent Directors under sub-section (6) of section 149 of the Act; (v) in the event applicable, as specified under sub-section (1) of section 178 of the Act, Company's policy on Director's appointment and remuneration including criteria for determining qualifications, positive attributes, independence of a Director and other matters provided under sub-section (3) of section 178 of the Act; (vi) Explanations or comments by the Board on every qualification, reservation or adverse remark or disclaimer made- a. by the auditor in his report; and b. by the Secretary in practice in his secretarial audit report; (vii) Particulars of loans, guarantees or investments under section 186 of the Act; (viii) Particulars of contracts or arrangements with related parties referred to in sub-section (1) of section 188 in the prescribed form; (ix) the state of the Company's affairs; (x) the amounts, if any, which it proposes to carry to any reserves;

Article		Particulars
		(xi) the amount, if any, which it recommends should be paid by way of Dividends; (xii) material changes and commitments, if any, affecting the financial position of the Company which have occurred between the end of the Financial Year of the Company to which the financial statements relate and the date of the report; (xiii) the conservation of energy, technology absorption, foreign exchange earnings and outgo, in such manner as may be prescribed; (xiv) a statement indicating development and implementation of a risk management policy for the Company including identification therein of elements of risk, if any, which in the opinion of the Board may threaten the existence of the Company; (xv) the details about the policy developed and implemented by the Company on corporate social responsibility initiatives taken during the year; (xvi) in case of a listed company and every other public company having such paid-up share capital as may be prescribed, a statement indicating the manner in which formal annual evaluation has been made by the Board of its own performance and that of its committees and individual directors; and (xvii) such other matters as may be prescribed under the Law, from time to time. All the aforesaid books shall give a fair and true view of the affairs of the Company or its branch office, as the case may be, with respect to the matters herein and explain its transactions.
86.	**Audit and auditors**	(a) The Auditors shall be appointed and their rights and duties shall be regulated in accordance with sections 139 to 147 of the Act and as specified under Law. (b) Every account of the Company when audited shall be approved by the General Meeting and shall be conclusive except as regards any error discovered therein within three months next after the approval thereof. Whenever any such error is discovered within that period the account shall forthwith be corrected, and henceforth shall be conclusive. (c) Every balance sheet and profit and loss account shall be audited by one or more Auditors to be appointed as hereinafter set out. (d) The Company at the Annual General Meeting in each year shall appoint an Auditor or Auditors to hold office from the conclusion of that meeting until conclusion of the next Annual General Meeting and every Auditor so appointed shall be intimated of his appointment within 7 (seven) days. (e) Where at an Annual General Meeting, no Auditors are appointed, the Central Government may appoint a Person to fill the vacancy and fix the remuneration to be paid to him by the Company for his services. (f) The Company shall within 7 (seven) days of the central government's power under sub clause (b) becoming exercisable, give notice of that fact to the government. (g) The Directors may fill any casual vacancy in the office of an Auditor but while any such vacancy continues, the remaining Auditors (if any) may act. Where such a vacancy is caused by the resignation of an Auditor, the vacancy shall only be filled by the Company in the General Meeting.

Article		Particulars
		(h) A Person, other than a retiring Auditor, shall not be capable of being appointed at an Annual General Meeting unless special notice of a resolution of appointment of that Person to the office of Auditor has been given by a Shareholder to the Company not less than 14 (fourteen) days before the meeting in accordance with section 115 of the Act, and the Company shall send a copy of any such notice to the retiring Auditor and shall give notice thereof to the Shareholders in accordance with provisions of section 115 of the Act and all the other provision of section 140 of the Act shall apply in the matter. The provisions of this sub-article shall also apply to a resolution that a retiring auditor shall not be re-appointed. (i) The Persons qualified for appointment as Auditors shall be only those referred to in section 141 of the Act. (j) None of the Persons mentioned in section 141 of the Act as are not qualified for appointment as auditors shall be appointed as Auditors of the Company.
87.	**Audit of branch offices**	The Company shall comply with the applicable provisions of the Act and the Companies (Audit and Auditor) Rules, 2014 in relation to the audit of the accounts of branch offices of the Company.
88.	**Remuneration of auditors**	The remuneration of the Auditors shall be fixed by the Company as authorized in General Meeting from time to time in accordance with the provisions of the Act and the Companies (Audit and Auditor) Rules, 2014.
89.	**Documents and notices**	(a) A document or notice may be given or served by the Company to or on any Shareholder whether having his registered address within or outside India either personally or by sending it by post to him to his registered address. (b) Where a document or notice is sent by post, service of the document or notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the document or notice, provided that where a Shareholder has intimated to the Company in advance that documents or notices should be sent to him under a certificate of posting or by registered post with or without acknowledgement due or by cable or telegram and has deposited with the Company a sum sufficient to defray the expenses of doing so, service of the document or notice shall be deemed to be effected unless it is sent in the manner intimated by the Shareholder. Such service shall be deemed to have effected in the case of a notice of a meeting, at the expiration of forty eight hours after the letter containing the document or notice is posted or after a telegram has been dispatched and in any case, at the time at which the letter would be delivered in the ordinary course of post or the cable or telegram would be transmitted in the ordinary course. (c) A document or notice may be given or served by the Company to or on the joint-holders of a share by giving or serving the document or notice to or on the joint-holder named first in the Register of Members in respect of the share. (d) Every Person, who by operation of Law, Transfer or other means whatsoever, shall become entitled to any share, shall be bound by every document or notice in respect of such share, which previous to his name and address being entered on the register of Shareholders, shall have been duly served on or given to the Person from whom he derives his title to such share. (e) Any document or notice to be given or served by the Company may be signed by a Director or the Secretary or some Person duly authorized by the Board for such purpose and the signature thereto may be written, printed, photostat or lithographed.

Article		Particulars
		(f) All documents or notices to be given or served by Shareholders on or to the Company or to any officer thereof shall be served or given by sending the same to the Company or officer at the Office by post under a certificate of posting or by registered post or by leaving it at the Office. (g) Where a document is sent by electronic mail, service thereof shall be deemed to be effected properly, where a member has registered his electronic mail address with the Company and has intimated the Company that documents should be sent to his registered email address, without acknowledgement due. Provided that the Company, shall provide each member an opportunity to register his email address and change therein from time to time with the Company or the concerned depository. The Company shall fulfill all conditions required by Law, in this regard.
90.	**Shareholders to notify address in India**	Each registered Shareholder from time to time notify in writing to the Company such place in India to be registered as his address and such registered place of address shall for all purposes be deemed to be his place of residence.
91.	**Service on members having no registered address**	If a Shareholder does not have registered address in India, and has not supplied to the Company any address within India, for the giving of the notices to him, a document advertised in a newspaper circulating in the neighborhood of the Office shall be deemed to be duly served to him on the day on which the advertisement appears.
92.	**Service on persons acquiring shares on death or insolvency of shareholders**	A document may be served by the Company on the Persons entitled to a share in consequence of the death or insolvency of a Shareholders by sending it through the post in a prepaid letter addressed to them by name or by the title or representatives of the deceased, assignees of the insolvent by any like description at the address (if any) in India supplied for the purpose by the Persons claiming to be so entitled, or (until such an address has been so supplied) by serving the document in any manner in which the same might have been served as if the death or insolvency had not occurred.
93.	**Persons entitled to notice of general meetings**	Subject to the applicable provisions of the Act and these Articles, notice of General Meeting shall be given: (a) To the Shareholders as provided by these Articles. (b) To the Persons entitled to a share in consequence of the death or insolvency of a Shareholder. (c) To the Auditors for the time being of the Company in the manner authorized by as in the case of any Shareholder.
94.	**Notice by advertisement**	Subject to the applicable provisions of the Act, any document required to be served or sent by the Company on or to the Shareholders, or any of them and not expressly provided for by these Articles, shall be deemed to be duly served or sent if advertised in a newspaper circulating in the district in which the Office is situated.
95.	**Dividend policy**	(a) The profits of the Company shall be divisible among the Shareholders in proportion to the amount of Capital Paid-up or credited as Paid-up and to the period during the year for which the Capital is Paid-up on the shares held by them respectively. Provided always that, (subject as aforesaid), any Capital Paid-up on a Share during the period in respect of which a Dividend is declared, shall unless the Directors otherwise determine, only entitle the holder of such share to an apportioned amount of such Dividend as from the date of payment. (b) Subject to the provisions of section 123 of the Act the Company in General Meeting may declare Dividends, to be paid to the Shareholders according to their respective rights and interests in the profits. No

Article		Particulars
		Dividends shall exceed the amount recommended by the Board, but the Company in General Meeting may, declare a smaller Dividend, and may fix the time for payments not exceeding 30 (thirty) days from the declaration thereof. (c) No Dividend shall be declared or paid otherwise than out of profits of the Financial Year arrived at after providing for depreciation in accordance with the provisions of section 123 of the Act or out of the profits of the Company for any previous Financial Year or years arrived at after providing for depreciation in accordance with those provisions and remaining undistributed or out of both provided that: - (i) if the Company has not provided for depreciation for any previous Financial Year or years it shall, before declaring or paying a Dividend for any Financial Year provide for such depreciation out of the profits of that Financial Year or out of the profits of any other previous Financial Year or years; and (ii) if the Company has incurred any loss in any previous Financial Year or years the amount of the loss or an amount which is equal to the amount provided for depreciation for that year or those years whichever is less, shall be set off against the profits of the Company for the year for which the Dividend is proposed to be declared or paid or against the profits of the Company for any previous Financial Year or years arrived at in both cases after providing for depreciation in accordance with the provisions of section 123 of the Act or against both; (iii) The declaration of the Board as to the amount of the net profits shall be conclusive. (d) The Board may, from time to time, pay to the Shareholders such interim dividend as in their judgment the position of the Company justifies. (e) Where Capital is paid in advance of calls upon the footing that the same shall carry interest, such Capital shall not whilst carrying interest, confer a right to participate in profits or Dividend. (f) Subject to the rights of Persons, if any, entitled to shares with special rights as to Dividend, all Dividends shall be declared and paid according to the amounts paid or credited as paid on the shares in respect whereof Dividend is paid but if and so long as nothing is Paid upon any shares in the Company, Dividends may be declared and paid according to the amount of the shares. (i) No amount paid or credited as paid on shares in advance of calls shall be treated for the purpose of this regulation as paid on shares; (ii) 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 shares are issued on terms providing that it shall rank for Dividend as from a particular date such shares shall rank for Dividend accordingly. (g) Subject to the applicable provisions of the Act and these Articles, the Board may retain the Dividends payable upon shares in respect of any Person, until such Person shall have become a Shareholder, in respect of such shares or until such shares shall have been duly transferred to him. (h) Any one of several Persons who are registered as the joint-holders of any Share may give effectual receipts for all Dividends or bonus and payments on account of Dividends or bonus or sale proceeds of fractional certificates or other money (ies) payable in respect of such shares.

Article		Particulars	
		(i)	Subject to the applicable provisions of the Act, no Shareholder shall be entitled to receive payment of any interest or Dividends in respect of his share(s), whilst any money may be due or owing from him to the Company in respect of such share(s); either alone or jointly with any other Person or Persons; and the Board may deduct from the interest or Dividend payable to any such Shareholder all sums of money so due from him to the Company.
		(j)	Subject to section 126 of the Act, a transfer of shares shall not pass the right to any Dividend declared thereon before the registration of the transfer.
		(k)	Unless otherwise directed any Dividend may be paid by cheque or warrant or by a pay slip or receipt (having the force of a cheque or warrant) and sent by post or courier or by any other legally permissible means to the registered address of the Shareholder or Person entitled or in case of joint-holders to that one of them first named in the Register of Members in respect of the joint-holding. Every such cheque or warrant shall be made payable to the order of the Person to whom it is sent and in case of joint-holders to that one of them first named in the Register of Members in respect of the joint-holding. The Company shall not be liable or responsible for any cheque or warrant or pay slip or receipt lost in transmission, or for any Dividend lost to a Shareholder or Person entitled thereto, by a forged endorsement of any cheque or warrant or a forged signature on any pay slip or receipt of a fraudulent recovery of Dividend. If 2 (two) or more Persons are registered as joint-holders of any share(s) any one of them can give effectual receipts for any money (ies) payable in respect thereof. Several Executors or Administrators of a deceased Shareholder in whose sole name any share stands shall for the purposes of this Article be deemed to the joint-holders thereof.
		(l)	No unpaid Dividend shall bear interest as against the Company.
		(m)	Any General Meeting declaring a Dividend may on the recommendation of the Board, make a call on the Shareholders of such amount as the meeting fixes, but so that the call on each Shareholder shall not exceed the Dividend payable to him, and so that the call will be made payable at the same time as the Dividend; and the Dividend may, if so arranged as between the Company and the Shareholders, be set-off against such calls.
		(n)	Notwithstanding anything contained in this Article, the dividend policy of the Company shall be governed by the applicable provisions of the Act and Law.
		(o)	The Company may pay dividends on shares in proportion to the amount paid-up on each Share in accordance with section 51 of the Act.
96.	**Unpaid or unclaimed dividend**	(a)	If the Company has declared a Dividend but which has not been paid or the Dividend warrant in respect thereof has not been posted or sent within 30 (thirty) days from the date of declaration, transfer the total amount of Dividend, which remained unpaid or unclaimed within 7 (seven) days from the date of expiry of the said period of 30 (thirty) days to a special account to be opened by the Company in that behalf in any scheduled bank to be called the "Unpaid Dividend of Dixon Technologies (India) Limited".
		(b)	Any money so transferred to the unpaid Dividend account of the Company which remains unpaid or unclaimed for a period of 7 (seven) years from the date of such transfer, shall be transferred by the Company to the fund established under sub-section (1) of section 125 of the Act, viz. "Investors Education and Protection Fund".
		(c)	No unpaid or unclaimed Dividend shall be forfeited by the Board before the claim becomes barred by Law.

Article		Particulars
97.	**Capitalization of profits**	The Company in the General Meeting may, upon the recommendation of the Board, resolve: (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 Company's profit and loss account or otherwise, as available for distribution; and (b) that such sum be accordingly set free for distribution in the manner specified herein below in sub-article (iii) as amongst the Shareholders who would have been entitled thereto, if distributed by way of Dividends and in the same proportions. (c) The sum aforesaid shall not be paid in cash but shall he applied either in or towards: (i) paying up any amounts for the time being unpaid on any shares held by such Shareholders respectively; (ii) paying up in full, un-issued shares of the Company to be allotted, distributed and credited as fully Paid up, to and amongst such Shareholders in the proportions aforesaid; or (iii) partly in the way specified in sub-article (i) and partly in the way specified in sub-article (ii). (d) A share premium account may be applied as per section 52 of the Act, and a capital redemption reserve account may, duly be applied in paying up of unissued shares to be issued to Shareholders as fully paid bonus shares.
98.	**Resolution for capitalisation of reserves and issue of fractional certificate**	(a) The Board shall give effect to a resolution passed by the Company in pursuance of this regulation. (b) Whenever such a resolution as aforesaid shall have been passed, the Board shall: (i) make all appropriation and applications of undivided profits (resolved to be capitalized thereby), and all allotments and issues of fully paid shares or Securities, if any; and (ii) generally do all acts and things required to give effect thereto. (c) The Board shall have full power: (i) to make such provisions, by the issue of fractional certificates or by payments in cash or otherwise as it thinks fit, in the case of shares or Debentures becoming distributable in fraction; and (ii) to authorize any Person, on behalf of all the Shareholders entitled thereto, to enter into an agreement with the Company providing for the allotment to such Shareholders, credited as fully paid up, of any further shares or Debentures to which they may be entitled upon such capitalization or (as the case may require) for the payment of 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 parts of the amounts remaining unpaid on the shares. (d) Any agreement made under such authority shall be effective and binding on all such Shareholders.

Article		Particulars
99.	**Distribution of assets in specie or kind upon winding up**	(a) If the Company shall be wound up, the liquidator may, with the sanction of a Special Resolution of the Company and any other sanction required by the Act divide amongst the Shareholders, in specie or kind the whole or any part of the assets of the company, whether they shall consist of property of the same kind or not. (b) For the purpose aforesaid, the liquidator may set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall he carried out as between the Shareholders or different classes of Shareholders. (c) 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.
100.	**Director's and other's rights to indemnity**	Subject to the provisions of section 197 of the Act, every Director, manager and other officer or employee of the Company shall be indemnified by the Company against any liability incurred by him and it shall be the duty of the Directors to pay out the funds of the Company all costs, losses and expenses which any Director, manager, officer or employee may incur or become liable to by reason of any contact entered into by him on behalf of the Company or in any way in the discharge of his duties and in particular, and so as not to limit the generality of the foregoing provisions against all liabilities incurred by him as such Director, manager, Officer or employee in defending any proceedings whether civil or criminal in which judgment is given in his favour or he is acquitted or in connection with any application under section 463 of the Act in which relief is granted by the court and the amount for which such indemnity is provided shall immediately attach as a lien on the property of the Company and have priority as between the Shareholders over all the claims.
101.	**Director's etc. not liable for certain acts**	Subject to the provision of section 197 of the Act, no Director, manager, Officer or employee of the Company shall be liable for the acts, defaults, receipts and neglects of any other Director, manager, Officer or employee or for joining in any receipts or other acts for the sake of conformity or for any loss or expenses happening to the Company through the insufficiency or deficiency of any Security in or upon which any of the monies of the Company shall be invested or for any loss or damage arising from the bankruptcy, insolvency or tortuous act of any Person with whom any monies, Securities or effects shall be deposited or for any loss occasioned by an error of judgment or oversight on his part, or for any other loss, damage or misfortune whatsoever which shall happen in the execution thereof unless the same shall happen through negligence, default, misfeasance, breach of duty or breach of trust. Without prejudice to the generality of the foregoing, it is hereby expressly declared that any filing fee payable or any document required to be filed with the Registrar in respect of any act done or required to be done by any Director or other officer by reason of his holding the said office shall be paid and borne by the Company.
102.	**Inspection by shareholders**	The register of charges, register of investments, Register of Members, books of accounts and the minutes or the meeting of the board and Shareholders shall be kept at the Office and shall be open, during business hours, for such periods not being less in the aggregate than two hours in each day as the board determines for inspection of any Shareholder without charge. In the event such Shareholder conducting inspection of the abovementioned documents requires extracts of the same, the Company may charge a fee which shall not exceed Rupees ten per page or such other limit as may be prescribed under the Act or other applicable provisions of Law.
103.	**Amendment to memorandum and articles of association**	(a) The Shareholders shall vote for all the Equity Shares owned or held on record by such Shareholders at any Annual or Extraordinary General Meeting of the company in accordance with these Articles. (b) The Shareholders shall not pass any resolution or take any decision which is contrary to any of the terms of these Articles. (c) The Articles shall be amended in accordance with the applicable provisions under the Act.

Article		Particulars
104.	**Secrecy**	No Shareholder shall he entitled to inspect the Company's work without permission of the Managing Director/Directors or to require discovery of any information respectively any details of the Company's trading or any matter which is or may be in the nature of a trade secret, history of trade or secret process which may be related to the conduct of the business of the Company and which in the opinion of the Managing Director/Directors will be inexpedient in the interest of the Shareholders to communicate to the public.
105.	**Duties of the officer to observe secrecy**	Every Director, Managing Director, manager, Secretary, Auditor, trustee, members of the committee, officer, servant, agent, accountant or other Persons employed in the business of the Company shall, if so required by the Director before entering upon his duties, or any time during his term of office, sign a declaration pledging himself to observe secrecy relating to all transactions of the Company and the state of accounts and in matters relating thereto and shall by such declaration pledge himself not to reveal any of such matters which may come to his knowledge in the discharge of his official duties except which are required so to do by the Directors or the Auditors, or by resolution of the Company in the General Meeting or by a court of Law and except so far as may be necessary in order to comply with any of the provision of these Articles or Law. Nothing herein contained shall affect the powers of the central government or any officer appointed by the government to require or to hold an investigation into the Company's affair.
106.	**Provisions of the Companies Act, 1956 shall cease to have effect**	Notwithstanding anything contained in these Articles, the provisions of the Companies Act, 1956, as are mentioned under these Articles shall cease to have any effect once the said provisions are repealed upon notification of the corresponding provisions under the Act.

PART B

Article		Particulars
5.	**UNDERTAKING TO ADHERE**	5.1 Each of the Other Shareholders, jointly and severally agree and undertake, to the extent applicable and permissible under Law, to exercise all their rights and powers (including, without limitation, voting rights in respect of shares and all rights in their capacity as or in respect of directors) to procure the performance of this Chapter II and/or the Agreement by the Company and the discharge of the obligations of the Company under the terms of this Chapter II and/or the Agreement.
10.	**CORPORATE GOVERNANCE**	10.1 At least 7 (seven) Business Day's notice of each Board meeting shall be given to each director, unless in any particular case a majority of the directors (which majority shall include the Investor Director) agree otherwise. The agenda for each Board meeting and all papers connected therewith and/or proposed to be placed or tabled before the Board shall be circulated together with the notice for such meeting and, no items save and except those specified in the agenda may be discussed at any Board meeting unless determined otherwise by a majority of the directors (which majority shall include the Investor Director). 10.2 The quorum for a meeting of the Board shall be one-third of its total strength (any fraction contained in that one-third being rounded off to one) or two directors (whichever is higher), including the Investor Director present throughout the meeting (except with the Investors' Consent). 10.3 The presence of a representative of the Investors shall be required to form quorum for a meeting of the shareholders of the Company. 10.4 The Promoter hereby agrees that he shall table before the Board any matter that the Investors reasonably propose to be discussed by the Board.
12.	**RESERVED MATTERS**	12.1 No action or decision relating to any of the Reserved Matters shall be taken (whether by the Board, any committee, the shareholders of the Company or any of the employees, officers or managers of the Company) unless the Investors' Consent is obtained for such action or decision.
13	**EXERCISE OF RIGHTS**	13.1 Without prejudice to the other provisions of the Agreement and the Undertaking and/or this Chapter II, the Promoter, the Other Shareholders and the Company agree to exercise all powers and rights available to them (including their voting rights and their rights as and in respect of directors) in support of the provisions of the Agreement and the Undertaking

Article		Particulars
		and/or this Chapter II and so as to procure and ensure that the provisions of the Agreement and the Undertaking and/or this Chapter II are complied with in all respects by the Company, the Other Shareholders and the Promoter. 13.2 The Promoter and the Company shall be jointly and severally liable to ensure the performance of this Chapter II and/or the Agreement and the Undertaking. In respect of any obligation of any Promoter, the other Promoter shall also be jointly and severally liable for the fulfilment of such obligation. 13.3 Without prejudice to the other provisions of this Chapter II, the Agreement and the Undertaking, the Other Shareholders, jointly and severally, undertake to exercise their voting rights at any general meeting of the Company and otherwise exercise all powers and rights available to them (including, without limitation, their capacity as or in respect of the directors of the Company) so as to fix the number of directors in accordance with Article 9 (*Investor Director*) and to ensure that the person nominated by the Investors is expeditiously appointed or removed (as the Investors may specify) as a director of the Company and the appointments and removals referred to in Article 9 result in the persons nominated/appointed or removed becoming or ceasing to be directors of the Company, as the case may be. 13.4 The Other Shareholders shall be jointly and severally liable to ensure the performance of the applicable provisions of this Chapter II and the Undertaking. In respect of any obligation of Other Shareholder, all the Other Shareholders shall also be jointly and severally liable for the fulfilment of such obligation. 13.5 Each Promoter and Other Shar*eholders shall vo*te or cause to be voted all Equity Shares legally and beneficially owned by such shareholder, and the Promoter shall procure that the Other Shareholders vote or cause to be voted all Equity Shares legally or beneficially owned by such shareholders, at any annual or extraordinary meeting of shareholders of the Company (the ***Shareholders Meeting***) or in any written consent executed in lieu of such a meeting of shareholders (the ***Written Consent***), and shall take all other actions necessary, to give effect to the provisions of this Chapter II and/or the Agreement and the Undertaking and to ensure that these Articles do not, at any time hereafter, conflict in any respect with the provisions of the Agreement and the Undertaking including, without limitation, voting to approve amendments and/or restatements of these Articles and remove directors that take actions inconsistent with the Agreement and/or the Undertaking or fail to take actions required to carry out the intent and purposes of the Agreement and/or the Undertaking. In addition, each Promoter and Other Shareholder shall vote or cause to be voted all Equity Shares legally and beneficially owned by such shareholder, and the Promoter shall procure that the Other Shareholders vote or cause to be voted all Equity Shares legally or beneficially owned by such shareholders, at any Shareholders Meeting, or act or procure the action by Written Consent with respect to such Equity Shares, upon any matter submitted for action by the Company's shareholders or with respect to which such shareholder may vote or act by Written Consent, in conformity with the specific terms and provisions of the Agreement, the Undertaking and these Articles. In the event that there is any conflict between these Articles and the Agreement and/or the Undertaking, the Agreement and the Undertaking shall prevail and the shareholders (but not the Company) shall to the extent necessary, cause the change, amendment or modification of these Articles to eliminate any such inconsistency. 13.6 In order to effectuate the provisions of the Agreement and the Undertaking, and without limiting the generality of Article 13.5, each Promoter and Other Shareholder (a) hereby agrees that when any action or vote is required to be taken by such shareholder pursuant to or in connection with this Chapter II and/or the Agreement and/or the Undertaking, such Promoter and Other Shareholder shall call, or cause the appropriate officers and directors of the Company to call, one or more Shareholders Meetings to take such action or vote, to attend such Shareholders Meetings in person or by proxy for purposes of obtaining a quorum, or to execute or cause to be executed a Written Consent to effectuate such shareholder action, (b) shall cause the Board to adopt, either at a meeting of the Board or by unanimous written consent of the Board, all the resolutions necessary to effectuate the provisions of this Chapter II and/or the Agreement and the Undertaking, and (c) shall cause the Board to cause the Secretary of the Company, or if there be no Secretary, such other officer of the Company as the Board may appoint to fulfil the duties of Secretary, not to record any vote or consent contrary to the terms of this Article 13.6.

SECTION IX: OTHER INFORMATION

MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION

The copies of the following contracts which have been entered or are to be entered into by our Company (not being contracts entered into in the ordinary course of business carried on by our Company or contracts entered into more than two years before the date of this Draft Red Herring Prospectus) which are or may be deemed material will be attached to the copy of the Red Herring Prospectus which will be delivered to the RoC for registration. Copies of these contracts and also the documents for inspection referred to hereunder, may be inspected at the Registered Office between 10 a.m. and 5 p.m. on all Working Days from the date of the Red Herring Prospectus until the Bid/Offer Closing Date.

1. Material Contracts for the Offer

(i) Offer Agreement dated May 19, 2017 between our Company, the Selling Shareholders and the BRLMs.

(ii) Registrar Agreement between our Company, the Selling Shareholders and the Registrar to the Offer dated May 18, 2017.

(iii) Cash Escrow Agreement dated [●] between our Company, the Selling Shareholders, the Registrar to the Offer, the BRLMs and the Escrow Collection Bank(s), Refund Banker and Public Offer Bank(s).

(iv) Share Escrow Agreement dated [●] between the Selling Shareholders, our Company, the BRLMs and the Escrow Agent.

(v) Syndicate Agreement dated [●] between our Company, the Selling Shareholders, the BRLMs and the Syndicate Members.

(vi) Underwriting Agreement dated [●] between our Company, the Selling Shareholders, the Registrar to the Offer and the Underwriters.

2. Material Documents

(i) Certified copies of the updated Memorandum and Articles of Association of our Company as amended from time to time.

(ii) Certificate of incorporation dated January 15, 1993.

(iii) Fresh certificate of incorporation dated July 14, 1993 pursuant to change of name.

(iv) Fresh certificate of incorporation dated December 10, 2002 pursuant to change of name/status.

(v) Fresh certificate of incorporation dated January 3, 2006 pursuant to change of name.

(vi) Fresh certificate of incorporation dated May 2, 2017 consequent upon conversion from private company to public company.

(vii) Resolutions of the Board of Directors dated May 3, 2017 in relation to the Offer .

(viii) Shareholders' resolution dated May 5, 2017 in relation to the Offer.

(ix) Approval by way of letter dated May 16, 2017 and board resolution dated May 10, 2017 of India Business Excellence Fund I approving the offer of up to 2,146,265 Equity Shares as part of the Offer for Sale.

(x) Approval by way of letter dated May 16, 2017 and board resolution dated April 26, 2017 from MOPE Investment Advisors Private Limited, the investment manager of India Business Excellence Fund approving the offer of up to 495,313 Equity Shares as part of the Offer for Sale.

(xi) Approval by way of consent letter dated May 12, 2017 from Sunil Vachani approving the offer of up to 634,368 Equity Shares as part of the Offer for Sale.

(xii) Approval by way of consent letter dated May 15, 2017 from Atul B. Lall approving the offer of up to 233,333 Equity Shares as part of the Offer for Sale.

(xiii) Approval by way of consent letter dated May 15, 2017 from Kamla Vachani approving the offer of up to 160,879 Equity Shares as part of the Offer for Sale.

(xiv) Approval by way of consent letter dated May 15, 2017 from Geeta Vaswani approving the offer of up to 32,099 Equity Shares as part of the Offer for Sale.

(xv) Approval by way of consent letter dated May 15, 2017 from Sunita Mankani approving the offer of up to 25,741 Equity Shares as part of the Offer for Sale.

(xvi) Approval by way of consent letter dated May 15, 2017 from Shobha Sippy approving the offer of up to 25,741 Equity Shares as part of the Offer for Sale.

(xvii) The examination reports dated May 3, 2017 of the Statutory Auditor, on our Company's Restated Standalone Financial Statements and Restated Consolidated Financial Statements, included in this Draft Red Herring Prospectus.

(xviii) Copies of the annual reports of our Company for the Fiscals 2012, 2013, 2014, 2015 and 2016.

(xix) Statement of Tax Benefits dated May 19, 2017 from the Statutory Auditor.

(xx) Consent of the Directors, the BRLMs, the Syndicate Members, Legal Counsel to the Offer as to Indian Law Registrar to the Offer, Escrow Collection Bank(s), Refund Banker, Public Offer Bank(s), Bankers to our Company, Company Secretary and Compliance Officer and Chief Financial Officer as referred to in their specific capacities.

(xxi) Consent letter dated May 19, 2017 of the Statutory Auditor to include their names as experts in relation to their reports dated May 3, 2017 on the Restated Consolidated Financial Statements and the Restated Standalone Financial Statements and the Statement of Tax Benefits dated May 19, 2017 included in this Draft Red Herring Prospectus.

(xxii) Consent letter dated May 3, 2017 from Frost & Sullivan.

(xxiii) Due Diligence Certificate dated May 19, 2017 addressed to SEBI from the BRLMs.

(xxiv) In principle listing approvals dated [●] and [●] issued by BSE and NSE respectively.

(xxv) Tripartite agreement dated March 31, 2017 between our Company, NSDL and the Registrar to the Offer.

(xxvi) Tripartite agreement dated March 28, 2017 between our Company, CDSL and the Registrar to the Offer.

(xxvii) Investment Agreement dated April 26, 2008 between IBEF I, IBEF, our Company and our Promoter, amendment agreement dated October 5, 2009, second amendment agreement dated March 28, 2014 and termination letter dated May 16, 2017.

(xxviii) Personal guarantees dated July 16, 2014, November 30, 2015 and March 28, 2016 in favour of Standard Chartered Bank, December 17, 2014 in favour of RBL Bank Limited, August 31, 2015 in favour of Yes Bank Limited and March 18, 2013 in favour of Central Bank of India issued by our Promoter.

(xxix) Share purchase agreement dated June 10, 2015 between Kamaljit Singh Bhurji, Amanpreet Singh Bhurji, Bhurji Superteck Industries Limited, our Company and DBMPL.

(xxx) Share Purchase Agreement dated July 10, 2015 between our Company, Sahil Vachani and DAPL.

(xxxi) Shareholders' Agreement dated November 10, 2015 between our Company, Pardeep Jain, Ashish Aggarwal, Sanjay Jain and PEPL.

(xxxii) Joint venture agreement dated May 8, 2017 between our Company, Aditya Infotech Limited and ADTPL.

(xxxiii) SEBI observation letter number [●] dated [●].

Any of the contracts or documents mentioned in this Draft Red Herring Prospectus may be amended or modified at any time if so required in the interest of our Company or if required by the other parties, without reference to the shareholders subject to compliance of the provisions contained in the Companies Act and other relevant statutes.

DECLARATION

We hereby certify and declare that all relevant provisions of the Companies Act, 1956, the Companies Act, 2013 and the guidelines/regulations issued by the Government of India or the guidelines/regulations issued by the Securities and Exchange Board of India, established under section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, 1956, the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, the Securities and Exchange Board of India Act, 1992 or the rules made or guidelines or regulations issued thereunder, as the case may be. We further certify that all statements in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTORS OF OUR COMPANY

Sunil Vachani
(*Executive Chairman*)

Atul Bihari Lall
(*Managing Director*)

Ramesh Chandra Chopra
(*Non-executive independent Director*)

Poornima Shenoy
(*Non-executive independent Director*)

Manuji Zarabi
(*Non-executive independent Director*)

Manoj Maheshwari
(*Non-executive independent Director*)

SIGNED BY THE CHIEF FINANCIAL OFFICER

Gopal Jagwan

Date: May 19, 2017
Place: Noida

DECLARATION

The undersigned Investor Selling Shareholder hereby certifies that all statements and undertakings made by the undersigned Investor Selling Shareholder in this Draft Red Herring Prospectus about or in relation to itself and the Equity Shares being offered and sold by it in the Offer for Sale are true and correct, provided however, that the undersigned Investor Selling Shareholder assumes no responsibility for any of the statements made by the Company or any other Selling Shareholder or any expert or any other person(s) in this Draft Red Herring Prospectus.

SIGNED BY THE INVESTOR SELLING SHAREHOLDER

____

For India Business Excellence Fund I

Date: May 19, 2017
Place: Mauritius

DECLARATION

The undersigned Investor Selling Shareholder hereby certifies that all statements and undertakings made by the undersigned Investor Selling Shareholder in this Draft Red Herring Prospectus about or in relation to itself and the Equity Shares being offered and sold by it in the Offer for Sale are true and correct, provided however, that the undersigned Investor Selling Shareholder assumes no responsibility for any of the statements made by the Company or any other Selling Shareholder or any expert or any other person(s) in this Draft Red Herring Prospectus.

SIGNED BY THE INVESTOR SELLING SHAREHOLDER

____

For Vistra ITCL (India) Limited
Trustees of Business Excellence Trust- India Business Excellence Fund

MOPE Investment Advisors Private Limited
Investment Manager
Authorised Signatory

Date: May 19, 2017
Place: Mumbai

DECLARATION

The undersigned Promoter Selling Shareholder hereby certifies that all statements and undertakings made by the undersigned Promoter Selling Shareholder in this Draft Red Herring Prospectus about or in relation to himself and the Equity Shares being offered and sold by him in the Offer for Sale are true and correct, provided however, that the undersigned Promoter Selling Shareholder assumes no responsibility for any of the statements made by the Company or any other Selling Shareholder or any expert or any other person(s) in this Draft Red Herring Prospectus.

SIGNED BY

____

SUNIL VACHANI

Date: May 19, 2017
Place: Noida

DECLARATION

The undersigned Selling Shareholder hereby certifies that all statements and undertakings made by the undersigned Selling Shareholder in this Draft Red Herring Prospectus about or in relation to itself and the Equity Shares being offered and sold by it in the Offer for Sale are true and correct, provided however, that the undersigned Selling Shareholder assumes no responsibility for any of the statements made by the Company or any other Selling Shareholder or any expert or any other person(s) in this Draft Red Herring Prospectus.

Signed by the Selling Shareholder

ATUL B. LALL

Date: May 19, 2017
Place: Noida

DECLARATION

The undersigned Selling Shareholder hereby certifies that all statements and undertakings made by the undersigned Selling Shareholder in this Draft Red Herring Prospectus about or in relation to itself and the Equity Shares being offered and sold by it in the Offer for Sale are true and correct, provided however, that the undersigned Selling Shareholder assumes no responsibility for any of the statements made by the Company or any other Selling Shareholder or any expert or any other person(s) in this Draft Red Herring Prospectus.

Signed by the Selling Shareholder

____

For Kamla Vachani, represented by Atul B. Lall, holding power of attorney dated March 14, 2017.

Date: May 19, 2017
Place: Noida

DECLARATION

The undersigned Selling Shareholder hereby certifies that all statements and undertakings made by the undersigned Selling Shareholder in this Draft Red Herring Prospectus about or in relation to itself and the Equity Shares being offered and sold by it in the Offer for Sale are true and correct, provided however, that the undersigned Selling Shareholder assumes no responsibility for any of the statements made by the Company or any other Selling Shareholder or any expert or any other person(s) in this Draft Red Herring Prospectus.

Signed by the Selling Shareholder

GEETA VASWANI

Date: May 19, 2017
Place: Bengaluru

DECLARATION

The undersigned Selling Shareholder hereby certifies that all statements and undertakings made by the undersigned Selling Shareholder in this Draft Red Herring Prospectus about or in relation to itself and the Equity Shares being offered and sold by it in the Offer for Sale are true and correct, provided however, that the undersigned Selling Shareholder assumes no responsibility for any of the statements made by the Company or any other Selling Shareholder or any expert or any other person(s) in this Draft Red Herring Prospectus.

Signed by the Selling Shareholder

____

For Sunita Mankani, represented by Atul B. Lall, holding power of attorney dated May 12th, 2017

Date: May 19, 2017
Place: Noida

DECLARATION

The undersigned Selling Shareholder hereby certifies that all statements and undertakings made by the undersigned Selling Shareholder in this Draft Red Herring Prospectus about or in relation to itself and the Equity Shares being offered and sold by it in the Offer for Sale are true and correct, provided however, that the undersigned Selling Shareholder assumes no responsibility for any of the statements made by the Company or any other Selling Shareholder or any expert or any other person(s) in this Draft Red Herring Prospectus.

Signed by the Selling Shareholder

____

SHOBHA SIPPY

Date: May 19, 2017
Place: Noida