



FOURTH DIMENSION SOLUTIONS LIMITED

Our Company was incorporated as Fourth Dimension Solutions Private Limited under the provisions of the Companies Act, 1956 vide certificate of incorporation dated June 17, 2011, in Delhi. Subsequently, our Company was converted into public limited company pursuant to which the name of our Company was changed to "Fourth Dimension Solutions Limited" vide fresh certificate of incorporation dated May 25, 2015. The Corporate Identification Number of Our Company is U72900DL2011PLC221111. For details of change in registered office of our Company please refer to chapter titled "Our History and Certain Other Corporate Matters" beginning on page 115 of this Draft Prospectus.

Registered Office: DSM 340, DLF Trade Tower, Shivaji Marg, New Delhi-110015

Telefax: 011 47091502; **E-mail:** secretarial@fdsindia.co.in

Website: www.fdsindia.co.in

Contact Person: Ms. Chavvi Gupta, Company Secretary & Compliance Officer

Promoters of Our Company: Mr. Amalendu Mukherjee

THE ISSUE

PUBLIC ISSUE OF 28,92,000 EQUITY SHARES OF FACE VALUE OF Rs. 10/- EACH FULLY PAID UP OF FOURTH DIMENSION SOLUTIONS LIMITED ("FDS" OR THE "COMPANY" OR THE "ISSUER") FOR CASH AT A PRICE OF Rs. 30/- PER EQUITY SHARE (THE "ISSUE PRICE") (INCLUDING A SHARE PREMIUM OF Rs. 20/- PER EQUITY SHARE AGGREGATING Rs. 867.60 LAKHS (THE "ISSUE") BY OUR COMPANY, OF WHICH 1,48,000 EQUITY SHARES OF Rs. 10/- FULLY PAID UP EACH WILL BE RESERVED FOR SUBSCRIPTION BY MARKET MAKER TO THE ISSUE ("MARKET MAKER RESERVATION PORTION"). THE ISSUE LESS THE MARKET MAKER RESERVATION PORTION I.E. ISSUE OF 27,44,000 EQUITY SHARES OF Rs. 10/- EACH FULLY PAID UP IS HEREINAFTER REFERRED TO AS THE "NET ISSUE". THE ISSUE AND THE NET ISSUE WILL CONSTITUTE 26.55 % AND 25.19 %, RESPECTIVELY OF THE POST ISSUE PAID UP EQUITY SHARE CAPITAL OF THE COMPANY.

THE FACE VALUE OF THE EQUITY SHARES IS Rs. 10/- EACH. THE ISSUE PRICE IS Rs. 30/- THE ISSUE PRICE IS 3.00 TIMES THE FACE VALUE.

THIS ISSUE IS BEING IN TERMS OF CHAPTER XB OF THE SEBI (ICDR) REGULATIONS, 2009 (AS AMENDED FROM TIME TO TIME)

For further details please refer to "Section VII - Issue Information" beginning on Page 253 of this Draft Prospectus.

All potential investors may participate in the Issue through Application Supported by Blocked Amount ("ASBA") process providing details about the bank account which will be blocked by the Self Certified Syndicate Banks ("SCSBs") for the same. For details in this regard, specific attention is invited to "Issue Procedure" on page 259 of this Draft Prospectus. In case of delay, if any in refund, our Company shall pay interest on the application money at the rate of 15% per annum for the period of delay.

RISK IN RELATION TO THE FIRST ISSUE

This being the first issue of Equity Shares of our Company, there has been no formal market for the Equity Shares of our Company. The face value of the Equity Shares is Rs.10/- and the Issue Price is 3.00 times of the face value. The Issue Price (as determined and justified by the Company and the Lead Manager as stated under chapter titled "Basis for Issue Price" beginning on page 72 of this Draft Prospectus) 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 and/or sustained trading in the Equity Shares of our Company or regarding the price at which the Equity Shares will be traded after listing.

GENERAL RISKS

Investment in equity and equity related securities involve a degree of risk and investors should not invest any funds in this Issue unless they can afford to take the risk of losing their investment. Investors are advised to read the Risk Factors carefully before taking an investment decision in this Issue. For taking an investment decision, investors must rely on their own examination of our Company and the Issue including the risks involved. The Equity Shares offered in the Issue have not been recommended or approved by the Securities and Exchange Board of India ("SEBI") nor does SEBI guarantee the accuracy or adequacy of this Draft Prospectus. Specific attention of the investors is invited to the section titled "Risk Factors" on page 19 of this Draft Prospectus.

COMPANY'S ABSOLUTE RESPONSIBILITY

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

LISTING

The Equity Shares offered through this Draft Prospectus are proposed to be listed on the NSE Emerge Platform. In terms of the Chapter XB of the SEBI (ICDR) Regulations, 2009, as amended from time to time, we are not required to obtain an in-principle listing approval for the shares being offered in this issue. However, our Company has received an approval letter dated [●] from NSE for using its name in this offer document for listing of our Equity Shares on the NSE Emerge. For the purpose of this Issue, the Designated Stock Exchange will be the National Stock Exchange of India Limited. ("NSE").

LEAD MANAGER TO THE ISSUE



SARTHI CAPITAL ADVISORS PRIVATE LIMITED
Anthem House, E-360, First Floor, Nirman Vihar, New Delhi- 110092.
Tel: (011) 22449817/15
Fax: (011) 22439816
Investor Grievance Email: ipo@sarthiwm.in
Website: www.sarthi.in
Contact Person: Mr. Anand Lakhotia
SEBI Registration No.: INM000012011

REGISTRAR TO THE ISSUE



SHAREPRO SERVICES (INDIA) PRIVATE LIMITED
13 AB Samhita Warehousing Complex, Sakinaka Telephone Exchange Lane, Off Andheri Kurla Road, Sakinaka, Mumbai – 400072.
Tel: (022) 61915400/420, 67720300/400
Fax: (022) 61915444/ 28508927
Email: sme.ipo@shareproservices.com
Website: www.shareproservices.com
Contact Person: Mr. Sunil Kamble
Mr. Prakash Khare
SEBI Regn. Number: INR000001476

ISSUE PROGRAMME

ISSUE OPENS ON : [●]

ISSUE CLOSES ON : [●]



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



SECTION I – GENERAL

DEFINITIONS AND ABBREVIATIONS

In this Draft Prospectus, unless the context otherwise requires, the terms and abbreviations stated hereunder shall have the meanings as assigned therewith.

Company Related Terms	
Term	Description
Articles or Articles of Association or AOA	The articles of association of our Company, as amended from time to time
Auditor or Statutory Auditor	The auditor of our Company, being Sain Kanwar & Associates, Chartered Accountants having their office at 747, Ground Floor Lane No. 22, Joshi Road, Karol Bagh, New Delhi-110005.
Bankers to our Company	Axis Bank Limited, Yes Bank Limited and HDFC Bank Limited
“Board” or “Board of Directors” or “our Board”	The Board of Directors of our Company, as duly constituted from time to time, or committee(s) thereof.
Company Secretary and Compliance Officer	Ms. Chavvi Gupta
Director(s)	The Director(s) of our Company, unless otherwise specified.
Equity Shares	Equity Shares of our Company of face value of Rs. 10 each.
Equity Shareholders	Persons holding equity shares of our Company.
Group Companies	Includes those companies, firms and ventures promoted by our Promoter, irrespective of whether such entities are covered under the Companies Act, 2013 and disclosed in the chapter titled “Our Group Entities” beginning on page 137 of this Draft Prospectus.
Memorandum of Association or Memorandum or MOA	The memorandum of association of our Company, as amended from time to time.
“Promoter” or “our Promoter”	Promoter of our company being Mr. Amalendu Mukherjee.
Promoter Group	Includes such persons and entities constituting our promoter group in terms of Regulation 2(zb) of the SEBI (ICDR) Regulations and a list of which is provided in the chapter titled “Our Promoter and Promoter Group” beginning on page 134 of this Draft Prospectus.
Registered Office	The Registered Office of our Company located at DSM 340, DLF Trade Tower, Shivaji Marg, New Delhi-110015.
RoC	Registrar of Companies, National Capital Territory of Delhi & Haryana



“Fourth Dimension Solutions Limited”, or “FDS”, or “the Company”, or “our Company” or “we”, “us”, or “our” and the “Issuer Company”

Fourth Dimension Solutions Limited, a public limited company incorporated under the provisions of the Companies Act, 1956.



Issue Related Terms

Term	Description
Allocation / Allocation of Equity Shares	The Allocation of Equity Shares of our Company pursuant to Fresh Issue of Equity Shares to the successful Applicants.
Allotment/ Allot/ Allotted	Issue an allotment of Equity Shares of our Company pursuant to Fresh Issue of the Equity Shares to the successful Applicants.
Allottee(s)	Successful Applicants to whom Equity Shares of our Company shall have been allotted.
Applicant	Any prospective investor who makes an application for Equity Shares of our Company in terms of this Draft Prospectus.
Application Amount	The amount at which the Applicant makes an application for Equity Shares of our Company in terms of this Draft Prospectus.
Application Form	The Form in terms of which the prospective investors shall apply for our Equity Shares in the Issue.
ASBA/ Application Supported by Blocked Amount.	Applications Supported by Blocked Amount (ASBA) means an application for Subscribing to the Issue containing an authorization to block the application money in a bank account maintained with SCSB.
ASBA Account	Account maintained with SCSBs which will be blocked by such SCSBs to the extent of the Application Amount.
ASBA Application Location(s)/ Specified Cities	Locations at which ASBA Applications can be uploaded by the SCSBs, namely [●]
ASBA Investor/ASBA applicant	Any prospective investor(s)/applicants(s) in this Issue who apply(ies) through the ASBA process.
Banker(s) to the Issue/ Escrow Collection Bank(s).	The banks which are clearing members and registered with SEBI as Banker to an Issue with whom the Escrow Account will be opened and in this case being [●]
Basis of Allotment	The basis on which Equity Shares will be Allotted to the successful Applicants under the Issue and which is described under chapter titled “ <i>Issue Procedure</i> ” beginning on page 259 of this Draft Prospectus.
Controlling Branch	Such branch of the SCSBs which coordinate Applications under this Issue by the ASBA Applicants with the Registrar to the Issue and the Stock Exchanges and a list of which is available at http://www.sebi.gov.in , or at such other website as may be prescribed by SEBI from time to time.
Demographic Details	The demographic details of the Applicants such as their address, PAN, occupation and bank account details.
Depository Participant	A Depository Participant as defined under the Depositories Act, 1996
Designated Branches	Such branches of the SCSBs which shall collect the ASBA Forms from the ASBA



Term	Description
	Applicants and a list of which is available at www.sebi.gov.in , or at such other website as may be prescribed by SEBI from time to time.
Designated Date	The date on which funds are transferred from the Escrow Account or the amount blocked by the SCSBs is transferred from the ASBA Account, as the case may be, to the Public Issue Account or the Refund Account, as appropriate, after the Issue is closed, following which the Equity Shares shall be allotted/transfer to the successful Applicants.
Designated Stock Exchange	EMERGE Platform of National Stock Exchange of India Limited (NSE).
Draft Prospectus	The Draft Prospectus issued in accordance with Section 32 of the Companies Act, 2013 and filed with the NSE under SEBI (ICDR) Regulations.
Eligible NRIs	NRI's from jurisdictions outside India where it is not unlawful to make an issue or invitation under the Issue and in relation to whom this Draft Prospectus constitutes an invitation to subscribe to the Equity Shares offered herein.
Escrow Account(s)	Account(s) opened with the Escrow Collection Bank(s) for the Issue and in whose favor the Applicants (excluding ASBA Applicants) will issue cheques or drafts in respect of the Application Amount when submitting any Application(s) pursuant to this Issue.
Escrow Agreement	Agreement to be entered into by our Company, the Registrar to the Issue, the Lead Manager, and the Escrow Collection Bank(s) for collection of the Application Amounts and where applicable, refunds of the amounts collected to the Applicants (excluding ASBA Applicants) on the terms and conditions thereof.
First/ Sole Applicant	The Applicant whose name appears first in the Application Form or Revision Form
Issue/ Issue Size/ Initial Public Offer/ Initial Public Offering/ IPO	Public Issue of 28,92,000 Equity Shares of face value of Rs. 10 each fully paid of Fourth Dimension Solutions Limited for cash at a price of Rs. 30 per Equity Share (including a premium of Rs. 20 per Equity Share) aggregating Rs. 867.60 Lakhs.
Issue Agreement	The agreement dated September 07, 2015 between our Company and the Lead Manager, pursuant to which certain arrangements are agreed to in relation to the Issue.
Issue Closing Date	The date on which Issue closes for subscription
Issue Opening Date	The date on which Issue opens for subscription
Issue Period	The period between the Issue Opening Date and the Issue Closing Date inclusive of both the days during which prospective Investors may submit their application
Issue Price	The price at which the Equity Shares are being issued by our Company under this Draft Prospectus being Rs. 30 per Equity Share of face value of Rs.10 each fully paid.
Issue Proceeds	Proceeds from the fresh Issue that will be available to our Company, being Rs. 867.60 Lakhs.



Term	Description
Listing Agreement	The Equity Listing Agreement to be signed between our Company and the NSE EMERGE Platform.
Lead Manager/ LM	Lead Manager to the Issue in this case being Sarthi Capital Advisors Private Limited, SEBI Registered Category I Merchant Banker.
Market Making Agreement	Market Making Agreement dated September 09, 2015 between our Company, LM and Market Maker.
Market Maker	Market Maker appointed by our Company from time to time, in this case being Choice Equity Broking Private Limited, who has agreed to receive or deliver the specified securities in the market making process for a period of three years from the date of listing of our Equity Shares or for any other period as may be notified by SEBI from time to time
Market Maker Reservation Portion	The Reserved Portion of 1,48,000 Equity Shares of face value of Rs. 10 each fully paid for cash at a price of Rs. 30 per Equity Share aggregating Rs. 44.40 Lakhs for the Market Maker in this Issue.
Mutual Fund(s)	A mutual fund registered with SEBI under the SEBI (Mutual Funds) Regulations, 1996, as amended from time to time.
NIF	National Investment Fund set up by resolution F. No. 2/3/2005-DD-II dated November 23, 2005 of Government of India published in the Gazette of India.
Net Issue	The Issue excluding the Market Maker Reservation Portion of 27,44,000 Equity Shares of face value of Rs. 10 each fully paid for cash at a price of Rs. 30 Equity Share aggregating Rs. 823.20 Lakhs by our Company.
Net Proceeds	The Issue Proceeds, less the Issue related expenses, received by the Company. For further information about use of the Issue Proceeds and the Issue expenses, please refer to the chapter titled “Objects of the Issue” beginning on page 68 of this Draft Prospectus.
Non Institutional Investors	All Applicants that are not Qualified Institutional Buyers or Retail Individual Investors and who have Applied for Equity Shares for an amount more than Rs. 2,00,000.
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 as defined under the Foreign Exchange Management (Deposit) Regulations, 2000, as amended from time to time. OCBs are not allowed to invest in this Issue.
Payment through electronic transfer of funds	Payment through NECS, NEFT or Direct Credit, as applicable.
Person/Persons	Any individual, sole proprietorship, unincorporated association, unincorporated organization, body corporate, corporation, company, partnership, limited liability company, joint venture, or trust or any other entity or organization validly constituted and/or incorporated in the jurisdiction in which it exists and operates, as



Term	Description
	the context requires.
Prospectus	The Prospectus to be filed with RoC containing, <i>interalia</i> , the issue opening and closing dates and other information.
Public Issue Account	Account opened with the Banker to the Issue i.e. [●] by our Company to receive monies from the Escrow Account and the SCSBs from the bank accounts of the ASBA Applicants on the Designated Date.
Qualified Institutional Buyers or QIBs	QIBs, as defined under the SEBI ICDR Regulations, including public financial institutions as specified in Section 2(72) of the Companies Act, 2013 scheduled commercial banks, mutual fund registered with SEBI, FII and sub-account (other than a sub-account which is a foreign corporate or foreign individual) registered with SEBI, multilateral and bilateral development financial institution, venture capital fund registered with SEBI, foreign venture capital investor registered with SEBI, state industrial development corporation, insurance company registered with Insurance Regulatory and Development Authority, provident fund with minimum corpus of Rs. 2,500 lakhs, pension fund with minimum corpus of Rs. 2,500 lakhs, NIF, 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.
Refund Account (s)	Account(s) to which Application monies to be refunded to the Applicants (excluding the ASBA Applicants) shall be transferred from the Public Issue Account.
Refund Bank(s) / Refund Banker(s)	Bank(s) which is / are clearing member(s) and registered with the SEBI as Bankers to the Issue at which the Refund Accounts will be opened, in this case being [●]
Refund through electronic transfer of funds	Refund through ECS, Direct Credit, RTGS or the ASBA process, as applicable.
Registrar /Registrar to the Issue	Registrar to the Issue, in this case being Sharepro Services (India) Private Limited having registered office at 13 AB Samhita Warehousing Complex, 2nd Floor, Sakinaka Telephone Exchange Lane, Off Andheri-Kurla Road, Sakinaka, Andheri (E), Mumbai – 400072.
Retail Individual Investor	Individual Applicants, or minors applying through their natural guardians, including HUFs (applying through their <i>Karta</i>) and ASBA Applicants, who apply for an amount less than or equal to Rs. 2,00,000.
Revision Form	The form used by the Applicants to modify the quantity of Equity Shares in any of their Application Forms or any previous Revision Form(s).
RICOH	RICOH India Limited, our consortium partner.
SCSB/ Self Certified Syndicate Banker.	Shall mean a Banker to an Issue registered under SEBI (Bankers to an Issue) Regulations, 1994, as amended from time to time, and which offer the service of making Application/s Supported by Blocked Amount including blocking of bank account and a list of which is available on http://www.sebi.gov.in/cms/sebi_data/attachdocs/1365051213899.html , or at such other website as may be prescribed by SEBI from time to time.



Term	Description
NSE EMERGE Platform	The NSE EMERGE Platform for listing of Equity Shares offered under Chapter XB of the SEBI (ICDR) Regulations which was approved by SEBI as an SME Exchange on October 14, 2011.
Underwriters	Sarthi Capital Advisors Private Limited
Underwriting Agreement	The agreement dated September 07, 2015 entered into between the Underwriters and our Company
Working Day	Unless the context otherwise requires: (i) Till Application / Issue closing date: All days other than a Saturday, Sunday or a public holiday; (ii) Post Application / Issue closing date and till the Listing of Equity Shares: All days other than a Sunday or a public holiday, and on which commercial banks in Delhi and / or Mumbai are open for business in accordance with the SEBI circular no. CIR/CFD/DIL/3/2010 dated April 22, 2010.



Technical and Industry Terms

Term	Description
Web Marketing	Advertising and marketing efforts that use the web or internet and email to drive direct sales via electronic commerce, in addition to sales leads from web sites or emails.
Internet Protocol	Set of rules defined for information and data transmission over the internet.
IP Telephony	Use of internet protocols to transmit voice, fax and other forms of information.
Kiosk	A small hut inform of booth, stall, etc. used to provide a designated service.
Common Service Center	In e-Governance it refers to a kiosk with computer, internet and other equipment to provide multimedia content related to e-governance, education, health, telemedicine, entertainment and other government and private services.
Pediatrics	A branch of medicine that deals with the medical care of children.
Operating System	Type of system software that manages computer hardware and other software resources and provides common services for computer programs. It is essential for functioning of a computer system.
Biometrics	Technologies that measure and analyze human body characteristics, such as DNA, fingerprints, eye retinas, hand measurements, etc. for authentication purposes.
CMMI-DEV Levels	It's a process model that provides a clear definition of what an organization should do to improve performance. CMMI for Development (CMMI-DEV) is operated and maintained by the CMMI Institute, an operating unit of Carnegie Mellon University.



Conventional and General Terms/ Abbreviations

Term	Description
A/c	Account
Act	The Companies Act, 1956 and amendments thereto including provisions of Companies Act 2013, wherever notified.
AGM	Annual General Meeting
AMC	Annual Maintenance Contract
Articles	Articles of Association of the Company as originally framed or as altered from time to time in pursuance of any previous companies' law or of this Act.
AS	Accounting Standards as issued by the Institute of Chartered Accountants of India.
A.Y.	Assessment Year
ASBA	Applications Supported by Blocked Amount
B.A	Bachelor of Arts
B.Com	Bachelor's Degree in Commerce
BIFR	Board for Industrial and Financial Reconstruction
BL	Block Level
NSE	National Stock Exchange of India Limited
CAGR	Compounded Annual Growth Rate
CDSL	Central Depository Services (India) Limited
CESTAT	Customs, Excise and Service Tax Appellate Tribunal
CENVAT	Central Value Added Tax
CIN	Corporate Identification Number
CMMI	Capability Maturity Model Integration
Companies Act	Companies Act, 1956 as amended from time to time, including sections of Companies Act, 2013 wherever notified by the Central Government.
CSO	Central Statistical Organization
Depositories	NSDL and CDSL; Depositories registered with the SEBI under the Securities and Exchange Board of India (Depositories and Participants) Regulations, 1996, as amended from time to time.



Depositories Act	The Depositories Act, 1996, as amended from time to time.
DIN	Director Identification Number
DP	Depository Participant
DP ID	Depository Participant's Identity
DB	Designated Branch
EBIDTA	Earnings before Interest, Depreciation, Tax, Amortization and extraordinary items.
ECS	Electronic Clearing Services
EGM	Extraordinary General Meeting
ESIC	Employee State Insurance Corporation
ESOP	Employee Stock Option Plan
EPS	Earnings per Share
FDI	Foreign Direct Investment
FCNR Account	Foreign Currency Non Resident Account
FEMA	Foreign Exchange Management Act, as amended from time to time and the regulations framed there under.
FEMA Regulations	FEMA (Transfer or Issue of Security by Person Resident Outside India) Regulations, 2000 and amendments thereto.
FII(s)	Foreign Institutional Investors
FIs	Financial Institutions
FIPB	The Foreign Investment Promotion Board, Ministry of Finance, Government of India.
FV	Face Value
FVCI	Foreign Venture Capital Investor registered under the Securities and Exchange Board of India (Foreign Venture Capital Investor) Regulations, 2000.
F.Y	Financial Year
GAAP	Generally Accepted Accounting Principles
GDP	Gross Domestic Product
GOI	Government of India.
HNI	High Networth Individual



HUF	Hindu Undivided Family
ICDR Regulations/ Regulations/ SEBI Regulations	SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 as amended from time to time.
Indian GAAP	Generally accepted accounting principles in India.
ICAI	Institute of Chartered Accountants of India
ICSI	Institute of Company Secretaries of India
IFRS	International financial reporting standards.
IPC	Indian Penal Code
IPO	Initial Public Offering
IPR	Intellectual Property Right
IT	Information Technology
IT Act	The Income-tax Act, 1961 as amended from time to time except as stated otherwise.
IT Rules	The Income-tax Rules, 1962, as amended from time to time
INR	Indian National Rupee
JV	Joint venture
KMP	The officers declared as a Key Managerial Personnel and as mentioned in the chapter titled “ <i>Our Management</i> ” beginning on page 119 of this Draft Prospectus.
LRO	Land Reforms Officer
Ltd.	Limited
MBA	Master in Business Administration
M.Com	Master of Commerce
MD	Managing Director
MoU	Memorandum of Understanding
MNC	Multinational corporation
N/A or NA	Not Applicable
NAV	Net Asset Value
NECS	National Electronic Clearing Services



NEFT	National Electronic Fund Transfer
Net Worth	The aggregate of the paid up share capital, share premium account, and reserves and surplus (excluding revaluation reserve) as reduced by the aggregate of miscellaneous expenditure (to the extent not adjusted or written off) and the debit balance of the profit and loss account.
NOC	No Objection Certificate
NPV	Net Present Value
NR	Non Resident
NRE Account	Non Resident External Account
NRI	Non Resident Indian, is a person resident outside India, who is a citizen of India or a person of Indian origin and shall have the same meaning as ascribed to such term in the Foreign Exchange Management (Deposit) Regulations, 2000, as amended from time to time.
NRO Account	Non Resident Ordinary Account
NSDL	National Securities Depository Limited.
OS	Operating System
p.a.	Per Annum
PAN	Permanent Account Number
PAT	Profit After Tax
Pvt.	Private
PBT	Profit Before Tax
P/E Ratio	Price Earnings Ratio
POA	Power of Attorney
PIO	Persons of Indian Origin
QIB	Qualified Institutional Buyer
RBI	Reserve Bank of India
RBI Act	The Reserve Bank of India Act, 1934, as amended from time to time
Ron	Return on Net Worth.
Rs. / INR	Indian Rupees
RTGS	Real Time Gross Settlement



SCRA	Securities Contracts (Regulation) Act, 1956
SCRR	Securities Contracts (Regulation) Rules, 1957
SCSB	Self-Certified Syndicate Bank
SEBI	Securities and Exchange Board of India.
SEBI Act	Securities and Exchange Board of India Act, 1992, as amended from time to time.
SEBI Insider Trading Regulations	The SEBI (Prohibition of Insider Trading) Regulations, 1992, as amended from time to time, including instructions and clarifications issued by SEBI from time to time.
SEBI Takeover Regulations / Takeover Code	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended from time to time, including instructions and clarifications issued by SEBI from time to time.
Sec.	Section
SICA	Sick Industrial Companies (Special Provisions) Act, 1985, as amended from time to time.
SME	Small Medium Enterprise
SSI Undertaking	Small Scale Industrial Undertaking
Stock Exchange (s)	NSE EMERGE Platform
Sq.	Square
Sq. mtr	Square Meter
TAN	Tax Deduction Account Number
TRS	Transaction Registration Slip
TIN	Taxpayers Identification Number
TNW	Total Net Worth
u/s	Under Section
UIN	Unique Identification Number
US/ U.S. / USA	United States of America
USD or US\$	United States Dollar
U.S. GAAP	Generally accepted accounting principles in the United States of America
UOI	Union of India



Venture Capital Fund(s)	Fund(s)/	Venture capital funds as defined and registered with SEBI under the Securities and Exchange Board of India (Venture Capital Fund) Regulations, 1996, as amended from time to time.
WDV		Written Down Value
w.e.f.		With effect from
YoY		Year over Year

Notwithstanding the following: -

- (i) In the section titled '*Main Provisions of the Articles of Association*' beginning on page 279 of this Draft Prospectus, defined terms shall have the meaning given to such terms in that section;
- (ii) In the section titled '*Financial Statements*' beginning on page 142 of this Draft Prospectus, defined terms shall have the meaning given to such terms in that section;
- (iii) In the chapter titled "*Statement of Possible Tax Benefits*" beginning on page 74 of this Draft Prospectus, defined terms shall have the meaning given to such terms in that chapter; and



PRESENTATION OF FINANCIAL, INDUSTRY AND MARKET DATA

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

FINANCIAL DATA

Unless stated otherwise, the financial data included in this Draft Prospectus are extracted from the restated financial statements of our Company, prepared in accordance with the applicable provisions of the Companies Act and Indian GAAP and restated in accordance with SEBI (ICDR) Regulations, as stated in the report of our Peer Reviewed Auditors, set out in the section titled ‘Financial Statements’ beginning on page 142 this Draft Prospectus. Our restated financial statements are derived from our audited financial statements prepared in accordance with Indian GAAP and the Companies Act, and have been restated in accordance with the SEBI (ICDR) Regulations.

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

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

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

CURRENCY OF PRESENTATION

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

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

INDUSTRY & MARKET DATA

Unless otherwise stated, Industry & Market data used throughout this Draft Prospectus have been obtained from Economic Survey, CIA Factbook, RBI, indiainbusiness.nic.in, World Bank, Planning commission, Press Information Bureau, makeinindia.com, Department of Industrial Policy and Promotion, Department of Information and Technology, Brand Equity, NASSCOM, Indian Brand Equity Foundation (IBEF), Software Technology Park of India, etc. Industry publications generally state that the information contained in those publications has been obtained from sources believed to be reliable but their accuracy and completeness are not guaranteed and their reliability cannot be assured. Although we believe that industry data used in this Draft Prospectus is reliable, it has not been independently verified. Similarly, internal Company reports, while believed by us to be reliable, have not been verified by any independent sources.

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



FORWARD-LOOKING STATEMENTS

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

Important factors that could cause actual results to differ materially from our expectations include, among others:

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

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

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



SECTION II – RISK FACTORS

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

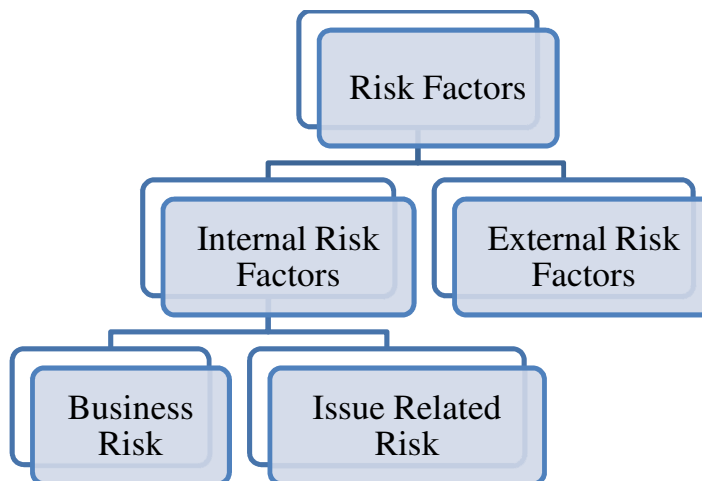
Unless otherwise stated in the relevant risk factors set forth below, we are not in a position to specify or quantify the financial or other implications of any of the risks mentioned herein. To obtain a complete understanding, you should read this section in conjunction with the chapters titled “Our Business” beginning on page 91, “Our Industry” beginning on page 82 and “Management’s Discussion and Analysis of Financial Condition and Results of Operations” beginning on page 220 respectively, of this Draft Prospectus as well as other financial information contained herein.

The following factors have been considered for determining the materiality of Risk Factors:

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

The financial and other related implications of risks concerned, wherever quantifiable, have been disclosed in the risk factors mentioned below. However, there are risk factors where the impact may not be quantifiable and hence the same has not been disclosed in such risk factors. Unless otherwise stated, the financial information of the Company used in this section is derived from our financial statements under Indian GAAP, as restated in this Draft Prospectus. Unless otherwise stated, we are not in a position to specify or quantify the financial or other risks mentioned herein. For capitalized terms used but not defined in this chapter, refer to the chapter titled “Definitions and Abbreviations” beginning on page 3 of this Draft Prospectus. The numbering of the risk factors has been done to facilitate ease of reading and reference and does not in any manner indicate the importance of one risk factor over another.

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





A. INTERNAL RISK FACTORS

A. Business Risks/ Company specific Risk

- 1. We are involved in Information Technology industry which is the fastest evolving industry in the world, (risk of obsolescence in current technology).**

Our sales revenue is predominantly derived from the sale of IT products and services. The industry is highly fragmented in nature and competitiveness. In case of any downturn in this industry, or if the demand does not keep in pace with the supply build-up in the industry, our business operations may be adversely affected. Further, if we are unable to maintain an upgraded supply of new technological developments in our industry, it may adversely affect our sales revenue and impact our business.

- 2. Our top five clients contribute approximately 66.39% of our revenues for the financial year ended March 31, 2015. Any loss of business from one or more of them may adversely affect our revenues and profitability.**

Our top five clients contribute approximately 66.39% of our revenues for the financial year ended March 31, 2015. Any decline in our quality standards, growing competition and any change in the demand for our products by these customers may adversely affect our ability to retain them. We cannot assure that we shall generate the same quantum of business, or any business at all, from these customers, and loss of business from one or more of them may adversely affect our revenues and profitability. However, the composition and revenue generated from these clients might change as we continue to add new clients in normal course of business. We intend to retain our customers by offering solutions to address specific needs in a proactive, cost effective and time efficient manner. This helps us in providing better value to each customer thereby increasing our engagement with our new and existing customer base that presents a substantial opportunity for growth.

- 3. The promoter of our Company is a first generation entrepreneur.**

Our Promoter is a first generation entrepreneur. His experience in managing and being instrumental in the growth of our Company is limited to the extent of his knowledge and experience and we cannot assure that this will not affect our business growth.

- 4. Our Company has a negative cash flow in the past 5 years, details of which are given below. Sustained negative cash flow could impact our growth and business. Our Company had negative cash flows from our operating activities, investing activities as well as financing activities in some of the previous year(s) as per the Audited Financial Statements and the same are summarized as under:**

Our Company had negative cash flows from our operating activities, investing activities as well as financing activities in some of the previous year(s) as per the Audited Financial Statements and the same are summarized as under:

Particulars	As on March 31, 2015	As on March 31, 2014	As on March 31, 2013	As on March 31, 2012
Cash Flow from/ (used in) Operating Activities	7695.37	464.65	(9.95)	0.65
Cash Flow from/ (used in) Investing Activities	(1368.45)	(340.44)	(0.21)	(6.10)
Cash Flow from/ (used in) Financing Activities	22.12	(50.22)	38.99	7.80

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



5. *Our business may suffer if we fail to complete projects on time.*

We derive a significant portion of our revenues from tenders based contracts awarded by local/ state/ central government bodies to be executed in time bound manner. If we fail to estimate accurately the resources and the time required for a fixed price project, future wage inflation rates or currency exchange rates or if we fail to complete our contractual obligations within the contracted time frame, our profitability may suffer. Our failure to complete fixed price projects within budget and on time will negatively affect our profitability.

6. *We rely on a small number of clients for a large proportion of our income, and loss of this client could adversely affect our profitability.*

Our reliance on selective clients may lead to certain issues including pricing pressures. There are a number of factors, other than our performance, that could cause the loss of a client and such factors may not be predictable. The loss or significant decreases in the volumes of work from these clients would have a material adverse effect on our business, results of operations, financial condition and cash flows. Further, if any of our clients becomes bankrupt or insolvent, we may lose some or all of our business from that client and our receivables from that client may have to be written off. Any significant reduction in or the elimination of the use of the services we provide to any of our clients, or any requirement to lower our prices, would harm our business.

7. *Our registered office and our corporate office from which we operate are not owned by the Company.*

We operate from our registered office situated at DSM 340, DLF Trade Tower, Shivaji Marg, New Delhi, 110015. The registered office of our Company is jointly owned by Mr. Ashok Khanna and Mrs. Meetal Khanna. The term of this lease started on April 16, 2013 and will expire on of April 15, 2019.

Our corporate office is situated at 63/12A, Main Rama Road, Najafgarh Industrial Area, New Delhi- 110015. The term of the lease started on July 10, 2014 and will expire on June 30, 2020.

Any discontinuance of such arrangement will lead us to locate any other premises. Our inability to identify the new premises may adversely affect the operations, finances and profitability of our Company.

8. *We may be unable to select and finalize suitable locations for our new offices for our projects being implemented, which would have a material adverse effect on our growth prospects.*

In order to grow our business operations, we must identify suitable and available premises for our offices in various localities and must successfully negotiate and finalize the terms of lease agreements at these locations. Delays encountered in obtaining the necessary permissions and in negotiating and finalizing to our satisfaction the terms of leases may hamper completion of the projects in stipulated time. Any delay in establishing fully operative and efficient office may therefore impact on the growth of our revenue and profits.

9. *Our Company is involved in certain legal proceeding(s). Any adverse decision in such proceeding(s) may render us/them liable to liabilities/penalties and may adversely affect our business and results of operations.*

Tax Proceedings involving our Company:

Details of outstanding demand in respect of TDS:

F.Y	Amount (in Rs.)
2013-14	3,14,270.50
2014-15	16,37,649.72
2015-16	97,534.50
Total	20,49,454.72




The Company has also received notice u/s 143(3) of Income Tax Act 1961 in respect of AY 2013-14 and 2014-15. The assessment proceedings are going on and any liability on account of scrutiny will crystallize on finalization of assessment.

10. *Some of the Key Management Personnel are associated with the Company less than one year.*

Some of the Key Management Personnel i.e. Chief Financial Officer and Company Secretary are associated with the Company for a period of less than one year. For details of Key Management Personnel and their appointment, please refer to chapter “Our Management” beginning on page 119 of this Draft Prospectus.

11. *Our Company has made application for registration of trademark, which is under process of registration. We are unable to assure that the future viability or value of any of our intellectual property or that the steps taken by us to protect the proprietary rights of our Company will be adequate.*

We have made an application with ‘The Registrar of Trade Marks, Trade Marks Registry for Registration of

our trademark  on 07 September, 2011, whose current status is “Objected”. The registration for the said trademark in our name is important to retain our brand equity. If our application for registration is not accepted or if the oppositions filed against our trademark application if any, are successful, we may lose the statutory protection available to us under the Trade Marks Act, 1999 for such trademark. Further, we cannot assure that our pending application would be granted registration or if granted registration, will not be invalidated or circumvented. We are unable to assure that the future viability or value of any of our intellectual property or that the steps taken by us to protect the proprietary rights of our Company will be adequate.

12. *We have entered into certain transactions with related parties. These transactions or any future transactions with our related parties could potentially involve conflicts of interest.*

We have entered into certain transactions with related parties, our Directors and our Key Managerial Personnel and their relatives and may continue to do so in future. For absolute value of all transactions entered into with our related party entities please refer to Statement of Related Party Transactions under chapter “Financial Statement” beginning on page 142 of this Draft Prospectus. These transactions or any future transactions with our related parties could potentially involve conflicts of interest.

13. *Our promoter will continue to retain significant control over our Company after the IPO.*

Upon completion of the IPO, our promoter will continue to own majority of our Equity Shares. As a result, our promoter will be in a position to influence any shareholder action or approval requiring a majority vote, except where it is required otherwise by applicable laws or where they abstain from voting. Our promoter will also have the ability to control our business including matters relating any sale of all or substantially all its assets, the timing and distribution of dividends and the election or termination or appointment of its officers and directors. Further, the extent of the promoters’ shareholding in the Company may result in the delay or prevention of a change of management or control of the Company, even if such a transaction may be beneficial to the other shareholders of the Company.

14. *We may issue fresh shares, which may result in dilution of investor shareholding in our Company.*

Any future issue of Equity Shares or the disposal of Equity Shares by any of our major Equity Shareholders or by way of induction of strategic investors, may lead to dilution of investor’s shareholding in our Company and/or affect the market price of our Equity Shares.



- 15. *We face competition in our business from both domestic and international competitors. Such competition would have an adverse impact on our business and financial performance.***

The industry, in which we are operating, is highly and increasingly competitive and our results of operations and financial condition are sensitive to, and may be materially adversely affected by, competitive pricing and other factors. Competition may result in pricing pressures, reduced profit margins or lost market share or a failure to grow our market share, any of which could substantially harm our business and results of operations. There can be no assurance that we can effectively compete with our competitors in the future, and any such failure to compete effectively may have a material adverse effect on our business, financial condition and results of operations.

- 16. *Within the parameters as mentioned in the chapter titled ‘Objects of this Issue’ beginning on page 68 of this Draft Prospectus, our Company’s management will have flexibility in applying the proceeds of this Issue. The fund requirement and deployment mentioned in the Objects of this Issue have not been appraised by any bank or financial institution.***

The fund requirement and deployment, as mentioned in the “Objects of the Issue” on page 68 of this Draft Prospectus is based on the estimates of our management and has not been appraised by any bank or financial institution or any other independent agency. These fund requirements are based on our current business plan. We cannot assure that the current business plan will be implemented in its entirety or at all. In view of the highly competitive and dynamic nature of our business, we may have to revise our business plan from time to time and consequently these fund requirements. The deployment of the funds as stated under chapter “Objects of the Issue” is at the discretion of our Board of Directors and is not subject to monitoring by any external independent agency. Further, we cannot assure that the actual costs or schedule of implementation as stated under chapter “Objects of the Issue” will not vary from the estimated costs or schedule of implementation. Any such variance may be on account of one or more factors, some of which may be beyond our control. Occurrence of any such event may delay our business plans and/or may have an adverse bearing on our expected revenues and earnings.

- 17. *Our insurance coverage may not adequately protect us against certain operating hazards and this may have a material adverse effect on our business.***

The insurance cover taken by us may not be adequate enough for covering the entire future unforeseen liabilities that might occur in the normal course of business. Further, there can be no assurance that any claim under the insurance policies maintained by us will be honored fully, in part or on time by the insurers. To the extent that we suffer loss or damage that is not covered by insurance or which exceeds our insurance coverage, our business operations and cash flows may be affected. For details on Insurance cover, please see “Insurance” the chapter titled “Our Business” beginning on page 91 of this Draft Prospectus.

- 18. *If we are unable to successfully protect our computer systems from security risks, our business could suffer.***

Our client contracts require us to comply with certain security obligations, including maintenance of network security, back-up of data, ensuring our network is virus-free and ensuring the credentials of those employees who work with our clients. We cannot assure that we will be able to comply with all these obligations and not incur any liability. Further, while we have implemented industry-standard security measures, our network may still be vulnerable to unauthorized access, computer viruses and other disruptive problems. A party that is able to circumvent security measures could misappropriate proprietary information and cause interruptions in our operations. We may be required to expend significant capital or other resources to protect against the threat of security breaches or to alleviate problems caused by such breaches. There can be no assurance that any measures implemented will not be circumvented in the future.



19. *Valuations in the software / information technology industry may not be sustained in future and current valuations may not be reflective of future valuations for the industry.*

The valuations in the Software/ IT industry have been varying substantially in the recent past and hence current valuation may not be reflective of future valuations in the industry. There is no standard valuation methodology or accounting practices in the IT related industries. The financials of the issuer are not strictly comparable with the players in the industry. These evaluations in the software/information technology industry may not be sustained in future and current valuations may not be reflective of future valuations for the industry.

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

As on date, we have not made any alternate arrangements for meeting our capital requirements for the Objects of the Issue. Further, we have not identified any alternate source of funding and hence any failure or delay on our part to raise money from this issue or any shortfall in the issue proceeds could adversely affect our growth plans. We meet our capital requirements through our owned funds, internal accruals and debt. Any shortfall in our net owned funds, internal accruals and our inability to raise debt would result in us being unable to meet our capital requirements, which in turn will negatively affect our financial condition and results of operations. For further details please refer to the chapter titled “Objects of the Issue” beginning on page 68 of this Draft Prospectus.

21. *Our Subsidiary Company has objects similar to our Company.*

Thumbspeed Tech Solutions Private Limited has some of the objects similar to that of our Company’s business. Currently we do not have any non-compete agreement/arrangement with our subsidiary. Such a conflict of interest may have adverse effect on our business and growth. We shall adopt the necessary procedures and practices as permitted by law to address any conflict situations, as and when they may arise.

22. *We have not entered into any technical support service for the maintenance and smooth functioning of our equipment and machineries, which may affect our performance.*

Our Computers and equipment require periodic maintenance checks and technical support. Our company has not entered into any technical support service agreements with any competent third party. Our failure to reduce the downtime in case such events occur may adversely affect our productivity, business and results of operations.

23. *Our success depends largely upon the services of our Promoter and other Key Managerial Personnel and our ability to retain them. Our inability to attract and retain key managerial personnel may adversely affect the operations of our Company.*

Our success largely depends on the continued services and performance of our management and other key personnel. The loss of service of the Promoter and other senior management could seriously impair the ability to continue to manage and expand the business efficiently. Further, the loss of any of the senior management or other key personnel may adversely affect the operations, finances and profitability of our Company. Any failure or inability of our Company to efficiently retain and manage its human resources would adversely affect our ability to implement new projects and expand our business.

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

Employee misconduct or errors could expose us to business risks or losses, including regulatory sanctions and serious harm to our reputation. There can be no assurance that we will be able to detect or deter such misconduct. Moreover, the precautions we take to prevent and detect such activity may not be effective in all cases. Our employees and agents may also commit errors that could subject us to claims and proceedings for



alleged negligence, as well as regulatory actions on account of which our business, financial condition, results of operations and goodwill could be adversely affected.

- 25. *Our revenues and expenses are difficult to predict and can vary significantly from period to period, which could cause our share price to decline.***

The economic environment, pricing pressure and decreased employee utilization rates could negatively impact our revenues and operating results. In the event that the Government of India or the government of another country changes its tax policies in a manner that is adverse to us, our tax expense may materially increase, reducing our profitability.

II. *Risk related to this Issue and our Equity Shares*

- 26. *Any future issue of Equity Shares may dilute your shareholding and sales of our Equity Shares by our Promoter or other major shareholders may adversely affect the trading price of the Equity Shares.***

Any future equity issues by us, including in a primary offering, may lead to the dilution of investors' shareholdings in us. Any future equity issuances by us or sales of its Equity Shares by the Promoter may adversely affect the trading price of the Equity Shares. In addition, any perception by investors that such issuances or sales might occur could also affect the trading price of our Equity Shares.

- 27. *Our ability to pay any dividends in the future will depend upon future earnings, financial condition, cash flows, working capital requirements and capital expenditures.***

The amount of our future dividend payments, if any, will depend upon our Company's future earnings, financial condition, cash flows, working capital requirements, capital expenditures, applicable Indian legal restrictions and other factors. There can be no assurance that our Company will be able to pay dividends.

- 28. *There is no guarantee that the Equity Shares issued pursuant to this Issue will be listed on the NSE Emerge in a timely manner.***

In terms of Chapter XB of the SEBI (ICDR) Regulations, 2009, as amended from time to time, we are not required to obtain any in-principle approval for listing of shares issued. We have only applied to NSE to use its name as the Stock Exchange in this offer document for listing our shares on the NSE- Emerge. In accordance with Indian law and practice, permission for listing and trading of the Equity Shares issued pursuant to the Issue will not be granted until after the Equity Shares have been issued and allotted. Approval for listing and trading will require all relevant documents authorizing the issuing of Equity Shares to be submitted. There could be a delay in listing the Equity Shares on the NSE- Emerge. Any delay in obtaining the approval would restrict your ability to dispose of your Equity Shares.

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

Following the Issue, we will be subject to a daily "circuit breaker" imposed by NSE, which does not allow transactions beyond specified increases or decreases in the price of the Equity Shares. This circuit breaker operates independently of the index-based, market-wide circuit breakers generally imposed by SEBI on Indian stock exchanges. The percentage limit on our circuit breakers will be set by the stock exchanges based on the historical volatility in the price and trading volume of the Equity Shares.



B. EXTERNAL RISK FACTORS

30. Natural calamities and force majeure events may have an adverse impact on our business.

Natural disasters may cause significant interruption to our operations, and damage to the environment that could have a material adverse impact on us. The extent and severity of these natural disasters determines their impact on the Indian economy. Prolonged spells of deficient or abnormal rainfall and other natural calamities could have an adverse impact on the Indian economy, which could adversely affect our business and results of operations.

31. We have not prepared, and currently do not intend to prepare, our financial statements in accordance with the International Financial Reporting Standards (“IFRS”). Our transition to IFRS reporting could have a material adverse effect on our reported results of operations or financial condition.

Public companies in India, including us, may be required to prepare annual and interim financial statements under IFRS in accordance with the roadmap for convergence with IFRS announced by the Ministry of Corporate Affairs, Government of India through a press note dated January 22, 2010 (the “IFRS Convergence Note”). The Ministry of Corporate Affairs by a press release dated February 25, 2011 has notified that 35 Indian Accounting Standards are to be converged with IFRS. The date of implementation of such converged Indian accounting standards has not yet been determined. Our financial condition, results of operations, cash flows or changes in shareholders’ equity may appear materially different under IFRS than under Indian GAAP or our adoption of converged Indian Accounting Standards may adversely affect our reported results of operations or financial condition. This may have a material adverse effect on the amount of income recognized during that period and in the corresponding (restated) period in the comparative Fiscal/period.

32. Political instability or changes in the Government could adversely affect economic conditions in India generally and our business in particular.

Our business, and the market price and liquidity of our Equity Shares, may be affected by interest rates, changes in Government policy, taxation, social and civil unrest and other political, economic or other developments in or affecting India. Elimination or substantial change of policies or the introduction of policies that negatively affect the Company’s business could cause its results of operations to suffer. Any significant change in India’s economic policies could disrupt business and economic conditions in India generally and the Company’s business in particular.

33. Financial instability in Indian financial markets could adversely affect our company’s results of operations and financial condition.

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



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

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

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

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

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

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

- 37. *Taxes and other levies imposed by the Government of India or other State Governments, as well as other financial policies and regulations, may have a material adverse effect on our business, financial condition and results of operations.***

Taxes and other levies imposed by the Central or State Governments in India that affect our industry include sales tax, income tax and other taxes, duties or surcharges introduced on a permanent or temporary basis from time to time. Imposition of any other taxes by the Central and the State Governments may adversely affect our results of operations.

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

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



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

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

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

Under current Indian tax laws and regulations, capital gains arising from the sale of equity shares in an Indian company are generally taxable in India. Any gain realized on the sale of listed equity shares on a stock exchange held for more than 12 months is not subject to capital gains tax in India if securities transaction tax ("STT") is paid on the transaction. STT will be levied on and collected by a domestic stock exchange on which the Equity Shares are sold. Any gain realized on the sale of equity shares held for more than 12 months to an Indian resident, which are sold other than on a recognized stock exchange and on which no STT has been paid, will be subject to long term capital gains tax in India. Further, any gain realized on the sale of listed equity shares held for a period of 12 months or less will be subject to short term capital gains tax. Any change in tax provisions may significantly impact your return on investments.



PROMINENT NOTES

- a) The Public Issue of 28,92,000 Equity Shares of face value of Rs. 10 each fully paid for cash at a price of Rs. 30/- per Equity Share aggregating Rs. 867.60 Lakhs (“the Issue”). Issue of Equity Shares will constitute 26.55% of the fully diluted Post-Issue paid up capital of our Company. For more information, please refer to chapter titled “The Issue” on page 44 of this Draft Prospectus.
- b) The net worth of our Company is Rs. 1742.86 Lakhs, Rs. 47.46 Lakhs and Rs. 9.60 Lakhs as on March 31, 2015, March 31, 2014 and March 31, 2013 respectively as per audited financial statements of our Company. The book value of each Equity Share is Rs. 87.14, Rs. 474.63 and Rs. 96.06 as on March 31, 2015, March 31, 2014 and March 31, 2013 respectively as per the audited financial statements of our Company. For more information, please refer to section titled “Financial Statements” beginning on page 142 of this Draft Prospectus.
- c) The average cost of acquisition of per Equity Shares by our Promoter, which has been calculated by taking the average amount paid by them to acquire our Equity Shares, is as follows:

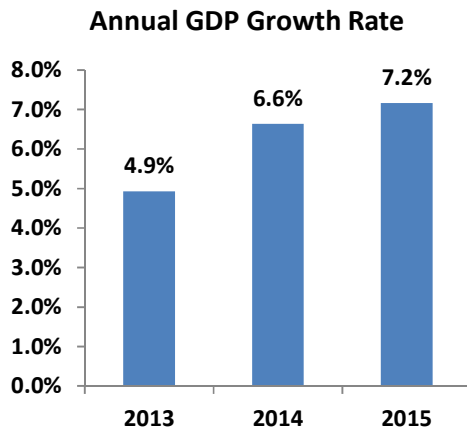
Name of the Promoter	No. of Shares held	Average cost of Acquisition (in Rs.)
Amalendu Mukherjee	79,78,000	5.01

- d) For details of Related Party Transactions entered into by our Company, please refer to the chapter titled “*Related Party Transactions*” beginning on page 140 of this Draft Prospectus.
- e) Except as disclosed in the chapter titled “*Capital Structure*”, “*Our Promoter and Promoter Group*” and “*Our Management*” beginning on pages 54,134 and 119 respectively, of this Draft Prospectus, none of our Promoter, Directors or Key Management Personnel have any interest in our Company.
- f) Except as disclosed in the chapter titled “*Capital Structure*” beginning on page 54 of this Draft Prospectus, we have not issued any Equity Shares for consideration other than cash.
- g) Investors may contact the LM or the Compliance Officer for any clarification / complaint or information relating to the Issue, which shall be made available by the LM and our Company to the investors at large. No selective or additional information will be available for a section of investors in any manner whatsoever. For contact details of the LM and the Compliance Officer, please refer to the chapter titled “*General Information*” beginning on page 45 of this Draft Prospectus.
- h) Investors are advised to refer to chapter titled “*Basis for Issue Price*” on page[●] of this Draft Prospectus.
- i) Trading and Allotment in Equity Shares for all investors shall be in dematerialized form only.
- j) There are no financing arrangements whereby the Promoter Group, the Directors of our Company who are the Promoter of our Company, the Independent Directors of our Company and their relatives have financed the purchase by any other person of securities of our Company during the period of six months immediately preceding the date of filing of this Draft Prospectus.
- k) Except as stated in the chapter titled “*Our Group Entities*” beginning on page 137 and chapter titled “*Related Party Transactions*” beginning on page 140 of this Draft Prospectus, our Subsidiary Company have no business interest or other interest in our Company.
- l) Investors may note that in case of over-subscription in the Issue, allotment to Retail applicants and other applicants shall be on a proportionate basis. For more information, please refer to the chapter titled “*Issue Structure*” beginning on page 257 of this Draft Prospectus.



SECTION III- INTRODUCTION

SUMMARY OF OUR INDUSTRY



India, a South Asian nation, is the seventh-largest country by area, the second-most populous country with over 1.25 billion people, and the most populous democracy in the world. India is the fourth largest economy in the world in terms of purchasing power parity (PPP). Gross Domestic (GDP) of the country for the year 2014-2015 stood at INR 106.6 trillion (US\$ 1.60 trillion) as compared to INR 99.21 trillion (US\$ 1.49 trillion) in 2013-14. India's economy has witnessed a significant economic growth in the recent past, growing by 7.2 % in 2015 as against 6.6 % in 2014. India is set to become the world's fastest-growing major economy by 2016 ahead of China, the International Monetary Fund (IMF) said in its recent latest forecast. Service sector contributes 65% to the GDP were as Industry and Agriculture shares the pie with 18% and 17% respectively. The Asian Development Bank (ADB) in its update released on July 16,

2015 for the Asian Development Outlook, kept its forecasts for India's GDP growth unchanged. The ADB expects India to grow by 7.8 % in 2015-16 backed by healthy growth in agriculture and a pick-up in investment activity.

(Source: CMIE, IBEF, Asian Development Bank)

The Index of Industrial Production (IIP) registered a growth of 4.2 % in July, 2015 over the index of July, 2014. The index of Manufacturing, Mining and Electricity grew at 4.7 %, 1.3 % and 3.5 % respectively during the month. Cumulatively, the IIP registered a growth of 3.5 % during April to July, 2015-16 over corresponding period of previous year. The index of Mining, Manufacturing and Electricity sector increased by 0.6 %, 4.0 % and 2.6 % respectively during April to July, 2015-16 over corresponding period of previous year.

(Source: www.eaindustry.nic.in/iip/IIP_Highlights.pdf)

Furthermore, the new 'Make in India' initiative is expected to be a vital component in India's quest for achieving wholesome economic development. (Source: www.ibef.org and *Deloitte Asia Pacific Outlook, Jan'15*).

OVERVIEW OF IT INDUSTRY

India is the world's largest sourcing destination for the information technology (IT) industry, accounting for approximately 52% of the US\$ 124-130 billion market. The industry employs about 10 million Indians and continues to contribute significantly to the social and economic transformation in the country. The IT industry has not only transformed India's image on the global platform, but has also fuelled economic growth by energising the higher education sector especially in engineering and computer science. India's cost competitiveness in providing IT services, which is approximately 3-4 times cheaper than the US, continues to be its unique selling proposition (USP) in the global sourcing market. India's highly qualified talent pool of technical graduates is one of the largest in the world and is available at a cost saving of 60-70% to source countries. This large pool of qualified skilled workforce has enabled Indian IT companies to help clients to save US\$ 200 billion in the last five years.

India's IT industry amounts to 12.3 % of the global market, largely due to exports. Export of IT services accounted for 56.12% of total IT exports (including hardware) from India. The Business Process Management (BPM) segment accounted for 23.46% of total IT exports during FY15. The IT-BPM sector in India grew at a Compound Annual Growth rate (CAGR) of 15% over 2010-15, which is 3-4 times higher than the global IT-BPM spend, and is estimated to expand at a CAGR of 9.5% to US\$ 300 billion by 2020.



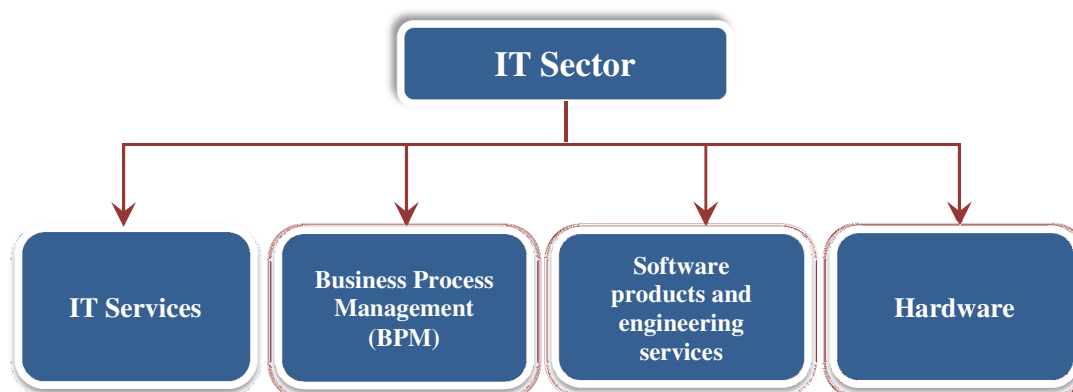
Market Size

India, the fourth largest base for young businesses in the world and home to 3,000 tech start-ups, is set to increase its base to 11,500 tech start-ups by 2020, as per a report by Nasscom and Zinnov Management Consulting Pvt Ltd. India's internet economy is expected to touch Rs 10 trillion (US\$ 161.26 billion) by 2018, accounting for 5 per cent of the country's gross domestic product (GDP), according to a report by the Boston Consulting Group (BCG) and Internet and Mobile Association of India (IAMAI). In December 2014, India's internet user base reached 300 million, the third largest in the world, while the number of social media users and smartphones grew to 100 million.

Public cloud services revenue in India is expected to reach US\$ 838 million in 2015, growing by 33 per cent year-on-year (y-o-y), as per a report by Gartner Inc. In yet another Gartner report, the public cloud market alone in the country was estimated to treble to US\$ 1.9 billion by 2018 from US\$ 638 million in 2014. The increased internet penetration and rise of e-commerce are the main reasons for continued growth of the data centre co-location and hosting market in India.

(Source: NASSCOM)

Structure of IT Industry in India



India's technology and BPM sector (including hardware) is estimated to have generated USD 146 billion in revenue during FY15 compared to USD 118 billion in FY14, implying a growth rate of 23.72 %. The contribution of the IT sector to India's GDP rose to approximately 9.5 % in FY15. Total exports from the IT-BPM sector (including hardware) were estimated to have been USD 98 billion during FY15; exports rose at a CAGR of 13 % during FY08–15E despite weak global economic growth scenario. Export of IT services has been the major contributor, accounting for 56.12 % of total IT exports (including hardware) during FY15.

GROWTH DRIVERS

- Global IT services spending is expected to have declined by at around 5.5% during 2015 and reached USD 3.5 trillion.
- Tax holidays for STPI and SEZs.
- More liberal system for raising capital, seed money and ease of doing business.
- “10,000 Startups” is a vision, which is committed to incubate, fund and provide ambient support to impact 10,000 technology startups in India, by 2023. The aim is to nurture the hatchling startups into full-fledged technology stalwart companies, by giving them support via access to startup incubators, accelerators, angel investors, venture capitalists, startup support groups, mentors, and technology corporations.



- A fund of around USD 16.5 million to promote new technology start-ups in the 2015-16 Budget.
- 5.8 million graduates are estimated to have been added to India's talent pool in FY15, 1.5 million form ready to hire pool.
- Increasing adoption of technology and telecom by consumers and focused government initiatives leading to increased ICT adoption.
- Technology mission for services in villages and schools, training in IT skills and E-Kranti for government service delivery and governance scheme.
- In order to transform the entire ecosystem of public services through the use of information technology, the Government of India has launched the "Digital India Programme" with the vision to transform India into a digitally empowered society and knowledge economy.



SUMMARY OF OUR BUSINESS

OVERVIEW

Our Company was incorporated on June 17, 2011 as Fourth Dimension Solutions Private Limited. The Company was converted into Public Limited Company vide fresh Certificate of Incorporation dated May 25, 2015 issued by Registrar of Companies, NCT of Delhi & Haryana.

We are an information technology (IT) infrastructure, technical support services and operations outsourcing company. FDS is CMMI level 5 company managed by experienced IT, Marketing and Administration Professionals. We provide value to our customers by innovation, accomplishment, trust and long-term relationship through our unique service portfolio and expertise. We are a group of highly talented people and absorb all problems and convert into meaningful solutions, to meet your business requirements.



Our Company is engaged in designing, developing, deploying and delivering IT infrastructure and services. We provide range of information technology and consultancy services, including infrastructure services, end user IT support, IT asset life cycle, and integrated solutions. FDS enables large and medium enterprises, Government organization and institutes to reduce their total cost of ownership using an onsite and on-call services, deliver strategic, personalized, full-service Technical Support services solutions with quality, value and commitment to total customer satisfaction. Its enterprise offerings include compute infrastructure solutions that involve the supply and installation of mission-critical IT assets in Application Delivery, Network and Data Security, Surveillance and whole suite of data storage and back-up solution apart from servers, operating systems, and commercial off-the-shelf software and hardware. Our service assignments are mostly tender based contracts awarded to us by Local/State/Central Government bodies. In certain cases, we bid the tender in consortium with another party which primarily includes RICOH India Limited. Our Company also started merchant trading of IT and electronic products like tablets, LED TV, Mobile Phone etc.

Technology Solutions

- ✓ Computing
- ✓ Switching and Routing
- ✓ Structured Cabling
- ✓ Application Delivery
- ✓ Data Centre Build up and consulting
- ✓ Storage and Server Consolidation
- ✓ Disaster Recovery
- ✓ Internet and Data Security

IT Infrastructure Services

- ✓ IT Facilities Management Services
- ✓ AMC Services
- ✓ Professional Services Entry level and higher skilled resources in different Technologies
- ✓ Implementation of configuration services for Computing and Network pieces



Operations Outsourcing

- ✓ System Integration
- ✓ Network as a platform
- ✓ Voice data video safety and security
- ✓ Documents Management
- ✓ Document Life Cycle Management
- ✓ Record Management Services
- ✓ Front and back office operation
- ✓ BPO Services
- ✓ Document Management Services
- ✓ Printing Management Services
- ✓ Logistics Services
- ✓ Complaint handling
- ✓ Geo Spatial Services
- ✓ Microfilming services.

SERVICES OFFERED BY OUR COMPANY

- I. **Project & Program Management:** At, Fourth Dimension our experts identify our client's strategic options and also configure complex projects. By providing strong leadership base we create confidence level in our client. We offer the following project management services among others: Project Management Resources; Corporate Training; Project Management Training & Mentoring.
- II. **Internet and Web Marketing:** As per the requirement, cost and scope of business we offer internet and web marketing services to the clients. We assist our client choosing the best marketing tool, best social media platform, so that client can maximize his Return and reach the business objective. We help them to create website and internet services to bring the company on investor and customer domain and to access the market easily and efficiently.
- III. **Telecom and Mobility:** This includes –
 - ◆ IP Telephony
 - ◆ Mobile/Wireless business solutions
 - ◆ Mobile phone, landline telephony and switchboards
 - ◆ Broadband and Telecom Services
 - ◆ IP based company communications.
- IV. **Professional Services:** We have skills and wealth of experience to understand and develop the organization. We work our client with true potential and give powerful performance which helps them to achieve their goals and grow their business. Our dedicated team of professional and experts offers selection services to diverse corporate of all sizes with different business interests.
- V. Our Company also started merchant trading of IT and electronic products like tablets, LED TV, Mobile Phone etc.

OUR STRENGTH

In the modern world, every company is moving towards digitization which is necessary to stay in the competition and this is what we provide to these companies. Our company is managed by experienced IT, marketing and administration professionals. We provide value to our customers by innovation, accomplishment, trust and long-term relationship through our unique service portfolio and expertise. We are a group of highly spirited people and absorb all problems and convert them into meaningful solutions, to meet our client's business requirements. We believe in delivering quality within the best possible time considering the cost factors. We respect our processes and are well aware of their



true worth. We aspire to “Exceed Expectations” through our innovative solutions, superior customer service and competitive desire to be the best service provider to our customers and their industry.

COLLABORATIONS

We have not entered into technical or any collaboration.

HUMAN RESOURCE

Human resource plays an essential role in developing a company's strategy as well as handling the employee centered activities of an organization. We have 617 full time employees at our registered office, corporate and branch offices as on July 31, 2015. Our man power is a prudent mix of the experienced and youth which gives us the dual advantage of stability and growth. Our work processes and skilled resources together with our strong management team have enabled us to successfully implement our growth plans.

BUSINESS STRATEGY

The Management of our company is planning to expand its business in order to capture the markets of different cities and for the aforesaid purpose our company requires the additional funds to achieve its targets. Our vision is to become a leading IT service provider in all corners and we have already started the work in this regard. Our driving force has always been the quality of our products, as the same would enable us for long standing relationship with our customers. All the quality methods are being maintained at our works to meet the customer specifications.

COMPETITION

IT sector is the fastest growing sector in the world. In India, it is still in its initial stages if we compare from the developed economies and some Asian economies. The growth in IT industry related activities in recent years reflects the resilient state of this market in the country. The financing institutions have come to see good value in funding this component of the economy. With growing number of players, the IT sector is becoming increasingly market driven. The affordability of connectivity through internet whether by broadband or through GPRS, or Wifi has improved a lot and it clearly appears to have improved the fast growing number of service providers too. There seem to be a high intensity of competition among different players of this industry. We face competition from other companies providing IT services but we compete on the basis of service quality, accuracy and reliability.

MARKETING

We provide a full range of services to help find, qualify, close and retain lucrative customer relationships. Our dedicated team guide creative and execution activities to ensure complete management of all marketing activities. We help partners manage marketing as an ongoing process improving the consistency and success for demand generation efforts, and speeding the time-to revenue for opportunities across the sale cycle. Our marketing services are designed with an objective of enhancing brand awareness, spreading geographical reach for our product offerings and enabling sales team through lead generation program.



SUMMARY OF FINANCIAL STATEMENTS

STAND ALONE FINANCIAL INFORMATION AS RESTATED

ANNEXURE – I

STATEMENT OF ASSETS AND LIABILITIES AS RESTATED STAND ALONE

(Rs. in Lakhs)

Sr. No.	Particulars	Note No.	As at 31st March			
			2015	2014	2013	2012
A.	Equity and Liabilities					
1	Shareholders' Funds					
	Share Capital	2.1	200.00	1.00	1.00	1.00
	Reserves & Surplus	2.2	1,542.86	46.46	8.61	(0.08)
	Share application money pending allotment		-	-	-	-
2	Non-Current Liabilities					
	Long-term borrowings	2.3	82.37	-	-	-
	Deferred Tax Liabilities (Net)	2.4	2.53	1.84	0.20	0.16
	Other Long Term Liabilities		-	-	-	-
	Long Term Provisions	2.5	16.49	-	-	-
3	Current Liabilities					
	Short Term Borrowings	2.6	-	-	46.00	6.75
	Trade Payables	2.7	16,221.22	5,952.58	1,848.00	0.91
	Other Current Liabilities	2.8	10,986.87	114.64	7.21	3.70
	Short Term Provisions	2.9	98.53	0.29	-	-
	Total		29,150.87	6,116.80	1,911.02	12.44
B.	Assets					
4	Non-Current Assets					
	Fixed Assets		-	-	-	-
	Tangible Assets	2.10	1,304.10	339.22	3.87	5.02
	Intangible Assets		-	-	-	-
	Capital Work In Progress		152.55	-	-	-
	Non - Current Investments	2.11	124.99	-	-	-
	Long Term Loans and Advances	2.12	460.62	41.89	10.80	0.50
	Other Non-Current Assets	2.13	-	1.39	0.09	0.12



5	Current Assets					
	Inventories	2.14	10,687.23	578.95	342.70	-
	Trade Receivables	2.15	6,105.33	2,179.20	1,349.68	0.40
	Cash and Cash Equivalents	2.16	6,869.61	103.67	30.99	2.13
	Short-term loans and advances	2.17	3,446.45	2,872.48	172.89	4.27
	Other Current Assets	2.18	-	-	-	-
	Total		29,150.87	6,116.80	1,911.02	12.44



ANNEXURE – II
STATEMENT OF PROFIT AND LOSS AS RESTATED STAND ALONE

(Rs. in Lakhs)

Sr. No	Particulars	Notes No.	For The Year Ended March 31,			
			2015	2014	2013	2012
A.	Revenue:					
	Revenue from Operations (gross)	2.19	65,163.85	13,652.31	1,722.70	3.46
	Less: Excise Duty		-	-	-	-
	Revenue from operations (net)		65,163.85	13,652.31	1,722.70	3.46
	Other income	2.20	67.76	4.77	-	20.61
	Total revenue		65,231.62	13,657.08	1,722.70	24.07
B.	Expenses:					
	Cost of material Consumed	2.21	71,386.51	13,469.70	2,032.19	2.83
	Changes in inventories of Finished goods, work-in-progress	2.22	(10,108.28)	(236.25)	(342.70)	-
	Employee benefit expenses	2.23	864.69	132.94	14.04	15.30
	Finance costs	2.24	60.25	4.22	0.26	0.05
	Depreciation and amortization expense	2.10	168.81	6.92	1.37	0.58
	Other expenses	2.25	883.63	224.59	4.85	5.23
	Total Expenses		63,255.60	13,602.12	1,710.00	23.99
	Profit/(loss) before tax		1,976.01	54.96	12.70	0.08
	Tax expense :					
	Current tax		678.93	15.47	3.97	-
	MAT Credit		-	-	-	-
	Prior Period Taxes		-	-	-	-
	Deferred Tax		0.69	1.64	0.05	0.16
	Fringe Benefit Tax		-	-	-	-
	Profit/(loss) For the year		1,296.40	37.86	8.68	(0.08)
	Earning per equity share in Rs.:					
	(1) Basic		325.82	378.57	86.84	(0.77)
	(2) Diluted		325.82	378.57	86.84	(0.77)



ANNEXURE – III

STATEMENT OF CASH FLOW FROM RESTATED FINANCIAL STATEMENTS STAND ALONE

(Rs. In Lakhs)

Particulars	For The Year Ended March 31,			
	2015	2014	2013	2012
A. CASH FLOW FROM OPERATING ACTIVITIES				
Profit/ (Loss) before tax	1,976.01	54.96	12.70	0.08
Adjustments for:				
Depreciation	168.81	6.92	1.37	0.58
Interest Expense	60.25	4.22	0.26	0.05
Interest Received	(42.78)	(1.83)	-	-
Other Misc Adjustments	-	-	-	-
Operating profit before working capital changes	2,162.29	64.27	14.32	0.71
Movements in working capital :				
(Increase)/ Decrease in Inventories	(10,108.28)	(236.25)	(342.70)	-
(Increase)/Decrease in Trade Receivables	(3,926.13)	(829.52)	(1,349.28)	(0.40)
(Increase)/Decrease in Other Receivables	(991.30)	(2,731.98)	(178.90)	(4.89)
Increase(Decrease) in Trade Payables and Other Liabilities	21,225.61	4,212.29	1,850.60	4.61
Cash generated from operations	8,392.18	478.81	(5.95)	0.03
Income tax Refund/ (paid) during the year	(678.93)	(15.47)	(3.97)	-
Net cash from operating activities (A)	7,713.26	463.34	(9.92)	0.03
B. CASH FLOW FROM INVESTING ACTIVITIES				
Purchase of Fixed assets	(1,286.24)	(342.27)	(0.21)	(5.60)
(Purchase)/ Sale of Long Term Investment	(124.99)	-	-	-
Sale of Fixed Assets		-	-	
Interest Received	42.78	1.83	-	-
Net cash from investing activities (B)	(1,368.45)	(340.44)	(0.21)	(5.60)
Proceeds from issue of share capital including securities premium	399.00	-	-	1.00
Interest paid on borrowings	(60.25)	(4.22)	(0.26)	(0.05)
Proceeds/(Repayment) of Short Term Loans	-	(46.00)	39.25	6.75
Proceeds/ (Repayment) of Long Term Loans	82.37	-	-	-
Net cash from financing activities (C)	421.12	(50.22)	38.99	7.70
Net increase in cash and cash equivalents (A+B+C)	6,765.94	72.68	28.86	2.13
Cash and cash equivalents at the beginning of the year	103.67	30.99	2.13	-
Cash and cash equivalents at the end of the year	6,869.61	103.67	30.99	2.13



CONSOLIDATED FINANCIAL STATEMENT AS RESTATED

ANNEXURE – I

CONSOLIDATED STATEMENT OF ASSETS AND LIABILITIES AS RESTATED

(Rs. in Lakhs)

Sr. No.	Particulars	Note No.	As at 31st March			
			2015	2014	2013	2012
A.	Equity and Liabilities					
1	Shareholders' Funds					
	Share Capital	2.1	200.00	1.00	1.00	1.00
	Reserves & Surplus	2.2	1,543.42	46.46	8.61	(0.08)
	Share application money pending allotment		-	-	-	-
2	Non-Current Liabilities					
	Long-term borrowings	2.3	82.37	-	-	-
	Deferred Tax Liabilities (Net)	2.4	2.52	1.84	0.20	0.16
	Other Long Term Liabilities		-	-	-	-
	Long Term Provisions	2.5	16.49	-	-	-
3	Current Liabilities					
	Short Term Borrowings	2.6	-	-	46.00	6.75
	Trade Payables	2.7	16,290.17	5,952.58	1,848.00	0.91
	Other Current Liabilities	2.8	10,987.26	114.64	7.21	3.70
	Short Term Provisions	2.9	98.82	0.29	-	-
	Total		29,221.07	6,116.80	1,911.02	12.44
B.	Assets					
4	Non-Current Assets					
	Fixed Assets		-	-	-	-
	Tangible Assets	2.10	1,304.09	339.22	3.87	5.02
	Intangible Assets		4.52	-	-	-
	Capital Work In Progress		152.55	-	-	-
	Non - Current Investments	2.11	-	-	-	-
	Long Term Loans and Advances	2.12	560.62	41.89	10.80	0.50
	Other Non-Current Assets	2.13	-	1.39	0.09	0.12



5	Current Assets					
	Inventories	2.14	10,687.23	578.95	342.70	-
	Trade Receivables	2.15	6,105.33	2,179.20	1,349.68	0.40
	Cash and Cash Equivalents	2.16	6,943.65	103.67	30.99	2.13
	Short-term loans and advances	2.17	3,463.09	2,872.48	172.89	4.27
	Other Current Assets	2.18	-	-	-	-
	Total		29,221.07	6,116.80	1,911.02	12.44



ANNEXURE – II
CONSOLIDATED STATEMENT OF PROFIT AND LOSS AS RESTATED

(Rs. in Lakhs)

Sr. No	Particulars	Notes No.	For The Year Ended March 31,			
			2015	2014	2013	2012
A.	Revenue:					
	Revenue from Operations (gross)	2.19	65,186.17	13,652.31	1,722.70	3.46
	Less: Excise Duty		-	-	-	-
	Revenue from operations (net)		65,186.17	13,652.31	1,722.70	3.46
	Other income	2.2	67.76	4.77	-	20.61
	Total revenue		65,253.93	13,657.08	1,722.70	24.07
B.	Expenses:					
	Cost of material Consumed	2.21	71,402.49	13,469.70	2,032.19	2.83
	Changes in inventories of Finished goods, work-in-progress	2.22	(10,108.28)	(236.25)	(342.70)	-
	Employee benefit expenses	2.23	867.28	132.94	14.04	15.30
	Finance costs	2.24	60.25	4.22	0.26	0.05
	Depreciation and amortization expense	2.10	168.81	6.92	1.37	0.58
	Other expenses	2.25	886.51	224.59	4.85	5.23
	Total Expenses		63,277.06	13,602.12	1,710.00	23.99
	Profit/(loss) before tax		1,976.86	54.96	12.70	0.08
	Tax expense :					
	Current tax		679.22	15.47	3.97	-
	MAT Credit		-	-	-	-
	Prior Period Taxes		-	-	-	-
	Deferred Tax		0.69	1.64	0.05	0.16
	Fringe Benefit Tax		-	-	-	-
	Profit/(loss) For the year		1,296.96	37.86	8.68	(0.08)
	Earning per equity share in Rs.:					
	(1) Basic		325.96	378.57	86.84	(0.77)
	(2) Diluted		325.96	378.57	86.84	(0.77)



ANNEXURE – III

CONSOLIDATED STATEMENT OF CASH FLOW FROM RESTATED FINANCIAL STATEMENT

(Rs. In Lakhs)

Particulars	For The Year Ended March 31,			
	2015	2014	2013	2012
A. CASH FLOW FROM OPERATING ACTIVITIES				
Profit/ (Loss) before tax	1,976.86	54.96	12.70	0.08
Adjustments for:				
Depreciation	168.81	6.92	1.37	0.58
Interest Expense	60.25	4.22	0.26	0.05
Fixed Assets written off	-	-	-	-
Interest Received	(42.78)	(1.83)	-	-
Other Misc Adjustments	-	-	-	-
Operating profit before working capital changes	2,163.15	64.27	14.32	0.71
Movements in working capital :				
(Increase)/ Decrease in Inventories	(10,108.28)	(236.25)	(342.70)	-
(Increase)/Decrease in Trade Receivables	(3,926.13)	(829.52)	(1,349.28)	(0.40)
(Increase)/Decrease in Other Receivables	(1,107.94)	(2,731.98)	(178.90)	(4.89)
Increase(Decrease) in Trade Payables and Other Liabilities	21,325.25	4,212.29	1,850.60	4.61
Cash generated from operations	8,346.06	478.81	(5.95)	0.03
Income tax Refund/ (paid) during the year	(679.22)	(15.47)	(3.97)	-
Net cash from operating activities (A)	7,666.83	463.34	(9.92)	0.03
B. CASH FLOW FROM INVESTING ACTIVITIES				
Purchase of Fixed assets	(1,286.24)	(342.27)	(0.21)	(5.60)
(Purchase)/ Sale of Long Term Investment	-	-	-	-
Sale of Fixed Assets	-	-	-	-
Interest Received	42.78	1.83	-	-
Interest in Goodwill	(4.52)	-	-	-
Net cash from investing activities (B)	(1,247.98)	(340.44)	(0.21)	(5.60)
Proceeds from issue of share capital including securities premium	399.00	-	-	1.00
Interest paid on borrowings	(60.25)	(4.22)	(0.26)	(0.05)
Proceeds/(Repayment) of Short Term Loans	-	(46.00)	39.25	6.75
Proceeds/ (Repayment) of Long Term Loans	82.37	-	-	-
Net cash from financing activities (C)	421.12	(50.22)	38.99	7.70
Net increase in cash and cash equivalents (A+B+C)	6,839.97	72.68	28.86	2.13
Cash and cash equivalents at the beginning of the year	103.67	30.99	2.13	-
Cash and cash equivalents at the end of the year	6,943.65	103.67	30.99	2.13



THE ISSUE

Particulars	Number of Equity Shares
Equity Shares Offered	28,92,000 Equity Shares of face value of Rs. 10 each fully paid of the Company for cash at price of Rs. 30 per Equity Share aggregating Rs. 867.60 Lakhs.
Fresh Issue Consisting of	
Issue Reserved for Market Makers	1,48,000 Equity Shares of face value of Rs. 10 each fully paid of the Company for cash at price of Rs. 30 per Equity Share aggregating Rs. 44.40 Lakhs.
Net Issue to the Public	27,44,000 Equity Shares of face value of Rs. 10 each fully paid of the Company for cash at price of Rs. 30 per Equity Share aggregating Rs. 823.20 Lakhs.
	of which:
	13,72,000 Equity Shares of face value of Rs. 10 each fully paid of the Company for cash at price of Rs. 30 per Equity Share will be available for allocation to investors up to Rs. 2.00 Lakhs
	13,72,000 Equity Shares of face value of Rs. 10 each fully paid of the Company for cash at price of Rs. 30 per Equity Share will be available for allocation to investors above Rs. 2.00 Lakhs
Equity Shares outstanding prior to the Issue	80,00,000 Equity Shares
Equity Shares outstanding after the Issue	1,08,92,000 Equity Shares
Objects of the Issue	See the chapter titled “Objects of the Issue” on page 68

This Issue is being made in terms of Chapter XB of the SEBI (ICDR) Regulations. The Issue is being made through the Fixed Price Process and hence, as per Regulation 43, sub regulation (4) of SEBI (ICDR) Regulations, at least 50% of the Net Issue to Public will be available for allocation on a proportionate basis to Retail Individual Applicants, subject to valid Applications being received at the Issue Price.

For further details please refer to chapter titled “Issue Structure” beginning on page 257 of this Draft Prospectus.



GENERAL INFORMATION

Our Company was incorporated as Fourth Dimension Solutions Private Limited under the provisions of the Companies Act, 1956 vide certificate of incorporation dated June 17, 2011, in Delhi. Subsequently, our Company was converted into public limited company pursuant to which the name of our Company was changed to “Fourth Dimension Solutions Limited” vide fresh certificate of incorporation dated May 25, 2015.

For further details please refer to chapter titled ‘Our History and Certain Other Corporate Matters’ beginning on page 115 of this Draft Prospectus.

REGISTERED OFFICE OF OUR COMPANY

FOURTH DIMENSION SOLUTIONS LIMITED

DSM 340, DLF Trade Tower,

Shivaji Marg, New Delhi-110015

Tel: 011-47091502

Fax: 011-47091502

Email: secretarial@fdsindia.co.in

Website: www.fdsindia.co.in

Registration Number: 221111

Corporate Identification Number: U72900DL2011PLC221111

CORPORATE OFFICE OF OUR COMPANY

FOURTH DIMENSION SOLUTIONS LIMITED

63/12A, Main Rama Road,

Najafgarh Industrial Area, New Delhi- 110015

Tel: 011- 43801367

REGISTRAR OF COMPANIES

REGISTRAR OF COMPANIES NATIONAL CAPITAL TERRITORY OF DELHI & HARYANA

4th Floor, IFCI Tower, 61, Nehru Place

New Delhi – 110019

Tel: 011-26235707, 26235708, 26235709

Fax: 011-26235702

Email: roc.delhi@mca.gov.in

Website: www.mca.gov.in

DESIGNATED STOCK EXCHANGE

SME PLATFORM OF NSE EMERGE

National Stock Exchange of India Ltd

Exchange Plaza, Plot no. C/1, G Block,

Bandra-Kurla Complex, Bandra (E)

Mumbai - 400051

For details in relation to the changes to the name of our Company, please refer to the chapter titled, “*Our History and Certain Other Corporate Matters*” beginning on page 115 of this Draft Prospectus.



BOARD OF DIRECTORS OF OUR COMPANY

Sr. No.	Name	Age	DIN	Address	Designation
1.	Amalendu Mukherjee	35	03544485	F-6, Milap Nagar, Uttam Nagar, New Delhi- 110059.	Managing Director
2.	Namita Mukherjee	34	06561265	F-6, Milap Nagar, Uttam Nagar, New Delhi- 110059.	Whole-Time Director
3.	Bibekananda Mukherjee	27	07008285	Bareria, Patherdih, Baghmundi, Purulia, 723152, West Bengal	Non-Executive Director
4.	Vijay Kumar Tiwari	66	07233196	6/472, Vineet Khand, Gomti Nagar, Lucknow- 226010, U.P.	Independent & Non-Executive Director
5.	Anant Prakash	30	06709773	106, Metro Vihar, Sai Baba Mandir, Najafgarh, Delhi 110043	Independent & Non-Executive Director
6.	Prashant Kumar Gupta	28	06939868	780/781, 3rd Floor, Guru Ramdas Nagar Extn. Laxmi Nagar, New Delhi- 110092	Independent & Non-Executive Director

For further details of our Directors, please refer to the chapter titled “Our Management” beginning on page 119 of this Draft Prospectus.

COMPANY SECRETARY AND COMPLIANCE OFFICER

Ms. Chavvi Gupta

Fourth Dimension Solutions Limited

DSM 340, DLF Trade Tower,

Shivaji Marg, New Delhi-110015, India

Tel: 011-47091502

Fax: 011-47091502

Email: secretarial@fdsindia.co.in

Investors may contact the Compliance Officer and / or the Registrar to the Issue and / or the LM to the Issue in case of any Pre-Issue or Post- Issue related matter such as non-receipt of letters of Allotment, credit of allotted Equity Shares in the respective beneficiary account, refund orders, etc.

All grievances relating to the ASBA process may be addressed to the Registrar to the Issue, with a copy to the concerned SCSB, giving full details such as name, address of the applicant, number of Equity Shares applied for, amount blocked, ASBA Account number and the Designated Branch of the SCSB where the ASBA Application Form was submitted by the ASBA Applicant.

For all Issue related queries and for redressal of complaints, Applicants may also write to the Lead Manager. All complaints, queries or comments received by Stock Exchange/SEBI shall be forwarded to the Lead Manager, who shall respond to the same.



CHIEF FINANCIAL OFFICER

Mr. Mukesh Mishra

Fourth Dimension Solutions Limited

DSM 340, DLF Trade Tower,
Shivaji Marg, New Delhi-110015, India

Tel: 011-47091502

Fax: 011-47091502

Email: secretarial@fdsindia.co.in

STATUTORY AUDITORS

SAIN KANWAR & ASSOCIATES

Chartered Accountants

747, Ground Floor Lane No. 22,
Joshi Road, Karol Bagh, New Delhi-110005

Tel: 9818420296

E-mail: ksainaggarwal@gmail.com

Contact Person: CA Kanwar Sain

Firm Registration No.: 018023N

Membership No.: 099422

PEER REVIEW AUDITORS

CA RAHUL JAIN

RPMD & ASSOCIATES

Chartered Accountants

ICAI FRN: 005961C

Membership No. 518352

Address: HO: AA-8, 1st Floor,

Shalimar Bagh, New Delhi- 110088;

Telefax: +91-11-27472042;

Mobile: +91-9811613999

Email: info@rpmd.in



LEAD MANAGER

SARTHI CAPITAL ADVISORS PRIVATE LIMITED

Anthem House, E-360,
1st Floor, NirmanVihar
Delhi – 110092

Tel: (011) 22449817/15

Fax: (011) 22439816

Contact Person: Mr. Anand Lakhotia

Email: ipo@sarthiwm.in

SEBI Registration No.: INM000012011

159/11, Amar Brass Compound

Vidya Nagari Marg, Kalina

Santacruz (E), Mumbai – 400098

Tel: (022) 26528671/72

Fax: (022) 26528673

Contact Person: Mr. Deepak Sharmaa

REGISTRAR TO THE ISSUE

SHAREPRO SERVICES (INDIA) PRIVATE LIMITED

13 AB Samhita Warehousing Complex,
Sakinaka Telephone Exchange Lane,
Off. Andheri-Kurla Road, Sakinaka,
Andheri (E), Mumbai - 400072

Tel: (022) 61915400/420, 67720300/400

Fax: (022) 61915444/ 28508927

E-mail: sharepro@shareproservices.com

Contact Person: Mr. Sunil Kamble/ Mr. Prakash Khare

SEBI Registration No.: INR000001476

SECRETARIAL AUDITORS

ATIUTTAM SINGH & ASSOCIATES

Company Secretaries

D-10, 1st Floor, Gali No.-20,
Madhu Vihar, New Delhi-110092

Tel: +91-9582064799

E-mail: atiuttamsingh@gmail.com

Contact Person: Atiuttam Prasad Singh

Membership No.: A24437

Certificate of Practice No.: 13333



LEGAL ADVISOR TO THE ISSUE

ANURAG LAKHOTIA

Address: AD-73, B, Shalimar Bagh,

New Delhi- 110088

Tel: (+91) 9910081392

E-mail: anuraglakhotia@gmail.com

Contact Person: Mr. Anurag Lakhotia

BANKERS TO THE COMPANY

AXIS BANK LIMITED

A-11, Vishal Enclave, Opp. Rajouri Garden,

New Delhi - 110027

Tel:011 25161744

Fax: 011 42131296

E-mail:rajourigarden.branchhead@axisbank.com,
rajourigarden.operationshead@axisbank.com

Contact Person: Mr. Parminder Singh

Mr. Puneet Karkara

YES BANK LIMITED

Plot No. 6, Basant Lok, Vasant Vihar,

New Delhi – 110057

Tel: 9999835102

Email:lokesh.kumar1@yesbank.in
vijay.thapliyal@yesbank.in

Contact Person: Mr. Lokesh Kumar
Mr. Vijay Thapliyal

HDFC BANK LIMITED

Plot No. 4, R G Complex, D C Chowk, Sector-9, Rohini,
New Delhi- 110085

Tel: 011 27554399/ 6160-6161

Fax: 011 27554399

Email: arvindjay.kumar@hdfcbank.com

Contact Person: Mr. Arvind Kumar

BANKERS TO THE ISSUE/ ESCROW COLLECTION BANK

[Will be finalized before filing of Final Prospectus]

[ADDRESS]

Tel: [●]

Fax: [●]

Email: [●]

Contact Person: [●]

SEBI Registration No.: [●]



REFUND BANKER

[Will be finalized before filing of Final Prospectus]

[ADDRESS]

Tel: [●]

Fax: [●]

Email: [●]

Contact Person: [●]

SEBI Registration No.: [●]

SELF CERTIFIED SYNDICATE BANKS

The lists of banks that have been notified by SEBI to act as SCSB for the Applications Supported by Blocked Amount (ASBA) Process are provided on http://www.sebi.gov.in/cms/sebi_data/attachdocs/1365051213899.html. For details on Designated Branches of SCSBs collecting the ASBA Application Form, please refer to the above-mentioned SEBI link.

CREDIT RATING

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

IPO GRADING

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

APPRAISAL AND MONITORING AGENCY

As per Regulation 16(1) of the SEBI (ICDR) Regulations, the requirement of Monitoring Agency is not mandatory if the Issue size is below Rs. 50,000 Lakhs. Since the Issue size is only of Rs. 867.60 Lakhs, our Company has not appointed any monitoring agency for this Issue. However, as per the Clause 52 of the NSE SME Listing Agreement to be entered into with NSE upon listing of the Equity Shares and the corporate governance requirements, *inter-alia*, the audit committee of our Company, would be monitoring the utilization of the proceeds of the Issue.

INTER-SE ALLOCATION OF RESPONSIBILITIES

Since Sarthi Capital Advisors Pvt. Ltd. is the sole Lead Manager to this Issue, a statement of inter se allocation of responsibilities among Lead Managers is not applicable.

EXPERT OPINION

Except the report of the Statutory Auditor on statement of tax benefits included in this Draft Prospectus, our Company has not obtained any other expert opinion.

DEBENTURE TRUSTEE

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



UNDERWRITER

Our Company and LM to the issue hereby confirm that the Issue is 100% Underwritten. The underwriting agreement is dated September 07, 2015, pursuant to the terms of the underwriting agreement; the obligations of the underwriter are subject to certain conditions specified therein. The underwriter has indicated its intention to underwrite the following number of specified securities being offered through this Issue.

Name and Address of the Underwriter	Indicative Number of Equity shares to be Underwritten	Amount Underwritten (Rupees In Lakhs)	% of the Total Issue Size Underwritten
Sarthi Capital Advisors Private Limited 159/11, Amar Brass Compound, Vidya Nagari Marg, Kalina, Santacruz (E), Mumbai - 400098 Tel: (022) 26528671/72 Fax: (022) 26528673 Email: ipo@sarthiwmi.in Contact Person: Mr. Deepak Sharma SEBI Registration No.: INM000012011	28,92,000	867.60	100%
Total	28,92,000	867.60	100%

In the opinion of the Board of Directors of the Company, the resources of the above mentioned underwriter are sufficient to enable them to discharge their respective underwriting obligations in full. Further, the underwriter shall be paid a commission at the rate of 0.50% of the net offer to the public.

DETAILS OF THE MARKET MAKING ARRANGEMENT

Our Company and the Lead Manager have entered into a tripartite agreement dated September 09, 2015 with the following Market Maker, duly registered with National Stock Exchange of India Limited to fulfill the obligations of Market Making:

CHOICE EQUITY BROKING PRIVATE LIMITED

Shree Shakambhari Corporate Park
 156-158, Chakravati Ashok Society,
 J.B. Nagar, Andheri (E), Mumbai – 400099

Tel: (022) 67079810/811

Fax: (022) 67079898

E-mail: sme@choiceindia.com

mahavir.toshniwal@choiceindia.com

Contact Person: Mr. Mahavir Toshniwal

SEBI Registration No.: INB231377335

Choice Equity Broking Private Limited, registered with SME segment (NSE-EMERGE) of NSE will act as the market maker and has agreed to receive or deliver the specified securities in the market making process for a period of three years from the date of listing of our Equity Shares or for a period as may be notified by amendment to SEBI (ICDR) Regulations.



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

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

1. The Market Maker(s) (individually or jointly) shall be required to provide a 2-way quote for 75% of the time in a day. The same shall be monitored by the Stock Exchange. Further, the Market Maker(s) shall inform the Exchange in advance for each and every black out period when the quotes are not being offered by the Market Maker(s).
2. The minimum depth of the quote shall be Rs. 1,00,000/-. However, the investors with holdings of value less than Rs. 1,00,000/- shall be allowed to offer their holding to the Market Maker(s) (individually or jointly) in that scrip provided that he sells his entire holding in that scrip in one lot along with a declaration to the effect to the selling broker.
3. After a period of three (3) months from the market making period, the market maker would be exempted to provide quote if the Shares of market maker in our Company reaches to 25 % of Issue Size (Including the 1,48,000 Equity Shares out to be allotted under this Issue.) Any Equity Shares allotted to Market Maker under this Issue over and above 1,48,000 Equity Shares would not be taken in to consideration of computing the threshold of 25% of Issue Size. As soon as the Shares of market maker in our Company reduce to 24% of Issue Size, the market maker will resume providing 2-way quotes.
4. There shall be no exemption/threshold on downside. However, in the event the market maker exhausts his inventory through market making process, the concerned stock exchange may intimate the same to SEBI after due verification.
5. Execution of the order at the quoted price and quantity must be guaranteed by the Market Maker(s), for the quotes given by him.
6. There would not be more than five Market Makers for a scrip at any point of time and the Market Makers may compete with other Market Makers for better quotes to the investors. At this stage, Choice Equity Broking Private Limited is acting as the sole Market Maker.
7. On the first day of the listing, there will be pre-opening session (call auction) and there after the trading will happen as per the equity market hours. The circuits will apply from the first day of the listing on the discovered price during the pre-open call auction.
8. The Market Maker may also be present in the opening call auction, but there is no obligation on him to do so.
9. There will be special circumstances under which the Market Maker may be allowed to withdraw temporarily/fully from the market – for instance due to system problems, any other problems. All controllable reasons require prior approval from the Exchange, while force-majeure will be applicable for non-controllable reasons. The decision of the Exchange for deciding controllable and non-controllable reasons would be final.
10. The Market Maker(s) shall have the right to terminate said arrangement by giving one month notice or on mutually acceptable terms to the Merchant Banker, who shall then be responsible to appoint a replacement Market Maker(s).

In case of termination of the above mentioned Market Making agreement prior to the completion of the compulsory Market Making period, it shall be the responsibility of the Lead Manager to arrange for another Market Maker(s) in replacement during the term of the notice period being served by the Market Maker but prior to the date of releasing the existing Market Maker from its duties in order to ensure compliance with the requirements of regulation 106V of the SEBI (ICDR) Regulations, 2009. Further the Company and the Lead Manager reserve the right to appoint other Market Maker(s) either as a replacement of the current Market Maker or as an additional Market Maker subject to the total number of Designated Market Makers does not exceed 5 (five) or as specified by the relevant laws and regulations applicable at that particular point of time. The Market Making Agreement is available for inspection at our Registered Office from 11.00 a.m. to 5.00 p.m. on working days.



11. Emerge of NSE will have all margins which are applicable on the NSE Main Board viz., Mark-to-Market, Value-At-Risk (VAR) Margin, Extreme Loss Margin, Special Margins and Base Minimum Capital etc. NSE can impose any other margins as deemed necessary from time-to-time.
12. Emerge of NSE will monitor the obligations on a real time basis and punitive action will be initiated for any exceptions and/or non-compliances. Penalties / fines may be imposed by the Exchange on the Market Maker, in case he is not able to provide the desired liquidity in a particular security as per the specified guidelines. These penalties / fines will be set by the Exchange from time to time. The Exchange will impose a penalty on the Market Maker(s) in case he is not present in the market (offering two way quotes) for at least 75% of the time. The nature of the penalty will be monetary as well as suspension in market making activities / trading membership. The Department of Surveillance and Supervision of the Exchange would decide and publish the penalties/ fines/ suspension for any type of misconduct/ manipulation/ other irregularities by the Market Maker from time to time.
13. SEBI Circular bearing reference no: CIR/MRD/DP/ 02/2012 dated January 20, 2012, has laid down that for issue size up to Rs. 25,000 Lakhs, the applicable price bands for the first day shall be:
 - i. In case equilibrium price is discovered in the Call Auction, the price band in the normal trading session shall be 5% of the equilibrium price.
 - ii. In case equilibrium price is not discovered in the Call Auction, the price band in the normal trading session shall be 5% of the issue price.



CAPITAL STRUCTURE

The share capital of our Company as of the date of this Draft Prospectus before and after the issue is set forth below:

(Rs. In Lakhs except share data)

Sr. No.	Particulars	Aggregate Value	
		Face Value	Issue Price
A	AUTHORISED SHARE CAPITAL		
	2,50,00,000 Equity Shares of face value of Rs. 10 each	2500.00	
B	ISSUED, SUBSCRIBED AND PAID UP SHARE CAPITAL		
	80,00,000 fully paid up Equity Shares of face value of Rs. 10 each	800.00	
C	PRESENT ISSUE IN TERMS OF DRAFT PROSPECTUS*		
	28,92,000 Equity Shares of face value of Rs. 10 each	289.20	867.60
	Which comprises of		
	1,48,000 Equity Shares of face value of Rs. 10 each at a premium of Rs. 20 per Equity Share reserved as Market Maker Portion	14.80	44.40
	Net Issue to Public of 27,44,000 Equity Shares of face value of Rs. 10 each at a premium of Rs. 20 per Equity Share to the Public	274.40	823.20
	Of which		
	13,72,000 Equity Shares of face value of Rs. 10 each at a premium of Rs. 20 per Equity Share will be available for allocation to Investors up to Rs. 2.00 Lakhs	137.20	411.60
	13,72,000 Equity Shares of face value of Rs. 10 each at a premium of Rs. 20 per Equity Share will be available for allocation to Investors above Rs. 2.00 Lakhs	137.20	411.60
D	ISSUED, SUBSCRIBED AND PAID UP SHARE CAPITAL AFTER THE ISSUE		
	1,08,92,000 Equity Shares of face value of Rs. 10 each	1089.20	
E	SECURITIES PREMIUM ACCOUNT		
	Before the Issue		200.00



After the Issue	778.40
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* The Issue has been authorized pursuant to a resolution of our Board dated August 10, 2015 and by Special Resolution passed under Section 62 (1) (c) of the Companies Act, 2013 at an Annual General Meeting of our shareholders held on September 07, 2015.

The Company has only one class of share capital i.e. Equity Shares of face value of Rs. 10 each only. All Equity Shares issued are fully paid-up.

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

NOTES TO THE CAPITAL STRUCTURE:

History of change in authorized Equity Share capital of Our Company

- The Initial authorized Share Capital of Rs. 1,00,000 (Rupees One Lakh only) consisting of 10,000 Equity shares of face value of Rs. 10 each was increased to Rs. 1,00,00,000 (Rupees One Crore only) consisting of 10,00,000 Equity Shares of face value of Rs.10 each pursuant to a resolution of the shareholders dated August 22, 2014.
- The authorized capital of Rs. 1,00,00,000 (Rupees One Crore only) consisting of 10,00,000 Equity shares of face value of Rs.10 each was increased to Rs. 25,00,00,000 (Rupees Twenty Five Crores only) consisting of 2,50,00,000 Equity Shares of face value of Rs. 10 each pursuant to a resolution of the shareholders dated January 12, 2015.

1. Equity Share Capital History:

Date of Allotment	No. of Shares Allotted	Face Value	Issue Price	Nature of Allotment	Nature of Consideration	Cumulative No. of Shares	Cumulative Paid up Capital
Since Incorporation	10,000	10	10	Subscription to MOA ⁽¹⁾	Cash	10,000	1,00,000
November 10, 2014	9,90,000	10	10	Right Issue ⁽²⁾	Cash	10,00,000	1,00,00,000
March 31, 2015	10,00,000	10	30	Right Issue ⁽³⁾	Cash	20,00,000	2,00,00,000
September 07, 2015	60,00,000	10	-	Bonus Issue ⁽⁴⁾	Consideration other than cash	80,00,000	8,00,00,000

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

Sr. No	Name of Person	No. of Shares Allotted
1.	Amalendu Mukherjee	3,334
2.	Rajeev Sharma	3,333
3.	Richa Bhargava	3,333
	Total	10,000



- (2) The Company allotted 9,90,000 Equity Shares as Right Issue of face value of Rs. 10/-each at par as per the details given below:

Sr. No	Name of Person	No. of Shares Allotted
1.	Amalendu Mukherjee	9,90,000
	Total	9,90,000

- (3) The Company allotted 10,00,000 Equity Shares as Right issue of face value of Rs. 10/- each at a premium of Rs. 20/- per share as per the details given below:

Sr. No.	Name of Person	No. of Shares Allotted
1.	Amalendu Mukherjee	10,00,000
	Total	10,00,000

- (4) The Company allotted 60,00,000 Equity Shares as Bonus Shares by way of capitalization of reserves of face value of Rs. 10/- each in the ratio of 3:1 as per the details given below:

Sr. No.	Name of person	No. of Shares Allotted
1.	Amalendu Mukherjee	59,83,500
2.	Namita Mukherjee	15,000
3.	Bibekananda Mukherjee	300
4.	Dalbir Singh	300
5.	Neeraj Anand	300
6.	Rajender Kumar Bhatt	300
7.	Manoj Kumar	300
	Total	60,00,000

2. Issue of Equity Shares for consideration other than cash (Issue of Bonus Shares)

Date of allotment	Number of Equity Shares	Face value(Rs.)	Issue Price(Rs.)	Nature of Consideration	Reasons for allotment	Allottees	No. of Shares Allotted
September 7, 2015	60,00,000	10	Nil	other than cash	Bonus issue of Equity Shares in the ratio of 3:1	Amalendu Mukherjee	59,83,500
						Namita Mukherjee	15,000
						Bibekananda Mukherjee	300
						Dalbir Singh	300
						Neeraj Anand	300



						Rajender Kumar Bhatt	300
						Manoj Kumar	300
						Total	60,00,000

3. We have not issued any Equity Shares out of revaluation reserves or in terms of any scheme approved under Sections 391- 394 of the Companies Act.
4. We have not issued any equity shares in last one year at price below Issue Price, except as follows:

Date of Allotment	No. of shares	Face Value	Issue Price	Nature of Allotment	Nature of Consideration
November 10, 2014	9,90,000	10	10	Right Issue	Cash

However the above shares have not been considered for compulsorily lock in of 20% in accordance with regulation 33 of SEBI (ICDR) Regulations, 2009.

5. Details of shareholding of promoter:

A. Mr. Amalendu Mukherjee

Date of Allotment/ Transfer	No. of Equity Shares	Face value per Share (Rs.)	Issue / Acquisition / Transfer price (Rs.)	Nature of Transactions	Pre-issue shareholding %	Post-issue shareholding %	No. of Shares Pledged	% of Shares Pledged
On Incorporation	3,334	10	10	Subscription to MOA	0.04	0.03	0	0.00%
November 01, 2013	1,666	10	10	Transfer from Rajeev Sharma	0.02	0.01	0	0.00%
November 10, 2014	9,90,000	10	10	Right Issue	12.37	9.09	0	0.00%
March 31, 2015	10,00,000	10	30	Right Issue	12.50	9.18	0	0.00%
April 01, 2015	(100)	10	10	Transferred to Bibekananda Mukherjee	0.001	0.00	0	0.00%
April 01, 2015	(100)	10	10	Transferred to Dalbir Singh	0.001	0.00	0	0.00%
April 01, 2015	(100)	10	10	Transferred to Neeraj Anand	0.001	0.00	0	0.00%
April 01, 2015	(100)	10	10	Transferred to Rajender Kumar Bhatt	0.001	0.00	0	0.00%



April 01, 2015	(100)	10	10	Transferred to Manoj Kumar	0.001	0.00	0	0.00%
September 7, 2015	59,83,500	10	NA	Bonus Issue	74.79	54.93	0	0.00%
Total	79,78,000				99.72	73.24	0	0.00%

6. Our Promoter Group, Directors and their immediate relatives have not purchased/sold Equity Shares of the Company during last 6 months, except the following:

Name of the Transferor	Date of Purchase/Sale	No. of shares	Name of the Transferee
Mr. Amalendu Mukherjee	April 01, 2015	100	Bibekananda Mukherjee
		100	Dalbir Singh
		100	Neeraj Anand
		100	Rajender Kumar Bhatt
		100	Manoj Kumar

7. Our Promoter has confirmed to the Company and the Lead Manager that the Equity Shares held by our Promoter have been financed from their personal funds or their internal accruals, as the case may be, and no loans or financial assistance from any bank or financial institution has been availed by them for this purpose.
8. There are no financing arrangements whereby the Promoter Group, the Directors of our Company and their relatives have financed the purchase by any other person of securities of the issuer 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 offer document with the Stock Exchanges.
9. Details of Promoter's Contribution locked in for three years:

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

Our Promoter has granted consent to include such number of Equity Shares held by them as may constitute 21.12% of the post-issue Equity Share Capital of our Company as Promoter's Contribution and have agreed not to sell or transfer or pledge or otherwise dispose of in any manner, the Promoter's Contribution from the date of filing of this Draft Prospectus until the commencement of the lock-in period specified above.

Date of allotment	Date when made fully paid up	No. of Shares Allotted	Face Value	Issue Price	Nature of Allotment	% of Post Issue Capital
Mr. Amalendu Mukherjee						
On Incorporation	On Incorporation	3,334	10	10	Subscription to MOA	0.03%
November 01, 2013	November 01, 2013	1,666	10	10	Transfer from Rajeev Sharma	0.00%



March 31, 2015	March 31, 2015	10,00,000	10	30	Allotment	9.18%
September 7, 2015	September 7, 2015	12,95,000	10	-	Consideration other than cash	11.88%
Total		23,00,000				21.12%

We further confirm that the aforesaid minimum Promoter Contribution of 20% which is subject to lock-in for three years does not consist of:

- Equity Shares acquired during the preceding three years for consideration other than cash and out of revaluation of assets or capitalization of intangible assets or bonus shares out of revaluation reserves or reserves without accrual of cash resources.
- Equity Shares acquired by the Promoter during the preceding one year, at a price lower than the price at which Equity Shares are being offered to public in the Issue.
- The Equity Shares held by the Promoter and offered for minimum Promoter's Contribution are not subject to any pledge.
- Equity Shares for which specific written consent has not been obtained from the shareholders for inclusion of their subscription in the minimum Promoter's Contribution subject to lock-in.
- Equity shares issued to our Promoter on conversion of partnership firm into limited company.
- Private placement made by solicitation of subscription from unrelated persons either directly or through any intermediary.

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, in the event the pledge of the Equity Shares is one of the terms of the sanction of the loan. The Promoter's Contribution may be pledged only if in addition to the above stated, the loan has been granted by such banks or financial institutions for the purpose of financing one or more of the objects of this Issue.

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

10. Details of share capital locked in for one year

In addition to minimum 20% of the Post-Issue shareholding of our Company held by the Promoter (locked in for three years as specified above), in accordance with regulation 36 of SEBI (ICDR) Regulations, the entire pre-issue share capital of our Company shall be locked in for a period of one year from the date of Allotment in this Issue.

The Equity Shares held by persons other than our Promoter and locked-in for a period of one year from the date of Allotment, in accordance with regulation 37 of SEBI (ICDR) Regulations, in the Issue may be transferred to any other person holding Equity Shares which are locked-in, subject to the continuation of the lock-in in the hands of transferees for the remaining period and compliance with the Takeover Regulations.



A. The table below represents the shareholding pattern of our Company in accordance with clause 37 of the SME Listing Agreement, as on the date of this Draft Prospectus:

Category Code	Category of shareholder	No. Of shareholders	Total numbers of shares	Number of shares held in dematerialized form*	Total shareholding as a percentage of total number of shares		Shares pledged or otherwise encumbered	
					As a percentage of (A+B)	As a percentage of (A+B+C)	Number of shares	As a Percentage
(I)	(II)	(III)	(IV)	(V)	(VI)	(VII)	(VIII)	(IX)
(A)	Promoter and Promoter Group							
(1)	Indian							
(a)	Individuals/Hindu Undivided Family	3	7998400	0	99.98%	99.98%	-	-
(b)	Central Government/State Government(s)	-	-	-	-	-	-	-
(c)	Bodies Corporate	-	-	-	-	-	-	-
(d)	Financial Institutions/Banks	-	-	-	-	-	-	-
(e)	Any other (Specify)	-	-	-	-	-	-	-
	SUB TOTAL (A)(1)	3	7998400	0	99.98%	99.98%	-	-
(2)	Foreign	-	-	-	-	-	-	-
(a)	Individuals (Non-Resident Individuals/Foreign Individuals)	-	-	-	-	-	-	-



Category Code	Category of shareholder	No. Of shareholders	Total numbers of shares	Number of shares held in dematerialized form*	Total shareholding as a percentage of total number of shares		Shares pledged or otherwise encumbered	
					As a percentage of (A+B)	As a percentage of (A+B+C)	Number of shares	As a Percentage
(I)	(II)	(III)	(IV)	(V)	(VI)	(VII)	(VIII)	(IX)
(b)	Bodies Corporate	-	-	-	-	-	-	-
(c)	Institutions/FII	-	-	-	-	-	-	-
(d)	Any other (Specify)	-	-	-	-	-	-	-
	SUB TOTAL (A)(2)	-	-	-	-	-	-	-
	Total Shareholding of Promoter and Promoter Group (A)=(A)(1)+(A)(2)	3	7998400	0	99.98%	99.98%	-	-
(B)	Public shareholding							
(1)	Institutions							
(a)	Mutual Funds/UTI	-	-	-	-	-	-	-
(b)	Financial Institutions/Banks	-	-	-	-	-	-	-
(c)	Central Government/State Government(s)	-	-	-	-	-	-	-
(d)	Venture Capital Fund	-	-	-	-	-	-	-



Category Code	Category of shareholder	No. Of shareholders	Total numbers of shares	Number of shares held in dematerialized form*	Total shareholding as a percentage of total number of shares		Shares pledged or otherwise encumbered	
					As a percentage of (A+B)	As a percentage of (A+B+C)	Number of shares	As a Percentage
(I)	(II)	(III)	(IV)	(V)	(VI)	(VII)	(VIII)	(IX)
(e)	Insurance Companies	-	-	-	-	-	-	-
(f)	Foreign Institutional Investors	-	-	-	-	-	-	-
(g)	Foreign Venture Capital Investors	-	-	-	-	-	-	-
(h)	Nominated Investors (as defined in Chapter XA of SEBI (ICDR) Regulations)	-	-	-	-	-	-	-
(i)	Market Makers	-	-	-	-	-	-	-
(j)	Any other (Specify)	-	-	-	-	-	-	-
	SUB TOTAL (B) (1)	-	-	-	-	-	-	-
(2)	Non-Institutions							
(a)	Bodies Corporate	-	-	-	-	-	-	-
(b)	Individuals -	-	-	-	-	-	-	-
	i) Individual shareholders holding nominal share Capital up to Rs.1 lakh	4	1600	0	0.02%	0.02%	-	-



Category Code	Category of shareholder	No. Of shareholders	Total numbers of shares	Number of shares held in dematerialized form*	Total shareholding as a percentage of total number of shares		Shares pledged or otherwise encumbered	
					As a percentage of (A+B)	As a percentage of (A+B+C)	Number of shares	As a Percentage
(I)	(II)	(III)	(IV)	(V)	(VI)	(VII)	(VIII)	(IX)
	ii) Individual shareholders holding nominal share capital in excess of Rs. 1 lakh	-	-	-	-	-	-	-
(c)	Any other (Specify) Individual (Non-Resident individuals)	-	-	-	-	-	-	-
	SUB TOTAL (B) (2)	4	1600	0	0.02%	0.02%	-	-
	Total Public Shareholding (B)=(B)(1)+(B)(2)	-	-	-	-	-	-	-
	TOTAL (A)+(B)	7	8000000	0	100%	100%	-	-
(C)	Shares held by Custodians and against which Depository Receipts have been issued	-	-	-	-	-	-	-
	GRAND TOTAL (A)+(B)+(C)	7	8000000	0	100%	100%	-	-

**In terms of SEBI circular bearing no. Cir/ISD/3/2011 dated June 17, 2011 and SEBI circular bearing no. SEBI/Cir/ISD/ 05 /2011, dated September 30, 2011, our Company shall ensure that the Equity Shares held by the Promoter / members of the Promoter Group and 50% of the equity shares held by the public shareholders have to be dematerialized and our Company shall ensure that the same shall be dematerialized prior to filing the Prospectus with the RoC.*

Our Company will file the shareholding pattern of our Company, in the form prescribed under clause 37 of the Listing Agreement, one day prior to the listing of Equity Shares. The shareholding pattern will be uploaded on the website of NSE before commencement of trading of such Equity Shares.



B. Shareholding of our Promoter and Promoter Group

The table below presents the current shareholding pattern of our Promoter and Promoter Group.

Sr. No.	Name of the Shareholder	Pre – Issue		Post – Issue	
		No. of Equity Shares	% of Pre-Issue Capital	No. of Equity Shares	% of Post-Issue Capital
(I)	(II)	(III)	(IV)	(V)	(VI)
	Promoter				
1.	Amalendu Mukherjee	79,78,000	99.72	79,78,000	73.24
	Promoter Group				
1.	Namita Mukherjee	20,000	0.25	20,000	0.18
2.	Bibekananda Mukherjee	400	0.005	400	0.004
	Total	79,98,400	99.98	79,98,400	73.43

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

Name of the Promoter	No. of Shares held	Average cost of Acquisition (in Rs.)
Amalendu Mukherjee	79,78,000	5.01

Equity Shares held by top Seven* shareholders

Our top seven* shareholders and the number of Equity Shares held by them as on date of this Draft Prospectus are as under:

Sr. No.	Name of shareholder	No. of Shares	% age of pre-Issue capital
1.	Amalendu Mukherjee	79,78,000	99.72
2.	Namita Mukherjee	20,000	0.25
3.	Bibekananda Mukherjee	400	0.005
4.	Dalbir Singh	400	0.005
5.	NeerajAnand	400	0.005
6.	Rajender Kumar Bhatt	400	0.005



Sr. No.	Name of shareholder	No. of Shares	% age of pre-Issue capital
7.	Manoj Kumar	400	0.005
	Total	80,00,000	100.00

**As on date of filing of this Draft Prospectus we have only seven shareholders.*

Our top seven* shareholders and the number of Equity Shares held by them ten days prior to the date of this Draft Prospectus are as under:

Sr. No.	Name of shareholder	No. of Shares	% age of pre-Issue capital
1.	Amalendu Mukherjee	79,78,000	99.72
2.	Namita Mukherjee	20,000	0.25
3.	Bibekananda Mukherjee	400	0.005
4.	Dalbir Singh	400	0.005
5.	NeerajAnand	400	0.005
6.	Rajender Kumar Bhatt	400	0.005
7.	Manoj Kumar	400	0.005
	Total	80,00,000	100.00

**As on ten days prior to the date of this Draft Prospectus we have only seven shareholders.*

Our top three* shareholders and the number of Equity Shares held by them two years prior to date of this Draft Prospectus are as under:

Sr. No.	Name of shareholder	No. of Shares	% age of then existing capital
1.	Amalendu Mukherjee	3,334	33.34
2.	Rajeev Sharma	3,333	33.33
3.	Richa Bhargava	3,333	33.33
	Total	10,000	100.00

**Our Company had only three shareholders two years prior to the date of this Draft Prospectus.*



11. There is no "Buyback", "Standby", or similar arrangement for the purchase of Equity Shares by our Company/Promoter/Directors/Lead Manager for purchase of Equity Shares offered through this Draft Prospectus.
12. The Equity Shares, which are subject to lock-in, shall carry the inscription "non-transferable" and the non-transferability details shall be informed to the depository. The details of lock-in shall also be provided to the Stock Exchange before the listing of the Equity Shares.
13. As on the date of this Draft Prospectus, none of the shares held by our Promoter/ Promoter Group are pledged with any financial institutions or banks or any third party as security for repayment of loans.
14. Except, as otherwise disclosed in the chapter titled "Objects of the Issue" beginning on page 68 of this Draft Prospectus, we have not raised any bridge loans against the proceeds of the Issue.
15. Investors may note that in case of over-subscription, allotment will be on proportionate basis as detailed in heading on "Basis of Allotment" beginning on page 266 of this Draft Prospectus.
16. The Equity Shares Issued pursuant to this Issue shall be fully paid-up at the time of Allotment, failing which no allotment shall be made.
17. Our Company has not issued any Equity Shares at a price less than the Issue Price in the last one year preceding the date of filing of this Draft Prospectus, except as mentioned below:

Date of Issue	Name of the person	No. of Shares	Issue Price (in Rs.)	Reasons for such Issue	Whether part of Promoter Group
November 10, 2014	Amalendu Mukherjee	9,90,000	10.00	Right Issue	Yes

However the above shares have not been considered for compulsorily lock in of 20% in accordance with regulation 33 of SEBI (ICDR) Regulations, 2009.

18. In case of over-subscription in all categories the allocation in the Issue shall be as per the requirements of Regulation 43 (4) of SEBI (ICDR) Regulations, as amended from time to time.
19. Under subscription, if any, in any category, shall be met with spill-over from any other category or combination of categories at the discretion of our Company, in consultation with the Lead Manager and NSE EMERGE Platform.
20. An over-subscription to the extent of 10% of the Issue can be retained for the purpose of rounding off while finalizing the basis of allotment to the nearest integer during finalizing the allotment, subject to minimum allotment lot. Consequently, the actual allotment may go up by a maximum of 10% of the Issue, as a result of which, the post issue paid up capital after the Issue would also increase by the excess amount of allotment so made. In such an event, the Equity Shares held by the Promoter and subject to lock-in shall be suitably increased to ensure that 20% of the post issue paid-up capital is locked-in.
21. The Issue is being made through Fixed Price Method.
22. As on date of filing of this Draft Prospectus with Stock Exchange, the entire issued share capital of our Company is fully paid-up. The Equity Shares offered through this Public Issue will be fully paid up.



23. On the date of filing this Draft Prospectus with Stock Exchange, there are no outstanding financial instruments or any other rights that would entitle the existing Promoter or shareholders or any other person any option to receive Equity Shares after the Issue.
24. Our Company has not issued any Equity Shares out of revaluation reserves and not issued any bonus shares out of capitalization of revaluation reserves.
25. Lead Manager to the Issue viz. Sarthi Capital Advisors Private Limited and its associates do not hold any Equity Shares of our Company.
26. Our Company has not revalued its assets since incorporation.
27. Our Company has not made any Public Issue of any kind or class of securities since its incorporation.
28. There will be only one denomination of the Equity Shares of our Company unless otherwise permitted by law.
29. Our Company shall comply with such disclosure, and accounting norms as may be specified by SEBI from time to time.
30. There will be no further issue of capital whether by way of issue of bonus shares, preferential allotment, and rights issue or in any other manner during the period commencing from submission of this Draft Prospectus with Stock Exchange until the Equity Shares to be issued pursuant to the Issue have been listed.
31. Except as disclosed in the Draft Prospectus, our Company presently does not have any intention or proposal to alter its capital structure for a period of six (6) months from the date of opening of the Issue, by way of split/consolidation of the denomination of Equity Shares or further issue of Equity Shares (including issue of securities convertible into Equity Shares) whether preferential or otherwise. However, during such period or a later date, it may issue Equity Shares or securities linked to Equity Shares to finance an acquisition, merger or joint venture or for regulatory compliance or such other scheme of arrangement if an opportunity of such nature is determined by its Board of Directors to be in the interest of our Company.
32. Our Company does not have any ESOS/ESPS scheme for our employees and we do not intend to allot any shares to our employees under ESOS/ESPS scheme from the proposed Issue. As and when, options are granted to our employees under the ESOP scheme, our Company shall comply with the SEBI (Employee Stock Option Scheme and Employees Stock Purchase Plan) Guidelines 1999.
33. An investor cannot make an application for more than the number of Equity Shares offered in this Issue, subject to the maximum limit of investment prescribed under relevant laws applicable to each category of investor.
34. No payment, direct, indirect in the nature of discount, commission, and allowance, or otherwise shall be made either by us or by our Promoter to the persons who receive allotments, if any, in this Issue.
35. Our Company has seven (7) shareholders as on the date of filing of this Draft Prospectus.



OBJECTS OF THE ISSUE

Our Company proposes to utilize the funds which are being raised towards funding the following objects and achieve the benefits of listing on the NSE EMERGE Platform.

The objects of the Issue are:-

1. To meet the working capital requirements of the Company;
2. Issue Expenses

Our Company believes that listing will enhance our Company's corporate image, brand name and create a public market for its Equity Shares in India. The main objects clause of our Memorandum enables our Company to undertake the activities for which funds are being raised in the Issue. The existing activities of our Company are within the objects clause of our Memorandum. The fund requirement and deployment is based on internal management estimates and has not been appraised by any bank or financial institution.

FUND REQUIREMENTS

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

We intend to utilize the proceeds of the Fresh Issue, in the manner set forth below:

Sr. No.	Particulars	Total (Rs. in Lakhs)
1	Working Capital Requirements	827.60
3	*Issue Expenses	40.00
	Total	867.60

** As on September 09, 2015, our Company has incurred a sum of Rs. 3,65,380/- (Rupees three lakhs, sixty five thousand, three hundred and eighty only) towards issue expenses.*

The requirements of the objects detailed above are intended to be funded from the Proceeds of the Issue. Accordingly, we confirm that there is no requirement for us to make firm arrangements of finance through verifiable means towards at least 75% of the stated means of finance, excluding the amount to be raised from the proposed Issue.

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

In case of variations in the actual utilization of funds allocated for the purposes set forth above, increased fund requirements for a particular purpose may be financed by surplus funds, if any, available in respect of the other purposes for which funds are being raised in this Issue. If surplus funds are unavailable, the required financing will be through our internal accruals and/or debt.



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

DETAILS OF UTILIZATION OF ISSUE PROCEEDS

(Rs. in Lakhs)

Particulars	2013-14 (Audited)	2014-15 (Audited)	2015-16 (Estimated)
Current Assets			
Inventories	578.95	10,687.23	7,666.67
Trade Receivables	2,441.07	6,105.33	15,000.00
Cash & Cash Equivalents	99.07	5,378.10	205.39
Other Current Assets	2,616.67	4,937.96	6412.34
Total (A)	5,735.76	27,108.62	29284.40
Current Liabilities			
Trade Payables	5,952.57	16,221.21	14,500.00
Other Current Liabilities	16.81	10,844.11	10,277.00
Statutory Liabilities	98.11	163.16	200.00
Short Term Provisions	-	94.58	1,462.34
Total (B)	6,067.49	27,323.06	26,439.34
Net Working Capital (A)-(B)	(331.73)	(214.44)	2,845.06
Sources Of Working Capital			
Fund based borrowings	-	-	205.00
Internal sources	-	-	1,772.46
IPO Proceeds	-	-	867.60

BASIS OF ESTIMATION

The incremental working capital requirements are based on historical Company data and estimation of the future requirements in FY 2015-16 considering the growth in activities of our Company and in line with norms generally accepted by banker(s).

We have estimated future working capital requirements based on the following:

Particulars	Basis	2013-14	2014-15	2015-16
Receivables	Debtors Collection Period (in days)	58	34	45
Inventory	Stock/ No. of Days	17	63	30
Payables	Credit Period	161	83	60



Issue Related Expenses

The expenses for this Issue include issue management fees, underwriting fees, registrar fees, legal advisor fees, printing and distribution expenses, advertisement expenses, depository charges and listing fees to the Stock Exchange, among others. The total expenses for this Issue are estimated not to exceed Rs. 40.00 Lakhs.

(Rs. in Lakhs)

Expenses	Expenses (Rs. in Lakhs)	Expenses(% of total Issue expenses)	Expenses(% of Issue size)
Payment to Merchant Banker including expenses towards printing, advertising, and payment to other intermediaries such as Registrars, Market Makers, Bankers etc.	30.00	75.00	3.45
Regulatory Fees & Other Expenses	10.00	25.00	1.15
Total estimated Issue expenses	40.00	100.00	4.61

DEPLOYMENT OF FUNDS:

As estimated by our management, the entire proceeds from the Issue shall be utilized as follows:

(Rs. in Lakhs)

Particulars	Total Funds required	Amount incurred till September 9, 2015	Balance deployment during FY 2015-16
Working Capital	827.60	0.00	827.60
*Issue Expenses	40.00	3.65	36.35
Total	867.60	3.65	863.95

* As on September 09, 2015, our Company has incurred a sum of Rs. 3,65,380/- (Rupees three lakhs, sixty five thousand, three hundred and eighty only) towards issue expenses.

Sain Kanwar & Associates, Statutory Auditor have vide certificate dated September 09, 2015 confirmed that as on September 09, 2015 following funds were deployed for the proposed Objects of the Issue:

Source	Estimated Amount (in lacs)
Internal Accruals	3.65
Total	3.65



MEANS OF FINANCE

(Rs. in Lakhs)

Particulars	Estimated Amount
Net Proceeds	867.60
Internal Accruals	Nil
Total	867.60

APPRAISAL BY APPRAISING AGENCY

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

INTERIM USE OF FUNDS

Pending utilization for the purposes described above, we intend to invest the funds in fixed deposits with banks, for the necessary duration or for reducing overs. Our management, in accordance with the policies established by our Board of Directors from time to time, will deploy the Net Proceeds. Further, our Board of Directors hereby undertakes that full recovery of the said interim investments shall be made without any sort of delays as and when need arises for utilization of proceeds for the objects of the issue.

MONITORING UTILIZATION OF FUNDS

As the Net Proceeds of the Issue will be less than Rs. 50,000 Lakhs, under the SEBI (ICDR) Regulations it is not mandatory for us to appoint a monitoring agency.

Our Board and the management will monitor the utilization of the Net Proceeds through its audit committee. Pursuant to Clause 52 of the SME Listing Agreement, our Company shall on half-yearly basis disclose to the Audit Committee the applications of the proceeds of the Issue. On an annual basis, our Company shall prepare a statement of funds utilized for purposes other than stated in this Draft Prospectus and place it before the Audit Committee. Such disclosures shall be made only until such time that all the proceeds of the Issue have been utilized in full. The statement will be certified by the Statutory Auditors of our Company.

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



BASIS FOR ISSUE PRICE

The Issue Price of Rs. 30 per Equity Share has been determined by our Company, in consultation with the Lead Manager on the basis of the following qualitative and quantitative factors. The face value of the Equity Share is Rs. 10 and Issue Price is Rs. 30 per Equity Share and is 3 times the face value.

QUALITATIVE FACTORS

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

- Established and proven track record;
- Leveraging the experience of our Promoter;
- Experienced management team and a motivated and efficient work force;
- Adequate orders in hand

For further details, refer to heading '*Our Strengths*' under chapter titled '*Our Business*' beginning on page 91 of this Draft Prospectus.

QUANTITATIVE FACTORS

The information presented below relating to the Company is based on the restated financial statements of the Company for Financial Year 2012-13 2013-14 and 2014-15 prepared in accordance with Indian GAAP. Some of the quantitative factors, which form the basis for computing the price, are as follows:

1. Basic Earnings per Share (EPS) as per Accounting Standard 20:

Year ended	EPS (Rs.)	Weight
March 31, 2013	21.48	1
March 31, 2014	91.15	2
March 31, 2015	80.38	3
Weighted Average	74.15	

Note: The EPS has been computed by dividing net profit as restated, attributable to equity shareholders by weighted average number of equity shares outstanding during the year.

2. Price to Earnings (P/E) ratio in relation to Issue Price of Rs. 30 per Equity Share of face value of Rs. 10/- each.

Particulars	P/E Ratio
P/E ratio based on Basic EPS for FY 2014-15	0.37
P/E ratio based on Weighted Average EPS	0.40

3. Average Return on Net worth (Ron) for the preceding three years.

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

Year ended	Ron (%)	Weight
March 31, 2013	89.45	1
March 31, 2014	76.82	2
March 31, 2015	73.40	3
Weighted Average	77.21	



Note: The Ron has been computed by dividing net profit after tax as restated, by Net Worth as at the end of the year excluding miscellaneous expenditure to the extent not written off.

4. Minimum Return on Total Net Worth after Issue needed to maintain Pre-Issue EPS for the year ended March 31, 2015 – 311.51%

5. Net Asset Value (NAV)

Particulars	Amount (Rs.)
Net Asset Value per Equity Share as of March 31, 2015	438.03
Net Asset Value per Equity Share after the Issue	29.48
Issue Price per equity share	30.00

*NAV per Equity Share has been calculated as Net Worth as divided by number of Equity Shares

6. Comparison with other listed companies/Industry peers*

Companies	Face Value	Sales (In Rs. cr.)	PAT (In Rs. Cr.)	EPS (In Rs.)	P/E Ratio	CMP (In Rs.)
RICOH India Limited	10.00	1,637.82	33.90	8.52	48.88	605.50
Compuage Infocom Limited	10.00	23.88	12.10	10.67	8.43	90.00
TVS Electronics Limited	10.00	272.04	2.29	1.63	67.12	109.50
Smartlink Network Systems Limited	2.00	92.88	13.21	2.92	33.53	97.60

*Source: www.moneycontrol.com

- The figures of Fourth Dimension Solutions Limited are based on the restated results for the year ended March 31, 2015
- The figures for the Peer group are based on Standalone audited results for the Financial Year ended March 31, 2015
- Current Market Price (CMP) is the closing prices of respective scrips as on September 11, 2015

The Company in consultation with the Lead Manager and after considering various valuation fundamentals including Book Value and other relevant factors believes that the issue price of Rs 30.00 per share for the Public Issue is justified in view of the above parameters. The investors may also want to pursue the Risk Factors beginning on page 19 of this Draft Prospectus and Financials of the company as set out in the Financial Statements beginning on page 142 of this Draft Prospectus to have more informed view about the investment proposition. The Face Value of the Equity Shares is Rs 10 per share and the Issue Price is 3 times of the face value i.e. Rs 30.00 per share.

For further details see “Risk Factors” beginning on page 19 of this Draft Prospectus and the financials of the Company including profitability and return ratios, as set out in the “Financial Statements” beginning on page 142 of this Draft Prospectus for a more informed view.



STATEMENT OF TAX BENEFITS

Statement of possible tax benefits available to the company and its shareholders

To,
The Board of Directors
Fourth Dimension Solutions Limited
DSM 340, DLF Trade Tower,
Shivaji Marg,
New Delhi-110015

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

The benefits discussed in the enclosed Annexure are not exhaustive and the preparation of the contents stated is the responsibility of the Company's management. We are informed that this statement is only intended to provide general information to the investors and hence is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of the tax consequences, the changing tax laws, each investor is advised to consult his or her own tax consultant with respect to the specific tax implications arising out of their participation in the Issue.

Our confirmation is based on the information, explanations and representations obtained from the Company and on the basis of our understanding of the business activities and operations of the Company. We do not express any opinion or provide any assurance as to whether:

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

For **SAIN KANWAR & ASSOCIATES**
Chartered Accountants
F.R.N. 018023N

Kanwar Sain
Partner
M.No. 099422

Place: New Delhi
Date: 09.09.2015



ANNEXURE TO THE STATEMENT OF POSSIBLE TAX BENEFITS AVAILABLE TO FOURTH DIMENSION SOLUTIONS LIMITED AND ITS SHAREHOLDERS

Outlined below are the possible benefits available to the Company and its shareholders under the current direct tax laws in India for the Financial Year 2015-16.

Benefits to the Company under the Income Tax Act, 1961 (The “Act”)

1. General tax benefits

A. Business Income

The Company is entitled to claim depreciation on specified tangible and intangible assets owned by it and used for the purpose of its business as per provisions of Section 32 of the Act. Business losses, if any, for an assessment year can be carried forward and set off against business profits for eight subsequent years. Unabsorbed depreciation, if any, for an assessment year can be carried forward and set off against any source of income in subsequent years as per provisions of Section 32 of the Act.

B. MAT Credit

- As per provisions of Section 115JAA of the Act, the Company is eligible to claim credit for Minimum Alternate Tax (“MAT”) paid for any assessment year commencing on or after April 1, 2006 against normal income-tax payable in subsequent assessment years.
- As per Section 115JB, Minimum Alternate Tax (“MAT”) is payable @18.5% of the Book profits computed in accordance with the provisions of this section, where income-tax computed under the normal provisions of the Act is less than 18.5% of the Book profits as computed under the said section. A surcharge on income tax of 7% would be levied if the total income exceeds `10 million but does not exceed Rs 100 million. A surcharge at the rate of 12% would be levied if the total income exceeds Rs 100 million. Education cess of 2% and Secondary Higher Education cess of 1% is levied on the amount of tax and surcharge.
- MAT credit shall be allowed for any assessment year to the extent of difference between the tax payable as per the normal provisions of the Act and the tax paid under Section 115JB for that assessment year. Such MAT credit is available for set-off up to ten years succeeding the assessment year in which the MAT credit arises.

C. Capital Gains

(i) Computation of capital gains

- Capital assets are to be categorized into short - term capital assets and long – term capital assets based on the period of holding. All capital assets, being shares held in a Company or any other security listed in a recognized stock exchange in India or unit of the Unit Trust of India or a unit of a mutual fund specified under section 10(23D) of the Act or a zero coupon bond, held by an assessee for more than twelve months are considered to be long - term capital assets, capital gains arising from the transfer of which are termed as long - term capital gains (‘LTCG’). In respect of any other capital assets, the holding period should exceed thirty - six months to be considered as long - term capital assets.
- Short - term capital gains (‘STCG’) means capital gains arising from the transfer of capital asset being a share held in a Company or any other security listed in a recognized stock exchange in India or unit of the Unit Trust of India or a unit of a mutual fund specified under clause (23D) of Section 10 or a zero coupon bonds, held by an assessee for twelve months or less.
- In respect of any other capital assets, STCG means capital gains arising from the transfer of an asset, held by an assessee for thirty six months or less.



- LTCG arising on transfer of equity shares of a Company or units of an equity oriented fund (as defined which has been set up under a scheme of a mutual fund specified under Section 10(23D)) is exempt from tax as per provisions of Section 10(38) of the Act, provided the transaction is chargeable to securities transaction tax (STT) and subject to conditions specified in that section.
 - Income by way of LTCG exempt under Section 10(38) of the Act is to be taken into account while determining book profits in accordance with provisions of Section 115JB of the Act.
 - As per provisions of Section 48 of the Act, LTCG arising on transfer of capital assets, other than bonds and debentures (excluding capital indexed bonds issued by the Government) and depreciable assets, is computed by deducting the indexed cost of acquisition and indexed cost of improvement from the full value of consideration.
 - As per provisions of Section 112 of the Act, LTCG not exempt under Section 10(38) of the Act are subject to tax at the rate of 20% with indexation benefits. However, if such tax payable on transfer of listed securities or units or zero coupon bond exceed 10% of the LTCG (without indexation benefit), the excess tax shall be ignored for the purpose of computing the tax payable by the assessee.
 - As per provisions of Section 111A of the Act, STCG arising on sale of equity shares or units of equity oriented mutual fund (as defined which has been set up under a scheme of a mutual fund specified under Section 10(23D)), are subject to tax at the rate of 15% provided the transaction is chargeable to STT. No deduction under Chapter VIA is allowed from such income
 - STCG arising on sale of equity shares or units of equity oriented mutual fund (as defined which has been set up under a scheme of a mutual fund specified under Section 10(23D)), where such transaction is not chargeable to STT is taxable at the rate of 30%.
 - As per provisions of Section 71 read with Section 74 of the Act, short - term capital loss arising during a year is allowed to be set-off against short - term as well as long - term capital gains. Balance loss, if any, shall be carried forward and set-off against any capital gains arising during subsequent eight assessment years.
 - As per provisions of Section 71 read with Section 74 of the Act, long - term capital loss arising during a year is allowed to be set-off only against long - term capital gains. Balance loss, if any, shall be carried forward and set-off against long – term capital gains arising during subsequent eight assessment years.
- (ii) Exemption of capital gains from income – tax
- Under Section 54EC of the Act, capital gain arising from transfer of long – term capital assets [other than those exempt u/s 10(38)] shall be exempt from tax, subject to the conditions and to the extent specified therein, if the capital gain are invested within a period of six months from the date of transfer in the bonds redeemable after three years and issued by -:
 1. National Highway Authority of India (NHAI) constituted under Section 3 of National Highway Authority of India Act, 1988; and
 2. Rural Electrification Corporation Limited (REC), a company formed and registered under the Companies Act, 1956.
 - Where a part of the capital gains is reinvested, the exemption is available on a proportionate basis. The maximum investment in the specified long term asset cannot exceed Rs 50,00,000 per assessee during any financial year.
 - Where the new bonds are transferred or converted into money within three years from the date of their acquisition, the amount so exempted is taxable as capital gains in the year of transfer / conversion.
 - As per provision of Section 14A of the Act, expenditure incurred to earn an exempt income is not allowed as deduction while determining taxable income.



- The characterization of the gain / losses, arising from sale / transfer of shares as business income or capital gains would depend on the nature of holding and various other factors.

D. Securities Transaction Tax

As per provisions of Section 36(1) (xv) of the Act, STT paid in respect of the taxable securities transactions entered into in the course of the business is allowed as a deduction if the income arising from such taxable securities transactions is included in the income computed under the head 'Profit and gains of business or profession'. Where such deduction is claimed, no further deduction in respect of the said amount is allowed while determining the income chargeable to tax as capital gains.

E. Dividends

- As per provisions of Section 10(34) read with Section 115-O of the Act, dividend (both interim and final), if any, received by the Company on its investments in shares of another Domestic Company is exempt from tax. The Company will be liable to pay dividend distribution tax (DDT) at the rate of 15%. A surcharge of 12% would be levied on the amount of DDT. Further, Education cess of 2% and Secondary Higher Education cess of 1% is levied on the amount of tax and surcharge. Credit in respect of dividend distribution tax paid by a subsidiary of the Company could be available while determining the dividend distribution tax payable by the Company as per provisions of Section 115-O (1A) of the Act, subject to fulfillment of prescribed conditions.
- As per provisions of Section 10(35) of the Act, income received in respect of units of a mutual fund specified under Section 10(23D) of the Act (other than income arising from transfer of such units) is exempt from tax.
- As per provisions of Section 80G of the Act, the Company is entitled to claim deduction of as specified amount in respect of eligible donations, subject to the fulfillment of the conditions specified in that section.
- As per the provisions of Section 115BBD of the Act, dividend received by Indian company from a specified foreign company (in which it has shareholding of 26% or more) would be taxable at the concessional rate of 15% on gross basis (excluding surcharge and education cess).

Benefits to the Resident members / shareholders of the Company under the Act

A. Dividends exempt under section 10(34) of the Act

As per the provisions of Section 10(34) of the Act, dividend (both interim and final), if any, received by the resident members / shareholders from the Company is exempt from tax. The Company will be liable to pay dividend distribution tax at the rate of 15% plus a surcharge as applicable, on the dividend distribution tax and education cess and secondary and higher education cess of 2% and 1% respectively on the amount of dividend distribution tax and surcharge thereon on the total amount distributed as dividend.

B. Capital Gains

(i) Computation of capital gains

- Capital assets are to be categorized into short - term capital assets and long - term capital assets based on the period of holding. All capital assets, being share held in a Company or any other securities listed in a recognized stock exchange in India or unit of the Unit Trust of India or a unit of a mutual fund specified under section 10(23D) of the Act or a zero coupon bond, held by an assessee for more than twelve months are considered to be long - term capital assets, capital gains arising from the transfer of which are termed as LTCG. In respect of any other capital assets, the holding period should exceed thirty – six months to be considered as long - term capital assets.



- STCG means capital gains arising from the transfer of capital asset being a share held in a Company or any other securities listed in a recognized stock exchange in India or unit of the Unit Trust of India or a unit of a mutual fund specified under clause (23D) of Section 10 or a zero coupon bonds, held by an assessee for twelve months or less.
 - In respect of any other capital assets, STCG means capital gain arising from the transfer of an asset, held by an assessee for thirty six months or less.
 - LTCG arising on transfer of equity shares of a Company or units of an equity oriented fund (as defined which has been set up under a scheme of a mutual fund specified under Section 10(23D)) is exempt from tax as per provisions of Section 10(38) of the Act, provided the transaction is chargeable to STT and subject to conditions specified in that section.
 - As per first proviso to Section 48 of the Act, the capital gains arising on transfer of share of an Indian Company need to be computed by converting the cost of acquisition, expenditure incurred in connection with such transfer and full value of the consideration receiving or accruing as a result of the transfer, into the same foreign currency in which the shares were originally purchased. The resultant gains thereafter need to be reconverted into Indian currency. The conversion needs to be at the prescribed rates prevailing on dates stipulated. Further, the benefit of indexation as provided in second proviso to Section 48 is not available to non-resident shareholders.
 - As per provisions of Section 112 of the Act, LTCG not exempt under Section 10(38) of the Act are subject to tax at the rate of 20% (plus applicable surcharge and cess) with indexation benefits. However, if such tax payable on transfer of listed securities or units or zero coupon bond exceed 10% of the LTCG (without indexation benefit), the excess tax shall be ignored for the purpose of computing the tax payable by the assessee. As per provisions of Section 111A of the Act, STCG arising on sale of equity shares or units of equity oriented mutual fund (as defined which has been set up under a scheme of a mutual fund specified under Section 10(23D)), are subject to tax at the rate of 15% (plus applicable surcharge and cess) provided the transaction is chargeable to STT. No deduction under Chapter VIA is allowed from such income.
 - STCG arising on sale of equity shares or units of equity oriented mutual fund (as defined which has been set up under a scheme of a mutual fund specified under Section 10(23D)), where such transaction is not chargeable to STT is taxable at the rate of 30%.
 - As per provisions of Section 71 read with Section 74 of the Act, short - term capital loss arising during a year is allowed to be set-off against short - term as well as long – term capital gains. Balance loss, if any, shall be carried forward and set-off against any capital gains arising during subsequent eight assessment years.
 - As per provisions of Section 71 read with Section 74 of the Act, long - term capital loss arising during a year is allowed to be set-off only against long - term capital gains. Balance loss, if any, shall be carried forward and set-off against long - term capital gains arising during subsequent 8 assessment years.
- (ii) Exemption of capital gains arising from income – tax
- As per Section 54EC of the Act, capital gains arising from the transfer of a long – term capital asset are exempt from capital gains tax if such capital gains are invested within a period of six months after the date of such transfer in specified bonds issued by NHAI and REC and subject to the conditions specified therein.
 - Where a part of the capital gains is reinvested, the exemption is available on a proportionate basis. The maximum investment in the specified long - term asset cannot exceed Rs 5,000,000 per assessee during any financial year



- Where the new bonds are transferred or converted into money within three years from the date of their acquisition, the amount so exempted is taxable as capital gains in the year of transfer / conversion.
- As per provisions of Section 14A of the Act, expenditure incurred to earn an exempt income is not allowed as deduction while determining taxable income.
- The characterization of the gain / losses, arising from sale / transfer of shares as business income or capital gains would depend on the nature of holding and various other factors.
- In addition to the same, some benefits are also available to a resident shareholder being an individual or Hindu Undivided Family ('HUF').
- As per provisions of Section 54F of the Act, LTCG arising from transfer of shares is exempt from tax if the net consideration from such transfer is utilized within a period of one year before, or two years after the date of transfer, for purchase of a new residential house, or for construction of residential house within three years from the date of transfer and subject to conditions and to the extent specified therein.

C. Tax Treaty Benefits

As per provisions of Section 90 (2) of the Act, non-resident shareholders can opt to be taxed in India as per the provisions of the Act or the double taxation avoidance agreement entered into by the Government of India with the country of residence of the non-resident shareholder, whichever is more beneficial.

D. Non-Resident Taxation

Special provisions in case of Non-Resident Indian ('NRI') in respect of income / LTCG from specified foreign exchange assets under Chapter XII-A of the Act are as follows:

- NRI means a citizen of India or a person of Indian origin who is not a resident. A person is deemed to be of Indian origin if he, or either of his parents or any of his grandparents, were born in undivided India.
- Specified foreign exchange assets include shares of an Indian company which are acquired / purchased / subscribed by NRI in convertible foreign exchange.
- As per provisions of Section 115E of the Act, LTCG arising to a NRI from transfer of specified foreign exchange assets is taxable at the rate of 10% (plus education cess and secondary & higher education cess of 2% and 1% respectively).
- As per provisions of Section 115E of the Act, income (other than dividend which is exempt under Section 10(34)) from investments and LTCG (other than gain exempt under Section 10(38)) from assets (other than specified foreign exchange assets) arising to a NRI is taxable at the rate of 20% (education cess and secondary & higher education cess of 2% and 1% respectively). No deduction is allowed from such income in respect of any expenditure or allowance or deductions under Chapter VI-A of the Act.
- As per provisions of Section 115F of the Act, LTCG arising to a NRI on transfer of a foreign exchange asset is exempt from tax if the net consideration from such transfer is invested in the specified assets or savings certificates within six months from the date of such transfer, subject to the extent and conditions specified in that section.
- As per provisions of Section 115G of the Act, where the total income of a NRI consists only of income / LTCG from such foreign exchange asset / specified asset and tax thereon has been deducted at source in accordance with the Act, the NRI is not required to file a return of income.
- As per provisions of Section 115H of the Act, where a person who is a NRI in any previous year, becomes assessable as a resident in India in respect of the total income of any subsequent year, he / she may furnish a declaration in writing to the assessing officer, along with his / her return of income under Section 139 of the Act for the assessment year in which he / she is first assessable as a resident, to the effect that the provisions of the Chapter XII-A shall continue to apply to him / her in relation to investment income



derived from the specified assets for that year and subsequent years until such assets are transferred or converted into money.

- As per provisions of Section 115I of the Act, a NRI can opt not to be governed by the provisions of Chapter XII-A for any assessment year by furnishing return of income for that assessment year under Section 139 of the Act, declaring therein that the provisions of the chapter shall not apply for that assessment year. In such a situation, the other provisions of the Act shall be applicable while determining the taxable income and tax liability arising thereon.

Benefits available to Foreign Institutional Investors ('FIIs') under the Act

A. Dividends exempt under section 10(34) of the Act

As per provisions of Section 10(34) of the Act, dividend (both interim and final), if any, received by a shareholder from a domestic Company is exempt from tax. The Company will be liable to pay dividend distribution tax at the rate of 15% plus a surcharge as applicable on the dividend distribution tax and education cess and secondary and higher education cess of 2% and 1% respectively on the amount of dividend distribution tax and surcharge thereon on the total amount distributed as dividend.

B. Long – Term Capital Gains exempt under section 10(38) of the Act

- LTCG arising on sale equity shares of a company subjected to STT is exempt from tax as per provisions of Section 10(38) of the Act. It is pursuant to note that as per provisions of Section 14A of the Act, expenditure incurred to earn an exempt income is not allowed as deduction while determining taxable income.
- It is pertinent to note that as per provisions of Section 14A of the Act, expenditure incurred to earn an exempt income is not allowed as deduction while determining taxable income.

C. Capital Gains

- As per provisions of Section 115AD of the Act, income (other than income by way of dividends referred to Section 115-O) received in respect of securities (other than units referred to in Section 115AB) is taxable at the rate of 20% (plus applicable surcharge and education cess and secondary & higher education cess). No deduction is allowed from such income in respect of any expenditure or allowance or deductions under Chapter VI-A of the Act.
- As per provisions of Section 115AD of the Act, capital gains arising from transfer of securities is taxable as follows:

Nature of income	Rate of tax (%)
LTCG on sale of equity shares not subjected to STT	10%
STCG on sale of equity shares subjected to STT	15%
STCG on sale of equity shares not subjected to STT	30%

- For corporate FIIs, the tax rates mentioned above stands increased by surcharge (as applicable) where the taxable income exceeds Rs 10,000,000. Further, education cess and secondary and higher education cess on the total income at the rate of 2% and 1% respectively is payable by all categories of FIIs.
- The benefit of exemption under Section 54EC of the Act mentioned above in case of the Company is also available to FIIs.

D. Securities Transaction Tax

As per provisions of Section 36(1)(xv) of the Act, STT paid in respect of the taxable securities transactions entered into in the course of the business is allowed as a deduction if the income arising from such taxable securities transactions is included in the income computed under the head 'Profit and gains of business or



profession'. Where such deduction is claimed, no further deduction in respect of the said amount is allowed while determining the income chargeable to tax as capital gains.

E. Tax Treaty benefits

- As per provisions of Section 90(2) of the Act, FIIs can opt to be taxed in India as per the provisions of the Act or the double taxation avoidance agreement entered into by the Government of India with the country of residence of the FII, whichever is more beneficial
- The characterization of the gain / losses, arising from sale / transfer of shares as business income or capital gains would depend on the nature of holding and various other factors

Benefits available to Mutual Funds under the Act

- a) Dividend income
Dividend income, if any, received by the shareholders from the investment of mutual funds in shares of a domestic Company will be exempt from tax under section 10(34) read with section 115 O of the Act.
- b) As per provisions of Section 10(23D) of the Act, any income of mutual funds registered under the Securities and Exchange Board of India, Act, 1992 or Regulations made there under, mutual funds set up by public sector banks or public financial institutions and mutual funds authorized by the Reserve Bank of India, is exempt from income-tax, subject to the prescribed conditions.

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

For **SAIN KANWAR & ASSOCIATES**
Chartered Accountants
F.R.N. 018023N

Kanwar Sain
Partner
M.No. 099422

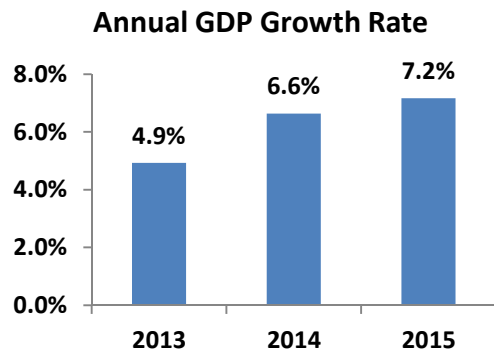
Place: New Delhi
Date: 09.09.2015



SECTION IV - ABOUT THE COMPANY

OUR INDUSTRY

Overview of Indian Economy



India, a South Asian nation, is the seventh-largest country by area, the second-most populous country with over 1.25 billion people, and the most populous democracy in the world. India is the fourth largest economy in the world in terms of purchasing power parity (PPP). Gross Domestic (GDP) of the country for the year 2014-2015 stood at INR 106.6 trillion (US\$ 1.60 trillion) as compared to INR 99.21 trillion (US\$ 1.49 trillion) in 2013-14. India's economy has witnessed a significant economic growth in the recent past, growing by 7.2 % in 2015 as against 6.6 % in 2014. India is set to become the world's fastest-growing major economy by 2016 ahead of China, the International Monetary Fund (IMF) said in its recent latest

forecast. Service sector contributes 65% to the GDP were as Industry and Agriculture shares the pie with 18% and 17% respectively. The Asian Development Bank (ADB) in its update released on July 16, 2015 for the Asian Development Outlook, kept its forecasts for India's GDP growth unchanged. The ADB expects India to grow by 7.8 % in 2015-16 backed by healthy growth in agriculture and a pick up in investment activity.

(Source: CMIE, IBEF, Asian Development Bank)

Passing through the phase of high current account deficit, rising inflation, slowing down in capex cycle and industrial activities, now the economy is witnessing some revival. Fall in crude oil prices supported to grapple the rising inflation as well as rates cuts is expected from the central bank that could be the positive sign for accelerating the investment cycle in the Economy. Index of Industrial Production which depicts the performance of eight core industries of Indian economy for 2014-15 has grown by 3.6 % as compared to 4.2 % in 2013-14.

India's current account deficit reduced sharply to US\$ 1.3 billion (0.2 % of GDP) in the fourth quarter of 2015 compared to US\$ 8.3 billion (1.6 % of GDP) in the previous quarter, indicating a shrink in the current account deficit by 84.3 % quarter-on-quarter basis., as global oil prices slumped while foreign investments into the country remained robust.

The Index of Industrial Production (IIP) registered a growth of 4.2 % in July, 2015 over the index of July, 2014. The index of Manufacturing, Mining and Electricity grew at 4.7 %, 1.3 % and 3.5 % respectively during the month. Cumulatively, the IIP registered a growth of 3.5 % during April to July, 2015-16 over corresponding period of previous year. The index of Mining, Manufacturing and Electricity sector increased by 0.6 %, 4.0 % and 2.6 % respectively during April to July, 2015-16 over corresponding period of previous year.

(Source: www.eaindustry.nic.in/iip/IIP_Highlights.pdf)

India's Consumer Price Index (CPI) inflation rate declined to 3.66 % (Provisional) in August 2015 compared to 7.03 % in the previous year of same month and 3.69% for July 2015. On the other hand the Wholesale Price Index (WPI) based inflation contracted sharply for the 10th straight month to -4.95 % in the month of August 2015 versus -4.05 % in July 2015 influenced by global deflationary trend in commodity prices.



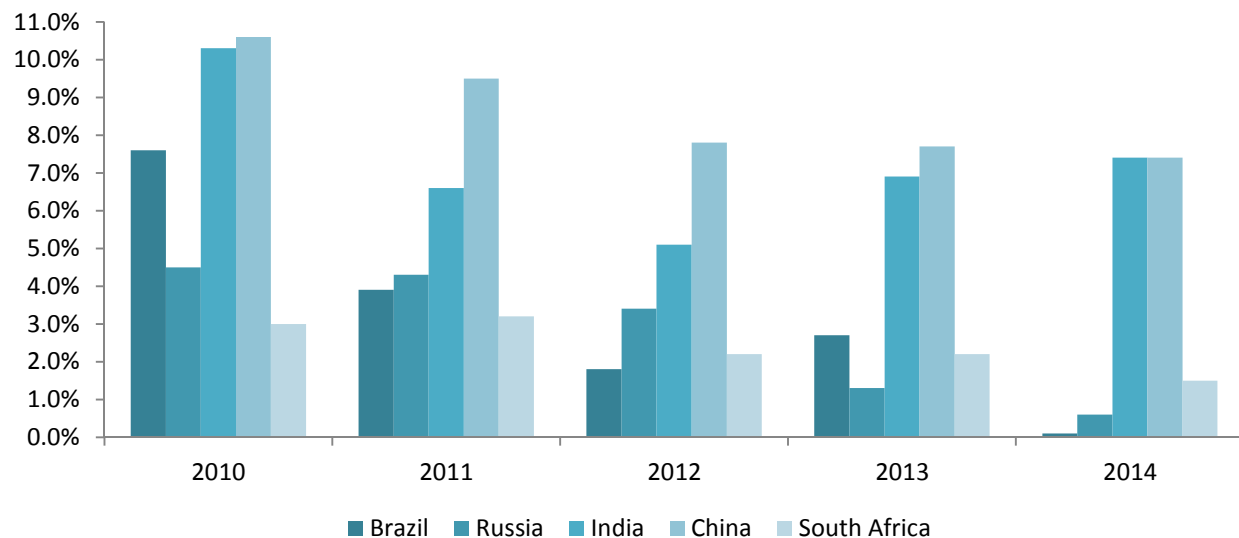
(Source: MOSPI, Media)

Apart from being a critical driver of economic growth, foreign direct investment (FDI) is a major source of non-debt financial resource for the economic development of India. Foreign companies invest in India to take advantage of cheaper wages, special investment privileges like tax exemptions, etc. For a country where foreign investments are being made, it also means achieving technical know-how and generation of employment. The continuous inflow of FDI in India, which is now allowed across several industries, clearly shows the faith that overseas investors have in the country's economy. FDI inflows soared by 24.5 % to US\$ 44.9 billion during FY2015, as compared to US\$ 36.0 billion in FY2014, according to Department of Industrial Policy and Promotion (DIPP) data. The top 10 sectors receiving FDI include telecommunication which received the maximum FDI worth US\$ 2.83 billion in the 10 month period, followed by services (US\$ 2.64 billion), automobiles (US\$ 2.04 billion), computer software and hardware (US\$ 1.30 billion) and pharmaceuticals sector (US\$ 1.25 billion).

India continues to be a preferred market for foreign investors. Listed India-focused funds saw record inflows of US\$ 1.7 billion in January this year, while most other emerging markets (EMs) saw redemptions to the tune of US\$ 3 billion. FIIs pumped in US\$ 2.87 billion into Indian equities in January, most of this coming from listed funds.

FII's net investments in Indian equities and debt are set to touch a record this financial year, backed by expectations of an economic recovery, falling interest rates and improving earnings outlook. FIIs have invested a net of US\$ 43.5 billion so far in 2014-15 expected to be their highest investment compared to others years. Of this, a huge amount US\$ 26.3 billion was invested in debt and it is their record investment in the asset class, while equities absorbed US\$ 17.2 billion.

(Source: www.ibef.org/economy/foreign-institutional-investors.aspx)



(Source: World Bank)

The International Monetary Fund (IMF) and the Moody's Investors Service have forecasted that India will witness a GDP growth rate of 7.5 % in 2016, due to improved investor confidence, lower food prices and better policy reforms. Besides, according to mid-year update of United Nations World Economic Situation and Prospects, India is expected to grow at 7.6 % in 2015 and at 7.7 % in 2016. As per the latest Global Economic Prospects (GEP) report



by World Bank, India is leading The World Bank's growth chart for major economies. The Bank believes India to become the fastest growing major economy by 2015, growing at 7.5 %. According to Mr Jayant Sinha, Minister of State for Finance, Indian economy would continue to grow at 7 to 9 % and would double in size to US\$ 4–5 trillion in a decade, becoming the third largest economy in absolute terms.

(Source: <http://indiainbusiness.nic.in/newdesign/index.php?param=advantage/163>)

Key Economic Variables

Particulars	FY11	FY12	FY13	FY14
Real GDP (INR Billion)	49,185	52,475	54,821	57,418
Real GDP Growth	8.91%	6.69%	4.47%	4.74%
Export (US \$ Billion)	251	310	307	319
Import (US \$ Billion)	381	500	502	466
Current Account Deficit % to GDP	-2.7%	-4.2%	-4.7%	-1.7%
Inflation - WPI	10.5%	8.4%	10.2%	9.5%
FDI Flows Into India US \$ Billion	34.8	46.6	34.3	36.0
FII Flows	29.4	16.8	27.6	5.0

(Source: RBI, DIPP)

Indian Economy –Industrial Sector Facts & Figures

Automobile:

- ✓ Seventh-largest producer in the world with an average annual production of 17.5 Million vehicles.
- ✓ 4th largest automotive market by volume, by 2015.
- ✓ 4 large auto manufacturing hubs across the country.
- ✓ 7% of the country's GDP by volume.
- ✓ 6 Million-plus vehicles to be sold annually, by 2020.

Aviation:

- ✓ 9th largest civil aviation market.
- ✓ 163 Million passengers in 2013.
- ✓ 60 Million international passengers by 2017.
- ✓ 85 international airlines connecting over 40 countries.
- ✓ 3rd largest aviation market by 2020.

Construction:

- ✓ USD 1,000 Billion investments for infrastructure sector projected in 12th five year plan (2012-17).
- ✓ USD 650 Billion investments in urban infrastructure estimated over next 20 years.
- ✓ 100% FDI permitted through the automatic route for townships, cities.
- ✓ 10% of India's GDP is based on construction activity.

IT & BPM

- ✓ USD 200 Billion in savings for companies in the last five years.
- ✓ 600 offshore development centers for 78 countries.
- ✓ USD 225 Billion industry by 2020.
- ✓ The sector accounts for 38% of India's services exports.



Oil & Gas

- ✓ 96 Trillion Cubic Feet of estimated shale gas reserves.
- ✓ 47 Trillion Cubic Feet of proven natural gas reserves.
- ✓ 800 MMT of proven oil reserves.
- ✓ 4th largest consumer of crude oil and petroleum products in the world.
- ✓ 2nd largest refiner in Asia.

Mining

- ✓ 302 Billion Tonnes of coal reserves.
- ✓ 3108 operational mines.
- ✓ 6th largest bauxite reserves.
- ✓ 5th largest iron ore reserves.

Ports

- ✓ 87 new projects approved.
- ✓ 73 Public Private Partnerships.
- ✓ 60 operational non-major ports.
- ✓ 800 Million Metric Tonnes in cargo capacity.
- ✓ 12 major ports.

Railways

- ✓ 4th largest rail freight carrier in the world.
- ✓ USD 1,000 Billion worth of projects to be awarded through Public Private Partnership.
- ✓ 1.3 Million-Strong workforce.
- ✓ World's largest passenger carrier.

Road & Highways

- ✓ USD 3.8 Billion outlay planned for highways.
- ✓ 4.86 Million kms of roads and highways.
- ✓ USD 19 Billion infrastructure development between 2012-17.
- ✓ 100,000 kms of national highway by the end of 2017.
- ✓ 100 completed Public Private Partnership Projects.

Pharmaceuticals

- ✓ 3rd largest pharmaceuticals market by 2020.
- ✓ 20% of global exports in generics.
- ✓ USD 45 Billion in revenue by 2020.
- ✓ USD 26.1 Billion in generics by 2016.
- ✓ 49% of all drug master filings registered in the USA.

(Source: makeinindia.com)

Overview of IT Industry

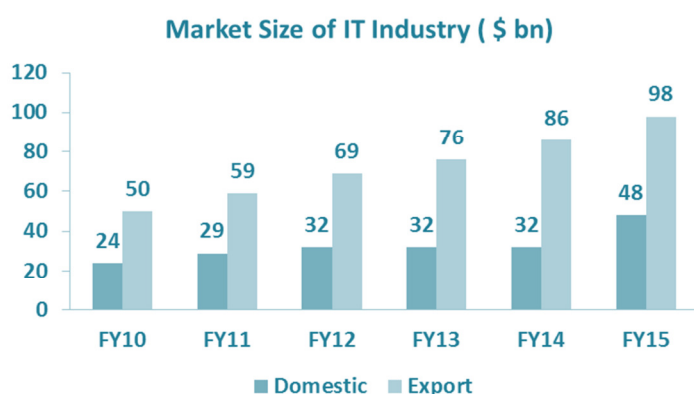
India is the world's largest sourcing destination for the information technology (IT) industry, accounting for approximately 52% of the US\$ 124-130 billion market. The industry employs about 10 million Indians and continues to contribute significantly to the social and economic transformation in the country. The IT industry has not only transformed India's image on the global platform, but has also fuelled economic growth by energising the higher education sector especially in engineering and computer science. India's cost competitiveness in providing IT services, which is approximately 3-4 times cheaper than the US, continues to be its unique selling proposition (USP)



in the global sourcing market. India's highly qualified talent pool of technical graduates is one of the largest in the world and is available at a cost saving of 60-70% to source countries. This large pool of qualified skilled workforce has enabled Indian IT companies to help clients to save US\$ 200 billion in the last five years.

India's IT industry amounts to 12.3 % of the global market, largely due to exports. Export of IT services accounted for 56.12% of total IT exports (including hardware) from India. The Business Process Management (BPM) segment accounted for 23.46% of total IT exports during FY15. The IT-BPM sector in India grew at a Compound Annual Growth rate (CAGR) of 15% over 2010-15, which is 3-4 times higher than the global IT-BPM spend, and is estimated to expand at a CAGR of 9.5% to US\$ 300 billion by 2020.

Market Size of the Industry



India, the fourth largest base for young businesses in the world and home to 3,000 tech start-ups, is set to increase its base to 11,500 tech start-ups by 2020, as per a report by Nasscom and Zinnov Management Consulting Pvt Ltd. India's internet economy is expected to touch Rs 10 trillion (US\$ 161.26 billion) by 2018, accounting for 5 per cent of the country's gross domestic product (GDP), according to a report by the Boston Consulting Group (BCG) and Internet and Mobile Association of India (IAMAI). In December 2014, India's internet user base reached 300 million, the third largest

in the world, while the number of social media users and smartphones grew to 100 million.

Public cloud services revenue in India is expected to reach US\$ 838 million in 2015, growing by 33 per cent year-on-year (y-o-y), as per a report by Gartner Inc. In yet another Gartner report, the public cloud market alone in the country was estimated to treble to US\$ 1.9 billion by 2018 from US\$ 638 million in 2014. The increased internet penetration and rise of e-commerce are the main reasons for continued growth of the data centre co-location and hosting market in India.

(Source: NASSCOM)

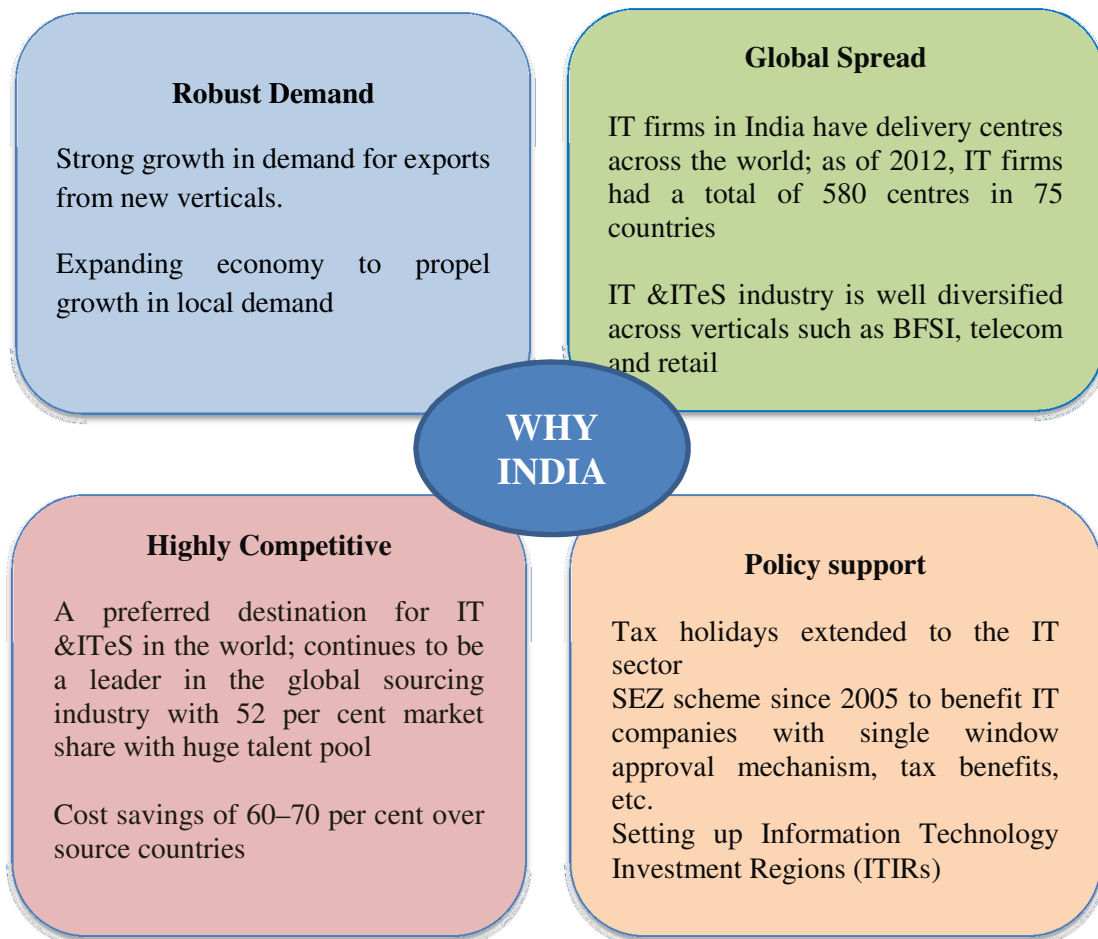
Indian IT Sector - Key Facts:

Shares 8.1% in national GDP	Largest private sector employer, 3.1 million workforce	4th largest urban women employer, 35-38% share in total employee	38 % share in total service export	Attracts Highest PE/VC Investments
55% share in global offshoring market	Offsets nearly half of India's import bill	Cross border M&A, 28% share in total M&A	99 operational IT-SEZs, 30% in Tier II/ III cities	



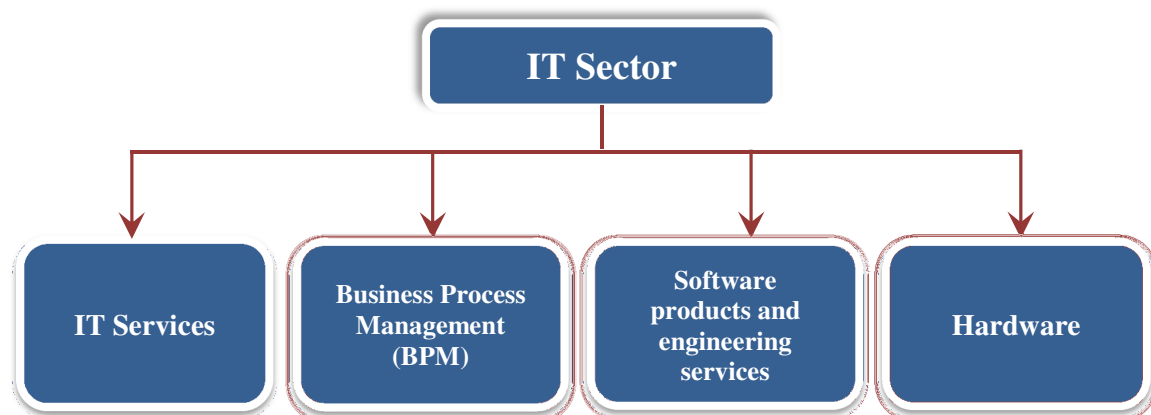
(Source: Brand Equity, NASSCOM)

SWOT ANALYSIS:



Department of Industrial Policy and Promotion (DIPP) statistics, Department of Information and Technology)

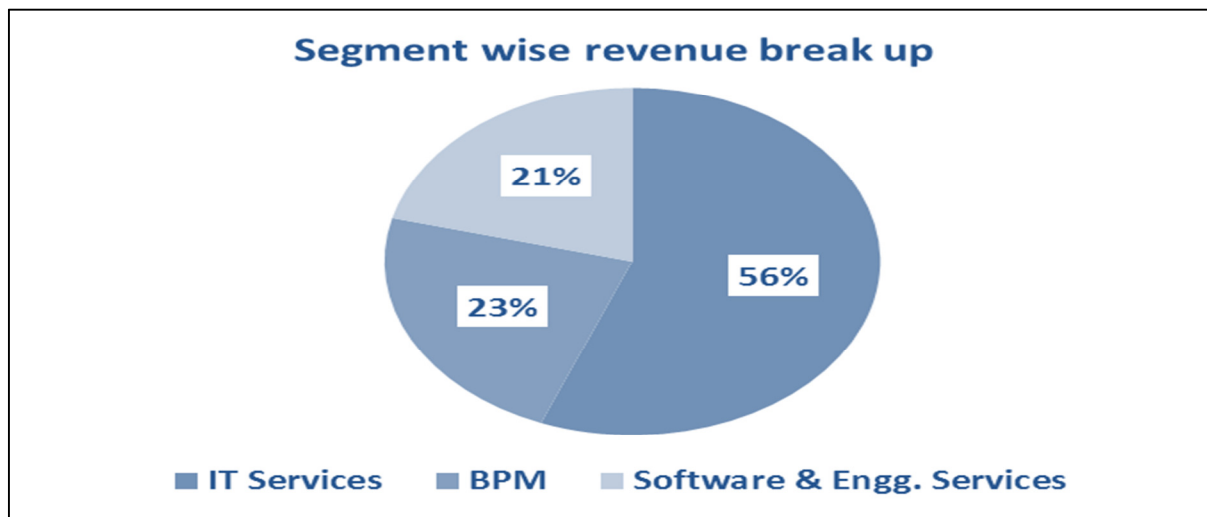
Structure of IT Industry In India





India's technology and BPM sector (including hardware) is estimated to have generated USD 146 billion in revenue during FY15 compared to USD 118 billion in FY14, implying a growth rate of 23.72 %. The contribution of the IT sector to India's GDP rose to approximately 9.5 % in FY15. Total exports from the IT-BPM sector (including hardware) were estimated to have been USD 98 billion during FY15; exports rose at a CAGR of 13 % during FY08–15E despite weak global economic growth scenario. Export of IT services has been the major contributor, accounting for 56.12 % of total IT exports (including hardware) during FY15.

IT Sector Revenue



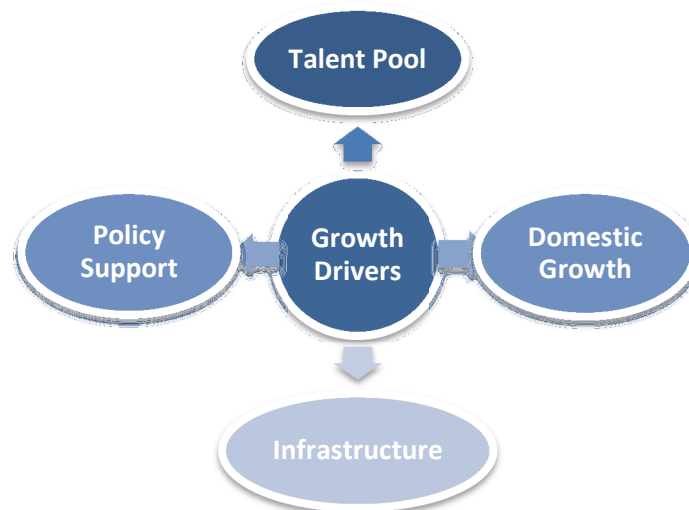
(Source: NASSCOM, Department of Electronics and Information Technology)

Key Facts about Indian IT Industry

- Indian software product industry is expected to reach the mark of USD 100 billion by 2025. The number of global delivery centres of IT firms in India reached 580, spreading out across 75 countries, as of 2014. India continues to maintain a leading position in the global sourcing market. Its market share increased to 55% in 2015. India's IT industry amounts to 7% of the global market.
- Increased focus on R&D by IT firms in India resulted in rising number of patents filed by them. In 2015 Indian IT-BPM sector is expected to grow 13 percent since last year and reach USD 146 billion.
- India's IT market is experiencing a significant shift from a few large-size deals to multiple small-size ones.
- The number of start-ups in technology is expected to reach 50,000, adding to around 2 % of GDP.
- Large players with a wide range of capabilities are gaining ground as they move from being simple maintenance providers to full service players, offering infrastructure, system integration and consulting services.
- Disruptive technologies, such as cloud computing, social media and data analytics, are offering new avenues of growth across verticals for IT companies. The SMAC (social, mobility, analytics, cloud) market is expected to grow to USD 225 billion by 2020.



Growth Drivers for the Industry



(Source: STPI stands for Software Technology Park of India)

- Global IT services spending is expected to have declined by at around 5.5% during 2015 and reached USD 3.5 trillion.
- Tax holidays for STPI and SEZs.
- More liberal system for raising capital, seed money and ease of doing business.
- “10,000 Startups” is a vision, which is committed to incubate, fund and provide ambient support to impact 10,000 technology startups in India, by 2023. The aim is to nurture the hatchling startups into full-fledged technology stalwart companies, by giving them support via access to startup incubators, accelerators, angel investors, venture capitalists, startup support groups, mentors, and technology corporations.
- A fund of around USD 16.5 million to promote new technology start-ups in the 2015-16 Budget.
- 5.8 million graduates are estimated to have been added to India’s talent pool in FY15, 1.5 million form ready to hire pool.
- Increasing adoption of technology and telecom by consumers and focused government initiatives leading to increased ICT adoption.
- Technology mission for services in villages and schools, training in IT skills and E-Kranti for government service delivery and governance scheme.
- In order to transform the entire ecosystem of public services through the use of information technology, the Government of India has launched the” Digital India Programme” with the vision to transform India into a digitally empowered society and knowledge economy.



Recent Initiatives

- The adoption of key technologies across sectors spurred by the 'Digital India Initiative' could help boost India's gross domestic product (GDP) by US\$ 550 billion to US\$ 1 trillion by 2025, as per research firm McKinsey.
- India and the United States (US) have agreed to jointly explore opportunities for collaboration on implementing India's ambitious Rs 1.13 trillion (US\$ 18.22 billion) 'Digital India Initiative'. The two sides also agreed to hold the US-India Information and Communication Technology (ICT) Working Group in India later this year.
- India and Japan held a Joint Working Group conference for Comprehensive Cooperation Framework for ICT. India also offered Japan to manufacture ICT equipment in India.
- The Government of Telangana began construction of a technology incubator in Hyderabad—dubbed T-Hub—to reposition the city as a technology destination. The state government is initially investing Rs 35 crore (US\$ 5.64 million) to set up a 60,000 sq ft space, labelled the largest start-up incubator in the county, at the campus of International Institute of Information Technology-Hyderabad (IIIT-H). Once completed, the project is proposed to be the world's biggest start-up incubator housing 1,000 start-ups.
- Bengaluru has received US\$ 2.6 billion in venture capital (VC) investments in 2014, making it the fifth largest recipient globally during the year, an indication of the growing vibrancy of its startup ecosystem. Among countries, India received the third highest VC funding worth US\$ 4.6 billion.

(Source: IBEF, DIPP, NASSCOM)



OUR BUSINESS

OVERVIEW

Our Company was incorporated on June 17, 2011 as Fourth Dimension Solutions Private Limited. The Company was converted into Public Limited Company vide fresh Certificate of Incorporation dated May 25, 2015 issued by Registrar of Companies, NCT of Delhi & Haryana.

We are an information technology (IT) infrastructure, technical support services and operations outsourcing company. FDS is CMMI level 5 company managed by experienced IT, Marketing and Administration Professionals. We provide value to our customers by innovation, accomplishment, trust and long-term relationship through our unique service portfolio and expertise. We are a group of highly talented people and absorb all problems and convert into meaningful solutions, to meet the business requirements of our clients.

Our Company is engaged in designing, developing, deploying and delivering IT infrastructure and services. We provide range of information technology and consultancy services, including infrastructure services, end user IT support, IT asset life cycle, and integrated solutions. FDS enables large and medium enterprises, Government organization and institutes to reduce their total cost of ownership using an onsite and on-call services, deliver strategic, personalized, full-service Technical Support services solutions with quality, value and commitment to total customer satisfaction. Its enterprise offerings include compute infrastructure solutions that involve the supply and installation of mission-critical IT assets in Application Delivery, Network and Data Security, Surveillance and whole suite of data storage and back-up solution apart from servers, operating systems, and commercial off-the-shelf software and hardware.

We believe in delivering Quality within the best possible time considering the cost factors. For us process is about a structure and working within the structure to provide decisive, effective and quality works. We respect our processes and are well aware of their true worth. We aspire to “Exceed Expectations” through our innovative solutions, superior customer service and competitive desire to be the best service provider to our customers and their industry.

FDS is structured to become a leading IT Infrastructure and Operation Outsourcing Service Provider and the finest Systems Integrators by offering the most cost effective solutions and services. Its Value-Added proposition is Domain-based knowledge to provide Infrastructure Management and Integrated Management Services to build and maintain Adaptive Model to its clients to take leverage of IT industries dynamics. FDS has an excellent team of IT professionals and the company is guided by the vision of customer delight in every aspect of its business operations. The unique combination of flexibility and agility of a young entrepreneur together with the managerial and financial strength, FDS has a unique advantage of being able to provide enhanced satisfaction to customers through better service.

Our Company also started merchant trading of IT and electronic products like tablets, LED TV, Mobile Phone etc.

What We Do

Technology Solutions

- ✓ Computing
- ✓ Switching and Routing
- ✓ Structured Cabling
- ✓ Application Delivery
- ✓ Data centre Build up and consulting
- ✓ Storage and Server Consolidation



- ✓ Disaster Recovery
- ✓ Internet and Data Security

IT Infrastructure Services

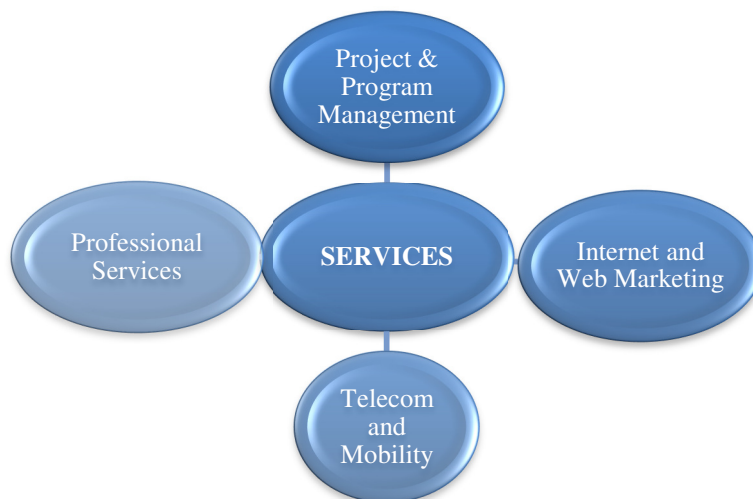
- ✓ IT Facilities Management Services
- ✓ AMC Services
- ✓ Professional Services Entry level and higher skilled resources in different Technologies
- ✓ Implementation of configuration services for Computing and Network pieces

Operations Outsourcing

- ✓ System Integration
- ✓ Network as a platform
- ✓ Voice data video safety and security
- ✓ Documents Management
- ✓ Document Life Cycle Management
- ✓ Record Management Services
- ✓ Front and back office operation
- ✓ BPO Services
- ✓ Document Management Services
- ✓ Printing Management Services
- ✓ Logistics Services
- ✓ Complaint handling
- ✓ Geo Spatial Services
- ✓ Microfilming services



Services Provided by our Company





A) Project & Program Management



Fourth Dimension Solution has significant experience of handling large and complex project management endeavors in most challenging environments. We have experience with result driven tools that reduce risk level. At, Fourth Dimension our experts identify our client's strategic options and also configure complex projects. By providing strong leadership base we create confidence level in our client. We worked with number of organizations to provide most effective solutions for their complex problems.

We Offer Following Project Management Services:

- ◆ Project Management Resources.
- ◆ Corporate Training- Our Company offer corporate training programs for corporate worlds.
- ◆ Project Requirements Management – This service include process of tracking methodology that reduce risk level in project and increase chances of project success.
- ◆ Project Management Training And Mentoring – We offer different type of project management training and mentoring programs.

B) Internet and Web Marketing

As per the requirement, cost and scope of business we offer internet and web marketing services to the clients. We assist our client choosing the best marketing tool, best social media platform, so that client can maximize his Return and reach the business objective. We help them to create website and internet services to bring the company on investor and customer domain and to access the market easily and efficiently.



Search Engine Optimization (SEO) service

- SEO is a technique that point out a company's presence in web world. With the help of SEO client can attract customers and its web site will get as many as visitors. In this technique we focus on keywords and phrases available in website content that improve the visibility of the website with natural SEO process.

Pay Per Click Service (PPC)

- Our expert team will helps to drive leads from client's website. The main aim of PPC services is to drive targeted traffic to the website and then convert those clicks into their customers. Our pay-per-click advertising team provides research and planning, asset creation, project measurement, project report.

Web Designing Service

- We offer web designing service with cost effective web solutions. Our creative and professional team of web designers and marketing professionals closely work together for generating effective result.

Content Marketing

- We are providing content marketing services like content for website, video promotion, social media content, press release, blogs, articles, case studies and more. Content marketing strategy involves creation of promotional and informational content in various formats. Our team assists to generate better promotional content that reach on targeted customers across the web.

Social Media Marketing

- We offer services that help to gain traffic through social media sites like Facebook, Twitter, LinkedIn and Youtube. For the loyal and advance growth of business we offer best social media tools for the marketing purpose.

E-Mail Marketing

- We offer another most effective way of communication to stay in touch with the clients i.e. e-mail marketing, by creating and sending eye-catching email content, improvement in delivery and by focusing on targeted clients.



C) Telecom and Mobility

This includes

- ◆ IP Telephony
- ◆ Mobile/Wireless business solutions
- ◆ Mobile phone, landline telephony and switchboards
- ◆ Broadband and Telecom Services
- ◆ IP based company communications.

D) Professional Services

We have skills and experience to understand and develop the organization. We work for our clients with true potential and give powerful performance which helps them to achieve their goals and grow their businesses. Our dedicated team of professional and experts offers selection services to diverse corporate of all sizes with different business interests.

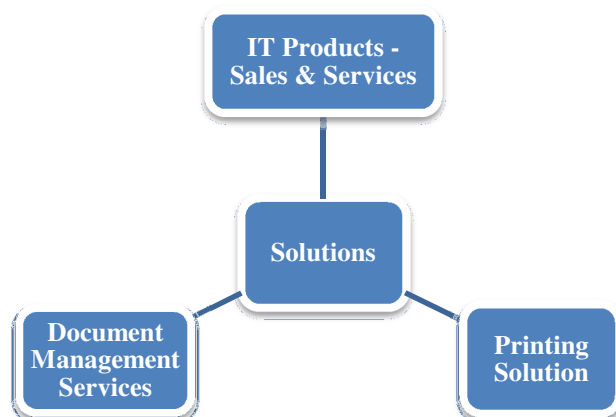
Our professionals are specialized in identifying Right People for the Right Job. Our professional services build a strong reputation in industry. We offer our professional services in all the major cities of the country. Our head office is located at Delhi and apart from this we have more than 35 branches in different states of the country.



We are specialized in providing

- ◆ Placement consultancy services
- ◆ Manpower recruitment
- ◆ Logistics
- ◆ Business development process in sales and marketing
- ◆ Electro and Mechanical
- ◆ Telecommunication Field

Solutions offered by our Company





A) IT Products – Sales & Services

We have a sales and service of IT products across India covering small cities and large metros. We Provide a dedicated team as part of our managed services program, comprised of hardware and software specialists with specialized skills in understanding how to navigate and leverage vendor programs to ensure our customers' best interest. In addition, our team provides network architecture design and systems engineering. We tailor IT product solutions to best fit the requirements of our clients' businesses. We are identified as one of the reliable companies offering annual maintenance contract service on IT Product. We are one of the pioneering companies in IT Product AMCs on PAN India basis.



Sales & Services include

- ◆ Technology Needs Assessment and Cost Analysis
- ◆ IT Product Selection, Sourcing and Procurement
- ◆ In-depth Knowledge of Vendor Incentive Programs
- ◆ Management of Network and Systems Inventory
- ◆ Management of Software Licensing and Hardware Support Subscription Renewals.

B) Printing Solution

Our organization understands the need of clients' high voluminous data printing solutions. We are equipped with IP5000 Ricoh Volume Platform (VP) Inkjet printers which are built to meet the high-speed demands without causing new operational headaches with toughest workloads. So the clients may stop worrying about demanding service-level agreements—and race through deadlines with high-quality results.

C) Document Management Services

Our team of Certified Records Managers (CRM), Q-Cleared records experts and records consultants are available to consult with you on all phases of your records lifecycle – from creation, through maintenance, archiving and ultimately destruction. We can design a Records Management Plan, advise on converting paper records to electronic media, develop records policies, and consult on the best practices for ensuring that your important records are compliant with state and federal requirements and industry best practices.

SOME OF OUR PROJECTS BEING IMPLEMENTED:

E-Governance:



The Unique Identification Authority of India (UIDAI) is the agency of the Government of India that is responsible for implementing Aadhaar. The Agency provides a unique identification number to all persons residing in India. The agency is making a database of residents containing biometric and other data.

UIDAI has appointed various State and Non-State registrars and Enrolment Agencies for enrolments of residents of India.



FDS is also one of the Enrolment Agency appointed by UIDAI as consortium partner with RICOH India Limited. FDS is taking up the enrolment work in Madhya Pradesh, Uttarakhand, Uttar Pradesh, Chhattisgarh, Rajasthan, Haryana and Bihar. FDS has also executed an agreement with NSDL for enrolment of residents of India on all over India basis as consortium partner with RICOH India Limited.

NPR

The National Population Register (NPR) is a register of usual residents of the country. It is being prepared at the local, sub-district, district, State and National level. The objective of NPR is to create a comprehensive identity database of every usual residents in the country. The database would contain demographic as well as biometric particulars.



FDS has done project Management and Front end operations in Chhattisgarh, UP and Bihar for NPR Project.

Financial Inclusion



Pradhan Mantri Jan DhanYojana (PMJDY)

Pradhan Mantri Jan-DhanYojana (PMJDY) is National Mission for Financial Inclusion to ensure access to financial services namely Banking/Savings & Deposit Accounts, Remittance, Credit, Insurance and Pension in an affordable manner.

FDS has been appointed as partner with Bank of Baroda for Himachal Pradesh and Rajasthan, UCO bank for Rajasthan and Baroda Rajasthan Kshetriya Gramin Bank for Rajasthan for managing the PMJDY scheme.

Scheme Details:

Pradhan Mantri Jan-Dhan Yojana (PMJDY) is National Mission for Financial Inclusion to ensure access to financial services, namely, Banking/ Savings & Deposit Accounts, Remittance, Credit, Insurance, Pension in an affordable manner.

Account can be opened in any bank branch or Business Correspondent (Bank Mitra) outlet. PMJDY accounts are being opened with Zero balance. However, if the account-holder wishes to get cheque book, he/she will have to fulfill minimum balance criteria.

Bhamashah Yojana

Bhamashah Yojana is a scheme designed by the Rajasthan state government to deliver cash and non-cash benefits of various governmental schemes to the concerned citizens of the state in a transparent manner. The beneficiaries are ration card holders and pensioners. Apart from this, there will be scholarships for higher and technical education. The objective is that the families meet their goal of financial inclusion, for which every family will be provided a 'Bhamashah card' that will be further linked to their bank accounts. The bank Account shall be in the name of the head of the family, which shall be a woman only. Through bio-metric identification card ensures core banking. Further, each family will be verified and a comprehensive database of the entire state will be created.





Fourth Dimension Solutions Limited plays an integral part in enrolling the residents of Rajasthan on Bhamashah Project initiated by the Government of Rajasthan. Our company acts as an agency to enroll the residents of Rajasthan by inclusion of their necessary KYC documents.

e-Mitra



E-Mitra is an ambitious E-governance initiative of Government of Rajasthan (GoR) which is being implemented in all 33 Districts of the state using Public-Private Partnership (PPP) model for convenience and transparency to citizens in availing various services of the Government and Private Sectors under a single roof at their door steps using an e-platform. The services are delivered via counters known as CSC (Common Service Center) kiosks in Rural Areas and e-Mitra kiosks in urban areas and also online via www.emitra.gov.in. Hence, these counters provide services related to various departments in an integrated and easily accessible manner to people residing in rural as well as urban areas without any need for running around in government offices. The project has been operational since many years. Initially it was functioning through a Client Server based Application Software developed by Department of IT&C. In 2010, the old Client Server Application was migrated to Web-based on-line e-Mitra application across all the 33 districts. Recently, a new generic module has been added to e-Mitra portal which allows end to end application and delivery of "Digitally Signed Certificates" such as Bonafide, Caste, Income, Solvency etc.

FDS has been appointed as Service Providers to set up and manage e-Mitra kiosks (urban and rural) under e-Mitra Project in the state of Rajasthan.

CSC-SPV BANKING

As per the CSC Scheme policy, a Special Purpose Vehicle (SPV) has been formed, so that the Government can progressively migrate to an e-Governance platform and enable services through the CSC network. The CSC SPV which is named as "CSC e-Governance Services India Ltd" has been incorporated under the Companies Act 1956 on 16th July 2009. Implemented under the National e-Governance Plan (NeGP) formulated by the Department of Electronics and Information Technology, Government of India, the Common Services Centers (CSCs) are ICT enabled front end service delivery points at the village level for delivery of Government, Financial, Social and Private Sector services in the areas of agriculture, health, education, entertainment, FMCG products, banking, insurance, pension, utility payments, etc.

Our Company agrees to provide various services of the banks as listed in the Memorandum of Understanding (MoU) with the CSC e- Governance services India Limited.

"SMARTRAJ" project in ULBS (URBAN LOCAL BODIES) of Rajasthan

The SIP(System Implementation Partner) is required to procure, supply, install and commission the hardware for State Data Center(SDC) and all the ULBs (Urban Local Bodies) carry out internal networking in the ULBs, develop a software solution and implement it phase wise manner across the identified ULB's of Rajasthan. The SIP is required to operate and maintain the system for a period of 2 years. Smart Raj program management human resources will also be provided by the SIP.

The service delivery modules shall be developed by the SIP, and should all be interfaced with E- Mitra.



IT & ITes

CNBC

Chacha Nehru Bal Chikitsalaya is being developed as a State of the Art super speciality pediatric hospital to provide comprehensive medical care for all pediatric related medical and surgical illnesses under one roof. This project envisage to provide end-to-end automation of the day activities of the hospital which also includes providing online patient registration services, Digital Medical records of the Patients, Generation of all laboratory reports & its clinical linkage with the Patient's illness besides automation of Pharmacy and the materials at Stores and inventory.

We at Fourth Dimension Solutions Limited are committed towards building a State-of-the-Art infrastructure & facilities for automation of Hospital Information & Management System in the CNBC Hospital. This would help in providing best health care facilities and holistic development of children. We would continue to strive in assisting the CNBC team in delivering better paediatric, medical, surgical and immunisation services to children.

India Post IT modernization Project (Rural ICT Solution)

The primary focus of this program is to improve and automate postal services through re-engineering and creation of efficient operations and systems. IT modernization project plans to computerize and connect all Post Offices and run various applications seamlessly across the network.

FDS has been appointed as Hardware vendor for Supply, Installation and Maintenance services of Hardware, Peripherals Devices, Operating System and Connectivity for Rural Information & Communication Technology Solution (Rural ICT Solution).

Department of Posts Project

The Rural ICT Project is a part of the larger IT modernisation project being undertaken by the Department of Posts. The goal of the Rural ICT Project is to provide a low power technology solution (ICT Device) to each Branch Postmaster (BPM) which will enable each of approximately 130,000 Extra Departmental Post Offices (EDOs) to improve the level of services being offered to rural customers.

The primary business goal of the Rural ICT project is to improve the quality of service, add value to services and achieve "financial inclusion" of un-banked rural population, while taking advantage of this opportunity to increase revenue traffic. The Rural ICT solution has the potential to make a significant contribution to these goals. The project shall increase the rural reach of the Department of Posts and enable EDOs to increase traffic of all financial remittances, savings accounts, Rural Postal Life Insurance, and Cash Certificates; improve mail operations processes by allowing for automated booking and delivery of accountable article; increase revenue using retail post business; provide third party applications; and make disbursements for social security schemes such as MGNREGS.

As a business partner of Ricoh India, Fourth Dimension Solutions has planned for Supply, Installation and Maintenance services of Hardware, Peripheral devices, Operating System and Connectivity for Rural Information & Communication Technology (ICT) Solution and arranging the network connectivity from suitable Service Provider(s) at the specified locations.



ICT in Schools

The IT initiatives of the Directorate of Education, Government of NCT of Delhi entail a comprehensive action plan to usher in ICT enabling governance and academic innovations by addressing issues that have a direct or an indirect bearing on classroom teaching, student performance and accountability of teaching staff including office personnel. The project includes interventions such as computer aided learning in multimedia classrooms, admission of students and tracking their details, school information including geographical boundaries, student feedback, inspection of schools, assessment of classroom teaching, attendance of students online through various web based modules, continuous and comprehensive evaluation of student's performance.

FDS has been appointed as Service provider by Telecommunication Consultant India Limited (TCIL) for Supply, Installation and Commissioning of Computer Hardware, Peripherals, Software, e-Content, Connected Accessories, Lab Infrastructures, Maintenance of Equipment and Provision of Computer Education Services in 1110 Government aided schools of Delhi.

The Company is also doing the project for supply, installation & Commissioning of Hardware, Software, Operation and Maintenance of Computer Aided Learning Centres (CAL-C) project in 200 EDMC primary Schools.

ATM Installation and Maintenance:

NCR Corporation India Private Limited is the world's largest provider of ATM services. Our Company had executed an agreement with NCR for Installation and Maintenance of ATMs on PAN India basis.

We have already installed ATMs in 11 states of India. Our company is installing, maintaining and taking care of all related matters.

Our Company is also acting as help desk for all the ATMs already installed so that ATMs functions 24x7.

Supply and installation of IT infrastructure

FDS has been selected to supply and install desktops, printers, UPS, MS Office and LAN networking for all above components at District Supply Offices in 9 districts of Uttar Pradesh.

Similarly, FDS has been selected to supply and install high end desktops, general desktops, printers, scanners, UPS, and LAN networking for all above components at Inspector General of Stamps and Revenue Offices in 28 districts of Uttar Pradesh.

Also, FDS has been selected to supply and install 954 desktops, general desktops, printers, UPS, Tally 9.1 software and training for Handloom Cooperative Society in 13 districts of Uttar Pradesh.

Scanning and Digitization:

Scanning of Maharashtra Land records:

Our Company is also doing the work of scanning and Meta data entry of Old land records of 11 districts of Maharashtra. Total number of records to be scanned are approximately 6.5 crores. For this, the Company has set up 210 sites for scanning and also set up 1 centre at each district for meta data entry of records.



Scanning of West Bengal Land records:

Webel Mediatronics Limited (a subsidiary of WEBEL which is a West Bengal Government agency) has awarded the work of Scanning and Digitization of RS Khaiyan & Register VIII documents for BL & LRO offices at Cooch Bihar Sadar sub division of Cooch Bihar District and Siliguri subdivision of Darjeeling District, West Bengal. This is also a small step towards e-governance and creating DMS (Document Management System) of West Bengal records.

Manpower Outsourcing:

We, at FDS also provides support to NCR Corporation India Private Limited through providing Skilled manpower to them for different types of projects like Networking Operating Centres and other IT related projects for Pan India basis.

OUR STRENGTH

In the modern world, every company is moving towards digitization which is necessary to stay in the competition and this is what we provide to these companies. Our company is managed by experienced IT, marketing and administration professionals. We provide value to our customers by innovation, accomplishment, trust and long-term relationship through our unique service portfolio and expertise. We are a group of highly spirited people and absorb all problems and convert them into meaningful solutions, to meet our client's business requirements. We believe in delivering quality within the best possible time considering the cost factors. We respect our processes and are well aware of their true worth. We aspire to "Exceed Expectations" through our innovative solutions, superior customer service and competitive desire to be the best service provider to our customers and their industry.

COLLABORATIONS

We have not entered into technical or any collaboration.

HUMAN RESOURCE

Human resource plays an essential role in developing a company's strategy as well as handling the employee centered activities of an organization. We have 617 full time employees as on July 31, 2015. Our man power is a prudent mix of the experienced and youth which gives us the dual advantage of stability and growth. Our work processes and skilled resources together with our strong management team have enabled us to successfully implement our growth plans. Apart from the above employees, we also employ casual labour on daily basis.

DEPARTMENT WISE BREAKUP

Sr. No.	Department	No. of Employees
1.	Administration (Admin)	19
2.	Finance & Accounts	8
3.	Secretarial & Legal	3
4.	Human Resource	8
5.	Information Technology (IT)	8
6.	Operations	557
7.	Sales	14



Total	617
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BUSINESS STRATEGY

The Management of our company is planning to expand its business in order to capture the markets of different cities and for the aforesaid purpose our company requires the additional funds to achieve its targets. Our vision is to become a leading IT service provider in all corners and we have already started the work in this regard. Our driving force has always been the quality of our products, as the same would enable us for long standing relationship with our customers. All the quality methods are being maintained at our works to meet the customer specifications. Our assignments are mostly tender based contracts awarded to us by State/Central Government bodies. In some cases, the tender is in consortium with another party primarily with RICOH India Limited. We also enter into MOU for bidding with other parties on project to project basis.

MOU with RICOH India Limited

Our Company has entered into MoU dated May 08, 2013 with RICOH India Ltd. wherein we together will constitute RICOHFDS consortium for bidding e-Governance projects.

Basic terms of Agreement:

The scope of the agreement-

In the event that the Customer selects the proposal, unless otherwise requested by the Customer or as agreed in writing by the parties, RICHOFDS Consortium shall implement and commission the "Project" won by either of the parties or as different entities. All parties shall perform their respective scope of work in accordance with the project specific agreement from time to time.

The obligation under the agreement:

- a. RICHOFDS is responsible for the preparation and submission of the Proposal and for the final content of the Proposal to the Customer. Both the parties will draw up at their own cost the relevant parts of the Proposal with respect to their respective responsibilities in the project and, subject to interdependencies between the parties, each party shall be solely responsible for the representations, undertakings and commitments made by such party in its portion of the Proposal. Each party shall use its reasonable best efforts to provide accurate and adequate designs, interfaces and technical data, appropriate performance parameters, work, support and all other matters proposed by such party. During preparation of their respective parts of the Proposal, the parties will meet regularly to review and discuss progress and resolve any issues. Any amendment to the Proposal shall be subject to the mutual agreement of the parties.
- b. All parties will use reasonable commercial efforts in accordance with their normal business practices and pricing methodologies in the Proposal and will co-operate in good faith and use reasonable commercial efforts to ensure the acceptance of the Proposal and the award of the Project by the Customer.
- c. If, after submission of the Proposal, the Customer requires changes to the Proposal which relate to RICOH, FDSPL will co-ordinate with RICOH and obtain RICOH's consent prior to submitting any new response, and vice-versa. Each party will make available at the other party's request employees, data and materials as reasonably necessary in respect of the matters to be discussed and for the performance of each party's obligations under this agreement.



- d. Each party will keep each other, regularly informed of the progress of any negotiations with the Customer and will notify each other in writing as soon as reasonably possible of the receipt of the written acceptance or refusal by the Customer of the Proposal. Both the parties shall not during its negotiations with the Customer, without the prior consent of the other party, give any commitments or interpretations or make any agreements in connection with the Proposal which affects the responsibilities, obligations or rights of the other party in respect of the Proposal or Project.

COMPETITION

IT sector is the fastest growing sector in the world. In India, it is still in its initial stages if we compare from the developed economies and some Asian economies. The growth in IT industry related activities in recent years reflects the resilient state of this market in the country. The financing institutions have come to see good value in funding this component of the economy. With growing number of players, the IT sector is becoming increasingly market driven. The affordability of connectivity through internet whether by broadband or through GPRS, or Wifi has improved a lot and it clearly appears to have improved the fast growing number of service providers too. There seem to be a high intensity of competition among different players of this industry. We face competition from other companies providing IT services but we compete on the basis of service quality, accuracy and reliability.

MARKETING

We provide a full range of services to help find, qualify, close and retain lucrative customer relationships. Our dedicated team guide creative and execution activities to ensure complete management of all marketing activities. We help partners manage marketing as an ongoing process improving the consistency and success for demand generation efforts, and speeding the time-to revenue for opportunities across the sale cycle. Our marketing services are designed with an objective of enhancing brand awareness, spreading geographical reach for our product offerings and enabling sales team through lead generation program.

INSURANCE

At present, we maintain insurance for standard fire and special perils policy, which provides insurance cover against loss or damage by fire, earthquake, explosion, burglary, theft and robbery. Although we attempt to limit and mitigate our liability for damages arising from negligent acts, errors or omissions through contractual provisions and/or insurance, the indemnities set forth in our contracts and/ or our insurance may not be enforceable in all instances or the limitations of liability may not protect us from entire liability for damages. We have availed the 2 (two) insurance policies to cover our buildings, computers, stock etc. at our warehouse at A-31/70, Rama Road, Industrial Area, New Delhi, Delhi- 110015.

Following are the details of Insurance Policies.

Sr. No.	Name of the Policy	Policy No.	Insurance Company	Coverage (Rs. in Lakhs)	Expiry Date
1	Standard Fire and Special Perils Policy (Material Damage)	0000000002922327	SBI General Insurance	6000.00	May 21, 2016
2	Burglary Insurance Policy	0000000002922360	SBI General Insurance	6000.00	May 21, 2016



LAND & PROPERTIES

The following table sets for the significant properties owned by us:

Property Kind	Description of Property	Area	Vendors Details	Purchase Consideration (In Rs.)	Date of Purchase	Title
Residential	C-1/182, Janakpuri, Delhi-110058*	270 Sq. Mtr.	H. M. Mehta Properties and Builders Pvt Ltd	Rs. 2,98,00,000/-	March 24, 2014	Mortgaged to HDFC Bank for Working Capital Requirements

*Memorandum of Entry was executed on July 03, 2014 for creation on mortgage by deposit of title deeds with HDFC Bank Limited.

** The Company has entered into an Agreement to sell dated September 07, 2015 to sell the abovementioned property to Mr. Amalendu Mukherjee for a consideration of Rs. 500.00 Lacs. The above sale was duly approved by Board of Directors on the meeting held on August 10, 2015 and by shareholder's meeting held on September 07, 2015.

The following table sets for the properties taken on lease / rent by us:

Sr. No.	Location of the property	Document and Date	Licensor / Lessor	Lease Rent/ License Fee	Lease/License period		Activity
					From	To	
1.	G/2, Sundrem Complex, Nr. New Railway Colony, Sabarmati, Ahmedabad, Gujarat- 380019.	Leave and Licence Agreement made on 3rd March 2015	Marvah Surendrabhai Girdharlal (HUF)	25000/- P.M	01.03.2015	31.01.2016	Business
2.	No.4, 1st Main Road, 4th Cross, Jnanabharati Layout 1st Block, JB Road, Mariyappanapalya, Bangalore, JB Road, Karnataka- 560056	Rent Agreement executed on 05.03.2015	Prashanth M.B.	13000/- P.M	01.03.2015	31.01.2016	Business



Sr. No.	Location of the property	Document and Date	Licensor / Lessor	Lease Rent/ License Fee	Lease/License period		Activity
					From	To	
3.	Plot No.-109, Ashoka Garden, MayurVihar, Bhopal, MP	Rent Agreement executed on 05.03.2015	Sayed Nifasat Ali	20000/- P.M	05.03.2015	04.01.2016	Business
4.	DSM 340, DLF Trade Tower, Shivaji Marg, New Delhi-110015	Lease Agreement Executed on 14.03.2013	Ashok Khanna with Meetali Khanna	70,560/- P.M with escalation @7.14% after initial 6 months then @ 6% every year	16.04.2013	15.04.2019	Registered office
5.	DSM 357, DLF Tower, Shivaji Marg, New Delhi-110015	Lease Deed made on 30.01.2014	LOKSEWA K Automobiles Pvt. Ltd	120000/- P.M. with escalation @10% every year	09.01.2014	08.01.2017	Business
6.	63/12A, Main Rama Road, Najafgarh Industrial Area, New Delhi-110015	Lease Deed executed on 09.07.2014	Parveen Kumar, Sumit Rathor with Sanju Kumari	520000/- P.M with escalation @ 5% every year	10.07.2014	30.06.2020	Corporate Office
7.	A-31/70, Rama Road, Najafgarh Industrial Area, New Delhi-110015	Rent Deed executed on 27.03.2015	Tarlochan Singh with Kharag Singh	250000/- P.M with escalation @ 7% every year	01.04.2015	31.03.2018	Godown
8.	DSM 339, DLF Tower, Shivaji Marg, New Delhi-110015	Lease Deed executed on 27.04.2015	Pradeep Kumra	55000/- P.M with 7% p.a.	01.05.2015	30.04.2020	Business



Sr. No.	Location of the property	Document and Date	Licensor / Lessor	Lease Rent/ License Fee	Lease/License period		Activity
					From	To	
9.	G-04, Ground Floor, Salcon Aurum building, District Centre Jasola, New Delhi – 110025.	Lease Agreement executed on 5.01.2015	Surinder Madan with Sushma Madan	154000/- P.M. with escalation @ 15% after 36 Months	5.01.2015	4.01.2020	Business
10.	1st Floor, MD Complex, Lakhra Road, Lalganesh, Guwahati-34	Tenancy Agreement made on 01.03.2015	Devmuni Devi Verma	12000/- P.M With escalation @ 5% every year	01.03.2015	31.01.2016	Business
11.	C-1/61, Near Gauri Shankar Higher Secondary School, Vinay nagar, Sector-4, Gwalior, MP	Rent Agreement executed on 26.01.2015	Sambha Ji Rao Shinde	7000/- P.M	01.01.2015	30.11.2015	Business
12.	Plot No.- 111/396, Shiprapath Road, Mansarovar, Jaipur, Rajasthan	Rent Agreement executed on 06.04.2015	Rakesh Aggrawal	20000/- P.M	06.04.2015	05.03.2016	Business
13.	Plot A1/1&2 Ricoh Business Zone, Salt Lake Electronics Complex, Block -GP, Sector V, Kolkata, West Bengal- 700091	Lease Agreement executed on 30.01.2015	RICOH	180000/-	01.02.2015	31.01.2016	Business
14.	116 FZ, Kitchlu Nagar, Ludhiana, Punjab	Rent Agreement executed on 01.10.2014	Davinder Singh	20000/- P.M	01.10.2014	31.08.2015	Business



Sr. No.	Location of the property	Document and Date	Licensor / Lessor	Lease Rent/ License Fee	Lease/License period		Activity
					From	To	
15.	701, 7 th Floor, A Wing, Plot No. X-4/1, X-4/2, Technocity Premises Co-Op. Society Ltd., TTC Industrial Area, Mahape, Navi Mumbai-400710	Leave and License Agreement Executed on 27.02.2015	M/s Personal Computer Maintenance Services	120,000/- P.M with escalation @10% every year	01.03.2015	29.02.2020	Business
16.	Flat No.-106, First Floor, R.G.S. Green Apartment, Rajapur, Patna, Bihar	Rent Agreement executed on 07.10.2014	Sanjay Kumar	15000/- P.M	06.10.2014	05.09.2015	Business
17.	HIG-C/74, Ground Floor, Near Jubesta Hospital, Sector-1, Devendra Nagar, Raipur, Chattisgarh-492009	Leave and Licence Agreement made on 1st November, 2014	RupaTripathi	16000/- P.M	01.11.2014	30.09.2015	Business
18.	C-172, Sector-1, Devendra Nagar, Raipur, Chattisgarh	Rent Agreement made on 21.08.2014	Subrato Paul	14000/- P.M	21.08.2014	20.07.2015	Business
19.	E-60, Sector-1, Devendra Nagar, Raipur, Chattisgarh	Rent Agreement made on 01.01.2015	Hansrajain	10500/- P.M	01.01.2015	31.11.2015	Business
20.	C-119, Ranjeet Nagar, Bharatpur, Rajasthan	Rent Agreement executed on 22.09.2014	Kamlesh Kumar Aggarwal with Vijay Kumar	9500/- P.M	22.09.2014	21.08.2015	Business



Sr. No.	Location of the property	Document and Date	Licensor / Lessor	Lease Rent/ License Fee	Lease/License period		Activity
					From	To	
			Aggarwal				
21.	104, Royal Homes, Awadh Gate, Kalawad Road Near TGB Hotel, Rajkot-360005	Lease Agreement executed on 01.03.2015	Krunal B Raval	5000/- P.M.	01.03.2015	01.02.2016	Business
22.	Saligram Bhawan, Khalini Shimla, Himachal Pradesh	Lease Deed executed on 16.09.2014	Ashok Sood with Shalini Sood	50000/- P.M with escalation @15% after 3 years	1.10.2014	30.09.2019	Business
23.	Triplex No.- 61, Suramya Sapphire, Dev Chokwadi, Nr. DPS, Harni, Vadodara, Gujarat	Lease Agreement executed on 13.02.2015	Ashish K. Tiwari	21000/- P.M.	01.03.2015	31.01.2016	Business
24.	SA 2/285B-1K, MaaChaura Nagar Colony, Pandeypur, Post Cantt, Varanasi, Uttar Pradesh	Lease Agreement executed on 15.05.2015	Virendra Singh yadav	10500/- P.M	15.05.2015	15.05.2016	Business
25.	Sector M-443, Aashiyana, Lucknow, Uttar Pradesh	Rent Agreement executed on 10.11.2014	Satyakshi Tiwari	23,100/- P.M.	10.11.2014	09.10.2015	Business



Sr. No.	Location of the property	Document and Date	Licensor / Lessor	Lease Rent/ License Fee	Lease/License period		Activity
					From	To	
26.	Flat No-6, Freny Manor, 6 Park Road, Lucknow-226001, Uttar Pradesh	Lease Deed executed on 12.05.2015	Mohammad Tariq Kidwai	33,000/- P.M. with escalation @5% every year	02.06.2015	02.06.2018	Business
27.	Flat No-1, Freny Manor, 6 Park Road, Lucknow-226001, Uttar Pradesh	Lease Deed executed on 12.05.2015	Mohammad Najeeb	33,728/- P.M. with escalation @5% every year	12.05.2015	12.05.2018	Business
28.	C-164, Sector-1, Devendra Nagar, Raipur, Chattisgarh	Rent Agreement made on 01.04.2015	Vinod Loth	15000/- P.M	01.04.2015	28.02.2016	Business
29.	Vikas Colony, Behind The Temple, Bijnor, Uttar Pradesh	Rent Agreement executed on 24.05.2015	Sunita Devi	7,000/- P.M.	24.05.2015	23.04.2016	Business
30.	1F-CS-44B, (First Floor) at Ansal Plaza, Vaishali, Ghaziabad-201010, Uttar Pradesh	Lease Deed executed on 24.06.2015	Abha Vikram	26000/- P.M. with escalation @8% every year	25.06.2015	24.06.2018	Business
31.	H. No. 18, Model Enclave Satyam Road, Trikuta Nagar, Jammu, Jammu & Kashmir	Rent Agreement executed on 20.07.2015	A.K.S. Bagee	20,000/- P.M.	1.08.2015	30.06.2016	Business
32.	Ground Floor, No. 60/1, Halls Rd., Egmore, Chennai-600008, Tamil	Lease Agreement executed on 10.05.2015	B. Andrews	35,200/- P.M.	15.05.2015	14.04.2016	Business




Sr. No.	Location of the property	Document and Date	Licensor / Lessor	Lease Rent/ License Fee	Lease/License period		Activity
					From	To	
	Nadu.						
33.	House No. 235, Sector 10, Ambala City, Haryana	Rent Agreement executed on 25.07.2015	Mandir Kaur	14,000/- P.M	25.07.2015	24.06.2016	Business
34.	S.T.P. 7, Sector A, Shantipuram Colony, Fafamau Jila, Allahabad	Rent Agreement executed on 04.01.2015	Anvesh Chandra	14,000/- P.M	10.01.2015	09.12.2015	Business
35.	Plot No. 6, KH.NO. 59/10/1, Village Pooth Kalan, New Delhi 110086	Rent Agreement executed on 17.06.2015	Shanti Devi	40,000/- P.M	12.06.2015	11.05.2015	Business (Warehouse)
36.	Shivani Bhawan, 423D/, Lane 15, Sector 4, New Shimla, Himachal Pradesh	Rent Agreement executed on 01.08.2015	Dr. Suman Sharma	89,000/- P.M	01.08.2015	31.07.2018	Business

INTELLECTUAL PROPERTY



We have applied for registration of our Logo under the Trademark Act 1999 and The Trademark Rule 2003. The status of application is as under:

Sr. No.	Logo	Date of Application	Application No.	Class	Current Status
1.		September 07, 2011	2201400	35	Objected



KEY INDUSTRY REGULATIONS AND POLICIES

The business of our Company requires, at various stages, the sanction of the concerned authorities under the relevant Central, State legislation and local laws. The following description is an overview of certain laws and regulations in India, which are relevant to our Company. Certain information detailed in this chapter has been obtained from publications available in the public domain. The regulations set out below are not exhaustive, and are only intended to provide general information to applicants and is neither designed nor intended to be a substitute for professional legal advice.

The statements below are based on current provisions of Indian law, and the judicial and administrative interpretations thereof, which are subject to change or modification by subsequent legislative, regulatory, administrative or judicial decisions. For details of government approvals obtained by us, see the chapter titled “Government and Other Statutory Approvals” beginning on page 234 of this Draft Prospectus.

Related To Our Business

THE INFORMATION TECHNOLOGY ACT, 2000 (THE “IT ACT”)

The Information Technology Act, 2000 (the “IT Act”) was enacted with the purpose of providing legal recognition to electronic transactions. In addition to providing for the recognition of electronic records, creating a mechanism for the authentication of electronic documentation through digital signatures, the IT Act also provides for civil and criminal liability including fines and imprisonment for various computer related offenses. These include offenses relating to unauthorized access to computer systems, modifying the contents of such computer systems without authorization, damaging computer systems, the unauthorized disclosure of confidential information and computer fraud. The Information Technology (Amendment) Act, 2008, which came into force on October 27, 2009, amended the IT Act and *inter alia* gives recognition to contracts concluded through electronic means, creates liability for failure to protect sensitive personal data and gives protection to intermediaries in respect of third party information liability.

In April 2011, the Department of Information Technology under the Ministry of Communications & Information Technology, GoI notified the Information Technology (Reasonable security practices and procedures and sensitive personal data or information) Rules, 2011 in respect of section 43A of the IT Act (the “Personal Data Protection Rules”) and the Information Technology (Intermediaries guidelines) Rules, 2011 in respect of section 79(2) of the IT Act (the “Intermediaries Rules”). The Personal Data Protection Rules prescribe directions for the collection, disclosure, transfer and protection of sensitive personal data. The Intermediaries Rules require persons receiving, storing, transmitting or providing any service with respect to electronic messages to not knowingly host, publish, transmit, select or modify any information prohibited under the Intermediaries Rules and to disable such information after obtaining knowledge of it. Further, the Department of Personnel and Training under the Ministry of Personnel, Public Grievances and Pensions, GoI has proposed to introduce a new legal framework that would balance national interest with concerns of privacy, data protection and security.

As part of our Company’s operations, we are required to comply with the IT Act and the provisions thereof.



SALE OF GOODS ACT, 1930

Sale of Goods Act is one of very old mercantile law. The law relating to the sale of goods is codified in the Sale of Goods Act, 1930. It defines sale and agreement to sell as a contract whereby the seller transfers or agrees to transfer the property in goods to the buyer for a price and provides that there may be a contract of sale between part owner and another and that the contract of sale may be absolute or conditional. Provisions are made in this Act for existing or future goods, perishable goods, ascertainment of price, conditions and warranties, effects of the contract, delivery to carrier, duties of seller and buyer, buyer's right of examining the goods, liability of buyer for neglecting or refusing the delivery of goods, rights of unpaid seller, suits for breach of the contract, sale, etc.

TAXATION LAWS

INCOME-TAX ACT, 1961

The Income Tax Act, 1961 deals with the taxation of individuals, corporate, partnership firms and others. As per the provisions of this Act the rates at which they are required to pay tax is calculated on the income declared by them or assessed by the authorities, after availing the deductions and concessions accorded under the Act. The maintenance of Books of Accounts and relevant supporting documents and registers are mandatory under the Act. Filing of returns of Income is compulsory for all assesses.

CENTRAL SALES TAX ACT (CST)

The main object of this act is to formulate principles for determining

- (a) When a sale or purchase takes place in the course of trade or commerce
- (b) When a sale or purchase takes place outside a State
- (c) When a sale or purchase takes place in the course of imports into or export from India,

to provide for levy, collection and distribution of taxes on sales of goods in the course of trade or commerce, to declare certain goods to be of special importance trade or commerce and specify the restrictions and conditions to which State laws imposing taxes on sale or purchase of such goods of special importance (called as declared goods) shall be subject. CST Act imposes the tax on interstate sales and states the principles and restrictions as per the powers conferred by Constitution.

VALUE ADDED TAX (VAT)

VAT is a system of multi-point levy on each of the purchases in the supply chain with the facility of set-off input tax on sales whereby tax is paid at the stage of purchase of goods by a trader and on purchase of raw materials by a manufacturer. VAT is based on the value addition of goods, and the related VAT liability of the dealer is calculated by deducting input tax credit for tax collected on the sales during a particular period. VAT is a consumption tax applicable to all commercial activities involving the production and distribution of goods and the provisions of services, and each state that has introduced VAT has its own VAT Act, under which, persons liable to pay VAT must register and obtain a registration number from Sales Tax Officer of the respective State.

We have taken registration under Delhi VAT, Tamil Nadu VAT, Chattisgarh VAT, U.P VAT, Bihar VAT, Gujarat VAT, Himachal Pradesh VAT, Jammu & Kashmir VAT, Karnataka VAT, Madhya Pradesh VAT and Rajasthan VAT.



THE CUSTOMS ACT, 1962 (“*Customs Act*”)

The Customs Act came into force in India with effect from February 01, 1963. Customs duty is a duty or tax, which is levied by Central Government on import of goods into, and export of goods from, India. It is collected from the importer or exporter of goods, but its incidence is actually borne by the consumer of the goods and not by the importer or the exporter who pays it. These duties are usually levied with ad valorem rates and their base is determined by the domestic value, ‘the imported goods calculated at the official exchange rate. Similarly, export duties are imposed on export values expressed in domestic currency

The said Act contains provision for levying of custom duty on imported goods, export goods, goods which are not cleared, goods warehoused or transhipped within specified days after unloading etc. it also provides for storage of imported goods in warehouses pending clearance, for goods in transit etc, subject to prescribed conditions.

SERVICE TAX ACT

Service Tax Chapter V of the Finance Act, 1994 as amended, provides for the levy of a service tax in respect of ‘taxable services’, defined therein. The service provider of taxable services is required to collect service tax from the recipient of such services and pay such tax to the Government. Every person who is liable to pay this service tax must register himself with the appropriate authorities. According to Rule 6 of the Service Tax Rules, every assessee is required to pay service tax in TR 6 challan by the 6th of the month immediately following the month to which it relates. Further, under Rule 7 (1) of Service Tax Rules, the company is required to file a quarterly return in Form ST 3 by the 25th of the month immediately following the half year to which the return relates. Every assessee is required to file the half yearly return electronically.

IN GENERAL

THE COMPANIES ACT, 1956

The Companies Act, 1956 deals with laws relating to companies and certain other associations. It was enacted by the parliament in 1956. The Companies Act primarily regulates the formation, financing, functioning and winding up of companies. The Act prescribes regulatory mechanism regarding all relevant aspects, including organizational, financial and managerial aspects of companies. Regulation of the financial and management aspects constitutes the main focus of the Companies Act. In the functioning of the corporate sector, although freedom of companies is important, protection of the investors and shareholders, on whose funds they flourish, is equally important. The Companies Act plays the balancing role between these two competing factors, namely, management autonomy and investor protection.

THE COMPANIES ACT, 2013

The Companies Act, 2013, has been introduced to replace the existing Companies Act, 1956 in a phased manner. The Ministry of Corporate Affairs has vide its notification dated September 12, 2013 notified 100 Sections and on March 26, 2014 notified 183 Sections of the Companies Act, 2013. The same are applicable from September 12, 2013 and April 01, 2014, respectively. The Ministry of Corporate Affairs has issued the rules and new improved e-forms complementary to the Act establishing the procedure to be followed by companies in order to comply with the substantive provisions of the Act.



THE EMPLOYEES PROVIDENT FUNDS AND MISCELLANEOUS PROVISIONS ACT, 1952 (*“Employees Provident Fund and Miscellaneous Provisions Act”*)

The Employees' Provident Funds and Miscellaneous Provisions Act, 1952 is a social welfare legislation to provide for the institution of Provident Fund, Pension Fund and Deposit Linked Insurance Fund for employees working in factories and other establishments. The Act aims at providing social security and timely monetary assistance to industrial employees and their families when they are in distress.

The Act is administered by the Government of India through the Employees' Provident Fund Organisation (EPFO). The following three schemes have been framed under the Act by the Central Government:

- (a) The Employees' Provident Fund Schemes, 1952;
- (b) The Employees' Pension Scheme, 1995; and
- (c) The Employees' Deposit-Linked Insurance Scheme; 1976.

The Central Government has been constituted Employees' Provident Funds Appellate Tribunal to exercise the powers and discharge the functions conferred on such by Employees' Provident Funds and Miscellaneous Provisions Act, 1952.

EMPLOYEES STATE INSURANCE ACT, 1948

The promulgation of Employees' State Insurance Act, 1948(ESI Act), by the Parliament was the first major legislation on social Security for workers in independent India. It was a time when the industry was still in a nascent stage and the country was heavily dependent on an assortment of imported goods from the developed or fast developing countries. The deployment of manpower in manufacturing processes was limited to a few select industries such as jute, textile, chemicals etc. The legislation on creation and development of a fool proof multi-dimensional Social Security system, when the country's economy was in a very fledgling state was obviously a remarkable gesture towards the socio economic amelioration of a workforce though limited in number and geographic distribution. India, notwithstanding, thus, took the lead in providing organized social protection to the working class through statutory provisions.

The ESI Act 1948, encompasses certain health related eventualities that the workers are generally exposed to; such as sickness, maternity, temporary or permanent disablement, Occupational disease or death due to employment injury, resulting in loss of wages or earning capacity-total or partial. Social security provision made in the Act to counterbalance or negate the resulting physical or financial distress in such contingencies, are thus, aimed at upholding human dignity in times of crises through protection from deprivation, destitution and social degradation while enabling the society the retention and continuity of a socially useful and productive manpower.



OUR HISTORY AND CERTAIN OTHER CORPORATE MATTERS

Our Company was incorporated as Fourth Dimension Solutions Private Limited under the provisions of the Companies Act, 1956 vide certificate of incorporation dated June 17, 2011, in Delhi. Subsequently, our Company was converted into public limited company pursuant to which the name of our Company was changed to “Fourth Dimension Solutions Limited” vide fresh certificate of incorporation dated May 25, 2015.

The registered office of our company is situated at DSM 340, DLF Trade Tower, Shivaji Marg, New Delhi-110015.

Corporate Identification number: U72900DL2011PLC221111

For information on the Company’s activities, market, growth, technology and managerial competence, please see the chapters “Our Management”, “Our Business” and “Our Industry” beginning on pages [●], [●] and [●] respectively of this Draft Prospectus.

CHANGE IN REGISTERED OFFICE

Initially, the Registered Office of our Company was situated at H-28, GF, Main Road, Chander Nagar, Krishna Nagar, East Delhi-110051. Our Registered Office was shifted with effect from May 22, 2013 to F-6, 2nd Floor, Milap Nagar, Uttam Nagar, Delhi-110059. Further, our registered office was shifted to DSM 340, DLF Trade Tower, Shivaji Marg, New Delhi-110015 from June 24, 2014.

KEY EVENTS AND MILESTONES IN THE HISTORY OF OUR COMPANY

Date	Event
June 17, 2011	Our company was incorporated as Fourth Dimension Solutions Private Limited
July 11, 2013	Our company got certificate of ISO 14001:2004 vide Certificate No.: APQ/07-13/C-203
July 11, 2013	Our company got certificate of ISO 27001:2005 vide Certificate No.: APQ/07-13/C-204
July 14, 2014	Our company got certificate of ISO 9001:2008 vide Certificate No.: GACB1713
October 29, 2014	Our company got certificate from NSICL in relation to the Government Purchase Enlistment Certificate vide Registration No.: NSIC/GP/DEL/2014/0008386
November 12, 2014	Our company got certificate of ISO/IEC 20000-1:2011 vide Certificate No.: GACB1840
March 31, 2014	Our Company achieved a turnover of Rs.100 Crores in the F.Y 2013-14.
January 30, 2015	Our company was awarded NSIC-BWR SE 2B rating for its high performance capability and moderate financial strength.
February 07, 2015	Our company got certificate of registration as CMMI-DEV V.1.3, Maturity Level 5 vide Registration No.: QSA-1502373
May 25, 2015	Our Company was converted into Public Limited Company vide fresh certificate of incorporation dated May 25, 2015.



OUR MAIN OBJECTS

The main objects of our Company, as contained in our Memorandum of Association, are as set forth below:

1. To manufacture, buy, sell, design, maintain, test, and develop computer software, Hardware, web hosting, website design & development domain registration, hardware supply & software systems packages & application packages,
2. To carry on the business of using information technology e.g. knowledge management internet, e-mail, website, e-commerce, e-shopping, e-business, multimedia and other commercial activities related to information technology.
3. To carry on the business as consultants and advisors on problems relating to systems design and software developments and to carry on the business of technical know- how and training in all the fields of information technology, to manage marketing and develop computer network services, to facilitates electronic data interchange electronic commerce, internet services, bulk SMS, email marketing, online pc support, Facilitating service on web site to sell goods and product of various brand including setting up, operating, providing technical consultancy for cyber/internet cafe in India.
4. To undertake and carryout the turnkey projects of computers, digitization of documents, data entry services and to establish and operate data and information processing centers and to undertake and carryout the business of Human Resource Consultants, Man Power Supply and to provide services such as Recruitment & Placement, Training & Development, Process & Policies Design, Performance Management, Employee Engagement, Compensation and Benefits, Payroll Outsourcing and HR Operations and to engage in the profession of resource mobilization for individuals as well as corporates and other institutions in the area of human-resources, material resources and financial resources and to act as consultants or agents for this purpose and to carry on business of printing, publishing and circulating or otherwise dealing in all type of books, magazines, newspapers, periodicals, gift items and office supplies.
5. To undertake and carryout the activities relating to e-governance projects of Central Government, State Governments, Public Institutions, Autonomous body or any other body corporate, such as but not limiting to Point of Presence (POP), Central Record Keeping Agency Facilitation Centre (CRAFC), Intermediary for New Pension System, Point of Service (POS) for National Skill Registry, TIN-Facilitation Centers, Electronic & Physical record keeping and filing of returns relating to Sales Tax, VAT, Service Tax, Excise, Enrolment agency for issuing Aadhaar Cards-UID and National Population Register (NPR) Enrolment Agency and Enrolment agency for Smart Card Service Provider covered under the Rashtriya Swasthya Bima Yojana (RSBY) or any other scheme.
6. To carry on the business of sale and purchase of properties in addition with the business of consultants, maintainers, brokers, commission agents of all kind of real estate projects and to carry on the business of construction of any immovable property like industrial, commercial, residential, or farm lands, plots, buildings, houses, apartments, flats and immovable properties of all kinds and to carry on the business of marketing of Real estate projects of the third Party on commission basis or any other form of remuneration.
7. To carry on the business of trading in infrastructure equipment, power equipment, electrical equipment, electrical appliances, electronic equipment and telecommunication equipment providing and running services relating to infrastructure solutions, power solutions, electrical solutions, solar solutions, renewable or non-renewable solutions, telecom networks, information technology solutions, including turnkey solutions, system integration and development of software, training and education centres, support services centres, business centres, institutes and computer services, information technology and telecommunication industry.

** Note: The company adopted clause 42 under "other objects" vide board resolution dated March 16, 2012 to carry out following activities:*



To carry on the business as shares and stock broker and to buy, sell and deal in all kinds of share, stocks, securities, bonds, debenture, units and such other instruments of all types.

AMENDMENTS TO THE MEMORANDUM OF ASSOCIATION

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

Date of Shareholders' Approval	Amendment
August 22, 2014	The Initial authorized Share Capital of Rs. 1,00,000 (Rupees One Lakh only) consisting of 10,000 Equity shares of face value of Rs. 10 each was increased to Rs. 1,00,00,000 (Rupees One Crore only) consisting of 10,00,000 Equity Shares of face value of Rs.10 each.
August 22, 2014	Changes in MOA and AOA incorporated as per the provisions of Companies Act, 2013.
September 11, 2014	Clause III of the Memorandum of Association of the Company changed to reflect change in Main Objects of the Company.
January 12, 2015	The authorized capital of Rs. 1,00,00,000 (Rupees One Crore only) consisting of 10,00,000 Equity shares of face value of Rs.10 each was increased to Rs. 25,00,00,000 (Rupees Twenty Five Crores only) consisting of 2,50,00,000 Equity Shares of face value of Rs.10 each.
April 27, 2015	Changes in AOA incorporated as per the provisions of Listing Agreement.
May 25, 2015	Change in Name of the Company due to conversion from Private Limited Company to Public Company.

HOLDING COMPANY OF OUR COMPANY

Our Company has no holding company as on the date of filing of this Draft Prospectus.

SUBSIDIARY COMPANY OF OUR COMPANY

Our Company has 100.00% shareholding of Thumbspeed Tech Solutions Private Limited as on the date of this Draft Prospectus and therefore, Thumbspeed Tech Solutions Private Limited is a wholly owned subsidiary of our Company.

INJUNCTIONS OR RESTRAINING ORDERS

The Company is not operating under any injunction or restraining order.

DETAILS OF PAST PERFORMANCE

For details in relation to our financial performance in the previous five financial years, including details of non-recurring items of income, refer to section titled "Financial Statements" beginning on page [●] of this Draft Prospectus.

SHAREHOLDERS AGREEMENTS

Our Company has not entered into any shareholders agreement as on date of filing of this Draft Prospectus.



OTHER AGREEMENTS

Our Company has not entered into any specific or special agreements except that have been entered into in ordinary course of business and Agreement dated April 01, 2015 with Managing Director for his appointment and Agreement dated April 01, 2015 with Whole time director for her appointment as on the date of filing of this Draft Prospectus.

RESTRICTIVE COVENANTS IN LOAN AGREEMENTS

Our Company has obtained Credit facilities from HDFC Bank Limited vide Sanction letter dated July 05, 2014. The Bank has issued us No Objection Certificate in relation to our IPO vide letter dated September 08, 2015.

Sr. No.	Date of charge creation/ modification	Charge amount secured (in Rs.)	Charge Holder	Facilities	Security
1.	03.07.2014	2,05,00,000.00	HDFC Bank Limited	Dropline Overdraft Mortgage	Equitable Mortgage of property situated at C-1/182, Janakpuri, Delhi-110058

STRATEGIC/ FINANCIAL PARTNERS

Our Company does not have any strategic/financial partner as on the date of filing of this Draft Prospectus.

DEFAULTS OR RESCHEDULING OF BORROWINGS WITH FINANCIAL INSTITUTIONS OR BANKS

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

NUMBER OF SHAREHOLDERS

Our Company has 7 (seven) shareholders on date of this Draft Prospectus.



OUR MANAGEMENT

BOARD OF DIRECTORS

Under our Articles of Association we are required to have not less than 3 directors and not more than 15 directors, subject to Sections 252 and 259 of the Companies Act, 1956 / Section 149 of Companies Act, 2013. We currently have 6 (Six) Directors on our Board.

The following table sets forth details regarding our Board of Directors as on the date of this Draft Prospectus other than Directorship in our Company:

Sr. No	Name, Father's/Husband's Name, Designation, Address, Occupation, Nationality, Term and DIN	Date of Appointment	Other Directorships
1.	Name: Mr. Amalendu Mukherjee Age: 35 years Father's Name: Late Basanta Mukherjee Designation: Managing Director Address: F-6, Milap Nagar, Uttam Nagar, New Delhi- 110059 Occupation: Business Nationality: Indian Term: April 01, 2015 to March 31, 2020 DIN: 03544485	Appointment as Director on June 17, 2011 Appointment as Managing Director on April 01, 2015	<ul style="list-style-type: none"> Thumbspeed Tech Solutions Private Limited
2.	Name: Mrs. Namita Mukherjee Age: 34 years Father's Name: Mr. Hari Sadhon Chakraborty Designation: Whole-Time Director Address : F-6, Milap Nagar, Uttam Nagar, New Delhi- 110059 Occupation: Business Nationality: Indian Term: Retiring by Rotation DIN: 06561265	Appointed as Director on April 01, 2013 Appointment as Whole time Director on April 01, 2015	<ul style="list-style-type: none"> Thumbspeed Tech Solutions Private Limited
3.	Name: Mr. Bibekananda Mukherjee Age: 27 years	April 01, 2015 as an additional director.	NIL



	<p>Father's Name: Late Basanta Mukherjee</p> <p>Designation: Non- Executive Director</p> <p>Address :Bareria, Patherdih, Baghmundi, Purulia-723152, West Bengal</p> <p>Occupation: Business</p> <p>Nationality: Indian</p> <p>Term: Retire by rotation</p> <p>DIN:07008285</p>	Regularization of appointment as on September 7, 2015	
4.	<p>Name: Anant Prakash</p> <p>Age: 30 years</p> <p>Father's Name: Mr. Shashibhushan Prasad</p> <p>Designation: Independent & Non-Executive Director</p> <p>Address:106, Metro Vihar, Sai Baba Mandir, Najafgarh, Delhi- 110043</p> <p>Occupation: Service</p> <p>Nationality: Indian</p> <p>Term: Five Years</p> <p>DIN: 06709773</p>	<p>August 10, 2015 as an additional director.</p> <p>Regularization of appointment as on September 7, 2015</p>	<ul style="list-style-type: none"> • MKS Advisors Private Limited
5.	<p>Name: Mr. Vijay Kumar Tiwari</p> <p>Age: 66years</p> <p>Father's Name: Mr. Ram Babu Tiwari</p> <p>Designation: Independent & Non-Executive Director</p> <p>Address: 6/472, Vineet Khand, Gomti Nagar, Lucknow- 226010, U.P.</p> <p>Occupation: Service</p> <p>Nationality: Indian</p> <p>Term: Five Years</p> <p>DIN:07233196</p>	<p>August 10, 2015 as an additional director.</p> <p>Regularization of appointment as on September 7, 2015</p>	NIL
6.	<p>Name: Prashant Kumar Gupta</p> <p>Age: 28 years</p> <p>Father's Name: Shri Ram Manohar Gupta</p>	August 10, 2015 as an additional director.	<ul style="list-style-type: none"> • Equitas Consultants Private Limited



<p>Designation: Independent & Non-Executive Director</p> <p>Address: 780/781, 3rd Floor, Guru Ramdas Nagar Extn. Laxmi Nagar, New Delhi- 110092</p> <p>Occupation: Profession</p> <p>Nationality: Indian</p> <p>Term: Five Years</p> <p>DIN: 06939868</p>	<p>Regularization of appointment as on September 7, 2015</p>	
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BRIEF BIOGRAPHIES OF OUR DIRECTORS



Mr. Amalendu Mukherjee, aged 35 years, is the Promoter, visionary leader and Managing Director of our Company. He has more than 10 years of experience in the field of IT and IT related services. He utilized and leverages IT as a tool to execute his objectives of Governance through IT and IT related services. He holds an Executive MBA Degree from Concordia College and University of Delaware, USA

He started his career with West Bengal State Seed Corporation Limited, a West Bengal Government undertaking in the year 1999. Later, he joined SARK Systems (I) Ltd in the year 2004 at Delhi. He formed our company in the year 2011 to capture the upcoming business opportunities in governance related IT services.

He has been awarded Shram Ratna Award by Honorable Union minister Shri Santosh Gangwar in the year 2015.

Mr. Mukherjee is largely responsible for carrying a global niche for the company; his ideology is to incorporate the best practices of business management in the organization.



Mrs. Namita Mukherjee, aged 34 years, has been on our Board since June, 2013. She was appointed as a Whole-Time Director of our Company in April, 2014. She is handling the administration & HR functions of our company. She also actively takes part in decision making process related to our operations. She has more than 3 years of experience in the field of IT & ITes related services.



Mr. Bibekananda Mukherjee, aged 27 years, is the Non-Executive Director of our Company. He holds a Master degree in History from KSOU and Bachelor Degree in Computer Applications from Sikkim Manipal University.

Further, he also obtained Advanced Diploma in Computer Hardware Management and Networking from TCIL IT (New Delhi) and Advanced Diploma in Computer Application from IGNOU. He is presently running the business with the name of Maa Tara Constructions.



Mr. Anant Prakash, aged 30 years, is the Independent and Non-Executive Director of our company. He is an Associate Member of the Institute of Company Secretaries of India and also holds a graduate degree in Commerce from Magadh University. He has experience in secretarial and legal compliance and has knowledge of Companies Act. Previously, he has worked with M/s. Magnum Ventures Limited, a paper manufacturing listed company. Currently, he is associated with M/s. Munish K. Sharma & Associates.



Mr. Vijay Kumar Tiwari, aged 66 years, is the Independent & Non-Executive Director of our Company. He has done M.E. in Computer Science from Indian Institute of Science, Bangalore. He has extensive experience in the area of, administration, operations, PR management, quality compliance, revenue collection and business development in service sector. He is proficient in liaising with Govt. Deptt. and making good long term relation with the corporate clients ensuring high service standards for business excellence. He has worked with “Sark System India Limited, Consortium partner of ECIL” as a GM (operations). He is having over 30 years’ experience in Defence service (IAF), possesses varied experience in maintenance, operation and organizational skills with proven abilities in training and development, human relationship, management and planning.



Mr. Prashant Kumar Gupta, aged 28 years, is the Independent and Non-Executive Director of our company. He is an Associate Member of the Institute of Company Secretaries of India and also holds a graduate degree in Commerce from Allahabad University. He has experience in secretarial and legal compliance and has knowledge of Companies Act. Previously, he has worked with M/s. Xerion Retail Private Limited, now popularly known as Jabong.com and founded M/s. Prashant Gupta & Associates to work in the field of Compliance, Finance and Corporate restructuring.



CONFIRMATIONS

As on the date of this Draft Prospectus:

1. Apart from Mr. Amalendu Mukherjee and Mrs. Namita Mukherjee who are related to each other as husband and wife, Mr. Amalendu Mukherjee and Mr. Bibekananda Mukherjee who are related to each other as Brothers, Mrs. Namita Mukherjee and Mr. Bibekananda Mukherjee who are related to each other as Sister in law and Brother in law, none of the Directors of the Company are related to each other.
2. There are no arrangements or understanding with major shareholders, customers, suppliers or any other entity, pursuant to which any of the Directors or Key Management Personnel were selected as a Director or member of the senior management.
3. The Directors of our Company have not entered into any service contracts with our Company which provides for benefits upon termination of employment
4. None of the above mentioned Directors are on the RBI List of willful defaulters.
5. Further, none of our Directors are or were directors of any company whose shares were (a) suspended from trading by stock exchange(s) for more than 3 months during the five years prior to the date of filing the Draft Prospectus or (b) delisted from the stock exchanges.
6. None of the Promoter, Persons forming part of our Promoter Group, Directors or persons in control of our Company, has been or is involved as a promoter, director or person in control of any other company, which is debarred from accessing the capital market under any order or directions made by SEBI or any other regulatory authority. For further details refer Chapter titled "Outstanding Litigation and Material Developments" beginning on the page 230 of this Draft Prospectus.

REMUNERATION / COMPENSATION OF DIRECTORS

Directors of the Company may be paid sitting fees, commission and any other amounts as may be decided by our Board in accordance with the provisions of the Articles of Association, the Companies Act and other applicable laws and regulations. Except Mr. Amalendu Mukherjee and Mrs. Namita Mukherjee who have been paid Gross Compensation of Rs. 120 Lakhs and Rs. 30 Lakhs respectively during Fiscal Year 2014-15, none of our Directors had received any remuneration during preceding financial year.

SHAREHOLDING OF OUR DIRECTORS IN OUR COMPANY

As per the Articles of Association of our Company, a Director is not required to hold any qualification shares.

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

Sr. No.	Name of the Director	No. of Equity Shares	% of Pre Issue Equity Share Capital	% of Post Issue Equity Share Capital
1.	Mr. Amalendu Mukherjee	79,78,000	99.72	73.24
2.	Mrs. Namita Mukherjee	20,000	0.25	0.18
3.	Mr. Bibekananda Mukherjee	400	0.00	0.00
4.	Mr. Anant Prakash	Nil	Nil	Nil
5.	Mr. Vijay Kumar Tiwari	Nil	Nil	Nil



6.	Mr. Prashant Kumar Gupta	Nil	Nil	Nil
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INTERESTS OF DIRECTORS

All of our Directors may be deemed to be interested to the extent of fees payable, if any 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, if any to them under our Articles of Association, and/or to the extent of remuneration paid to them for services rendered as an officer or employee of our Company. Some of our Directors may be deemed to be interested to the extent of consideration received/paid or any loan or advances provided to anybody corporate including companies and firms and trusts, in which they are interested as directors, members, partners or trustees.

Our Directors may also be regarded as interested in the Equity Shares, if any, held by them or that may be subscribed by and allotted to the companies, firms, and trusts, if any, in which they are interested as directors, members, promoter, and /or trustees pursuant to this Issue. All of our Directors may also be deemed to be interested to the extent of any dividend payable to them and other distributions in respect of the said Equity Shares, if any.

None of our Directors has been appointed on our Board pursuant to any arrangement with our major shareholders, customers, suppliers or others.

Except as stated in the chapter “Our Management” and ‘Related Party Transactions’ beginning on page 119 and 140 respectively of this Draft Prospectus and described herein to the extent of shareholding in our Company, if any, our Directors do not have any other interest in our business.

Our Directors have no interest in any property acquired by our Company within two years of the date of this Draft Prospectus, except as follows:

Mr. Amalendu Mukherjee, Managing Director of our Company, is interested in buying the property situated at C-1/182, Janakpuri, New Delhi- 110058. The agreement of sale of the property has been entered as on September 07, 2015.

Our Directors are not interested in the appointment of or acting as Underwriters, Registrar and Bankers to the Issue or any such intermediaries registered with SEBI.

PROPERTY INTEREST

Except as stated/referred to in the heading titled “Land & Properties” beginning on page 104 of the Draft Prospectus, our Directors has not entered into any contract, agreement or arrangements during the preceding two years from the date of this Draft Prospectus in which the Directors are interested directly or indirectly and no payments have been made to them in respect of these contracts, agreements or arrangements or are proposed to be made to them, except as below:

Mr. Amalendu Mukherjee, Managing Director of our Company, is interested in buying the property situated at C-1/182, Janakpuri, New Delhi- 110058. The agreement of sale of the property has been entered as on September 07, 2015.



CHANGES IN OUR BOARD OF DIRECTORS DURING THE LAST THREE YEARS

Name	Date of event	Nature of event	Reason
Mrs. Namita Mukherjee	April 01, 2013	Appointment	Appointment as Director
Mr. Rajeev Sharma	April 03, 2013	Resignation	Resignation as Director
Ms. Richa Bhargava	April 03, 2013	Resignation	Resignation as Director
Mr. Bibekananda Mukherjee	April 01, 2015	Appointment	Appointment as Additional Director
Mr. Amalendu Mukherjee	April 01, 2015	Change in Designation	Appointment as Managing Director
Mrs. Namita Mukherjee	April 01, 2015	Change in Designation	Appointment as Whole – Time Director
Mr. Vijay Kumar Tiwari	August 10, 2015	Appointment	Appointment as Additional Director
Mr. Anant Prakash	August 10, 2015	Appointment	Appointment as Additional Director
Mr. Prashant Kumar Gupta	August 10, 2015	Appointment	Appointment as Additional Director
Mr. Vijay Kumar Tiwari	September 07, 2015	Change in Designation	Appointment as Non- Executive & Independent Director
Mr. Anant Prakash	September 07, 2015	Change in Designation	Appointment as Non- Executive & Independent Director
Mr. Prashant Kumar Gupta	September 07, 2015	Change in Designation	Appointment as Non- Executive & Independent Director
Mr. Bibekananda Mukherjee	September 07, 2015	Change in Designation	Appointment as Non- Executive Director

BORROWING POWERS OF THE BOARD

Pursuant to a special resolution passed at Annual General Meeting of our Company held on September 07, 2015 consent of the members of our Company was accorded to the Board of Directors of our Company pursuant to Section 180 (1)(c) of the Companies Act, 2013 for borrowing, from time to time, any sum or sums of money on such security and on such terms and conditions as the Board may deem fit, notwithstanding that the money to be borrowed together with the money already borrowed by our Company (apart from temporary loans obtained from our Company's bankers in the ordinary course of business) may exceed in the aggregate, the paid-up capital of our



Company and its free reserves, provided however, the total amount so borrowed in excess of the aggregate of the paid-up capital of our Company and its free reserves shall not at any time exceed Rs.500 Crores.

CORPORATE GOVERNANCE

The provisions of the SME listing agreement, to be entered into by our Company with the Stock Exchanges, will be applicable to our Company immediately upon the listing of our Equity Shares with NSE EMERGE Platform. We have complied with the corporate governance code in accordance with Clause 52 (as applicable) of the SME Listing Agreement, particularly in relation to appointment of Independent Directors to our Board and constitution of the audit committee and shareholders'/ investors' grievance committee. Our Company undertakes to take all necessary steps to continue to comply with all the requirements of Clause 52 of the SME listing agreement.

Our Company stands committed to good corporate governance practices based on the principles such as accountability, transparency in dealings with our stakeholders, emphasis on communication and transparent reporting. We have complied with the requirements of the applicable regulations, including the Listing Agreement to be executed with the Stock Exchange and the SEBI Regulations, in respect of corporate governance including constitution of the Board and Committees thereof. The corporate governance framework is based on an effective independent Board, the Board's supervisory role from the executive management team and constitution of the Board Committees, as required under law.

We have a Board constituted in compliance with the Companies Act and the Listing Agreement in accordance with best practices in corporate governance. The Board functions either as a full Board or through various committees constituted to oversee specific operational areas. Our executive management provides the Board detailed reports on its performance periodically.

Currently our Board has 6 (six) Directors. We have 1 (one) Managing Director, 1 (one) Whole time Director, 1 (one) Non-Executive Director and 3 (three) Non-Executive & Independent Directors. The constitution of our Board is in compliance with the requirements of Clause 52 of the SME Listing Agreement.

The following committees have been formed in compliance with the corporate governance norms:

- A. Audit Committee
- B. Stakeholder Relationships Committee
- C. Nomination and Remuneration Committee

A) Audit Committee

Our Company has constituted an audit committee ("**Audit Committee**"), as per the provisions of Section 177 of the Companies Act, 2013 and Clause 52 of the SME Listing Agreement to be entered with Stock Exchange, vide resolution passed in the meeting of the Board of Directors held on 07 September, 2015.

The terms of reference of Audit Committee complies with the requirements of Clause 52 of the SME Listing Agreement, proposed to be entered into with the Stock Exchange in due course. The committee presently comprises the following three (3) directors.

Composition of Audit Committee:

Name of the Director	Status	Nature of Directorship
Anant Prakash	Chairman	Independent Non-Executive Director
Prashant Kumar Gupta	Member	Independent Non-Executive Director



Amalendu Mukherjee	Member	Managing Director
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Mr. Anant Prakash is the Chairman of the Audit Committee.

The Company Secretary of the Company acts as the Secretary to the Audit committee.

Role of the audit committee:

1. Overseeing the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible.
2. Recommending to the Board, the appointment, re-appointment and, if required, the replacement or removal of the statutory auditor and the fixation of audit fees.
3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors.
4. Reviewing, with the management, the annual financial statements before submission to the board for approval, with particular reference to:
 - a. Matters required being included in the Directors Responsibility Statement to be included in the Board's report in terms of clause (2AA) of section 217 of the Companies Act.
 - 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. Qualifications in the draft audit report.
5. Reviewing, with the management, the half yearly and annual financial statements before submission to the board for approval
6. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter.
7. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems.
8. 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.
9. Discussion with internal auditors on any significant findings and follow up there on.
10. 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.
11. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.



12. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of nonpayment of declared dividends) and creditors.
13. To review the functioning of the Whistle Blower mechanism, in case the same is existing.
14. Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience & background, etc. of the candidate.
15. To overview the Vigil Mechanism of the Company and took appropriate actions in case of repeated frivolous complaints against any Director or Employee.

Powers of the Audit Committee:

- Investigating any activity within its terms of reference;
- Seeking information from any employee;
- Obtaining outside legal or other professional advice; and
- Securing attendance of outsiders with relevant expertise, if it considers necessary.

B) Stakeholder Relationships Committee

Our Company has constituted a stakeholder relationships committee (“*stakeholder relationships Committee*”) to redress the complaints of the shareholders. The stakeholder relationships committee was constituted vide resolution passed at the meeting of the Board of Directors held on 07 September, 2015.

Composition of Stakeholder Relationships Committee

Name of the Director	Status	Nature of Directorship
Bibekananda Mukherjee	Chairman	Non-Executive Director
Amalendu Mukherjee	Member	Managing Director
Namita Mukherjee	Member	Whole time Director

The Stakeholder Relationships Committee shall oversee all matters pertaining to investors of our Company. The terms of reference of the Investor Grievance Committee include the following:

1. Redressal of shareholders’/investors’ complaints;
2. Reviewing on a periodic basis the Approval of transfer or transmission of shares, debentures or any other securities made by the Registrar and Share Transfer Agent;
3. Issue of duplicate certificates and new certificates on split/consolidation/renewal;
4. Non-receipt of declared dividends, balance sheets of the Company; and
5. Carrying out any other function as prescribed under the Listing Agreement.

C) Nomination and Remuneration Committee

Our Company has constituted a Nomination and Remuneration Committee. The constitution of the Nomination and Remuneration Committee was approved by a Meeting of the Board of Directors held on 07 September, 2015.



Composition of Nomination and Remuneration Committee

Name of the Director	Status	Nature of Directorship
Vijay Kumar Tiwari	Chairman	Independent Non-Executive Director
Anant Prakash	Member	Independent Non-Executive Director
Prashant Kumar Gupta	Member	Independent Non-Executive Director

Mr. Vijay Kumar Tiwari is the Chairman of the Nomination and Remuneration Committee.

The Company Secretary of the Company acts as the Secretary to the Nomination and Remuneration Committee.

The terms of reference of the Nomination and Remuneration Committee are:

- To recommend to the Board, the remuneration packages of the Company's Managing/Joint Managing/Deputy Managing/Whole time / Executive Directors, including all elements of remuneration package(i.e. salary, benefits, bonuses, perquisites, commission, incentives, stock options, pension, retirement benefits, details of fixed component and performance linked incentives along with the performance criteria, service contracts, notice period, severance fees etc.);
- To be authorized at its duly constituted meeting to determine on behalf the Board of Directors and on behalf of the shareholders with agreed terms of reference, the Company's policy on specific remuneration packages for Company's Managing/Joint Managing/ Deputy Managing/ Whole time/Executive Directors, including pension rights and any compensation payment;
- Such other matters as may from time to time be required by any statutory, contractual or other regulatory requirements to be attended to by such committee.

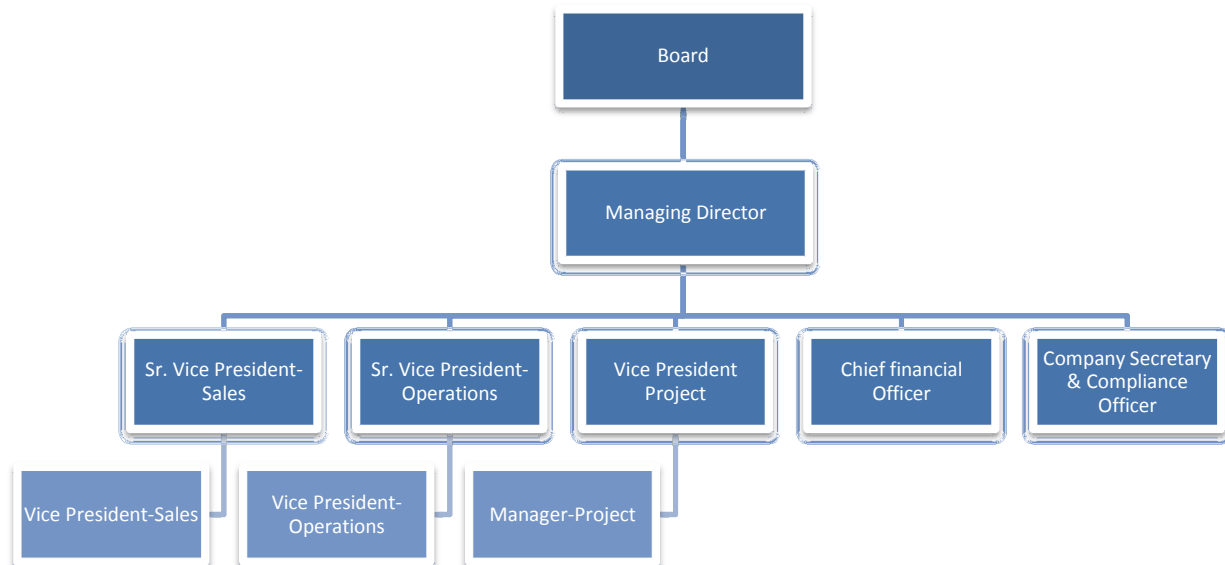
Policy on Disclosures and Internal Procedure for Prevention of Insider Trading

We will comply with the provisions of the SEBI (Prohibition of Insider Trading) Regulations, 2015 after listing of our Company's shares on the Stock Exchange.

Ms. Chavvi Gupta, Company Secretary and Compliance Officer, is responsible for setting forth policies, procedures, monitoring and adhering to the rules for the prevention of dissemination of price sensitive information and the implementation of the code of conduct under the overall supervision of the Board.



ORGANIZATIONAL STRUCTURE



KEY MANAGERIAL PERSONNEL



Mr. Amalendu Mukherjee, aged 35 years, is the Promoter, visionary leader and Managing Director of our Company. He has more than 10 years of experience in the field of IT and ITes related services. He utilized and leverages IT as a tool to execute his objectives of Governance through IT and ITes related services. He holds an Executive MBA Degree from Concordia College and University of Delaware, USA

He started his career with West Bengal State Seed Corporation Limited, a West Bengal Government undertaking in the year 1999. Later, he joined SARK Systems (I) Ltd in the year 2004 at Delhi. He formed our company in the year 2011 to capture the upcoming business opportunities in governance related IT services.

He has been awarded Shram Ratna Award by Honorable Union minister Shri Santosh Gangwar in the year 2015.

Mr. Mukherjee is largely responsible for carrying a global niche for the company; his ideology is to incorporate the best practices of business management in the organization.

He has earned a gross remuneration of Rs. 120 lacs during Financial Year 2014-15.



Mrs. Namita Mukherjee, aged 34 years, has been on our Board since June, 2013. She was appointed as a Whole-Time Director of our Company in April, 2014. She is handling the administration & HR functions of our company. She also actively takes part in decision making process related to our operations. She has more than 3 years of experience in the field of IT & ITes related services.

She has earned a gross remuneration of Rs. 30 lacs during Financial Year 2014-15.



Ms. Chavvi Gupta, aged 24 years, is the Company Secretary & Compliance Officer of the Company. She is an associate member of the Institute of the Company Secretaries of India and also holds graduate degree in commerce from the University of Delhi. She joined the Company on 25th June, 2015. She has experience of more than 2 years in Secretarial Compliances and has the knowledge of Companies Act and Listing Agreement. Since she joined the Company in FY 2015-16, no remuneration has been paid to her yet.



Mr. Mukesh Mishra is the Chief Financial Officer of the Company. He is a commerce graduate from the LNMU, Darbhanga Bihar. Previously, he has worked with M/s Michelin India Pvt Ltd and National Informatics Centre Services Inc. (A Govt of India Enterprise) as an Accountant and USG Tech Solutions Ltd, as an Assistant Manager – Accounts. He was appointed as Chief Financial Officer of Fourth Dimension Solutions Limited on September 7, 2015. Since he joined the Company in FY 2015-16, no remuneration has been paid to him yet.

RELATIONSHIP BETWEEN KEY MANAGERIAL PERSONNEL

There is no family relationship between the Key Managerial Personnel of our Company except that Mr. Amalendu Mukherjee and Mrs. Namita Mukherjee are related to each other as husband and wife.

FAMILY RELATIONSHIPS OF DIRECTORS WITH KEY MANAGERIAL PERSONNEL

There is no family relationship between the key managerial personnel and Director of our Company except that Mr. Amalendu Mukherjee and Mrs. Namita Mukherjee are related to each other as husband and wife, Mr. Amalendu Mukherjee and Mr. Bibekananda Mukherjee are related to each other as Brothers. All of Key Managerial Personnel are permanent employees of our company.

ARRANGEMENTS AND UNDERSTANDING WITH MAJOR SHAREHOLDERS

None of our Directors has been appointed on our Board pursuant to any arrangement with our major shareholders, customers, suppliers or others.



SHAREHOLDING OF THE KEY MANAGERIAL PERSONNEL

None of the KMPs hold any Equity shares of our Company as on the date of this Draft Prospectus except the following:

Sr. No.	Name of the shareholder	No. of shares held
1.	Amalendu Mukherjee	79,78,000
2.	Namita Mukherjee	20,000

BONUS OR PROFIT SHARING PLAN OF THE KEY MANAGERIAL PERSONNEL

Our Company has not entered into any Bonus or Profit Sharing Plan with any of the Key Managerial Personnel.

LOANS TO KEY MANAGERIAL PERSONNEL

No loans and advances given to the Key Managerial Personnel as on the date of this Draft Prospectus.

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 business and to the extent of Equity Shares held by them in our Company, if any.

Except as disclosed in this Draft Prospectus, none of our key managerial personnel have been paid any consideration of any nature from our Company, other than their remuneration and reimbursement of expenses.

Our Key Managerial Personnel have no interest in any property acquired by our Company within two years of the date of this Draft Prospectus, except as follows:

Mr. Amalendu Mukherjee, Managing Director of our Company, is interested in buying the property situated at C-1/182, Janakpuri, New Delhi- 110058. The agreement of sale of the property has been entered as on September 7, 2015.

CHANGES IN KEY MANAGERIAL PERSONNEL DURING LAST THREE (3) YEARS

The changes in the key managerial personnel in the last three years are as follows:

Name of Managerial Personnel	Designation	Date of Event	Reason
Preeti Puri	Company Secretary and Compliance Officer	April 01, 2015	Appointment as Company Secretary and Compliance Officer
Amalendu Mukherjee	Managing Director	April 01, 2015	Appointment as Managing Director
Preeti Puri	Company Secretary and Compliance Officer	June 18, 2015	Resignation as Company Secretary and Compliance Officer
Chavvi Gupta	Company Secretary and Compliance Officer	June 25, 2015	Appointment as Company Secretary and Compliance Officer
Mukesh Mishra	Chief Financial Officer	September 7, 2015	Appointment as Chief Financial Officer



Other than the above changes, there have been no changes to the key managerial personnel of our Company that are not in the normal course of employment.

ESOP/ESPS SCHEME TO EMPLOYEESs

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

PAYMENT OR BENEFIT TO OUR OFFICERS

Except as disclosed in the heading titled “Related Party Disclosure” in the section titled “Financial Statements” beginning on page 142 of this Draft Prospectus, no amount or benefit has been paid or given within the two preceding years or is intended to be paid or given to any of our officers except the normal remuneration for services rendered as officers or employees.



OUR PROMOTER AND PROMOTER GROUP

OUR INDIVIDUAL PROMOTER

Mr. Amalendu Mukherjee



Mr. Amalendu Mukherjee, aged 35 years, is the Promoter, visionary leader and Managing Director of our Company. He has more than 10 years of experience in the field of IT and ITes related services. He utilized and leverages IT as a tool to execute his objectives of Governance through IT and ITes related services. He holds an Executive MBA Degree from Concordia College and University of Delaware, USA

He started his career with West Bengal State Seed Corporation Limited, a West Bengal Government undertaking in the year 1999. Later, he joined SARK Systems (I) Ltd in the year 2004 at Delhi. He formed our company in the year 2011 to capture the upcoming business opportunities in governance related IT services.

He has been awarded Shram Ratna Award by Honorable Union minister Shri Santosh Gangwar in the year 2015.

Mr. Mukherjee is largely responsible for carrying a global niche for the company; his ideology is to incorporate the best practices of business management in the organization.

Particulars	Details
Permanent Account Number	AMWPM2947A
Passport No.	L5836959
Bank Account Details	Axis Bank Limited Address- WZ-G-1/262, Block G-1, Uttam Nagar, Main Nazafgarh Road, New Delhi-110059 A/c No.- 079010100313094

OUR PROMOTER GROUP

Our Promoter Group in terms of Regulation 2(1)(zb) of SEBI (ICDR) Regulations includes the following persons:

a) Individual Promoter

The natural persons who are part of our Promoter Group (due to the relationship with our Promoter), other than the Promoter named above are as follows:

Sr. No.	Relationship	Mr. Amalendu Mukherjee
1.	Father	Late Basanta Mukherjee
2.	Mother	Mrs. Tapati Mukherjee



3.	Spouse	Mrs. Namita Mukherjee
4.	Brother	Mr. Bibekananda Mukherjee Mr. Vidhut Mukherjee
5.	Sister	Mrs. Mallika Mukherjee
6.	Children	Ms. Riya Mukherjee Master. Rudra Neel Mukherjee
7.	Spouse Father	Mr. Hari Sadhon Chakraborty
8.	Spouse Mother	Mrs. Chayana Chakraborty
9.	Spouse Brother	N.A.
10.	Spouse Sister	Mrs. Amita Ghatak

b) Companies and proprietorship firms forming part of our Promoter Group are as follows:

Relationship with promoter	Promoter
	Mr. Amalendu Mukherjee
Any company in which 10% or more of the share capital is held by the promoter or an immediate relative of the promoter or a firm or HUF in which the promoter or any one or more of his immediate relative is a member	NIL
Any company in which a company (mentioned above) holds 10% of the total holding	NIL
Any HUF or firm in which the aggregate share of the promoter and his immediate relatives is equal to or more than 10% of the total holding	NIL

OTHER UNDERTAKINGS AND CONFIRMATIONS

Our Company undertakes that the details of Permanent Account Number, Bank Account Number and Passport Number of the Promoter will be submitted to the NSE EMERGE Platform, where the securities of our Company are proposed to be listed at the time of submission of Draft Prospectus.

COMMON PURSUITS OF OUR PROMOTER

Our Subsidiary Company Thumbspeed Tech Solutions Private Limited have objects similar to that of our Company's business as mentioned in the Chapter "Our Group Entities" beginning on page 137 of this Draft Prospectus.



INTEREST OF THE PROMOTER

Interest in the promotion of Our Company

Our promoter is Mr. Amalendu Mukherjee. Our Promoter may be deemed to be interested in the promotion of the Issuer to the extent of the Equity Shares held by them as well as their relatives and also to the extent of any dividend payable to them and other distributions in respect of the aforesaid Equity Shares. Further, our Promoter may also be interested to the extent of Equity Shares held by or that may be subscribed by and allotted to companies and firms in which either of them are interested as a director, member or partner.

Interest in the property of Our Company

Our Promoter does not have any interest in any property acquired by our Company in last two years or proposed to be acquired by our Company except as follows:

Mr. Amalendu Mukherjee, Managing Director of our Company, is interested in buying the property situated at C-1/182, Janakpuri, New Delhi- 110058. The agreement of sale of the property has been entered as on September 7, 2015

Interest as Member of our Company

As on the date of this Draft Prospectus, our Promoter holds 79,78,000 Equity Shares of our Company and is therefore interested to the extent of his shareholding and the dividend declared, if any, by our Company. Except to the extent of shareholding of the Promoter in our Company our Promoter does not hold any other interest in our Company.

Payment Amounts or Benefit to Our Promoter during the Last Two Years

No payment has been made or benefit given to our Promoter in the two years preceding the date of this Draft Prospectus except as mentioned / referred to in this chapter and in the section titled 'Our Management', 'Financial Statements' and 'Capital Structure' on page 119, 142 and 54 respectively of this Draft Prospectus. Further as on the date of this Draft Prospectus, there is no bonus or profit sharing plan for our Promoter.

CONFIRMATIONS

For details on litigations and disputes pending against the Promoter and defaults made by them including violations of securities laws, please refer to the section titled "Outstanding Litigation and Material Developments" on page 230 this Draft Prospectus. Our Promoter has not been declared a willful defaulter by the RBI or any other governmental authority.

RELATED PARTY TRANSACTIONS

Except as disclosed in the "Related Party Transactions" beginning on page 140 of this Draft Prospectus, our Company has not entered into any related party transactions with our Promoter.



OUR GROUP ENTITIES

Below mentioned are the details of Companies / entities promoted by the Promoter of our Company. No equity shares of our Subsidiary Company are listed on any stock exchange and they have not made any public or rights issue of securities in the preceding three years.

A. Our Subsidiary:

1. Thumbspeed Tech Solutions Private Limited

Corporate Information

Thumbspeed Tech Solutions Private Limited was incorporated as Thumbspeed Software Solutions Private Limited on January 13, 2005 under the provisions of Companies Act, 1956. Prior to becoming a subsidiary of our company, it was a part of Nokia Group. The company w.e.f December 12, 2014 on execution of Share Purchase Agreement became the subsidiary of our Company. Subsequently, name of the Company was changed to Thumbspeed Tech Solutions Private Limited vide fresh certificate of incorporation dated February 20, 2015. The Corporate Identification Number of the Company is U72200MH2005PTC150620. The Registered Office of the Company is situated at 701, A Wing, Plot No. X-4/1, X-4/2, Technocity, Co-op Society Ltd, TTC Industrial Area, Mahape, Navi Mumbai-400710, Maharashtra.

The main object of the Company is to carry out the activities relating to e-governance projects of central government, state government, public institutions, body corporate or any other association of persons and also in manufacturing, trading, dealing and maintenance of computer hardware, computers, laptops, tablets, electrical or electronic equipments or IT based products.

Board of Directors

The Directors of Thumbspeed Tech Solutions Private Limited as on the date of this Draft Prospectus are as follows:

Name	Designation
Amalendu Mukherjee	Director
Namita Mukherjee	Director

Financial Information

(Rs. In Lakhs)

Particulars	March 31, 2015	March 31, 2014	March 31, 2013
Equity Capital	1.00	1.00	1.00
Reserve (Excluding Revaluation Reserve)	120.02	119.46	120.74
Total Income	22.31	-	-
Profit after Tax	0.56	(1.28)	(2.91)
Earnings Per Share (Basic) (Rs.)	6.16	(12.82)	(29.09)



Particulars	March 31, 2015	March 31, 2014	March 31, 2013
Earnings Per Share (Diluted) (Rs.)	6.16	(12.82)	(29.09)
Net worth	121.02	120.46	121.74
Net Asset Value per Share of face value Rs. 10/- (Rs.)	1210.25	1204.60	1217.40

Shareholding Pattern

Name	No. of Shares	Percentage
Fourth Dimension Solutions Limited	99,000	99.99%
*Amalendu Mukherjee	1	0.01%

*On behalf of Fourth Dimension Solutions Limited.

CONFIRMATION

Our Promoter and persons forming part of Promoter Group have confirmed that they have not been declared as willful defaulters by the RBI or any other governmental authority 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 Promoter and persons forming part of Promoter Group has been restrained from accessing the capital markets for any reasons by SEBI or any other authorities.

INTERESTS OF OUR GROUP COMPANIES

Our Subsidiary Company is not interested in the promotion of our Company except as disclosed in the section titled "Financial Statements" beginning on page 142 of this Draft Prospectus and to the extent of their shareholding in our Company. Our Subsidiary Company does not have any other interest in our Company, including in relation to property or land acquired by our Company.

SICK COMPANIES / WINDING UP

Our Subsidiary Company listed above has not been declared as a sick company under the Sick Industrial Companies (Special Provisions) Act, 1985. There is no winding up proceedings against any of the Promoter Group Entity.

LITIGATION

For details on litigations and disputes pending against the Promoter and Promoter Group entities and defaults made by them, please refer to the chapter titled 'Outstanding Litigations and Material Developments' beginning on page 230 of this Draft Prospectus.



DISASSOCIATION BY THE PROMOTER IN THE LAST THREE YEARS

Our Promoter has not disassociated himself from any of the companies/partnership firms during preceding three years except as follows:

Sr. No.	Name of the promoter	Name of Concern	Date of Disassociation	Reason
1.	Mr. Amalendu Mukherjee	RNM IT Solutions Pvt Ltd	May 08, 2015	Due to personal reasons
2.	Mr. Amalendu Mukherjee	Newcode IT Services Pvt Ltd	August 08,2015	Due to personal reasons

SALES/PURCHASES BETWEEN OUR COMPANY AND SUBSIDIARY COMPANY

There have been no sales/purchases between our Company and Subsidiary Company during the financial year 2014-15. For further details please refer to chapter titled 'Related Party Transactions' beginning on page 140 of this Draft Prospectus.

COMMON PURSUITS

Thumbspeed Tech Solutions Private Limited has some of the objects similar to that of our Company's business. Currently we do not have any non-compete agreement/arrangement with our subsidiary. Such a conflict of interest may have adverse effect on our business and growth. We shall adopt the necessary procedures and practices as permitted by law to address any conflict situations, as and when they may arise.



RELATED PARTY TRANSACTIONS

For details on Related Party Transactions of our Company, please refer to **Annexure XII** of restated financial statement under the section titled, '*Financial Statements*' beginning on page 142 this Draft Prospectus.



DIVIDEND POLICY

Under the Companies Act, an Indian company pays dividends upon a recommendation by its Board of Directors and approval by a majority of the shareholders, who have the right to decrease but not to increase the amount of dividend recommended by the Board of Directors. Under the Companies Act, dividends may be paid out of profits of a company in the year in which the dividend is declared or out of the undistributed profits or reserves of the previous Years or out of both.

Our Company does not have a formal dividend policy. Any dividends to be declared shall be recommended by the Board of Directors depending upon the financial condition, results of operations, capital requirements and surplus, contractual obligations and restrictions, the terms of the credit facilities and other financing arrangements of our Company at the time a dividend is considered, and other relevant factors and approved by the Equity Shareholders at their discretion. Our Company has not paid any dividend in the previous five Financial Years.

Dividends are payable within 30 days of approval by the Equity Shareholders at the annual general meeting of our Company. When dividends are declared, all the Equity Shareholders whose names appear in the register of members of our Company as on the “record date” are entitled to be paid the dividend declared by our Company. Any Equity Shareholder who ceases to be an Equity Shareholder prior to the record date, or who becomes an Equity Shareholder after the record date, will not be entitled to the dividend declared by our Company.



SECTION V – FINANCIAL INFORMATION

STAND ALONE FINANCIAL INFORMATION, AS RESTATED IN RELATION TO DRAFT PROSPECTUS

Auditor's Report

To,
The Board of Directors
Fourth Dimension Solutions Limited
DSM 340, DLF Trade Tower,
Shivaji Marg, New Delhi-110015

Dear Sirs,

Re.: Public Issue of Equity Shares of Fourth Dimension Solutions Limited

1. We have examined the Restated Financial information of **Fourth Dimension Solutions Limited**, annexed to this report for the purpose of inclusion in the offer document, signed by us for identification, in terms of our engagement agreed upon with you in accordance with our engagement letter dated 10th August 2015 in connection with the proposed issue of Equity Shares of the Company. The Restated Financial information has been approved by the Board of Directors of the Company, prepared in terms of the requirements of:
 - a) Sub- Clauses (i) and (iii) of clause (b) of sub-section (1) of section 26 of the Companies Act,2013 ('the Act') read with Rule 4 of Companies (Prospectus and Allotment of Securities) Rules ('the Rules'),2014 and
 - b) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements)Regulations, 2009 as amended ('the Regulations') issued by the Securities and Exchange Board of India ("SEBI") on August 26,2009, as amended from time to time in pursuance of Section 30 of the Securities and Exchange Board of India Act,1992 and related .
 - c) The Guidance Note (Revised) on Reports in Company Prospectus and Guidance Note on Audit Reports/ Certificates on Financial Information in Offer Documents issued by the Institute of Chartered Accountants of India.
2. This Restated Financial information has been extracted by the Management from the financial statements for the year ended 31st March, 2015, 2014, 2013 and 2012. Audit for the financial year ended 31st March, 2015, 2014, 2013 and 2012 was conducted by Sain Kanwar & Associates.
3. We have also examined the financial information of the Company for the year ended 31st March, 2015, 2014, 2013 and 2012 prepared and approved by the Board of Directors for the purpose of disclosure in the offer documents of the company mentioned in Paragraph (1) above.



4. The financial information for the above period was examined to the extent practicable, for the purpose of audit of financial information in accordance with the Engagement Standards issued by the Institute of Chartered Accountants of India. Those Standards require that we plan and perform our audit to obtain reasonable assurance, whether the financial information under examination is free of material misstatement.

In terms of Schedule VIII, Clause IX (9) of the SEBI (ICDR) Regulations, 2009 and the other provisions relating to accounts of Fourth Dimension Solutions Limited, We, RPMD & ASSOCIATES. have subjected to the peer review process of the Institute of Chartered Accountants of India (ICAI) and hold a valid certificate issued by the Peer Review Board of the ICAI.

Based on the above, we report that in our opinion and according to the information and explanations' given to us, we have found the same to be correct and the same have been accordingly used in the restated financial information appropriately.

5. In accordance with the requirements of the Companies Act, 2013, the SEBI (ICDR) Regulations and terms of our engagements agreed with you, we further report that;
 - a) The Restated Summary Statement of Assets and Liabilities of the Company, including as at 31st March, 2015, 2014, 2013 and 2012 examined by us, as set out in ANNEXURE I to this report are after making adjustments and regrouping as in our opinion were appropriate and are subject to the Significant Accounting Policies and Notes to accounts along with adjustments on account of change in policies and restatements as appearing in ANNEXURE IV to this report.
 - b) The Restated Summary Statement of Profit or Loss of the Company for the year then ended, including for the year ended 31st March, 2015, 2014, 2013 and 2012 examined by us, as set out in ANNEXURE II to this report are after making adjustments and regrouping as in our opinion were appropriate and are subject to the Significant Accounting Policies and Notes to accounts along with adjustments on account of change in policies and restatements as appearing in ANNEXURE IV to this report
 - c) The Restated Summary Statement of Cash Flow of the Company for the year then ended, including for the year ended 31st March, 2015, 2014, 2013 and 2012 examined by us, as set out in ANNEXURE III to this report are after making adjustments and regrouping as in our opinion were appropriate and are subject to the Significant Accounting Policies and Notes to accounts along with adjustments on account of change in policies and restatements as appearing in ANNEXURE IV to this report
6. Based on above, we are of the opinion that that the restated financial information have been made after incorporating.
 - i) 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) Adjustments for the material amounts in the respective financial years to which they related.
 - iii) And there are no extra-ordinary items that need to be disclosed separately in the accounts.
 - iv) There are no other qualifications requiring adjustments.
7. We have also examined the following other Restated financial information set out in Annexures prepared by the Management and approved by the Board of Directors relating to the Company as at and for the year ended 31st March, 2015, 2014, 2013 and 2012.



- i) Statement of Share Capital as appearing in **Annexure V** to this report.
- ii) Statement of Long Term Borrowings, as Restated as appearing in **Annexure VI** to this report.
- iii) Statement of Trade Receivables, as Restated as appearing in **Annexure VII** to this report
- iv) Statement of Long Term Loans and Advances, as Restated as appearing in **Annexure VIII** to this report
- v) Statement of Short Term Loans and Advances, as Restated as appearing in **Annexure IX** to this report
- vi) Statement of Other Income, as Restated as appearing in **Annexure X** to this report
- vii) Statement of Contingent Liabilities, as Restated as appearing in **Annexure XI** to this report
- viii) Statement of Related Party Transaction included in **Annexure XII** to this report
- ix) Statement of Accounting Ratios as per **Annexure XIII** to this report
- x) Statement of Earnings Per Share, as Restated as appearing in **Annexure XIV** to this report
- xi) Statement of Capitalisation included in **Annexure XV**.
- xii) Statement of Tax Shelters included in **Annexure XVI**.
- xiii) Statement of Financial indebtedness is as per **Annexure XVII**.

In our opinion the Restated financial information contained in **Annexure I to XVII** of this report read along with the Significant Accounting Policies, Notes to accounts and adjustments on account of change in policies and restatements as appearing in **Annexure IV** to this report along with regroupings as considered appropriate, and have been prepared in accordance with sub- clauses (i) and (iii) of clause (b) of sub-section (1) of section 26 of the Companies Act,2013 read with Rule 4 of Companies (Prospectus and Allotment of Securities)Rules,2014 and the Regulations issued by SEBI.

8. The report should not in any way be construed as a re-issuance or re-dating of any of the previous audit reports issued by us.
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 and for inclusion in the offer documents in connection with the proposed issue of equity shares of the Company. Our report and should not be used for any other purpose except with our consent in writing.

For **RPMD & ASSOCIATES**
Chartered Accountants
FRN No: **005961C**

RAHUL JAIN
Partner
M. No.:518352
Place: Delhi
Date: September 07, 2015



ANNEXURE – I

STATEMENT OF ASSETS AND LIABILITIES AS RESTATED STAND ALONE

(Rs. in Lakhs)

Sr. No.	Particulars	Note No.	As at 31st March			
			2015	2014	2013	2012
A.	Equity and Liabilities					
1	Shareholders' Funds					
	Share Capital	2.1	200.00	1.00	1.00	1.00
	Reserves & Surplus	2.2	1,542.86	46.46	8.61	(0.08)
	Share application money pending allotment		-	-	-	-
2	Non-Current Liabilities					
	Long-term borrowings	2.3	82.37	-	-	-
	Deferred Tax Liabilities (Net)	2.4	2.53	1.84	0.20	0.16
	Other Long Term Liabilities		-	-	-	-
	Long Term Provisions	2.5	16.49	-	-	-
3	Current Liabilities					
	Short Term Borrowings	2.6	-	-	46.00	6.75
	Trade Payables	2.7	16,221.22	5,952.58	1,848.00	0.91
	Other Current Liabilities	2.8	10,986.87	114.64	7.21	3.70
	Short Term Provisions	2.9	98.53	0.29	-	-
	Total		29,150.87	6,116.80	1,911.02	12.44
B.	Assets					
4	Non-Current Assets					
	Fixed Assets		-	-	-	-
	Tangible Assets	2.10	1,304.10	339.22	3.87	5.02
	Intangible Assets		-	-	-	-



	Capital Work In Progress		152.55	-	-	-
	Non - Current Investments	2.11	124.99	-	-	-
	Long Term Loans and Advances	2.12	460.62	41.89	10.80	0.50
	Other Non-Current Assets	2.13	-	1.39	0.09	0.12
5	Current Assets					
	Inventories	2.14	10,687.23	578.95	342.70	-
	Trade Receivables	2.15	6,105.33	2,179.20	1,349.68	0.40
	Cash and Cash Equivalents	2.16	6,869.61	103.67	30.99	2.13
	Short-term loans and advances	2.17	3,446.45	2,872.48	172.89	4.27
	Other Current Assets	2.18	-	-	-	-
	Total		29,150.87	6,116.80	1,911.02	12.44



ANNEXURE – II

STATEMENT OF PROFIT AND LOSS AS RESTATED STAND ALONE

(Rs. in Lakhs)

Sr. No	Particulars	Notes No.	For The Year Ended March 31,			
			2015	2014	2013	2012
A.	Revenue:					
	Revenue from Operations (gross)	2.19	65,163.85	13,652.31	1,722.70	3.46
	Less: Excise Duty		-	-	-	-
	Revenue from operations (net)		65,163.85	13,652.31	1,722.70	3.46
	Other income	2.20	67.76	4.77	-	20.61
	Total revenue		65,231.62	13,657.08	1,722.70	24.07
B.	Expenses:					
	Cost of material Consumed	2.21	71,386.51	13,469.70	2,032.19	2.83
	Changes in inventories of Finished goods, work-in-progress	2.22	(10,108.28)	(236.25)	(342.70)	-
	Employee benefit expenses	2.23	864.69	132.94	14.04	15.30
	Finance costs	2.24	60.25	4.22	0.26	0.05
	Depreciation and amortization expense	2.10	168.81	6.92	1.37	0.58
	Other expenses	2.25	883.63	224.59	4.85	5.23
	Total Expenses		63,255.60	13,602.12	1,710.00	23.99
	Profit/(loss) before tax		1,976.01	54.96	12.70	0.08
	Tax expense :					
	Current tax		678.93	15.47	3.97	-
	MAT Credit		-	-	-	-
	Prior Period Taxes		-	-	-	-
	Deferred Tax		0.69	1.64	0.05	0.16
	Fringe Benefit Tax		-	-	-	-
	Profit/(loss) For the year		1,296.40	37.86	8.68	(0.08)



	Earning per equity share in Rs.:					
	(1) Basic		325.82	378.57	86.84	(0.77)
	(2) Diluted		325.82	378.57	86.84	(0.77)



ANNEXURE – III

STATEMENT OF CASH FLOW FROM RESTATED FINANCIAL STATEMENTS STAND ALONE

(Rs. In Lakhs)

Particulars	For The Year Ended March 31,			
	2015	2014	2013	2012
A. CASH FLOW FROM OPERATING ACTIVITIES				
Profit/ (Loss) before tax	1,976.01	54.96	12.70	0.08
Adjustments for:				
Depreciation	168.81	6.92	1.37	0.58
Interest Expense	60.25	4.22	0.26	0.05
Interest Received	(42.78)	(1.83)	-	-
Other Misc Adjustments	-	-	-	-
Operating profit before working capital changes	2,162.29	64.27	14.32	0.71
Movements in working capital :				
(Increase)/ Decrease in Inventories	(10,108.28)	(236.25)	(342.70)	-
(Increase)/Decrease in Trade Receivables	(3,926.13)	(829.52)	(1,349.28)	(0.40)
(Increase)/Decrease in Other Receivables	(991.30)	(2,731.98)	(178.90)	(4.89)
Increase(Decrease) in Trade Payables and Other Liabilities	21,225.61	4,212.29	1,850.60	4.61
Cash generated from operations	8,392.18	478.81	(5.95)	0.03
Income tax Refund/ (paid) during the year	(678.93)	(15.47)	(3.97)	-
Net cash from operating activities (A)	7,713.26	463.34	(9.92)	0.03
B. CASH FLOW FROM INVESTING ACTIVITIES				
Purchase of Fixed assets	(1,286.24)	(342.27)	(0.21)	(5.60)
(Purchase)/ Sale of Long Term Investment	(124.99)	-	-	-
Sale of Fixed Assets		-	-	
Interest Received	42.78	1.83	-	-
Net cash from investing activities (B)	(1,368.45)	(340.44)	(0.21)	(5.60)
Proceeds from issue of share capital including securities premium	399.00	-	-	1.00
Interest paid on borrowings	(60.25)	(4.22)	(0.26)	(0.05)
Proceeds/(Repayment) of Short Term Loans	-	(46.00)	39.25	6.75
Proceeds/ (Repayment) of Long Term Loans	82.37	-	-	-
Net cash from financing activities (C)	421.12	(50.22)	38.99	7.70
Net increase in cash and cash equivalents (A+B+C)	6,765.94	72.68	28.86	2.13
Cash and cash equivalents at the beginning of the year	103.67	30.99	2.13	-
Cash and cash equivalents at the end of the year	6,869.61	103.67	30.99	2.13



ANNEXURE – IV

STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES

- i) **USE OF ESTIMATES:** The preparation of the financial statements, in conformity with the generally accepted accounting principal, require estimates and assumptions to be made that affect the reported amount of assets and liabilities as of date of the financial statements and the reported amount of revenues and expenses during the reported period. Difference between the actual results and estimates are recognized in the period in which results materialize.
- ii) **REVENUE RECOGNITION:**
- a) **Sales:** Sales comprise sale of services and goods.
Revenue from sale of services (from turnkey projects of Computers , digitization of documents, data entry services and operate data and information processing centers) is recognized on accrual basis as per terms of agreements.
- Revenue from sale of goods is recognized:
- i) When all the significant risks and rewards of ownership are transferred to the buyer and the Company retains no effective control of the goods transferred to a degree usually associated with the ownership; and
- ii) No significant uncertainty exists regarding the amount of the consideration that will be derived from the sale of goods.
- b) **Interest:**
Interest income is recognized on a time proportion basis taking into account the amount outstanding and the rate applicable.
- c) **Rent :**
Rental income is recognized when the right to receive the payment is established.
- iii) **TANGIBLE FIXED ASSETS:**
Fixed Assets are stated in the Balance Sheet at cost, less accumulated depreciation and impairment losses, if any. Cost comprises the purchase price and any attributable cost of bringing the assets to its working condition for its intended use.
- iv) **INTANGIBLE FIXED ASSETS:**
Intangible assets are stated at cost less accumulated amount of amortization.
- v) **DEPRECIATION:**
- a) Depreciation on tangible fixed assets has been provided on straight-line method at the rates prescribed under Part C of Schedule II of the Companies Act, 2013
- b) Intangible fixed assets are amortized on straight-line method over their estimated useful life.
- vi) **CHANGE IN ACCOUNTING POLICY:**
The company has changed the accounting policy of providing depreciation from written down value (W.D.V.) method to straight-line method at the rates prescribed under Part C of Schedule II of the Companies Act, 2013. There is no material effect due to change in accounting policy.



- vii) **INVESTMENTS:**
Long term investments are stated at cost. Provision is made to recognize a decline, other than temporary, in the value of long term investments. The company has made investment in Thumbspeed Tech Solutions Pvt. Ltd during the year.
- viii) **INVENTORIES:**
Inventories are valued on the following basis:
Finished Goods: at lower of cost or net realizable value, whichever is lower. Quoted Equity Shares: at cost
- ix) **SEGMENT INFORMATION:**
Segment information is prepared in conformity with the accounting policies adopted for preparing and presenting the financial statements of the enterprise as a whole.
- x) **FOREIGN CURRENCY TRANSLATION:**
- a) Initial Recognition
Foreign currency transactions are recorded in the reporting currency, by applying to the foreign currency amount the exchange rate between the currency and the foreign currency at the date of the transaction.
 - b) Conversion
At the year-end, monetary items denominated in foreign currencies are converted into rupee equivalents at the year-end exchange rates.
 - c) Exchange Differences
All exchange differences arising on settlement / conversion of foreign currency transactions are included in the Statement of Profit & Loss.
- xi) **RETIREMENT BENEFITS:**
- a) Short-term employee benefits

All employee benefits payable wholly within twelve months of rendering the service are classified as short-term employee benefits. Benefits such as salaries, wages and bonus, etc., are recognized in the Statement of Profit & Loss in the period in which the employee renders the related services.
 - b) Post employment benefit

Defined contribution plan

The Company deposits the contributions for provident fund to the appropriate government authorities and these contributions are recognized in the Statement of Profit and Loss in the financial year to which they relate.

Defined benefit plan

The Company's gratuity scheme is a defined benefit plan. The present value of the obligation under such defined plan is determined based on actuarial valuation carried out by an independent actuary, using the Projected Unit Credit Method, which recognizes each period of service as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation. The obligation is measured at the present value of the estimated future cash flow. The discount rates used for determining the present value of the obligation under



defined benefit plans, is based on the market yields on Government securities as at the balance sheet date. Actuarial gains and losses are recognized immediately in the Statement of Profit and Loss.

c) Other long-term employee benefits

Entitlements to annual leave are recognized when they accrue to employees. Leave entitlements can be availed while in service or en-cashed at the time of retirement/termination of employment, subject to a restriction on the maximum number of accumulation. The Company determines the liability for such accumulated leave entitlements on the basis of actuarial valuation carried out by an independent actuary at the year end.

xii) TAXATION:

Tax expense (tax saving) is the aggregate of current tax and deferred

- i) Current tax is the provision made for income tax liability on the profits for the year in accordance with the provisions of Income Tax Act, 1961
- ii) Deferred Tax is recognized, on timing differences, being the differences resulting from the recognition of items in the financial statement and in estimating its current income tax provision

xiii) EARNING PER SHARE:

Basic earning per share is computed 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. Diluted earning per share is computed by taking into account the aggregate of the weighted average number of equity shares outstanding during the period and the weighted average number of equity shares which would be issued on conversion of all the dilutive potential equity shares into equity shares.

xiv) IMPAIRMENT OF ASSETS:

Impairment loss is provided to the extent the carrying amount of assets exceeds their recoverable amount. Recoverable amount is the higher of an asset's net selling price and its value in use. Value in use is the present value of estimated future cash flows expected to arise from the continuing use of an asset and from its disposal at the end of its useful life.

xv) PROVISION AND CONTINGENT LIABILITIES:

- i) Provision is recognized (for liabilities that can be measured by using a substantial degree of estimation) when:
 - a) the company has a present obligation as a result of a past event;
 - b) a probable outflow of resources embodying economic benefits is expected to settle the obligation; and
 - c) the amount of the obligation can be reliably estimated
 - ii) Contingent liability is disclosed in case there is:
 - a) Possible obligation that arises from past events and 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 enterprise; or
 - b) a present obligation arising past events but is not recognized
1. when it is not possible that an outflow of resources embodying economic benefits will be required to settle the obligation; or
 2. a reliable estimate of the amount of the obligation cannot be made.



NOTES TO RESTATED FINANCIAL STATEMENTS

Note 2.1: Share Capital

(Rs. In lakhs)

Particulars	As at March 31, 2015	As at March 31, 2014	As at March 31, 2013	As at March 31, 2012
Authorized:	2,500.00	1.00	1.00	1.00
Issued, Subscribed and Paid Up	200.00	1.00	1.00	1.00
Grand Total	200.00	1.00	1.00	1.00

Note 2.2: Reserves and Surplus

(Rs. In Lakhs)

Particulars	As at March 31, 2015	As at March 31, 2014	As at March 31, 2013	As at March 31, 2012
Securities Premium Account				
Balance as at the beginning of the year	-	-	-	-
Add: Securities Premium received during the year	200.00	-	-	-
Balance as at the end of the year	200.00	-	-	-
Balance in Statement of Profit & Loss				
Balance as at the beginning of the year	46.46	8.61	(0.08)	-
Add: Profit for the year	1,296.40	37.86	8.68	(0.08)
Add : Misc Adjustment	-	-	-	-
Less: On account of change in depreciation method	-	-	-	-
Balance as at the end of the year	1,342.86	46.46	8.61	(0.08)
Grand Total	1,542.86	46.46	8.61	(0.08)

Note 2.3: Long Term Borrowings

(Rs. In Lakhs)

Particulars	As at March 31, 2015	As at March 31, 2014	As at March 31, 2013	As at March 31, 2012
Secured:				
Term Loan from HDFC Bank Ltd.				
Loan against FDR	61.90	-	-	-
Vehicle Loans from HDFC Bank Ltd.	20.47	-	-	-
Unsecured:				
- Loan From Related Parties	-	-	-	-
- Loan From Others	-	-	-	-



Grand Total	82.37	-	-	
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Note 2.4: Deferred Tax Assets/(Liabilities) (Net)

(Rs. In Lakhs)

Particulars	As at March 31, 2015	As at March 31, 2014	As at March 31, 2013	As at March 31, 2012
<i>Deferred Tax Assets</i>				
Disallowance u/s 40a(ia)	8.09	-	-	-
Disallowance u/s 43B	-	-	-	-
Provision for gratuity and leave encashment	5.82	-	-	-
Related to Fixed Assets	-	-	-	-
<i>Total (a)</i>	13.90	-	-	-
<i>Deferred Tax Liability</i>				
Preliminary expenses	-	-	-	-
Related to Fixed Assets	16.43	1.84	0.20	0.16
Disallowance under the Income Tax Act	-	-	-	-
<i>Total (b)</i>	16.43	1.84	0.20	0.16
<i>Net deferred tax asset/(liability)-{(a)-(b)}</i>	2.53	1.84	0.20	0.16

Note 2.5: Long Term Provisions

(Rs. In Lakhs)

Particulars	As at March 31, 2015	As at March 31, 2014	As at March 31, 2013	As at March 31, 2012
Provision for gratuity	10.58	-	-	-
Provision for compensated absence	5.91	-	-	-
Grand Total	16.49	-	-	-



Note 2.6: Short Term Borrowings

(Rs. In Lakhs)

Particulars	As at March 31, 2015	As at March 31, 2014	As at March 31, 2013	As at March 31, 2012
Secured Loan				
Loans Repayable on Demand From Banks (OD & CC)	-	-	-	-
Vehicle loan	-	-	-	-
Unsecured Loan				
Loan From Related Parties				
- Richa Bhargava	-	-	-	5.80
- Amalendu Mukherjee	-	-	-	0.95
-Rajeev Sharma	-	-	5.00	
Loan From Other than Related Parties				
Daljeet Singh	-	-	5.00	-
Deepak Kumar	-	-	5.00	-
Ravi Jindal	-	-	31.00	-
Grand Total	-	-	46.00	6.75

Note 2.7: Trade Payables

(Rs. In Lakhs)

Particulars	As at March 31, 2015	As at March 31, 2014	As at March 31, 2013	As at March 31, 2012
Micro, small and medium enterprises	-	-	-	-
Others	16,221.22	5,952.58	1,848.00	0.91
Grand Total	16,221.22	5,952.58	1,848.00	0.91

Note 2.8: Other Current Liabilities

(Rs. in Lakhs)

Particulars	As at March 31, 2015	As at March 31, 2014	As at March 31, 2013	As at March 31, 2012
Withholding and other taxes payable (TDS, ST, VAT)	150.71	96.98	2.99	-
Security Expenses Payable	22.68	3.25	3.25	3.25
Salary Payable	82.17	-	0.79	-
Car Loan Installment payable within one year	23.38	-	-	-
Expense Payable	28.80	0.56	0.18	0.43
Sales Tax security received	-	-	-	0.02



PF/ESIC Payable	12.46	0.84	-	-
Advance received from customer	10,666.65	13.00		-
Grand Total	10,986.87	114.64	7.21	3.70

Note 2.9: Short Term Provisions

(Rs.
InLakhs)

Particulars	As at March 31, 2015	As at March 31, 2014	As at March 31, 2013	As at March 31, 2012
Provision for Income Tax	94.59	0.29	-	-
Provision for gratuity	0.59	-	-	-
Provision for compensated absence	0.04	-	-	-
Staff Imprest	3.31	-	-	-
Grand Total	98.53	0.29	-	-

Note 2.10: Fixed Assets

(Rs. In Lakhs)

Particulars	As at March 31, 2015	As at March 31, 2014	As at March 31, 2013	As at March 31, 2012
Tangible Assets				
Land				
Gross Block	316.62	263.64	-	-
Less: Accumulated Depreciation	-	-	-	-
Net Block	316.62	263.64	-	-
Office Equipments				
Gross Block	85.38	46.25	2.46	2.46
Less: Accumulated Depreciation	27.90	1.75	0.56	0.11
Net Block	57.48	44.50	1.90	2.35
Computer & Peripherals				
Gross Block	275.96	22.45	2.26	2.04
Less: Accumulated Depreciation	43.86	3.32	1.07	0.33
Net Block	232.10	19.13	1.19	1.72



Furniture & Fixtures				
Gross Block	58.89	4.34	1.10	1.10
Less: Accumulated Depreciation	5.63	0.96	0.32	0.15
Net Block	53.26	3.38	0.78	0.95
Car				
Gross Block	83.44	11.41	-	-
Less: Accumulated Depreciation	21.86	2.84	-	-
Net Block	61.58	8.57	-	-
Plant and Machinery				
Gross Block	661.49		-	-
Less: Accumulated Depreciation	78.43		-	-
Net Block	583.06		-	-
Total Tangible Assets	1,304.10	339.22	3.87	5.02
Capital Work in Progress-Building under construction	152.55		-	-
Intangible Assets				
Software				
Gross Block	-	-	-	-
Less: Accumulated Depreciation	-	-	-	-
Net Block	-	-	-	-

Note 2.11: Non-Current Investments

(Rs. In Lakhs)

Particulars	As at March 31, 2015	As at March 31, 2014	As at March 31, 2013	As at March 31, 2012
Investment in Shares / Bond	-	-	-	-
Investment in shares of Thumbspeed Tech Solutions Private Limited (Wholly Owned Subsidiary) 10000 Equity Shares of Rs. 10 each fully paid up	124.99	-	-	-
Investment in Joint Ventures	-	-	-	-
Grand Total	124.99	-	-	-



Note 2.12: Long Term Loans and Advances

(Rs. In Lakhs)

Particulars	As at March 31, 2015	As at March 31, 2014	As at March 31, 2013	As at March 31, 2012
(Unsecured and considered good, unless otherwise stated)				
Security Deposits				
Earnest Money Deposit	402.93	33.02	-	-
Other Deposits	57.68	8.87	10.80	0.50
Capital Advances	-	-	-	-
Loan to Directors	-	-	-	-
Loan to Related Parties	-	-	-	-
Loan to Other than Related Parties	-	-	-	-
Loan to Staff	-	-	-	-
Grand Total	460.62	41.89	10.80	0.50

Note 2.13: Other Non Current assets

(Rs. In Lakhs)

Particulars	As at March 31, 2015	As at March 31, 2014	As at March 31, 2013	As at March 31, 2012
<i>Miscellaneous Expenditure</i> (to the extent not written off or adjusted)				
Preliminary Expenses	-	1.39	0.09	0.12
Grand Total	-	1.39	0.09	0.12

Note 2.14: Inventories

(Rs. In Lakhs)

Particulars	As at March 31, 2015	As at March 31, 2014	As at March 31, 2013	As at March 31, 2012
(at cost or net realisable value, whichever is lower)				
Raw Material	-	-	-	-
Work-in-progress	-	-	-	-
Finished goods	-	-	-	-
Traded goods	10667.53	578.95	342.70	-



Goods in Transit	-	-	-	-
Quoted Equity Shares	19.70	-	-	-
Grand Total	10,687.23	578.95	342.70	-

Note 2.15: Trade Receivables

(Rs. In Lakhs)

Particulars	As at March 31, 2015	As at March 31, 2014	As at March 31, 2013	As at March 31, 2012
Outstanding for a period less than six months from the date they are due for payment				
Unsecured, Considered Good	5,245.05	1,924.82	1,349.68	0.40
Outstanding for a period exceeding six months from the date they are due for payment				
Unsecured, Considered Good	860.27	254.38	-	-
Doubtful	-	-	-	-
Grand Total	6,105.33	2,179.20	1,349.68	0.40

Note 2.16: Cash and Cash Equivalents

(Rs. In Lakhs)

Particulars	As at March 31, 2015	As at March 31, 2014	As at March 31, 2013	As at March 31, 2012
Cash on hand	31.27	2.06	30.71	1.37
Balances with Banks:				
-in current accounts	1,564.09	96.93	0.28	0.76
-fixed deposits (less than 12 months maturity)	1,344.95	4.69	-	-
Cheques in hand	3,781.08	-	-	-
DD in hand	1.66	-	-	-
Other Bank Balances:				
-fixed deposits (with maturity more than 12 months)	146.56	-	-	-
Grand Total	6,869.61	103.67	30.99	2.13



Note 2.17: Short Term Loans and Advances

(Rs. in Lakhs)

Particulars	As at March 31, 2015	As at March 31, 2014	As at March 31, 2013	As at March 31, 2012
(Unsecured and considered good, unless otherwise stated)				
Loans and Advances to Related Parties	10.00	300.42	8.63	0.70
Loans and Advances to Others	-	-	-	-
Advance to Suppliers	2,922.92	2,530.37	123.60	-
Balances with Revenue Authorities(VAT)	5.58	-	16.82	-
Advance IncomeTax & TDS	28.53	23.58	23.84	0.26
Prepaid expenses	38.66	-	-	-
Advance to staff	4.63	-	-	-
Other Advances	418.98	18.11	-	3.31
Advances to Suppliers considered doubtful	17.15			
Grand Total	3,446.45	2,872.48	172.89	4.27

Note 2.18: Other Current assets

(Rs. In Lakhs)

Particulars	As at March 31, 2015	As at March 31, 2014	As at March 31, 2013	As at March 31, 2012
Unsecured:				
Interest accrued but not due on fixed deposits	-	-	-	-
Others	-	-	-	-
Grand Total	-	-	-	-



Note 2.19: Revenue from Operations

(Rs. In Lakhs)

Particulars	As at March 31, 2015	As at March 31, 2014	As at March 31, 2013	As at March 31, 2012
Domestic Sales	54,104.54	12,111.66	544.30	3.46
Service Charge receipts	11,041.03	1,540.65	1,178.40	-
Other Operating Income	18.28	-	-	-
Revenue from operations (gross)	65,163.85	13,652.31	1,722.70	3.46

Note 2.20: Other Income

(Rs. in lakhs)

Particulars	As at March 31, 2015	As at March 31, 2014	As at March 31, 2013	As at March 31, 2012
Interest Income	42.78	1.83	-	-
Net Gain/Loss on Sale of Investments/ Property	-	-	-	-
Other Non Operating Income	24.98	2.94	-	20.61
Grand Total	67.76	4.77	-	20.61

Note 2.21: Cost of materials consumed

(Rs. In lakhs)

Particulars	As at March 31, 2015	As at March 31, 2014	As at March 31, 2013	As at March 31, 2012
Material Consumed				
Inventory at the beginning of the year	-	-	-	-
Add: Purchase	62,140.82	12,195.46	881.20	2.83
Add: Service Charges	8,854.77	1,219.54	1,150.99	-
Add: Custom Duty Paid	101.19	-	-	-
Add: Frieght Inward	18.88	-	-	-
Add: Project Expenses	264.91	54.70	-	-
Add: Warehouse Expenses	1.35	-	-	-



Add: Custom Clearance Charges	4.58	-	-	-
Add: Direct production expense	-	-	-	-
	71,386.51	13,469.70	2,032.19	2.83
Less: inventory at the end of the year	-	-	-	-
Grand Total	71,386.51	13,469.70	2,032.19	2.83

Note 2.22: Decrease in Stock

(Rs. in lakhs)

Particulars	As at March 31, 2015	As at March 31, 2014	As at March 31, 2013	As at March 31, 2012
Opening Stock				
Work in progress	-	-	-	-
Finished Goods	-	-	-	-
Traded goods	578.95	342.70	-	-
Closing Stock				
Work in progress	-	-	-	-
Finished Goods	-	-	-	-
Traded goods	10,687.23	578.95	342.70	-
Grand Total	(10,108.28)	(236.25)	(342.70)	-

Note 2.23: Employee benefit expense

(Rs. in lakhs)

Particulars	As at March 31, 2015	As at March 31, 2014	As at March 31, 2013	As at March 31, 2012
Salaries, bonus and allowances including director remuneration	652.81	68.89	9.24	9.90
Directors Remuneration	150.00	59.50	4.80	5.40
Contribution to provident and other funds	37.48	1.54	-	-
Provision for gratuity	10.61	-	-	-
Keyman Insurance	-	-	-	-
Leave encashment	6.51	-	-	-



Staff & worker Welfare	7.28	3.00	-	-
Grand Total	864.69	132.94	14.04	15.30

Note 2.24: Finance costs

(Rs. in lakhs)

Particulars	As at March 31, 2015	As at March 31, 2014	As at March 31, 2013	As at March 31, 2012
Interest Exps. - CC / OD Account	6.63	-	-	-
Interest Exps. - Term Loan	-	2.02	-	-
Interest Exps. - Loan against FDR	9.13	-	-	-
Interest Exps. - Vehicle Loan	2.60	-	-	-
Other Borrowing Costs	1.69	1.75	-	-
Bank Charges	16.80	0.44	0.26	0.05
Bank Guarantee charges	23.39	-	-	-
Applicable Net (Gain)/Loss on Foreign Currency Transactions and Translations	-	-	-	-
Grand Total	60.25	4.22	0.26	0.05

Note 2.25: Other Expenses

(Rs. in lakhs)

Particulars	As at March 31, 2015	As at March 31, 2014	As at March 31, 2013	As at March 31, 2012
Power and Fuel	8.09	-	0.41	0.59
Travelling, conveyance and petrol expenses	93.36	11.59	-	0.59
Legal, professional and consulting expenses	8.83	118.96	0.07	0.03
<i>Payment to auditors</i>				
-audit fees	1.00	0.30	0.18	0.18
-tax audit fees	0.75	0.20	-	-
-Company Law Matters	-	-	-	-
-Management Services	-	-	-	-
-Other Services	-	-	-	-



-reimbursement of expenses	0.25	0.06		-
Interest on late payment of taxes				
Preliminary Exp. Written off	25.15	0.36	0.03	0.03
Rent	138.42	23.17	1.07	1.75
Repairs and maintenance	22.19	4.03	0.10	0.03
Vehicle - Repairs and maintenance	11.68	4.45	-	-
Communication	24.61	7.36	0.33	0.32
Advertisement	0.03	3.77	0.02	0.03
Office Expenses	4.10	1.64	0.04	0.23
Printing & Stationery	20.40	6.05	0.14	0.19
Computer Expenses	22.87	2.38	0.08	0.26
Business promotion	113.30	29.43	0.03	0.61
Diwali Expenses	-	-	-	0.21
Donation	3.09	0.30	-	-
Frieght and forwarding	20.49	6.19	-	0.01
Insurance	3.09	-	-	-
Miscellaneous	1.77	2.93	2.22	0.06
Rates & Taxes	22.62	1.40	-	-
Security Charges	2.29	-	0.10	-
Water Expenses	-	-	0.04	0.11
Exchange fluctuation	18.07	-	-	-
Membership and subscription	5.90			-
Commission & Brokerage	17.96	-	-	-
Tender fee	1.24	-	-	-
Website designing charges	0.35	-	-	-
Share trading charges	75.50	-	-	-
Profit/ loss on sale/ purchase of shares	215.66	-	-	-



Penalty	0.58	-	-	-
Grand Total	883.63	224.59	4.85	5.23

ANNEXURE V
STATEMENT OF SHARE CAPITAL

(Rs. In Lakhs)

Particulars	As at March 31, 2015	As at March 31, 2014	As at March 31, 2013	As at March 31, 2012
Authorised				
Equity Shares of Rs. 10 each	2,500.00	1.00	1.00	1.00
Issued				
Equity Shares of Rs. 10 each	200.00	1.00	1.00	1.00
Subscribed & Fully Paid Up				
Equity Shares of Rs. 10 each	200.00	1.00	1.00	1.00
Total	200.00	1.00	1.00	1.00

As on date of signing of restated accounts, the company has an Authorised Share Capital of Rs. 25,00,00,000 (divided into 2,50,00,000 Equity Shares of Rs. 10/- each) and Paid up Capital of Rs. 8,00,00,000 (divided into 80,00,000 Equity Shares of Rs. 10/- each fully paid up) out of which a capital of Rs. 6,00,00,000 (60,00,000 Equity Shares of Rs. 10/- each in the ratio of 3:1) were issued as fully paid up bonus shares by capitalisation of Reserves on 7th September 2015

Reconciliation of No. of Shares Outstanding at the end of the year:

Particulars	As at March 31, 2015	As at March 31, 2014	As at March 31, 2013	As at March 31, 2012
Shares outstanding at the beginning of the year	10,000	10,000	10,000	10,000
Shares issued during the year	1,990,000	-	-	-
Shares bought back during the year	-	-	-	-
Any other movement (please specify)	-	-	-	-
Share outstanding at the end of the year	2,000,000	10,000	10,000	10,000



Details of Shareholding more than 5% of the aggregate shares in the company

Name of Shareholder	As at 31-03-2015		As at 31-03-2014		As at 31-03-2013		As at 31-03-2012	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Amalendu Mukherjee	1,994,500	99.73	5,000	50.00	3,334	33.34	3,334	33.34
Namita Mukherjee	-	-	5,000	50.00	-	-	-	-
Richa Bhargava	-	-	-	-	3,333	33.33	3,333	33.33
Rajeev Sharma	-	-	-	-	3,333	33.33	3,333	33.33

ANNEXURE VI

STATEMENT OF LONG TERM BORROWINGS AS RESTATED

(Rs. In Lakhs)

Particulars	As at March 31, 2015	As at March 31, 2014	As at March 31, 2013	As at March 31, 2012
Secured:				
Term Loan:				
From Banks:	-	-	-	-
Loan against FDR from HDFC Bank Ltd.	61.90	-	-	-
From Others:	-	-	-	-
Vehicle Loans:				
Loan from HDFC Bank Ltd. ag. BMW Car	17.60	-	-	-
Loan from HDFC Bank Ltd. ag. Skoda Car	2.87	-	-	-
Unsecured:				
Loan From Related Parties	-	-	-	-
Loan From Other than Related Parties	-	-	-	-
Grand Total	82.37	-	-	-



ANNEXURE VII

STATEMENT OF TRADE RECEIVABLES AS RESTATED

(Rs. In Lakhs)

Particulars	As at March 31, 2015	As at March 31, 2014	As at March 31, 2013	As at March 31, 2012
Outstanding for a period less than six months from the date they are due for payment				
Unsecured, Considered Good	5,245.05	1,924.82	1,349.68	0.40
Outstanding for a period exceeding six months from the date they are due for payment				
Unsecured, Considered Good	860.27	254.38	-	-
Doubtful	-	-	-	-
Grand Total	6,105.33	2,179.20	1,349.68	0.40

ANNEXURE VIII

STATEMENT OF LONG TERM LOANS & ADVANCES AS RESTATED

(Rs. in Lakhs)

Particulars	As at March 31, 2015	As at March 31, 2014	As at March 31, 2013	As at March 31, 2012
(Unsecured and considered good, unless otherwise stated)				
Security Deposits				
Earnest Money Deposit				
Air India Limited	0.50	-	-	-
Army HQ Signals, New Delhi	18.00	-	-	-
BSNL, Hyderabad	6.00	-	-	-
BSNL, New Delhi	0.38	-	-	-
C-DAC	0.20	-	-	-
Centre for E. Governence	32.00	-	-	-
Chief Signal Officer (HED-Kolkata) OPER	0.60	-	-	-
Commissioner EDMC	4.10	-	-	-



CRIS, New Delhi	6.03	-	-	-
Delhi Development Authority	100.00	-	-	-
Delhi E-Government Society	0.08	-	-	-
District Magistrate Allahabad	6.00	-	-	-
District Magistrate Etawah -	1.00	-	-	-
District Magistrate Ghazipur (Up)	15.50	-	-	-
District Magistrate Hardoi	1.00	-	-	-
District Magistrate Saharanpur-	1.50	-	-	-
District Magistrate Supply Officer Balrampur -	2.28	-	-	-
District Supply Officer , Kaushambi	3.10	-	-	-
Distt. Supply Officer Ambedkar Nagar	3.00	-	-	-
Dy. Dir. (Admin) MSMEDI New Delhi	0.05	-	-	-
Earnest Money Deposit (for Tender)	11.22	21.21	-	-
East Delhi Municipal Corporation	11.81	11.81	-	-
ECIL, Hyderabad	3.50	-	-	-
Energy Efficiency Services Limited Noida	0.25	-	-	-
Haryana State Elect. Develop. - Chandigarh	10.00	-	-	-
HQ, 9 Corps	3.00	-	-	-
Hq.Northern Command (PCDA)	2.70	-	-	-
IGNCA, New Delhi	1.50	-	-	-
IOCL Mathura	0.34	-	-	-
Managing Director Rajcomp Info Service Ltd	1.00	-	-	-
Max Life Insurance	0.99	-	-	-
National	40.00	-	-	-
National Institute of Technology- Kurukshetra	0.54	-	-	-
National Sugar Institute - Kanpur	0.26	-	-	-



NCPUL	11.96	-	-	-
New Delhi Municipal Corporation	30.00	-	-	-
NIGPR-Delhi	1.10	-	-	-
Pay & Account Officer Department of Electro	20.00	-	-	-
Rail Tel Corporation	20.70	-	-	-
Secretary Lucknow Development Authority	2.63	-	-	-
SR. DFM, Northern Railway, New Delhi	0.81	-	-	-
Telecommunications Consultants India Ltd.	14.00	-	-	-
Transport Department, New Delhi	0.25	-	-	-
UP Development Systems Corporation Ltd.	12.85	-	-	-
U.P. Electronics Corporation - Lucknow	0.20	-	-	-
Other Deposits	57.68	8.87	10.80	0.50
Capital Advances	-	-	-	-
Loan to Directors	-	-	-	-
Loan to Related Parties	-	-	-	-
Loan to Other than Related Parties	-	-	-	-
Loan to Staff	-	-	-	-
Grand Total	460.62	41.89	10.80	0.50

Out of the above amounts, outstanding from promoters/promoter group/group directors/relative of directors are as follows:

(Rs. In Lakhs)

Particulars	As at March 31, 2015	As at March 31, 2014	As at March 31, 2013	As at March 31, 2015
From Promoters/Directors/Relatives	-	-	-	-
From Group Companies	-	-	-	-
TOTAL	-	-	-	-



ANNEXURE IX

STATEMENT OF SHORT TERM LOANS & ADVANCES AS RESTATED

(Rs. in Lakhs)

Particulars	As at March 31, 2015	As at March 31, 2014	As at March 31, 2013	As at March 31, 2012
(Unsecured and considered good, unless otherwise stated)				
Loans and Advances to Related Parties				
-Rajeev Sharma	-	-	-	0.70
-Amalendu Mukherjee	10.00	38.55	8.63	-
-Rudra Enterprises	-	261.87	-	-
Loans and Advances to Others	-	-	-	-
Advance to Suppliers				
IL&FS Education Technology Services	-	22.01	123.60	-
Vedavaag Systems Ltd.	-	2,384.81	-	-
Blue Ocean Enterprises	-	7.78	-	-
Hi Tech Enterprises	-	92.73	-	-
Tirupati Sales Corporation	-	12.00	-	-
TULSI PURI	-	11.04	-	-
Anand Solutions (Noida)	1.63	-	-	-
Coweaver India Pvt. Ltd.	15.44	-	-	-
Go Mobile Trading Pvt. Ltd.	3.04	-	-	-
INGRAM MICRO INDIA LTD	3.16	-	-	-
Jindal Infra Solutions Ltd. (New)	156.15	-	-	-
KDS Services Pvt. Ltd. E.DISTT	0.22	-	-	-
LINKWELL TELESYSTEMS PVT. LTD(DOP)	1,350.00	-	-	-
Proactive Data Systems Pvt. Ltd.	0.21	-	-	-
Saar Municipal Services Management Co.	10.00	-	-	-
Techno Horizon - E-DISTT	6.08	-	-	-



Trendsetterz IT-Consultant- E-DISTT	1.50	-	-	-
TRITRONIC INDIA PVT LTD (DOP)	1,370.25	-	-	-
Anand Solutins (Delhi)	0.85	-	-	-
Cloudberry Technologies Pvt. Ltd.	1.48	-	-	-
Ingram Micro India Limited	0.29	-	-	-
Sky Tech Sol	2.62	-	-	-
Balances with Revenue Authorities(VAT)	5.58	-	16.82	-
Advance IncomeTax & TDS	28.53	23.58	23.84	0.26
Prepaid expenses	38.66	-	-	-
Advance to staff	4.63	-	-	-
Other Advances				
Goa Tourism	1.00	2.00	-	2.00
Karvey Stock Broking	-	-	-	0.28
NSDL	-	-	-	0.50
Alankit	-	-	-	0.25
Sify Technology	-	-	-	0.28
Advance for car	-	16.11	-	-
YES BANK DEBIT CARD	2.93	-	-	-
Advance Paid to Staff (Salary)	0.07	-	-	-
Deutsche Motoren Pvt. Ltd. - Service & Repair	4.54	-	-	-
Kotak Securities Ltd	394.15	-	-	-
USD multicurrency card	16.15	-	-	-
Ashish K. Tiwari (Rent)	0.02	-	-	-
Krunal B Raval (RENT)	0.05	-	-	-
Mamta Sahu (Rent)	0.04	-	-	-
Surendra Girdharilal Marwah (Rent)	0.03	-	-	-
Syed Nifasat Ali (Rent)	0.02	-	-	-
Advances to Suppliers considered doubtful				
-Drakhat Solutions Pvt Ltd	17.15	-	-	-
Grand Total	3,446.45	2,872.48	172.89	4.27



Out of the above amounts, outstanding from promoters/promoter group/group directors/relative of directors are as follows:

(Rs. In Lakhs)

Particulars	As at March 31, 2015	As at March 31, 2014	As at March 31, 2013	As at March 31, 2012
From Promoters/Directors/Relatives	10.00	300.42	8.63	0.70
From Group Companies	-	-	-	-
TOTAL	-	-	-	-

ANNEXURE X

STATEMENT OF OTHER INCOME AS RESTATED

(Rs. in lakhs)

Particulars	As at March 31, 2015	As at March 31, 2014	As at March 31, 2013	As at March 31, 2012
Interest Income	42.78	1.83	-	-
Net Gain/Loss on Sale of Investments/ Property	-	-	-	-
Other Non Operating Income	24.98	2.94	-	20.61
Grand Total	67.76	4.77	-	20.61

ANNEXURE XI

CONTINGENT LIABILITIES

(Rs. in lakhs)

Particulars	As at March 31, 2015	As at March 31, 2014	As at March 31, 2013	As at March 31, 2012
Contingent Liabilities				
TDS Demands	20.49	3.14	-	-
Outstanding Bank Guarantees	1135.29	-	-	-
Total:	1155.78	-	-	-



**ANNEXURE XI I
STATEMENT OF RELATED PARTY DISCLOSURES AS RESTATED**

As required under Accounting Standard 18 "Related Party Disclosures" as notified pursuant to Company (Accounting Standard) Rules 2006, following are details of transactions during the year with related parties of the company as defined in AS 18.

A. List of Related Parties and Relationships

Particulars	
Key Managerial Personnel	Mr. Amalendu Mukherjee
	Ms. Namita Mukherjee
Relatives of Promoter/Director	Mr. Bibekananda Mukherjee
Directors	Mr. Rajeev Sharma (resigned w.e.f 03.04.2013) Ms. Richa Bhargava (resigned w.e.f 03.04.2013)
Enterprise under significant influence of Key Management Personnel	Rudra Enterprises*
	New Code IT Services Pvt Ltd.**
	RNM IT Solutions Pvt Ltd.***
Subsidiary	Thumbspeed Tech Solutions Pvt Ltd

*Disassociated w.e.f 30.03.2015

**Disassociated w.e.f 08.08.2015

***Disassociated w.e.f 08.05.2015

B. Details of Related Party Transactions are as follows

(Rs. In Lakhs)

Nature of the Transaction	Name of Party	Nature of Relationship	Year Ended March 31			
			2015	2014	2013	2012
Directors Remuneration	Mr. Amalendu Mukherjee	Managing Director	120.00	48.00	4.80	5.40
	Ms. Namita Mukherjee	Whole-Time Director	30.00	11.50	-	-
Purchase of Goods/Services	Rudra Enterprises	Enterprise under significant influence of Key Management Personnel	1429.74	34.12	-	-
	New Code IT Services Pvt Ltd	Enterprise under significant influence of Key Management Personnel	922.43	-	-	-
	RNM IT Solutions Pvt Ltd	Enterprise under significant influence of Key Management Personnel	337.20	-	-	-



Loan & Advances given/received/adjusted during the year (Net)	Rudra Enterprises	Enterprise under significant influence of Key Management Personnel	-	457.00	20.00@	-
	Mr. Amalendu Mukherjee	Managing Director	-	29.92	25.05	-
	Mr. Rajeev Sharma	Director	-	-	-	0.70
	Ms. Richa Bhargava	Director	-	-	5.80	-
Loans & Advances received/adjusted during the year (Net)	Rudra Enterprises	Enterprise under significant influence of Key Management Personnel	314.11	181.00	-	-
	Mr. Amalendu Mukherjee	Managing Director	28.55	-	15.47	0.95
	Ms. Richa Bhargava	Director	--	-	-	5.80
	Rajeev Sharma	Director			5.70	
Investments Made	Thumbspeed Tech Solutions Pvt. Ltd.	Subsidiary	124.99	-	-	-

C. Outstanding Balance as at the end of the year

(Rs. In Lakhs)

Nature of the Transaction	Name of Party	Nature of Relationship	As at 31 March			
			2015	2013	2014	2012
Receivable	Rudra Enterprises	Enterprise under significant influence of Key Management Personnel	-	261.88	20.00@	-
	Mr. Amalendu Mukherjee	Managing Director	10.00	38.55	8.63	-
	Mr. Rajeev Sharma	Director	-	-	-	0.70
Payable	Rudra Enterprises	Enterprise under significant influence of Key Management Personnel	1481.97	-	-	-
	New Code IT Services Pvt Ltd	Enterprise under significant influence of Key Management Personnel	208.01	-	-	-



	RNM IT Solutions Pvt Ltd	Enterprise under significant influence of Key Management Personnel	148.20	-	-	-
	Mr. Amalendu Mukherjee	Managing Director	-	-	-	0.95
	Ms. Richa Bhargava	Director	-	-	-	5.80
	Rajeev Sharma	Director	-	-	5.70	-

**ANNEXURE XIII
SUMMARY OF ACCOUNTING RATIOS**

(Rs. In Lakhs except share data)

Ratios	Year ended March, 31st 2015	Year ended March, 31st 2014	Year ended March, 31st 2013	Year ended March, 31st 2012
Restated PAT as per P& L Account	1,279.25	36.46	8.59	(0.20)
Weighted Average Number of Equity Shares at the end of the Year	397,890	10,000	10,000	10,000
Net Worth	1,742.86	47.46	9.61	0.92
Earnings Per Share (without Bonus affect)				
Basic	321.51	364.62	85.94	(1.97)
Diluted	321.51	364.62	85.94	(1.97)
Earnings Per Share (with Bonus affect)				
Basic	80.38	91.15	21.48	(0.49)
Diluted	80.38	91.15	21.48	(0.49)
Return on Net Worth (%)	73.40	76.82	89.45	(21.28)
Net Asset Value Per Share (Rs)	438.03	474.64	96.07	9.23
Nominal Value per Equity share (Rs.)	10	10	10	10



ANNEXURE XIV
EARNING PER SHARE

(Rs. In Lakhs)

Particulars	Year ended March, 31st 2015	Year ended March, 31st 2014	Year ended March, 31st 2013	Year ended March, 31st 2012
A) Weighted Average Number of Equity Shares of Rs.10 each				
I) Number of shares at the beginning of the year	10000	10000	10000	10000
II) Number of shares at the end of the year	2000000	10000	10000	10000
III) Weighted Average Number of Equity Shares outstanding during the year**	1,591,562	40,000	40,000	40,000
IV) Weighted Average Number of Potential Equity Shares outstanding during the year	-	-	-	-
V) Weighted Average Number of Equity Shares for calculating Diluted EPS	1,591,562	40,000	40,000	40,000
B) Net profit/ (Loss) after Tax adjustments available for Equity Shareholders (in Lakhs)	1,279.25	36.46	8.59	(0.20)
C) Basic Earning Per Share (in Rupees) {B/A(III)}*	80.38	91.15	21.48	(0.49)
D) Diluted Earning Per Share (in Rupees) {B/A(V)}**	80.38	91.15	21.48	(0.49)

*Earning Per Share (EPS) is calculated after adjusting for bonus equity shares issued, with retrospective effect as provided in Accounting Standard (AS-20) - Earning per Share, issued by the Institute of Chartered Accountant of India. The Company has issued 60,00,000 Equity Shares of Rs. 10/- each fully paid up bonus shares in the ratio of 3:1 by capitalisation of Reserves on 7th September 2015

**The Company does not have any diluted potential Equity Shares. Consequently the basic and diluted profit/earning per share of the company *remain the same.

Formula:

1	Earnings Per Share (Rs.)	$\frac{\text{Net Profit attributable to Equity Shares}}{\text{Weighted Average Number of Equity Shares Outstanding during the period}}$
2	Return on Net Worth (%)	$\frac{\text{Net Profit after Tax Adjustments}}{\text{Net worth at the end of the year/ period}}$
3	Net Asset Value Per Share (Rs.)	$\frac{\text{Net Worth excluding Revaluation Reserve at the end of the period}}{\text{Total Number of Equity Shares Outstanding at the end of the year/period}}$
4	Cash Earning (Rs.)	Net Profit after tax adjustments add Depreciation, Preliminary Expenses written off and Deferred Tax Liability, diminution in value of investments, Earlier year depreciation.



5 Net Assets (Rs.)

Equity Share Capital plus reserves and Surplus less Misc. Expenditure to the extent

ANNEXURE XV - STATEMENT OF CAPITALISATION

(Rs. In Lakhs)

Sr. No	Particulars	Pre issue	Post issue
	Debts		
A	Long Term Debt	82.37	82.37
B	Short Term Debt	-	-
C	Total Debt	82.37	82.37
	Equity Shareholders Funds		
	Equity Share Capital	200.00	1,089.20
	Reserves and Surplus	1,542.86	1,521.26
D	Total Equity	1,742.86	2,610.46
E	Total Capitalisation	1,825.23	2,692.83
	Long Term Debt/ Equity Ratio (A/D)	0.05	0.03
	Total Debt/ Equity Ratio (C/D)	0.05	0.03

ANNEXURE – XVI

STATEMENT OF TAX SHELTERS

(Rs. In Lakhs)

Particulars	For The Year Ended March 31,			
	2015	2014	2013	2012
Profit before tax as per books (A)	1,976.01	54.96	12.70	0.08
Tax Rate (%)	30.90%	30.90%	30.90%	30.90%
Tax at notional rate on profits	610.59	16.98	3.92	0.02
Adjustments:				
Permanent Differences (B)				
<u>Disallowable Expenditure</u>				
Expenses disallowed under the Income Tax Act, 1961	23.79	0.30	-	-
Total Permanent Differences (B)	23.79	0.30	-	-
Income considered separately (C)	-	-	-	-
Timing Differences (D)	-	-	-	-
Difference between tax depreciation and book depreciation	(42.92)	(5.29)	0.15	(0.51)



Provision for Gratuity & Leave encashment disallowed	19.84	-	-	-
Difference due to expenses allowable/disallowable u/s Income Tax	-	-	-	-
Total Timing Differences (D)	(23.08)	(5.29)	0.15	(0.51)
Net Adjustments E= (B-C+D)	(23.08)	(5.29)	0.15	(0.51)
Tax expense/(saving) thereon	0.22	(1.54)	0.05	(0.16)
Income from Other Sources (F)	0	-	-	-
Loss Set Off (G)	0	-	-	-
Income/(loss) (A+E+F-G)	1,976.72	49.97	12.84	(0.43)
Taxable Income/ (Loss) as per MAT	1,976.01	54.96	12.70	0.08
Income Tax as returned/computed	670.96	15.44	3.97	(0.43)
Tax paid as per normal or MAT	NORMAL	NORMAL	NORMAL	LOSS

Note: The figures for the period ending March 31, 2015 are based on provisional computation of income tax prepared by the company since the tax for the period is not yet filed.

ANNEXURE – XVII STATEMENT OF FINANCIAL INDEBTEDNESS

Name of Bank	Loan No.	Facility Key term			Outstanding as on March 31, 2015 (In Rs.)	Security
		Loan Amount (Rs. In Lakh)	Rate of Interest (%)	Total Term (Months)		
Drop line overdraft mortgage from HDFC Bank Ltd	80968771	205.00	12.65%	60	-	Mortgage of property situated at C -182, Janakpuri, Delhi - 110 058
Vehicle loan from HDFC Bank Ltd	28255592	40.00	10.25%	24	25.95	Hypothecation of BMW Car
Vehicle loan from HDFC Bank Ltd	31495918	17.91	10.50%	60	17.91	Hypothecation of Skoda Car
Business Loan from HDFC Bank Ltd	3483992	80.00	13.00%	24	61.90	Charge on FDRs
	Total				105.76	



Notes on material adjustments:

1. The financial statements for the year ended March 31, 2011 had been prepared as per the then applicable, pre-revised schedule VI to the Companies Act, 1956 and now these financial statements for the purpose of restatement are prepared as per Revised Schedule VI. Accordingly, the figures for the year ended 2011 have also been reclassified and regrouped to conform to the revised schedule VI of Companies Act, 1956.

2. Appropriate reclassification/ adjustments/ regrouping have been made in the restated summary statements, wherever required, by reclassification of the corresponding items of income, expenses, assets and liabilities, in order to bring them in line with the groupings as per the audited financial statements of the company. Material reclassifications/ regrouping made are as under:

3. During the year ended March 31, 2012, the Revised Schedule VI notified under the Companies Act, 1956, has become applicable to the Company for preparation and presentation of its financial statements, accordingly previous year figures have been regrouped/ re-classified wherever applicable.

Accompanying Notes To Restated Financial Statements

1. Background

- a. FOURTH DIMENSION SOLUTIONS LTD. (the "Company") is a limited company domiciled in India and incorporated under the provisions of the Companies Act 1956. The company is engaged in sale of IT products & services. The Company's registered office is in New Delhi. The Company is a Small and Medium Sized Company (SMC) as defined in the General Instructions in respect of Accounting Standards notified under the Companies Act, 2013. Accordingly, the Company has complied with the Accounting Standards as applicable to a Small and Medium Sized Company
- b. The Restated Statements of Assets and Liabilities as at 31st March 2012, 2013, 2014 and 2015 and the related Restated statement of Profit and Loss and Restated statement of Cash Flow for the period ended 31st March 2012, 2013, 2014 and 2015 (hereinafter collectively referred to as -Restated Financial Statements) related to the company have been prepared specifically for inclusion in the offer document to be filed by the company with Securities Exchange Board of India (SEBI) in connection with proposed initial public offering of equity shares of the Company
- c. The Restated Financial statements have been prepared to comply in all material respects with accordance to sub-clause (i) and (iii) of clause (b) of sub-section (1) of section of the Companies Act, 2013 ('the Act') read with Rule 4 of Companies (prospectus and Allotment of Securities) Rules, 2014 and the Securities Exchange Board of India (Issue of Capital Disclosure Requirements) Regulations 2009, as amended (the SEBI Regulations) issued by SEBI in pursuance of Section 11 of Securities and Exchange Board of India Act, 1992.

Material Regroupings

Appropriate adjustments have been made in the restated summary statements of Assets and Liabilities, Profit and Losses and Cash Flows, wherever required, by reclassification of the corresponding items of income, expenses, assets and liabilities in order to bring them in line with the regroupings as per the



audited financial statements of the company and the requirements of SEBI Regulations.

Restatement Adjustments

(Rs. In Lakhs)

Particulars	Period Ending	Period Ending	Period Ending	Period Ending
	March 31, 2015	March 31, 2014	March 31, 2013	March 31, 2012
Net Profit (as per Audited accounts)	1,296.40	37.86	8.68	(0.08)
Adjustments on account of				
Preliminary expenses written off	-	(1.39)	(0.09)	(0.12)
Provision for Doubtful Advance	(17.15)	-	-	-
Total	1,279.25	36.46	8.59	(0.20)
Tax Impact**	-	-	-	-
Adjusted Net Profit	1,279.25	36.46	8.59	(0.20)

** No tax impact as income tax would not allow amortization/ write off

Contingent Liability

Particulars	As at March 31, 2015	As at March 31, 2014	As at March 31, 2013	As at March 31, 2012
Contingent Liabilities				
TDS Demands	20.49	3.14	-	-
Outstanding Bank Guarantees	1135.29	-	-	-
Total:	1155.78	-	-	-

- 3 Some of the loans and advances are subject to confirmation and reconciliation. Consequential adjustment thereof, if any, will be given effect in the books of account in the year of such adjustments.
- 4 Dividend: The Company has not paid/declared any dividend to its shareholders for the period / years ended 31 March 2015, 2014, 2013 and 2012.
- 5 Segment Reporting: The Company is engaged in the sale of IT products & services which, in the context of Accounting Standard 17 on Segment Reporting constitutes a single reportable business segment. The Company has also been dealing in Securities for which it only reports profit/loss on transaction
- 6 Related Party Disclosures as required in terms of Accounting Standard - 18 are given in Annexure XI
- 7 Earnings Per Share (EPS) as required in terms of Accounting Standard - 20 are given in Annexure XIV
- 8 Micro, Small & Medium Enterprises Development Act, 2006 :
Under the Micro, Small & Medium Enterprises Development Act, 2006 which came into force from 2nd October, 2006, certain disclosures are required to be made relating to Micro, Small & Medium Enterprises. The Company has no supplier who is covered under the said Act.



- 9 The Company has incurred loss on trading of securities amounting to Rs. 291.16 lacs during the year ending 31st March 2015



**CONSOLIDATED FINANCIAL INFORMATION, AS RESTATED IN RELATION TO DRAFT
PROSPECTUS**

Auditor's Report

To

The Board of Directors

Fourth Dimension Solutions Limited

DSM 340, DLF Trade Tower,

Shivaji Marg, New Delhi-110015

Dear Sirs,

- 1) We have examined the Consolidated Restated Financial information of **Fourth Dimension Solutions Limited & Thumbspeed Tech Solutions Private Limited** (“hereinafter collectively referred to as “Group”) annexed to this report for the purpose of inclusion in the offer document, signed by us for identification., in terms of our engagement agreed upon with you in accordance with our engagement letter dated August 10, 2015 in connection with the proposed issue of Equity Share of the Company. The Consolidated Restated Financial information has been approved by the Board of Director of the Group, prepared in terms of the requirements of:
 - a) Sub-Clauses (i) and (iii) of clause (b) of sub-section 26 of the Companies Act, 2013 (the act read with Rule 4 of Companies (Prospectus and Allotment of Securities) Rules (the Rules),2014 and
 - b) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 as amended (the Regulations) issued by the Securities and Exchange Board of India (“SEBI”) on August 26, 2009, as amended from time to time in pursuance of section 30 of the Securities and Exchange Board of India Act, 1992 and related.
 - c) The Guidance Note (Revised) on Reports in Company Prospectus and Guidance Note on Audit Report/ Certificates on Financial Information in Offer Documents issued by the Institute of Chartered Accountants of India.
- 2) These Consolidated Restated financial information have been extracted by the Management from the financial statements for the year ended 31st March, 2015, 2014, 2013 and 2012. Audit for the financial year ended 31st March, 2015, 2014, 2013 and 2012 was conducted by Sain Kanwar & Associates. and accordingly reliance has been placed on the financial information examined for the said years. The financial report included for these years i.e. 31st March, 2015, 2014, 2013 and 2012 are solely based on the report submitted by them.
- 3) We have also examined the financial information of the Group for the year ended 31st March, 2015, 2014, 2013 and 2012 prepared and approved by the Board of Directors for the purpose of disclosure in the offer document of the Group mentioned in Paragraph (I) above.

The financial information for the above period was examined to the extent practicable, for the purpose of audit of financial information in accordance with the Engagement Standards issued by the Institute of



Chartered Accountants of India. Those Standards require that we plan and perform our audit to obtain reasonable assurance, whether the financial information under examination is free of material misstatement.

In terms of Schedule VIII, Clause IX (9) of the SEBI (ICDR) Regulations, 2009 and the other provisions relating to accounts of Fourth Dimension Solutions Limited & Thumbspeed Tech Solutions Private Limited, We, M/s RPMD & Associates have subjected to the peer review process of the Institute of Chartered Accountants of India (ICAI) and hold a valid certificate issued by the Peer Review Board of the ICAI.

Based on the above, we report that in our opinion and according to the information and explanations given to us, we have found the same to be correct and the same have been accordingly used in the consolidated restated financial information appropriately.

- 4) In accordance with the requirements of the Companies Act, 2013, the SEBI(ICDR) Regulations and terms of our engagements agreed with you, we further report that:
 - a) The Consolidated Restated Summary Statement of Assets and Liabilities of the Group, including as at 31st March, 2015, 2014, 2013 and 2012 examined by us, as set out in **ANNEXURE I** to this report are after making adjustments and regrouping as in our opinion were appropriate and are subject to the Significant Accounting Policies and Notes to accounts along with adjustments on account of change in policies and restatements as appearing in ANNEXURE IV to this report.
 - b) The Consolidated Restated Summary Statement of Profit or Loss of the Group for the year then ended, including for the year ended 31st March, 2015, 2014, 2013 and 2012 examined by us, as set out in ANNEXURE II to this report are after making adjustments and regrouping as in our opinion were appropriate and are subject to the Significant Accounting Policies and Notes to accounts along with adjustments on account of change in policies and restatements as appearing in ANNEXURE IV to this report.
 - c) The Consolidated Restated Summary Statement of Cash flow of the Group for the year then ended, including for the year ended 31st March, 2015, 2014, 2013 and 2012 has been prepared and examined by us, as set out in ANNEXURE III to this report are after making adjustments and regrouping as in our opinion were appropriate and are subject to the Significant Accounting Policies and Notes to accounts along with adjustments on account of change in policies and restatements as appearing in ANNEXURE IV to this report.
- 5) Based on above, we are of the opinion that the consolidated restated financial information have been made after incorporating.
 - (i) Adjustments for the changes in accounting policies retrospectively in respective financial years to effect the same accounting treatment as per changed accounting policy for all the reporting periods.
 - (ii) Adjustments for the material amounts in the respective financial years to which they relate.
 - (iii) And there are no extra-ordinary items that need to be disclosed separately in the accounts
 - (iv) There are no other qualification requiring adjustments.



- 6) We have also examined the following other Consolidated Restated financial information set out in Annexure prepared by the management and approved by the Board of Directors relating to the Group for the year ended 31st March, 2015, 2014, 2013 and 2012.
- xiv) Statement of Share Capital as appearing in **Annexure V** to this report.
 - xv) Statement of Long Term Borrowings, as Restated as appearing in **Annexure VI** to this report.
 - xvi) Statement of Trade Receivables, as Restated as appearing in **Annexure VII** to this report
 - xvii) Statement of Long Term Loans and Advances, as Restated as appearing in **Annexure VIII** to this report
 - xviii) Statement of Short Term Loans and Advances, as Restated as appearing in **Annexure IX** to this report
 - xix) Statement of Other Income, as Restated as appearing in **Annexure X** to this report
 - xx) Statement of Contingent Liabilities, as Restated as appearing in **Annexure XI** to this report
 - xxi) Statement of Related Party Transaction included in **Annexure XII** to this report
 - xxii) Statement of Accounting Ratios as per **Annexure XIII** to this report
 - xxiii) Statement of Earnings Per Share, as Restated as appearing in **Annexure XIV** to this report
 - xxiv) Statement of Capitalisation included in **Annexure XV**.
 - xxv) Statement of Tax Shelters included in **Annexure XVI**.
 - xxvi) Statement of Financial indebtness is as per **Annexure XVII**.

In our opinion the financial information contained in **Annexure I** to **XVI** of this report read along with the Significant Accounting Policies and Notes (**Refer Annexure IV & V**) prepared after making adjustments and regrouping as considered appropriate have been prepared in accordance with Part IIB of Schedule II of the Act and the ICDR Regulations.

- 7) We have no responsibility to update our report for events and circumstances occurring after the date of the report.
- 8) Our report is intended solely for use of the management and for inclusion in the offer document in connection with the proposed issue of equity shares of the Company. Our report and should not be used for any other purpose except with our consent in writing.

For RPMD & Associates.
Chartered Accountants
Firm's Reg. No. 005961C

Sd/
Rahul Jain
(Partner)
M.No. 518352

Place: Delhi
Date: September 7, 2015



ANNEXURE – I

CONSOLIDATED STATEMENT OF ASSETS AND LIABILITIES AS RESTATED

(Rs. in Lakhs)

Sr. No.	Particulars	Note No.	As at 31st March			
			2015	2014	2013	2012
A.	Equity and Liabilities					
1	Shareholders' Funds					
	Share Capital	2.1	200.00	1.00	1.00	1.00
	Reserves & Surplus	2.2	1,543.42	46.46	8.61	(0.08)
	Share application money pending allotment		-	-	-	-
2	Non-Current Liabilities					
	Long-term borrowings	2.3	82.37	-	-	-
	Deferred Tax Liabilities (Net)	2.4	2.52	1.84	0.20	0.16
	Other Long Term Liabilities		-	-	-	-
	Long Term Provisions	2.5	16.49	-	-	-
3	Current Liabilities					
	Short Term Borrowings	2.6	-	-	46.00	6.75
	Trade Payables	2.7	16,290.17	5,952.58	1,848.00	0.91
	Other Current Liabilities	2.8	10,987.26	114.64	7.21	3.70
	Short Term Provisions	2.9	98.82	0.29	-	-
	Total		29,221.07	6,116.80	1,911.02	12.44
B.	Assets					
4	Non-Current Assets					
	Fixed Assets		-	-	-	-
	Tangible Assets	2.10	1,304.09	339.22	3.87	5.02
	Intangible Assets		4.52	-	-	-
	Capital Work In Progress		152.55	-	-	-
	Non - Current Investments	2.11	-	-	-	-



	Long Term Loans and Advances	2.12	560.62	41.89	10.80	0.50
	Other Non-Current Assets	2.13	-	1.39	0.09	0.12
5	Current Assets					
	Inventories	2.14	10,687.23	578.95	342.70	-
	Trade Receivables	2.15	6,105.33	2,179.20	1,349.68	0.40
	Cash and Cash Equivalents	2.16	6,943.65	103.67	30.99	2.13
	Short-term loans and advances	2.17	3,463.09	2,872.48	172.89	4.27
	Other Current Assets	2.18	-	-	-	-
	Total		29,221.07	6,116.80	1,911.02	12.44



ANNEXURE – II

CONSOLIDATED STATEMENT OF PROFIT AND LOSS AS RESTATED

(Rs. in Lakhs)

Sr. No	Particulars	Notes No.	For The Year Ended March 31,			
			2015	2014	2013	2012
A.	Revenue:					
	Revenue from Operations (gross)	2.19	65,186.17	13,652.31	1,722.70	3.46
	Less: Excise Duty		-	-	-	-
	Revenue from operations (net)		65,186.17	13,652.31	1,722.70	3.46
	Other income	2.2	67.76	4.77	-	20.61
	Total revenue		65,253.93	13,657.08	1,722.70	24.07
B.	Expenses:					
	Cost of material Consumed	2.21	71,402.49	13,469.70	2,032.19	2.83
	Changes in inventories of Finished goods, work-in-progress	2.22	(10,108.28)	(236.25)	(342.70)	-
	Employee benefit expenses	2.23	867.28	132.94	14.04	15.30
	Finance costs	2.24	60.25	4.22	0.26	0.05
	Depreciation and amortization expense	2.10	168.81	6.92	1.37	0.58
	Other expenses	2.25	886.51	224.59	4.85	5.23
	Total Expenses		63,277.06	13,602.12	1,710.00	23.99
	Profit/(loss) before tax		1,976.86	54.96	12.70	0.08
	Tax expense :					
	Current tax		679.22	15.47	3.97	-
	MAT Credit		-	-	-	-
	Prior Period Taxes		-	-	-	-
	Deferred Tax		0.69	1.64	0.05	0.16
	Fringe Benefit Tax		-	-	-	-
	Profit/(loss) For the year		1,296.96	37.86	8.68	(0.08)
	Earning per equity share in Rs.:					
	(1) Basic		325.96	378.57	86.84	(0.77)
	(2) Diluted		325.96	378.57	86.84	(0.77)



ANNEXURE – III

CONSOLIDATED STATEMENT OF CASH FLOW FROM RESTATED FINANCIAL STATEMENT

(Rs. In Lakhs)

Particulars	For The Year Ended March 31,			
	2015	2014	2013	2012
A. CASH FLOW FROM OPERATING ACTIVITIES				
Profit/ (Loss) before tax	1,976.86	54.96	12.70	0.08
Adjustments for:				
Depreciation	168.81	6.92	1.37	0.58
Interest Expense	60.25	4.22	0.26	0.05
Fixed Assets written off	-	-	-	-
Interest Received	(42.78)	(1.83)	-	-
Other Misc Adjustments	-	-	-	-
Operating profit before working capital changes	2,163.15	64.27	14.32	0.71
Movements in working capital :				
(Increase)/ Decrease in Inventories	(10,108.28)	(236.25)	(342.70)	-
(Increase)/Decrease in Trade Receivables	(3,926.13)	(829.52)	(1,349.28)	(0.40)
(Increase)/Decrease in Other Receivables	(1,107.94)	(2,731.98)	(178.90)	(4.89)
Increase(Decrease) in Trade Payables and Other Liabilities	21,325.25	4,212.29	1,850.60	4.61
Cash generated from operations	8,346.06	478.81	(5.95)	0.03
Income tax Refund/ (paid) during the year	(679.22)	(15.47)	(3.97)	-
Net cash from operating activities (A)	7,666.83	463.34	(9.92)	0.03
B. CASH FLOW FROM INVESTING ACTIVITIES				
Purchase of Fixed assets	(1,286.24)	(342.27)	(0.21)	(5.60)
(Purchase)/ Sale of Long Term Investment	-	-	-	-
Sale of Fixed Assets	-	-	-	-
Interest Received	42.78	1.83	-	-
Interest in Goodwill	(4.52)	-	-	-
Net cash from investing activities (B)	(1,247.98)	(340.44)	(0.21)	(5.60)
Proceeds from issue of share capital including securities premium	399.00	-	-	1.00
Interest paid on borrowings	(60.25)	(4.22)	(0.26)	(0.05)
Proceeds/(Repayment) of Short Term Loans	-	(46.00)	39.25	6.75
Proceeds/ (Repayment) of Long Term Loans	82.37	-	-	-
Net cash from financing activities (C)	421.12	(50.22)	38.99	7.70
Net increase in cash and cash equivalents (A+B+C)	6,839.97	72.68	28.86	2.13



Cash and cash equivalents at the beginning of the year	103.67	30.99	2.13	-
Cash and cash equivalents at the end of theyear	6,943.65	103.67	30.99	2.13



ANNEXURE – IV

STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES ON CONSOLIDATED ACCOUNTS

A. Principles of Consolidation

The consolidated financial statements relate to Fourth Dimension Solutions Limited and its wholly owned subsidiary Thumbspeed Tech Solutions Private Limited. The consolidated financial statements have been prepared on the following basis:

- i) The financial statements of the Company and its subsidiary are combined on a line-by-line basis by adding together the book values of like items of assets, liabilities, income and expenses, after fully eliminating intra-group balances and intra-group transactions in accordance with Accounting Standard (AS) 21 - “Consolidated Financial Statements”.
- ii) As far as possible, the consolidated financial statements are prepared using uniform accounting policies for like transactions and other events in similar circumstances and are presented in the same manner as the Company’s separate financial statements.

B. Other Significant Accounting Policies

These are set out under “Significant Accounting Policies” as given in the Company’s Standalone Financial Statements.



NOTES TO CONSOLIDATED RESTATED FINANCIAL STATEMENTS

Note 2.1: Share Capital

(Rs. In lakhs)

Particulars	As at March 31, 2015	As at March 31, 2014	As at March 31, 2013	As at March 31, 2012
Authorized:	2,500.00	1.00	1.00	1.00
Issued, Subscribed and Paid Up	200.00	1.00	1.00	1.00
Grand Total	200.00	1.00	1.00	1.00

Note 2.2: Reserves and Surplus

(Rs. In Lakhs)

Particulars	As at March 31, 2015	As at March 31, 2014	As at March 31, 2013	As at March 31, 2012
Securities Premium Account				
Balance as at the beginning of the year	-	-	-	-
Add: Securities Premium received during the year	200.00	-	-	-
Balance as at the end of the year	200.00	-	-	-
Balance in Statement of Profit & Loss				
Balance as at the beginning of the year	46.16	8.61	(0.08)	-
Add: Profit for the year	1,296.96	37.86	8.68	(0.08)
Add : Misc Adjustment	-	-	-	-
Less: On account of change in depreciation method	-	-	-	-
Balance as at the end of the year	1,343.42	46.46	8.61	(0.08)
Grand Total	1,343.42	46.46	8.61	(0.08)

Note 2.3: Long Term Borrowings

(Rs. In Lakhs)

Particulars	As at March 31, 2015	As at March 31, 2014	As at March 31, 2013	As at March 31, 2012
Secured:				
Term Loan	61.90			
Loan against FDR	61.90	-	-	
Vehicle Loans	20.48	-	-	
Unsecured:				
- Loan From Related Parties		-	-	
- Loan From Others		-	-	
Grand Total	82.37	-	-	



Note 2.4: Deferred Tax Assets/(Liabilities) (Net)

(Rs. In Lakhs)

Particulars	As at March 31, 2015	As at March 31, 2014	As at March 31, 2013	As at March 31, 2012
<i>Deferred Tax Assets</i>				
Disallowance u/s 40a(ia)	8.09	-	-	-
Disallowance u/s 43B	-	-	-	-
Provision for gratuity and leave encashment	5.82	-	-	-
Related to Fixed Assets	-	-	-	-
<i>Total (a)</i>	13.91	-	-	-
<i>Deferred Tax Liability</i>				
Preliminary expenses		-	-	-
Related to Fixed Assets	16.43	1.84	0.20	0.16
Disallowance under the Income Tax Act	-	-	-	-
<i>Total (b)</i>	16.43	1.84	0.20	0.16
<i>Net deferred tax asset/(liability)-{(a)-(b)}</i>	2.52	1.84	0.20	0.16

Note 2.5: Long Term Provisions

(Rs. In Lakhs)

Particulars	As at March 31, 2015	As at March 31, 2014	As at March 31, 2013	As at March 31, 2012
Provision for gratuity	10.02	-	-	-
Provision for compensated absence	6.47	-	-	-
Grand Total	16.49	-	-	-



Note 2.6: Short Term Borrowings

(Rs. In Lakhs)

Particulars	As at March 31, 2015	As at March 31, 2014	As at March 31, 2013	As at March 31, 2012
Secured Loan				
Loans Repayable on Demand From Banks (OD & CC)	-	-	-	-
Vehicle loan	-	-	-	-
Unsecured Loan				
Loan From Related Parties				
- Richa Bhargava	-	-	-	5.80
- Amalendu Mukherjee	-	-	-	0.95
-Rajeev Sharma	-	-	5.00	
Loan From Other than Related Parties				
Daljeet Singh	-	-	5.00	-
Deepak Kumar	-	-	5.00	-
Ravi Jindal	-	-	31.00	-
Grand Total	-	-	46.00	6.75

Note 2.7: Trade Payables

(Rs. In Lakhs)

Particulars	As at March 31, 2015	As at March 31, 2014	As at March 31, 2013	As at March 31, 2012
Micro, small and medium enterprises	-	-	-	-
Others	16,290.17	5,952.58	1,848.00	0.91
Grand Total	16,290.17	5,952.58	1,848.00	0.91

Note 2.8: Other Current Liabilities

(Rs. in Lakhs)

Particulars	As at March 31, 2015	As at March 31, 2014	As at March 31, 2013	As at March 31, 2012
Withholding and other taxes payable (TDS, ST, VAT)	150.80	96.98	2.99	-
Security Expenses Payable	22.68	3.25	3.25	3.25
Salary Payable	82.17	-	0.79	-
Car Loan Installment payable within one year	23.38	-	-	-
Expense Payable	29.10	0.56	0.18	0.43
Sales Tax security received	-	-	-	0.02
PF/ESIC Payable	12.46	-	-	-



		0.84		
Advance received from customer	10,666.65	13.00		-
Grand Total	10,987.26	114.64	7.21	3.70

Note 2.9: Short Term Provisions

(Rs. InLakhs)

Particulars	As at March 31, 2015	As at March 31, 2014	As at March 31, 2013	As at March 31, 2012
Provision for Income Tax	94.88	0.29	-	-
Provision for gratuity	0.59	-	-	-
Provision for compensated absence	0.04	-	-	-
Staff Imprest	3.31	-	-	-
Grand Total	98.82	0.29	-	-

Note 2.10: Fixed Assets

(Rs. inLakhs)

Particulars	As at March 31, 2015	As at March 31, 2014	As at March 31, 2013	As at March 31, 2012
Tangible Assets				
Land				
Gross Block	316.62	263.64	-	-
Less: Accumulated Depreciation	-	-	-	-
Net Block	316.62	263.64	-	-
Office Equipments				
Gross Block	85.38	46.25	2.46	2.46
Less: Accumulated Depreciation	27.90	1.75	0.56	0.11
Net Block	57.48	44.50	1.90	2.35
Computer & Peripherals				
Gross Block	275.96	22.45	2.26	2.04
Less: Accumulated Depreciation	43.86	3.32	1.07	0.33
Net Block	232.10	19.13	1.19	1.72
Furniture & Fixtures				
Gross Block	58.89	4.34	1.10	1.10



Less: Accumulated Depreciation	5.63	0.96	0.32	0.15
Net Block	53.26	3.38	0.78	0.95
Car				
Gross Block	83.44	11.41	-	-
Less: Accumulated Depreciation	21.86	2.84	-	-
Net Block	64.58	8.57	-	-
Plant and Machinery				
Gross Block	661.49	-	-	-
Less: Accumulated Depreciation	78.43	-	-	-
Net Block	583.06	-	-	-
Total Tangible Assets	1,304.09	339.22	3.87	5.02
Capital Work in Progress-Building under construction	152.55	-	-	-
Intangible Assets				
Goodwill				
Gross Block	4.52	-	-	-
Less: Accumulated Depreciation	-	-	-	-
Net Block	4.52	-	-	-

Note 2.11: Non-Current Investments

(Rs. InLakhs)

Particulars	As at March 31, 2015	As at March 31, 2014	As at March 31, 2013	As at March 31, 2012
Investment in Shares / Bond	-	-	-	-
Investment in shares	-	-	-	-
Investment in Joint Ventures	-	-	-	-
Grand Total	-	-	-	-



Note 2.12: Long Term Loans and Advances

(Rs. In Lakhs)

Particulars	As at March 31, 2015	As at March 31, 2014	As at March 31, 2013	As at March 31, 2012
(Unsecured and considered good, unless otherwise stated)				
Security Deposits	560.42	41.89	10.80	9.50
Earnest Money Deposit	502.93	33.02	-	-
Other Deposits	57.68	8.87	10.80	0.50
Capital Advances	-	-	-	-
Loan to Directors	-	-	-	-
Loan to Related Parties	-	-	-	-
Loan to Other than Related Parties	-	-	-	-
Loan to Staff	-	-	-	-
Grand Total	560.62	41.89	10.80	0.50

Note 2.13: Other Non-Current assets

(Rs. In Lakhs)

Particulars	As at March 31, 2015	As at March 31, 2014	As at March 31, 2013	As at March 31, 2012
<i>Miscellaneous Expenditure</i> (to the extent not written off or adjusted)				
Preliminary Expenses	-	1.39	0.09	0.12
Grand Total	-	1.39	0.09	0.12

Note 2.14: Inventories

(Rs. In Lakhs)

Particulars	As at March 31, 2015	As at March 31, 2014	As at March 31, 2013	As at March 31, 2012
(at cost or net realisable value, whichever is lower)				
Raw Material	-	-	-	-
Work-in-progress	-	-	-	-
Finished goods	10667.53	578.95	342.70	-
Stores and spares	-	-	-	-



Goods in Transit	-	-	-	-
Quoted Equity Shares	19.70	-	-	-
Grand Total	10,687.23	578.95	342.70	-

Note 2.15: Trade Receivables

(Rs. In Lakhs)

Particulars	As at March 31, 2015	As at March 31, 2014	As at March 31, 2013	As at March 31, 2012
Outstanding for a period less than six months from the date they are due for payment				
Unsecured, Considered Good	5,245.05	1,924.82	1,349.68	0.40
Outstanding for a period exceeding six months from the date they are due for payment				
Unsecured, Considered Good	860.27	254.38	-	-
Doubtful	-	-	-	-
Grand Total	6,105.33	2,179.20	1,349.68	0.40

Note 2.16: Cash and Cash Equivalents

(Rs. In Lakhs)

Particulars	As at March 31, 2015	As at March 31, 2014	As at March 31, 2013	As at March 31, 2012
Cash on hand	33.48	2.06	30.71	1.37
Balances with Banks:				
-in current accounts	1,635.82	96.93	0.28	0.76
-fixed deposits (less than 12 months maturity)		4.69	-	-
Cheques in hand	3,781.08	-	-	-
DD in hand	1.66	-	-	-
Other Bank Balances:	1,344.95			
-fixed deposits (with maturity more than 12 months)	146.66	-	-	-
Grand Total	6,943.65	103.67	30.99	2.13



Note 2.17: Short Term Loans and Advances

(Rs. in Lakhs)

Particulars	As at March 31, 2015	As at March 31, 2014	As at March 31, 2013	As at March 31, 2012
(Unsecured and considered good, unless otherwise stated)				
Loans and Advances to Related Parties	10.00	300.42	8.63	0.70
Loans and Advances to Others	-	-	-	-
Advance to Suppliers	2,922.92	2,530.37	123.60	-
Balances with Revenue Authorities(VAT)	5.58	-	16.82	-
Advance IncomeTax & TDS	29.80	23.58	23.84	0.26
Prepaid expenses	38.66	-	-	-
Advance to staff	4.63	-	-	-
Other Advances	418.98	18.11	-	3.31
Advances to Suppliers considered doubtful	32.51	-	-	-
Grand Total	3,463.09	2,872.48	172.89	4.27

Note 2.18: Other Current assets

(Rs. In Lakhs)

Particulars	As at March 31, 2015	As at March 31, 2014	As at March 31, 2013	As at March 31, 2012
Unsecured:				
Interest accrued but not due on fixed deposits	-	-	-	-
Others	-	-	-	-
Grand Total	-	-	-	-

Note 2.19: Revenue from Operations

(Rs. In Lakhs)

Particulars	As at March 31, 2015	As at March 31, 2014	As at March 31, 2013	As at March 31, 2012
Domestic Sales	54,122.39	12,111.66	544.30	3.46
Service Charge receipts	11,045.49	1,540.65	1,178.40	-



Other Operating Income	18.28	-	-	-
Revenue from operations (gross)	65,186.17	13,652.31	1,722.70	3.46

Note 2.20: Other Income

(Rs. in lakhs)

Particulars	As at March 31, 2015	As at March 31, 2014	As at March 31, 2013	As at March 31, 2012
Interest Income	42.78	1.83	-	-
Net Gain/Loss on Sale of Investments/ Property	-	-	-	-
Other Non Operating Income	24.98	2.94	-	20.61
Grand Total	67.76	4.77	-	20.61

Note 2.21: Cost of materials consumed

(Rs. In lakhs)

Particulars	As at March 31, 2015	As at March 31, 2014	As at March 31, 2013	As at March 31, 2012
Material Consumed				
Inventory at the beginning of the year	-	-	-	-
Add: Purchase	62,156.81	12,195.46	881.20	2.83
Add: Service Charges	8,854.77	1,219.54	1,150.99	-
Add: Custom Duty Paid	101.19	-	-	-
Add: Frieght Inward	18.88	-	-	-
Add: Project Expenses	264.91	54.70	-	-
Add: Warehouse Expenses	1.35	-	-	-
Add: Custom Clearance Charges	4.58	-	-	-
Add: Direct production expense	-	-	-	-
	71,402.49	13,469.70	2,032.19	2.83
Less: inventory at the end of the year	-	-	-	-
Grand Total	71,402.49	13,469.70	2,032.19	2.83



Note 2.22: Decrease in Stock

(Rs. in lakhs)

Particulars	As at March 31, 2015	As at March 31, 2014	As at March 31, 2013	As at March 31, 2012
Opening Stock				
Work in progress	-	-	-	-
Finished Goods	-	-	-	-
Traded goods	578.95	342.70	-	-
Closing Stock				
Work in progress	-	-	-	-
Finished Goods	-	-	-	-
Traded goods	10,687.23	578.95	342.70	-
Grand Total	(10,108.28)	(236.25)	(342.70)	-

Note 2.23: Employee benefit expense

(Rs. in lakhs)

Particulars	As at March 31, 2015	As at March 31, 2014	As at March 31, 2013	As at March 31, 2012
Salaries, bonus and allowances including director remuneration	655.21	68.89	9.24	9.90
Directors Remuneration	150.00	59.50	4.80	5.40
Contribution to provident and other funds	37.48	1.54	-	-
Provision for gratuity	10.61	-	-	-
Keyman Insurance	-	-	-	-
Leave encashment	6.51	-	-	-
Staff & worker Welfare	7.47	3.00	-	-
Grand Total	867.28	132.94	14.04	15.30



Note 2.24: Finance costs

(Rs. in lakhs)

Particulars	As at March 31, 2015	As at March 31, 2014	As at March 31, 2013	As at March 31, 2012
Interest Exps. - CC / OD Account	6.63	-	-	-
Interest Exps. - Term Loan	-	2.02	-	-
Interest Exps. - Loan against FDR	9.13	-	-	-
Interest Exps. - Vehicle Loan	2.60	-	-	-
Other Borrowing Costs	1.69	1.75	-	-
Bank Charges	16.80	0.44	0.26	0.05
Bank Guarantee charges	23.39	-	-	-
Applicable Net (Gain)/Loss on Foreign Currency Transactions and Translations	-	-	-	-
Grand Total	60.25	4.22	0.26	0.05

Note 2.25: Other Expenses

(Rs. in lakhs)

Particulars	As at March 31, 2015	As at March 31, 2014	As at March 31, 2013	As at March 31, 2012
Power and Fuel	8.09	-	0.41	0.59
Travelling, conveyance and petrol expenses	93.49	11.59	-	0.59
Legal, professional and consulting expenses	9.92	118.96	0.07	0.03
<i>Payment to auditors</i>				
-audit fees	1.20	0.30	0.18	0.18
-tax audit fees	0.75	0.20	-	-
-Company Law Matters	-	-	-	-
-Management Services	-	-	-	-
-Other Services	-	-	-	-
-reimbursement of expenses	0.35	0.06	-	-
Interest on late payment of taxes				
Preliminary Exp. Written off	25.15	0.36	0.03	0.03
Rent	139.62	23.17	1.07	1.75



Repairs and maintenance	22.19	4.03	0.10	0.03
Vehicle - Repairs and maintenance	11.68	4.45	-	-
Communication	24.61	7.36	0.33	0.32
Advertisement	0.03	3.77	0.02	0.03
Office Expenses	4.22	1.64	0.04	0.23
Printing & Stationery	20.44	6.05	0.14	0.19
Computer Expenses	22.87	2.38	0.08	0.26
Business promotion	112.30	29.43	0.03	0.61
Diwali Expenses	-	-	-	0.21
Donation	3.09	0.30	-	-
Frieght and forwarding	20.49	6.19	-	0.01
Insurance	3.09	-	-	-
Miscellaneous	1.77	2.93	2.22	0.06
Rates & Taxes	22.62	1.40	-	-
Security Charges	2.29	-	0.10	-
Water Expenses	-	-	0.04	0.11
Exchange fluctuation	18.07	-	-	-
Membership and subscription	5.90	-	-	-
Commission & Brokerage	17.96	-	-	-
Tender fee	1.24	-	-	-
Website designing charges	0.35	-	-	-
Share trading charges	75.50	-	-	-
Profit/ loss on sale/ purchase of shares	215.66	-	-	-
Penalty	0.58	-	-	-
Grand Total	886.51	224.59	4.85	5.23



ANNEXURE V
STATEMENT OF SHARE CAPITAL

(Rs. In Lakhs)

Particulars	As at March 31, 2015	As at March 31, 2014	As at March 31, 2013	As at March 31, 2012
Authorised				
Equity Shares of Rs. 10 each	2,500	1.00	1.00	1.00
Issued				
Equity Shares of Rs. 10 each	200	1.00	1.00	1.00
Subscribed & Fully Paid Up				
Equity Shares of Rs. 10 each	200	1.00	1.00	1.00
Total	200	1.00	1.00	1.00
As on date of signing of restated accounts, the company has an Authorised Share Capital of Rs. 25,00,00,000 (divided into 2,50,00,000 Equity Shares of Rs. 10/- each) and Paid up Capital of Rs. 8,00,00,000 (divided into 80,00,000 Equity Shares of Rs. 10/- each fully paid up) out of which a capital of Rs. 6,00,00,000 (60,00,000 Equity Shares of Rs. 10/- each in the ratio of 3:1) were issued as fully paid up bonus shares by capitalisation of Reserves on 7th September 2015				

Reconciliation of No. of Shares Outstanding at the end of the year:

Particulars	As at March 31, 2015	As at March 31, 2014	As at March 31, 2013	As at March 31, 2012
Shares outstanding at the beginning of the year	10,000	10,000	10,000	10,000
Shares issued during the year	1,990,000	-	-	-
Shares bought back during the year	-	-	-	-
Any other movement (please specify)	-	-	-	-
Share outstanding at the end of the year	2,000,000	10,000	10,000	10,000



Details of Shareholding more than 5% of the aggregate shares in the company:

Name of Shareholder	As at 31-03-2015		As at 31-03-2014		As at 31-03-2013		As at 31-03-2012	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Amalendu Mukherjee	1,994,500	99.73	5,000	50.00	3,334	33.34	3,334	33.34
Namita Mukherjee	-	-	5,000	50.00	-	-	-	-
Richa Bhargava	-	-	-	-	3,333	33.33	3,333	33.33
Rajeev Sharma	-	-	-	-	3,333	33.33	3,333	33.33

ANNEXURE VI

STATEMENT OF LONG TERM BORROWINGS AS RESTATED

(Rs. In Lakhs)

Particulars	As at March 31, 2015	As at March 31, 2014	As at March 31, 2013	As at March 31, 2012
Secured:				
Term Loan:				
From Banks:	-	-	-	-
Loan against FDR from HDFC Bank Ltd.	61.90	-	-	-
From Others:	-	-	-	-
Vehicle Loans:				
Loan from HDFC Bank Ltd. ag. BMW Car	17.60	-	-	-
Loan from HDFC Bank Ltd. ag. Skoda Car	2.87	-	-	-
Unsecured:				
Loan From Related Parties	-	-	-	-
Loan From Other than Related Parties	-	-	-	-
Grand Total	82.37	-	-	-



ANNEXURE VII
STATEMENT OF TRADE RECEIVABLES AS RESTATED

(Rs. In Lakhs)

Particulars	As at March 31, 2015	As at March 31, 2014	As at March 31, 2013	As at March 31, 2012
Outstanding for a period less than six months from the date they are due for payment				
Unsecured, Considered Good	5,245.05	1,924.82	1,349.68	0.40
Outstanding for a period exceeding six months from the date they are due for payment				
Unsecured, Considered Good	860.27	254.38	-	-
Doubtful	-	-	-	-
Grand Total	6,105.33	2,179.20	1,349.68	0.40

ANNEXURE VIII
STATEMENT OF LONG TERM LOANS & ADVANCES AS RESTATED

(Rs. in Lakhs)

Particulars	As at March 31, 2015	As at March 31, 2014	As at March 31, 2013	As at March 31, 2012
(Unsecured and considered good, unless otherwise stated)				
Security Deposits				
Earnest Money Deposit				
Air India Limited	0.50	-	-	-
Army HQ Signals, New Delhi	18.00	-	-	-
BSNL, Hyderabad	6.00	-	-	-
BSNL, New Delhi	0.38	-	-	-
C-DAC	0.20	-	-	-
Centre for E. Governance	32.00	-	-	-
Chief Signal Officer (HED-Kolkata) OPER	0.60	-	-	-
Commissioner EDMC	4.10	-	-	-
CRIS, New Delhi	6.03	-	-	-



	100.00			
Delhi Development Authority		-	-	-
Delhi E-Government Society	0.08	-	-	-
District Magistrate Allahabad	6.00	-	-	-
District Magistrate Etawah -	1.00	-	-	-
District Magistrate Ghazipur (Up)	15.50	-	-	-
District Magistrate Hardoi	1.00	-	-	-
District Magistrate Saharanpur-	1.50	-	-	-
District Magistrate Supply Officer Balrampur -	2.28	-	-	-
District Supply Officer , Kaushambi	3.10	-	-	-
Distt. Supply Officer Ambedkar Nagar	3.00	-	-	-
Dy. Dir. (Admin) MSMEDI New Delhi	0.05	-	-	-
Earnest Money Deposit (for Tender)	11.22	21.21	-	-
East Delhi Municipal Corporation	11.81	11.81	-	-
ECIL, Hyderabad	3.50	-	-	-
Energy Efficiency Services Limited Noida	0.25	-	-	-
Haryana State Elect. Develop. - Chandigarh	10.00	-	-	-
HQ, 9 Corps	3.00	-	-	-
Hq.Northern Command (PCDA)	2.70	-	-	-
IGNCA, New Delhi	1.50	-	-	-
IOCL Mathura	0.34	-	-	-
Managing Director Rajcomp Info Service Ltd	1.00	-	-	-
Max Life Insurance	0.99	-	-	-
National	40.00	-	-	-
National Institute of Technology- Kurukshetra	0.54	-	-	-
National Sugar Institute - Kanpur	0.26	-	-	-
NCPUL	11.96	-	-	-



New Delhi Municipal Corporation	30.00	-	-	-
NIGPR-Delhi	1.10	-	-	-
Pay & Account Officer Department of Electro	20.00	-	-	-
Rail Tel Corporation	20.70	-	-	-
Secretary Lucknow Development Authority	2.63	-	-	-
SR. DFM, Northern Railway, New Delhi	0.81	-	-	-
Telecommunications Consultants India Ltd.	14.00	-	-	-
Transport Department, New Delhi	0.25	-	-	-
UP Development Systems Corporation Ltd.	12.85	-	-	-
U.P. Electronics Corporation - Lucknow	0.20	-	-	-
Delhi Development Authority, Delhi	100.00	-	-	-
Other Deposits	57.68	8.87	10.80	0.50
		-	-	-
Capital Advances	-	-	-	-
Loan to Directors	-	-	-	-
Loan to Related Parties	-	-	-	-
Loan to Other than Related Parties	-	-	-	-
Loan to Staff	-	-	-	-
Grand Total	560.62	41.89	10.80	0.50

Out of the above amounts, outstanding from promoters/promoter group/group directors/relative of directors are as follows:

(Rs. In Lakhs)

Particulars	As at March 31, 2015	As at March 31, 2014	As at March 31, 2013	As at March 31, 2015
From Promoters/Directors/Relatives	-	-	-	-
From Group Companies	-	-	-	-
TOTAL	-	-	-	-



ANNEXURE IX

STATEMENT OF SHORT TERM LOANS & ADVANCES AS RESTATED

(Rs. in Lakhs)

Particulars	As at March 31, 2015	As at March 31, 2014	As at March 31, 2013	As at March 31, 2012
(Unsecured and considered good, unless otherwise stated)				
Loans and Advances to Related Parties				
-Rajeev Sharma	-	-	-	0.70
-Amalendu Mukherjee	10.00	38.55	8.63	-
-Rudra Enterprises	-	261.87	-	-
Loans and Advances to Others	-	-	-	-
Advance to Suppliers				
IL&FS Education Technology Services	-	22.01	123.60	-
Vedavaag Systems Ltd.	-	2,384.81	-	-
Blue Ocean Enterprises	-	7.78	-	-
Hi Tech Enterprises	-	92.73	-	-
Tirupati Sales Corporation	-	12.00	-	-
TULSI PURI	-	11.04	-	-
Anand Solutions (Noida)	1.63	-	-	-
Coweaver India Pvt. Ltd.	15.44	-	-	-
Go Mobile Trading Pvt. Ltd.	3.04	-	-	-
INGRAM MICRO INDIA LTD	3.16	-	-	-
Jindal Infra Solutions Ltd. (New)	156.15	-	-	-
KDS Services Pvt. Ltd. E.DISTT	0.22	-	-	-
LINKWELL TELESYSTEMS PVT. LTD(DOP)	1,350.00	-	-	-
Proactive Data Systems Pvt. Ltd.	0.21	-	-	-
Saar Muncipal Services Management Co.	10.00	-	-	-
Techno Horizon - E-DISTT	6.08	-	-	-
Trendsetterz IT-Consultant- E-DISTT	1.50	-	-	-
TRITRONIC INDIA PVT LTD (DOP)	1,350.00	-	-	-



Anand Solutins (Delhi)	0.85	-	-	-
Cloudberry Technologies Pvt. Ltd.	1.48	-	-	-
Ingram Micro India Limited	0.29	-	-	-
Sky Tech Sol	2.62	-	-	-
Balances with Revenue Authorities(VAT)	5.58	-	16.82	-
Advance IncomeTax & TDS	29.80	23.58	23.84	0.26
Prepaid expenses	38.66	-	-	-
Advance to staff	4.63	-	-	-
Other Advances				
Goa Tourism	1.00	2.00	-	2.00
Karvey Stock Broking		-	-	0.28
NSDL		-	-	0.50
Alankit		-	-	0.25
Sify Technology		-	-	0.28
Advance for car		16.11	-	-
YES BANK DEBIT CARD	2.93	-	-	-
Advance Paid to Staff (Salary)	0.07	-	-	-
Deutsche Motoren Pvt. Ltd. - Service & Repair	4.54	-	-	-
Kotak Securities Ltd	394.15	-	-	-
USD multicurrency card	16.15	-	-	-
Ashish K. Tiwari (Rent)	0.02	-	-	-
Krunal B Raval (RENT)	0.05	-	-	-
Mamta Sahu (Rent)	0.04	-	-	-
Surendra Girdharilal Marwah (Rent)	0.03	-	-	-
Syed Nifasat Ali (Rent)	0.02	-	-	-
Advances to Suppliers considered doubtful				
-Drakhat Solutions Pvt Ltd	17.15	-	-	-
Kejriwal Dyeing & OPrinting Mills Pvt. Ltd.	15.36	-	-	-
Grand Total	3,463.09	2,872.48	172.89	4.27



Out of the above amounts, outstanding from promoters/promoter group/group directors/relative of directors are as follows:

(Rs. In Lakhs)

Particulars	As at March 31, 2015	As at March 31, 2014	As at March 31, 2013	As at March 31, 2012
From Promoters/Directors/Relatives	10.00	300.42	8.63	0.70
From Group Companies	-	-	-	-
TOTAL	-	-	-	-

ANNEXURE X

STATEMENT OF OTHER INCOME AS RESTATED

(Rs. in lakhs)

Particulars	As at March 31, 2015	As at March 31, 2014	As at March 31, 2013	As at March 31, 2012
Interest Income	42.78	1.83	-	-
Net Gain/Loss on Sale of Investments/ Property	-	-	-	-
Other Non Operating Income	24.98	2.94	-	20.61
Grand Total	67.76	4.77	-	20.61

ANNEXURE XI

STATEMENT CONTINGENT LIABILITIES

(Rs. in lakhs)

Particulars	As at March 31, 2015	As at March 31, 2014	As at March 31, 2013	As at March 31, 2012
Contingent Liabilities				
TDS Demands	20.49	3.14	-	-
Outstanding Bank Guarantees	1135.29	-	-	-
Total:	1155.78	3.14	-	-



ANNEXURE XI I
STATEMENT OF RELATED PARTY DISCLOSURES AS RESTATED

As required under Accounting Standard 18 "Related Party Disclosures" as notified pursuant to Company (Accounting Standard) Rules 2006, following are details of transactions during the year with related parties of the company as defined in AS 18.

A. List of Related Parties and Relationships

Particulars	
Key Managerial Personnel	Mr. Amalendu Mukherjee
	Ms. Namita Mukherjee
Relatives of Promoter/Director	Mr. Bibekananda Mukherjee
Directors	Mr. Rajeev Sharma (resigned w.e.f 03.04.2013) Ms. Richa Bhargava (resigned w.e.f 03.04.2013)
Enterprise under significant influence of Key Management Personnel	Rudra Enterprises*
	New Code IT Services Pvt Ltd.**
	RNM IT Solutions Pvt Ltd.***

*Disassociated w.e.f 30.03.2015

**Disassociated w.e.f 08.08.2015

***Disassociated w.e.f 08.05.2015

B. Details of Related Party Transactions are as follows

(Rs. In Lakhs)

Nature of the Transaction	Name of Party	Nature of Relationship	Year Ended March 31			
			2015	2014	2013	2012
Directors Remuneration	Mr. Amalendu Mukherjee	Managing Director	120.00	48.00	4.80	5.40
	Ms. Namita Mukherjee	Whole-Time Director	30.00	11.50	-	-
Purchase of Goods/Services	Rudra Enterprises	Enterprise under significant influence of Key Management Personnel	1429.74	34.12	-	-
	New Code IT Services Pvt Ltd	Enterprise under significant influence of Key Management Personnel	922.43	-	-	-
	RNM IT Solutions Pvt Ltd	Enterprise under significant influence of Key Management Personnel	337.20	-	-	-



Loan & Advances given/received/adjusted during the year (Net)	Rudra Enterprises	Enterprise under significant influence of Key Management Personnel	-	457.00	20.00@	-
	Mr. Amalendu Mukherjee	Managing Director	-	29.92	25.05	-
	Mr. Rajeev Sharma	Director	-	-	-	0.70
	Ms. Richa Bhargava	Director	-	-	5.80	-
Loans & Advances received/adjusted during the year (Net)	Rudra Enterprises	Enterprise under significant influence of Key Management Personnel	314.11	181.00	-	-
	Mr. Amalendu Mukherjee	Managing Director	28.55	-	15.47	0.95
	Ms. Richa Bhargava	Director	--	-	-	5.80
	Rajeev Sharma	Director			5.70	

@shown under Sundry Debtors

C. Outstanding Balance as at the end of the year

(Rs. In Lakhs)

Nature of the Transaction	Name of Party	Nature of Relationship	As at 31 March			
			2015	2013	2014	2012
Receivable	Rudra Enterprises	Enterprise under significant influence of Key Management Personnel	-	261.88	20.00@	-
	Mr. Amalendu Mukherjee	Managing Director	10.00	38.55	8.63	-
	Mr. Rajeev Sharma	Director	-	-	-	0.70
Payable	Rudra Enterprises	Enterprise under significant influence of Key Management Personnel	1481.97	-	-	-
	New Code IT Services Pvt Ltd	Enterprise under significant influence of Key Management Personnel	208.01	-	-	-



RNM IT Solutions Pvt Ltd	Enterprise under significant influence of Key Management Personnel	148.20	-	-	-
Mr. Amalendu Mukherjee	Managing Director	-	-	-	0.95
Ms. Richa Bhargava	Director	-	-	-	5.80
Rajeev Sharma	Director	-	-	5.70	-

**ANNEXURE XIII
SUMMARY OF ACCOUNTING RATIOS**

(Rs. In Lakhs except share data)

Ratios	Year ended March, 31st 2015	Year ended March, 31st 2014	Year ended March, 31st 2013	Year ended March, 31st 2012
Restated PAT as per P& L Account	1,263.89	36.46	8.59	(0.20)
Weighted Average Number of Equity Shares at the end of the Year	3,97,890	10,000	10,000	10,000
Net Worth	248.46	47.46	9.61	0.92
Earnings Per Share (without Bonus affect)				
Basic	317.65	364.62	85.94	(1.97)
Diluted	317.65	364.62	85.94	(1.97)
Earnings Per Share (with Bonus affect)				
Basic	79.41	91.15	21.48	(0.49)
Diluted	79.41	91.15	21.48	(0.49)
Return on Net Worth (%)	72.49	76.82	89.45	(21.28)
Net Asset Value Per Share (Rs)	438.17	474.64	96.08	9.23
Nominal Value per Equity share (Rs.)	10	10	10	10



ANNEXURE XIV

STATEMENT EARNING PER SHARE

(Rs. In Lakhs)

Particulars	Year ended March, 31st 2015	Year ended March, 31st 2014	Year ended March, 31st 2013	Year ended March, 31st 2012
A) Weighted Average Number of Equity Shares of Rs.10 each				
I) Number of shares at the beginning of the year	10000	10000	10000	10000
II) Number of shares at the end of the year	2000000	10000	10000	10000
III) Weighted Average Number of Equity Shares outstanding during the year**	1,591,562	40,000	40,000	40,000
IV) Weighted Average Number of Potential Equity Shares outstanding during the year	-	-	-	-
V) Weighted Average Number of Equity Shares for calculating Diluted EPS	1,591,562	40,000	40,000	40,000
B) Net profit/ (Loss) after Tax adjustments available for Equity Shareholders (in Lakhs)	1,263.89	36.46	8.59	(0.20)
C) Basic Earning Per Share (in Rupees) {B/A(III)}*	79.41	91.15	21.48	(0.49)
D) Diluted Earning Per Share (in Rupees) {B/A(V)}**	79.41	91.15	21.48	(0.49)

The Company does not have any diluted potential Equity Shares. Consequently the basic and diluted profit/earning per share of the company *remain the same.

**Earning Per Share (EPS) is calculated after adjusting for bonus equity shares issued, with retrospective effect as provided in Accounting Standard (AS-20) - Earning per Share, issued by the Institute of Chartered Accountant of India.

Formula:

1	Earnings Per Share (Rs.)	$\frac{\text{Net Profit attributable to Equity Shares}}{\text{Weighted Average Number of Equity Shares Outstanding during the period}}$
2	Return on Net Worth (%)	$\frac{\text{Net Profit after Tax Adjustments}}{\text{Net worth at the end of the year/ period}}$
3	Net Asset Value Per Share (Rs.)	$\frac{\text{Net Worth excluding Revaluation Reserve at the end of the period}}{\text{Total Number of Equity Shares Outstanding at the end of the year/period}}$
4	Cash Earning (Rs.)	Net Profit after tax adjustments add Depreciation, Preliminary Expenses written off and Deferred Tax Liability, diminution in value of investments, Earlier year depreciation.
5	Net Assets (Rs.)	Equity Share Capital plus reserves and Surplus less Misc. Expenditure to the extent



ANNEXURE XV - STATEMENT OF CAPITALISATION

(Rs. In Lakhs)

Sr. No	Particulars	Pre issue	Post issue
	Debts		
A	Long Term Debt	82.37	82.37
B	Short Term Debt	-	-
C	Total Debt	82.37	82.37
	Equity Shareholders Funds		
	Equity Share Capital	200.00	1,089.20
	Reserves and Surplus	1,543.42	1,521.82
D	Total Equity	1,743.42	2,611.02
E	Total Capitalisation	1,825.80	2,693.40
	Long Term Debt/ Equity Ratio (A/D)	0.05	0.03
	Total Debt/ Equity Ratio (C/D)	0.05	0.03

ANNEXURE - XVI

STATEMENT OF TAX SHELTERS

(Rs. In Lakhs)

Particulars	For The Year Ended March 31,			
	2015	2014	2013	2012
Profit before tax as per books (A)	1,976.86	54.96	12.70	0.08
Tax Rate (%)	30.90%	30.90%	30.90%	30.90%
Tax at notional rate on profits	610.85	16.98	3.92	0.02
Adjustments:				
Permanent Differences (B)				
<u>Disallowable Expenditure</u>				
Expenses disallowed under the Income Tax Act, 1961	23.79	0.30	-	-
Total Permanent Differences (B)	23.79	0.30	-	-
Income considered separately (C)		-	-	-
Timing Differences (D)		-	-	-
Difference between tax depreciation and book depreciation	(42.92)	(5.29)	0.15	(0.51)
Provision for Gratuity & Leave encashment disallowed	19.84	-	-	-
Difference due to expenses allowable/disallowable u/s Income Tax	-	-	-	-
Total Timing Differences (D)	(23.08)	(5.29)	0.15	(0.51)



Net Adjustments E= (B-C+D)	0.71	(5.29)	0.15	(0.51)
Tax expense/(saving) thereon	0.22	(1.54)	0.05	(0.16)
Income from Other Sources (F)	-	-	-	-
Loss Set Off (G)	-	-	-	-
Income/(loss) (A+E+F-G)	1,977.57	49.97	12.84	(0.43)
Taxable Income/ (Loss) as per MAT	1,976.86	54.96	12.70	0.08
Income Tax as returned/computed	670.96	15.44	3.97	(0.43)
Tax paid as per normal or MAT	NORMAL	NORMAL	NORMAL	LOSS

Note: The figures for the period ending March 31, 2015 are based on provisional computation of income tax prepared by the company since the tax for the period is not yet filed.

ANNEXURE – XVII STATEMENT OF FINANCIAL INDEBTEDNESS

Name of Bank	Loan No.	Facility Key term			Outstanding as on March 31, 2015 (In Rs.)	Security
		Loan Amount (Rs. In Lakh)	Rate of Interest (%)	Total Term (Months)		
Drop line overdraft mortgage from HDFC Bank Ltd	80968771	205.00	12.65%	60	-	Mortgage of property situated at C -182, Janakpuri, Delhi - 110 058
Vehicle loan from HDFC Bank Ltd	28255592	40.00	10.25%	24	25.95	Hypothecation of BMW Car
Vehicle loan from HDFC Bank Ltd	31495918	17.91	10.50%	60	17.91	Hypothecation of Skoda Car
Business Loan from HDFC Bank Ltd	3483992	80.00	13.00%	24	61.90	Charge on FDRs
	Total				105.76	



Notes on material adjustments:

1. The financial statements for the year ended March 31, 2011 had been prepared as per the then applicable, pre-revised schedule VI to the Companies Act, 1956 and now these financial statements for the purpose of restatement are prepared as per Revised Schedule VI. Accordingly, the figures for the year ended 2011 have also been reclassified and regrouped to conform to the revised schedule VI of Companies Act, 1956.
2. Appropriate reclassification/ adjustments/ regrouping have been made in the restated summary statements, wherever required, by reclassification of the corresponding items of income, expenses, assets and liabilities, in order to bring them in line with the groupings as per the audited financial statements of the company. Material reclassifications/ regrouping made are as under:
3. During the year ended March 31, 2012, the Revised Schedule VI notified under the Companies Act, 1956, has become applicable to the Company for preparation and presentation of its financial statements, accordingly previous year figures have been regrouped/ re-classified wherever applicable.

Accompanying Notes To Restated Financial Statements

1. Background

- a. Thumbspeed Tech Solutions Private Limited was incorporated as Thumbspeed Software Solutions Private Limited on January 13, 2005 under the provisions of Companies Act, 1956. Prior to becoming a subsidiary of our company, it was a part of Nokia Group. The company w.e.f December 12, 2014 on execution of Share Purchase Agreement became the subsidiary of our Company. Subsequently, name of the Company was changed to Thumbspeed Tech Solutions Private Limited vide fresh certificate of incorporation dated February 20, 2015.
- b. The Restated Statements of Assets and Liabilities as at 31st March 2012, 2013, 2014 and 2015 and the related Restated statement of Profit and Loss and Restated statement of Cash Flow for the period ended 31st March 2012, 2013, 2014 and 2015 (hereinafter collectively referred to as -Restated Financial Statements) related to the company have been prepared specifically for inclusion in the offer document to be filed by the company with Securities Exchange Board of India (SEBI) in connection with proposed initial public offering of equity shares of the Company.
- c. The Restated Financial statements have been prepared to comply in all material respects with accordance to sub-clause (i) and (iii) of clause (b) of sub-section (1) of section of the Companies Act, 2013 ('the Act') read with Rule 4 of Companies (prospectus and Allotment of Securities) Rules, 2014 and the Securities Exchange Board of India (Issue of Capital Disclosure Requirements) Regulations 2009, as amended (the SEBI Regulations) issued by SEBI in pursuance of Section 11 of Securities and Exchange Board of India Act, 1992.

Material Regroupings

Appropriate adjustments have been made in the restated summary statements of Assets and Liabilities, Profit and Losses and Cash Flows, wherever required, by reclassification of the corresponding items of income, expenses, assets and liabilities in order to bring them in line with the regroupings as per the audited financial statements of the company and the requirements of SEBI Regulations.



Restatement Adjustments

(Rs. In Lakhs)

Particulars	Period Ending	Period Ending	Period Ending	Period Ending
	March 31, 2015	March 31, 2014	March 31, 2013	March 31, 2012
Net Profit (as per Audited accounts)	1,296.40	37.86	8.68	(0.08)
Adjustments on account of				
Preliminary expenses written off	-	(1.39)	(0.09)	(0.12)
Provision for Doubtful Advance	(32.51)	-	-	-
Total	1,263.89	36.46	8.59	(0.20)
Tax Impact**	-	-	-	-
Adjusted Net Profit	1,263.89	36.46	8.59	(0.20)

** No tax impact as income tax would not allow amortization/ write off

Statement Contingent Liability

(Rs. in lakhs)

Particulars	As at March 31, 2015	As at March 31, 2014	As at March 31, 2013	As at March 31, 2012
Contingent Liabilities				
TDS Demands	20.49	3.14	-	-
Outstanding Bank Guarantees	1135.29			
Total:	1155.78	-	-	-

- 3 Some of the loans and advances are subject to confirmation and reconciliation. Consequential adjustment thereof, if any, will be given effect in the books of account in the year of such adjustments.
- 4 Dividend : The Company has not paid/declared any dividend to its shareholders for the period / years ended 31 March 2015, 2014, 2013 and 2012.
- 5 Segment Reporting : The Company is engaged in the sale of IT products & services which, in the context of Accounting Standard 17 on Segment Reporting constitutes a single reportable business segment. The Company has also been dealing in Securities for which it only reports profit/loss on transaction
- 6 Related Party Disclosures as required in terms of Accounting Standard - 18 are given in Annexure XII
- 7 Earnings Per Share (EPS) as required in terms of Accounting Standard - 20 are given in Annexure XIV
- 8 Micro, Small & Medium Enterprises Development Act, 2006 :



Under the Micro, Small & Medium Enterprises Development Act, 2006 which came into force from 2nd October, 2006, certain disclosures are required to be made relating to Micro, Small & Medium Enterprises. The Company has no supplier who is covered under the said Act.

- 9 The Company has incurred loss on trading of securities amounting to Rs. 291.16 lacs during the year ending 31st March 2015



MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following discussion of our financial condition and results of operations should be read in conjunction with our restated financial statements as of and for the years ended March 31, 2015, 2014, 2013 and 2012 prepared in accordance with the Companies Act, 1956 and Companies Act, 2013 to the extent applicable and Indian GAAP and restated in accordance with the SEBI ICDR Regulations, including the schedules, annexure and notes thereto and the reports thereon, included in "Financial Statements" beginning on page 142 of this Draft Prospectus beginning.

Indian GAAP differs in certain material respects from U.S. GAAP and IFRS. We have not attempted to quantify the impact of IFRS or U.S. GAAP on the financial data included in this Draft Prospectus, nor do we provide a reconciliation of our financial statements to those under U.S. GAAP or IFRS. Accordingly, the degree to which the Indian GAAP financial statements included in this Draft Prospectus will provide meaningful information is entirely dependent on the reader's level of familiarity with the Companies Act, Indian GAAP and the SEBI ICDR Regulations.

This discussion contains forward-looking statements and reflects our current views with respect to future events and financial performance. Actual results may differ materially from those anticipated in these forward-looking statements as a result of certain factors such as those set forth in "Risk Factors" and "Forward-Looking Statements" beginning on pages 19 and 18 respectively, of this Draft Prospectus.

BUSINESS OVERVIEW

Our Company was incorporated in the year 2011 as Fourth Dimension Solutions Private Limited. The Company was converted into Public Limited Company vide fresh Certificate of Incorporation dated May 25, 2015 issued by Registrar of Companies, NCT of Delhi & Haryana.

It is an information technology (IT) infrastructure, technical support services and operations outsourcing company. FDS is CMMI level 5 company managed by experienced IT, Marketing and Administration Professionals. We provide value to our customers by innovation, accomplishment, trust and long-term relationship through our unique service portfolio and expertise. We are a group of highly talented people and absorb all problems and convert into meaningful solutions, to meet your business requirements.

Our Company is engaged in designing, developing, deploying and delivering IT infrastructure and services. We provide range of information technology and consultancy services, including infrastructure services, end user IT support, IT asset life cycle, and integrated solutions. FDS enables large and medium enterprises, Government organization and institutes to reduce their total cost of ownership using an onsite and on-call services, deliver strategic, personalized, full-service Technical Support services solutions with quality, value and commitment to total customer satisfaction. Its enterprise offerings include compute infrastructure solutions that involve the supply and installation of mission-critical IT assets in Application Delivery, Network and Data Security, Surveillance and whole suite of data storage and back-up solution apart from servers, operating systems, and commercial off-the-shelf software and hardware.

Some of our main objectives with which the Company has been incorporated are as follows:

1. "To manufacture, buy, sell, design, maintain, test, and develop computer software, Hardware, web hosting, website design & development domain registration, hardware supply & software systems packages & application packages,
2. To carry on the business of using information technology e.g. knowledge management internet, e-mail, website, e-commerce, e-shopping, e-business, multimedia and other commercial activities related to information technology.



3. To carry on the business as consultants and advisors on problems relating to systems design and software developments and to carry on the business of technical know-how and training in all the fields of information technology, to manage marketing and develop computer network services, to facilitate electronic data interchange electronic commerce, internet services, bulk SMS, email marketing, online pc support, Facilitating service on web site to sell goods and product of various brand including setting up, operating, providing technical consultancy for cyber/internet cafe in India.”

FDS is structured to become a leading IT Infrastructure and Operation Outsourcing Service Provider and the finest Systems Integrators by offering the most cost effective solutions and services. Its Value-Added proposition is Domain-based knowledge to provide Infrastructure Management and Integrated Management Services to build and maintain Adaptive Model to its clients to take leverage of IT industries dynamics. FDS has an excellent team of IT professionals and the company is guided by the vision of customer delight in every aspect of its business operations. The unique combination of flexibility and agility of a young entrepreneur together with the managerial and financial strength, FDS has a unique advantage of being able to provide enhanced satisfaction to customers through better service.

SIGNIFICANT DEVELOPMENTS SUBSEQUENT TO THE LAST FINANCIAL YEAR

In the opinion of the Board of Directors of our Company, there have not arisen, since the date of the last financial statements disclosed in this Draft Prospectus, any significant developments or any circumstance that materially or adversely affect or are likely to affect the profitability of our Company or the value of its assets or its ability to pay its material liabilities within the next twelve months except as follows:-

1. Allotment of 60,00,000 Equity Shares of Rs. 10 each as bonus shares in the ratio 3:1 on September 07, 2015.
2. The company was converted from private limited to public limited company vide fresh certificate of incorporation dated May 25, 2015 issued by Registrar of Companies, NCT of Delhi and Haryana.

SIGNIFICANT FACTORS AFFECTING OUR RESULTS OF OPERATIONS

Our business is subjected to various risks and uncertainties, including those discussed in the section titled “Risk Factor” beginning on page 19 of this Draft Prospectus. Our results of operations and financial conditions are affected by numerous factors including the following:

- Changes, if any, in the regulations / regulatory framework / economic policies in India and / or in foreign countries, which affect national & international finance.
- Company’s results of operations and financial performance;
- Performance of Company’s competitors,
- Significant developments in India’s economic and fiscal policies;
- Significant developments in India’s environmental regulations.
- Volatility in the Indian and global capital market;

DISCUSSION ON RESULT OF OPERATION

The following discussion on results of operations should be read in conjunction with the audited financial results of our Company for years ended March 31, 2015, 2014, 2013 and 2012.



Overview of Revenue & Expenditure

Revenues

Our Company's revenue is primarily generated from sale of IT Products and Services in high sea sales.

(Rs. In Lakhs)

Particulars	As at March 31			
	2015	2014	2013	2012
Income				
Revenue from Operations	65231.61	13657.08	1722.70	24.07
Increase/Decrease in %	377.63%	692.77%	7057.04%	100%
Total Revenue	65231.62	13657.08	1722.70	24.07

The following is the Income mix in terms of value of total income of our Company for different services.

(Rs. In Lakhs)

Particulars	As at March 31			
	2015	2014	2013	2012
Revenue from Operation				
Domestic Sales	54104.54	12111.66	544.43	3.46
Service Charge receipts	11041.03	1540.65	1178.40	-
Other operating income	18.28	-	-	-
Total Revenue from Operation	65163.85	13652.31	1722.70	3.46

The following is the Income mix in terms of percentage of total income of our Company for different services.

Particulars	As at March 31			
	2015	2014	2013	2012
Revenue from Operation				
Domestic Sales	83.03%	88.72%	31.60%	100.00%
Service Charge receipts	16.94%	11.28%	68.40%	-
Other operating income	0.03%	-	-	-
Total Revenue from Operation	100.00%	100.00%	100.00%	100.00%



Other Income

Other operating revenue consists of Interest Received and other miscellaneous income.

(Rs. In Lakhs)

Particulars	As at March 31			
	2015	2014	2013	2012
Interest Income	42.78	1.83	-	-
Net Gain/Loss on sale of Investments/ Property	-	-	-	-
Other Non-Operating Income	24.98	2.94	-	20.61
Total Other Income	67.76	4.77	-	20.61

The following is the other income mix in terms of percentage of other income of our Company for other incomes:

Particulars	As at March 31			
	2015	2014	2013	2012
Interest Income	63.13%	38.36%	-	-
Net Gain/Loss on sale of Investments/ Property	-	-	-	-
Other Non-Operating Income	36.86%	61.64%	-	100.00%
Total Other Income	100.00%	100.00%	-	100.00%



Trade Receivables

The following table presents the details of our Company's trade receivables:

Particulars	As at March 31			
	2015	2014	2013	2012
Unsecured, Considered Good				
Amount receivable for a period exceeding six months	860.27	254.38	-	-
As a % of total Trade receivables	14.09%	11.67%	-	-
Less: Provision for doubtful debts	Nil	Nil	Nil	Nil
As a % of total Trade receivables	0.00%	0.00%	0.00%	0.00%
Amount receivable for a period less than six months	5245.05	1924.82	1349.68	0.40
As a % of total Trade receivables	85.91%	88.33%	100.00%	100.00%
Less: Provision for doubtful debts	Nil	Nil	Nil	Nil
As a % of total Trade receivables	0.00%	0.00%	0.00%	0.00%
Total –Trade receivables	6105.33	2179.20	1349.68	0.40
Avg. Trade receivables	4142.26	1764.44	675.04	-
Trade receivables Turnover Ratio	9.36	15.96	78.35	1.66
Average Collection Period (in days)	23.17	47.16	143.02	-

Expenditure

Our Company's operating expenditure consists of following:

- Cost of Material Consumed and other Expenses includes employees benefit expenses, other administrative expenses, Finance cost, Depreciation etc.

RESULTS OF OPERATIONS

Statement of profits and losses

The following table sets forth, for the fiscal years indicated, certain items derived from our Company's audited restated financial statements, in each case stated in absolute terms and as a percentage of total sales and/or total revenue



(Rs. In Lakhs)

Particulars	For The Year Ended March 31,			
	2015	2014	2013	2012
INCOME				
Revenue from Operations	65163.85	13652.31	1722.70	3.46
Increase/Decrease in %	377.31%	692.49%	49689.02%	100%
Other Income	67.76	4.77	0.00	20.61
Increase/Decrease in %	1320.54%	100%	(100%)	100%
Total Revenue	65231.62	13657.08	1722.70	24.07
EXPENDITURE				
Cost of material consumed	71386.51	13469.70	2032.19	2.83
As a % of Total Revenue	109.43%	98.62%	117.96%	11.75%
Change in Stock	(10108.28)	(236.25)	(342.70)	-
Finance Cost	60.25	4.22	0.26	0.05
As a % of Total Revenue	0.09%	0.03%	0.01%	0.20%
Employees Benefits Expenses	864.69	132.94	14.04	15.30
As a % of Total Revenue	1.32%	0.97%	0.82%	63.56%
Other Expenses	883.63	224.59	4.85	5.23
As a % of Total Revenue	1.36%	1.64%	0.28%	21.72%
Depreciation and Amortization Expenses	168.81	6.92	1.37	0.58
As a % of Total Revenue	0.25%	0.05%	0.07%	2.40%
Total Expenditure	63255.60	13602.12	1710.00	23.99
As a % of Total Revenue	96.97%	99.59%	99.26%	99.66%
Profit before prior period items	1976.01	54.96	12.70	0.08
Exceptional Items	-	-	-	-
Profit before tax	1976.01	54.96	12.70	0.08
PBT Margin	3.03%	0.40%	0.73%	0.33%
Tax expense :				
(i) Current tax	678.93	15.47	3.97	-
(iv) Deferred Tax	0.69	1.64	0.05	0.16
Total	679.62	17.11	4.02	0.16
As a % of Total Revenue	1.04%	0.12%	0.23%	0.66%
Profit for the year	1296.40	37.86	8.68	(0.08)
PAT Margin	1.98%	0.27%	0.50%	(0.33%)



FISCAL YEAR ENDED MARCH 31, 2015 COMPARED WITH THE FISCAL YEAR ENDED MARCH 31, 2014

Income

Total revenue increased by Rs. 51574.54 Lakhs or 377.64% from Rs. 13657.08 Lakhs in the fiscal year ended March 31, 2014 to Rs. 65231.62 lakhs in the fiscal year ended March 31, 2015. The revenue has increased due to increase in domestic sales and services including high sea sales of Rs. 920.98 Lakhs.

Expenditure

Total Expenditure increased by Rs. 49653.48 Lakhs, or 365.04%, from Rs. 13602.12 Lakhs in the fiscal year ended March 31, 2014 to Rs. 63255.60 Lakhs in the fiscal year ended March 31, 2015. Overall expenditure has increased mainly due to increase in cost of material consumed, finance costs, depreciation and other expenses which are directly linked to our operations.

Cost of material consumed and Service Charge expenses

Cost of material consumed and service charge expenses in terms of value and percentage increased by Rs.57916.81 Lakhs and 429.97%, from 13469.70 Lakhs in the fiscal year ended March 31, 2014 to Rs. 71386.51 Lakhs in the fiscal year ended March 31, 2015. The overall cost of material consumed and service charge was 109.43% of sale as compared to last year of 98.62%.

Finance Costs

Finance Costs in terms of value and percentage increased by Rs. 56.03 Lakhs and 1327.72%, from Rs. 4.22 Lakhs in the fiscal year ended March 31, 2014 to Rs. 60.25 Lakhs in the fiscal year ended March 31, 2015. Overall finance cost has increased mainly due to increase in term and vehicle loans and bank guarantee and bank charges.

Employee Benefit Expenses

Employee benefit expenses in terms of value and percentage increased by Rs. 721.75 Lakhs and 550.44% from Rs. 132.94 Lakhs in the fiscal year ended March 31, 2014 to Rs. 864.69 Lakhs in the fiscal year ended March 31, 2015. Overall employee cost has increased mainly due to increased no. of personnel, payment to gratuity fund, and higher payout to Directors.

Depreciation & Amortization

Depreciation in terms of value increased to Rs. 161.89 lakhs or 2339.45% from Rs 6.92 Lakhs in the fiscal year ended March 31, 2014 to Rs. 168.81 Lakh in the fiscal year ended March 31, 2015. Increase in Depreciation was due to additions to fixed assets like plant and machinery, computer, furniture and fixtures, etc.

Other Expenses

Other Expenses in terms of value and percentage increased by Rs. 669.04 Lakhs and 293.44%, from Rs. 224.59 Lakhs in the fiscal year ended March 31, 2014 to Rs. 883.63 Lakhs in the fiscal year ended March 31, 2015. Other expenses increased mainly due to increase in tour & travelling & conveyance expenses, business promotion expenses and rental charges due to expansion of business operations. The Company also incurred a loss of Rs. 291.16 on trading of securities in the current year, which constitute 0.46% of total expenditure.

Net Profit after Tax and Extraordinary items

Net Profit has increased by Rs. 1258.54 Lakhs and 3324.19% from profit of Rs. 37.86 Lakhs in the fiscal year ended March 31, 2014 to profit of Rs. 1296.40 Lakhs in the fiscal year ended March 31, 2015. Net profit has sharply increased due to increase of revenue.



FISCAL YEAR ENDED MARCH 31, 2014 COMPARED WITH THE FISCAL YEAR ENDED MARCH 31, 2013

Income

Total revenue increased by Rs. 11934.38 Lakhs or 692.77%, from Rs. 1722.70 Lakhs in the fiscal year ended March 31, 2013 to Rs. 13657.08 lakhs in the fiscal year ended March 31, 2014. The revenue has increased due to increase in domestic sales and services. This was the first full year of operation of the Company.

Expenditure

Total Expenditure increased by Rs. 11892.12 Lakhs, or 695.44%, from Rs. 1710.00 Lakhs in the fiscal year ended March 31, 2013 to Rs. 13602.12 Lakhs in the fiscal year ended March 31, 2014. Overall expenditure has increased mainly due to increase in cost of material consumed, employee benefit expenses, Finance Cost & Depreciation.

Cost of material consumed and service charge expenses

Cost of material consumed and purchases in terms of value and percentage increased by Rs.11437.51 Lakhs and 562.82%, from Rs. 2032.19 Lakhs in the fiscal year ended March 31, 2013 to Rs. 13469.70 Lakhs in the fiscal year ended March 31, 2014. Increase in Cost of material consumed is attributable to increase of sales. Overall cost of material consumed and service charge expenses was 117.96% of Total Revenue in the F.Y 2013.

Finance Costs

Finance Costs in terms of value and percentage increased by Rs. 3.96 Lakhs and 1523.07%, from Rs. 0.26 Lakhs in the fiscal year ended March 31, 2013 to Rs. 4.22 Lakhs in the fiscal year ended March 31, 2014. Overall finance cost has increased mainly due to increase in term loans and borrowing costs.

Depreciation & Amortization

Depreciation in terms of value increased to 5.55 lakhs or 405.11% from Rs 1.37 Lakhs in the fiscal year ended March 31, 2013 to Rs. 6.92 Lakh in the fiscal year ended March 31, 2014. Increase in Depreciation was due to additions to fixed & other assets.

Other Expenses

Other Expenses in terms of value and percentage increased by Rs. 219.47 Lakhs and 4530.72%, from Rs. 4.85 Lakhs in the fiscal year ended March 31, 2013 to Rs. 224.59 Lakhs in the fiscal year ended March 31, 2014. Other expenses increased mainly due to increase in tour, travelling & conveyance expenses, legal & professional expenses and rental charges and business promotion expenses.

Net Profit after Tax and Extraordinary items

Net Profit has increased by Rs. 29.18 Lakhs and 336.17% from Rs. 8.68 Lakhs in the fiscal year ended March 31, 2013 to Rs. 37.86 Lakhs in the fiscal year ended March 31, 2014. Net profit has increased due to increase in revenue.

FISCAL YEAR ENDED MARCH 31, 2013 COMPARED WITH THE FISCAL YEAR ENDED MARCH 31, 2012

Income

Total revenue increased by Rs. 1698.63 Lakhs or 7057.04%, from Rs. 24.07 Lakhs in the fiscal year ended March 31, 2012 to Rs. 1722.70 lakhs in the fiscal year ended March 31, 2013. The revenue has increased due to increase in domestic sales.



Expenditure

Total Expenditure increased by Rs. 1686.01 Lakhs, or 7198.00%, from Rs. 23.99 Lakhs in the fiscal year ended March 31, 2012 to Rs. 1710.00 Lakhs in the fiscal year ended March 31, 2013. Overall expenditure has increased mainly due to increase in cost of material consumed & Depreciation.

Cost of material consumed

Cost of material consumed in terms of value and percentage increased by Rs.2029.36 Lakhs and 71708.83%, from Rs. 2.83 Lakhs in the fiscal year ended March 31, 2012 to Rs. 2032.19 Lakhs in the fiscal year ended March 31, 2013. Increase in Cost of material consumed is due to increase of sales

Employee Benefit Expenses

Employee benefit expenses in terms of value and percentage decreased by Rs. 1.26 Lakhs and (8.97%) from Rs. 15.30 Lakhs in the fiscal year ended March 31, 2012 to Rs. 14.04 Lakhs in the fiscal year ended March 31, 2013. Overall employee cost has decreased mainly due to decrease in director's remuneration.

Depreciation & Amortization

Depreciation in terms of value increased to 0.79 lakhs or 136.20% from Rs 0.58 Lakhs in the fiscal year ended March 31, 2012 to Rs. 1.37 Lakh in the fiscal year ended March 31, 2013. Increase in Depreciation was due to additions to computer and full depreciation charged to asset acquired in the previous year.

Other Expenses

Other Expenses in terms of value and percentage decreased by Rs. 0.38 Lakhs and (7.26%), from Rs. 5.23 Lakhs in the fiscal year ended March 31, 2012 to Rs. 4.85 Lakhs in the fiscal year ended March 31, 2013. Other expenses decreased mainly due to decrease in rent and office expenses.

Net Profit after Tax and Extraordinary items

Net Profit has increased by 8.60 Lakhs and (10750.00) % from Rs. (0.08) Lakhs in the fiscal year ended March 31, 2012 to Rs. 8.68 Lakhs in the fiscal year ended March 31, 2013. Net profit has been increased due to increase in business operations.

OTHER MATTERS

1. Unusual or infrequent events or transactions

Except as described in this Draft Prospectus, during the periods under review there have been no transactions or events, which in our best judgment, would be considered unusual or infrequent.

2. Significant economic changes that materially affected or are likely to affect income from continuing operations

Other than as described in the section titled "*Risk Factors*" beginning on page 19

of this Draft Prospectus respectively, to our knowledge there are no known trends or uncertainties that have or had or are expected to have a material adverse impact on revenues or income of our Company from continuing operations.

3. Known trends or uncertainties that have had or are expected to have a material adverse impact on revenue or income from continuing operations

Other than as described in the section titled "*Risk Factors*" beginning on page 19 of this Draft Prospectus respectively to our knowledge there are no known trends or uncertainties that have or had or are expected to have a



material adverse impact on revenues or income of our Company from continuing operations.

4. Future relationship between Costs and Income

Our Company's future costs and revenues will be determined by demand/supply situation, government policies and interest rates quoted by banks & others.

5. The extent to which material increases in net revenue are due to increased loan volume, introduction of new products, increased rates

Increases in revenues are by and large linked to increases in volume of business activity carried out by the Company.

6. Total turnover of each major industry segment in which the issuer company operates.

The Company is operating in IT Industry. Relevant industry data, as available, has been included in the chapter titled "*Our Industry*" beginning on page 82 of this Draft Prospectus.

7. Status of any publicly announced new products or business segments

Our Company has not announced any new product and segment / scheme, other than through this Draft Prospectus.

8. The extent to which the business is seasonal

Our Company business is not seasonal in nature.

9. Any significant dependence on a single or few suppliers or customers

Our company is depended on few clients.

Competitive Conditions

We face competition from existing and potential competitors which is common for any business. We have, over a period of time, developed certain competitive strengths which have been discussed in section titled "*Our Business*" on page 91 of this Draft Prospectus.



SECTION VI – LEGAL AND OTHER INFORMATION

OUTSTANDING LITIGATION AND MATERIAL DEVELOPMENTS

Except as stated below there are no outstanding litigations, suits, criminal or civil prosecutions, proceedings or tax liabilities against/by the Company, its Directors, its Promoter and its Subsidiary Company and there are no defaults, non-payment of statutory dues, over-dues to banks/financial institutions, defaults against banks/financial institutions by the Company, default in creation of full security as per terms of issue/other liabilities, no amounts owed to small scale undertakings or any other creditor exceeding Rs. 1 lakh, which is outstanding for more than 30 days, no proceedings initiated for economic/civil/any other offences (including past cases where penalties may or may not have been awarded and irrespective of whether they are specified under Schedule V to the Companies Act, 2013) other than unclaimed liabilities of our Company and no disciplinary action has been taken by SEBI or any stock exchange against the Company, its Promoter, its Directors and Subsidiary Company.

Further, except as stated herein, there are no past cases in which penalties have been imposed on the Company, its Promoter, its Directors or its Subsidiary Company, and there is no outstanding litigation against any other Company whose outcome could have a material adverse effect on the position of the Company. Further, there are no cases of litigation, defaults etc. in respect of companies/firms/ventures with which the Promoter were associated in the past but are no longer associated, in respect of which the name(s) of the Promoter continues to be associated.

Further, apart from those as stated below, there are no show-cause notices / claims served on the Company, its Promoter, its Directors or its Subsidiary Company from any statutory authority / revenue authority that would have a material adverse effect on our business.

I. LITIGATION RELATING TO THE COMPANY

Case Filed Against Our Company

Nil

Cases Filed By the Company

Nil

Tax Proceedings involving our Company:

Details of outstanding demand in respect of TDS:

F.Y	Amount (in Rs.)
2013-14	3,14,270.50
2014-15	16,37,649.72
2015-16	97,534.50
Total	20,49,454.72

The Company has also received notice u/s 143(3) of Income Tax Act 1961 in respect of AY 2013-14 and 2014-15. The assessment proceedings are going on and any liability on account of scrutiny will crystallize on finalization of assessment.



II. LITIGATIONS RELATING TO THE PROMOTER OF OUR COMPANY

Cases filed by Our Promoter

Nil

Cases filed against our Promoter

Nil

III. LITIGATIONS RELATING TO THE DIRECTORS OTHER THAN PROMOTER OF THE COMPANY

Cases filed against the Directors

Nil

Cases filed by the Directors

Nil

IV. LITIGATIONS RELATING TO THE SUBSIDIARY COMPANY

Cases Filed By the Subsidiary Company

Nil

Cases Filed Against the Subsidiary Company

Nil

Cases Pending with Income Tax Authority against Subsidiary Company

Nil

V. LITIGATIONS RELATING TO THE DIRECTORS OF SUBSIDIARY COMPANY

Cases Filed Against the Directors of Subsidiary Company

Nil

Cases Filed By the Directors of Subsidiary Company

Nil

Cases Pending with Income Tax Authorities against our Whole Time Director(s) and Whole Time Director(s) of our Subsidiary Company:

Nil

VI. PAST CASES IN WHICH PENALTIES HAVE BEEN IMPOSED ON THE COMPANY

There are no cases in the last five years in which penalties have been imposed on the Company, except as follows:

Sr. No.	Financial Year	Paid To	Amount	Reason
1.	2014-2015	Delhi VAT	42,000	Late filing of Returns
2.	2014-2015	East Delhi Municipal Corporation	15,534	Late payment of statutory rents
Total		Total	57,534	



VII. CREDITORS OF THE COMPANY FOR THE AMOUNT EXCEEDING RS.1 LAKHS OUTSTANDING FOR MORE THAN 30 DAYS.

The Company has total 33 creditors as on March 31, 2015 for the total amount of Rs. 80,88,89,911/- which is outstanding for more than 30 days.

MATERIAL DEVELOPMENTS

Except as stated in the chapter titled “*Management’s Discussion and Analysis of Financial Conditions and Results of Operations*” beginning on page 220 of this Draft Prospectus, no material developments have taken place after March 31, 2015, the date of the latest balance sheet, that would materially adversely affect the performance of Draft prospectus of the Company. In accordance with SEBI requirements, our Company and the Lead Manager shall ensure that investors are informed of material developments until such time as the grant of listing and trading permission by the NSE EMERGE Platform.

We certify that except as stated herein above:

- a. There are no pending proceedings for offences for non-payment of statutory dues by the promoter of the Company.
- b. There are no cases of litigation pending against the Company or against any other Company in which Directors are interested, whose outcome could have a materially adverse effect on the financial position of the Company.
- c. There are no pending litigation against the Promoter/ Directors in their personal capacities and also involving violation of statutory regulations or criminal offences.
- d. There are no pending proceedings initiated for economic offences against the Directors, Promoter, Companies and firms promoted by the Promoter.
- e. There are no outstanding litigation, defaults etc. pertaining to matters likely to affect the operations and finances of the Company including disputed tax liability or prosecution under any enactment.
- f. There are no litigations against the Promoter / Directors in their personal capacity.
- g. The Company, its Promoter and other Companies with which promoter are associated have neither been suspended by SEBI nor has any disciplinary action been taken by SEBI.
- h. Following are the creditors as on March 31, 2015 to whom Company owes sum exceeding Rs. 1,00,000 and are outstanding for more than 30 days as certified by the management of Our Company.

Sr. No.	List of Creditors	Amount in Rs.
1.	RICOH India Ltd	29,34,67,774
2.	Maxwall Impex LIP	13,68,34,120
3.	M.M. Impex	8,11,72,244
4.	Paras Sales Corporation	6,77,00,554
5.	Rudra Enterprises	4,78,83,578
6.	Aastha Impex	4,77,26,760
7.	Arihant Traders	3,84,32,800
8.	Softtech Solutions Inc.	2,60,20,849



9.	RNM It Solution Private Limited	1,48,19,588
10.	Tritronioes India Pvt. Ltd.	1,29,51,400
11.	Mysterious Trading Pvt. Ltd.	98,69,348
12.	Honeywell (Hand Held Products)	83,73,120
13.	Fujikura-Japan	65,62,600
14.	JDS Uniphase Corporation	48,71,100
15.	JR Communications & Power Controls Pvt. Ltd.	45,06,851
16.	Sanyei Overseas Pvt Ltd	24,78,000
17.	Dalbir Singh	12,00,000
18.	Vishi Sales and Marketing Pvt. Ltd	9,07,830
19.	Arun Kumar Vendor (Uid Vendor)	5,76,202
20.	Novateur Electrical&Digital Systems P. Ltd.-Chennai	3,81,449
21.	United Sales Corporation	3,06,672
22.	Shree Laxmi Overseas	2,48,775
23.	Novateur Electrical&Digaital Systems P. Ltd.-Delhi	2,41,569
24.	R.D. Creation Advertisement (Ration Card)	1,71,285
25.	Shiv Traders	1,66,667
26.	Divya Technologies (DOP)	1,43,524
27.	Seema Overseas	1,40,002
28.	Shri Nath Trading Co.	1,39,995
29.	Abacus Computech Services	1,38,098
30.	Shree Om Corporation	1,20,000
31.	Nasscom	1,15,878
32.	A 2 Z Saluation(Uid-Vender)	1,14,218
33.	Siliviya Prachi Enterprises(UID-Vender)	1,07,061
	Total	80,88,89,911



GOVERNMENT AND OTHER STATUTORY 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, and no further approvals are required for carrying on our present business or to undertake the Issue. Unless otherwise stated, these approvals are all valid as on the date of this Draft Prospectus.

I. APPROVALS FOR THE ISSUE

Corporate Approvals

1. Our Board has, pursuant to a resolution passed at its meeting held on August 10, 2015 authorized the Issue.
2. Our shareholders have pursuant to a resolution passed at their meeting dated September 07, 2015 under Section 62(1)(c) of the Companies Act 2013, authorized the Issue.

Approvals from Lenders

1. The Company has obtained approval vide letter dated September 08, 2015 from HDFC Bank Limited. Sector 9, Rohini, New Delhi.

II. INCORPORATION DETAILS

1. Corporate Identity Number: U72900DL2011PTC221111 Certificate of Incorporation dated June 17, 2011 issued by the Registrar of Companies National Capital Territory of Delhi and Haryana.
2. Fresh Certificate of Registration dated September 11, 2014 issued by the Registrar of Companies National Capital Territory of Delhi and Haryana consequent upon change in object clause in the memorandum of association of the Company.
3. Fresh Certificate of Incorporation dated May 25, 2015 issued by the Registrar of Companies National Capital Territory of Delhi and Haryana consequent upon conversion to public limited company.

III. APPROVALS/ LICENSES IN RELATION TO THE BUSINESS OF OUR COMPANY

We require various approvals and/ or licenses under various rules and regulations to conduct our business. Some of the material approvals required by us to undertake our business activities are set out below:

A. Under Direct and Indirect Laws

Sr. No.	Nature of License / Approvals	Authority	Particulars of License / Approvals	Validity Period	Special conditions, if any
1.	Registration in Income Tax Department	Income Tax Department, Govt. of India	PAN: AABCF7508A	Perpetual	-
2.	Allotment of Tax Deduction Account Number (TAN)	Income Tax Department, Govt. of India	TAN: DELF04845B	Perpetual	-



Sr. No.	Nature of License / Approvals	Authority	Particulars of License / Approvals	Validity Period	Special conditions, if any
3.	Registration under Delhi Value Added Tax Act, 2004	Department of Value Added Tax	TIN No. 07510404245	Perpetual	For Wholesale Trading in Electronic Appliances
4.	Registration under Central Sales tax, 1956 at Delhi	Department of Value Added Tax	TIN No. 07510404245	Perpetual	For Wholesale Trading in Electronic Appliances
5.	Registration under Bihar Value Added Tax Act, 2005	Deputy Commissioner of Commercial Tax, Patna, Bihar	Reg. No:- 10112401090	Perpetual	For business of Wholesaler, Retailer, Work Contractor.
6.	Registration under Central Sales Tax Act, 1956 at Bihar.	Deputy Commissioner of Commercial Tax, Patna, Bihar	Reg. No:- 10111659175	Perpetual	For business of Wholesaler, Retailer, Work Contractor.
7.	Registration Bihar Tax on Entry Goods into Local Area for Consumption, Use or their Sales Act, 1993 (Entry Tax)	Deputy Commissioner of Commercial Taxes, Bihar	TIN No.: 10111175266	Perpetual	Re-sale of computer, hardware, other electronics, etc.
8.	Registration under Tamil Nadu Value Added Tax Act, 2006	Govt. of Tamil Nadu, Commercial Taxes Department	TIN No. 33420542430	Perpetual	For Resale of Electronic Appliances
9.	Registration under Central Sales Tax Act, 1956 at Tamil Nadu	Commercial Tax Department, Tamil Nadu	Reg. No.: 1062677	Perpetual	For Resale of Electronic Appliances



Sr. No.	Nature of License / Approvals	Authority	Particulars of License / Approvals	Validity Period	Special conditions, if any
10.	Registration under Madhya Pradesh Value Added Tax	Commercial Taxes Department, Govt. of MP	TIN No. 23829136052	Perpetual	Multiple Activities in Computer System and Computer Peripherals, etc.
11.	Registration under Central Sales Tax Act, 1956 at Madhya Pradesh	Commercial Tax Department, MP	Reg. No.: 23829136052	Perpetual	For Re-sale of all kinds of IT Products.
12.	Registration under Uttar Pradesh Value Added Tax	Department of Commercial Taxes, Govt. of UP	TIN No. 09888828251	Perpetual	Trading of IT Products, Computer and its Parts
13.	Registration under Central Sales Tax Act, 1956 at Uttar Pradesh	Department of Commercial Taxes, Govt. of UP	TIN No. 09888828251	Perpetual	Trading of IT Products, Computer and its Parts
14.	Registration under Gujarat Value Added Tax Act, 2003	Commercial Tax Department, Gujarat	TIN No. 24073202083	Perpetual	For the business of Reselling and Manufacturing Products like CCTV Camera and Software.
15.	Registration under Central Sales Tax Act, 1956 at Gujarat	Commercial Tax Department, Ahmedabad, Gujarat	TIN No. 24573202083	Perpetual	-
16.	Registration under Karnataka Value Added Tax Act, 2003	Commercial Tax Department, Bengaluru	TIN No. 29651256920	Perpetual	-



Sr. No.	Nature of License / Approvals	Authority	Particulars of License / Approvals	Validity Period	Special conditions, if any
17.	Registration under Central Sales Tax Act, 1956 at Karnataka	Commercial Tax Department, Bengaluru	TIN No. 29651256920	Perpetual	-
18.	Registration under Chhattisgarh Value Added Tax	Commercial Tax Department, Raipur, Chhattisgarh	TIN No. 22871803170	Perpetual	For Re-sale of all kinds of IT Products
19.	Registration under Central Sales Tax Act, 1956 at Chhattisgarh	Commercial Tax Department, Raipur, Chhattisgarh	TIN No. 22871803170	Perpetual	For Re-sale of all kinds of IT Products
20.	Registration under Himachal Pradesh Value Added Tax Act, 2005	Excise and Taxation Department, Shimla, Himachal Pradesh	TIN No. 02010301109	Perpetual	Whole-sale and Retail-sale of goods mentioned in the Certificate
21.	Registration under Central Sales Tax, 1956 at Himachal Pradesh	Excise and Taxation Department, Shimla, Himachal Pradesh	TIN No. 02010301109	Perpetual	For Re-sale of goods mentioned in the Certificate
22.	Registration under Jammu & Kashmir Value Added Tax Act, 2005	Commercial Tax Department, Govt. of Jammu & Kashmir	TIN No. 01201202485	Perpetual	For Re-sale of all kinds of IT Products
23.	Registration under Central Sales Tax, 1956 at Jammu & Kashmir	Commercial Tax Department, Govt. of Jammu & Kashmir	TIN No. 01201202485	Perpetual	For Whole-sale and Retail-sale of IT Products
24.	Registration under Rajasthan Value Added Tax	Commercial Tax Department, Rajasthan	TIN No. 08534357210	Perpetual	For Purchase and sale of IT Products mentioned in certificate.
25.	Registration under Central Sales Tax Act, 1956 at Rajasthan	Commercial Tax Department, Rajasthan	TIN No. 08534357210	Perpetual	For Re-sale of IT Products mentioned in certificate.



Sr. No.	Nature of License / Approvals	Authority	Particulars of License / Approvals	Validity Period	Special conditions, if any
26.	Service Tax Registration	Central Board of Excise and Customs, Ministry of Finance	ST Code: AABCF7508ASD001	Perpetual	Taxable Service-Business Auxiliary Services, Business Support Service, Works Contract Service.
27.	Registration under Importer-Exporter Code.	Ministry of Commerce and Industry, Office of Additional Director General of Foreign Trade	IEC no. 0514050632	Perpetual	Only for Division: 170/A-31, Rama Road, Industrial Area, Najafgarh Road, New Delhi 110015.
28.	Central Excise Registration	Central Board of Excise and Customs, Ministry of Finance	Reg. No. : AABCF7508AED001	Perpetual	For operating as a dealer of excisable goods.
29.	Central Excise Registration	Central Board of Excise and Customs, Ministry of Finance	Reg. No. : AABCF7508AEI002	Perpetual	For operating Importer of excisable goods.



B. Under Industrial And Labour Law

Sr. No.	Nature of License / Approvals	Authority	Particulars of License / Approvals	Validity Period	Special conditions, if any
1.	Registration under ESI Act, 1948 in Delhi	Regional Office Employees State Insurance Corporation, Delhi	Code.: 1100119088000911	Perpetual	-
2.	Registration under ESI Act, 1948 in Haryana	Regional Office Employees State Insurance Corporation, Haryana	Code.: 13111190880010911	Perpetual	-
3.	Registration under ESI Act, 1948 in Lucknow, Uttar Pradesh	Regional Office Employees State Insurance Corporation, Lucknow	Code.: 30000611510001099	Perpetual	-
4.	Registration under ESI Act, 1948 in Tamil Nadu	Regional Office Employees State Insurance Corporation, Chennai, Tamil Nadu	Code.: 51111190880020911	Perpetual	-
5.	Registration under ESI Act, 1948 in West Bengal	Regional Office Employees State Insurance Corporation, West Bengal	Code.: 41111190880010911	Perpetual	-



Sr. No.	Nature of License / Approvals	Authority	Particulars of License / Approvals	Validity Period	Special conditions, if any
6.	Registration Under Employees Provident Funds and Miscellaneous Provisions Act, 1952	Office of the Regional Provident Fund Commissioner, Delhi North	Code.: DL/45540	Perpetual	-
7.	Factory License	North Delhi Municipal Corporation	License No: NFL0714039616	31/03/2016	Premises Address: Property No. 63/12A, Rama Road Indl Area , Ground Floor, Najafgarh Road Industrial Area,near

C. Other Registrations, Licenses And Certifications

Sr. No.	Nature of License / Approvals	Authority	Particulars of License / Approvals	Validity Period	Special conditions, if any
1.	Registration for ISO 9001:2008	Accredium Conformity Assessment Services Pvt Ltd	Certificate No.: GACB1713	Upto July 13, 2017	For IT & Information Technology Enabled Services.
2.	Registration for ISO 14001:2004	SG Certifications Pvt Ltd	Certificate No.: APQ/07-13/C-203	Upto July 10, 2016	For IT, Telecom & Construction Related Sales & Services.
3.	Registration for ISO/IEC 27001:2005	SG Certifications Pvt Ltd	Certificate No.: APQ/07-13/C-204	Upto July 10, 2016	For IT, Telecom & Construction Related Sales & Services.
4.	Registration for ISO/IEC 20000-1:2011.	Accredium Conformity Assessment Services Pvt Ltd.	Certificate No.: GACB1840	Upto November 11, 2017.	For Providing of IT & IT Enabled Services and System Integrators For E-Governance Projects.




Sr. No.	Nature of License / Approvals	Authority	Particulars of License / Approvals	Validity Period	Special conditions, if any
5.	Registration for CMMI – DEV 1.3 (Level – 3)	MAP Certifications Pvt Ltd.	Certificate No.: M/IN-CMK145043	Upto November 12, 2017.	For Providing of IT services and IT Enabled Services & System Integrators For E-Governance Projects.
6.	Registration for CMMI – DEV 1.3, Maturity Level – 5	QSA International Limited, UK	Registration No.: QSA-1501373	Upto February 06, 2018.	-
7.	Entrepreneurs Memorandum	Deputy Commissioner of Industries, Nodal authority (MSME)	Entrepreneurs Memorandum Number: 070072201947	Perpetual	-
8.	Government Purchase Enlistment Certificate	The National Small Industries Corporation Limited	Govt purchase Registration No.: NSIC/GP/DEL/2014/0008386	Valid upto October 28, 2016	-

INTELLECTUAL PROPERTY



We have applied for registration of our Logo under the Trademark Act 1999 and The Trademark Rule 2003. The status of application is as under:

Sr. No.	Logo	Date of Application	Application No.	Class	Current Status
1.		September 07, 2011	2201400	35	Objected



OTHER REGULATORY AND STATUTORY DISCLOSURES

AUTHORITY FOR THE ISSUE

The Issue has been authorized by a resolution passed by our Board of Directors at its meeting held on August 10, 2015 and by the shareholders of our Company by a special resolution, pursuant to Section 62(1)(c) of the Companies Act, 2013, passed at the Annual General Meeting of our Company held on September 07, 2015 at registered office of the Company.

PROHIBITION BY SEBI, RBI OR OTHER GOVERNMENTAL AUTHORITIES

Our Company, our Promoter, our Directors, our Promoter Group and our Subsidiary Company, have not been prohibited from accessing or operating in capital markets under any order or direction passed by SEBI or any other regulatory or Governmental Authority.

The companies with which our Promoter, our Directors or persons in control of our Company are/ were associated as promoter, directors or persons in control have not been prohibited from accessing or operating in capital markets under any order or direction passed by SEBI or any other regulatory or Governmental Authority.

None of our Directors are in any manner associated with the securities market. There has been no action taken by SEBI against any of our Directors or any entity our Directors are associated with as directors.

PROHIBITION BY RBI

Neither our Company, nor our Promoter, or the relatives (as defined under the Companies Act) of our Promoter or Subsidiary Company have been identified as willful defaulters by the RBI or any other governmental authority. There are no violations of securities laws committed by them in the past or no proceedings thereof are pending against them.

ELIGIBILITY FOR THIS ISSUE

Our Company is eligible for the Issue in terms of Regulation 106M(2) of chapter XB of the SEBI (ICDR) Regulations, 2009, as amended from time to time, whereby, an issuer whose post issue face value capital is more than Rs. 1,000 Lakhs and upto Rs. 2,500 Lakhs, may issue shares to the public in accordance with the provisions of Chapter XB of the SEBI (ICDR) Regulations, 2009. Our Company also complies with the eligibility conditions laid by the NSE EMERGE Platform for listing of our Equity Shares.

We confirm that:

1. In accordance with regulation 106(P) of the SEBI ICDR Regulations, this Issue will be 100% underwritten and that the LM will underwrite at least 15% of the total issue size. For further details pertaining to underwriting please refer to chapter titled “General Information” beginning on page 45 of this Draft Prospectus.
2. In accordance with Regulation 106(R) of the SEBI (ICDR) Regulations, we shall ensure that the total number of proposed allottees in the Issue is greater than or equal to fifty, otherwise, the entire application money will be refunded forthwith. If such money is not repaid within eight days from the date our company becomes liable to repay it, than our company and every officer in default shall, on and from expiry of eight days, be liable to repay such application money, with interest as prescribed u/s 40 of the Companies Act, 2013
3. In accordance with Regulation 106(O) the SEBI (ICDR) Regulations, we have not filed any Offer Document with SEBI nor has SEBI issued any observations on our Offer Document. Also, we shall ensure that our Lead Manager submits the copy of Draft Prospectus along with a Due Diligence Certificate including additional confirmations as required to SEBI at the time of filing the Prospectus with Stock Exchange and the Registrar of Companies.



4. In accordance with Regulation 106(V) of the SEBI ICDR Regulations, the Lead Manager will ensure compulsory market making for a minimum period of three years from the date of listing of Equity Shares offered in the Issue. For further details of the market making arrangement see chapter titled “General Information” beginning on page 45 of this Draft Prospectus.
5. The Company has Net Tangible assets of at least Rs. 1 crore as per the latest audited financial results.
6. The Net worth (excluding revaluation reserves) of the Company is at least Rs. 1 crore as per the latest audited financial results. Net worth of the Company as on date is Rs. 1742.86.
7. The Post-issue paid up capital of the Company shall be at least Rs. 1 Crore. The paid up capital shall be Rs. 1089.20Lakhs after the issue.
8. The Company shall mandatorily facilitate trading in demat securities and has entered in to an agreement with both the depositories.
9. The Company has not been referred to Board for Industrial and Financial Reconstruction.
10. No petition for winding up is admitted by a court of competent jurisdiction or a liquidator has been appointed against the Company.
11. No material regulatory or disciplinary action has been taken by any stock exchange or regulatory authority in the past three years against the Company.
12. The Company has a website: www.fdsindia.co.in
13. There has been no change in the Promoter(s) of the Company in the preceding one year from the date of filing application to NSE EMERGE Platform.

We further confirm that we shall be complying with all the other requirements as laid down for such an Issue under Chapter X-B of SEBI (ICDR) Regulations and subsequent circulars and guidelines issued by SEBI and the Stock Exchange.

As per Regulation 106(M)(3) of SEBI (ICDR) Regulations, 2009, the provisions of Regulations 6(1), 6(2), 6(3), Regulation 7, Regulation 8, Regulation 9, Regulation 10, Regulation 25, Regulation 26, Regulation 27 and Sub regulation (1) of Regulation 49 of SEBI (ICDR) Regulations, 2009 shall not apply to us in this Issue.

DISCLAIMER CLAUSE OF SEBI

IT IS TO BE DISTINCTLY UNDERSTOOD THAT SUBMISSION OF THE OFFER DOCUMENT TO SEBI SHOULD NOT, IN ANY WAY, BE DEEMED OR CONSTRUED TO MEAN THAT THE SAME HAS BEEN CLEARED OR APPROVED BY SEBI. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR THE FINANCIAL SOUNDNESS OF ANY SCHEME OR THE PROJECT FOR WHICH THIS ISSUE IS PROPOSED TO BE MADE OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THE OFFER DOCUMENT. THE LEAD MANAGER, SARTHI CAPITAL ADVISORS PRIVATE LIMITED HAVE CERTIFIED THAT THE DISCLOSURES MADE IN THE OFFER DOCUMENT ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE SEBI (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009, AS FOR THE TIME BEING IN FORCE. THIS REQUIREMENT IS TO FACILITATE INVESTORS TO TAKE AN INFORMED DECISION FOR MAKING AN INVESTMENT IN THE PROPOSED ISSUE.

IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE THE COMPANY IS PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THIS DRAFT PROSPECTUS, THE LEAD MANAGER, SARTHI CAPITAL



ADVISORS PRIVATE LIMITED, IS EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT THE COMPANY DISCHARGES ITS RESPONSIBILITY ADEQUATELY IN THIS BEHALF AND TOWARDS THIS PURPOSE, THE LEAD MANAGER, SARTHI CAPITAL ADVISORS PRIVATE LIMITED, HAS FURNISHED TO SEBI A DUE DILIGENCE CERTIFICATE DATED SEPTEMBER 21, 2015 IN ACCORDANCE WITH THE SEBI (MERCHANT BANKERS) REGULATIONS, 1992.

“WE, THE UNDER NOTED LEAD MANAGER TO THE ABOVE MENTIONED FORTHCOMING ISSUE STATE AS FOLLOWS:

1. WE HAVE EXAMINED VARIOUS DOCUMENTS INCLUDING THOSE RELATING TO LITIGATION LIKE COMMERCIAL DISPUTES, CIVIL LITIGATIONS, DISPUTES WITH COLLABORATORS, CRIMINAL LITIGATIONS ETC. AND OTHER MATERIAL IN CONNECTION WITH THE FINALISATION OF THE DRAFT PROSPECTUS PERTAINING TO THE SAID ISSUE;
2. ON THE BASIS OF SUCH EXAMINATION AND THE DISCUSSIONS WITH THE ISSUER, ITS DIRECTORS AND OTHER OFFICERS, OTHER AGENCIES, AND INDEPENDENT VERIFICATION OF THE STATEMENTS CONCERNING THE OBJECTS OF THE ISSUE, PRICE JUSTIFICATION AND THE CONTENTS OF THE DOCUMENTS AND OTHER PAPERS FURNISHED BY THE ISSUER, WE CONFIRM THAT:
 - A. THE DRAFT PROSPECTUS FILED WITH THE BOARD IS IN CONFORMITY WITH THE DOCUMENTS, MATERIALS AND PAPERS RELEVANT TO THE ISSUE;
 - B. ALL THE LEGAL REQUIREMENTS RELATING TO THE ISSUE AS ALSO THE REGULATIONS GUIDELINES, INSTRUCTIONS, ETC. FRAMED/ISSUED BY THE BOARD, THE CENTRAL GOVERNMENT AND ANY OTHER COMPETENT AUTHORITY IN THIS BEHALF HAVE BEEN DULY COMPLIED WITH; AND
 - C. THE DISCLOSURES MADE IN THE DRAFT PROSPECTUS ARE TRUE, FAIR AND ADEQUATE TO ENABLE THE INVESTORS TO MAKE A WELL INFORMED DECISION AS TO THE INVESTMENT IN THE PROPOSED ISSUE AND SUCH DISCLOSURES ARE IN ACCORDANCE WITH THE REQUIREMENTS OF THE COMPANIES ACT, 1956, THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009 AND OTHER APPLICABLE LEGAL REQUIREMENTS.
3. WE CONFIRM THAT BESIDES OURSELVES, ALL THE INTERMEDIARIES NAMED IN THE DRAFT PROSPECTUS ARE REGISTERED WITH THE BOARD AND THAT TILL DATE SUCH REGISTRATION IS VALID.
4. WE SHALL SATISFY OURSELVES ABOUT THE CAPABILITY OF THE UNDERWRITERS TO FULFILL THEIR UNDERWRITING COMMITMENTS.
5. WE CERTIFY THAT WRITTEN CONSENT FROM PROMOTER HAS BEEN OBTAINED FOR INCLUSION OF THEIR SPECIFIED SECURITIES AS PART OF PROMOTER’S CONTRIBUTION SUBJECT TO LOCK-IN AND THE SPECIFIED SECURITIES PROPOSED TO FORM PART OF PROMOTER’S CONTRIBUTION SUBJECT TO LOCK-IN SHALL NOT BE DISPOSED / SOLD / TRANSFERRED BY THE PROMOTER DURING THE PERIOD STARTING FROM THE DATE OF FILING THE DRAFT PROSPECTUS WITH THE BOARD TILL THE DATE OF COMMENCEMENT OF LOCK-IN PERIOD AS STATED IN THE DRAFT PROSPECTUS.
6. WE CERTIFY THAT REGULATION 33 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009, WHICH RELATES TO SPECIFIED SECURITIES INELIGIBLE FOR COMPUTATION OF PROMOTER



CONTRIBUTION, HAS BEEN DULY COMPLIED WITH AND APPROPRIATE DISCLOSURES AS TO COMPLIANCE WITH THE SAID REGULATION HAVE BEEN MADE IN THE DRAFT PROSPECTUS.

- 7. WE UNDERTAKE THAT SUB-REGULATION (4) OF REGULATION 32 AND CLAUSE (C) AND (D) OF SUB-REGULATION (2) OF REGULATION 8 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009 SHALL BE COMPLIED WITH. WE CONFIRM THAT ARRANGEMENTS HAVE BEEN MADE TO ENSURE THAT PROMOTER'S CONTRIBUTION SHALL BE RECEIVED AT LEAST ONE DAY BEFORE THE OPENING OF THE ISSUE. WE UNDERTAKE THAT AUDITORS' CERTIFICATE TO THIS EFFECT SHALL BE DULY SUBMITTED TO THE BOARD. WE FURTHER CONFIRM THAT ARRANGEMENTS HAVE BEEN MADE TO ENSURE THAT PROMOTER'S CONTRIBUTION SHALL BE KEPT IN AN ESCROW ACCOUNT WITH A SCHEDULED COMMERCIAL BANK AND SHALL BE RELEASED TO THE ISSUER ALONG WITH THE PROCEEDS OF THE PUBLIC ISSUE.
- NOT APPLICABLE**
- 8. WE CERTIFY THAT THE PROPOSED ACTIVITIES OF THE ISSUER FOR WHICH THE FUNDS ARE BEING RAISED IN THE PRESENT ISSUE FALL WITHIN THE 'MAIN OBJECTS' LISTED IN THE OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION OR OTHER CHARTER OF THE ISSUER AND THAT THE ACTIVITIES WHICH HAVE BEEN CARRIED OUT UNTIL NOW ARE VALID IN TERMS OF THE OBJECT CLAUSE OF ITS MEMORANDUM OF ASSOCIATION.**
- 9. WE CONFIRM THAT NECESSARY ARRANGEMENTS HAVE BEEN MADE TO ENSURE THAT THE MONEYS RECEIVED PURSUANT TO THE ISSUE ARE KEPT IN A SEPARATE BANK ACCOUNT AS PER THE PROVISIONS OF SUB-SECTION (3) OF SECTION 73 OF THE COMPANIES ACT, 1956* AND THAT SUCH MONEYS SHALL BE RELEASED BY THE SAID BANK ONLY AFTER PERMISSION IS OBTAINED FROM ALL THE STOCK EXCHANGES MENTIONED IN THE DRAFT PROSPECTUS. WE FURTHER CONFIRM THAT THE AGREEMENT ENTERED INTO BETWEEN THE BANKERS TO THE ISSUE AND THE ISSUER SPECIFICALLY CONTAINS THIS CONDITION - NOTED FOR COMPLIANCE, SUBJECT TO COMPLIANCE WITH REGULATION 56 OF THE SEBI REGULATIONS**
- 10. WE CERTIFY THAT A DISCLOSURE HAS BEEN MADE IN THE DRAFT PROSPECTUS THAT THE INVESTORS SHALL BE GIVEN AN OPTION TO GET THE SHARES IN DEMAT OR PHYSICAL MODE.- NOT APPLICABLE****
- 11. WE CERTIFY THAT ALL THE APPLICABLE DISCLOSURES MANDATED IN THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009 HAVE BEEN MADE IN ADDITION TO DISCLOSURES WHICH, IN OUR VIEW, ARE FAIR AND ADEQUATE TO ENABLE THE INVESTOR TO MAKE A WELL INFORMED DECISION.**
- 12. WE CERTIFY THAT THE FOLLOWING DISCLOSURES HAVE BEEN MADE IN THE DRAFT PROSPECTUS:**
 - A. AN UNDERTAKING FROM THE ISSUER THAT AT ANY GIVEN TIME, THERE SHALL BE ONLY ONE DENOMINATION FOR THE EQUITY SHARES OF THE ISSUER AND**
 - B. AN UNDERTAKING FROM THE ISSUER THAT IT SHALL COMPLY WITH SUCH DISCLOSURE AND ACCOUNTING NORMS SPECIFIED BY THE BOARD FROM TIME TO TIME.**



13. WE UNDERTAKE TO COMPLY WITH THE REGULATIONS PERTAINING TO ADVERTISEMENT IN TERMS OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009 WHILE MAKING THE ISSUE.
14. WE ENCLOSE A NOTE EXPLAINING HOW THE PROCESS OF DUE DILIGENCE THAT HAS BEEN EXERCISED BY US IN VIEW OF THE NATURE OF CURRENT BUSINESS BACKGROUND OF THE ISSUER, SITUATION AT WHICH THE PROPOSED BUSINESS STANDS, THE RISK FACTORS, PROMOTER'S EXPERIENCE, ETC.
15. WE ENCLOSE A CHECKLIST CONFIRMING REGULATION-WISE COMPLIANCE WITH THE APPLICABLE PROVISIONS OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009, CONTAINING DETAILS SUCH AS THE REGULATION NUMBER, ITS TEXT, THE STATUS OF COMPLIANCE, PAGE NUMBER OF THE DRAFT 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 AS PER FORMAT SPECIFIED BY THE BOARD (SEBI) THROUGH CIRCULAR – DETAILS ARE ENCLOSED IN “ANNEXURE A”
17. WE CERTIFY THAT PROFITS FROM RELATED PARTY TRANSACTION HAVE ARISEN FROM LEGITIMATE BUSINESS TRANSACTIONS.”

**Section 40(3) of the Companies Act, 2013 has been notified by the Ministry of Corporate Affairs, Government of India.*

***Section 29 of the Companies Act, 2013 provides inter alia that every company making public offers shall issue securities only in dematerialised form by complying with the provisions of the Depositories Act, 1996 and the regulations made thereunder.*

ADDITIONAL CONFIRMATIONS/ CERTIFICATION TO BE GIVEN BY MERCHANT BANKER IN DUE DILIGENCE CERTIFICATE TO BE GIVEN ALONG WITH OFFER DOCUMENT REGARDING SME EXCHANGE

- (1) “WE CONFIRM THAT NONE OF THE INTERMEDIARIES NAMED IN THE DRAFT PROSPECTUS HAVE BEEN DEBARRED FROM FUNCTIONING BY ANY REGULATORY AUTHORITY.
- (2) WE CONFIRM THAT ALL THE MATERIAL DISCLOSURES IN RESPECT OF THE ISSUER HAVE BEEN MADE IN DRAFT PROSPECTUS AND CERTIFY THAT ANY MATERIAL DEVELOPMENT IN THE ISSUER OR RELATING TO THE ISSUE UP TO THE COMMENCEMENT OF LISTING AND TRADING OF THE SPECIFIED SECURITIES OFFERED THROUGH THIS ISSUE SHALL BE INFORMED THROUGH PUBLIC NOTICES/ ADVERTISEMENTS IN ALL THOSE NEWSPAPERS IN WHICH PRE-ISSUE ADVERTISEMENT AND ADVERTISEMENT FOR OPENING OR CLOSURE OF THE ISSUE HAVE BEEN GIVEN.
- (3) WE CONFIRM THAT THE ABRIDGED PROSPECTUS CONTAINS ALL THE DISCLOSURES AS SPECIFIED IN THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009.
- (4) WE CONFIRM THAT AGREEMENTS HAVE BEEN ENTERED INTO WITH THE DEPOSITORIES FOR DEMATERIALISATION OF THE SPECIFIED SECURITIES OF THE ISSUER. – NOTED FOR COMPLIANCE.



- (5) WE CERTIFY THAT AS PER THE REQUIREMENTS OF FIRST PROVISIO TO SUB-REGULATION OF REGULATION 32 OF SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009, CASH FLOW STATEMENT HAS BEEN PREPARED AND DISCLOSED IN THE DRAFT PROSPECTUS.
- (6) WE CONFIRM THAT UNDERWRITING AND MARKET MAKING ARRANGEMENTS AS PER REQUIREMENTS OF REGULATION [106P] AND [106V] OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009 HAVE BEEN MADE. - NOTED FOR COMPLIANCE.”

Note:

The filing of this Draft Prospectus does not, however, absolve our Company from any liabilities under section 34, section 35, section 36 OR section 38(1) of the Companies Act, 2013 or from the requirement of obtaining such statutory and other clearances as may be required for the purpose of the proposed Issue. SEBI further reserves the right to take up at any point of time, with the Lead manager any irregularities or lapses in the Draft Prospectus.

All legal requirements pertaining to the Issue will be complied with at the time of registration of the Draft Prospectus with the Registrar of Companies National Capital Territory of Delhi and Haryana in terms of sections 26, 32 and 33 of the Companies Act, 2013.

DISCLAIMER STATEMENT FROM OUR COMPANY AND THE LEAD MANAGER

Our Company, our Directors and the Lead Manager accept no responsibility for statements made otherwise than in this Draft Prospectus or in the advertisements or any other material issued by or at instance of our Company and anyone placing reliance on any other source of information, including our website, www.fdsindia.co.in would be doing so at his or her own risk.

Caution

The Lead Manager accepts no responsibility, save to the limited extent as provided in the Agreement for Issue Management entered into among the Lead Manager and our Company dated September 07, 2015, the Underwriting Agreement dated September 07, 2015 entered into among the Underwriter and our Company and the Market Making Agreement dated September 09, 2015 entered into among the Market Maker, Lead Manager and our Company.

Our Company and the Lead Manager shall make all information available to the public and investors at large and no selective or additional information would be available for a section of the investors in any manner whatsoever including at road show presentations, in research or sales reports or at collection centers, *etc.*

Investors who apply in this Issue will be required to confirm and will be deemed to have represented to our Company and the Underwriter and their respective directors, officers, agents, affiliates and representatives that they are eligible under all applicable laws, rules, regulations, guidelines and approvals to acquire Equity Shares and will not offer, sell, pledge or transfer the Equity Shares to any person who is not eligible under applicable laws, rules, regulations, guidelines and approvals to acquire Equity Shares. Our Company and the Lead Manager and their respective directors, officers, agents, affiliates and representatives accept no responsibility or liability for advising any investor on whether such investor is eligible to acquire Equity Shares.



PRICE INFORMATION AND THE TRACK RECORD OF THE PAST ISSUES HANDLED BY THE LEAD MANAGER

For details regarding the price information and the track record of the past Issues handled by the Lead Manager to the Issue as specified in Circular reference CIR/MIRSD/1/2012 dated January 10, 2012 issued by the SEBI, please refer to 'Annexure A' to this Draft Prospectus and the website of the Lead Manager at www.sarthiwm.in

DISCLAIMER IN RESPECT OF JURISDICTION

This Issue is being made in India to persons resident in India (including Indian nationals resident in India who are not minors, HUFs, companies, corporate bodies and societies registered under the applicable laws in India and authorized to invest in shares, Indian Mutual Funds registered with SEBI, Indian financial institutions, commercial banks, regional rural banks, co-operative banks (subject to RBI permission), or trusts under applicable trust law and who are authorized under their constitution to hold and invest in shares, public financial institutions as specified in Section 2(72) of the Companies Act, 2013, VCFs, state industrial development corporations, insurance companies registered with Insurance Regulatory and Development Authority, provident funds (subject to applicable law) with minimum corpus of Rs. 2,500 Lakhs, pension funds with minimum corpus of Rs. 2,500 Lakhs and the National Investment Fund, and permitted non-residents including FIIs, Eligible NRIs, QFIs, multilateral and bilateral development financial institutions, FVCIs and eligible foreign investors, provided that they are eligible under all applicable laws and regulations to hold Equity Shares of the Company. The Draft Prospectus does not, however, constitute an invitation to purchase shares offered hereby in any jurisdiction other than India to any person to whom it is unlawful to make an offer or invitation in such jurisdiction. Any person into whose possession this Draft Prospectus comes is required to inform himself or herself about, and to observe, any such restrictions. Any dispute arising out of this Issue will be subject to the jurisdiction of appropriate court(s) in 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 Prospectus has been filed with NSE for its observations and NSE shall give its observations in due course. Accordingly, the Equity Shares represented hereby may not be offered or sold, directly or indirectly, and this Draft Prospectus may not be distributed, in any jurisdiction, except in accordance with the legal requirements applicable in such jurisdiction. Neither the delivery of this Draft Prospectus nor any sale hereunder shall, under any circumstances, create any implication that there has been no change in the affairs of our Company since the date hereof or that the information contained herein is correct as of any time subsequent to this date.

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

Further, each applicant where required agrees that such applicant will not sell or transfer any Equity Shares or create any economic interest therein, including any off-shore derivative instruments, such as participatory notes, issued against the Equity Shares or any similar security, other than pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and in compliance with applicable laws and legislations in each jurisdiction, including India.

DISCLAIMER CLAUSE OF THE NSE EMERGE PLATFORM

As required, a copy of this Draft Prospectus shall be submitted to NSE. The Disclaimer Clause as intimated by NSE to us, post scrutiny of this Draft Prospectus, shall be included in the Prospectus prior to the RoC filing.



FILING

This Draft Prospectus shall not be filed with SEBI, nor will SEBI issue any observation on the Offer Document in term of Regulation 106(M)(3). However, a copy of the Prospectus shall be filed with SEBI at the SEBI Northern Regional Office, 5th Floor, Bank of Baroda Building, 16 Sansad Marg, New Delhi - 110001. A copy of the Prospectus, along with the documents required to be filed under Section 32 of the Companies Act, 2013 will be delivered to the RoC situated at 4th Floor, IFCI Tower, 61 Nehru Place, New Delhi – 110019.

LISTING

In terms of Chapter XB of the SEBI (ICDR) Regulations, there is no requirement of obtaining in- principle approval from NSE EMERGE Platform. However application will be made to the NSE EMERGE Platform for obtaining permission to deal in and for an official quotation of our Equity Shares. NSE will be the Designated Stock Exchange, with which the Basis of Allotment will be finalized.

The NSE EMERGE Platform has given its in-principal approval for using its name in our Draft Prospectus vide its letter dated [●].

If the permissions to deal in and for an official quotation of our Equity Shares are not granted by the NSE EMERGE Platform, our Company will forthwith repay, without interest, all moneys received from the applicants in pursuance of the Prospectus. If such money is not repaid within 8 days after our Company becomes liable to repay it (i.e. from the date of refusal or within 15 days from the Issue Closing Date), then our Company and every Director of our Company who is an officer in default shall, on and from such expiry of 8 days, be liable to repay the money, with interest at the rate of 15% per annum on application money, as prescribed under section 40 of the Companies Act, 2013.

Our Company shall ensure that all steps for the completion of the necessary formalities for listing and commencement of trading at the NSE EMERGE Platform mentioned above are taken within twelve Working Days from the Issue Closing Date.

CONSENTS

Consents in writing of: (a) the Directors, the Promoter, the Company Secretary and Compliance Officer, Chief Financial Officer, the Auditors, Peer Review Auditor, Secretarial Auditor, the Banker to the Company,; and (b) Lead manager, Underwriters, Market Makers, Registrar to the Issue, Banker(s) to the Issue, Legal Advisor to the Issue to act in their respective capacities have been obtained and shall be filed along with a copy of the Prospectus with the RoC, as required under Section 32 of Companies Act, 2013 and such consents shall not be withdrawn up to the time of delivery of the Prospectus for registration with the RoC. Our Auditors have given their written consent to the inclusion of their report in the form and context in which it appears in this Draft Prospectus and such consent and report is not withdrawn up to the time of delivery of this Draft Prospectus with NSE.

EXPERT TO THE ISSUE

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

1. Report of the Statutory Auditor on Statement of Tax Benefits.
2. Certificate of Deployment of Fund.

EXPENSES OF THE ISSUE

The expenses of this Issue include, among others, underwriting and management fees, selling commission, printing and distribution expenses, legal fees, statutory advertisement expenses and listing fees. For details of total expenses of the Issue, see the chapter “Objects of the Issue” beginning on page 68 of this Draft Prospectus.



DETAILS OF FEES PAYABLE

Fees Payable to the Lead Manager

The total fees payable to the Lead Manager will be as per the Mandate Letter dated April 20, 2015 issued by our Company to the Lead Manager, the copy of which is available for inspection at our Registered Office.

Fees Payable to the Registrar to the Issue

The fees payable to the Registrar to the Issue will be as per the Agreement signed by our Company and the Registrar to the Issue dated September 09, 2015, a copy of which is available for inspection at our Registered Office. The Registrar to the Issue will be reimbursed for all out-of-pocket expenses including cost of stationery, postage, stamp duty and communication expenses. Adequate funds will be provided by the Company to the Registrar to the Issue to enable them to send refund orders or allotment advice by registered post/ speed post/ under certificate of posting.

Fees Payable to Others

The total fees payable to the Legal Advisor, Auditor and Advertiser, *etc.* will be as per the terms of their respective engagement letters.

UNDERWRITING COMMISSION, BROKERAGE AND SELLING COMMISSION

The underwriting commission and selling commission for this Issue is as set out in the Underwriting Agreement entered into between our Company and the Lead Manager. Payment of underwriting commission, brokerage and selling commission would be in accordance with applicable laws.

PREVIOUS RIGHTS AND PUBLIC ISSUES DURING THE LAST FIVE YEARS

We have not made any previous rights and/or public issues during the last five years, and are an “Unlisted Issuer” in terms of the SEBI ICDR Regulations and this Issue is an “Initial Public Offering” in terms of the SEBI ICDR Regulations.

PREVIOUS ISSUES OF SHARES OTHERWISE THAN FOR CASH

Except as stated in the chapter titled “*Capital Structure*” beginning on page 54 of this Draft Prospectus, our Company has not issued any Equity Shares for consideration otherwise than for cash.

COMMISSION AND BROKERAGE ON PREVIOUS ISSUES

Since this is the initial public offer of the Equity Shares by our Company, no sum has been paid or has been payable as commission or brokerage for subscribing to or procuring or agreeing to procure subscription for any of our Equity Shares since our inception.

PARTICULARS IN REGARD TO OUR COMPANY AND OTHER LISTED COMPANIES UNDER THE SAME MANAGEMENT WITHIN THE MEANING OF SECTION 370 (1B) OF THE COMPANIES ACT, 1956/ SECTION 186 OF COMPANIES ACT, 2013 WHICH MADE ANY CAPITAL ISSUE DURING THE LAST THREE YEARS:

The equity shares of our Subsidiary Company are not listed on any recognized stock exchange. Our Subsidiary Company has not raised any capital during the past 3 years.

PROMISE VERSUS PERFORMANCE FOR OUR COMPANY

Our Company is an “Unlisted Issuer” in terms of the SEBI ICDR Regulations, and this Issue is an “Initial Public Offering” in terms of the SEBI ICDR Regulations. Therefore, data regarding promise versus performance is not applicable to us.



OUTSTANDING DEBENTURES, BONDS, REDEEMABLE PREFERENCE SHARES AND OTHER INSTRUMENTS ISSUED BY OUR COMPANY

As on the date of this Draft Prospectus, our Company has no outstanding debentures, bonds or redeemable preference shares.

STOCK MARKET DATA FOR OUR EQUITY SHARES

Our Company is an “Unlisted Issuer” in terms of the SEBI ICDR Regulations, and this Issue is an “Initial Public Offering” in terms of the SEBI ICDR Regulations. Thus there is no stock market data available for the Equity Shares of our Company.

MECHANISM FOR REDRESSAL OF INVESTOR GRIEVANCES

The Agreement between the Registrar and our Company provides for retention of records with the Registrar for a period of at least three year from the last date of dispatch of the letters of allotment, demat credit and refund orders to enable the investors to approach the Registrar to this Issue for redressal of their grievances. All grievances relating to this Issue may be addressed to the Registrar with a copy to the Company Secretary and Compliance Officer, giving full details such as the name, address of the applicant, number of Equity Shares applied for, amount paid on application and the bank branch or collection centre where the application was submitted.

All grievances relating to the ASBA process may be addressed to the SCSB, giving full details such as name, address of the applicant, number of Equity Shares applied for, amount paid on application and the Designated Branch or the collection centre of the SCSB where the Application Form was submitted by the ASBA applicants.

DISPOSAL OF INVESTOR GRIEVANCES BY OUR COMPANY

Our Company or the Registrar to the Issue or the SCSB in case of ASBA Applicant shall redress routine investor grievances within 15 working days from the date of receipt of the complaint. In case of non-routine complaints and complaints where external agencies are involved, our Company will seek to redress these complaints as expeditiously as possible.

We have constituted the Stakeholders Relationships Committee Shareholders of the Board *vide* resolution passed at the Board Meeting held on September 07, 2015. For further details, please refer to the chapter titled “*Our Management*” beginning on page 119 of this Draft Prospectus.

Our Company has appointed Ms. Chavvi Gupta as the Company Secretary and Compliance Officer and she may be contacted at the following address:

Fourth Dimension Solutions Limited

DSM 340, DLF Trade Tower,

Shivaji Marg, New Delhi-110015, India

Tel: 011-47091502

Fax: 011-47091502

Email: secretarial@fdsindia.co.in

Website: www.fdsindia.co.in

Investors can contact the Company Secretary and Compliance Officer or the Registrar in case of any pre-Issue or post-Issue related problems such as non-receipt of letters of allocation, credit of allotted Equity Shares in the respective beneficiary account or refund orders, *etc.*



CHANGES IN AUDITORS DURING THE LAST THREE FINANCIAL YEARS

There have been no changes in the statutory auditors of our Company in the last three financial years.

CAPITALISATION OF RESERVES OR PROFITS

Save and except as stated in the chapter titled “*Capital Structure*” beginning on page 54 of this Draft Prospectus, our Company has not capitalized its reserves or profits at any time since inception.

REVALUATION OF ASSETS

Our Company has not revalued its assets since incorporation.

PURCHASE OF PROPERTY

Other than as disclosed in this Draft Prospectus, there is no property which has been purchased or acquired or is proposed to be purchased or acquired which is to be paid for wholly or partly from the proceeds of the present Issue or the purchase or acquisition of which has not been completed on the date of this Draft Prospectus.

Except as stated elsewhere in this Draft Prospectus, our Company has not purchased any property in which the Promoter and/or Directors have any direct or indirect interest in any payment made thereunder.

SERVICING BEHAVIOR

There has been no default in payment of statutory dues or of interest or principal in respect of our borrowings or deposits.



SECTION VII – ISSUE INFORMATION

TERMS OF THE ISSUE

The Equity Shares being issued are subject to the provisions of the Companies Act, the Memorandum and Articles, the terms of this Draft Prospectus, Application Form, the Revision Form, the Confirmation of Allocation Note ('CAN') and other terms and conditions as may be incorporated in the Allotment advices and other documents/certificates that may be executed in respect of the Issue. The Equity Shares shall also be subject to laws, guidelines, notifications and regulations relating to the issue of capital and listing of securities issued from time to time by SEBI, the Government of India, NSE EMERGE Platform, RoC, RBI and/or other authorities, as in force on the date of the Issue and to the extent applicable.

Please note that, in terms of SEBI circular CIR/CFD/DIL/1/ 2011 dated April 29, 2011, QIB applicants, Non-Institutional applicants and other applicants whose application amount exceeds Rs. 2 lakhs can participate in the Issue only through the ASBA process. The Retail Individual Applicants can participate in the Issue either through the ASBA process or the non ASBA process. ASBA Applicants should note that the ASBA process involves application procedures that may be different from the procedure applicable to non ASBA process.

RANKING OF EQUITY SHARES

The Equity Shares being offered shall be subject to the provisions of the Companies Act, 1956 along with notified provisions of Companies Act, 2013, our Memorandum and Articles of Association and shall rank *pari-passu* in all respects with the existing Equity Shares including in respect of the rights to receive dividends and other corporate benefits, if any, declared by us after the date of Allotment. For further details please refer to the section titled, 'Main Provisions of the Articles of Association of the Company' on page 279 of this Draft Prospectus.

MODE OF PAYMENT OF DIVIDEND

The declaration and payment of dividend will be as per the provisions of Companies Act 2013 and recommended by the Board of Directors at their discretion and approved by the shareholders and will depend on a number of factors, including but not limited to earnings, capital requirements and overall financial condition of our Company. We shall pay dividends in cash and as per provisions of the Companies Act, 2013. For further details, please refer to the chapter titled 'Dividend Policy' on page 141 of this Draft Prospectus.

FACE VALUE AND ISSUE PRICE

The Equity Shares having a face value of Rs. 10/- each are being offered in terms of this Draft Prospectus at the price of Rs. 30/- per Equity Share. The Issue Price is determined by our Company in consultation with the Lead Manager and is justified under the chapter titled 'Basis for Issue Price' beginning on page 72 of this Draft Prospectus. At any given point of time there shall be only one denomination of the Equity Shares of our Company, subject to applicable laws.

RIGHTS OF THE EQUITY SHAREHOLDERS

Subject to applicable laws, the equity shareholders shall have the following rights:

- Right to receive dividend, if declared;
- Right to attend general meetings and exercise voting powers, unless prohibited by law;
- Right to vote on a poll either in person or by proxy;
- Right to receive annual reports and notices to members;
- Right to receive offers for rights shares and be allotted bonus shares, if announced;



- Right to receive surplus on liquidation; Right of free transferability; and
- Such other rights, as may be available to a shareholder of a listed public company under the Companies Act and the Memorandum and Articles of Association of the Company.

MINIMUM APPLICATION VALUE, MARKET LOT AND TRADING LOT

As per the provisions of the Depositories Act, the shares of a body corporate can be in dematerialized form i.e. not in the form of physical certificates, but be fungible and be represented by the statement issued through electronic mode. The trading of the Equity Shares will happen in the minimum contract size of 4,000 Equity Shares and the same may be modified by the NSE EMERGE Platform from time to time by giving prior notice to investors at large. Allocation and allotment of Equity Shares through this Issue will be done in multiples of 4,000 Equity Shares subject to a minimum allotment of 4,000 Equity Shares to the successful Applicants.

MINIMUM NUMBER OF ALLOTTEES

The minimum number of allottees in this Issue shall be 50 shareholders. In case the minimum number of prospective allottees is less than 50, no allotment will be made pursuant to this Issue and the monies collected shall be refunded within 12 working days of closure of Issue.

JOINT HOLDERS

Where two or more persons are registered as the holders of any Equity Shares, they will be deemed to hold such Equity Shares as joint-holders with benefits of survivorship.

NOMINATION FACILITY TO INVESTOR

In accordance with Section 72 of the Companies Act 2013, the sole or first applicant, along with other joint applicant, may nominate any one person in whom, in the event of the death of sole applicant or in case of joint applicant, death of all the applicants, as the case may be, the Equity Shares allotted, if any, shall vest. A person, being a nominee, entitled to the Equity Shares by reason of the death of the original holder(s), shall in accordance with Section 72 of the Companies Act 2013, be entitled to the same advantages to which he or she would be entitled if he or she were the registered holder of the Equity Share(s). Where the nominee is a minor, the holder(s) may make a nomination to appoint, in the prescribed manner, any person to become entitled to Equity Share(s) in the event of his or her death during the minority. A nomination shall stand rescinded upon a sale of equity share(s) by the person nominating. A buyer will be entitled to make a fresh nomination in the manner prescribed. Fresh nomination can be made only on the prescribed form available on request at the Registered Office of our Company or to the Registrar and Transfer Agents of our Company. In accordance with Section 72 of the Companies Act 2013, any Person who becomes a nominee by virtue of Section 72 of the Companies Act 2013, shall upon the production of such evidence as may be required by the Board, elect either:

- to register himself or herself as the holder of the Equity Shares; or
- to make such transfer of the Equity Shares, as the deceased holder could have made.

Further, the Board may at any time give notice requiring any nominee to choose either to be registered himself or herself or to transfer the Equity Shares, and if the notice is not complied with within a period of ninety days, the Board may thereafter withhold payment of all dividends, bonuses or other moneys payable in respect of the Equity Shares, until the requirements of the notice have been complied with. In case the allotment of Equity Shares is in dematerialized form, there is no need to make a separate nomination with us. Nominations registered with the respective depository participant of the applicant would prevail. If the investors require changing the nomination, they are requested to inform their respective depository participant.



MINIMUM SUBSCRIPTION

In the event our Company does not receive a minimum subscription of 100% of the Issue, subject to the Issue being made for at least 25% of the post-Issue paid up Indian Equity Share capital of our Company, in accordance with Rule 19(2)(b)(i) of the Securities Contracts (Regulation) Rules, 1957, including devolvement to the Underwriters within 60 days from the Bid/Issue Closing Date, we shall forthwith refund the entire subscription amount received not later than 70 days from the Bid/Issue Closing Date. If there is a delay beyond eight days after the expiry of 70 days from the Bid/Issue Closing Date, the Directors of our Company who are officers in default shall jointly and severally be liable to repay the money with such interest as prescriber under section 39(3) of the Companies Act, 2013 and Companies (Prospectus and Allotment of Securities) Rules, 2014. Further Section 39(5) states that in case of default under section 39(3), the Company and its officers who are in default shall be liable to a penalty of Rs.1,000 for each day during which the default continues or Rs. 100,000, whichever is less

Additionally, section 40(3) of the Companies Act, 2013 requires application money to be refunded in the event of failure to Allot Equity Shares for any other reason. If a default is made in complying with the provisions of this section the Company shall be punishable with a fine which shall not be less than Rs. 500,000, but which may extend to Rs. 5,000,000 and every officer of the Company 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 Rs. 50,000 but which may extend to Rs. 300,000 or with both.

MIGRATION TO MAIN BOARD

Our company may migrate to the main board of NSE from the EMERGE Exchange at a later date subject to the following:

- a) If the Paid up Capital of our Company is likely to increase above Rs. 25 crores by virtue of any further issue of capital by way of rights, preferential issue, bonus issue etc (which has been approved by a special resolution through postal ballot wherein the votes cast by the shareholders other than the Promoter in favour of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal and for which the company has obtained in-principal approval from the main board), our Company shall apply to NSE for listing of its shares on its Main Board subject to the fulfillment of the eligibility criteria for listing of specified securities laid down by the Main Board.

OR

- b) If the Paid up Capital of our company is more than 10 crores but below Rs. 25 crores, our Company may still apply for migration to the main board if the same has been approved by a special resolution through postal ballot wherein the votes cast by the shareholders other than the Promoter in favour of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal.

MARKET MAKING

The shares offered through this issue are proposed to be listed on the NSE EMERGE Platform (SME Exchange) wherein the Lead Manager to the issue shall ensure compulsory Market Making through registered Market Makers of the SME Exchange for a minimum period of three years from the date of listing of shares offered through this Draft Prospectus. For further details of the Market Making arrangement see chapter titled “General Information” beginning on page 45 of this Draft Prospectus.



ARRANGEMENTS FOR DISPOSAL OF ODD LOTS

The trading of the Equity Shares will happen in the minimum contract size of 4,000 shares in terms of the SEBI circular No. CIR/MRD/DSA/06/2012 dated February 21, 2012. However, the Market Maker shall buy the entire shareholding of a shareholder in one lot, where value of such shareholding is less than the minimum contract size allowed for trading on the NSE EMERGE Platform.

RESTRICTIONS, IF ANY, ON TRANSFER AND TRANSMISSION OF SHARES OR DEBENTURES AND ON THEIR CONSOLIDATION OR SPLITTING

Except for lock-in of the pre-Issue Equity Shares and Promoter's minimum contribution as detailed in chapter titled "Capital Structure" beginning on page 54 of this Draft Prospectus, and except as provided in the Articles of Association, there are no restrictions on transfers of Equity Shares. There are no restrictions on transmission of Equity Shares and on their consolidation/ splitting except as provided in the Articles of Association. Please refer to the section "Main Provisions of the Articles of Association" beginning on page 279 of this Draft Prospectus.

ALLOTMENT OF EQUITY SHARES IN DEMATERIALIZED FORM

Our Company shall issue shares only in dematerialized. Investors making application in dematerialized form may get the specified securities rematerialized subsequent to allotment.

NEW FINANCIAL INSTRUMENTS

The Issuer Company is not issuing any new financial instruments through this Issue.

JURISDICTION

Exclusive jurisdiction for the purpose of this Issue is with the competent courts / authorities in Delhi, India.

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

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



ISSUE STRUCTURE

This Issue is being made in terms of Regulation 106(M)(2) of Chapter XB of SEBI (ICDR) Regulations, 2009, as amended from time to time, whereby, an issuer whose post-issue face value capital is more than Rs. 1,000 Lakhs and upto Rs. 2,500 Lakhs, shall issue shares to the public and propose to list the same on the Small and Medium Enterprise Exchange ('SME Exchange', in this case being the NSE EMERGE Platform). For further details regarding the salient features and terms of such an Issue please refer to the chapters titled 'Terms of the Issue' and 'Issue Procedure' beginning on page 253 and 259 of this Draft Prospectus.

FOLLOWING IS THE ISSUE STRUCTURE:

Public Issue of 28,92,000 Equity shares of face value of Rs. 10/- each fully paid (the 'Equity Shares') for cash at a price of Rs. 30/- per Equity Share aggregating Rs. 867.60 Lakhs ('the Issue') by our Company.

The Issue comprises a Net Issue to Public of 27,44,000 Equity Shares ('the Net Issue') and a reservation of 1,48,000 Equity Shares for subscription by the designated Market Maker ('the Market Maker Reservation Portion').

Particulars of the Issue	Net Issue to Public*	Market Maker Reservation Portion
Number of Equity Shares available for allocation	27,44,000 Equity Shares	1,48,000 Equity Shares
Percentage of Issue Size available for allocation	95.00 % of the Issue size	5.00 % of the Issue size
Basis of Allotment	Proportionate subject to minimum allotment of 4,000 Equity Shares and further allotment in multiples of 4,000 Equity Shares each. For further details please refer to the "Basis of Allotment" on page 266 of this Draft Prospectus.	Firm Allotment
Mode of Application	For QIB and NII Applicants the application must be made compulsorily through the ASBA Process. The Retail Individual Applicant may apply through the ASBA or the Physical Form.	Through ASBA Process Only
Minimum Application Size	For QIB and NII: Such number of Equity Shares in multiples of 4,000 Equity Shares such that the Application Value exceeds Rs. 2,00,000/-	1,48,000 Equity Shares



Particulars of the Issue	Net Issue to Public*	Market Maker Reservation Portion
	For Retail Individuals: 4,000 Equity Shares	
Maximum Application Size	For QIB and NII: Such number of equity shares in multiples of 4,000 Equity Shares such that the Application Size does not exceed 27,44,000 Equity Shares. For Retail Individuals: 4,000 Equity Shares	Application size shall be 1,48,000 equity shares since there is a firm allotment
Mode of Allotment	Dematerialized Form	Dematerialized Form
Trading Lot	4,000 Equity Shares	4,000 Equity Shares, However the Market Makers may accept odd lots if any in the market as required under the SEBI (ICDR) Regulations, 2009.
Terms of Payment	The entire Application Amount will be payable at the time of submission of the Application Form.	

*50% of the shares offered are reserved for applications below Rs. 2 lakh and the balance for higher amount applications.

ISSUE OPENING DATE	[●]
ISSUE CLOSING DATE	[●]

Applications and any revisions to the same will be accepted only between 10.00 a.m. to 5.00 p.m. (Indian Standard Time) during the Issue Period at the Application Centres mentioned in the Application Form, or in the case of ASBA Applicants, at the Designated Bank Branches except that on the Issue Closing Date when applications will be accepted only between 10.00 a.m. to 4.00 p.m. (Indian Standard Time). Applications will be accepted only on Working Days, i.e., Monday to Friday (excluding any public holiday).



ISSUE PROCEDURE

FIXED PRICE ISSUE PROCEDURE

This Issue is being made in terms of Regulation 106(M)(2) of Chapter XB of SEBI (ICDR) Regulations, 2009 via Fixed Price Process.

Applicants are required to submit their Applications to the Selected Branches / Offices of the Escrow Bankers to the Issue who shall duly submit them to the Registrar to the Issue. In case of QIB Applicants, the Company in consultation with the Lead Manager may reject Applications at the time of acceptance of Application Form provided that the reasons for such rejection shall be provided to such Applicant in writing.

In case of Non Institutional Applicants and Retail Individual Applicants, our Company would have a right to reject the Applications only on technical grounds.

As per the provisions Section 29 of the Companies Act, 2013, the Allotment of Equity Shares in the Issue shall be only in a de-materialized form, (i.e., not in the form of physical certificates but be fungible and be represented by the statement issued through the electronic mode). The Equity Shares on Allotment shall, however, be traded only in the dematerialized segment of the Stock Exchange, as mandated by SEBI.

APPLICATION FORM

Applicants shall only use the specified Application Form for the purpose of making an Application in terms of this Draft Prospectus. The Application Form shall contain space for indicating number of specified securities subscribed for in demat form.

ASBA Applicants shall submit an Application Form either in physical or electronic form to the SCSB's authorizing blocking funds that are available in the bank account specified in the Application Form used by ASBA applicants.

The prescribed color of the Application Form for various categories is as follows:

Category	Color of Application Form
Resident Indians and Eligible NRIs applying on a non-repatriation basis	White
Non-Residents and Eligible NRIs applying on a repatriation basis	Blue

In accordance with the SEBI (ICDR) Regulations, in public issues w.e.f. May 1, 2010 all the investors can apply through ASBA process and w.e.f. May 02, 2011, the Non-Institutional applicants and the QIB Applicants have to compulsorily apply through the ASBA Process.

WHO CAN APPLY?

Persons eligible to invest under all applicable laws, rules, regulations and guidelines:-

- Indian nationals resident in India who are not incompetent to contract in single or joint names (not more than three) or in the names of minors as natural/legal guardian;
- Hindu Undivided Families or HUFs, in the individual name of the *Karta*. The applicant should specify that the application is being made in the name of the HUF in the Application Form as follows: Name of Sole or First applicant: XYZ Hindu Undivided Family applying through XYZ, where XYZ is the name of the *Karta*. Applications by HUFs would be considered at par with those from individuals;



- Companies, Corporate Bodies and Societies registered under the applicable laws in India and authorized to invest in the Equity Shares under their respective constitutional and charter documents;
- Mutual Funds registered with SEBI;
- Eligible NRIs on a repatriation basis or on a non-repatriation basis, subject to applicable laws. NRIs other than Eligible NRIs are not eligible to participate in this Issue;
- Indian Financial Institutions, scheduled commercial banks, regional rural banks, co-operative banks (subject to RBI permission, and the SEBI Regulations and other laws, as applicable);
- FIIs and sub-accounts registered with SEBI, other than a sub-account which is a foreign corporate or a foreign individual under the QIB Portion;
- Limited Liability Partnerships (LLPs) registered in India and authorized to invest in equity shares;
- Sub-accounts of FIIs registered with SEBI, which are foreign corporates or foreign individuals only under the Non-Institutional applicants category;
- Venture Capital Funds registered with SEBI;
- Foreign Venture Capital Investors registered with SEBI;
- State Industrial Development Corporations;
- Trusts/societies registered under the Societies Registration Act, 1860, as amended, or under any other law relating to Trusts and who are authorized under their constitution to hold and invest in equity shares;
- Scientific and/or Industrial Research Organizations authorized to invest in equity shares;
- Insurance Companies registered with Insurance Regulatory and Development Authority, India;
- Provident Funds with minimum corpus of Rs. 2,500 Lakhs and who are authorized under their constitution to hold and invest in equity shares;
- Pension Funds with minimum corpus of Rs. 2,500 Lakhs and who are authorized under their constitution to hold and invest in equity shares;
- Multilateral and Bilateral Development Financial Institutions;
- National Investment Fund set up by resolution no. F. No. 2/3/2005-DDII dated November 23, 2005 of Government of India published in the Gazette of India;
- Insurance funds set up and managed by army, navy or air force of the Union of India

As per the existing regulations, OCBs cannot participate in this Issue.

PARTICIPATION BY ASSOCIATES OF LM

The LM shall not be entitled to subscribe to this Issue in any manner except towards fulfilling their underwriting obligations. However, associates and affiliates of the LM may subscribe to Equity Shares in the Issue, either in the QIB Portion and Non-Institutional Portion where the allotment is on a proportionate basis.

AVAILABILITY OF PROSPECTUS AND APPLICATION FORMS

The Memorandum Form 2A containing the salient features of the Prospectus together with the Application Forms and copies of the Prospectus may be obtained from the Registered Office of our Company, Lead Manager to the Issue, Registrar to the Issue and the collection Centres of the Bankers to the Issue, as mentioned in the Application



Form. The application forms may also be downloaded from the website of National Stock Exchange of India Limited i.e. www.nseindia.com.

OPTION TO SUBSCRIBE IN THE ISSUE

- a) Investors will get the allotment of Equity Shares in dematerialization form only.
- b) The Equity Shares, on allotment, shall be traded on Stock Exchange in demat segment only.
- c) A single Application Form from any investor shall not exceed the investment limit/minimum number of specified securities that can be held by him/her/it under the relevant regulations/statutory guidelines.

APPLICATION BY INDIAN PUBLIC INCLUDING ELIGIBLE NRIS APPLYING ON NON REPATRIATION

Application must be made only in the names of individuals, limited companies or Statutory Corporations/institutions and not in the names of minors, foreign nationals, non-residents (except for those applying on non-repatriation), trusts, (unless the trust is registered under the Societies Registration Act, 1860 or any other applicable trust laws and is authorized under its constitution to hold shares and debentures in a company), Hindu undivided families, partnership firms or their nominees. In case of HUF's application shall be made by the Karta of the HUF. An applicant in the Net Public Category cannot make an application for that number of Equity Shares exceeding the number of Equity Shares offered to the public.

APPLICATION BY MUTUAL FUNDS

As per the current regulations, the following restrictions are applicable for investments by mutual funds:

No mutual fund scheme shall invest more than 10% of its net asset value in the Equity Shares or equity related instruments of any Company provided that the limit of 10% shall not be applicable for investments in index funds or sector or industry specific funds. No mutual fund under all its schemes should own more than 10% of any Company's paid up share capital carrying voting rights.

In case of a Mutual Fund, a separate Application can be made in respect of each scheme of the Mutual Fund registered with SEBI and such Applications in respect of more than one scheme of the Mutual Fund will not be treated as multiple applications provided that the Applications clearly indicate the scheme concerned for which the Application has been made.

APPLICATIONS BY ELIGIBLE NRIS/FII'S ON REPATRIATION BASIS

Application Forms have been made available for Eligible NRIs at our registered Office. Eligible NRI applicants may please note that only such applications as are accompanied by payment in free foreign exchange shall be considered for Allotment under the reserved category. The eligible NRIs who intend to make payment through Non Resident Ordinary (NRO) accounts shall use the form meant for Resident Indians and should not use the forms meant for the reserved category. Under the Foreign Exchange Management Act, 1999 (FEMA) general permission is granted to the companies vide notification no. FEMA/20/2000 RB dated 03/05/2000 to issue securities to NRI's subject to the terms and conditions stipulated therein. The Companies are required to file the declaration in the prescribed form to the concerned Regional Office of RBI within 30 days from the date of issue of shares for allotment to NRI's on repatriation basis. Allotment of Equity Shares to Non Resident Indians shall be subject to the prevailing Reserve Bank of India Guidelines. Sale proceeds of such investments in Equity Shares will be allowed to be repatriated along with the income thereon subject to permission of the RBI and subject to the Indian Tax Laws and regulations and any other applicable laws. The Company does not require approvals from FIPB or RBI for the issue of equity shares to eligible NRIs, FIIs, Foreign Venture Capital Investors registered with SEBI and multilateral and bilateral development financial institutions.



AS PER THE CURRENT REGULATIONS, THE FOLLOWING RESTRICTIONS ARE APPLICABLE FOR INVESTMENTS BY FIIS:

- The issue of Equity Shares to a single FII should not exceed 10% of our post-Issue paid-up capital. In respect of an FII investing in the Equity Shares on behalf of its sub-accounts, the investment on behalf of each sub-account shall not exceed 10% of our total issued capital of the Company or 5% of the total issued capital, in case such sub-account is a foreign corporate or an individual. In accordance with the foreign investment limits applicable to our Company, such investment must be made out of funds raised or collected or brought from outside India through normal banking channels and the investment must not exceed the overall ceiling specified for FIIs. Under the portfolio investment scheme, the aggregate issue of equity shares to FIIs and their sub-accounts should not exceed 24% of post-issue paid-up equity capital of a company. However, this limit can be increased to the permitted sectoral cap/statutory limit, as applicable to our Company after obtaining approval of its Board of Directors followed by a special resolution to that effect by its shareholders in their general meeting. As on the date of this Draft Prospectus, no such resolution has been recommended to the shareholders of our Company for adoption.
- Subject to compliance with all applicable Indian laws, rules, regulations guidelines and approvals in terms of Regulation 15A(1) of the SEBI (Foreign Institutional Investors) Regulations 1995, as amended, by the SEBI (Foreign Institutional Investors)(Amendment) Regulations, 2008 ('SEBI FII Regulations'), an FII, as defined in the SEBI FII Regulations, or its sub account may issue, deal or hold, off shore derivative instruments (defined under the SEBI FII Regulations, as any instrument, by whatever name called, which is issued overseas by a foreign institutional investor against securities held by it that are listed or proposed to be listed on any recognized stock exchange in India, as its underlying) directly or indirectly, only in the event (i) such offshore derivative instruments are issued only to persons who are regulated by an appropriate foreign regulatory authority; and (ii) such offshore derivative instruments are issued after compliance with 'know your client' norms. The FII or sub-account is also required to ensure that no further issue or transfer of any offshore derivative instrument issued by it is made to any persons that are not regulated by an appropriate foreign regulatory authority as defined under the SEBI FII Regulations. Associates and affiliates of the underwriters including the LM that are FIIs may issue offshore derivative instruments against Equity Shares Allotted to them in the Issue. Any such offshore derivative instrument does not constitute any obligation or claim or claim on or an interest in, our Company.

In case of FII's in NRI/FII Portion, number of Equity Shares applied shall not exceed issue size.

APPLICATIONS BY SEBI REGISTERED ALTERNATIVE INVESTMENT FUND (AIF), VENTURE CAPITAL FUNDS AND FOREIGN VENTURE CAPITAL INVESTORS

The SEBI (Venture Capital) Regulations, 1996 and the SEBI (Foreign Venture Capital Investor) Regulations, 2000 prescribe investment restrictions on venture capital funds and foreign venture capital investors registered with SEBI. As per the current regulations, the following restrictions are applicable for SEBI registered venture capital funds and foreign venture capital investors:

Accordingly, the holding by any individual venture capital fund registered with SEBI in one company should not exceed 25% of the corpus of the venture capital fund; a Foreign Venture Capital Investor can invest its entire funds committed for investments into India in one company. Further, Venture Capital Funds and Foreign Venture Capital Investor can invest only up to 33.33% of the funds available for investment by way of subscription to an Initial Public Offer.

The SEBI (Alternative Investment Funds) Regulations, 2012 prescribes investment restrictions for various categories of AIF's.



The category I and II AIFs cannot invest more than 25% of the corpus in one Investee Company. A category III AIF cannot invest more than 10% of the corpus in one Investee Company. A venture capital fund registered as a category I AIF, as defined in the SEBI 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.

APPLICATIONS BY LIMITED LIABILITY PARTNERSHIPS

In case of applications made by limited liability partnerships registered under the Limited Liability Partnership Act, 2008, a certified copy of certificate of registration issued under the Limited Liability Partnership Act, 2008, must be attached to the Application Form. Failing this, our Company reserves the right to reject any application, without assigning any reason thereof.

APPLICATIONS BY INSURANCE COMPANIES

In case of applications made by insurance companies registered with the IRDA, a certified copy of certificate of registration issued by IRDA must be attached to the Application Form. Failing this, our Company reserves the right to reject any application, without assigning any reason thereof. The exposure norms for insurers, prescribed under the Insurance Regulatory and Development Authority (Investment) Regulations, 2000, as amended (the “IRDA Investment Regulations”), are broadly set forth below:

- (a) equity shares of a company: the least of 10% of the investee company’s subscribed capital (face value) or 10% of the respective fund in case of life insurer or 10% of investment assets in case of general insurer or reinsurer;
- (b) the entire group of the investee company: the least of 10% of the respective fund in case of a life insurer or 10% of investment assets in case of a general insurer or reinsurer (25% in case of ULIPS); and
- (c) The industry sector in which the investee company operates: 10% of the insurer’s total investment exposure to the industry sector (25% in case of ULIPS).

In addition, the IRDA partially amended the exposure limits applicable to investments in public limited companies in the infrastructure and housing sectors on December 26, 2008, providing, among other things, that the exposure of an insurer to an infrastructure company may be increased to not more than 20%, provided that in case of equity investment, a dividend of not less than 4% including bonus should have been declared for at least five preceding years. This limit of 20% would be combined for debt and equity taken together, without sub ceilings.

Further, investments in equity including preference shares and the convertible part of debentures shall not exceed 50% of the exposure norms specified under the IRDA Investment Regulations.

APPLICATION BY PROVIDENT FUNDS/ PENSION FUNDS

In case of applications made by provident funds/pension funds, subject to applicable laws, with minimum corpus of Rs. 2,500 Lakhs, a certified copy of certificate from a chartered accountant certifying the corpus of the provident fund/ pension fund must be attached to the Application Form. Failing this, our Company reserves the right to reject any application, without assigning any reason thereof.

APPLICATION UNDER POWER OF ATTORNEY

In case of applications made pursuant to a power of attorney by limited companies, corporate bodies, registered societies, FIIs, Mutual Funds, insurance companies and provident funds with minimum corpus of Rs. 2,500 Lakhs (subject to applicable law) and pension funds with a minimum corpus of Rs. 2,500 Lakhs a certified copy of the power of attorney or the relevant resolution or authority, as the case may be, along with a certified copy of the memorandum of association and articles of association and/or bye laws must be lodged with the Application Form. Failing this, our Company reserves the right to accept or reject any application in whole or in part, in either case, without assigning any reason therefore.



In addition to the above, certain additional documents are required to be submitted by the following entities:

- (a) With respect to applications by VCFs, FVCIs, FIIs and Mutual Funds, a certified copy of their SEBI registration certificate must be lodged along with the Application Form. Failing this, our Company reserves the right to accept or reject any application, in whole or in part, in either case without assigning any reasons thereof.
- (b) With respect to applications by insurance companies registered with the Insurance Regulatory and Development Authority, in addition to the above, a certified copy of the certificate of registration issued by the Insurance Regulatory and Development Authority must be lodged with the Application Form as applicable. Failing this, our Company reserves the right to accept or reject any application, in whole or in part, in either case without assigning any reasons thereof.
- (c) With respect to applications made by provident funds with minimum corpus of Rs. 2,500 Lakhs (subject to applicable law) and pension funds with a minimum corpus of Rs. 2,500 Lakhs, a certified copy of a certificate from a chartered accountant certifying the corpus of the provident fund/pension fund must be lodged along with the Application Form. Failing this, our Company reserves the right to accept or reject such application, in whole or in part, in either case without assigning any reasons thereof.

Our Company in its absolute discretion, reserves the right to relax the above condition of simultaneous lodging of the power of attorney along with the Application Form, subject to such terms and conditions that our Company, the lead manager may deem fit.

Our Company, in its absolute discretion, reserves the right to permit the holder of the power of attorney to request the Registrar to the Issue that, for the purpose of printing particulars on the refund order and mailing of the Allotment Advice / CANs / refund orders / letters notifying the unblocking of the bank accounts of ASBA applicants, the Demographic Details given on the Application Form should be used (and not those obtained from the Depository of the application). In such cases, the Registrar to the Issue shall use Demographic Details as given on the Application Form instead of those obtained from the Depositories.

The above information is given for the benefit of the Applicants. The Company and the LM are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Draft Prospectus. Applicants are advised to make their independent investigations and ensure that the number of Equity Shares applied for do not exceed the applicable limits under laws or regulations.

MAXIMUM AND MINIMUM APPLICATION SIZE

a) For Retail Individual Applicants

The Application must be for a minimum of 4,000 Equity Shares. As the Application Price payable by the Applicant cannot exceed Rs. 2,00,000, they can make Application for only minimum Application size i.e. for 4,000 Equity Shares.

b) For Other Applicants (Non Institutional Applicants and QIBs):

The Application must be for a minimum of such number of Equity Shares such that the Application Amount exceeds Rs. 2,00,000 and in multiples of 4,000 Equity Shares thereafter. An Application cannot be submitted for more than the Issue Size. However, the maximum Application by a QIB investor should not exceed the investment limits prescribed for them by applicable laws. Under existing SEBI Regulations, a QIB Applicant cannot withdraw its Application after the Issue Closing Date and is required to pay 100% QIB Margin upon submission of Application. In case of revision in Applications, the Non Institutional Applicants, who are individuals, have to ensure that the Application Amount is greater than Rs. 2,00,000 for being considered for allocation in the Non Institutional Portion.



Applicants are advised to ensure that any single Application from them does not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law or regulation or as specified in this Draft Prospectus.

INFORMATION FOR THE APPLICANTS

- a) Our Company will file the Prospectus with the Registrar of Companies, National Capital Territory of Delhi and Haryana at least 3 (three) days before the Issue Opening Date.
- b) The LM will circulate copies of the Prospectus along with the Application Form to potential investors.
- c) Any investor (who is eligible to invest in our Equity Shares) who would like to obtain the Prospectus and/ or the Application Form can obtain the same from our Registered Office or from the office of the LM.
- d) Applicants who are interested in subscribing for the Equity Shares should approach the LM or their authorized agent(s) to register their Applications.
- e) Applications made in the Name of Minors and/or their nominees shall not be accepted.
- f) Applicants are requested to mention the application form number on the reverse of the instrument to avoid misuse of instrument submitted along with the application for shares. Applicants are advised in their own interest, to indicate the name of the bank and the savings or current a/c no in the application form. In case of refund, the refund order will indicate these details after the name of the payee. The refund order will be sent directly to the payee's address.

INSTRUCTIONS FOR COMPLETING THE APPLICATION FORM

The Applications should be submitted on the prescribed Application Form and in BLOCK LETTERS in ENGLISH only in accordance with the instructions contained herein and in the Application Form. Applications not so made are liable to be rejected. ASBA Application Forms should bear the stamp of the SCSB's. ASBA Application Forms, which do not bear the stamp of the SCSB, will be rejected.

Applicants residing at places where the designated branches of the Banker to the Issue are not located may submit/mail their applications at their sole risk along with Demand payable at New Delhi.

SEBI, vide Circular No. CIR/CFD/14/2012 dated October 04, 2012 has introduced an additional mechanism for investors to submit application forms in public issues using the stock broker ("broker") network of Stock Exchanges, who may not be syndicate members in an issue with effect from January 1, 2013. The list of Broker Centre is available on the websites of National Stock Exchange of India Limited i.e. www.nseindia.com.

APPLICANT'S DEPOSITORY ACCOUNT AND BANK DETAILS

Please note that, providing bank account details in the space provided in the application form is mandatory and applications that do not contain such details are liable to be rejected.

Applicants should note that on the basis of name of the Applicants, Depository Participant's name, Depository Participant Identification number and Beneficiary Account Number provided by them in the Application Form, the Registrar to the Issue will obtain from the Depository the demographic details including address, Applicants bank account details, MICR code and occupation (hereinafter referred to as 'Demographic Details'). These Bank Account details would be used for giving refunds to the Applicants. Hence, Applicants are advised to immediately update their Bank Account details as appearing on the records of the depository participant. Please note that failure to do so could result in delays in dispatch/ credit of refunds to Applicants at the Applicants sole risk and neither the LM or the Registrar or the Escrow Collection Banks or the SCSB nor the Company shall have any responsibility and undertake any liability for the same. Hence, Applicants should carefully fill in their Depository Account details in the Application Form.



These Demographic Details would be used for all correspondence with the Applicants including mailing of the CANs / Allocation Advice and printing of Bank particulars on the refund orders or for refunds through electronic transfer of funds, as applicable. The Demographic Details given by Applicants in the Application Form would not be used for any other purpose by the Registrar to the Issue.

By signing the Application Form, the Applicant would be deemed to have authorized the depositories to provide, upon request, to the Registrar to the Issue, the required Demographic Details as available on its records.

BASIS OF ALLOTMENT

Allotment will be made in consultation with the NSE EMERGE Platform (The Designated Stock Exchange). In the event of oversubscription, the allotment will be made on a proportionate basis in marketable lots as set forth here:

1. The total number of Shares to be allocated to each category as a whole shall be arrived at on a proportionate basis i.e. the total number of Shares applied for in that category multiplied by the inverse of the over subscription ratio (number of applicants in the category x number of Shares applied for).
2. The number of Shares to be allocated to the successful applicants will be arrived at on a proportionate basis in marketable lots (i.e. Total number of Shares applied for into the inverse of the over subscription ratio).
3. For applications where the proportionate allotment works out to less than 4,000 equity shares the allotment will be made as follows:
 - a) Each successful applicant shall be allotted 4,000 equity shares; and
 - b) The successful applicants out of the total applicants for that category shall be determined by the drawl of lots in such a manner that the total number of Shares allotted in that category is equal to the number of Shares worked out as per (2) above.
4. If the proportionate allotment to an applicant works out to a number that is not a multiple of 4,000 equity shares, the applicant would be allotted Shares by rounding off to the nearest multiple of 4,000 equity shares subject to a minimum allotment of 4,000 equity shares.
5. If the Shares allotted on a proportionate basis to any category is more than the Shares allotted to the applicants in that category, the balance available Shares for allocation shall be first adjusted against any category, where the allotted Shares are not sufficient for proportionate allotment to the successful applicants in that category, the balance Shares, if any, remaining after such adjustment will be added to the category comprising of applicants applying for the minimum number of Shares. If as a result of the process of rounding off to the nearest multiple of 4000 equity shares, results in the actual allotment being higher than the shares offered, the final allotment may be higher at the sole discretion of the Board of Directors, up to 110% of the size of the offer specified under the Capital Structure mentioned in this Draft Prospectus.
6. The above proportionate allotment of shares in an Issue that is oversubscribed shall be subject to the reservation for small individual applicants as described below:
 - a) As the retail individual investor category is entitled to more than fifty percent on proportionate basis, the retail individual investors shall be allocated that higher percentage.
 - b) The balance net offer of shares to the public shall be made available for allotment to
 - i. Individual applicants other than retails individual investors and
 - ii. Other investors, including Corporate Bodies/ Institutions irrespective of number of shares applied for.
 - c) The unsubscribed portion of the net offer to any one of the categories specified in a) or b) shall/may be made available for allocation to applicants in the other category, if so required.



'Retail Individual Investor' means an investor who applies for shares of value of not more than Rs. 2,00,000/-. Investors may note that in case of over subscription allotment shall be on proportionate basis and will be finalized in consultation with NSE.

The Executive Director / Managing Director of NSE – the Designated Stock Exchange in addition to Lead Manager and Registrar to the Public Issue shall be responsible to ensure that the basis of allotment is finalized in a fair and proper manner in accordance with the SEBI (ICDR) Regulations.

REFUNDS

In case of Applicants receiving refunds through electronic transfer of funds, delivery of refund orders/ allocation advice/ CANs may get delayed if the same once sent to the address obtained from the depositories are returned undelivered. In such an event, the address and other details given by the Applicant in the Application Form would be used only to ensure dispatch of refund orders. Please note that any such delay shall be at the Applicants sole risk and neither the Company, the Registrar, Escrow Collection Bank(s) nor the LM shall be liable to compensate the Applicant for any losses caused to the Applicant due to any such delay or liable to pay any interest for such delay.

In case no corresponding record is available with the Depositories, which matches three parameters, namely, names of the Applicants (including the order of names of joint holders), the Depository Participant's identity (DP ID) and the beneficiary's identity, then such Applications are liable to be rejected.

The Company in its absolute discretion, reserves the right to permit the holder of the power of attorney to request the Registrar that for the purpose of printing particulars on the refund order and mailing of the refund order/ CANs/ allocation advice/ refunds through electronic transfer of funds, the Demographic Details given on the Application Form should be used (and not those obtained from the Depository of the Applicant). In such cases, the Registrar shall use Demographic Details as given in the Application Form instead of those obtained from the depositories.

Refunds, dividends and other distributions, if any, will be payable in Indian Rupees only and net of bank charges and/ or commission. In case of Applicants who remit money through Indian Rupee s purchased abroad, such payments in Indian Rupees will be converted into US Dollars or any other freely convertible currency as may be permitted by the RBI at the rate of exchange prevailing at the time of remittance and will be dispatched by registered post or if the Applicants so desire, will be credited to their NRE accounts, details of which should be furnished in the space provided for this purpose in the Application Form. The Company will not be responsible for loss, if any, incurred by the Applicant on account of conversion of foreign currency.

As per the RBI regulations, OCBs are not permitted to participate in the Issue.

There is no reservation for Non Residents, NRIs, FIIs and foreign venture capital funds and all Non Residents, NRI, FII and Foreign Venture Capital Funds applicants will be treated on the same basis with other categories for the purpose of allocation.

TERMS OF PAYMENT / PAYMENT INSTRUCTIONS

The entire Issue Price of Rs. 30/- per share is payable on application. In case of allotment of lesser number of Equity shares than the number applied, The Company shall refund the excess amount paid on Application to the Applicants.

Payments should be made by cheque, or demand drawn on any Bank (including a Co operative Bank), which is situated at, and is a member of or sub member of the bankers' clearing house located at the centre where the Application Form is submitted. Outstation cheques/ bank drafts drawn on banks not participating in the clearing process will not be accepted and applications accompanied by such cheques or bank drafts are liable to be rejected.

Cash/ Stockinvest/ Money Orders/ Postal orders will not be accepted.



A separate Cheque or Bank Draft should accompany each application form. Applicants should write the Share Application Number on the back of the Cheque / Draft. Outstation Cheques will not be accepted and applications accompanied by such cheques drawn on outstation banks are liable for rejection. Money Orders / Postal Notes will not be accepted.

Each Applicant shall draw a cheque or demand for the amount payable on the Application and/ or on allocation/ Allotment as per the following terms:

1. The payment instruments for payment into the Escrow Account should be drawn in favour of:
 - Indian Public including eligible NRIs applying on non-repatriation basis: 'Fourth Dimension Solutions Limited –Public Issue – R'.
 - In case of Non Resident Retail Applicants applying on repatriation basis: 'Fourth Dimension Solutions Limited – Public Issue – NR'
2. In case of Application by NRIs applying on repatriation basis, the payments must be made through Indian Rupees purchased abroad or cheques or bank drafts, for the amount payable on application remitted through normal banking channels or out of funds held in Non Resident External (NRE) Accounts or Foreign Currency Non Resident (FCNR) Accounts, maintained with banks authorized to deal in foreign exchange in India, along with documentary evidence in support of the remittance. Payment will not be accepted out of Non Resident Ordinary (NRO) Account of Non Resident Applicant applying on a repatriation basis. Payment by drafts should be accompanied by bank certificate confirming that the draft has been issued by debiting to NRE Account or FCNR Account.
3. Where an Applicant has been allocated a lesser number of Equity Shares than the Applicant has applied for, the excess amount, if any, paid on Application, after adjustment towards the balance amount payable by the Pay In Date on the Equity Shares allocated will be refunded to the Applicant from the Refund Account.
4. On the Designated Date and no later than 12 days from the Issue Closing Date, the Escrow Collection Bank shall also refund all amounts payable to unsuccessful Applicants and also the excess amount paid on Application, if any, after adjusting for allocation / Allotment to the Applicants.

PAYMENT BY STOCK INVEST

In terms of the Reserve Bank of India Circular No.DBOD No. FSC BC 42/ 24.47.00/ 2003 04 dated November 5, 2003; the option to use the stock invest instrument in lieu of cheques or bank drafts for payment of Application money has been withdrawn. Hence, payment through stock invest would not be accepted in this Issue.

GENERAL INSTRUCTIONS

Do's:

- Check if you are eligible to apply;
- Read all the instructions carefully and complete the applicable Application Form;
- Ensure that the details about Depository Participant and Beneficiary Account are correct as Allotment of Equity Shares will be in the dematerialized form only;
- Each of the Applicants should mention their Permanent Account Number (PAN) allotted under the Income Tax Act, 1961;
- Ensure that the Demographic Details (as defined herein below) are updated, true and correct in all respects;
- Ensure that the name(s) given in the Application Form is exactly the same as the name(s) in which the beneficiary account is held with the Depository Participant.



Don'ts:

- Do not apply for lower than the minimum Application size;
- Do not apply at a Price Different from the Price Mentioned herein or in the Application Form
- Do not apply on another Application Form after you have submitted an Application to the Bankers of the Issue.
- Do not pay the Application Price in cash, by money order or by postal order or by stock invest;
- Do not send Application Forms by post; instead submit the same to the Selected Branches / Offices of the Banker to the Issue.
- Do not fill up the Application Form such that the Equity Shares applied for exceeds the Issue Size and/ or investment limit or maximum number of Equity Shares that can be held under the applicable laws or regulations or maximum amount permissible under the applicable regulations;
- Do not submit the GIR number instead of the PAN as the Application is liable to be rejected on this ground.

OTHER INSTRUCTIONS

Joint Applications in the case of Individuals

Applications may be made in single or joint names (not more than three). In the case of joint Applications, all payments will be made out in favour of the Applicant whose name appears first in the Application Form or Revision Form. All communications will be addressed to the First Applicant and will be dispatched to his or her address as per the Demographic Details received from the Depository.

Multiple Applications

An Applicant should submit only one Application (and not more than one) for the total number of Equity Shares required. Two or more Applications will be deemed to be multiple Applications if the sole or First Applicant is one and the same.

In this regard, the procedures which would be followed by the Registrar to the Issue to detect multiple applications are given below:

- (i) All applications are electronically strung on first name, address (1st line) and applicant's status. Further, these applications are electronically matched for common first name and address and if matched, these are checked manually for age, signature and father/ husband's name to determine if they are multiple applications
- (ii) Applications which do not qualify as multiple applications as per above procedure are further checked for common DP ID/ beneficiary ID. In case of applications with common DP ID/ beneficiary ID, are manually checked to eliminate possibility of data entry error to determine if they are multiple applications.
- (iii) Applications which do not qualify as multiple applications as per above procedure are further checked for common PAN. All such matched applications with common PAN are manually checked to eliminate possibility of data capture error to determine if they are multiple applications.

In case of a mutual fund, a separate Application can be made in respect of each scheme of the mutual fund registered with SEBI and such Applications in respect of more than one scheme of the mutual fund will not be treated as multiple Applications provided that the Applications clearly indicate the scheme concerned for which the Application has been made.

In cases where there are more than 20 valid applications having a common address, such shares will be kept in abeyance, post allotment and released on confirmation of 'know your client' norms by the depositories. The Company reserves the right to reject, in our absolute discretion, all or any multiple Applications in any or all categories.



PERMANENT ACCOUNT NUMBER OR PAN

Pursuant to the circular MRD/DoP/Circ 05/2007 dated April 27, 2007, SEBI has mandated Permanent Account Number ('PAN') to be the sole identification number for all participants transacting in the securities market, irrespective of the amount of the transaction w.e.f. July 2, 2007. Each of the Applicants should mention his/her PAN allotted under the IT Act. **Applications without this information will be considered incomplete and are liable to be rejected.** It is to be specifically noted that Applicants should not submit the GIR number instead of the PAN, as the Application is liable to be rejected on this ground.

RIGHT TO REJECT APPLICATIONS

In case of QIB Applicants, the Company in consultation with the LM may reject Applications provided that the reasons for rejecting the same shall be provided to such Applicant in writing. In case of Non Institutional Applicants, Retail Individual Applicants who applied, the Company has a right to reject Applications based on technical grounds.

GROUND FOR REJECTIONS

Applicants are advised to note that Applications are liable to be rejected inter alia on the following technical grounds:

- Amount paid does not tally with the amount payable for the Equity Shares applied for;
- In case of partnership firms, Equity Shares may be registered in the names of the individual partners and no firm as such shall be entitled to apply;
- Application by persons not competent to contract under the Indian Contract Act, 1872 including minors, insane persons;
- PAN not mentioned in the Application Form;
- GIR number furnished instead of PAN;
- Applications for lower number of Equity Shares than specified for that category of investors;
- Applications at a price other than the Fixed Price of The Issue;
- Applications for number of Equity Shares which are not in multiples of 4000;
- Category not ticked;
- Multiple Applications as defined in this Draft Prospectus;
- In case of Application under power of attorney or by limited companies, corporate, trust etc., where relevant documents are not submitted;
- Applications accompanied by Stockinvest/ money order/ postal order/ cash;
- Signature of sole Applicant is missing;
- Application Forms are not delivered by the Applicant within the time prescribed as per the Application Forms, Issue Opening Date advertisement and the Prospectus and as per the instructions in the Prospectus and the Application Forms;
- In case no corresponding record is available with the Depositories that matches three parameters namely, names of the Applicants (including the order of names of joint holders), the Depository Participant's identity (DP ID) and the beneficiary's account number;



- Applications for amounts greater than the maximum permissible amounts prescribed by the regulations;
- Applications where clear funds are not available in the Escrow Account as per the final certificate from the Escrow Collection Bank(s);
- Applications by OCBs;
- Applications by US persons other than in reliance on Regulation S or “qualified institutional buyers” as defined in Rule 144A under the Securities Act;
- Applications not duly signed by the sole Applicant;
- Applications by any persons outside India if not in compliance with applicable foreign and Indian laws;
- Applications that do not comply with the securities laws of their respective jurisdictions are liable to be rejected;
- Applications by persons prohibited from buying, selling or dealing in the shares directly or indirectly by SEBI or any other regulatory authority;
- Applications by persons who are not eligible to acquire Equity Shares of the Company in terms of all applicable laws, rules, regulations, guidelines, and approvals;
- Applications or revisions thereof by QIB Applicants, Non Institutional Applicants where the Application Amount is in excess of Rs. 2,00,000, received after 4.00 pm on the Issue Closing Date;

IMPERSONATION

Attention of the applicants 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 of Companies Act, 2013 and shall be treated as Fraud.

SIGNING OF UNDERWRITING AGREEMENT

Vide an Underwriting agreement dated September 7, 2015 this issue is 100% Underwritten.

FILING OF THE PROSPECTUS WITH THE ROC

The Company will file a copy of the Prospectus with the Registrar of Companies, National Capital Territory of Delhi and Haryana in terms of Section 32 of Companies Act, 2013.

PRE-ISSUE ADVERTISEMENT

Subject to Section 30 of the Companies Act, 2013 the Company shall, after registering the Prospectus with the RoC, publish a pre-Issue advertisement, in the form prescribed by the SEBI Regulations, in one widely circulated English language national daily newspaper; one widely circulated Hindi language national daily newspaper and one regional newspaper with wide circulation.



DESIGNATED DATE AND ALLOTMENT OF EQUITY SHARES

The Company will issue and dispatch letters of allotment/ securities certificates and/ or letters of regret along with refund order or credit the allotted securities to the respective beneficiary accounts, if any within a period of 12 working days of the Issue Closing Date.

In case the Company issues Letters of allotment, the corresponding Security Certificates will be kept ready within two months from the date of allotment thereof or such extended time as may be approved by the Company Law Board under Section 56 of the Companies Act, 2013 or other applicable provisions, if any.

Allottees are requested to preserve such Letters of Allotment, which would be exchanged later for the Security Certificates. After the funds are transferred from the Escrow Account to the Public Issue Account on the Designated Date, the Company would ensure the credit to the successful Applicants depository account. Allotment of the Equity Shares to the allottees shall be within two working days of the date of Allotment. Investors are advised to instruct their Depository Participant to accept the Equity Shares that may be allocated/ Allotted to them pursuant to this Issue.

Applicants to whom refunds are made through electronic transfer of funds will be sent a letter intimating them about the mode of credit of refund within 15 working days of closure of Issue.

The Company will provide adequate funds required for dispatch of refund orders or allotment advice to the Registrar to the Issue.

Refunds will be made by cheques, pay orders or demand s drawn on a bank appointed by us, as Refund Banker and payable at par at places where applications are received. Bank charges, if any, for encashing such cheques, pay orders or demand s at other centres will be payable by the Applicants.

PAYMENT OF REFUND

Applicants must note that on the basis of name of the Applicants, Depository Participant's name, DP ID, Beneficiary Account number provided by them in the Application Form, the Registrar will obtain, from the Depositories, the Applicants' bank account details, including the nine digit Magnetic Ink Character Recognition ('MICR') code as appearing on a cheque leaf. Hence Applicants are advised to immediately update their bank account details as appearing on the records of the Depository Participant. Please note that failure to do so could result in delays in dispatch of refund order or refunds through electronic transfer of funds, as applicable, and any such delay shall be at the Applicants' sole risk and neither the Company, the Registrar, Escrow Collection Bank(s), Bankers to the Issue nor the LM shall be liable to compensate the Applicants for any losses caused to the Applicant due to any such delay or liable to pay any interest for such delay.

Mode of making refunds

The payment of refund, if any, would be done through various modes as given hereunder:

1. **ECS (Electronic Clearing System)** – Payment of refund would be done through ECS for applicants having an account at any of the centres where such facility has been made available. This mode of payment of refunds would be subject to availability of complete bank account details including the MICR code as appearing on a cheque leaf, from the Depositories. The payment of refunds is mandatory for applicants having a bank account at any of such centres, except where the applicant, being eligible, opts to receive refund through NEFT, direct credit or RTGS.
2. **Direct Credit** – Applicants having bank accounts with the Refund Banker(s), as mentioned in the Application Form, shall be eligible to receive refunds through direct credit. Charges, if any, levied by the Refund Bank(s) for the same would be borne by the Company.



3. **RTGS (Real Time Gross Settlement)** – Applicants having a bank account at any of the centres where such facility has been made available and whose refund amount exceeds Rs. 10.00 Lakhs, have the option to receive refund through RTGS. Such eligible applicants who indicate their preference to receive refund through RTGS are required to provide the IFSC code in the application Form. In the event the same is not provided, refund shall be made through ECS. Charges, if any, levied by the Refund Bank(s) for the same would be borne by the Company. Charges, if any, levied by the applicant's bank receiving the credit would be borne by the applicant.
4. **NEFT (National Electronic Fund Transfer)** – Payment of refund shall be undertaken through NEFT wherever the applicants' bank has been assigned the Indian Financial System Code (IFSC), which can be linked to a Magnetic Ink Character Recognition (MICR), if any, available to that particular bank branch. IFSC Code will be obtained from the website of RBI as on a date immediately prior to the date of payment of refund, duly mapped with MICR numbers. Wherever the applicants have registered their nine digit MICR number and their bank account number while opening and operating the demat account, the same will be duly mapped with the IFSC Code of that particular bank branch and the payment of refund will be made to the applicants through this method. The process flow in respect of refunds by way of NEFT is at an evolving stage and hence use of NEFT is subject to operational feasibility, cost and process efficiency.
5. For all other applicants, including those who have not updated their bank particulars with the MICR code, the refund orders will be through Speed Post/ Registered Post. Such refunds will be made by cheques, pay orders or demand s drawn on the Escrow Collection Banks and payable at par at places where Applications are received. Bank charges, if any, for cashing such cheques, pay orders or demand s at other centres will be payable by the Applicants.

DISPOSAL OF APPLICATIONS AND APPLICATION MONEYS AND INTEREST IN CASE OF DELAY

The Company shall ensure the dispatch of Allotment advice, refund orders (except for Applicants who receive refunds through electronic transfer of funds) and give benefit to the beneficiary account with Depository Participants and submit the documents pertaining to the Allotment to the Stock Exchange within two working days of date of Allotment of Equity Shares.

In case of applicants who receive refunds through ECS, direct credit or RTGS, the refund instructions will be given to the clearing system within 15 days from the Issue Closing Date. A suitable communication shall be sent to the Applicants receiving refunds through this mode within 15 working days of Issue Closing Date, giving details of the bank where refunds shall be credited along with amount and expected date of electronic credit of refund.

The Company shall use best efforts to ensure that all steps for completion of the necessary formalities for listing and commencement of trading at NSE EMERGE Platform where the Equity Shares are proposed to be listed are taken within seven working days of Allotment.

In accordance with the Companies Act, the requirements of the Stock Exchange and the SEBI Regulations, the Company further undertakes that:

1. Allotment of Equity Shares shall be made within 12 (Twelve) working days of the Issue Closing Date;
2. Dispatch of refund orders or in a case where the refund or portion thereof is made in electronic manner, the refund instructions are given to the clearing system within 12 (Twelve) working days of the Issue Closing Date would be ensured; and
3. The Company shall pay interest at 15% p.a. for any delay beyond the 15 (Fifteen) working days time period from the Issue Closing Date, if Allotment is not made and refund orders are not dispatched or if, in a case where the refund or portion thereof is made in electronic manner, the refund instructions have not been given to the clearing system in the disclosed manner and/ or demat credits are not made to investors within the 12 (Twelve) working days prescribed above.



UNDERTAKINGS BY OUR COMPANY

The Company undertakes the following:

1. That the complaints received in respect of this Issue shall be attended to by us expeditiously;
2. That all steps will be taken for the completion of the necessary formalities for listing and commencement of trading at the Stock Exchange where the Equity Shares are proposed to be listed within seven working days of finalization of the basis of Allotment;
3. That funds required for making refunds to unsuccessful applicants as per the mode(s) disclosed shall be made available to the Registrar to the Issue by the Issuer;
4. That where refunds are made through electronic transfer of funds, a suitable communication shall be sent to the applicant within 15 working days of the Issue Closing Date, as the case may be, giving details of the bank where refunds shall be credited along with amount and expected date of electronic credit of refund;
5. That the certificates of the securities/ refund orders to the non-resident Indians shall be dispatched within specified time; and
6. That no further issue of Equity Shares shall be made till the Equity Shares offered through this Draft Prospectus are listed or until the Application monies are refunded on account of non-listing, under subscription etc.
7. that adequate arrangements shall be made to collect all Applications Supported by Blocked Amount and to consider them similar to non- ASBA applications while finalizing the basis of allotment

UTILIZATION OF ISSUE PROCEEDS

Our Board certifies that:

1. All monies received out of the Issue shall be credited/ transferred to a separate bank account other than the bank account referred to in Section 40 of the Companies Act, 2013;
2. Details of all monies utilized out of the issue referred to in point 1 above shall be disclosed and continued to be disclosed till the time any part of the issue proceeds remains unutilized under an appropriate separate head in the balance-sheet of the issuer indicating the purpose for which such monies had been utilized;
3. Details of all unutilized monies out of the Issue referred to in 1, if any shall be disclosed under the appropriate head in the balance sheet indicating the form in which such unutilized monies have been invested and
4. Our Company shall comply with the requirements of Clause 52 of the SME Listing Agreement in relation to the disclosure and monitoring of the utilization of the proceeds of the Issue.
5. Our Company shall not have recourse to the Issue Proceeds until the approval for listing and trading of the Equity Shares from the Stock Exchange where listing is sought has been received.

WITHDRAWAL OF THE ISSUE

In accordance with the SEBI (ICDR) Regulations, the Company in consultation with Lead Manager, reserve the right not to proceed with this Issue any time after the Issue Opening Date, without assigning the reasons thereof.

However, if our Company withdraws the Issue after the Issue Closing Date but before allotment, our Company will issue a public notice within two days, providing reasons for not proceeding with the Issue. The LM, through the Registrar to the Issue, will instruct the SCSBs to unblock the ASBA Accounts within one Working Day from the day of receipt of such instruction. The notice of withdrawal will be issued in the same newspapers where the pre-Issue advertisements have appeared and the Stock Exchange will also be informed promptly.

If our Company withdraws the Issue after the Issue Closing Date and thereafter determines that it will proceed with an initial public offering of Equity Shares, our Company shall file a fresh prospectus with stock exchange(s).



EQUITY SHARES IN DEMATERIALIZED FORM WITH NSDL OR CDSL

To enable all shareholders of the Company to have their shareholding in electronic form, the Company will enter into following tripartite agreements with the Depositories and the Registrar and Share Transfer Agent:

- (a) We have entered into tripartite agreement between NSDL, the Company and the Registrar to the Issue on August 28, 2015;
- (b) We are in the process of entering tripartite agreement between CDSL, the Company and the Registrar to the Issue;

The Company's Equity shares bear an ISIN No. INE382T01014

- An Applicant applying for Equity Shares must have at least one beneficiary account with either of the Depository Participants of either NSDL or CDSL prior to making the Application.
- The Applicant must necessarily fill in the details (including the Beneficiary Account Number and Depository Participant's identification number) appearing in the Application Form or Revision Form.
- Allotment to a successful Applicant will be credited in electronic form directly to the beneficiary account (with the Depository Participant) of the Applicant.
- Names in the Application Form or Revision Form should be identical to those appearing in the account details in the Depository. In case of joint holders, the names should necessarily be in the same sequence as they appear in the account details in the Depository.
- If incomplete or incorrect details are given under the heading 'Applicants Depository Account Details' in the Application Form or Revision Form, it is liable to be rejected.
- The Applicant is responsible for the correctness of his or her Demographic Details given in the Application Form vis à vis those with his or her Depository Participant.
- Equity Shares in electronic form can be traded only on the stock exchanges having electronic connectivity with NSDL and CDSL. The Stock Exchange where our Equity Shares are proposed to be listed has electronic connectivity with CDSL and NSDL.
- The allotment and trading of the Equity Shares of the Company would be in dematerialized form only for all investors.

COMMUNICATIONS

All future communications in connection with the Applications made in this Issue should be addressed to the Registrar to the Issue quoting the full name of the sole or First Applicant, Application Form number, Applicants Depository Account Details, number of Equity Shares applied for, date of Application form, name and address of the Banker to the Issue where the Application was submitted and cheque or number and issuing bank thereof and a copy of the acknowledgement slip. Investors can contact the Compliance Officer or the Registrar to the Issue in case of any pre Issue or post Issue related problems such as non-receipt of letters of allotment, credit of allotted shares in the respective beneficiary accounts, refund orders etc.



ISSUE PROCEDURE FOR ASBA (APPLICATION SUPPORTED BY BLOCKED ACCOUNT) APPLICANTS

This section is for the information of investors proposing to subscribe to the Issue through the ASBA process. Our Company and the LM are not liable for any amendments, modifications, or changes in applicable laws or regulations, which may occur after the date of this Draft Prospectus. ASBA Applicants are advised to make their independent investigations and to ensure that the ASBA Application Form is correctly filled up, as described in this section.

The lists of banks that have been notified by SEBI to act as SCSB (Self Certified Syndicate Banks) for the ASBA Process are provided on http://www.sebi.gov.in/cms/sebi_data/attachdocs/1365051213899.html. For details on designated branches of SCSB collecting the Application Form, please refer the above mentioned SEBI link.

ASBA PROCESS

A Resident Retail Individual Investor shall submit his Application through an Application Form, either in physical or electronic mode, to the SCSB with whom the bank account of the ASBA Applicant or bank account utilized by the ASBA Applicant ('ASBA Account') is maintained. The SCSB shall block an amount equal to the Application Amount in the bank account specified in the ASBA Application Form, physical or electronic, on the basis of an authorization to this effect given by the account holder at the time of submitting the Application.

The Application Amount shall remain blocked in the aforesaid ASBA Account until finalization of the Basis of Allotment in the Issue and consequent transfer of the Application Amount against the allocated shares to the ASBA Public Issue Account, or until withdrawal/failure of the Issue or until withdrawal/rejection of the ASBA Application, as the case may be.

The ASBA data shall thereafter be uploaded by the SCSB in the electronic IPO system of the Stock Exchange. Once the Basis of Allotment is finalized, the Registrar to the Issue shall send an appropriate request to the Controlling Branch of the SCSB for unblocking the relevant bank accounts and for transferring the amount allocable to the successful ASBA Applicants to the ASBA Public Issue Account. In case of withdrawal/failure of the Issue, the blocked amount shall be unblocked on receipt of such information from the LM.

ASBA Applicants are required to submit their Applications, either in physical or electronic mode. In case of application in physical mode, the ASBA Applicant shall submit the ASBA Application Form at the Designated Branch of the SCSB. In case of application in electronic form, the ASBA Applicant shall submit the Application Form either through the internet banking facility available with the SCSB, or such other electronically enabled mechanism for applying and blocking funds in the ASBA account held with SCSB, and accordingly registering such Applications.

Who can apply?

In accordance with the SEBI (ICDR) Regulations, 2009 in public issues w.e.f. May 1, 2010 all the investors can apply through ASBA process and w.e.f May 02, 2011, the Non-Institutional applicants and the QIB Applicants have to compulsorily apply through the ASBA Process.

Mode of Payment

Upon submission of an Application Form with the SCSB, whether in physical or electronic mode, each ASBA Applicant shall be deemed to have agreed to block the entire Application Amount and authorized the Designated Branch of the SCSB to block the Application Amount, in the bank account maintained with the SCSB.

Application Amount paid in cash, by money order or by postal order or by stockinvest, or ASBA Application Form accompanied by cash, , money order, postal order or any mode of payment other than blocked amounts in the SCSB bank accounts, shall not be accepted.



After verifying that sufficient funds are available in the ASBA Account, the SCSB shall block an amount equivalent to the Application Amount mentioned in the ASBA Application Form till the Designated Date.

On the Designated Date, the SCSBs shall transfer the amounts allocable to the ASBA Applicants from the respective ASBA Account, in terms of the SEBI Regulations, into the Public Issue Account. The balance amount, if any against the said Application in the ASBA Accounts shall then be unblocked by the SCSBs on the basis of the instructions issued in this regard by the Registrar to the Issue.

The entire Application Amount, as per the Application Form submitted by the respective ASBA Applicants, would be required to be blocked in the respective ASBA Accounts until finalization of the Basis of Allotment in the Issue and consequent transfer of the Application Amount against allocated shares to the Public Issue Account, or until withdrawal/failure of the Issue or until rejection of the ASBA Application, as the case may be.

Unblocking of ASBA Account

On the basis of instructions from the Registrar to the Issue, the SCSBs shall transfer the requisite amount against each successful ASBA Applicant to the Public Issue Account as per the provisions of section 40(3) of the Companies Act, 2013 and shall unblock excess amount, if any in the ASBA Account. However, the Application Amount may be unblocked in the ASBA Account prior to receipt of intimation from the Registrar to the Issue by the Controlling Branch of the SCSB regarding finalization of the Basis of Allotment in the Issue, in the event of withdrawal/failure of the Issue or rejection of the ASBA Application, as the case may be.



RESTRICTION ON FOREIGN OWNERSHIP OF INDIAN SECURITIES

Foreign investment in Indian securities is regulated through the Industrial Policy, 1991 of the Government of India and FEMA. While the Industrial Policy, 1991 prescribes the limits and the conditions subject to which foreign investment can be made in different sectors of the Indian economy, FEMA regulates the precise manner in which such investment may be made. Under the Industrial Policy, unless specifically restricted, foreign investment is freely permitted in all sectors of Indian economy up to any extent and without any prior approvals, but the foreign investor is required to follow certain prescribed procedures for making such investment. Foreign investment is allowed up to 100% under automatic route in our Company.

India's current Foreign Direct Investment ("FDI") Policy issued by the Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, GoI ("DIPP") by circular 1 of 2013, with effect from April 05, 2013 ("Circular 1 of 2013"), consolidates and supersedes all previous press notes, press releases and clarifications on FDI issued by the DIPP. The Government usually updates the consolidated circular on FDI Policy once every Year and therefore, Circular 1 of 2013 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, subject to fulfillment of certain conditions as specified by DIPP / RBI, from time to time. Such conditions include (i) the activities of the investee company are under the automatic route under the foreign direct investment ("FDI") Policy and the non-resident shareholding is within the sectoral limits under the FDI policy; and (ii) the pricing is in accordance with the guidelines prescribed by the SEBI/RBI. Investors are advised to refer to the exact text of the relevant statutory provisions of law before investing and / or subsequent purchase or sale transaction in the Equity Shares of Our Company.

The Equity Shares have not been and will not be registered under the U.S Securities Act of 1933, as amended (U.S. Securities Act") or any state securities laws in the United States and may not be offered or sold within the United States or to, or for the account or benefit of, "U.S. Persons (as defined in Regulation S), except pursuant to exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities laws. Accordingly the Equity Shares are being offered and sold only outside the United States in offshore transaction in reliance on Regulation S under the U.S Securities Act and the applicable laws of the jurisdiction where those offers and sale occur. However the Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Applications may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

The above information is given for the benefit of the Applicants. Our Company and the LM are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Prospectus. Applicants are advised to make their independent investigations and ensure that the Applications are not in violation of laws or regulations applicable to them.



SECTION – VIII

MAIN PROVISIONS OF ARTICLES OF ASSOCIATION

I. INTERPRETATION

1. In these Regulations unless the context otherwise require:—
 - (a) “The Company” or “this Company” means: **FOURTH DIMENSION SOLUTIONS LIMITED.**
 - (b) “The Act” means the “Companies Act, 2013 and every statutory modification or re-enactment thereof and references to Sections of the Act shall be deemed to mean and include references to sections enacted in modification or replacement thereof.
 - (c) “These Regulations” means these Articles of Association as originally framed or as altered, from time to time.
 - (d) “The Office” means the Registered Office for the time being of the Company.
 - (e) “The seal” means the common seal of the Company.
 - (f) Words imparting the singular shall include the plural and vice versa, words imparting the masculine gender shall include the feminine gender and words imparting persons shall include bodies corporate and all other persons recognized by law as such.
 - (g) “Month” means a calendar month and “year” means a financial year respectively.
 - (h) Expressions referring to writing shall be construed as including references to printing, lithography, photography, and other modes of representing or reproducing words in a visible form.
 - (i) Unless the context otherwise requires, the words or expressions contained in these regulations shall bear the same meaning as in the Act or any statutory modifications thereof, in force at the date at which these regulations become binding on the Company.
 - (j) The Company is a "**Public Company**" within the meaning of Section 2(71) of the Companies Act, 2013 and accordingly means a company which—
 - (a) is not a private company;
 - (b) has a minimum paid-up share capital of five lakh rupees or such higher paid-up capital, as may be prescribed
2. The Regulations contained in Table F in Schedule I to the Companies Act, 2013 shall apply to the Company and the Regulations herein contained shall be the regulations for the management of the Company and for the observance of its members and their representatives. They shall be binding on the Company and its members as if they are the terms of an agreement between them.



II. SHARE CAPITAL

3. The Authorized Share Capital of the Company is as mentioned in Clause V of the Memorandum of Association of the Company. The minimum paid-up Capital of the Company is Rs. 5 Lacs (Five Lacs only).
4. Subject to the provisions of these Articles and of the Act, the shares shall be under the control of the Board of Directors, who may allot or otherwise dispose of the same to such persons, on such terms and conditions and at such time as they think fit and with full power to give any person the option to call of or be allotted shares of the Company of any class, either at a premium or at par or at a discount and for such time and for such consideration as the Board of Directors think fit (subject to the provisions of Sections 52 and 53 of the Companies Act, 2013, provided that option or right to call of shares shall not be given to any person except with the sanction of the Company in General Meeting. The Board shall cause to be made the returns as to allotment provided for in Section 39 of the Act.
5.
 - (i) Every person whose name is entered as a member in the register of members shall be entitled to receive within two months after incorporation in case of subscriber to the Memorandum or after allotment or within one month after the application for the registration of transfer or transmission or within such other period as the condition of issue shall be provided,—
 - (a) one certificate for all his shares without payment of any charges, or
 - (b) several certificates, each for one or more of his shares upon payment of twenty rupees for each certificate after the first
 - (ii) Every certificate shall be under the seal and shall specify the shares to which it relates and the amount paid up thereon.
 - (iii) In respect of any share or shares held jointly by several persons, the Company shall not be bound to issue more than one certificate, and delivery of a certificate for a share to one of several joint holders shall be sufficient delivery to all such holders.
6.
 - (i) If any share certificate be worn out, defaced, mutilated or torn or if there be no further space on the back for endorsement of transfer, then upon production and surrender thereof to the company, a new certificate may be issued in lieu thereof, and if any certificate is lost or destroyed then upon proof thereof to the satisfaction of the company and on execution of such indemnity as the company deem adequate, a new certificate in lieu thereof shall be given. Every certificate under this Article shall be issued on payment of twenty rupees for each certificate.
 - (ii) The provisions of Articles (5) and (6) shall *mutatis mutandis* apply to debentures of the company.
7. Subject to Section 89 of the Act, no person shall be recognised by the Company as holding any share upon any trust and the Company shall not be bound by or be compelled in any way to recognise (even when having notice thereof) any equitable, contingent future or partial interest in any share or any interest in any fractional part of a share or any other rights in respect of any share except an absolute right to the entirety thereof in the registered holder



8.

- (i) The Company may exercise the power of paying commission conferred by sub-section(6) of Section 40 of the Companies Act,2013 , provided that the rate per cent or the amount of the commission paid or agreed to be paid shall be disclosed in the manner required by that Section and rule made there under.
- (ii) The rate or amount of the commission shall not exceed the rate or amount prescribed in rule made under sub section (6) of Section 40 of the Act.
- (iii) The commission may be satisfied by the payment of cash or the allotment of fully or partly paid shares or partly in the one way and partly in the other.

9.

- (i) If at any time the share capital is divided into different classes of shares, the right attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may , subject to the provisions of Section 48 of the Act, and whether or not the Company being wound up, be varied with the consent in writing of the holders of three fourth of the issued share of that class, or with the sanction of a special resolution passed at a separate meeting of the holder of the share of that class.
 - (ii) Subject to the provisions of Section 101 of the Act, to every such separate meeting, the provisions of these regulations relating to meetings shall *mutatis mutandis* apply, but so that the necessary quorum shall be five persons at least holding or representing by proxy or one-third of the issued shares of the class in question.
10. The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall not unless otherwise provided by the terms of issue of the shares of that class be deemed to be varied by the creation or issue of further shares ranking *paripassu* therewith.
11. Subject to the provisions of section 55 of the Act, any preference shares may, with the sanction of an ordinary resolution, be issued on the terms that they are to be redeemed on such terms and in such manner as the Company before the issue of the share may, by special resolution determine.

III. LIEN

12. (I) (a) The Company shall have a first and paramount lien upon every share (not being a fully paid up share) for all money (whether presently payable or not) called or payable at a fixed time in respect of that share; and
- (b) on all shares (not being fully paid shares) standing registered in the name of a single person, for all money presently payable by him or his estate to the Company. Provided that the Board of Directors may at any time declare any shares to be wholly or in part to be exempt from the provisions of this article.
- (II) The Company's lien, if any, on a share shall extend to all dividend payable and bonuses declares from time to time in respect of such shares.
- (III) The Company shall have first and paramount lien upon all Shares/Debentures (other than fully paid up Shares/ Debentures) registered in the name of each Member (whether solely or jointly with others) and upon the proceeds of sale thereof, for all moneys (whether presently payable or not) called or payable at a fixed time in respect of such Shares/ Debentures and no equitable interest in any Share shall be created



except upon the footing and condition that this Article will have full effect and such lien shall extend to all dividends and bonuses from time to time declared in respect of such Shares/ Debentures; Unless otherwise agreed the registration of a transfer of Shares/ Debentures shall operate as a waiver of the Company's lien if any, on such Shares/ Debentures. The Directors may at any time declare any Shares/ Debentures wholly or in part exempt from the provisions of this Article.

13. The Company may sell, in such manner as the Board thinks fit, any share on which the Company has a lien provided that no sale shall be made:-

- (a) Unless a sum in respect of which the lien exists is presently payable; or
- (b) until the expiration of thirty days after a notice in writing demanding payment of such part of the amount, in respect of which the lien exists as is presently payable, have 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.

14.

- (i) To give effect to any such sale, the Board may authorize some person to transfer the shares sold to the purchaser thereof.
- (ii) The purchaser shall be registered as the shareholder of the shares comprised in any such transfer.
- (iii) The purchaser shall not be bound to see to the application of the purchase money, nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the sale.

15.

- (i) The proceeds of the sale shall be received by the Company and applied in payment of the whole or a part of the amount in respect of which the lien exist as is presently payable.
- (ii) The residue, if any, shall, subject to a like lien for sums not presently payable as existed upon the shares at the date of sale, be paid to the person entitled to the shares at the date of the sale.

IV. CALLS ON SHARES

16.

- (i) The Board of Directors may, from time to time, make calls upon the members in respect of money unpaid on their shares (whether on account of the nominal value of the shares or by way of premium) and not by the conditions of allotment thereof made payable at fixed times.
- (ii) Each member shall, subject to receiving at least thirty days' notice specifying the time or times and place of payment of the call money pay to the Company at the time or times and place so specified, the amount called on his shares.
- (iii) A call may be revoked or postponed at the discretion of the Board.

17. A call shall be deemed to have been made at the time when the resolution of the Board authorising the call was passed. Call money may be required to be paid by Installments.



18. The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.
- 19.
- (i) If a sum called in respect of a share is not paid before or on the day appointed for payment thereof, the person from whom the sum is due shall pay interest thereon from the day appointed for payment thereof to the time of actual payment at such rate of interest as the Board may determine.
 - (ii) The Board shall be at liberty to waive payment of any such interest wholly or in part.
- 20.
- (i) Any sum which by the terms of issue of a share become payable on allotment or at any fixed date, whether on account of the nominal value of the share or by way of premium, shall for purposes of these regulations, be deemed to be a call duly made and payable on the date on which by the terms of issue such sum becomes payable.
 - (ii) In case of non-payment of such sum, all the relevant provisions of these regulations as to payment of interest and expenses, forfeiture or otherwise shall apply as if such sum had become payable by virtue of a call duly made and notified.
21. The Board:-
- (a) May, if it thinks fit, receive from any member willing to advance all or any part of the money uncalled and unpaid upon any shares held by him; and
 - (b) Upon all or any of the moneys advanced on uncalled and unpaid shares (until the same would but for such advance become presently payable) unless the Company in general meeting shall otherwise direct.
 - (c) May pay interest at such rate, as the member paying such sum in advance and the Directors agree upon provided that money paid in advance of calls shall not confer a right to participate in profits or dividend. The Directors may at any time repay the amount so advanced. The Members shall not be entitled to any voting rights in respect of the moneys so paid by him until the same would but for such payment, become presently payable.

V. TRANSFER AND TRANSMISSION OF SHARES

22. The Company shall keep a “Register of Transfers”, and therein shall fairly and distinctly enter particulars of every transfer or transmission of any share.
- 23.
- (i) The instrument of transfer of any share in the Company shall be executed by or on behalf of both the transferor and the transferee.
 - (ii) The transferor shall be deemed to remain a holder of the share until the name of the transferee is entered in the register of members in respect thereof.



- (iii) The instrument of transfer shall be in writing and all provisions of Section 56 of the Companies Act, 2013 and statutory modification thereof for the time being shall be duly complied with in respect of all transfer of shares and registration thereof.
24. The Board may, subject to the right of appeal conferred by section 58 decline to register—
- (a) The transfer of a share, not being a fully paid share, to a person of whom they do not approve; or
 - (b) Any transfer of shares on which the company has a lien.
25. The Board may decline to recognize any instrument of transfer unless—
- (a) The instrument of transfer is in the form as prescribed in rules made under sub-section (1) of section 56;
 - (b) The instrument of transfer is accompanied by the certificate of the shares to which it relates, and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer; and
 - (c) The instrument of transfer is in respect of only one class of shares.
26. On giving not less than seven days' previous notice in accordance with section 91 and rules made thereunder, the registration of transfers may be suspended at such times and for such periods as the Board may from time to time determine:
- Provided that such registration shall not be suspended for more than thirty days at any one time or for more than forty-five days in the aggregate in any year.
- Provided that the registration of a transfer shall not be refused on the ground of the transferor being either alone or jointly with any other person or persons indebted to the Company on any account whatsoever except where the Company has a lien on Shares.
27. (i) On the death of a member, the survivor or survivors where the member was a joint holder, and his nominee or nominees or legal representatives where he was a sole holder, shall be the only persons recognized by the company as having any title to his interest in the shares.
- (ii) Nothing in clause (i) shall release the estate of a deceased joint holder from any liability in respect of any share which had been jointly held by him with other persons.
28. (i) Any person becoming entitled to a share in consequence of the death or insolvency of a member may, upon such evidence being produced as may from time to time properly be required by the Board and subject as hereinafter provided, elect, either—
- a) To be registered himself as holder of the share; or
 - b) To make such transfer of the share as the deceased or insolvent member could have made.
 - c) The Board shall, in either case, have the same right to decline or suspend registration as it would have had, if the deceased or insolvent member had transferred the share before his death or insolvency.



29. (i) If the person so becoming entitled shall elect to be registered as holder of the share himself, he shall deliver or send to the company a notice in writing signed by him stating that he so elects.
- (ii) If the person aforesaid shall elect to transfer the share, he shall testify his election by executing a transfer of the share.
- (iii) All the limitations, restrictions and provisions of these regulations relating to the right to transfer and the registration of transfers of shares shall be applicable to any such notice or transfer as aforesaid as if the death or insolvency of the member had not occurred and the notice or transfer were a transfer signed by that member.
30. A person becoming entitled to a share by reason of the death or insolvency of the holder shall be entitled to the same dividends and other advantages to which he would be entitled if he were the registered holder of the share, except that he shall not, before being registered as a member in respect of the share, be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the company:
- Provided that the Board may, at any time, give notice requiring any such person to elect either to be registered himself or to transfer the share, and if the notice is not complied with within ninety days, the Board may thereafter withhold payment of all dividends, bonuses or other monies payable in respect of the share, until the requirements of the notice have been complied with.

VI. FORFEITURE OF SHARES

31. If a member fails to pay any call or installment of a call, on the day appointed for payment thereof, the Board may, at any time thereafter during such time as any part of the call or installment remains unpaid, serve a notice on him requiring payment of so much of the call or installment as is unpaid together with any interest which may have accrued.
32. The notice aforesaid shall:-
- (a) Name a further day (not earlier than the expiry of 14 (Fourteen days from the date of service of notice) on or before which the payment required by the notice is to be made; and
- (b) State that, in the event of non-payment on or before the day so named, the shares in respect of which the call was made will be liable to be forfeited.
33. If the requirements of any such notice as aforesaid are not complied with, any share in respect of which the notice has been given may, at any time, thereafter, before the payment required by the notice has been made, be forfeited by a resolution of the Board to that effect.
- 34.
- (i) A forfeited share may be sold or otherwise disposed off on such terms and in such manner as the Board think fit.
- (i) At any time before a sale or disposal, as aforesaid, the Board may cancel the forfeiture on such terms as it thinks fit.



35.

- (i) A person whose shares have been forfeited shall cease to be a member in respect of the forfeited shares, but shall, notwithstanding the forfeiture, remain liable to pay to the Company all moneys which, at date of forfeiture, were presently payable by him to the Company in respect of the shares.
- (ii) The liability of such person shall cease if and when the Company shall have received payments in full of all such money in respect of the shares.

36.

- (i) A duly verified declaration in writing that the declarant is a director, the manager or the secretary of the Company and that a share in the company has been duly forfeited on a date stated in the declaration, shall be conclusive evidence of the facts stated therein stated as against all persons claiming to be entitled to the share.
- (ii) The Company may receive the consideration, if any, given for the share on any sale or disposal thereof and may execute a transfer of the share in favour of the person to whom the share is sold or disposed off.
- (iii) The transferee shall thereupon be registered as the holder of the share. and
- (iv) The transferee shall not be bound to see to the application of the purchase money, if any, nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale or disposal of the share.

37. The provisions of these regulations as to forfeiture shall apply, in the case of non-payment of any sum which, by the terms of issue of a share, becomes payable at a fixed time, whether on account of the nominal value of the share or by way of premium, as if the same had been payable by virtue of a call duly made and notified.

VII. ALTERATION OF CAPITAL

38. The company may, from time to time, by ordinary resolution increase the share capital by such sum, to be divided into shares of such amount, as may be specified in the resolution.

39. Subject to the provisions of section 61, the company may, by ordinary resolution,—

- (a) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares;
- (b) Convert all or any of its fully paid-up shares into stock, and reconvert that stock into fully paid-up shares of any denomination;
- (c) Sub-divide its existing shares or any of them into shares of smaller amount than is fixed by the memorandum;



- (d) Cancel any shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person.

40. Where shares are converted into stock,—

- (a) the holders of stock may transfer the same or any part thereof in the same manner as, and subject to the same regulations under which, the shares from which the stock arose might before the conversion have been transferred, or as near there to as circumstances admit:

Provided that the Board may, from time to time, fix the minimum amount of stock transferable, so, however, that such minimum shall not exceed the nominal amount of the shares from which the stock arose.

(b) the holders of stock shall, according to the amount of stock held by them, have the same rights, privileges and advantages as regards dividends, voting at meetings of the company, and other matters, as if they held the shares from which the stock arose; but no such privilege or advantage (except participation in the dividends and profits of the company and in the assets on winding up) shall be conferred by an amount of stock which would not, if existing in shares, have conferred that privilege or advantage.

(c) Such of the regulations of the company as are applicable to paid-up shares shall apply to stock and the words “share” and “shareholder” in those regulations shall include “stock” and “stock-holder” respectively.

41. The company may, by special resolution, reduce in any manner and with, and subject to, any incident authorized and consent required by law,—

- a) Its share capital;
- b) Any capital redemption reserve account; or
- c) Any share premium account.

VIII. CAPITALISATION OF PROFITS

42. (i) The company in 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 and loss account, or otherwise available for distribution; and
- (b) That such sum be accordingly set free for distribution in the manner specified in clause (ii) amongst the members who would have been entitled thereto, if distributed by way of dividend and in the same proportions.

(ii) The sum aforesaid shall not be paid in cash but shall be applied, subject to the provision contained in clause (iii), either in or towards—

- A. paying up any amounts for the time being unpaid on any shares held by such members respectively;
- B. paying up in full, unissued shares of the company to be allotted and distributed, aforesaid; credited as fully paid-up, to and amongst such members in the proportions
- C. partly in the way specified in sub-clause (A) and partly in that specified in sub-clause (B);



D. A securities premium account and a capital redemption reserve account may, for the purposes of this regulation, be applied in the paying up of unissued shares to be issued to members of the company as fully paid bonus shares;

E. The Board shall give effect to the resolution passed by the company in pursuance of this regulation.

43. (i) Whenever such a resolution as aforesaid shall have been passed, the Board shall—

(a) Make all appropriations and applications of the undivided profits resolved to be capitalized thereby, and all allotments and issues of fully paid shares if any; and

(b) Generally do all acts and things required to give effect thereto.

(ii) The Board shall have power—

(a) To make such provisions, by the issue of fractional certificates or by payment in cash or otherwise as it thinks fit, for the case of shares becoming distributable in fractions; and

(b) To authorize any person to enter, on behalf of all the members entitled thereto, into an agreement with the company providing for the allotment to them respectively, credited as fully paid-up, of any further shares to which they may be entitled upon such capitalization, or as the case may require, for the payment by the company on their behalf, by the application thereto of their respective proportions of profits resolved to be capitalised, of the amount or any part of the amounts remaining unpaid on their existing shares;

(iii) Any agreement made under such authority shall be effective and binding on such members.

IX. BUY-BACK OF SHARES

44. Notwithstanding anything contained in these articles but subject to the provisions of sections 68 to 70 and any other applicable provision of the Act or any other law for the time being in force, the company may purchase its own shares or other specified securities.

X. GENERAL MEETINGS

45. All general meetings other than annual general meeting shall be called extraordinary general meeting.

46. (i) The Board may, whenever it thinks fit, call an extraordinary general meeting.

(ii) If at any time directors capable of acting who are sufficient in number to form a quorum are not within India, any director or any two members of the company may call an extraordinary general meeting in the same manner, as nearly as possible, as that in which such a meeting may be called by the Board.

XI. PROCEEDINGS AT GENERAL MEETINGS

47. (i) No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business.

(ii) Save as otherwise provided herein, the quorum for the general meetings shall be as provided in section 103.

48. The chairperson, if any, of the Board shall preside as Chairperson at every general meeting of the company.



49. If there is no such Chairperson, or if he is not present within fifteen minutes after the time appointed for holding the meeting, or is unwilling to act as chairperson of the meeting, the directors present shall elect one of their members to be Chairperson of the meeting.
50. If at any meeting no director is willing to act as Chairperson or if no director is present within fifteen minutes after the time appointed for holding the meeting, the members present shall choose one of their members to be Chairperson of the meeting.

XII. ADJOURNMENT OF MEETING

51. (i) The Chairperson may, with the consent of any meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn the meeting from time to time and from place to place.
(ii) No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
(iii) When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.
(iv) Save as aforesaid, and as provided in section 103 of the Act, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

XIII. VOTING RIGHTS

52. Subject to any rights or restrictions for the time being attached to any class or classes of shares,—
 - (a) On a show of hands, every member present in person shall have one vote; and
 - (b) On a poll, the voting rights of members shall be in proportion to his share in the paid-up equity share capital of the company.
53. A member may exercise his vote at a meeting by electronic means in accordance with section 108 and shall vote only once.
54. (i) In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders.
(ii) For this purpose, seniority shall be determined by the order in which the names stand in the register of members.
55. A member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his committee or other legal guardian, and any such committee or guardian may, on a poll, vote by proxy.
56. Any business other than that upon which a poll has been demanded may be proceeded with, pending the taking of the poll.
57. No member shall be entitled to vote at any general meeting unless all calls or other sums presently payable by him in respect of shares in the company have been paid.



58.

(i) No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes.

(ii) Any such objection made in due time shall be referred to the Chairperson of the meeting, whose decision shall be final and conclusive.

XIV. PROXY

59. The instrument appointing a proxy and the power-of-attorney or other authority, if any, under which it is signed or a notarised copy of that power or authority, shall be deposited at the registered office of the company not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll; and in default the instrument of proxy shall not be treated as valid.

60. An instrument appointing a proxy shall be in the form as prescribed in the rules made under section 105.

61. A vote given in accordance with the terms of an instrument of proxy shall be valid, notwithstanding the previous death or insanity of the principal or the revocation of the proxy or of the authority under which the proxy was executed, or the transfer of the shares in respect of which the proxy is given:

Provided that no intimation in writing of such death, insanity, revocation or transfer shall have been received by the company at its office before the commencement of the meeting or adjourned meeting at which the proxy is used.

XV. BOARD OF DIRECTORS

62. The number of the directors and the names of the first directors shall be determined in writing by the subscribers of the memorandum or a majority of them. The following persons shall be the First Directors of the Company:—

1. AMALENDU MUKHERJEE

2. RAJEEV SHARMA

3. RICHA BHARGAVA

63. (i) The remuneration of the directors shall, in so far as it consists of a monthly payment, be deemed to accrue from day-to-day.

(ii) In addition to the remuneration payable to them in pursuance of the Act, the directors may be paid all travelling, hotel and other expenses properly incurred by them—

(a) in attending and returning from meetings of the Board of Directors or any committee thereof or general meetings of the company; or

(b) in connection with the business of the company.

64. The Board may pay all expenses incurred in getting up and registering the company.



65. The company may exercise the powers conferred on it by section 88 with regard to the keeping of a foreign register; and the Board may (subject to the provisions of that section) make and vary such regulations as it may think fit respecting the keeping of any such register.
66. All cheques, promissory notes, drafts, *hundis*, bills of exchange and other negotiable instruments, and all receipts for monies paid to the company, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, by such person and in such manner as the Board shall from time to time by resolution determine.
67. Every director present at any meeting of the Board or of a committee thereof shall sign his name in a book to be kept for that purpose.
- 68.
- (i) Subject to the provisions of section 149, the Board shall have power at any time, and from time to time, to appoint a person as an additional director, provided the number of the directors and additional directors together shall not at any time exceed the maximum strength fixed for the Board by the articles.
- (ii) Such person shall hold office only up to the date of the next annual general meeting of the company but shall be eligible for appointment by the company as a director at that meeting subject to the provisions of the Act.
69. (i) The Board of Directors may meet for the conduct of business, adjourn and otherwise regulate its meetings, as it think fit.
- (ii) A director may, and the manager or secretary on the requisition of a director shall, at any time, summon a meeting of the Board.
70. (i) Save as otherwise expressly provided in the Act; questions arising at any meeting of the Board shall be decided by a majority of votes.
- (ii) In case of an equality of votes, the Chairperson of the Board, if any, shall have a second or casting vote.
71. The continuing directors may act notwithstanding any vacancy in the Board; but, if and so long as their number is reduced below the quorum fixed by the Act for a meeting of the Board, the continuing directors or director may act for the purpose of increasing the number of directors to that fixed for the quorum, or of summoning a general meeting of the company, but for no other purpose.
72. (i) The Board may elect a Chairperson of its meetings and determine the period for which he is to hold office.
- (ii) If no such Chairperson is elected, or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the meeting, the directors present may choose one of their numbers to be Chairperson of the meeting.
73. (i) The Board may, subject to the provisions of the Act, delegate any of its powers to committees consisting of such member or members of its body as it think fit.
- (ii) Any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on it by the Board.



74. (i) A committee may elect a Chairperson of its meetings.
- (ii) If no such Chairperson is elected, or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the meeting, the members present may choose one of their members to be Chairperson of the meeting the members present may choose one of their members to be Chairperson of the meeting.
75. (i) A committee may meet and adjourn as it think fit.
- (ii) Questions arising at any meeting of a committee shall be determined by a majority of votes of the members present, and in case of an equality of votes, the Chairperson shall have a second or casting vote.
76. All acts done in any meeting of the Board or of a committee thereof or by any person acting as a director, shall, notwithstanding that it may be afterwards discovered that there was some defect in the appointment of any one or more of such directors or of any person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such director or such person had been duly appointed and was qualified to be a director.
77. Save as otherwise expressly provided in the Act, a resolution in writing, signed by all the members of the Board or of a committee thereof, for the time being entitled to receive notice of a meeting of the Board or committee, shall be valid and effective as if it had been passed at a meeting of the Board or committee, duly convened and held.

XVI. CHIEF EXECUTIVE OFFICER, MANAGER, COMPANY SECRETARY OR CHIEF FINANCIAL OFFICER

78. Subject to the provisions of the Act,—
- (i) A chief executive officer, manager, company secretary or chief financial officer may be appointed by the Board for such term, at such remuneration and upon such conditions as it may think fit; and any chief executive officer, manager, company secretary or chief financial officer so appointed may be removed by means of a resolution of the Board;
- (ii) A director may be appointed as chief executive officer, manager, company secretary or chief financial officer.
79. A provision of the Act or these regulations requiring or authorising a thing to be done by or to a director and chief executive officer, manager, company secretary or chief financial officer shall not be satisfied by its being done by or to the same person acting both as director and as, or in place of, chief executive officer, manager, company secretary or chief financial officer.

XVII. THE SEAL

80. (i) The Board shall provide for the safe custody of the seal.
- (ii) The seal shall not be affixed to any instrument except by the authority of resolution of the Board of Directors or a committee of the Board authorized by it in that behalf or except in the presence of at least one director or Company Secretary of the Company who shall sign every instrument to which the seal of the Company is so affixed in his presence.



XVIII. DIVIDENDS AND RESERVE

81. The company in general meeting may declare dividends, but no dividend shall exceed the amount recommended by the Board.
82. Subject to the provisions of section 123, the Board may from time to time pay to the members such interim dividends as appear to it to be justified by the profits of the company.
83. (i) The Board may, before recommending any dividend, set aside out of the profits of the company such sums as it thinks fit as a reserve or reserves which shall, at the discretion of the Board, be applicable for any purpose to which the profits of the company may be properly applied, including provision for meeting contingencies or for equalizing dividends; and pending such application, may, at the like discretion, either be employed in the business of the company or be invested in such investments (other than shares of the company) as the Board may, from time to time, thinks fit.
- (ii) The Board may also carry forward any profits which it may consider necessary not to divide, without setting them aside as a reserve.
84. (i) Subject to the rights of persons, if any, entitled to shares with special rights as to dividends, all dividends shall be declared and paid according to the amounts paid or credited as paid on the shares in respect whereof the dividend is paid, but if and so long as nothing is paid upon any of the shares in the company, dividends may be declared and paid according to the amounts of the shares.
- (ii) No amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of this regulation as paid on the share.
- (iii) All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid; but if any share is issued on terms providing that it shall rank for dividend as from a particular date such share shall rank for dividend accordingly.
85. The Board may deduct from any dividend payable to any member all sums of money, if any, presently payable by him to the company on account of calls or otherwise in relation to the shares of the company.
- 86.
- (i) Any dividend, interest or other monies payable in cash in respect of shares maybe paid by cheque or warrant sent through the post directed to the registered address of the holder or, in the case of joint holders, to the registered address of that one of the joint holders who is first named on the register of members, or to such person and to such address as the holder or joint holders may in writing direct.
- (ii) Every such cheque or warrant shall be made payable to the order of the person to whom it is sent.
- (iii) No unclaimed or unpaid divided shall be forfeited by the Board.
87. Any one of two or more joint holders of a share may give effective receipts for any dividends, bonuses or other monies payable in respect of such share.
88. Notice of any dividend that may have been declared shall be given to the persons entitled to share therein in the manner mentioned in the Act.



89. No dividend shall bear interest against the company.

XIX. ACCOUNTS

90. (i) The Board shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations, the accounts and books of the company, or any of them, shall be open to the inspection of members not being directors.

(ii) No member (not being a director) shall have any right of inspecting any account or book or document of the company except as conferred by law or authorized by the Board or by the company in general meeting.

XX. WINDING UP

91. Subject to the provisions of Chapter XX of the Act and rules made thereunder—

(i) If the company shall be wound up, the liquidator may, with the sanction of a special resolution of the company and any other sanction required by the Act, divide among the members, in specie or kind, the whole or any part of the assets of the company, whether they shall consist of property of the same kind or not.

(ii) For the purpose aforesaid, the liquidator may set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the members or different classes of members.

(iii) The liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the contributories if he considers necessary, but so that no member shall be compelled to accept any shares or other securities whereon there is any liability.

XXI. INDEMNITY

92. Every officer of the company shall be indemnified out of the assets of the company against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in which relief is granted to him by the court or the Tribunal.



SECTION IX – OTHER INFORMATION

MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION

The following contracts (not being contracts entered into in the ordinary course of business carried on by our Company or contracts entered into more than two (2) years before the date of filing of this Draft Prospectus) which are or may be deemed material have been entered or are to be entered into by our Company. These contracts, copies of which will be attached to the copy of this Draft Prospectus will be delivered to the RoC for registration and also the documents for inspection referred to hereunder, may be inspected at the Registered Office of our Company located at DSM 340, DLF Trade Tower, Shivaji Marg, New Delhi-110015, India, from date of filing this Draft Prospectus with RoC to Issue Closing Date on working days from 10.00 a.m. to 5.00 p.m.

MATERIAL CONTRACTS

1. Mandate letter dated April 20, 2015 issue by our Company to the Lead manager.
2. Issue Agreement dated September 07, 2015 between our Company and the Lead Manager.
3. Agreement dated September 09, 2015 between our Company and the Registrar to the Issue.
4. Escrow agreement dated [●] among our Company, the Lead Manager, the Escrow Collection Banks, and the Registrar to the Issue.
5. Underwriting agreement dated September 07, 2015 between our Company and Lead Manager.
6. Market Making Agreement dated September 09, 2015 between our Company, the Lead Manager and the Market Maker.
7. Agreement among NSDL, our Company and the Registrar to the Issue dated August 28, 2015.
8. Agreement among CDSL, our Company and the Registrar to the Issue dated [●].

MATERIAL DOCUMENTS

1. Certified true copy of the Memorandum and Articles of Association of our Company, as amended from time to time including certificates of incorporation.
2. Resolution of the Board dated August 10, 2015 authorizing the Issue.
3. Special Resolution of the shareholders passed at the Annual General Meeting dated September 07, 2015 authorizing the Issue.
4. Statement of Tax Benefits dated September 09, 2015, issued by Statutory Auditor, Sain Kanwar & Associates, Chartered Accountants.
5. Report of the Peer Review Auditor, RPMD & Associates, Chartered Accountants, on the Restated Financial Statements for the Financial Year ended as on March 31, 2015, 2014, 2013, 2012 and 2011 of our Company.
6. Consents of Promoter, Directors, Company Secretary and Compliance Officer, Chief Financial Officer, Statutory Auditors, Peer Review Auditor, Bankers to our Company, the Lead Manager, Underwriter, Registrar to the Issue, Market Maker to the Issue, Legal Advisor, Bankers to the Issue/Escrow Collection Banks, Refund Banker to the Issue, to act in their respective capacities.
7. Copy of approval from NSE *vide* letter dated [●] to use the name of NSE in this offer document for listing of Equity Shares on NSE EMERGE Platform.
8. Due Diligence Certificate dated September 21, 2015 from the Lead Manager.
9. Copy of Managing Director Agreement with Mr. Amalendu Mukherjee and our Company dated April 01, 2015 for his appointment.



10. Copy of Whole-Time Director Agreement with Mrs. Namita Mukherjee and our Company dated April 01, 2015 for his appointment.
11. Copy of the Special Resolution dated April 27, 2015 for the detailed terms of appointment of Mr. Amalendu Mukherjee as Managing Director of the Company.

Any of the contracts or documents mentioned in this Draft Prospectus may be amended or modified at any time if so required in the interest of our Company or if required by other parties, subject to compliance of the provisions contained in the Companies Act and other relevant statutes.



DECLARATION

We, the Directors, hereby certify and declare that, all relevant provisions of the Companies Act, 1956, notified provisions of Companies Act, 2013 and the guidelines issued by the Government of India or the regulations / guidelines issued by 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 the Draft Prospectus is contrary to the provisions of the Companies Act, 1956, notified provisions of Companies Act, 2013, the Securities and Exchange Board of India Act, 1992 or rules made there under or regulations / guidelines issued, as the case may be. We further certify that all the disclosures and statements made in the Draft Prospectus are true and correct.

Signed by the Directors of our Company

Name	DIN	Designation	Signature
Amalendu Mukherjee	03544485	Managing Director	
Namita Mukherjee	06561265	Whole - Time Director	
Bibekananda Mukherjee	07008285	Non- Executive Director	
Vijay Kumar Tiwari	07233196	Independent & Non-Executive Director	
Anant Prakash	06709773	Independent & Non-Executive Director	
Prashant Kumar Gupta	06939868	Independent & Non-Executive Director	

Signed by Company Secretary & Compliance Officer and Chief Financial Officer

Chavvi Gupta

Company Secretary & Compliance Officer

Mukesh Mishra

Chief Financial Officer

Date: September 21, 2015

Place: New Delhi



Annexure A

FORMAT FOR DISCLOSURE OF PRICE INFORMATION OF PAST ISSUES HANDLED BY SARTHI CAPITAL ADVISORS PRIVATE LIMITED

Sr. No.	Issue Name	Issue Size (Cr)	Issue Price (Rs.)	Listing date	Opening price on listing date	Closing price on listing date	% change in price on listing date (closing) vs issue price	Benchmark index on listing date (closing)	Closing price as on 10 th calendar day from listing day	Benchmark index as on 10 th calendar day from listing day (closing)	Closing price as on 20 th calendar day from listing day	Benchmark index as on 20 th Calendar day from listing day (closing)	Closing price as on 30 th calendar day from listing day	Benchmark index as on 30 th Calendar day from listing day (closing)
1	Bothra Metals & Alloys Limited	12.21	25.00	March 25, 2013	25.50	25.00	0.00	18,681.42	25.75	18,509.70	26.50	18,357.80	27.75	19,406.85
2	Tiger Logistics (India) Limited	7.52	66.00	September 12, 2013	69.20	69.10	4.70	19,781.88	65.85	19,900.96	67.40	19,902.07	60.00	20,607.54
3	R J Bio-Tech Limited	5.00	20.00	September 25, 2013	21.00	22.05	5.00	19,856.24	25.50	19,895.10	44.35	20,547.62	42.55	20,683.52
4	RCI Industries & Technologies Limited	11.52	40.00	January 21, 2014	41.00	38.05	(4.87)	21,251.12	31.05	20,513.85	28.80	20,334.27	28.01	20,536.54



5	B.C. Power Controls Limited	10.36	18.00	March 14, 2014	17.15	18.10	0.55	21,809.80	17.30	22,055.48	18.30	22,509.07	18.30	22,484.93
6.	Starlit Power Systems Limited	2.95	18.00	October 22, 2014	18.10	18.95	5.28	26,787.23	19.00	27,860.38	19.00	27,910.06	18.20	28,334.63
7.	JLA Infraville Shoppers Limited	2.00	10.00	November 12, 2014	11.05	11.60	16.00	28,008.90	13.35	28,499.54	14.10	28,444.01	12.20	27,350.68
8.	AkmeStarhousing Finance Limited	4.80	30.00	March 20, 2015	32.00	31.75	5.83	28,261.08	30.50	27,975.86	34.75	28,885.21	30.50	27,886.21
9.	Mahabir Metallex Limited	3.90	10.00	March 27, 2015	10.30	10.10	1.00	27,248.64	10.45	28,504.46	12.50	28,666.04	12.40	27,176.99
10.	Pecos Hotels And Pubs Limited	2.29	50.00	August 11, 2015	56.00	53.25	6.50	27,866.09	52.50	25,741.56	50.00	26,283.09	50.00	25,610.21



Sources: All share price data is from www.bseindia.com

Note:-

1. The BSE Sensex is considered as the Benchmark Index
2. Price on BSE is considered for all of the above calculations
3. In case 10th/20th/30th day is not a trading day (trading holiday), closing price on BSE of the next trading day has been considered
4. In case 10th/20th/30th day there is no trade then the closing price of the next day when trading has taken place has been considered

TABLE 2: SUMMARY STATEMENT OF DISCLOSURE

Financial year	Total no. of IPO	Total funds raised (Rs. Cr)	No. of IPOs trading at discount on listing date			No. of IPOs trading at Premium on listing date			No. of IPOs trading at discount on 30 th Calender day from listing date			No. of IPOs trading at premium on 30 th Calender 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%
12-13	1	12.21	-	-	-	-	-	-	-	-	1	-	-	-
13-14	4	34.39	-	-	1	-	-	3	-	-	1	-	2	-
14-15	4	13.65	-	-	-	-	-	4	-	-	-	-	-	4
15-16	1	2.29	-	-	-	-	-	1	-	-	-	-	-	1

As on the listing day, the price of Bothra Metals & Alloys Limited is exactly equal to its Issue Price and hence it is neither trading at Premium or Discount.