

U P ELECTRICALS LIMITED

Regd. Off: T-1433, Kumar Complex, LGF Shop No. 4, Wazir Nagar Kotla, Mubarakpur, New Delhi - 110003

Tel: +91-11-43505361 Email ID: upelectricals1971@gmail.com

CIN: L31200DL1971PLC005666

SCHEDULE II

Information Memorandum

Matters to be specified in prospectus and reports to be set out therein [See sections 43(2)(a) and 56]

PART I

I. General information

- (a) Name and address of registered office of the company.

U. P. Electricals Limited

T-1433, Kumar Complex,
LGF Shop No. 4,
Wazir Nagar Kotla,
Mubarakpur,
New Delhi – 110003

- (b) (i) Consent of the Central Government for the present issue and declaration of the Central Government about non-responsibility for financial soundness or correctness of statements.

The Company is an existing listed Company on Delhi Stock Exchange Limited and with that status the application has been filed for Direct Listing with MCX-SX and therefore the said provisions are not applicable which are otherwise applicable to IPO/FPO.

- (ii) Letter of intent/industrial licence and declaration of the Central Government about non-responsibility for financial soundness or correctness of statements.

The Company is an existing listed Company on Delhi Stock Exchange Limited and with that status the application has been filed for Direct Listing with MCX-SX and therefore the said provisions are not applicable which are otherwise applicable to IPO/FPO.

- (c) Names of regional stock exchange and other stock exchanges where application made for listing of present issue.

Not Applicable. However the Company is already listed on Delhi Stock Exchange Limited and under direct listing norms, Company is proposing to list its Equity Shares with MCX-SX Limited.

- (d) Provisions of sub-section (1) of section 68A of the Companies Act, relating to punishment for fictitious applications.

The Company is an existing listed Company on Delhi Stock Exchange Limited and with that status the application has been filed for Direct Listing with MCX-SX and therefore the said provisions are not applicable which are otherwise applicable to IPO/FPO.

- (e) Statement/declaration about refund of the issue if minimum subscription of 90% is not received within 90 days from closure of the issue.

The Company is an existing listed Company on Delhi Stock Exchange Limited and with that status the application has been filed for Direct Listing with MCX-SX and therefore the said provisions are not applicable which are otherwise applicable to IPO/FPO.

- (f) Declaration about the issue of allotment letters/refunds within a period of 10 weeks and interest in case of any delay in refund at the prescribed rate under section 73(2)/(2A).

The Company is an existing listed Company on Delhi Stock Exchange Limited and with that status the application has been filed for Direct Listing with MCX-SX and therefore the said provisions are not applicable which are otherwise applicable to IPO/FPO.

(g) Date of opening of the issue. **Not Applicable**

Date of closing of the issue. **Not Applicable**

Date of earliest closing of the issue. **Not Applicable**

(h) Name and address of Compliance Officer, auditors and lead managers.

Compliance Officer

Mr. Varun Kumar Jindal

T-1433, Kumar Complex,
LGF Shop No. 4,
Wazir Nagar Kotla,
Mubarakpur,
New Delhi – 110003

Auditors

M/s Ashwani Sood & Associates,

Chartered Accountants

101 3rd Floor, Commercial Chambers,
Old Rajnder Nagar Market,
New Delhi – 110060
Ph: +91-11- 45261112

(i) Name and address of lead managers: **Not Applicable**

(j) Statement containing particulars of the dates of and parties to all material contracts, agreements (including agreements for technical advice and collaboration), concessions and similar other documents (except those entered into in the ordinary course of business carried on or intended to be carried on by the company) together with the brief description of terms, subject matter and general nature of the documents, if applicable:

There are no material contracts, agreements (including agreements for technical advice and collaboration), concessions and similar other documents (except those entered into in the ordinary course of business carried on or intended to be carried on by the company) that have been entered into by the Company.

(k) Statement containing particulars of any commission, brokerage, discount or other special terms including an option for the issue of any kind of securities granted to any person, if applicable:

The Company had made its Initial Public Offer of Equity shares in the year 1996. Details of commission paid, if any, are not available as on date.

(l) Name and address of trustee under debenture trust deed (in case of debenture issue). **Not Applicable**

(m) Whether rating from CRISIL or any rating agency has been obtained for the proposed debenture/preference shares issue. **Not Applicable**

If no rating has been obtained, this should be answered as "No".

If "Yes" the rating should be indicated.

(n) Underwriting of the issue. **Not Applicable**

(Names and addresses of the underwriters and the amount underwritten by them.)

(Declaration by board of directors that the underwriters have sufficient resources to discharge their respective obligations.)

(o) a statement by the board of directors stating that- **Not Applicable**

(i) all monies received out of issue of shares or debentures to public shall be transferred to a separate bank account other than the bank account referred to in sub-section (3) of section 73;

(ii) details of all monies utilised out of issue referred to in sub-item (i) shall be disclosed under an appropriate separate head in the Balance Sheet of the company indicating the purpose for which such monies had been utilised; and

(iii) details of all unutilised monies out of issue of shares or debentures, if any, referred to in sub-item (i) shall be disclosed under an appropriate separate head in the Balance Sheet of the company indicating the form in which such unutilised monies have been invested.

II. Capital structure of the company

(a) Authorised, issued, subscribed and paid-up capital.

S.no	Particulars	Remark
1.	Authorised Capital	Rs. 6,50,00,000/- (Rupees Six Crore Fifty Lacs Only) divided into 2,92,50,000 (Two Crore Ninety Two Lacs Fifty Thousand) Equity shares of Rs. 2/- (Rupees Two Only) each, 5,000 (Five Thousand) Preference Shares of Rs. 100/- (Rupees One Hundred Only) each and 6,00,000 (Six Lacs) Preference Shares of RS. 10/- (Rupees Ten Only)
2.	Issued, subscribed and paid-up capital	Rs. 1,45,00,000/- (Rupees One Crore Forty Five Lacs Only) divided into 42,50,000 (Forty Two Lacs Fifty Thousand) Equity shares of Rs. 2/- (Rupees Two Only) and 6,00,000 (Six Lacs) Preference Shares of RS. 10/- (Rupees Ten Only)

Top Ten Shareholders as on December 05, 2014

S.no	Name of Shareholder	Number of Shares	% of shares
1.	Mr. Yogesh Kumar	380000	8.94%
2.	B G Fright Shoppe(l) Pvt Ltd	298400	7.02%
3.	Mr. Anil Kumar	280000	6.59%
4.	Mr. Karambeer Singh	280000	6.59%
5.	Rudra rolling mills pvt ltd	250100	5.88%
6.	Mr. Narendra Baliyan	250100	5.88%
7.	Mr. Bal Singh	199900	4.70%
8.	Mr. Vinod Kumar	180000	4.24%
9.	Mr. Kuldeep Chaudhary	160100	3.77%
10.	Mr. Ramakrishna	160100	3.77%
11.	Mr. Rohit Kumar	144900	3.41%
12.	Mr. Sumit Agarwal	104700	2.46%
13.	Mr. Anuj Kumar	100000	2.35%

EVOLUTION OF EQUITY SHARE CAPITAL OF THE COMPANY

Date of allotment of shares	No. of Equity Shares issued	Face Value (In Rs.)	Issue Price per Share (In Rs.)	Consideration	Cumulative No. of Shares	Remarks
Incorporation	1000	10	10	10000	1000	Subscribers to the Memorandum of Association
1971	2000	10	10	20000	3000	Allotment
1979	27000	10	10	270000	30000	Allotment
1980	45000	10	10	450000	75000	Pursuant to IPO to Promoters and Public
Face Value of Equity Shares was changed from Rs. 10 to Rs. 2 and consequently 75000 shares were split into 375000 shares						
2004	2047800	2	2	4095600	2422800	Rights Issue
2005	827200	2	10	1654400	3250000	Preferential Issue
2012	1000000	2	2	2000000	4250000	Preferential Issue

(b) Size of present issue giving separately reservation for preferential allotment to promoters and others. **Not Applicable**

(c) Paid-up capital: **Rs. 1,45,00,000/- (Rupees One Crore Forty Five Lacs Only) divided into 42,50,000 (Forty Two Lacs Fifty Thousand) Equity shares of Rs. 2/- (Rupees Two Only) and 6,00,000 (Six Lacs) Preference Shares of RS. 10/- (Rupees Ten Only). The Company does not have any outstanding convertible warrants or any other security.**

(i) after the present issue: **Not Applicable**

(ii) after conversion of debentures (if applicable): **Not Applicable**

III. Terms of the present issue

The Company is an existing listed Company on Delhi Stock Exchange Limited and with that status the application has been filed for Direct Listing with MCX-SX and therefore the said provisions are not applicable which are otherwise applicable to IPO/FPO.

(a) Terms of payments. **Not Applicable**

(b) Rights of the instrument holders. **Not Applicable**

(c) How to apply - availability of forms, prospectus and mode of payment. **Not Applicable**

(d) Any special tax benefits for company and its shareholders. **Not Applicable**

IV. Particulars of the issue

The Company is an existing listed Company on Delhi Stock Exchange Limited and with that status the application has been filed for Direct Listing with MCX-SX and therefore the said provisions are not applicable which are otherwise applicable to IPO/FPO.

(a) Objects. **Not Applicable**

(b) Project cost. **Not Applicable**

(c) Means of financing (including contribution of promoters). **Not Applicable**

V. Company, management and project

(a) History and main objects and present business of the company.

Brief History of the Company:

Our Company was originally incorporated on June 14, 1971, as "U. P. Electricals Limited" under the provisions of the Companies Act, 1956 with the Registrar of Companies, NCT of Delhi and Haryana and obtained a Certificate of Commencement of Business on August 03, 1971, issued by the Registrar of Companies, NCT of Delhi and Haryana.

Presently, the registered office of the Company is situated at T-1433, Kumar Complex, LGF Shop No. 4, Wazir Nagar Kotla, Mubarakpur, New Delhi - 110003.

The main object of the Company is to carry on the business of manufactures of all types of electrical goods namely measuring instruments, motor fans, refrigerators, transformers, insulated wires, electrical stampings, insulations domestic and industrial equipments and power plants.

At present the Company is listed at the Delhi Stock Exchange Limited (DSE) with the paid Rs. 85,00,000/- (Rupees Eighty Five Thousand Only), comprising of 42,50,000 Equity Shares bearing a face value of Rs 2/- each.

At present the Company is listed at the Delhi Stock Exchange Limited (DSE) and Cochin Stock Exchange Limited with the paid Rs. 3,00,10,000/- (Rupees Three Crore Ten Thousand Two Hundred and Fifty Only), comprising of 30,01,000 Equity Shares bearing a face value of Rs 10/- each.

Main Objects of the Company

The main object of the Company is to carry on the business of manufactures of all types of electrical goods namely measuring instruments, motor fans, refrigerators, transformers, insulated wires, electrical stampings, insulations domestic and industrial equipments and power plants.

Major Events

Year	Event
1971	Incorporated as U. P. Electricals Limited
1971	Obtained Certificate of Commencement of Business
1980	Initial Public Offer of Equity Shares

(b) Subsidiary(ies) of the company, if any.

Name of Company	Status	Listed on Stock Exchange	Share Price
NA	NA	NA	NA

(c) Promoters and their background.

Individual Promoter: Yogesh Kumar

Age	42
Personal Address	H.No-1098, Civil Lines South, MuzaffarNagar Uttar Pradesh- 251002
Educational qualifications and professional Experience	Graduate Experience : 19 years
Directorship held	Nil
Other ventures	Nil
Business	Professional
Voter ID No.	IXK1239729
Permanent Account Number	ASRPK1596B
Bank Account No.	182100116842149, Punjab National Bank
DIN	06991452

Profile: Mr. Yogesh Kumar aged 42 years is a Promoter Director of U P Electricals Limited and handles day to day affairs of the Company. He holds Graduate degree and having experience of about 19 Years.

Individual Promoter: Anil Kumar

Age	48 years
Personal Address	1/6011, Gali No. 4, Kabool Nagar, Shahdara, Delhi- 110092
Educational qualifications and professional Experience	Commerce Graduate Experience :20 years
Directorship held	<ul style="list-style-type: none">• B. G. Freight Shoppe India Solution Private Limited• Vibgyor Contractors Private Limited• All Time Buildtech Private Limited• All Time Softech Private Limited
Other ventures	Nil
Business	Professional
Permanent Account Number	ALOPK4236P
Bank Account No.	1603000102116472, Punjab National Bank
DIN	02724636

Profile: Mr. Anil Kumar aged 42 years is a Promoter Director of U P Electricals Limited and handles day to day affairs of the Company. He holds Graduate degree and having experience of about 20 Years.

Individual Promoter: Karamveer Singh

Age	42 years
Personal Address	Choudhary Firm, Guttya, Teshil Thene Puwin, Distt. Shahjahanpur, Uttar Pradesh
Educational qualifications and professional Experience	Under Graduate Experience :18 years
Directorship held	Nil
Other ventures	Nil
Business	Self Employed
Permanent Account Number	BKBPS1200E
Bank Account No.	00770100002052, Bank of Baroda
DIN	NA

Profile: Mr. Karamveer Singh aged 42 years is having experience of about 18 Years. He started his carrier by serving various organizations, thereafter he dedicated his expertise and played an active role in development of U P Electricals Limited.

(d) Names, addresses and occupation of manager, managing director and other directors including nominee- directors, whole-time directors.

Name of Directors	Address	Occupation	DIN	Designation
Anil Kumar	1/6011, Gali No. 4, Kabool Nagar, Shahdara, Delhi- 110092	Professional	02724636	Director
Yogesh Kumar	H.No-1098, Civil Lines South, MuzaffarNagar Uttar Pradesh- 251002	Professional	06991452	Director
Arun Kumar Sharma	13/195, Vasundhara, Indirapuram, Ghaziabad, 201010, Uttar Pradesh	Professional	06761762	Director
Ranjit Kumar Sarkar	8/1/31C, Arabinda Sarani, Flat -1D, Amala Kutir, Kamalapur West, Kolkata, West Bengal- 700028	Professional	03580880	Director

(e) Location of project. **Not Applicable**

(f) Plant and machinery, technology, process, etc. **Not Applicable**

(g) Collaboration, any performance guarantee or assistance in marketing by the collaborators. **Not Applicable**

(h) Infrastructure facilities for raw materials and utilities like water, electricity, etc:

We have a fully furnished office space of approximately 120 sq. ft at Kotla Mubarakpur, New Delhi. Our office has all facilities like Computers, Laptops, Internet Connection, Water, Electricity, Air Conditioners etc.

(i) Schedule of implementation of the project and progress made so far, giving details of land acquisition, civil works installation of plant and machinery, trial production, date of commercial production, etc. **Not Applicable**

(j) The products: **The Company is in the business of Trading Activities and does not manufacture any products.**

(i) Nature of the product(s) – consumer /industrial and end-users. **Not Applicable**

(ii) Approach to marketing and proposed marketing set up. **Not Applicable**

(iii) Export possibilities and export obligations, if any (in case of a company providing any "service" particulars, as applicable, be furnished). **Not Applicable**

(k) Future prospects - expected capacity utilisation during the first three years from the date of commencement of production, and the expected year when the company would be able to earn cash profits and net profits. **Not Applicable**

(l) Stock market data for shares/debentures of the company (high/low price) in each of the last three years and monthly high/low during the last six months (where applicable). **Not Applicable**

VI. Following particulars in regard to the company and other listed companies under the same management within the meaning of section 370(1B), which made any capital issue during the last three years:

Name of the company	: Not Applicable
Year of issue	: Not Applicable
Type of issue	: Not Applicable
(Public/rights/composite)	
Amount of issue	: Not Applicable
Date of closure of issue	: Not Applicable
Date of completion of delivery of share/debenture certificates.	: Not Applicable
Date of completion of the project, where object of the issue was financing of a project	: Not Applicable
Rate of dividend paid	: Not Applicable

The details of the dividends and/or cash bonuses paid by our Company in the last 10 years are as follows:

	EQUITY			PREFERENCE		
	Rate (%)	Amt. per Share	Total Amt.	Rate (%)	Amt. per Share	Total Amt.
Records of Dividends and Cash Bonus (if any) for the last ten years						
(a) 2013-14 –Interim	NA	NA	NA	NA	NA	NA
Final	NA	NA	NA	NA	NA	NA
Total	NA	NA	NA	NA	NA	NA
(b) 2012-13 –Interim	NA	NA	NA	NA	NA	NA
Final	NA	NA	NA	NA	NA	NA
Total	NA	NA	NA	NA	NA	NA
(c) 2011-12 –Interim	NA	NA	NA	NA	NA	NA
Final	NA	NA	NA	NA	NA	NA
Total	NA	NA	NA	NA	NA	NA
(d) 2010-11 –Interim	NA	NA	NA	NA	NA	NA
Final	NA	NA	NA	NA	NA	NA
Total	NA	NA	NA	NA	NA	NA
(e) 2009-10 –Interim	NA	NA	NA	NA	NA	NA
Final	NA	NA	NA	NA	NA	NA
Total	NA	NA	NA	NA	NA	NA
(f) 2008-09 –Interim	NA	NA	NA	NA	NA	NA

Final	NA	NA	NA	NA	NA	NA
Total	NA	NA	NA	NA	NA	NA
(g) 2007-08 –Interim	NA	NA	NA	NA	NA	NA
Final	NA	NA	NA	NA	NA	NA
Total	NA	NA	NA	NA	NA	NA
(h) 2006-07 –Interim	NA	NA	NA	NA	NA	NA
Final	NA	NA	NA	NA	NA	NA
Total	NA	NA	NA	NA	NA	NA
(i) 2005-06 –Interim	NA	NA	NA	NA	NA	NA
Final	NA	NA	NA	NA	NA	NA
Total	NA	NA	NA	NA	NA	NA
(j) 2004-05 –Interim	NA	NA	NA	NA	NA	NA
Final	NA	NA	NA	NA	NA	NA
Total	NA	NA	NA	NA	NA	NA
(k) 2003-04 –Interim	NA	NA	NA	NA	NA	NA
Final	NA	NA	NA	NA	NA	NA
Total	NA	NA	NA	NA	NA	NA

VII.

(a) Outstanding litigations pertaining to-

(i) matters likely to affect operation and finances of the company including disputed tax liabilities of any nature; **Not Applicable**

(ii) criminal prosecution launched against the company and the directors for alleged offences under the enactments specified in paragraph 1 of Part I of Schedule XIII to the Companies Act, 1956. **There are no criminal proceedings launched against the Company or its Directors.**

(b) Particulars of default, if any, in meeting statutory dues, institutional dues, and towards instrument holders like debentures, fixed deposits, and arrears on cumulative preference shares, etc. (also give the same particulars about the companies promoted by the same private promoters and listed on stock exchanges). **Not Applicable** as there is no default in meeting in meeting any statutory dues and institutional dues. Further, Company has not issued any debentures, fixed deposits, preference shares etc.

(c) Any material development after the date of the latest balance sheet and its impact on performance and prospects of the company. **Not Applicable**

PART II

A. General information

1. Consent of directors, auditors, solicitors/ advocates, managers to the issue, Registrar of issue, bankers to the company, bankers to the issue and experts. **Not Applicable** since the Company is an existing Listed Company on DSE and with that status the application has been filed with MCX-SX and therefore the said provisions are not applicable which are otherwise applicable to IPO/FPO.

2. Expert opinion obtained, if any. **Not Applicable** since the Company is an existing Listed Company on DSE and with that status the application has been filed with MCX-SX and therefore the said provisions are not applicable which are otherwise applicable to IPO/FPO.

3. Change, if any, in directors and auditors during the last three years, and reasons thereof.

Change in Directors

There has been no changes in the Board of Directors during the last three years except the following.

Name	DIN	Date of Change	Reason for Change
Anil Kumar	02724636	30/09/2014	Appointment
Yogesh Kumar	06991452	30/09/2014	Appointment
Arun Kumar Sharma	06761762	11/12/2014	Appointment

Ranjit Kumar Sarkar	03580880	11/12/2014	Appointment
Geetanjali Devi	02234131	11/12/2014	Resignation
Hari Om	02605391	11/12/2014	Resignation
Harvinder Kaur	02605425	11/12/2014	Resignation

Change in Auditors

There has been no change in the Statutory Auditors of the Company in the last 3 years.

4. Authority for the issue and details of resolution passed for the issue. **Not Applicable** since the Company is an existing Listed Company on DSE and with that status the application has been filed with MCX-SX and therefore the said provisions are not applicable which are otherwise applicable to IPO/FPO.

However, Board of Directors of the Company, at its meeting held on November 14, 2014, has passed a resolution for applying for direct listing of its Equity Shares on MCX-SX Limited.

5. Procedure and time schedule for allotment and issue of certificates. **Not Applicable** since the Company is an existing Listed Company on DSE and with that status the application has been filed with MCX-SX and therefore the said provisions are not applicable which are otherwise applicable to IPO/FPO.

6. Names and addresses of the company secretary, legal adviser, lead managers, co-managers, auditors, bankers to the company, bankers to the issue and brokers to the issue.

Compliance Officer

Mr. Varun Kumar Jindal

T-1433, Kumar Complex,
LGF Shop No. 4,
Wazir Nagar Kotla,
Mubarakpur,
New Delhi – 110003

Statutory Auditors

M/s Ashwani Sood & Associates,

Chartered Accountants
101 3rd Floor, Commercial Chambers,
Old Rajnder Nagar Market,
New Delhi – 110060
Ph: +91-11- 45261112

Bankers to the company

ICICI Bank
New Friends Colony
New Delhi

Legal Adviser, Lead Managers, Co-Managers, Bankers to the Issue and Brokers to the Issue: **Not Applicable**

B. Financial information

Reports to be set out

1. A report by the auditors of the company with respect to-

(a) profits and losses and assets and liabilities, in accordance with sub-clause (2) or (3) of this clause, as the case may require; **Annual Report for financial year 2013-14 is enclosed.**

(b) the rates of the dividends, if any, paid by the company in respect of each class of shares in the company for each of the five financial years immediately preceding the issue of the prospectus, giving particulars of each class of shares on which such dividends have been paid and particulars of

the cases in which no dividends have been paid in respect of any class of shares for any of those years, and, if no accounts have been made up in respect of any part of the period of five years ending on a date of three months before the issue of the prospectus, containing a statement of that fact (and accompanied by a statement of the accounts of the company in respect of that part of the said period up to a date not earlier than six months of the date of issue of prospectus indicating the profit or loss for that period and the assets and liabilities position as at the end of that period together with a certificate from the auditors that such accounts have been examined and found correct by them. The said statement may indicate the nature of provision or adjustments made or are yet to be made).: **Not Applicable**

2. If the company has no subsidiaries, the report shall-

(a) so far as regards profits and losses, deal with the profits or losses of the company (distinguishing items of a non-recurring nature) for each of the five financial years immediately preceding the issue of the prospectus; : **Not Applicable**

(b) so far as regards assets and liabilities, deal with the assets and liabilities of the company at the last date to which the accounts of the company were made up. : **Not Applicable**

3. If the company has subsidiaries the report shall-

(a) so far as regards profits and losses, deal separately with the company's profits or losses as provided by sub-clause (2) and in addition deal either-

(i) as a whole with the combined profits or losses of its subsidiaries so far as they concern members of the company; : **Not Applicable**

or

(ii) individually with the profits or losses of each subsidiary, so far as they concern members of the company; or, instead of dealing separately with the company's profits or losses deal as a whole with the profits or losses of the company, and, so far as they concern members of the company, with the combined profits or losses of its subsidiaries; : **Not Applicable**

and

(b) so far as regards assets and liabilities, deal separately with the company's assets and liabilities as provided by sub-clause (2) and in addition, deal either:-

(i) as a whole with the combined assets and liabilities of its subsidiaries, with or without the company's assets and liabilities, : **Not Applicable**

or

(ii) individually with the assets and liabilities of each subsidiary; and shall indicate as respects the assets and liabilities of the subsidiaries, the allowance to be made for persons other than members of the company. : **Not Applicable**

4. If the proceeds, or any part of the proceeds, of the issue of the shares or debentures are or is to be applied directly or indirectly-

(i) in the purchase of any business; or : **Not Applicable**

(ii) in the purchase of an interest in any business and by reason of that purchase, or anything to be done in consequence thereof, or in connection therewith; the company will become entitled to an interest as respects either the capital or profits and losses or both, in such business exceeding fifty per cent, thereof; a report made by accountants (who shall be named in the prospectus) upon-

(a) the profits or losses of the business for each of the five financial years immediately preceding the issue of the prospectus., and : **Not Applicable**

(b) the assets and liabilities of the business at the last date to which the accounts of the business

were made up, being a date not more than one hundred and twenty days before the date of the issue of the prospectus. : **Not Applicable**

5.(1) If-

(a) the proceeds, or any part of the proceeds, of the issue of the shares or debentures are or is to be applied directly or indirectly in any manner resulting in the acquisition by the company of shares in any other body corporate; and : **Not Applicable**

(b) by reason of that acquisition or anything to be done in consequence thereof or in connection therewith, that body corporate will become a subsidiary of the company; : **Not Applicable**

a report made by accountants (who shall be named in the prospectus) upon-

(i) the profits or losses of the other body corporate for each of the five financial years immediately preceding the issue of the prospectus; and : **Not Applicable**

(ii) the assets and liabilities of the other body corporate at the last date to which its accounts were made up. : **Not Applicable**

(2) The said report shall-

(a) indicate how the profits or losses of the other body corporate dealt with by the report would, in respect of the shares to be acquired, have concerned members of the company and what allowance would have fallen to be made, in relation to assets and liabilities so dealt with for holders of other shares, if the company had at all material times held the shares to be acquired; and : **Not Applicable**

(b) where the other body corporate as subsidiaries deal with the profits or losses and the assets and liabilities of the body corporate and its subsidiaries in the manner provided by sub-clause (2) above in relation to the company and its subsidiaries. : **Not Applicable**

6. Principal terms of loan and assets charged as security. : **Not Applicable**

Bank	Loan Amount	Term of Loan	Assets charged
Nil	Nil	Nil	Nil

C. Statutory and other information

1. Minimum subscription : **Not Applicable**

2. Expenses of the issue giving separately fee payable to:

(a) Advisers. : **Not Applicable**

(b) Registrars to the issue. : **Not Applicable**

However the Company has RTA who is the common registry agent. Details of RTA are as follows:-

Registrar and Transfer Agent

Skyline Financial Services Private Limited

SEBI Regn. No.: INR000003241

D-153 A, 1st Floor, Okhla Industrial Area,

Phase - I, New Delhi - 110 020.

Tel No.: +91-11- 26812682
Fax No.: +91-11-26812683
Email id.: viren@skylinerta.com
Contact Person: Mr. Virender Rana

(c) Managers to the issue. : **Not Applicable**

(d) Trustees for the debentureholders. : **Not Applicable**

3. Underwriting commission and brokerage. : **Not Applicable**

4. Previous issue for cash. : **Not Applicable**

5. Previous public or rights issue, if any: (during last five years)

(a) Date of Allotment : **Not Applicable**

Closing Date : **Not Applicable**

Date of refunds : **Not Applicable**

Date of listing on the stock exchange : **Not Applicable**

(b) If the issue(s) at premium or discount and the amount thereof. **Not Applicable**

(c) The amount paid or payable by way of premium, if any, on each share which had been issued within the two years preceding the date of the prospectus or is to be issued, stating the dates or proposed dates of issue and, where some shares have been or are to be issued at a premium and other shares of the same class at a lower premium, or at par or at a discount, the reasons for the differentiation and how many premiums received have been or are to be disposed. : **Not Applicable**

6. Commission or brokerage on previous issue. : **Not Applicable**

7. Issue of shares otherwise than for cash. : **Not Applicable**

8. Debentures and redeemable preference shares and other instruments issued by the company outstanding as on the date of prospectus and terms of issue. : **Not Applicable**

9. Option to subscribe. : **Not Applicable**

9A. The details of option to subscribe for securities to be dealt with in a depository. : **Not Applicable.**

However, the Company has connectivity with both NSDL and CDSL.

10. Purchase of property :-

(i) As respects any property to which this clause applies-

(a) the names, addresses, descriptions and occupations of the vendors; : **Not Applicable**

(b) the amount paid or payable in cash, shares or debentures to the vendor and, where there is more than one separate vendor, or the company is a sub-purchaser, the amount so paid or payable to each vendor, specifying separately the amount, if any, paid or payable for goodwill; : **Not Applicable**

(c) the nature of the title or interest in such property acquired or to be acquired by the company; : **Not Applicable**

(d) short particulars of every transaction relating to the property completed within the two preceding years, in which any vendor of the property to the company or any person who is, or was at the time of the transaction, a promoter, or a director or proposed director of the company had any interest, direct or indirect, specifying the date of the transaction and the name of such promoter, director or proposed director and stating the amount payable by or to such vendor, promoter, director or proposed director in respect of the transaction. : **Not Applicable**

(ii) The property to which sub-clause (i) applies is a property purchased or acquired by the company or proposed to be purchased or acquired, which is to be paid for wholly or partly out of the proceeds of the issue offered for subscription by the prospectus or the purchase or acquisition of which has not been completed at the date of issue of the prospectus, other than property- : **Not Applicable**

(a) the contract for the purchase or acquisition whereof was entered into in the ordinary course of the company's business, the contract not being made in contemplation of the issue nor the issue in consequence of the contract; or

(b) as respects which the amount of the purchase money is not material. : **Not Applicable**

(iii) For the purpose of this clause, where a vendor is a firm, the members of the firm shall not be treated as separate vendors. : **Not Applicable**

(iv) If the company proposes to acquire a business which has been carried on for less than three years, the length of time during which the business has been carried on. : **Not Applicable**

11. (i) Details of directors, proposed directors, whole-time directors, their remuneration, appointment and remuneration of managing directors, interest of directors, their borrowing powers and qualification shares. : **Not Applicable.**

Any amount or benefit paid or given within the two preceding years or intended to be paid or given to any promoter or officer and consideration for payment of giving of the benefit. : **Not Applicable**

(ii) The dates, parties to, and general nature of- : **Not Applicable**

(a) every contract appointing or fixing the remuneration of a managing director manager whenever entered into, that is to say, whether within or more than, two years before the date of the prospectus; : **Not Applicable**

(b) every other material contract, not being a contract entered into in the ordinary course of the business carried on or intended to be carried on by the company or a contract entered into more than two years before the date of the prospectus. : **Not Applicable**

A reasonable time and place at which any such contract or a copy thereof may be inspected.

(iii) Full particulars of the nature and extent of the interest, if any, of every director or promoter-

(a) in the promotion of the company; or : **Not Applicable**

(b) in any property acquired by the company within two years of the date of the prospectus or proposed to be acquired by it. : **Not Applicable**

Where the interest of such a director or promoter consists in being a member of a firm or company, the nature and extent of the interest of the firm or company, with a statement of all sums paid or agreed to be paid to him or to the firm or company in cash or shares or otherwise by any person either to induce him to become, or to qualify him as, a director, or otherwise for services rendered by him or by the firm or company, in connection with the promotion or formation of the company. : **Not Applicable since the Company is an existing Listed Company on DSE and with that**

status the application has been filed with MCX-SX and therefore the said provisions are not applicable which are otherwise applicable to IPO/FPO.

12. Rights of members regarding voting, dividend, lien on shares and the process for modification of such rights and forfeiture of shares. **Not Applicable**

13. Restrictions, if any, on transfer and transmission of shares/ debentures and on their consolidation/ splitting. **Not Applicable**

14. Revaluation of assets, if any (during last five years). **Not Applicable**

15. Material contracts and inspection of documents, e.g. **Not Applicable**

A. Material contracts. **Not Applicable**

B. Documents. **Not Applicable**

C. Time and place at which the contracts together with documents will be available for inspection from the date of prospectus until the date of closing of the subscription list. **Not Applicable**

PART III

Provisions applying to Parts I and II of the Schedule

16. Every person shall, for the purpose of this Schedule, be deemed to be a vendor who has entered into any contract, absolute or conditional, for the sale or purchase or for any option of purchase, of any property to be acquired by the company, in any case where-

(a) the purchase money is not fully paid at the date of the issue of the prospectus;

(b) the purchase money is to be paid or satisfied, wholly or in part, out of the proceeds of the issue offered for subscription by the prospectus;

(c) the contract depends for its validity or fulfilment on the result of that issue.

17. Where any property to be acquired by the company is to be taken on lease, this Schedule have effect as if the expression "vendor" included the lessor, the expression "purchase money" included the consideration for the lease, and the expression "sub-purchaser" included a sub-lessee.

18. If in the case of a company which has been carrying on business, or of a business which has been carried on for less than five financial years, the accounts of the company or business have only been made up in respect of four such years, three such years, two such years or one such year, Part II of this Schedule shall have effect as if references to four financial years, three financial years, two financial years or one financial years, as the case may be, were substituted for references to five financial years.

19. Where the five financial years immediately preceding the issue of prospectus which are referred to in Part II of this Schedule or in this part cover a period of less than five years, references to the said five financial years in either Part shall have effect as if references to a number of financial years the aggregate period covered by which is not less than five years immediately preceding the issue of the prospectus were substituted for references to the five financial years aforesaid.

20. Any report required by Part II of this Schedule shall either –

(a) indicate by way of note any adjustments as respects the figures of any profits or losses or assets and liabilities dealt with by the report which appear to the persons making the report

necessary; or

(b) make those adjustments and indicate that adjustments have been made .

21. Any report by accountants required by Part II of this Schedule –

(a) shall be made by accountants qualified under this Act for appointment as auditors of the company; and

(b) shall not be made by any accountant who is an officer or servant, or a partner or in the employment of an officer or servant, of the company or of the company's subsidiary or holding company or of a subsidiary of the company's holding company.

For the purposes of this clause, the expression "officer" shall include a proposed director but not an auditor.

22. Inspection of documents: Reasonable time and place at which copies of all balance sheets and profit and loss accounts, if any , on which the report of the auditors is based, and material contracts and other documents may be inspected.

Note : Term "year " wherever used herein earlier, means financial year.

Declaration :

That all the relevant provisions of the Companies Act, 1956, Companies Act, 2013 and the guidelines issued by the Government or the guidelines issued by the Securities and Exchange Board of India established under section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this Information Memorandum is contrary to the provisions of the Companies Act, 1956, Companies Act, 2013 or the Securities and Exchange Board of India Act, 1992 or rules made there under or guidelines issued, as the case may be.

SIGNED FOR AND ON BEHALF OF BOARD OF DIRECTORS OF THE COMPANY

(ANIL KUMAR)

Director

Sd/-

Place: New Delhi

Date: December 12, 2014