

INFORMATION MEMORANDUM

Dated: December 30, 2019



GEEKAY WIRES LIMITED

CIN: L28999TG1989PLC010271

Our Company was originally incorporated as “Geekay Wires Private Limited” on July 25, 1989 under the Companies Act, 1956, with the Registrar of Companies, Andhra Pradesh at Hyderabad bearing Registration Number 010271. The status of our Company was changed to a public limited company, and the name of our Company was changed to “Geekay Wires Limited” by a special resolution passed on January 04, 2017. A fresh certificate of incorporation consequent to the change of name was granted to our Company on January 13, 2017, by the Registrar of Companies, Andhra Pradesh & Telangana at Hyderabad. Our Company’s Corporate Identity Number is L28999TG1989PLC010271. For further details, please see “History and Certain Corporate Matters” beginning on page no. 70 of this Information Memorandum.

Registered office: 11-70/5, G. P. Complex, Balanagar, Hyderabad - 500 018, Telangana

Tel: +91- 40 – 23778090; **Fax No.:** +91- 40 – 2377 8091; **Email:** geekaywires@gmail.com; **Website:** www.geekaywires.com

Contact Person: Mr. Mayank Agrawal, Company Secretary & Compliance Officer

Our Promoters: Mr. Ghanshyam Dass, Mr. Ashish Kandoi, Mr. Anuj Kandoi and Kandoi Industries India Private Limited

INFORMATION MEMORANDUM FOR LISTING OF 1,04,52,000 EQUITY SHARES OF ₹ 10/- EACH FULLY PAID UP FROM EMERGE PLATFORM TO MAIN BOARD OF NATIONAL STOCK EXCHANGE OF INDIA LIMITED

NO EQUITY SHARES ARE PROPOSED TO BE SOLD / OFFERED PURSUANT TO THIS INFORMATION MEMORANDUM

GENERAL RISKS

Investment in equity and equity related securities involve a degree of risk and investors should not invest in the equity shares of Geekay Wires Limited unless they can afford to take the risk of losing their investment. Investors are advised to read the risk factors carefully before taking an investment decision in the shares of Geekay Wires Limited. For taking an investment decision investors must rely on their own examination of the Company including the risk involved. The securities 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 Information Memorandum. Specific attention of investors is invited to the section ‘Risk Factors’ on page no. 13.

ABSOLUTE RESPONSIBILITY OF GEEKAY WIRES LIMITED

Geekay Wires Limited having made all reasonable inquiries, accepts responsibility for, and confirms that this Information Memorandum contains all information with regard to Geekay Wires Limited, which is material, that the information contained in the Information Memorandum 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 make this Information Memorandum as a whole or any of such information or the expression of any such opinion or intentions misleading in any material respect.

LISTING ON MAIN BOARD OF NSE

The Equity Shares of Geekay Wires Limited which are listed on the NSE EMERGE are proposed to be listed and traded on Main Board of National Stock Exchange of India Limited.

REGISTRAR TO THE COMPANY



BIGSHARE SERVICES PRIVATE LIMITED

Address: 1st Floor, Bharat Tin Works Building,
Opp. Vasant Oasis, Makwana Road,
Marol, Andheri East, Mumbai – 400 059
Tel. No.: +91 – 22 – 6263 8200

Email: ipo@bigshareonline.com

Website: www.bigshareonline.com

Investor Grievance Email: investor@bigshareonline.com;

Contact Person: Mr. Arunraj Subramanian

SEBI Registration No.: INR000001385

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SECTION I – GENERAL

DEFINITIONS AND ABBREVIATIONS

General Terms

Term	Description
Geekay Wires Limited / GWL / The Company / Company / We / Us / Our Company/ Issuer	Unless the context otherwise indicates or implies refers to Geekay Wires Limited, a public limited company incorporated under the provisions of the Companies Act, 1956 and having its registered office at 11-70/5, G P Complex, Balanagar, Hyderabad-500018, Telangana.

Company Related Terms

Term	Description
Articles / Articles of Association	Articles of Association of our Company as amended from time to time.
Auditor of the Company (Statutory Auditor)	M/s. M M Palod & Co. having their office at 4-1-371, 2 nd Floor, L3, Kundas Estates, Adj. Jaya International, Abids, Hyderabad - 500 001.
Audit Committee	The Audit Committee constituted by our Board of Directors on March 14, 2017 in accordance with the provisions of the Companies Act, 2013.
Banker to the Company	City Union Bank Limited
Board of Directors / Board	The Board of Directors of our Company as constituted from time to time, including any Committees thereof.
Companies Act	Unless specified otherwise, this would imply to the provisions of the Companies Act, 2013 (to the extent notified) and /or Provisions of Companies Act, 1956 w.r.t. the sections which have not yet been replaced by the Companies Act, 2013 through any official notification.
Companies Act, 1956	Companies Act, 1956, and the rules, regulations, modifications and clarifications made thereunder, as the context requires.
Companies Act, 2013	Companies Act, 2013 and the rules, regulations, modifications and clarifications thereunder, to the extent notified.
Company Secretary and Compliance Officer	Mr. Mayank Agrawal
Corporate Promoter	Kandoi Industries India Private Limited
Demographic Details	The demographic details of the Applicants such as their address, PAN, occupation and bank account details
Depositories Act	The Depositories Act, 1996, as amended from time to time.
Depositories	National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL)
DIN	Directors Identification Number
Director(s)	Director(s) on the Board of our Company, as appointed from time to time
Individual Promoters	Mr. Ghanshyam Dass, Mr. Ashish Kandoi and Mr. Anuj Kandoi
Key Management Personnel / Key Managerial Employees	Key managerial personnel of our Company in terms of the SEBI (ICDR) Regulations and the Companies Act, 2013, as described in the chapter titled “Our Management” beginning on page no. 74 of this Information Memorandum.
Managing Director	Mr. Ghanshyam Dass
MOA / Memorandum of Association	Memorandum of Association of our Company as amended from time to time.
Nomination and Remuneration Committee	The Nomination and Remuneration Committee constituted by our Board of Directors on March 14, 2017 and re-constituted on November 02, 2019 in accordance with the provisions of the Companies Act, 2013.
Non Resident	A person resident outside India, as defined under FEMA Regulations
Non-Resident Indian/ NRI	A person resident outside India, who is a citizen of India or a Person of Indian Origin as defined under FEMA Regulations as amended
Overseas Corporate Body / OCB	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%

Term	Description
	of beneficial interest is irrevocably held by NRIs directly or indirectly as defined under the Foreign Exchange Management (Deposit) Regulations, 2000.
Person or Persons	Any individual, sole proprietorship, unincorporated association, unincorporated organization, body corporate, corporation, Company, Partnership, Limited Liability Company, joint venture, or trust or any other entity or organization validly constituted and/or incorporated in the jurisdiction in which it exists and operates, as the context requires.
Promoters	Mr. Ghanshyam Dass, Mr. Ashish Kandoi, Mr. Anuj Kandoi and Kandoi Industries India Private Limited
Promoter Group	Such persons, entities and companies constituting our promoter group pursuant to Regulation 2 (1) (zb) of the SEBI (ICDR) Regulations as disclosed in the Chapter titled “Our Promoter and Promoter Group” beginning on page no. 86 of this Information Memorandum.
Registered Office	The Registered Office of our Company is located at: 11-70/5, G.P. Complex, Balanagar, Hyderabad- 500018, Telangana
Registrar of Companies/ RoC	Registrar of Companies located at 2 nd Floor, Corporate Bhawan, GSI Post, Tattiannaram Nagole, Bandlaguda, Hyderabad, Telangana - 500 068
Stakeholder’s Relationship Committee	The Stakeholder’s Relationship Committee constituted by our Board of Directors on March 14, 2017 and re-constituted on November 02, 2019 in accordance with the provisions of the Companies Act, 2013.
SEBI	Securities and Exchange Board of India constituted under the SEBI Act, 1992
SEBI Act	Securities and Exchange Board of India Act, 1992, as amended from time to time
SEBI FPI Regulations	Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014
SEBI Listing Regulations	The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, including instructions and clarifications issued by SEBI from time to time
SEBI (PFUTP) Regulations / PFUTP Regulations	SEBI (Prohibition of Fraudulent and Unfair Trade Practices relating to Securities Markets) Regulations, 2003
SEBI Regulation/ SEBI (ICDR) Regulations	The SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended, including instructions and clarifications issued by SEBI from time to time
SEBI SAST / SEBI (SAST) Regulations / SEBI Takeover Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulations, 2011, as amended
SEBI (Venture Capital) Regulations	Securities Exchange Board of India (Venture Capital) Regulations, 1996 as amended from time to time
VCF / Venture Capital Fund	Foreign Venture Capital Funds (as defined under the Securities and Exchange Board of India (Venture Capital Funds) Regulations, 1996) registered with SEBI under applicable laws in India.
SICA	Sick Industrial Companies (Special Provisions) Act, 1985
SME Exchange/ Stock Exchange	Unless the context requires otherwise, refers to, the SME Platform of National Stock Exchange of India Limited (“NSE”) i.e. "NSE EMERGE PLATFORM".
Unit I	300/A, Isnapur Village, Medak District, Telangana – 502307
Unit II	Plot No. E166 to E183 & E140 & E141, Sy No. 342 & 354, Muppireddypally, Toopran, Medak, Telangana-502334

Technical / Industry related Terms

Term	Description
ACSR	Aluminium conductor steel-reinforced
ASEAN	Association of Southeast Asian Nations
ASSOCHAM	Associated Chambers of Commerce and Industry of India
BIS	Bureau of Indian Standards
CAGR	The compound annual growth rate (CAGR) is a useful measure of growth over multiple time periods. It can be thought of as the growth rate that gets you from the initial investment value to the ending investment value if you assume that the investment has been compounding over the time period.
CAPEX	Capital Expenditures
CBEC	Central Board of Excise and Customs
CPI	Consumer Price Index
CSO	Central Statistics Organisation
D.C. Resistance	Direct Current Resistance
DIPP	Department of Industrial Policy and Promotion
ETP	Electrolytic Tough Pitch
EMDE	Emerging Market and Developing Economies
EU	European Union
EBITDA	Earnings before interest, tax, depreciation and amortization (EBITDA) is a measure of a company's operating performance. Essentially, it's a way to evaluate a company's performance without having to factor in financing decisions, accounting decisions or tax environments.
FY	Financial Year
FDI	Foreign Direct Investments
FSNL	Ferro Scrap-Nigam Limited
GDP	Gross Domestic Product
GFD	Gross Fiscal Deficit
GVA	Gross Value Added
GI wire	Galvanized Iron Wire
G S S wire	Galvanized Stay Stranded Wire
G S Wire	Galvanized Steel Wire
HTGS	High Tensile Galvanized Stranded
HSCL	Hindustan Steel Works Construction Limited
IFRS	International Financial Reporting Standards
Indian GAAP	Generally Accepted Accounting Principles in India
IMF	International Monetary Fund
IND (AS)	Indian Accounting Standards
ISM	The Institute for Supply Management
ISA	Indian Steel Association
ISO	International Organisation for Standardization
ISP	Integrated Steel Producers
IPT	Inter Plant Transfers
ICA	Indian Council of Arbitration
JV	Joint Venture
Kg	Kilogram
KIOCL	Kudremukh Iron Ore Company Ltd.
M&A	Mergers and Acquisitions
MENA	Middle East and North Africa
MW	Megawatt
MMDR	Mines and Minerals Development and Regulation
Mm	Millimeter
MSTC	Metal Scrap Trade Corporation Limited
MT	million tonnes
MTS	Metre-tonne-second
MTPA	Million Tonnes Per Annum

Term	Description
MOIL	Manganese Ore (India) Ltd.
NASSCOM	National Association of Software and Services Companies
NAFTA	North American Free Trade Agreement
NMDC	National Mineral Development Corporation
NMEP	National Mineral Exploration Policy
NIFTY	The Nifty is an index from the NSE (National Stock Exchange), it has 50 stocks in the index.
NSP	National Steel Policy
OPEC	Organisation of the Petroleum Exporting Countries
PGCIL	Power Grid Corporation of India Ltd.
PMI	Purchasing Manufacturers' Index
RINL	Rashtriya Ispat Nigam Limited
RBI	Reserve Bank of India
SAIL	Steel Authority of India Ltd.
SENSEX	SENSitve indEX is the benchmark index of the Bombay Stock Exchange (BSE). It is composed of 30 of the largest and most actively-traded stocks on the BSE, providing an accurate gauge of India's economy.
SPVs	Special Purpose Vehicles
SRTMI	Steel Research and Technology Mission of India
sq mm	square millimeter

Conventional Terms / General Terms / Abbreviations

Term	Description
A/c	Account
ACS	Associate Company Secretary
AEs	Advanced Economies
AGM	Annual General Meeting
AS	Accounting Standards as issued by the Institute of Chartered Accountants of India
ASBA	Applications Supported by Blocked Amount
AY	Assessment Year
CAD	Current Account Deficit
CDSL	Central Depository Services (India) Limited
CFO	Chief Financial Officer
CIN	Company Identification Number
CIT	Commissioner of Income Tax
C.S.	Company Secretary
DIN	Director Identification Number
DP	Depository Participant
ECS	Electronic Clearing System
EOGM	Extraordinary General Meeting
EMDEs	Emerging Market and Developing Economies
EPS	Earnings Per Share
FCNR Account	Foreign Currency Non Resident Account
FDI	Foreign Direct Investment
FEMA	Foreign Exchange Management Act, 1999, as amended from time to time, and the regulations framed there under
FIIs	Foreign Institutional Investors (as defined under Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000) registered with SEBI under applicable laws in India
FIPB	Foreign Investment Promotion Board
FY / Fiscal / Financial Year	Period of twelve months ended March 31 of that particular year, unless otherwise stated
GDP	Gross Domestic Product
GST	Goods and Services Tax
GoI / Government	Government of India

Term	Description
HUF	Hindu Undivided Family
ICAI	Institute of Chartered Accountants of India
ICSI	Institute of Company Secretaries of India
I.T. Act	Income Tax Act, 1961, as amended from time to time
IPO	Initial Public Offering
Merchant Banker	Merchant Banker as defined under the Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992
MoF	Ministry of Finance, Government of India
MOU	Memorandum of Understanding
N.A.	Not Applicable
NAV	Net Asset Value
NRE Account	Non Resident External Account
NRIs	Non Resident Indians
NRO Account	Non Resident Ordinary Account
NSDL	National Securities Depository Limited
NSE	National Stock Exchange of India Limited
p.a.	per annum
P/E Ratio	Price/Earnings Ratio
PAC	Persons Acting in Concert
PAN	Permanent Account Number
PAT	Profit After Tax
PLR	Prime Lending Rate
ROE	Return on Equity
RONW	Return on Net Worth
Rs. or L	Rupees, the official currency of the Republic of India
RTGS	Real Time Gross Settlement
SCRA	Securities Contract (Regulation) Act, 1956, as amended from time to time
SCRR	Securities Contracts (Regulation) Rules, 1957, as amended from time to time
Sec.	Section
STT	Securities Transaction Tax
TIN	Taxpayers Identification Number
US/United States	United States of America
USD/ US\$/ \$	United States Dollar, the official currency of the Unites States of America

CERTAIN CONVENTIONS; PRESENTATION OF FINANCIAL, INDUSTRY AND MARKET DATA

Certain Conventions

All references to “India” contained in this Information Memorandum are to the Republic of India. In this Information Memorandum, our Company has presented numerical information in “Lakhs” units. One lakh represents 1,00,000.

Financial Data

Unless stated otherwise, the financial data in this Information Memorandum is derived from our audited financial statements prepared and audited in accordance with Indian GAAP and the Companies Act and included in this Information Memorandum. Our Fiscal Year commences on April 1 and ends on March 31 of the following year. In this Information Memorandum, any discrepancies in any table, graphs or charts between the total and the sums of the amounts listed are due to rounding-off.

There are significant differences between Indian GAAP, U.S. GAAP and IFRS. Accordingly, the degree to which the Indian GAAP financial statements included in this Information Memorandum will provide meaningful information is entirely dependent on the reader’s level of familiarity with Indian accounting practices. Any reliance by persons not familiar with Indian accounting practices, Indian GAAP, the Companies Act and the SEBI Regulations on the financial disclosures presented in this Information Memorandum should accordingly be limited. We have not attempted to explain the differences between Indian GAAP, U.S. GAAP and IFRS or quantify their impact on the financial data included herein, and we urge you to consult your own advisors regarding such differences and their impact on our financial data.

Any percentage amounts, as set forth in the section titled “*Risk Factors*”, chapters titled “*Our Business*” beginning on page nos. 13 and 44 of this Information Memorandum, respectively, and elsewhere in this Information Memorandum, unless otherwise indicated, have been calculated on the basis of our audited financial statements prepared in accordance with Indian GAAP and the Companies Act and restated in accordance with the SEBI Regulations.

Currency, Units of Presentation and Exchange Rates

All references to “Rupees”, “Rs.” or “₹” are to Indian Rupees, the official currency of the Republic of India. All references to “US\$” or “US Dollars” or “USD” are to United States Dollars, the official currency of the United States of America.

This Information Memorandum may contain conversions of certain US Dollar and other currency amounts into Indian Rupees that have been presented solely to comply with the requirements of the SEBI Regulations. These conversions should not be construed as a representation that those US Dollar or other currency amounts could have been, or can be converted into Indian Rupees, at any particular rate.

Definitions

For definitions, please see “*Definitions and Abbreviations*” beginning on page no. 1 of this Information Memorandum. In the Section titled “*Main Provisions of the Articles of Association of Our Company*” beginning on page no. 116 of this Information Memorandum, defined terms have the meaning given to such terms in the Articles of Association.

Industry and Market Data

Unless stated otherwise, the industry and market data and forecasts used throughout this Information Memorandum has been obtained from industry sources as well as Government Publications. Industry sources as well as Government Publications generally state that the information contained in those publications has been obtained from sources believed to be reliable but that their accuracy and completeness and underlying assumptions are not guaranteed and their reliability cannot be assured. Further, the extent to which the industry and market data presented in this Information Memorandum 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

All statements contained in this Information Memorandum that are not statements of historical fact constitute forward-looking statements. All statements regarding our expected financial condition and results of operations, business, plans and prospects are forward-looking statements. These forward-looking statements include statements with respect to our business strategy, our revenue and profitability, our projects and other matters discussed in this Information Memorandum regarding matters that are not historical facts. Investors can generally identify forward-looking statements by the use of terminology such as “aim”, “anticipate”, “believe”, “expect”, “estimate”, “intend”, “objective”, “plan”, “project”, “may”, “will”, “will continue”, “will pursue”, “contemplate”, “future”, “goal”, “propose”, “will likely result”, “will seek to” or other words or phrases of similar import. All forward looking statements (whether made by us or any third party) are predictions and are subject to risks, uncertainties and assumptions about us that could cause actual results to differ materially from those contemplated by the relevant forward-looking statement.

Forward-looking statements reflect our current views with respect to future events and are not a guarantee of future performance. These statements are based on our management’s beliefs and assumptions, which in turn are based on currently available information. Although we believe the assumptions upon which these forward-looking statements are based are reasonable, any of these assumptions could prove to be inaccurate, and the forward-looking statements based on these assumptions could be incorrect.

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

- * Changes in laws and regulations relating to the sectors/areas in which we operate;
- * Increased competition in Iron and Steel Industry.
- * Our ability to successfully implement our growth strategy and expansion plans;
- * Our failure to keep pace with rapid changes in technology;
- * Our ability to meet our further capital expenditure 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
- * Changes in political and social conditions in India, the monetary and interest rate policies of India and other countries;
- * General economic and business conditions in the markets in which we operate and in the local, regional, national and international economies;
- * Our ability to manage risks that arise from above factors;
- * 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;
- * Our inability to maintain or enhance our brand recognition;
- * Inability to adequately protect our trademarks;
- * Changes in consumer demand;
- * Failure to successfully upgrade our products and service portfolio, from time to time; and

For further discussions of factors that could cause our actual results to differ, please see “*Risk Factors*” and chapters titled “*Our Business*” beginning on page nos. 13 and 44 respectively of this Information Memorandum.

By their nature, certain risk disclosures are only estimates and could be materially different from what actually occurs in the future. As a result, actual future gains or losses could materially differ from those that have been estimated. Forward-looking statements speak only as of this Information Memorandum. Our Company, the Lead Manager, and their respective affiliates or associates do not have any obligation to, and do not intend to, update or otherwise revise any statements reflecting circumstances arising after the date hereof or to reflect the occurrence of underlying events,

even if the underlying assumptions do not come to fruition. In accordance with the SEBI requirements, our Company, and the Lead Manager will ensure that investors in India are informed of material developments until such time as the grant of listing and trading approvals by the Stock Exchange.

SECTION II – INFORMATION MEMORANDUM SUMMARY

A. Our Company

Our Company was originally incorporated as “*Geekay Wires Private Limited*” on July 25, 1989 under the Companies Act, 1956, with the Registrar of Companies, Andhra Pradesh at Hyderabad bearing Registration Number 010271. The status of our Company was changed to a public limited company, and the name of our Company was changed to “*Geekay Wires Limited*” by a special resolution passed on January 04, 2017. A fresh certificate of incorporation consequent to the change of name was granted to our Company on January 13, 2017, by the Registrar of Companies, Andhra Pradesh & Telangana at Hyderabad. Our Company’s Corporate Identity Number is L28999TG1989PLC010271.

B. Our Business

Our Company was incorporated as “*Geekay Wires Private Limited*” under the provisions of the Companies Act 1956 on July 25, 1989. Our Company has been in the business of manufacturing high quality galvanized steel wires and wire products and have been meeting the requirement of various clients in the government and private sectors like power, construction, automobile, general engineering and domestic segments. Our Company was taken over by our present Promoters, the Kandoi Family in 2012 and we have over the recent past ramped up our production capacities

Today; our Company is an ISO 9001: 2008 certified, manufacturer, exporter and supplier of the superlative wires and cables, like galvanized wire, earth wire, stay wire, ACSR steel core, cable armoured wire, guy strand, barbed wire, spring steel wire, patented wire, detonator wire, and spring steel wire etc.

We are backed by a strong infrastructural base, which is well equipped with latest technology, advance machines and equipments which assist us in maintaining the quality and quantity of wires. We have a strong focus on manufacturing process and have a full-fledged quality testing laboratory and well qualified and experienced personnel. All raw-materials and consumables are tested at various stages in manufacturing process as per stipulated standards to ensure good quality products which confirms to ISO standards.

Today with robust infrastructure & testing facilities we are in the preferred-vendor list of PGCIL and in many State Transmission & Distribution Companies, electrical contractors, corporate engaged in turnkey business of creating infrastructure for power transmission & distribution, cable & conductor manufacturing, etc. Our products are not only accepted in India but we have received accolades from overseas customers as well.

We operate from our Registered Office located at 11-70/5, G P Complex, Balanagar, Hyderabad- 500018, Telangana. Our first manufacturing unit is situated at 300/A, Isnapur Village, Medak District, Telangana – 502307 (“**Unit I**”).

Our second manufacturing unit is located at Plot No. E166 to E183 & E140 & E141, Sy No. 342 & 354, Muppireddypally, Toopran, Medak, Telangana-502334 (“**Unit II**”).

In FY 2017-18, our aggregate installed capacity was 30,000 MTS p.a. (24,000 MTS p.a. for Unit I and 6,000 MTS p.a. for Unit II). Further, our expansion project has been completed keeping in mind our future need for expansion and hence our current installed capacity of Unit I to 30,000 MTS p.a. and of Unit II to 15,000 MTS p.a.

Our Company’s revenues have increased by 77.74% from Rs. 12639.61 Lakhs in FY 2017-18 to Rs. 22466.15 Lakhs in FY 2018-19. Our EBITDA has increased by 74.32% from Rs. 858.46 Lakhs in FY 2017-18 to Rs. 1496.47 Lakhs in FY 2018-19 and our Profit after tax has increased by 249.74% from Rs. 81.91 Lakhs in FY 2017-18 to Rs. 286.48 Lakhs in FY 2018-19.

C. Industry Overview

Indian steel wire rope market, in terms of revenue is expected to increase at a single digit CAGR during FY'2018-FY'2023 owing to infrastructure projects like Housing Projects, AMRUT, Smart City Mission and DMIC, along with resurgence in demand due to growth in mining industry as well as Oil and Gas industry.

The resurgence in the Oil and Gas industry is expected to increase the number of oil rigs which will further add impetus to the growth of steel wire rope industry. Steel Wire Rope market value majorly depends on growth of end user industries and CAPEX been laid by private and public participants in the market.

Steel Wire nail is very well known item, as it is very common product, which is normally used in daily life. It is used for fastening purpose. Its use is so wide spread that it has become part and parcel of the life.

Steel Wire nails are pin-shaped, sharp objects of hard metal or alloy used as fasteners. They are typically made of steel, often dipped or coated to prevent corrosion in harsh conditions or improve adhesion. Ordinary nails for wood are usually of soft, low carbon or mild steel while those for concrete are harder. Nails are used for various purposes and industries ranging from building and construction to carpentry. There is a tremendous variety of nails, since they are used for so many different purposes.

India was the world's second largest steel producer, as of 2018. The country is slated to surpass USA to become the world's second largest steel consumer in 2019. In India, as per Indian Steel Association (ISA), steel demand to grow by over 7 per cent in both 2019-20 and 2020-21. In FY19, India produced 131.57 million tonnes (MT) and 106.56 MT of gross finished steel and crude steel, respectively. Exports and imports of finished steel stood at 2.45 MT and 3.35 MT, respectively, in FY20P (up to August). India's finished steel consumption grew at a CAGR of 7.5 per cent during FY08-FY19 to reach 97.54 MT. India's steel production is expected to increase from 106.56 MT in FY19 to 128.6 MT by 2021. *As per Economic Survey 2018-19, steel production will touch 128.6 million tonnes by 2021.*

Recent Government Initiatives

- Some of the other recent government initiatives in this sector are as follows:
- An export duty of 30 per cent has been levied on iron ore[^] (lumps and fines) to ensure supply to domestic steel industry.
- Government of India's focus on infrastructure and restarting road projects is aiding the boost in demand for steel. Also, further likely acceleration in rural economy and infrastructure is expected to lead to growth in demand for steel.
- The Union Cabinet, Government of India has approved the National Steel Policy (NSP) 2017, as it seeks to create a globally competitive steel industry in India. NSP 2017 envisages 300 million tonnes (MT) steel-making capacity and 160 kgs per capita steel consumption by 2030-31.
- The Ministry of Steel is facilitating setting up of an industry driven Steel Research and Technology Mission of India (SRTMI) in association with the public and private sector steel companies to spearhead research and development activities in the iron and steel industry at an initial corpus of Rs 200 crore (US\$ 30 million).
- The Government of India raised import duty on most steel items twice, each time by 2.5 per cent and imposed measures including anti-dumping and safeguard duties on iron and steel items.

D. Our Promoters

Our Company is promoted by Mr. Ghanshyam Dass, Mr. Ashish Kandoi, Mr. Anuj Kandoi and Kandoi Industries India Private Limited.

E. Shareholding of our Promoters and Promoter Group as a percentage of the paid-up share capital of the Company

Category of Promoter	Pre-Issue	
	No. of Shares	As a % of paid-up Equity Capital
1. Promoter	37,89,495	36.26%
2. Promoter Group	22,98,505	21.99%

F. Summary of Financial Information

(Amount in ₹)

Particulars	For the year ended March 31,	
	2019	2018
Share Capital	10,45,20,000	8,33,20,000
Net Worth	33,27,57,045	23,20,28,441
Total Revenue	2,24,66,15,537.15	1,26,39,61,006.97
Profit after Tax	2,86,48,608.42	81,91,415.00
<u>Earnings Per Share</u>		
- Basic	2.74	0.98
- Diluted	2.74	0.98
Net Asset Value Per Share	31.84	27.85
Total Borrowings	21,02,84,044	27,26,22,904

G. Qualification of the Auditors

The Financial Statements do not contain any qualification requiring adjustments by the Auditors.

H. Summary of Outstanding Litigation are as follows

Sr. No.	Nature of Case	No. Of Outstanding cases	Amount to the extent quantifiable (₹ in lakhs)
1.	Litigation by/against our Company		
a)	Direct Tax Liabilities	NIL	NIL
b)	Criminal Matters	NIL	NIL
c)	Other Pending Litigations	NIL	NIL
2.	Litigations by/against our Directors/Promoters		
a)	Direct Tax Liabilities	NIL	NIL
b)	Criminal Matters	NIL	NIL
c)	Other Pending Litigations	NIL	NIL

For the details of litigation proceedings, please refer the chapter titled “*Outstanding Litigations and Material Developments*” on page no. 103 of this Information Memorandum.

I. Risk Factors

Investors should read chapter titled “*Risk Factors*” beginning on page no. 13 of this Information Memorandum.

J. Summary of Related Party Transactions

Our Company has entered into certain transactions with our related parties including our Promoters, Promoter Group, Directors and their relatives as on March 31, 2019 as mentioned below:

Name of the Party	Relation	Nature of Transation	As on 31.03.2019	As on 31.03.2018
Anuj Kandoi	Director	Remuneration	10,80,000.00	10,80,000.00
Ashish Kandoi	Director	Remuneration	10,80,000.00	10,80,000.00
Ghanshyam Dass	Director	Remuneration	13,20,000.00	13,20,000.00
Renu Kandoi	Director	Sitting Fees	55,000.00	-
Anuj Kandoi	Director	Interest	11,15,905.00	7,75,582.00
Ashish Kandoi	Director	Interest	6,94,876.00	1,00,701.00
Ghanshyam Dass	Director	Interest	28,72,331.00	4,83,856.00
Renu Kandoi	Director	Interest	79,802.00	72,024.00
Anuj Kandoi	Director	Loan Received	-	50,00,000.00
Ashish Kandoi	Director	Loan Received	-	57,00,000.00
Ghanshyam Dass	Director	Loan Received	-	216,00,000.00
Kandoi Industries India	Common	Purchase of Materials	21,29,36,220.00	20,58,41,775.00

Private Limited	Control Entity			
Kandoi Industries India Private Limited – Vizag Unit	Common Control Entity	Purchase of Materials	4,41,90,883.00	4,15,336.00

K. Issue of Equity Shares for consideration other than cash in the last one year

No shares have been issued at a price lower than the Issue Price within the last one year from the date of the Information Memorandum.

L. Split / Consolidation of Equity Shares in the last one year

Our Company has not undertaken a split or consolidation of the Equity Shares in the one year preceding the date of this Information Memorandum.

SECTION III – RISK FACTORS

An investment in Equity Shares involves a high degree of financial risk. You should carefully consider all information in this Information Memorandum, including the risks described below, before making an investment in our Equity Shares. The risk factors set forth below do not purport to be complete or comprehensive in terms of all the risk factors that may arise in connection with our business or any decision to purchase, own or dispose of the Equity Shares. This section addresses general risks associated with the industry in which we operate and specific risks associated with our Company. Any of the following risks, as well as the other risks and uncertainties discussed in this Information Memorandum, could have a material adverse effect on our business and could cause the trading price of our Equity Shares to decline and you may lose all or part of your investment. In addition, the risks set out in this Information Memorandum are not exhaustive. Additional risks and uncertainties, whether known or unknown, may in the future have material adverse effect on our business, financial condition and results of operations, or which we currently deem immaterial, may arise or become material in the future. To obtain a complete understanding of our Company, prospective investors should read this section in conjunction with the sections entitled “Our Business” beginning on page no 44 of this Information Memorandum, as well as other financial and statistical information contained in this Information Memorandum. 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 risks mentioned herein.

This Information Memorandum also contains forward-looking statements that involve risks and uncertainties. Our results could differ materially from those anticipated in these forward-looking statements as a result of certain factors, including events described below and elsewhere in this Information Memorandum. Unless otherwise stated, the financial information used in this section is derived from and should be read in conjunction with restated financial information of our Company prepared in accordance with the Companies Act and restated in accordance with the SEBI (ICDR) Regulations, including the schedules, annexure and notes thereto.

Materiality

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

1. Some events may have material impact quantitatively;
2. Some events may have material impact qualitatively instead of quantitatively;
3. Some events may not be material individually but may be found material collectively;
4. Some events may not be material at present but may be having material impact in future.

Internal Risk Factors

- 1. *We have incurred substantial indebtedness which exposes us to various risks which may have an adverse effect on our business and results of operations.***

As on March 31, 2019, we have Rs. 2102.84 lakhs (excluding non-fund based) of outstanding debt on our balance sheet. Our level of indebtedness has important consequences to us, such as:

- increasing our vulnerability to general adverse economic, industry and competitive conditions;
- limiting our flexibility in planning for, or reacting to, changes in our business and the industry;
- affecting our credit rating;
- limiting our ability to borrow more money both now and in the future; and
- increasing our interest expenditure and adversely affecting our profitability, since almost all of our debt bears interest at floating rates.

If any of these risks were to materialise, our business and results of operations may be adversely affected.

- 2. *Inventories and trade receivables form a substantial part of our current assets and net worth. Failure to manage our inventory and trade receivables could have an adverse effect on our net sales, profitability, cash flow and liquidity. Also, we have high working capital requirements. Our inability to meet our working capital requirements may have a material adverse effect on our business, financial condition and results of operations.***

Also, we are engaged in the business of manufacturing of niche quality Galvanized Steel Wires which find applications in Power Transmission, Cable & Conductor, General Engineering, Construction, etc. Our Company's business is

working capital intensive and hence, inventories and trade receivables form a substantial part of our current assets and net worth. The results of operations of our business are dependent on our ability to effectively manage our inventory and trade receivables.

To effectively manage our inventory, we must be able to accurately estimate customer demand and supply requirements and purchase raw materials accordingly. However, if our management misjudges expected customer demand, it could cause either a shortage of products or an accumulation of excess inventory. Further, if we fail to sell the inventory we manufacture, we may be required to write-down our inventory or pay our suppliers without new purchases, or create additional vendor financing, all of which could have an adverse impact on our income and cash flows.

To effectively manage our trade receivables, we must be able to accurately evaluate the credit worthiness of our customers and distributors and ensure that suitable terms and conditions are given to them in order to ensure our continued relationship with them. However, if our management fails to accurately evaluate the credit worthiness of our customers, it may lead to bad debts, delays in recoveries and / or write-offs which could lead to a liquidity crunch, thereby adversely affecting our business and results of operations. A liquidity crunch may also result in increased working capital borrowings and, consequently, higher finance cost which will adversely impact our profitability.

Also, our business requires a significant amount of working capital for smooth functioning. We meet our requirement for working capital majorly through banking facilities. In future, our inability, if any to meet our working capital requirements or inability to renew our existing working capital requirements through banking arrangements can adversely impact our business operations and financial position.

Hence, in order to effectively operate the aforementioned additional facilities along with the existing facilities we need to have access to a larger amount of liquid funds and sufficient working capital.

3. *We are involved in high volume-low margin business. Any disruption in our turnover or failure to regularly grow the same may have a material adverse effect on our business, results of operations and financial condition.*

Our inability to regularly grow our turnover and effectively execute our key business processes could lead to lower profitability and hence adversely affect our operating results, debt service capabilities and financial conditions. Due to the nature of the products we sell, we may not be able to charge higher margins on our products. Hence, our business model is heavily reliant on our ability to effectively grow our turnover and manage our key processes including but not limited to raw material procurement, timely sales / order execution and continuous cost control of non-core activities. The table below gives details of our operating margins and net profit margin based on last three years financials.

(₹ in lakhs)

Particulars	For the Fiscal		
	2019	2018	2017
Total Income	22466.15	12639.61	6715.63
PBT as a % of Total Income	2.213%	1.376%	1.438%
PAT as a % of Total Income	1.275%	0.648%	0.972%

Our growth strategy is subject to and involves risks and difficulties, many of which are beyond our control and, accordingly, there can be no assurance that we will be able to implement our strategy or growth plans, or complete them within the timelines. Further, we operate in a dynamic industry, and on account of changes in market conditions, industry dynamics, technological improvements or changes and any other relevant factors, our growth strategy and plans may undergo changes or modifications, and such changes or modifications may be substantial, and may even include limiting or foregoing growth opportunities if the situation so demands.

4. *Our Company has certain contingent liabilities, which have not been provided for. Crystallization of any of these contingent liabilities may adversely affect our financial condition.*

The contingent liabilities of our Company not provided for, as certified by our Statutory Auditors are as under:

(₹ in lakhs)

Particulars	As at March 31,		
	2019	2018	2017
Bank Guarantee	2300.00	2,300.00	1585.00

Total	2300.00	2,300.00	1585.00
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In the event the above contingent liability gets crystallized, our financial condition may be adversely affected. For further information, please see “Notes to the Accounts” beginning on page no. F 26 under Chapter titled “Financial Information” beginning on page no. 102 of this Information Memorandum.

- 5. As majority of our business comes from government/semi government organisations, we are unable to enter into formal long term arrangements with our primary customer group. Part of our business comes from tenders and failure to procure such tenders on a continuous basis could adversely impact our revenues and profitability.**

While in a few instances, we operate on a rate contract basis, we do not have long term arrangements with all of our customers for sale of our products in the future, at fixed prices. Our Company also bids in the prospective tenders where bidders are scrutinized for technical and financial qualifications. The bids of qualified parties are then negotiated on the price offered for the respective works and the work is allotted to the party with lowest bid. We have been receiving regular business from Southern Power Distribution Company of Telangana Limited, The Southern Power Distribution Company of Andhra Pradesh Limited, Northern Power Distribution Company of Telangana Limited, UP Power Transmission Corporation Limited etc. But due to the nature of our customers being government, there is no assurance that we will be able to obtain continuous business or that we will be able to replace our customer base in a timely manner or at all. The loss of, or interruption of work by, a significant customer or a number of significant customers or our inability to procure tender contracts on a regular basis or at all may have an adverse effect on our revenues, cash flows and operations, including an interruption or partial or total work stoppage at our manufacturing facilities.

- 6. We derive a significant portion of our revenues from our top 10 (ten) customers. The loss of, or a significant reduction in the revenues we receive from, one or more of these customers, may adversely affect our business.**

We derive a significant portion of our revenues from our Company’s top 10 (ten) customers. In the Financial Year 2018-19, our top 10 (ten) customers accounted for 52.95%, of our total revenue generated. While our top 10 (ten) customers are not necessarily the same every year, the top (10) ten customers contribute a significant portion of our revenues. In the financial year 2018-19, our largest customer accounted for 21.92% of our total revenue. The loss of business derived from these customers or a significant reduction in, the revenues we receive from, one or more of these customers may adversely affect our business.

- 7. The capacity of the current plants is not fully utilized, consecutively, if there is also any under-utilization of our proposed expanded capacities, this in turn could affect our ability to fully absorb fixed costs and thus may adversely impact our financial performance.**

In FY 2018-19, for Wire Division, we have utilized 86.85% of our installed capacity (30,000 MTS) and in Nails Division we have utilized 83.85% of our installed capacity (15,000 MTS). We currently under utilized our installed capacity. The installed capacities have not been fully utilized over the last three financial years. For details regarding the existing installed and utilised capacity, please see “Our Business” beginning on page no. 44 of this Information Memorandum.

Further by FY 2019-20, we propose to increase our installed capacities for Wire Division as well as for our Nail Division, in phase wise manner, based on our estimates of market demand and profitability. In the event of non-materialization of our estimates and expected order flow for our products and/or failure of optimum utilization of our capacities, due to factors including adverse economic scenario, change in demand or for any other reason, our capacities may not be fully utilized thereby impairing our ability to fully absorb our fixed cost and may adversely impact our financial performance.

- 8. Our Company has reported certain negative operating cash flows in the past, details of which are given below. Sustained negative operating cash flow could impact our growth and business in the future.**

Our Company had reported certain negative operating cash flows in the past as per the financial statements and the same are summarised as under:

(₹ in lakhs)

Particulars	For the year ended March 31,				
	2019	2018	2017	2016	2015

Cash flow from Operating Activities	2,127.58	(1,361.86)	(1,189.31)	737.11	533.71
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Operating 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 our Company is not able to generate sufficient operating cash flows, it may adversely affect our business and financial operations.

9. Our Company has entered into certain related party transactions in the past.

Our Company has entered into related party transactions with our Promoters, Directors and the Promoter Group aggregating 915.37 Lakhs for the period ended March 31, 2019. While our Company believes that all such transactions have been conducted on the arms length basis, there can be no assurance that it could not have been achieved on more favourable terms had such transactions not been entered into with related parties. Furthermore, it is likely that our Company will enter into related party transactions in the future. There can be no assurance that such transactions, individually or in the aggregate, will not have an adverse effect on our financial condition and results of operation. For details, please see “Notes to the Accounts-Point 6)” beginning on page no. F 26 under section titled “Financial Information” beginning on page no. 102 of this Information Memorandum.

10. Some of our corporate records including certain secretarial records for transfer of Equity Shares are not traceable.

Our Company does not have access to some filings pertaining to historical, legal and secretarial information in relation to certain disclosures in this Information Memorandum. These include mainly changes in Authorised Capital, Paid-up Capital, Transfer details & other important records from the year 1989 i.e. since incorporation till the year 2005. The information in relation to the transfers of shares taken place from the year 1989 till 2005 have not been disclosed in the chapter titled “Capital Structure” beginning on page no. 29 of this Information Memorandum as we may not be able to furnish any documents evidencing such transfers. We cannot further assure you that we will not be penalized by the relevant supervisory and regulatory authorities in India for not maintaining the records.

11. Our Promoters play a key role in our functioning and we heavily rely on his knowledge and experience in operating our business and therefore, it is critical for our business that our Promoters remain associated with us. Our success also depends upon the services of our key managerial personnel and our ability to attract and retain key managerial personnel and our inability to attract them may affect our operations.

We benefit from our relationship with our Promoters and our success depends upon the continuing service of our Promoters who have been responsible for the growth of our business and is closely involved in the overall strategy, direction and management of our business. Our Promoters have been actively involved in the day to day operations and management since 2012. Accordingly, our performance is heavily dependent upon the service of our Promoters. If our Promoters are unable or unwilling to continue in their present position, we may not be able to replace them easily or at all. Further, we rely on the continued services and performance of our key executives and senior management for continued success and smooth functioning of the operations of the Company. If we lose the services of any of our Key Managerial Personnel, we may be unable to locate suitable or qualified replacements, and may incur additional expenses to recruit and train new personnel, which could adversely affect our business operations and affect our ability to continue to manage and expand our business. Moreover, we do not maintain key person insurance to insure against the loss of Key Managerial Personnel.

Our Promoters, along with the Key Managerial Personnel, have over the years built relations with suppliers, formulators, customers and other persons who are connected with us. The loss of their services could impair our ability to implement our strategy, and our business, financial condition, results of operations and prospects may be materially and adversely affected.

12. The interests of our Promoters or certain directors may conflict with our interests or with the best interests of our other shareholders. Any inappropriate resolution of such conflicts may adversely affect our business, results of operations and/ or the interests of our other shareholders.

We are heavily dependent on our executive directors and their expertise for our strategic as well as day to day operations. The Chairman and Managing Director of our Company, Mr. Ghanshyam Dass is involved in the management of our Corporate Promoter, Kandoi Industries India Private Limited. Mr. Ghanshyam Dass is a common director between our Company and our Corporate Promoter, Kandoi Industries India Private Limited. In case of a

conflict between us and or any other entity in which our Directors or our Promoter Group members are interested, our Promoters/Directors may favor such other companies over us. Further, there may be situations in which they are unable to allocate sufficient time to our Company or effectively participate in the management of our Company, which could have a material adverse effect on our business. If any such actual or perceived conflicts of interests are not resolved suitably, our business, results of operations and/or the interest of our other shareholders may be adversely affected. For further details, please see “Our Management”, “Our Promoters and Promoter Group” and “Notes to the Accounts-Point 6)” beginning on page no. F 26 under the chapter titled “Financial Information” beginning on page nos. 74, 86 and 102 respectively of this Information Memorandum.

13. There are various negative covenants in the agreements entered into by us and our lender, which could put us at a competitive disadvantage and could have an adverse effect on our business, results of operations and financial condition.

Our financing agreements include various restrictive covenants in relation to certain actions to be undertaken by our Company and for which prior written approval of the bank is required. The major restrictive covenants (which require prior approval) are mentioned below: (some of these may be common across all banks, while some may be specific to a particular bank)

- ✱ Our Company will furnish on or before 15th day of the month, details of stock and book debts in the prescribed format. The book debt statement needs to be certified by the borrower’s auditor at quarterly rests.
- ✱ In case of preclosure of credit facilities, our Company will pay 2% of outstanding balance in respect of loans and 2% of sanctioned limits in respect of ODCC/BP limits. (as prescribed by bank from time to time)
- ✱ Our Company shall not borrow from any other source and change the place and/or nature of business without the knowledge of the bank, during the currency of the advance.
- ✱ The bank shall have a right of lien over any of our properties, moneys or other assets, which are in custody or control of the bank during the pendency of any debit balance in our account(s).
- ✱ Our Company will not without the bank’s knowledge and prior consent in writing create any further charge, lien or encumbrance over the assets and properties of the firm to be charged to the bank in favour of any other bank, financial institutions, company, firm or person.
- ✱ If any change in the constitution is contemplated, prior approval of the bank for such a change should be obtained in writing. If no, such approval has been obtained in advance, the bank shall have the right to suspend further operations on the account consequent upon such reconstitution/change.
- ✱ Our Company should not be dissolved / reconstituted without obtaining bank’s prior approval in writing. Post-facto approval of reconstitution/dissolution will not be accorded nor the existing guarantors shall be released if the dissolution/reconstitution is effected without prior approval in writing.

We must obtain the approval of the lender under our financing agreements before undertaking these significant corporate actions. We cannot assure you that the lender will grant the required approvals in a timely manner, or at all. The time required to secure such consents may hinder us from taking advantage of a dynamic market environment. In addition to the restrictions listed above, we are required to maintain certain financial ratios under our financing agreements. These financial ratios and the restrictive provisions could limit our flexibility to engage in certain business transactions or activities.

Additionally, our financing agreements are secured by our movable, immovable or intangible assets (whether existing or future), goods and work-in-progress (whether existing or future) and by a personal guarantees of our Promoters. Such financing agreements enable the lenders to cancel any outstanding commitments, accelerate the repayment, exercise cross default provisions and enforce their security interests on the occurrence of events of default such as a breach of financial covenants, failure to obtain the proper consents, failure to perfect security as specified and such other covenants that are not cured. It is possible that we may not have sufficient funds upon such an acceleration of our financial obligations to pay the principal amount and interest in full. Further, if we are forced to issue additional equity to the lenders, your ownership interest in our Company will be diluted. It is also possible that future financing agreements may contain similar or more onerous covenants and may also result in higher interest cost.

If any of these events were to occur, our business, results of operations and financial condition may be adversely affected.

14. Our Individual Promoters are actively involved in our Corporate Promoter. Further, there may be potential conflict of interests between our Company and our Corporate Promoter which is also promoted by our Individual Promoters.

Our Company is part of a business group named Kandoi Group and our Individual Promoters are also actively involved in our Corporate Promoter i.e. Kandoi Industries India Private Limited. Our Promoters devote substantial time and resources to develop and grow the business of our Corporate Promoter, which could result in lack of leadership in our Company and lead to negligence of business operations, quality and safety standards, customer and supplier relations and certain regulatory affairs. We cannot guarantee that our Individual Promoters will divide their time and energy between our Corporate Promoter and us. Though our Key Managerial Personnel are well experienced to carry out the business activities, lack of involvement of our Individual Promoters could have an adverse effect on our goodwill and financial performance.

Further, the Main Object Clause of our Corporate Promoter permits them to undertake similar business to that of our business, which may create a potential conflict of interest and which in turn, may have an implication on our operations and profits. Though our Corporate Promoter has its independent business, we cannot be assured that we shall be able to adopt necessary measures for mitigating these conflicts and hence the same if not managed well, could adversely affect our results of operations and financial condition.

Also, our Company does not have any non-compete or such other agreement / arrangement with our Corporate Promoter. For further details, please see ‘Our Business’, ‘Our Promoter and Promoter Group’ and “Notes to the Accounts-Point 6)” beginning on page no. F 26 under the chapter titled “Financial Information” beginning on page nos. 44, 86 and 102 respectively of this Information Memorandum.

15. We require certain approvals and licenses in the ordinary course of business and are required to comply with certain rules and regulations to operate our business, and the failure to obtain, retain and renew such approvals and licences or comply with such rules and regulations, and the failure to obtain or retain them in a timely manner or at all may adversely affect our business operations.

We require several statutory and regulatory permits, licenses and approvals to operate our business, some of which our Company has either received, applied for or is in the process of application. Many of these approvals are granted for fixed periods of time and need renewal from time to time. Non-renewal of the said permits and licenses would adversely affect our Company’s operations, thereby having a material adverse effect on our business, results of operations and financial condition. There can be no assurance that the relevant authorities will issue any of such permits or approvals in the time-frame anticipated by us or at all. Our Company requires the following statutory and regulatory registrations, licenses, permits and approvals for our business but the same have not been obtained by us, as on date of this Information Memorandum: (i) NOC/Approval from Fire Department under the provisions of the Andhra Pradesh Fire & Emergency Operations and Levy of Rules, 2006; (ii) Occupancy Certificate from Fire Service Department under the provisions of the Andhra Pradesh Fire & Emergency Operations and Levy of Rules, 2006; and (iii) Certificate of Establishment under the provisions of the Andhra Pradesh (Shops and Establishments) Act, 1988 for our Registered Office located at 11-70/5, G P Complex, Balanagar, Hyderabad -500018, Telangana. We believe that because our factory and set up was built prior to the commencement of relevant rules and acts; the fire department shall not have technical objection to any of our layouts etc. and we have till date not received any notice for irregularity if any for this matter. However; if we receive any such communication from the said department; we may be penalized for non-compliance with the aforementioned laws for which we have not obtained the requisite Licenses.

Further, some of our permits, licenses and approvals are subject to several conditions and we cannot provide any assurance that we will be able to continuously meet such conditions or be able to prove compliance with such conditions to the statutory authorities, which may lead to the cancellation, revocation or suspension of the relevant permits, licenses or approvals. Any failure by us to apply in time, to renew, maintain or obtain the required permits, licenses or approvals, or the cancellation, suspension or revocation of any of the permits, licenses or approvals may result in the interruption of our operations and may have a material adverse effect on our business. If we fail to comply with all the regulations applicable to us or if the regulations governing our business or their manner of implementation change, we may incur increased costs, or be subject to penalties or may suffer a disruption in our business activities, any of which, could adversely affect our business or results of operations. For further details, please see “Key Industry Regulations and Policies” and “Government and Other Statutory Approvals” beginning on page nos. 60 and 108 respectively of this Information Memorandum.

16. Non-compliance with and changes in, safety, health and environmental laws and other applicable regulations, may adversely affect our Company's results of operations and its financial condition.

We are subject to Indian laws and government regulations, including laws in relation to safety, health and environmental protection. These safety, health and environmental protection laws and regulations *inter alia* impose controls on air and water discharge, noise levels, storage handling, employee exposure to hazardous substances and other aspects of our Company's operations and products. In addition, our products, including the process of manufacture, storage and distribution of such products, are subject to numerous laws and regulations in relation to quality, safety and health. For further details, see the section titled "*Key Industry Regulation and Policies*" at page no. 60 of this Information Memorandum. Failure to comply with any existing or future regulations applicable to us may result in levy of fines, commencement of judicial proceedings and/or third party claims, and may adversely affect our results of operations and financial condition.

Further, there can be no assurance that our Company will not be involved in future litigation or other proceedings or be held responsible in any litigation or proceedings including in relation to safety, health and environmental matters, the costs of which could be material. Any accidents involving hazardous substances can cause personal injury and loss of life, substantial damage to or destruction of property and equipment and could result in a suspension of operations. The loss or shutdown of operations over an extended period at any of our Company's facilities would have a material adverse effect on our Company's business and operations.

17. Orders placed by customers may be delayed, modified, cancelled or not fully paid for by our customers, which may have an adverse effect on our business, financial condition and results of operations.

We may encounter problems in executing the orders in relation to our manufactured products, or executing it on a timely basis. Moreover, factors beyond our control or the control of our customers, including delays or failure to obtain necessary permits, authorizations, permissions and other types of difficulties or obstructions, may result in the postponement of the delivery of products or cause its cancellation. Accordingly, it is difficult to predict with certainty if, when, and to what extent we may be able to deliver the orders placed. Failure to deliver products on time could lead to customers delaying or refusing to pay the amount, in part or full, which may adversely affect our business.

In addition, even where a delivery proceeds as scheduled, it is possible that the contracting parties may default or otherwise fail to pay amounts owed. While we have not yet experienced any material delay, reduction in scope, cancellation, execution difficulty, delay or default in payment with regard to the orders placed with us, or any material disputes with customers in respect of any of the foregoing, any such adverse event in the future could materially harm our cash flow position and income. Any delay, modification, cancellation of order by our large customers may have material adverse effect on our financial condition and results of operations.

18. Our Company has availed Rs. 1372.64 Lakhs as unsecured loans which are repayable on demand. Any demand from the lenders for repayment of such unsecured loan may affect our cash flow and financial condition.

Our Company as per the audited financial statement as on September 30, 2019 has availed total sum of Rs. 1372.64 Lakhs as unsecured loans which may be recalled at any time. Sudden recall may disrupt our operations and also may force us to opt for funding at higher interest rates, resulting in higher financial burden. Further, we will not be able to raise funds at short notice and thus result in shortage of working capital fund. For further details, please refer to the section "*Details of total secured and unsecured borrowings*" under the chapter titled "*Financial Information*" beginning on page no. 102 of this Information Memorandum. Any demand for the repayment of such unsecured loan, may adversely affect our cash flow and financial condition.


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

Our business activities are dependent on availability of skilled and unskilled labour. Non-availability of labour at any time or any disputes with them may affect our production schedule and timely delivery of our products to customers which may adversely affect our business and result of operations. We are unable to assure you that we will not experience disruptions to our operations due to disputes or other problems with our work force, which may lead to strikes, work stoppages, lock-outs or increased wage demands. Such issues could have adverse effect on our business, and results of operations.

20. *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 termination of our contracts, 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, if any, 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.

21. *Intellectual property rights are important to our business. Since our business is based on evolving innovative and unique methods and using the same for developing products and solutions, it is very important for us to ensure confidentiality of our intellectual property rights. We may be unable to protect them from being infringed by others, including our current and / or future competitors/employees.*

As on the date of this Information Memorandum, we have not obtained registration for our corporate logo “” and hence we do not enjoy the statutory protection accorded to a registered trademark. If we are unable to obtain a registration, we may still continue to use the corporate logo but remain vulnerable to infringement and passing-off by third parties and will not be able to enforce any rights against them. We may also need to change our corporate logo which may adversely affect our reputation and business and could require us to incur additional costs for replacing the logo associated with our Company and business. Although, we believe that that our present systems are adequate to protect our confidential information and intellectual property, there can be no assurance that our intellectual property data, trade secrets or proprietary technology will not be copied, infringed or obtained by third parties. Further, our efforts to protect our intellectual property may not be adequate and may lead to erosion of our business value and our operations could be adversely affected. This may lead to litigations and any such litigations could be time consuming and costly and their outcome cannot be guaranteed. Our Company may not be able to detect any unauthorized use or take appropriate and timely steps to enforce or protect our intellectual property, which may adversely affect our business, financial condition and results of operations.

22. *We do not own one of our properties which are used by us currently.*

Our factory is situated on land and building which are fully owned by our Company. However, our Registered Office premise used by our Company situated at 11-70/5, G P Complex, Balanagar, Hyderabad -500018, Telangana, is taken on leasehold basis. Upon the termination of the lease agreement, we are required to return the said premise to the lessor.

Further, the term of the lease agreement may or may not be renewed. In the event the lessor terminate or does not renew the lease on commercially acceptable terms, or at all, we shall be required to vacate the premises. We may be required to identify alternate premises and enter into fresh lease agreement. Such a situation could result in loss of business and may adversely affect our operations and profitability. For further details, please see paragraph titled “*Properties*” under the chapter titled “*Our Business*” beginning on page no. 44 of this Information Memorandum.

23. *In addition to normal remuneration, other benefits and reimbursement of expenses some of our Directors (including our Promoters) and Key Managerial Personnel are interested in our Company to the extent of their shareholding and dividend entitlement in our Company.*

Some of our Directors (including our Promoters) and Key Managerial Personnel are interested in our Company to the extent of their shareholding and dividend entitlement in our Company, in addition to normal remuneration or benefits and reimbursement of expenses. We cannot assure you that our Directors or our Key Managerial Personnel would always exercise their rights as Shareholders to the benefit and best interest of our Company. As a result, our Directors will continue to exercise significant control over our Company, including being able to control the composition of our board of directors and determine decisions requiring simple or special majority voting, and our other Shareholders may be unable to affect the outcome of such voting. Our Directors may take or block actions with respect to our business, which may conflict with our best interests or the interests of other minority Shareholders, such as actions with respect to future capital raising or acquisitions. We cannot assure you that our Directors will always act to resolve any conflicts of interest in our favour, thereby adversely affecting our business and results of operations and prospects. For further details, please see “*Our Management*”, “*Our Promoters and Promoter Group*” and “*Notes to the Accounts-Point 6*” beginning on page no. F 26 under the chapter titled “*Financial Information*” beginning on page nos.74, 86 and 102 respectively of this Information Memorandum.

24. Our success largely depends on our ability to attract and retain our Key Managerial Personnel. Any loss of our Key Managerial Personnel could adversely affect our business, operations and financial condition.

Our Company is depending significantly on the expertise, experience and continued efforts of our Key Managerial Personnel. If one or more members of our Key Managerial Personnel are unable or unwilling to continue in his/her present position, it may be difficult to find a replacement, and business might thereby be adversely affected. Our industry requires personnel with specific technical knowledge and experience for our trading and more particularly our subsidiary's manufacturing business.

Competition for Key Managerial Personnel in our industry is intense and it is possible that our Company may not be able to retain our existing Key Managerial Personnel or may fail to attract/ retain new employees at equivalent positions in the future. As such, loss of our Key Managerial Personnel could adversely affect our business, results of operations and financial condition. For further details on the Key Managerial Personnel of our Company, please see "Our Management" beginning on page no. 74 of this Information Memorandum.

25. Our inability to manage growth could disrupt our business and reduce profitability.

A principal component of our strategy is to continuously grow by expanding the size and geographical scope of our businesses. This growth strategy will place significant demands on our management, financial and other resources. It will require us to continuously develop and improve our operational, financial and internal controls. Continuous expansion increases the challenges involved in financial management, recruitment, training and retaining high quality human resources, preserving our culture, values and entrepreneurial environment, and developing and improving our internal administrative infrastructure. Any inability on our part to manage such growth could disrupt our business prospects, impact our financial condition and adversely affect our results of operations.

26. We are required to incur substantial expenditure for our business operations and if we are not able to manage our financial requirements in the future, we may be required to obtain additional financing which may not be on terms commercially acceptable to us.

We are required to incur substantial expenditure for conducting our business operations primarily in relation to making payments to our suppliers for the bulk quantities of raw materials and other supplies purchased by us for our business. Also, substantial expenditure is incurred for obtaining registrations for manufacturing, trading, storing, transportation, etc. The actual amount and timing of our future capital requirements may differ from estimated requirements as a result of, amongst other things, unforeseen delays in estimating demands and fashion trends, seeking or grant of registrations, or cost overruns while seeking registrations, changes in business plans due to prevailing economic conditions, unanticipated expenses and regulatory changes. If we are not able to manage our financial requirements from our internal accruals in the future, we may be required to seek additional debt or equity financing. Additional debt financing could increase our interest costs and require us to comply with restrictive covenants in our financing agreements. Additional equity financing could dilute our earnings per Equity Share and your interest in the Company, and could adversely impact the price of our Equity Share.

Our ability to obtain additional financing on favourable terms, if at all, will depend on a number of factors. We cannot assure you that we will be able to raise additional financing on acceptable terms in a timely manner or at all which could adversely impact our planned capital expenditure and our business.

27. If we suffer a large uninsured loss or if we suffer an insured loss that significantly exceeds our insurance coverage, our financial condition and results of operations may be adversely affected.

Our business, assets and stocks could suffer damage from fire, natural calamities, misappropriation or other causes, resulting in losses, which may not be fully compensated by insurance. While we believe that we maintain insurance coverage in amounts consistent with industry norms, our insurance policies do not cover all risks and are subject to exclusions and deductibles. There can be no assurance that the terms of our insurance policies will be adequate to cover any damage or loss suffered by us or that such coverage will continue to be available on reasonable terms or will be available in sufficient amounts to cover one or more large claims, or that the insurer will not disclaim coverage as to any future claim.

Further, we are required to renew these insurance policies from time to time and in the event, we fail to renew the insurance policies within the time period prescribed in the respective insurance policies or not obtain at all, we may face significant uninsured losses. If we suffer a large uninsured loss or if any insured loss suffered by us significantly exceeds our insurance coverage, our business, financial condition and results of operations may be adversely affected.

For further details, please see paragraph titled “Insurance” under the chapter titled “Our Business” beginning on page no. 44 of this Information Memorandum.

28. Any further issuance of Equity Shares by Our Company or sales of Equity Shares by any significant shareholders may adversely affect the trading price of the Equity Shares.

Any future issuance of Equity Shares by our Company could dilute the investors’ shareholding. Any such future issuance of Equity Shares or sales of Equity Shares by any of our significant shareholders may also adversely affect the trading price of the Equity Shares, and could impact our ability to raise capital through an offering of securities. In addition, any perception by investors that such issuances or sales might occur could also affect the trading price of the Equity Shares.

29. Our ability to pay dividends in the future may be affected by any material adverse effect on our future earnings, financial condition or cash flows.

Our ability to pay dividends in future will depend on our earnings, financial condition and capital requirements. Our business is working capital intensive. We may be unable to pay dividends in the near or medium term, and our future dividend policy will depend on our capital requirements and financing arrangements in respect of our operations, financial condition and results of operations.

EXTERNAL RISK FACTORS

30. Any change in the government policies vis-à-vis expenditure, subsidies and incentives etc. in steel wire sector could affect their ability to spend on agrochemical products, thereby affecting our business and profitability.

Any changes in government policies relating to our industry such as reduction of government expenditure, withdrawal or changes in incentives and subsidy systems, or adverse changes in fabric prices and/or minimum support prices could have an adverse effect on the ability of our customers to spend on our products.

Our ability to freely set prices for products may be restricted by the government and our profits may reduce. End users of our products may seek to find ways to reduce or contain related costs. We cannot predict the nature of the measures that may be adopted by governments or private organisations or their impact on our revenues. In the event such measures result in increased costs for our suppliers, their concentration in this area may reduce which could affect our supply chain. Also, if steel related legislation or third party payer influence results in lower prices for our products, our overall revenues may decrease and our cash flows and profits could be adversely affected even in cases where the demand for our products increases.

31. The Companies Act, 2013 has effected significant changes to the existing Indian company law framework, which may subject us to higher compliance requirements and increase our compliance costs.

A majority of the provisions and rules under the Companies Act, 2013 have been notified and have come into effect from the date of their respective notification, resulting in the corresponding provisions of the Companies Act, 1956 ceasing to have effect. The Companies Act, 2013 has brought into effect significant changes to the Indian company law framework, such as in the provisions related to issue of capital, disclosures in prospectus, corporate governance norms, audit matters, related party transactions, introduction of a provision allowing the initiation of class action suits in India against companies by shareholders or depositors, a restriction on investment by an Indian company through more than two layers of subsidiary investment companies (subject to certain permitted exceptions), prohibitions on loans to directors and insider trading and restrictions on directors and key managerial personnel from engaging in forward dealing. Further, companies meeting certain financial thresholds are also required to constitute a committee of the board of directors for corporate social responsibility activities and ensure that at least 2% of the average net profits of the company during three immediately preceding financial years are utilized for corporate social responsibility activities. Penalties for instances of non-compliance have been prescribed under the Companies Act, 2013, which may result in *inter alia*, our Company, Directors and Key Managerial Employees being subject to such penalties and formal actions as prescribed under the Companies Act, 2013, should we not be able to comply with the provisions of the New Companies Act within the prescribed timelines, and this could also affect our reputation.

To ensure compliance with the requirements of the Companies Act, 2013 within the prescribed timelines, we may need to allocate additional resources, which may increase our regulatory compliance costs and divert management attention. While we shall endeavour to comply with the prescribed framework and procedures, we may not be in a position to do so in a timely manner.

The Companies Act, 2013 introduced certain additional requirements which do not have corresponding equivalents under the Companies Act, 1956. Accordingly, we may face challenges in interpreting and complying with such provisions due to limited jurisprudence on them. In the event, our interpretation of such provisions of the Companies Act, 2013 differs from, or contradicts with, any judicial pronouncements or clarifications issued by the Government in the future, we may face regulatory actions or we may be required to undertake remedial steps. Additionally, some of the provisions of the Companies Act, 2013 overlap with other existing laws and regulations (such as the corporate governance norms and insider trading regulations). We may face difficulties in complying with any such overlapping requirements. Further, we cannot currently determine the impact of provisions of the Companies Act, 2013, which are yet to come in force. Any increase in our compliance requirements or in our compliance costs may have an adverse effect on our business and results of operations.

32. Any changes in the regulatory framework could adversely affect our operations and growth prospects.

Our Company is subject to various regulations and policies. For details please see “Key Industry Regulations and Policies” beginning on page no. 60 of this Information Memorandum. Our business and prospects could be materially adversely affected by changes in any of these regulations and policies, including the introduction of new laws, policies or regulations or changes in the interpretation or application of existing laws, policies and regulations. There can be no assurance that our Company will succeed in obtaining all requisite regulatory approvals in the future for our operations or that compliance issues will not be raised in respect of our operations, either of which could have a material adverse effect on our business, financial condition and results of operations.

33. Civil disturbances, extremities of weather, regional conflicts and other political instability may have adverse affects on our operations and financial performance.

Certain events that are beyond our control such as earthquake, fire, floods and similar natural calamities may cause interruption in the business undertaken by us. Our operations and financial results and the market price and liquidity of our equity shares may be affected by changes in Indian Government policy or taxation or social, ethnic, political, economic or other adverse developments in or affecting India.

34. Terrorist attacks, civil unrest and other acts of violence or war involving India and other countries could adversely affect the financial markets and our business.

Terrorist attacks and other acts of violence or war may negatively affect the Indian markets on which our Equity Shares will trade and also adversely affect the worldwide financial markets. These acts may also result in a loss of business confidence, impede travel and other services and ultimately adversely affect our business. In addition, any deterioration in relations between India and Pakistan might result in investor concern about stability in the region, which could adversely affect the price of our Equity Shares.

India has also witnessed civil disturbances in recent years and it is possible that future civil unrest as well as other adverse social, economic and political events in India could have a negative impact on the value of share prices generally as well as the price of our Equity Shares. Such incidents could also create a greater perception that investment in Indian companies involves a higher degree of risk and could have an adverse impact on our business.

35. Instability in financial markets could materially and adversely affect our results of operations and financial condition.

The Indian economy and financial markets are significantly influenced by worldwide economic, financial and market conditions. Any financial turmoil, especially in the United States of America or Europe, 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.

The global financial turmoil, an outcome of the sub-prime mortgage crisis which originated in the United States of America, led to a loss of investor confidence in worldwide financial markets. Indian financial markets have also experienced the contagion effect of the global financial turmoil, evident from the sharp decline in SENSEX, BSE’s benchmark index. Any prolonged financial crisis may have an adverse impact on the Indian economy and us, thereby resulting in a material and adverse effect on our business, operations, financial condition, profitability and price of our Equity Shares.

36. Conditions in the Indian securities market and stock exchanges may affect the price and liquidity of our Equity Shares.

Indian stock exchanges, which are smaller and more volatile than stock markets in developed economies, have in the past, experienced problems which have affected the prices and liquidity of listed securities of Indian companies. These problems include temporary exchange closures to manage extreme market volatility, broker defaults, settlement delays and strikes by brokers. In addition, the governing bodies of the Indian stock exchanges have from time to time restricted securities from trading, limited price movements and restricted margin requirements. Further, disputes have occurred on occasion between listed companies and the Indian stock exchanges and other regulatory bodies that, in some cases, have had a negative effect on market sentiment. If similar problems occur in the future, the market price and liquidity of the Equity Shares could be adversely affected. Further, a closure of, or trading stoppage on, either of the Stock Exchanges could adversely affect the trading price of our Equity Shares.

SECTION IV - INTRODUCTION
SUMMARY OF FINANCIAL INFORMATION

Particulars	Page No.
Summary of Financial Information	S 1 – S 3

GEEKAY WIRES LIMITED
11-70/5, G.P.COMPLEX, BALANAGAR, HYDERABAD-500018

Balance Sheet as at 31st March, 2019

Amount in Rs.			Amount in Rs.
Particulars	Note	As at March 31, 2019	As at March 31, 2018
I. EQUITY AND LIABILITIES			
(1) Shareholder's Funds			
(a) Share Capital	1	10,45,20,000	8,33,20,000
(b) Reserves and Surplus	2	22,82,37,045	14,87,08,441
(2) Share application money pending allotment			
(3) Non-Current Liabilities			
(a) Long-term borrowings	3	21,02,84,044	27,26,22,904
(b) Deferred tax liabilities (Net)	4	2,69,27,651	1,60,94,651
(c) Other Long term liabilities		-	-
(d) Long term provisions		-	-
(4) Current Liabilities			
(a) Short-term borrowings	5	39,26,95,512	43,32,59,568
(b) Trade payables	6	19,38,48,794	12,74,71,845
(c) Other current liabilities	7	9,80,13,802	10,02,02,583
(d) Short-term provisions	8	1,05,07,191	37,78,701
Total		1,26,50,34,039	1,18,54,58,692
II. Assets			
(1) Non-current assets			
(a) Fixed assets			
(i) Tangible assets	9	37,71,44,099	33,02,57,127
(ii) Intangible assets		-	-
(iii) Capital work-in-progress		12,34,837	-
(iv) Intangible assets under development		-	-
(b) Non-current investments		-	-
(c) Deferred tax assets (net)		-	-
(d) Long term loans and advances	10	2,50,52,218	1,83,56,182
(e) Other non-current assets		-	-
(2) Current assets			
(a) Current investments		-	-
(b) Inventories	11	18,29,07,087	24,98,67,922
(c) Trade receivables	12	53,23,64,080	38,65,32,865
(d) Cash and cash equivalents	13	8,32,33,034	8,11,81,205
(e) Short-term loans and advances	14	5,89,50,310	11,58,03,693
(f) Other current assets	15	41,48,374	34,59,698
Significant accounting policies & notes on accounts:	24		
Total		1,26,50,34,039	1,18,54,58,692


For GEEKAY WIRES LIMITED

1 
Ashish Kandoi
CFO & Whole Time Director
(DIN No. 00463257)

2 
Anuj Kandoi
Whole Time Director
(DIN No. 00463277)

Vide our Report of Even Date

For MM PALOD & CO.,
Chartered Accountants
FRN.0060207S


Proprietor
(Murli Manohar Palod)
M.No.200858
Place: Hyderabad
Date: 29th May 2019

GEEKAY WIRES LIMITED
11-70/5, G.P.COMPLEX, BALANAGAR, HYDERABAD-500018


STATEMENT OF PROFIT AND LOSS

Profit and Loss statement for the year ended 31st March, 2019


Particulars	Note No.	Year ending 31.03.2019	Year ending 31.03.2018
I. Revenue from operations	16	2,17,82,85,006.13	1,23,67,84,038.65
II. Other Income	17	6,83,30,531.02	2,71,76,968.32
III. Total Revenue (I +II)		2,24,66,15,537.15	1,26,39,61,006.97
<u>IV. Expenses:</u>			
Cost of materials consumed	18	1,82,42,26,103.09	1,10,03,86,851.00
Purchase of Stock-in-Trade			
Changes in inventories of finished goods, work-in-progress and Stock-in-Trade	19	53,73,813.74	(6,14,31,366.00)
Employee benefit expense	20	6,16,58,800.00	2,11,85,590.00
Financial costs	21	7,79,32,100.52	5,43,76,673.00
Depreciation and amortization expense	9	2,22,91,189.00	1,40,70,034.00
Other expenses	22	20,57,09,118.59	11,79,73,743.00
Total Expenses		2,19,71,91,124.94	1,24,65,61,525.00
V. Profit before exceptional and extraordinary items and tax (III - IV)		4,94,24,412.21	1,73,99,481.97
VI. Exceptional Items		2,92,269.51	-
VII. Profit before extraordinary items and tax (V - VI)		4,97,16,681.72	1,73,99,481.97
VIII. Extraordinary Items		-	-
IX. Profit before tax (VII - VIII)		4,97,16,681.72	1,73,99,482.27
X. Tax expense:			
(1) Current tax		1,02,35,073.63	1,27,862.00
(2) Deferred tax		1,08,32,999.67	90,80,205.46
XI. Profit(Loss) from the period from continuing operations (VII-VIII)		2,86,48,608.42	81,91,415.00
XII. Profit/(Loss) from discontinuing operations		-	-
XIII. Tax expense of discounting operations		-	-
XIV. Profit/(Loss) from Discontinuing operations (XII - XIII)		-	-
XV. Profit/(Loss) for the period (XI + XIV)		2,86,48,608.42	81,91,415.00
XVI. Earning per equity share:			
(1) Basic		2.74	0.98
(2) Diluted		2.74	0.98

For GEEKAY WIRES LIMITED

1 
Ashish Kandoi
CFO & Whole Time Director
(DIN No. 00463257)

2 
Anuj Kandoi
Whole Time Director
(DIN No. 00463277)

Vide our Report of Even Date
For MM PALOD & CO.,
Chartered Accountants
FRN.00602075


Proprietor
(Murli Manohar Palod)
M.No.200858
Place: Hyderabad
Date: 29th May 2019

M/S GEEKAY WIRES LIMITED
11-70/5, G.P.COMPLEX, BALANAGAR, HYDERABAD-500018

CASH FLOW STATEMENT FOR THE PERIOD ENDED 31ST MARCH, 2019

Sl. No.	Particulars	Year ended 31 March, 2019	Year ended 31 March, 2018
A)	CASH FLOW FROM OPERATING ACTIVITIES		
	Net Profit before Tax	4,94,24,412.21	1,73,99,482.27
	<u>Adjustment for :</u>		
	Depreciation & Amortization Expenses	2,22,91,189.00	1,40,70,034.34
	Interest paid	7,26,24,107.54	5,06,63,220.46
	Profit on Sale of Fixed Asset	(2,92,269.51)	-
	Profit From Foreign Exchange Fluctuations	2,04,99,332.55	
	Interest Received	-	(36,19,924.00)
	Operating profit before Working Capital changes	16,45,46,771.79	7,85,12,813.06
	<u>Adjustment for</u>		
	Increase(Decrease) in Other Non Current Assets		
	Increase(Decrease) in Inventories	6,69,60,834.94	(15,90,56,203.61)
	Increase(Decrease) in Trade receivables	(14,58,31,214.97)	(18,43,84,192.85)
	Increase(Decrease) in Short term loan & Advances	5,68,53,382.49	(3,30,35,119.39)
	Increase(Decrease) in Other Current Assets	(6,88,675.90)	(21,54,941.26)
	Increase(Decrease) in Short term borrowings		
	Increase(Decrease) in Trade Payables	6,63,76,949.37	9,03,60,278.73
	Increase(Decrease) in Other Current Liabilities	(21,88,780.54)	6,96,08,405.66
	Increase(Decrease) in Short term provisions	67,28,489.63	15,76,296.90
	Cash generated from operations	4,82,10,985.02	(21,70,85,475.82)
	Net Cash flow from Operations	21,27,57,756.81	(13,85,72,662.76)
B)	CASH FLOW FROM INVESTING ACTIVITIES		
	Purchase of Tangible Assets	(6,99,75,894.00)	(8,13,22,176.61)
	Sale of Tangible Assets	10,90,000.00	
	Profit on Sale of Fixed Asset	2,92,269.51	
	Plan Approval fees (Capital Work In progress)	(12,34,837.00)	
		(6,98,28,461.49)	(8,13,22,176.61)
C)	CASH FLOW FROM FINANCIAL ACTIVITIES		
	Issue of Sahres	7,20,80,000.00	10,99,56,000.00
	Increase(Decrease) in Longterm Liabilities	(6,23,38,859.40)	7,96,47,212.66
	Increase(Decrease) in Longterm Loans and Advances	(66,96,036.00)	(32,93,490.38)
	Increase(Decrease) in Short Term Borrowings	(4,05,64,055.86)	12,31,06,007.76
	Interest paid	(7,26,24,107.54)	(5,06,63,220.46)
	Income Tax	(1,02,35,073.63)	(1,27,864.00)
	Interest Received	-	36,19,924.00
		(12,03,78,132.43)	26,22,44,569.58
	Net Increase (Decrease) in Cash & Cash Equivalents	2,25,51,162.89	4,23,49,730.21
	Opening Balance of Cash & Cash Equivalents	8,11,81,207.43	3,88,31,476.92
	Less : Profit From Foreign fluctiaions	(2,04,99,332.55)	
	Closing Cash & Cash Equivalents	8,32,33,037.77	8,11,81,207.43

For GEEKAY WIRES LIMITED

1



Ashish Kandoi
CFO & Whole Time Director
(DIN No. 00463257)

2


Anuj Kandoi
Whole Time Director
(DIN No. 00463277)

2

Vide our Report of Even Date
For MM PALOD & CO.,
Chartered Accountants


Proprietor
(Murli Manohar Palod)
M.No.200858
Place: Hyderabad
Date: May 29, 2019

GENERAL INFORMATION

Our Company was originally incorporated as “*Geekay Wires Private Limited*” on July 25, 1989 under the Companies Act, 1956, with the Registrar of Companies, Andhra Pradesh at Hyderabad bearing Registration Number 010271. The status of our Company was changed to a public limited company and the name of our Company was changed to “*Geekay Wires Limited*” by a special resolution passed on January 04, 2017. A fresh certificate of incorporation consequent to the change of name was granted to our Company on January 13, 2017, by the Registrar of Companies, Andhra Pradesh & Telangana at Hyderabad. Our Company’s Corporate Identity Number is L28999TG1989PLC010271.

For further details, please refer to the chapter titled “*History and Certain Corporate Affairs*” beginning on page no. 70 of this Information Memorandum.

Brief Company Information

Registered Office	11-70/5, G.P. Complex, Balanagar, Hyderabad- 500018, Telangana Tel No.: +91- 40 – 23778090 Fax No.: +91- 40 – 2377 8091 Email: geekaywires@gmail.com Website: www.geekaywires.com
Date of Incorporation	July 25, 1989
Company Registration No.	010271
Company Identification No.	L28999TG1989PLC010271
Address of Registrar of Companies	2 nd Floor, Corporate Bhawan, GSI Post, Tattiannaram Nagole, Bandlaguda, Hyderabad, Telangana - 500 068. Tel No.: +91 – 40- 298 05427/2980 3827/2980 1927 Fax No.: +91 – 40 - 2980 3727
Company Secretary & Compliance Officer	Mr. Mayank Agrawal 11-70/5, G.P. Complex, Balanagar, Hyderabad- 500018, Telangana Tel No.: +91- 40 – 23782107 Fax No.: +91- 40 – 2377 8091 Email: compliance.geekaywires@gmail.com

Board of Directors of our Company

The following table sets forth the Board of Directors of our Company:

Name	Designation	Address	Director’s Identification No.
Mr. Ghanshyam Dass	Chairman & Managing Director	Plot no 25 & 26, Panchavathi Colony, Bowenpally, Secunderabad, Hyderabad – 500011	01539152
Mr. Ashish Kandoi	Whole Time Director	Plot no 25 & 26, Panchavathi Colony, Bowenpally, Secunderabad, Hyderabad – 500011	00463257
Mr. Anuj Kandoi	Whole Time Director	Plot no 25 & 26, Panchavathi Colony, Bowenpally, Secunderabad, Hyderabad – 500011	00463277
Ms. Shwetha Kabra	Non-Executive Independent Director	91, 2 nd Cross, Near Coffee Day, 80 Feet Road, Devasandra, RMV II stage, Bangalore – 560094	07754149
Dr. Tara Devi Veitla	Non-Executive Independent Director	Plot No. 34, Nav Nirman Nagar, Road No. 71, Jubilee Hills, Hyderabad – 500034	07754163
Mr. Sudhakar Goyal	Non-Executive Independent Director	703, Swayam Apartment, Pancharatna Complex, 150 feet Road, Bhayander West, Opp HDFC Bank, Thane – 401101	08558232

For further details pertaining to the educational qualification and experience of our Directors, for details please refer to the chapter titled “*Our Management*” beginning on page no. 74 of this Information Memorandum.

Details of Key Intermediaries pertaining to this Migration and Our Company

SHARE TRANSFER AGENT



BIGSHARE SERVICES PRIVATE LIMITED

1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis
Makwana Road, Marol, Andheri East, Mumbai - 400 059

Tel. No.: +91 22 6263 8200

Fax No.: +91 22 6263 8299

Email: ipo@bigshareonline.com

Investor Grievance Email: investor@bigshareonline.com

Website: www.bigshareonline.com

Contact Person: Mr. Arunraj Subramanian

SEBI Registration No.: INR000001385

STATUTORY AUDITOR

M/s. M M Palod & Co.,

Chartered Accountants

4-1-371, 2nd Floor, L3, Kundas Estates, Adj. Jaya International, Abids, Hyderabad - 500 001

Tel No.: +91- 40 – 24753616 / +91 - 9849467807

Email: murlimanoharpalod@yahoo.com

Firm Registration No.: 0060207S

Contact Person: Mr. Murli Manohar Palod

Membership No.: 200858

Peer Review Number: 010949

M M Palod & Co., Chartered Accountant holds peer review certificate dated April 20, 2018 valid till April 19, 2022, issued by Institute of Chartered Accountants of India.

Changes in the auditors during last three years:

There is a change in auditors of the Company as M/s. Anjaneyulu & Co, Chartered Accountants resigned as the Statutory Auditors of the Company due to their pre-occupied works and M/s. MM Palod & Co, Chartered Accountants was appointed as the Statutory Auditors of the Company to fill the Casual vacancy. At the 29th AGM of the Company held on 30.08.2018, M/s MM Palod & Co was appointed for the term of 3 years i.e. upto 32nd AGM of the company.

BANKERS TO OUR COMPANY



CITY UNION BANK LIMITED

Shop number 4 & 5, Meridian Plaza, Green Land,
Ameerpet, Hyderabad- 500016, Telangana

Tel No.: +91-40-23408360

Fax No: +91- 40-23408340

Email: cub131@cityunionbank.in

Contact Person: Mr. R. K. Senthil Kumar

Website: www.cityunionbank.com

Filing of Information Memorandum

The Company is submitting its Information Memorandum, containing information about itself, making Disclosures in line with the disclosure requirement for Migration to Main Board, as applicable, to National Stock Exchange of India Limited.

Prohibition by SEBI

The Company, its directors, its promoters, other companies promoted by the promoters and companies with which the Company's directors are associated as directors have not been prohibited from accessing the capital markets under any order or direction passed by SEBI.

Listing

The Equity Shares of the Company are listed on EMERGE Platform of National Stock Exchange of India Limited.

Further, the Equity Shares of the Company shall be migrated to main Board of National Stock Exchange of India Limited subject to fulfillment of listing criteria of NSE and also subject to such other terms and conditions as may be prescribed by SEBI and by NSE.

Credit Rating

As this is a Migration of Equity Shares, the requirement of credit rating is not applicable.

Demat Credit

The Company has executed Tripartite Agreements with both the depositories i.e. NSDL and CDSL for admitting its securities in demat form and have allotted **ISIN: INE669X01016**.

General Disclaimer from the Company

The Company accepts no responsibility for statement made otherwise than in the Information Memorandum or any other material issued by or at the instance of the Company and anyone placing reliance on any other source of information would be doing so at his or her own risk. All information shall be made available by the Company 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.

Disclaimer Clause of NSE

As required, a copy of this Information Memorandum is being submitted to NSE.

The NSE does not in any manner:

- warrant, certify or endorse the correctness or completeness of any of the contents of this Information Memorandum; or
- warrant that this Company's securities will be traded or will continue to be traded on the Main Board of NSE; or
- take any responsibility for the financial or other soundness of this Company, its promoters, its management or any scheme or project of this Company; and it should not for any reason be deemed or construed to mean that this Information Memorandum has been cleared or approved by the NSE. Every person who desires to acquire any securities of this Company may do so pursuant to independent inquiry, investigation and analysis and shall not have any claim against the NSE whatsoever by reason of any loss which may be suffered by such person consequent to or in connection with such subscription/ acquisition whether by reason of anything stated or omitted to be stated herein or for any other reason whatsoever.

CAPITAL STRUCTURE

The share capital of the Company as on the date of this Information Memorandum is set forth below:

(₹ in lakhs, except share data)

Sr. No.	Particulars	Aggregate Value at Nominal Value
A	Authorised Share Capital	
	1,06,00,000 Equity Shares of face value of ₹ 10 each	1,060.00
B	Issued, Subscribed and Paid-up Share Capital	
	1,04,52,000 Equity Shares of face value of ₹ 10 each	1045.20

Our Company has no outstanding convertible instruments as on the date of this Information Memorandum.

Changes in Authorized Share Capital

Since incorporation, the capital structure of our Company has been altered in the following manner:

1. The authorized share capital of our Company at the time of incorporation was ₹ 25,00,000 divided into 25,000 Equity Shares of ₹ 100 each.
2. Reorganization of authorized share capital from ₹ 25,00,000 divided into 25,000 Equity Shares of ₹ 100 each to ₹ 25,00,000 divided into 2,50,000 Equity Shares of ₹ 10 each*.

**Reorganisation of authorized share capital from ₹ 25,00,000 divided into 25,000 Equity Shares of ₹ 100 each to ₹ 25,00,000 divided into 2,50,000 Equity Shares of ₹ 10 each was done somewhere between incorporation and January 02, 1994. However, the exact record of which is not available with our Company.*

3. The authorised share capital of ₹ 25,00,000 divided into 2,50,000 Equity Shares of ₹ 10 each was increased to ₹ 1,50,00,000 divided into 15,00,000 Equity Shares of ₹ 10 each, pursuant to resolution of our shareholders dated January 02, 1994.
4. The authorised share capital of ₹ 1,50,00,000 divided into 15,00,000 Equity Shares of ₹ 10 each was increased to ₹ 1,60,00,000 divided into 16,00,000 Equity Shares of ₹ 10 each, pursuant to resolution of our shareholders dated January 02, 1995.
5. The authorised share capital of ₹ 1,60,00,000 divided into 16,00,000 Equity Shares of ₹ 10 each was increased to ₹ 2,00,00,000 divided into 20,00,000 Equity Shares of ₹ 10 each, pursuant to resolution of our shareholders dated March 15, 2001.
6. The authorised share capital of ₹ 2,00,00,000 divided into 20,00,000 Equity Shares of ₹ 10 each was increased to ₹ 3,00,00,000 divided into 30,00,000 Equity Shares of ₹ 10 each, pursuant to resolution of our shareholders dated November 15, 2007.
7. The authorised share capital of ₹ 3,00,00,000 divided into 30,00,000 Equity Shares of ₹ 10 each was increased to ₹ 5,00,00,000 divided into 50,00,000 Equity Shares of ₹ 10 each, pursuant to resolution of our shareholders dated March 26, 2008.
8. The authorised share capital of ₹ 5,00,00,000 divided into 50,00,000 Equity Shares of ₹ 10 each was increased to ₹ 5,60,00,000 divided into 56,00,000 Equity Shares of ₹ 10 each, pursuant to resolution of our shareholders dated March 01, 2010.
9. The authorised share capital of ₹ 5,60,00,000 divided into 56,00,000 Equity Shares of ₹ 10 each was increased to ₹ 10,00,00,000 divided into 1,00,00,000 Equity Shares of ₹ 10 each, pursuant to resolution of our shareholders dated March 28, 2011.

10. The authorised share capital of ₹ 10,00,00,000 divided into 1,00,00,000 Equity Shares of ₹ 10 each was increased to ₹ 10,60,00,000 divided into 1,06,00,000 Equity Shares of ₹ 10 each, pursuant to resolution of our shareholders dated February 18, 2019.

NOTES TO THE CAPITAL STRUCTURE

1) Share Capital History of our Company:

a) *Equity Share Capital*

Our Company has made allotments of Equity Shares from time to time. The following is the Equity Share Capital Build-up of our Company:

Date of Allotment of Equity Shares	No. of Equity Shares	Face Value (₹)	Issue Price (₹)	Nature / Reason of Allotment	Nature of Consideration	Cumulative No. of Equity Shares	Cumulative Paid Up Share Capital (₹)	Cumulative Share Premium (₹)
March 31, 2005 ⁽¹⁾	19,50,500	10	Not Available ⁽¹⁾	Not Available	Cash & other than cash ⁽¹⁾	19,50,500	1,95,05,000	67,50,000 ⁽¹⁾
March 26, 2008	30,49,500	10	10	Conversion of Loan in to Equity	Other than Cash	50,00,000	5,00,00,000	67,50,000
August 21, 2017	33,32,000	10	33	Public Issue	Cash	83,32,000	8,33,20,000	8,33,86,000
March 22, 2019	21,20,000	10	34	Preferential Allotment	Cash	1,04,52,000	10,45,20,000	13,42,66,000

⁽¹⁾ As per the initial Memorandum of Association of our Company, the initial paid-up capital of our Company is 20 Equity Shares of ₹ 100/- each aggregating to ₹ 2,000/-. The exact details of various allotments, sub-division, etc. made till March 31, 2005 is not available with our Company. However as on March 31, 2005, the Paid-up capital of our Company is 19,50,500 Equity Shares of ₹ 10/- each aggregating to ₹ 1,95,05,000/-. Further, the amount of Cumulative Share Premium has been obtained from the Balance Sheet of the Financial Year 2004-05. The list of shareholders along with their shareholding pattern as on March 31, 2005 is mentioned below:-

Sr. No.	Name of Shareholders	No. of Shares	% of shares of then Paid-up Capital
1	Sri. Vikas Passary	25,000	1.28%
2	Sri. Rajesh Kumar Agarwal	3,00,000	15.38%
3	Smt. Rukmani Devi Agarwal	1,50,250	7.70%
4	Sri. Surender Agarwal	2,50,000	12.82%
5	Sri. Narayan Prasad Agarwal	1,85,245	9.50%
6	Sri. Pawan Kumar Agarwal	2,00,000	10.25%
7	Smt. Manju Devi Agarwal	1,25,000	6.41%
8	Smt. Manisha Agarwal	1,65,005	8.46%
9	Smt. Rinku Agarwal	1,00,000	5.13%
10	M/s. Carwin Textiles Pvt. Ltd.	20,000	1.03%
11	M/s. Cygnet Advertising Technics (P) Ltd	36,000	1.85%
12	M/s. Stale Delcom Pvt Ltd	52,000	2.66%
13	M/s. Guriji Dealers Pvt Ltd	28,000	1.44%
14	M/s. Builcon Texties Pvt Ltd	60,000	3.06%
15	M/s. Jasmine Apartments Pvt Ltd	20,000	1.03%
16	M/s. Stalk Tracom Pvt Ltd	48,000	2.46%
17	M/s. Verma Commercial Pvt Ltd	22,000	1.13%
18	M/s. Rivergrove Distributors Pvt Ltd	74,000	3.79%
19	M/s. Gitco Trading Company	40,000	2.05%
20	M/s. Sri Lakshmi Finvest Co Pvt Ltd	20,000	1.03%
21	M/s. Shree Agro Industries Pvt Ltd	24,000	1.23%

Sr. No.	Name of Shareholders	No. of Shares	% of shares of then Paid-up Capital
22	M/s. Sri Lakshmi Advertisement Services (P) Ltd	6,000	0.31%
	Total	19,50,500	100.00%

- b) Our Company has not issued any Equity Shares for consideration other than cash except for the Equity Shares as mentioned under:

Sr. No.	Date of Allotment	No. of Equity Shares Allotted	Face Value (₹)	Issue Price (₹)	Nature of Allotment	Name of the Allottees	Benefits Accrued to the Company
1.	March 26, 2008	2,00,000	10	10	Conversion of Loan in to Equity	Goodhope Software Private Limited	Repayment of Loan
2.	March 26, 2008	1,00,000	10	10	Conversion of Loan in to Equity	Inchook Tracon Private Limited	Repayment of Loan
3.	March 26, 2008	1,00,000	10	10	Conversion of Loan in to Equity	Khushboo Bearing Private Limited	Repayment of Loan
4.	March 26, 2008	1,00,000	10	10	Conversion of Loan in to Equity	Klapp Vyapaar Private Limited	Repayment of Loan
5.	March 26, 2008	3,00,000	10	10	Conversion of Loan in to Equity	Paradise Garments Private Limited	Repayment of Loan
6.	March 26, 2008	50,000	10	10	Conversion of Loan in to Equity	Rassika Garments Private Limited	Repayment of Loan
7.	March 26, 2008	1,00,000	10	10	Conversion of Loan in to Equity	Silicon Hotel Private Limited	Repayment of Loan
8.	March 26, 2008	50,000	10	10	Conversion of Loan in to Equity	Sparsh Hotel Private Limited	Repayment of Loan
9.	March 26, 2008	50,000	10	10	Conversion of Loan in to Equity	Vairavi Electricals Private Limited	Repayment of Loan
10.	March 26, 2008	1,00,000	10	10	Conversion of Loan in to Equity	Wrinkle Vinimay Private Limited	Repayment of Loan
11.	March 26, 2008	7,19,500	10	10	Conversion of Loan in to Equity	Utkal Intrade Private Limited	Repayment of Loan
12.	March 26, 2008	11,80,000	10	10	Conversion of Loan in to Equity	Orissa Steels - Rourkela	Repayment of Loan

- c) No shares have been allotted in terms of any scheme approved under sections 230-240 of the Companies Act, 2013 and no Equity Shares have been allotted in terms of any scheme approved under sections 391-394 of the Companies Act, 1956.
- d) No bonus shares have been issued out of Revaluation Reserves.

2) Shareholding of our Promoters

Set forth below are the details of the build-up of shareholding of our Promoters:

Date of Allotment /Transfer	Nature of Transaction	Nature of Consideration	No of Equity Shares	FV (₹)	Issue / Transfer Price (₹)	Cumulative No. of Shares	% of Paid – Up Capital
Kandoi Industries India Private Limited							
September 12, 2012	Transfer	Cash	21,50,000	10	10	21,50,000	20.57%
April 01, 2015(1)	Transfer	Other than Cash	4,50,000	10	10 ⁽¹⁾	26,00,000	4.31%
December 27, 2016	Transfer	Cash	(15,000)	10	12.5	25,85,000	-
December 29, 2016	Transfer	Cash	(40,000)	10	12.5	25,45,000	-
January 02, 2017	Transfer	Cash	(1,45,000)	10	12.5	24,00,000	-
Mr. Ghanshyam Dass							
September 12, 2012	Transfer	Cash	4,50,000	10	10.00	4,50,000	4.31%
February 07, 2018	On Market Acquisition	Cash	32,000	10	34.00	4,82,000	0.31%
February 28, 2018	On Market Acquisition	Cash	52,000	10	33.75	5,34,000	0.50%
March 22, 2019	Preferential Issue	Cash	68,000	10	34.00	6,02,000	0.65%
July 24, 2019	On Market Acquisition	Cash	8,000	10	33.03	6,10,000	0.08%
July 29, 2019	On Market Acquisition	Cash	72,000	10	33.53	6,82,000	0.69%
August 19, 2019	On Market Acquisition	Cash	24,000	10	33.00	7,06,000	0.23%
Mr. Ashish Kandoi							
September 12, 2012	Transfer	Cash	4,00,000	10	10	4,00,000	3.83%
February 22, 2018	On Market Acquisition	Cash	12,000	10	34.10	4,12,000	0.11%
February 28, 2018	On Market Acquisition	Cash	12,000	10	33.75	4,24,000	0.11%
March 22, 2019	Preferential Issue	Cash	88,000	10	34.00	5,12,000	0.84%
August 02, 2019	On Market Acquisition	Cash	16,000	10	33.00	5,28,000	0.15%
Mr. Anuj Kandoi							
September 10, 2012	Transfer	Cash	1,35,495	10	10	1,35,495	1.30%
September 28, 2017	On Market Acquisition	Cash	4,000	10	33.28	1,39,495	0.04%
February 22, 2018	On Market Acquisition	Cash	8,000	10	34.01	1,47,495	0.08%
February 28, 2018	On Market Acquisition	Cash	4,000	10	33.75	1,51,495	0.04%
March 22, 2019	Preferential Issue	Cash	4,000	10	34	1,55,495	0.04%

⁽¹⁾ As per Order of Hyderabad High Court, entire shareholding of Kandoi Ispat Forging India Ltd. is transferred to Kandoi Industries India Private Limited pursuant to Amalgamation.

Notes:

✳ None of the shares belonging to our Promoters have been pledged till date.

- * The entire Promoters' shares shall be subject to lock-in from the date of allotment of the equity shares issued through the Prospectus for periods as per applicable Regulations of the SEBI (ICDR) Regulations.
- * Our Promoters have confirmed to the Company and the Lead Manager that the Equity Shares held by our Promoters have been financed from their personal funds and no loans or financial assistance from any bank or financial institution has been availed by them for this purpose.
- * All the shares held by our Promoters, were fully paid-up on the respective dates of acquisition of such shares.

3) The shareholding of the Directors of our Corporate Promoter in our Company is as below: -

Name of Director	No. of Shares held	% of Paid-up Share Capital
Mr. Ghanshyam Dass	7,06,000	6.75%
Mr. Ashish Kandoi	5,28,000	5.05%
Mr. Anuj Kandoi	1,55,495	1.49%
Total	13,89,495	13.29%

4) Employee Share Purchase and Employee Stock Option Scheme

Our Company has not issued any shares pursuant to an Employee Share Purchase and Employee Stock Option Scheme.

5) Shareholding Pattern of our Company -

Name of the Company: Geekay Wires Limited

Symbol: GEEKAYWIRE,

Dated: 20.12.2019

The following is the shareholding pattern of the Company:

Category (I)	Category of Share- holder (II)	No. of Share-holder (III)	No. of fully paid-up equity shares held (IV)	No. of Partly paid-up equity shares held (V)	No. of shares Underlying Depository Receipts (VI)	Total Nos. Shares held (VII) = (IV) + (V) + (VI)	Share holding as a % of total No. of Shares (calculated As per SCRR, 1957)(VIII)As a % of (A+B+C2)	Number of Voting Rights held in each Class of securities (IX)				No of Underlying Outstanding Convertible securities (incl. Warrants) (X)	Share Holding as a % assuming Full convertible securities (as a% of Diluted Share Capital)(XI)=(VII)+(X) As a % of (A+B+C2)	Number of Locked In shares (XII)		No. of shares Pledged Or Otherwise encumbered (XIII)		No. of Equity shares held in De-mat form (XIV)
								No of voting Right			Total As a %of(A+B+C)			No (a)	As a %of total shares held (b)	No (a)	As a % of total shares held (b)	
								Class- Equity	Class	Total								
(A)	Promoter & Promoter Group	12	60,88,000	-	-	60,88,000	58.25%	60,88,000	-	60,88,000	58.25%	-	58.25%	45,79,000	75.21%	-	-	60,88,000
(B)	Public	102	43,64,000	-	-	43,64,000	41.75%	43,64,000	-	43,64,000	41.75%	-	41.75%	20,28,000	46.47%	-	-	43,64,000
(C)	Non Promoter Non Public	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(C1)	Shares Underlying DRs	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(C2)	Shares held by Employee Trusts	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Total	114	1,04,52,000	-	-	1,04,52,000	100.00%	1,04,52,000	-	1,04,52,000	100.00%	-	100.00%	-	-	-	-	1,04,52,000

SECTION V – ABOUT THE COMPANY

INDUSTRY OVERVIEW

The information in this chapter has been extracted from the websites of and publicly available documents from various sources. The data may have been re-classified by us for the purpose of presentation. Neither we nor any other person connected with this Issue has independently verified the information provided in this chapter. Industry sources and publications, referred to in this chapter, generally state that the information contained therein has been obtained from sources generally believed to be reliable but their accuracy, completeness and underlying assumptions are not guaranteed and their reliability cannot be assured, and, accordingly, investment decisions should not be based on such information.

OVERVIEW OF THE GLOBAL AND INDIAN ECONOMY

Global Scenario

Global economic activity continued to soften at the start of 2019, with trade and manufacturing showing signs of marked weakness (Figures 1.1). Heightened policy uncertainty, including a recent re-escalation of trade tensions between major economies, has been accompanied by a deceleration in global investment and a decline in confidence. Activity in major advanced economies—particularly in the Euro Area—as well as in some large emerging market and developing economies (EMDEs) has been weaker than previously expected. Recent high frequency indicators suggest this period of weakness may be receding; however, global activity remains subdued.

Amid low global inflation and a deterioration of the growth outlook, the prospect that the U.S. Federal Reserve and other major central banks will tighten monetary policy in the near term has faded, leading to an easing in global financing conditions and a recovery of capital flows to EMDEs. However, weakening external demand has weighed on export growth across EMDE regions. Although demand for industrial commodities has generally softened, prices have partially recovered because of tightening supply conditions. EMDE growth momentum continues to be generally subdued, as slowing global trade and persistent policy uncertainty in key economies are only partially offset by recent improvements in external financing conditions.

Global growth in 2019 has been downgraded to 2.6 percent—0.3 percentage point below previous projections—reflecting the broad-based weakness observed during the first half of the year, including a further deceleration in investment amid rising trade tensions. In particular, global trade growth in 2019 has been revised down a full percentage point, to 2.6 percent—slightly below the pace observed during the 2015-16 trade slowdown, and the weakest since the global financial crisis.

The table below shows the real GDP growth (Q-o-Q, annualised %) :

TABLE 1.1 Real GDP¹
(Percent change from previous year)

Percentage point differences from January 2019 projections

	2016	2017	2018e	2019f	2020f	2021f	2019f	2020f	2021f
World	2.6	3.1	3.0	2.6	2.7	2.8	-0.3	-0.1	0.0
Advanced economies	1.7	2.3	2.1	1.7	1.5	1.5	-0.3	-0.1	0.0
United States	1.6	2.2	2.9	2.5	1.7	1.6	0.0	0.0	0.0
Euro Area	2.0	2.4	1.8	1.2	1.4	1.3	-0.4	-0.1	0.0
Japan	0.6	1.9	0.8	0.8	0.7	0.6	-0.1	0.0	0.0
Emerging market and developing economies	4.1	4.5	4.3	4.0	4.6	4.6	-0.3	0.0	0.0
Commodity-exporting EMDEs	1.5	2.1	2.2	2.1	3.1	3.0	-0.4	0.1	0.0
Other EMDEs	6.0	6.1	5.8	5.2	5.5	5.5	-0.3	-0.1	-0.1
Other EMDEs excluding China	5.1	5.4	4.9	4.2	4.8	5.0	-0.5	-0.1	-0.1
East Asia and Pacific	6.3	6.5	6.3	5.9	5.9	5.8	-0.1	-0.1	0.0
China	6.7	6.8	6.6	6.2	6.1	6.0	0.0	-0.1	0.0
Indonesia	5.0	5.1	5.2	5.2	5.3	5.3	0.0	0.0	0.0
Thailand	3.4	4.0	4.1	3.5	3.6	3.7	-0.3	-0.3	-0.2
Europe and Central Asia	1.9	4.1	3.1	1.6	2.7	2.9	-0.7	0.0	0.0
Russia	0.3	1.6	2.3	1.2	1.8	1.8	-0.3	0.0	0.0
Turkey	3.2	7.4	2.6	-1.0	3.0	4.0	-2.6	0.0	-0.2
Poland	3.1	4.8	5.1	4.0	3.6	3.3	0.0	0.0	0.0
Latin America and the Caribbean	-0.3	1.7	1.6	1.7	2.5	2.7	-0.4	-0.2	0.0
Brazil	-3.3	1.1	1.1	1.5	2.5	2.3	-0.7	0.1	-0.1
Mexico	2.9	2.1	2.0	1.7	2.0	2.4	-0.3	-0.4	0.0
Argentina	-2.1	2.7	-2.5	-1.2	2.2	3.2	0.5	-0.5	0.1
Middle East and North Africa	5.1	1.2	1.4	1.3	3.2	2.7	-0.6	0.5	0.0
Saudi Arabia	1.7	-0.7	2.2	1.7	3.1	2.3	-0.4	0.9	0.1
Iran	13.4	3.8	-1.9	-4.5	0.9	1.0	-0.9	-0.2	-0.1
Egypt ²	4.3	4.2	5.3	5.5	5.8	6.0	-0.1	0.0	0.0
South Asia	8.1	6.7	7.0	6.9	7.0	7.1	-0.2	-0.1	0.0
India ²	8.2	7.2	7.2	7.5	7.5	7.5	0.0	0.0	0.0
Pakistan ²	4.6	5.4	5.8	3.4	2.7	4.0	-0.3	-1.5	-0.8
Bangladesh ²	7.1	7.3	7.9	7.3	7.4	7.3	0.3	0.6	0.5
Sub-Saharan Africa	1.3	2.6	2.5	2.9	3.3	3.5	-0.5	-0.3	-0.2
Nigeria	-1.6	0.8	1.9	2.1	2.2	2.4	-0.1	-0.2	0.0
South Africa	0.6	1.4	0.8	1.1	1.5	1.7	-0.2	-0.2	-0.1
Angola	-2.6	-0.1	-1.7	1.0	2.9	2.8	-1.9	0.3	0.0
Memorandum items:									
Real GDP¹									
High-income countries	1.7	2.3	2.1	1.8	1.6	1.6	-0.2	-0.1	0.0
Developing countries	4.4	4.8	4.6	4.2	4.7	4.8	-0.3	-0.1	0.0
Low-income countries	4.8	5.6	5.6	5.4	6.0	6.1	-0.5	-0.2	-0.2
BRICS	4.6	5.3	5.4	5.1	5.3	5.3	-0.1	0.0	0.0
World (2010 PPP weights)	3.3	3.7	3.7	3.3	3.5	3.6	-0.3	-0.1	0.0
World trade volume⁴	2.8	5.5	4.1	2.6	3.1	3.2	-1.0	-0.4	-0.2
Commodity prices⁵									
Oil price	-15.6	23.3	29.4	-3.4	-1.5	0.7	-0.5	-1.5	0.7
Non-energy commodity price index	-2.8	5.5	1.7	-2.1	-0.1	1.4	-3.1	-1.3	0.2

¹Source: World Bank.

(Source: World Bank)

Global industrial activity and goods trade have lost considerable momentum in 2019. Goods trade growth and new export orders fell to levels comparable to those prevailing at the start of 2016, when concerns about the global economy were elevated. The deceleration was broad-based—the share of countries with industrial production in technical recession has tripled since the start of 2018, reaching nearly 25 percent in early 2019. Trade in Asia—which contains major, tightly interconnected, global manufacturing hubs—was particularly affected, although recent indicators suggest some stabilization.

Weakness in global trade was concentrated in heavily traded capital goods, including electronic components such as semiconductors. These products are deeply embedded in international production networks and illustrate the links between global investment and trade (Bussière et al. 2013; Buelens and Tirpák 2017). Increased tariffs by the United States and retaliatory actions by China and other trading partners that were implemented last year have affected bilateral trade flows and prices of the targeted products; however, they resulted in limited effects on aggregate trade volumes and activity in these countries (Constantinescu, Mattoo, and Ruta 2019; Fajgelbaum et al. 2019). Nevertheless, the increase in tariffs by the United States and China that were announced in May represents a substantial re-escalation in trade tensions and are likely to have more severe effects.

(Source: <http://pubdocs.worldbank.org/en/308981560187921635/211398-Ch01.pdf>)

Indian Scenario

Introduction

India has emerged as the fastest growing major economy in the world and is expected to be one of the top three economic powers of the world over the next 10-15 years, backed by its strong democracy and partnerships.

Market size

India's nominal GDP growth rate is estimated at 12 per cent in 2019-20. The estimate for 2018-19 was 11.5 per cent. During Q1 of 2019-20, GDP (at constant 2011-12 prices) grew by 5 per cent.

India has retained its position as the third largest startup base in the world with over 4,750 technology startups, with about 1,400 new start-ups being founded in 2016, according to a report by NASSCOM.

India's labour force is expected to touch 160-170 million by 2020, based on rate of population growth, increased labour force participation, and higher education enrolment, among other factors, according to a study by ASSOCHAM and Thought Arbitrage Research Institute.

India's foreign exchange reserves were US\$ 393.29 billion in the week up to December 21, 2018, according to data from the RBI.

Government Initiatives

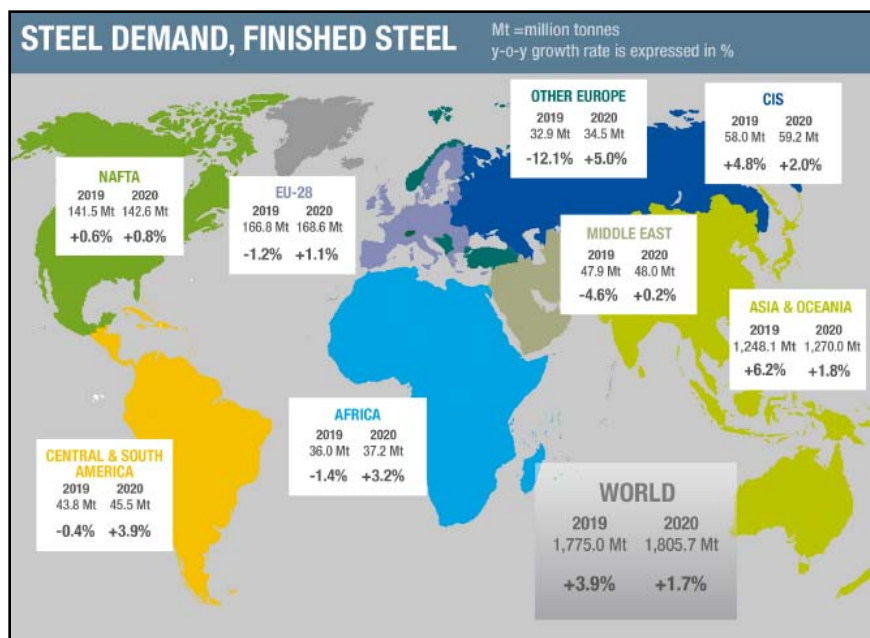
The Union Budget for 2018-19 was announced by Mr. Arun Jaitley, Union Minister for Finance, Government of India, in Parliament on February 1, 2018. This year's budget will focus on uplifting the rural economy and strengthening of the agriculture sector, healthcare for the economically less privileged, infrastructure creation and improvement in the quality of education of the country. As per the budget, the government is committed towards doubling the farmers' income by 2022. A total of Rs 14.34 lakh crore (US\$ 196.94 billion) will be spent for creation of livelihood and infrastructure in rural areas. Budgetary allocation for infrastructure is set at Rs 5.97 lakh crore (US\$ 81.99 billion) for 2018-19. All-time high allocations have been made to the rail and road sectors. In June 2019, India's unemployment rate is 7.91 per cent.

Numerous foreign companies are setting up their facilities in India on account of various government initiatives like Make in India and Digital India. Mr. Narendra Modi, Prime Minister of India, has launched the Make in India initiative with an aim to boost the manufacturing sector of Indian economy, to increase the purchasing power of an average Indian consumer, which would further boost demand, and hence spur development, in addition to benefiting investors. The Government of India, under the Make in India initiative, is trying to give boost to the contribution made by the manufacturing sector and aims to take it up to 25 per cent of the GDP from the current 17 per cent. Besides, the Government has also come up with Digital India initiative, which focuses on three core components: creation of digital infrastructure, delivering services digitally and to increase the digital literacy.

(Source: <https://www.ibef.org/economy/indian-economy-overview>)

Global Steel Industry

In 2019 world steel forecasts that steel demand in China will grow by 7.8% to reach 900.1 Mt and the rest of the world is expected to record 0.2% growth to 874.9 Mt. In 2020, Chinese steel demand is expected to grow by 1.0%, whereas steel demand in the rest of the world will grow by 2.5%, driven by 4.1% growth in the emerging and developing economies excluding China. Global steel demand will grow by 3.9% to 1,775.0 Mt in 2019 and will grow by another 1.7% in 2020, reaching 1,805.7 Mt.



(Source: World steel Short Range Outlook October 2019)

Global steel demand remains resilient despite an uncertain global economic environment, driven by developing and emerging economies

In the rest of the world, steel demand slowed in 2019 as uncertainty, trade tensions and geopolitical issues weighed on investment and trade. Manufacturing, particularly the auto industry, has performed poorly contracting in many countries, however in construction, despite some slowing, a positive momentum has been maintained. While the global economic outlook is highly unpredictable, we expect to see further growth in steel demand in 2020 of 1.7%, with emerging and developing economies excluding China contributing more. This forecast faces significant downside risks if the current level of uncertainty prevails.

Chinese steel demand showing high growth in 2019 owing to a strong real estate sector, but forecasted to slow down in 2020

While the Chinese economy continued to decelerate and is expected to record its lowest GDP growth since 1992, steel demand is still expected to grow by 7.8% in 2019, largely driven by real estate investment. In the first seven months of 2019 China's real estate market reported the strongest performance over the same period for the last five years. Firstly, due to the relaxation of control policies in tier 2 to tier 4 cities and secondly the newly implemented construction standard, put into effect in April 2019, estimated to have increased steel intensity in new buildings by about 5.0%.

Conversely, China's manufacturing sector is experiencing a significant slump due to the slowing economy and the effect of trade tensions. The Chinese automotive industry has contracted for 13 months in a row.

We expect the Chinese economy to worsen in the later part of 2019 and in 2020 with the unresolved trade tensions adding further pressure. It is unlikely that the Chinese government will reintroduce substantial stimulus measures as it continues to hold a balance between containing the slowdown and pushing forward its economic restructuring agenda. Selective mild stimuli focused on infrastructure and strengthening consumer purchasing power through tax cuts is more likely. The auto industry could benefit from such stimulus in 2020. China's steel demand is expected to see growth of 1.0% in 2020.

Steel demand in the developed world stagnates with weakening manufacturing

After growing by 1.2% in 2018, steel demand in the developed economies is expected to show a small contraction of -0.1% in 2019. The consumer sectors and construction maintained positive momentum, however manufacturing slumped due to a

deteriorating environment for export and investment. In 2020, with the effect of some technical rebound, steel demand in the developed world is expected to grow by 0.6%.

Developing economies (excluding China) present a mixed picture, but high growth is expected in Asia

Growth of steel demand in the emerging economies excluding China is expected to slow down to 0.4% in 2019 due to contractions in Turkey, MENA and Latin America. But the growth is expected to rebound to 4.1% in 2020 due to infrastructure investments, especially in Asia.

Construction

The global construction sector's growth is expected to slow to 1.5% in 2019 and 1.2% in 2020 after growth of 2.8% in 2018. The picture for construction activity in the developed economies in 2019-2020 is somewhat mixed. The US construction sector is expected to weaken in 2019 with no recovery in 2020. In Europe, the construction sectors in Germany, Spain, the Netherlands and Central European economies, while still maintaining growth, will slow down due to weakening economic fundamentals and constraints in construction capacity. Civil engineering is expected to be the construction driver owing to investment in energy, transport and communication networks.

Automotive

Global automotive production decelerated in 2018 and is expected to contract in 2019 with recession deepening and broadening across several major markets including Germany, Turkey, China and South Korea. The automotive market has been hit by more than global economic factors including, market saturation, reduction in purchasing and promotion incentives and most importantly customer hesitancy during the transition of the auto industry from combustion engine-powered via hybrid to fully electric vehicles. This decline has been particularly severe in Germany and China with passenger car production declining by -10.6% and -13.8%, respectively in the first eight months of 2019. It is expected that the Chinese government may introduce some tax measures to boost sales of passenger vehicles, especially new energy vehicles. This could lead to a recovery in 2020.

Mechanical machinery

After strong growth in 2017-18, global mechanical machinery is expected to decelerate to remain flat in 2019-20 as the deceleration of the global economy and continuation of trade tensions hurt global investment activities. The mechanical machinery output in major exporters - China, Germany and Japan - is expected to keep falling in 2020. The Chinese mechanical machinery sector is expected to decline by -1.0% in 2019, even though the replacement demand for equipment will provide some support in 2019 and 2020.

(Source: <https://www.worldsteel.org/media-centre/press-releases/2019/worldsteel-short-range-outlook-2019.html>)

Indian Steel Industry

India was the world's second largest steel producer, as of 2018. The country is slated to surpass USA to become the world's second largest steel consumer in 2019. In India, as per Indian Steel Association (ISA), steel demand to grow by over 7 per cent in both 2019-20 and 2020-21. In FY19, India produced 131.57 million tonnes (MT) and 106.56 MT of gross finished steel and crude steel, respectively. Exports and imports of finished steel stood at 2.45 MT and 3.35 MT, respectively, in FY20P (up to August). India's finished steel consumption grew at a CAGR of 7.5 per cent during FY08-FY19 to reach 97.54 MT. India's steel production is expected to increase from 106.56 MT in FY19 to 128.6 MT by 2021. *As per Economic Survey 2018-19, steel production will touch 128.6 million tonnes by 2021*

(Source: <https://www.ibef.org/industry/steel-presentation>)

Trends and Developments in Steel Sector

During 2018-19 (provisional; source: JPC), the following is the industry scenario as compared to same period of last year:

- a) Production of crude steel was at 106.565 million tonnes, a growth of 3.33% compared to same period of last year. SAIL, RINL, TSL, Essar, JSWL & JSPL together produced 63.602 million tonnes during 2018-19 which was a growth of 7.1% compared to same period of last year and 62% of total crude steel production. The rest 38% i.e. 42.962 million tonnes came from the Other Producers, which was a decline of 1.8% over same period of last year.
- b) Pig iron production was 6.055 million tonnes, increased by 5.7% compared to last year. The Private Sector accounted for 91% of the same, the rest 9% being the share of the Public Sector.
- c) In case of total finished steel (non-alloy + alloy/stainless) :
- Production stood at 131.572 million tonnes, a growth of 3.72% compared to last year.
 - Exports stood at 6.361 million tonnes, a decline of 33.87% compared to last year.
 - Imports stood at 7.834 million tonnes, a growth of 4.7% compared to last year.
 - India was a net importer of total finished steel.
 - Consumption stood at 97.536 million tonnes, a growth of 7.53% compared to last year.

Data on production for sale, consumption, import and export of total finished steel (alloy + nonalloy) and production of crude steel from 2013-14 to 2018-19 (provisional) are shown in the table below:

Table 1.1: Production of Finished Steel (alloy/stainless+non-alloy) and Crude Steel
(in million tonnes)

Item	2013-14	2014-15	2015-16	2016-17	2017-18	2018-19*
Finished Steel						
Production (Gross)	99.380	104.578	106.602	120.140	126.855	131.572 (3.72)
Imports	5.450	9.320	11.712	7.226	7.482	7.834 (4.7)
Export	5.985	5.596	4.079	8.242	9.620	6.361 (-33.87)
Apparent Steel Use	74.096	76.994	81.525	84.042	90.708	97.536 (7.53)
Crude Steel						
Production	81.694	88.979	89.790	97.936	103.131	106.565 (3.33)

(Source: Annual Report 2018-19 – Ministry of Steel; JPC;* Provisional; Figures in bracket () indicate % change over same period of last year)

Market Size

India's finished steel consumption grew at a CAGR of 5.69 per cent during FY08-FY18 to reach 90.68 MT. India's crude steel and finished steel production increased to 103.13 MT and 104.98 MT in 2017-18, respectively. In 2017-18, the country's finished steel exports increased 17 per cent year-on-year to 9.62 million tonnes (MT), as compared to 8.24 MT in 2016-17. Exports and imports of finished steel stood at 0.72 MT and 1.12 MT, respectively, in FY20P (up to May).

Investments

Steel industry and its associated mining and metallurgy sectors have seen a number of major investments and developments in the recent past.

According to the data released by Department for Promotion of Industry and Internal Trade (DPIIT), the Indian metallurgical industries attracted Foreign Direct Investments (FDI) to the tune of US\$ 11.30 billion in the period April 2000–March 2019.

Recent Government Initiatives

- Some of the other recent government initiatives in this sector are as follows:
- An export duty of 30 per cent has been levied on iron ore[^] (lumps and fines) to ensure supply to domestic steel industry.
- Government of India's focus on infrastructure and restarting road projects is aiding the boost in demand for steel. Also, further likely acceleration in rural economy and infrastructure is expected to lead to growth in demand for steel.
- The Union Cabinet, Government of India has approved the National Steel Policy (NSP) 2017, as it seeks to create a globally competitive steel industry in India. NSP 2017 envisages 300 million tonnes (MT) steel-making capacity and 160 kgs per capita steel consumption by 2030-31.
- The Ministry of Steel is facilitating setting up of an industry driven Steel Research and Technology Mission of India (SRTMI) in association with the public and private sector steel companies to spearhead research and development activities in the iron and steel industry at an initial corpus of Rs 200 crore (US\$ 30 million).
- The Government of India raised import duty on most steel items twice, each time by 2.5 per cent and imposed measures including anti-dumping and safeguard duties on iron and steel items.

(Source: <https://www.ibef.org/industry/steel.aspx>)

CATEGORY-WISE PRODUCTION FOR SALE OF FINISHED STEEL

('000 tonnes)																		
	2013 - 14			2014 - 15			2015 - 16			2016-17			2017-18			2018-19		
CATEGORY	Main Prods	Other Prods	TOTAL	Main Prods	Other Prods	TOTAL	Main Prods	Other Prods	TOTAL	Main Prods	Other Prods	TOTAL	Main Prods	Other Prods	TOTAL	Main Prods	Other Prods	TOTAL
1. Non-Flat Products																		
Bars & Rods	9618	20466	30084	9688	22733	32422	11064	22583	33646	11549	23548	35097	12915	22876	35791	13504	24553	38057
Structurals	1410	5486	6896	1482	6025	7507	1614	5898	7512	1687	6297	7985	1960	6070	8029	2121	6547	8668
Rly. Materials	882	5	887	830	5	835	882	54	937	1053	23	1076	1250	29	1279	1406	3	1409
Total (Non-flat Prdct)	11910	25957	37867	12000	28763	40763	13560	28535	42095	14289	29868	44158	16125	28975	45100	17031	31103	48134
2. Flat Products																		
Plates	3486	493	3979	4662	52	4714	4078	198	4276	4223	582	4805	4799	344	5143	5155	486	5641
Hr Coil/Strip	20478	4542	25019	20029	5322	25350	20192	6409	26601	26783	6451	33234	31096	6931	38027	32851	4334	37185
Hr Sheets	409	513	921	1099	39	1138	1504	12	1516	1043	53	1096	2425	11	2436	2367	54	2421
Cr Coil/Sheets	5193	5472	10666	5271	5285	10557	4773	4871	9643	6203	6473	12676	8761	6859	15620	9501	5187	14688
GP&GC/CC/Galvalume	3038	3936	6974	2998	4005	7003	3348	4418	7766	4028	4239	8268	3875	3168	7044	4321	3728	8049
Color Coated													716	920	1636	798	691	1489
Electrical Coils/Sheets	69	57	126	69	71	140	92	56	148	156	525	680	200	44	244	234	66	300
Tin Plates (Incl WW)	7	337	344	0	354	354	26	305	331	26	314	340	85	348	433	97	371	468
Pipes (Large Dia.)	196	1782	1978	238	1856	2094	265	1968	2232	207	1938	2145	228	2002	2230	261	1943	2204
TMBP	0	3	3	0	0	0	0	2	2	0	3	3	0	0	0	0	0	0
Tin Free Steel	0	12	12	0	0	0	0	8	8	0	10	10	0	0	0	0	0	0
Total (Flat Products)	32875	17146	50021	34367	16983	51349	34277	18246	52523	42669	20588	63257	52187	20627	72814	55585	16860	72445
Total (Fin. Non-alloy)	44785	43103	87888	46366	45746	92112	47837	46781	94618	56958	50456	107414	68312	49602	117914	72616	47963	120579
Total Fin. Steel (Alloy / Stainless)	375	7314	7689	454	8116	8569	690	7595	8285	738	7757	8496	831	8111	8942	804	10189	10993
Total Fin. Steel (Non-alloy + Alloy)	45160	50417	95577	46820	53862	100682	48527	54376	102903	57697	58213	115910	69143	57713	126855	73420	58152	131572

(Source: Annual Report 2018-19 – Ministry of Steel)

Road ahead

India's gross domestic product (GDP) is expected to reach US\$ 6 trillion by FY27 and achieve upper-middle income status on the back of digitization, globalization, favorable demographics, and reforms. India's revenue receipts are estimated to touch Rs 28-30 trillion (US\$ 385-412 billion) by 2019, owing to Government of India's measures to strengthen infrastructure and reforms like demonetization and Goods and Services Tax (GST). India is also focusing on renewable sources to generate energy. It is planning to achieve 40 per cent of its energy from non-fossil sources by 2030 which is currently 30 per cent and also have plans to increase its renewable energy capacity from to 175 GW by 2022.

(Source: <https://www.ibef.org/economy/indian-economy-overview>)

Indian Steel Wire Sector

Indian steel wire rope market, in terms of revenue is expected to increase at a single digit CAGR during FY'2018-FY'2023 owing to infrastructure projects like Housing Projects, AMRUT, Smart City Mission and DMIC, along with resurgence in demand due to growth in mining industry as well as Oil and Gas industry.

The resurgence in the Oil and Gas industry is expected to increase the number of oil rigs which will further add impetus to the growth of steel wire rope industry. Steel Wire Rope market value majorly depends on growth of end user industries and CAPEX been laid by private and public participants in the market.

Future Outlook to India Steel Wire Rope Market

Indian steel wire rope market, in terms of revenue is expected to increase at a single digit CAGR during FY'2018-FY'2023 owing to infrastructure projects like Housing Projects, AMRUT, Smart City Mission and DMIC, along with resurgence in demand due to growth in mining industry as well as Oil and Gas industry. The resurgence in the Oil and Gas industry is expected to increase the number of oil rigs which will further add impetus to the growth of steel wire rope industry. Steel Wire Rope market value majorly depends on growth of end user industries and CAPEX been laid by private and public participants in the market.

(Source: <http://theretailtimes.co.in/india-steel-wire-rope-market-outlook-2023-ken-research/>)

Nails And Fasteners Sector

Steel Wire nail is very well known item, as it is very common product, which is normally used in daily life. It is used for fastening purpose. Its use is so wide spread that it has become part and parcel of the life.

Steel Wire nails are pin-shaped, sharp objects of hard metal or alloy used as fasteners. They are typically made of steel, often dipped or coated to prevent corrosion in harsh conditions or improve adhesion. Ordinary nails for wood are usually of soft, low carbon or mild steel while those for concrete are harder. Nails are used for various purposes and industries ranging from building and construction to carpentry. There is a tremendous variety of nails, since they are used for so many different purposes.

There had been an erratic growth of the indigenous industry from past years. Since the manufacture of wire nails could be undertaken on a small scale or even on a cottage scale, there is a mushroom growth of nail making units in operation. Future of wire nails will directly depend upon building activity in country. As we know that at present country is facing acute housing problem. So, now government is much emphasizing on housing development, which naturally will lead to greater demand of steel wire nail.

(Source: <http://www.niir.org/>)

OUR BUSINESS

This chapter should be read in conjunction with, and is qualified in its entirety by, the more detailed information about our Company and its financial statements, including the notes thereto, in the sections titled 'Risk Factors' and 'Financial Information' beginning on page nos. 13 and 102, respectively, of this Information Memorandum.

Unless the context otherwise requires, in relation to business operations, in this chapter of this Information Memorandum, all references to “we”, “us”, “our” and “our Company” are to “Geekay Wires Limited”.

OVERVIEW

Our Company was incorporated as “Geekay Wires Private Limited” under the provisions of the Companies Act 1956 on July 25, 1989. Our Company has been in the business of manufacturing high quality galvanized steel wires and wire products and have been meeting the requirement of various clients in the government and private sectors like power, construction, automobile, general engineering and domestic segments. Our Company was taken over by our present Promoters, the Kandoi Family in 2012 and we have over the recent past ramped up our production capacities

Today; our Company is an ISO 9001: 2008 certified, manufacturer, exporter and supplier of the superlative wires and cables, like galvanized wire, earth wire, stay wire, ACSR steel core, cable armoured wire, guy strand, barbed wire, spring steel wire, patented wire, detonator wire, and spring steel wire etc.

We are backed by a strong infrastructural base, which is well equipped with latest technology, advance machines and equipments which assist us in maintaining the quality and quantity of wires. We have a strong focus on manufacturing process and have a full-fledged quality testing laboratory and well qualified and experienced personnel. All raw-materials and consumables are tested at various stages in manufacturing process as per stipulated standards to ensure good quality products which confirms to ISO standards.

Today with robust infrastructure & testing facilities we are in the preferred-vendor list of PGCIL and in many State Transmission & Distribution Companies, electrical contractors, corporate engaged in turnkey business of creating infrastructure for power transmission & distribution, cable & conductor manufacturing, etc. Our products are not only accepted in India but we have received accolades from overseas customers as well.

We operate from our Registered Office located at 11-70/5, G P Complex, Balanagar, Hyderabad- 500018, Telangana. Our first manufacturing unit is situated at 300/A, Isnapur Village, Medak District, Telangana – 502307 (“**Unit I**”).

Our second manufacturing unit is located at Plot No. E166 to E183 & E140 & E141, Sy No. 342 & 354, Muppireddypally, Toopran, Medak, Telangana-502334 (“**Unit II**”).

In FY 2017-18, our aggregate installed capacity was 30,000 MTS p.a. (24,000 MTS p.a. for Unit I and 6,000 MTS p.a. for Unit II). Further, our expansion project has been completed keeping in mind our future need for expansion and hence our current installed capacity of Unit I to 30,000 MTS p.a. and of Unit II to 15,000 MTS p.a.

Our Company’s revenues have increased by 77.74% from Rs. 12639.61 Lakhs in FY 2017-18 to Rs. 22466.15 Lakhs in FY 2018-19. Our EBITDA has increased by 74.32% from Rs. 858.46 Lakhs in FY 2017-18 to Rs. 1496.47 Lakhs in FY 2018-19 and our Profit after tax has increased by 249.74% from Rs. 81.91 Lakhs in FY 2017-18 to Rs. 286.48 Lakhs in FY 2018-19.

OUR STRENGTHS

• **Qualified & Experienced Team**

Our senior management team is experienced in this industry and in the application of marketing and distribution initiatives in this sector. Our Promoters and the senior management team of our Company have significant industry experience and have been instrumental in the consistent growth of our Company’s performance. Our Managing Director Mr. Ghanshyam Dass has a vast experience of about four decades and is known for his business sense in the whole industry. We believe that our management team’s experience and their understanding of the wire manufacturing business will enable us to continue to take advantage of both current and future market opportunities. It is also expected to help us on addressing and mitigating various risks inherent in our business, including significant competition, reliance on independent agents, and fluctuations in prices. For further details on education, experience and other details

of our Management and our Key Managerial Personnel, please see “*Our Management*” beginning on page no. 74 of this Information Memorandum.

• ***ISO 9001: 2008 Certification***

Our Company is an ISO 9001:2008 certified company. The Standard provides a framework to manage our business and ensure a philosophy of continual improvement in all aspects of our business. The major benefit of ISO 9001:2008 is involvement of our top management in the improvement of the quality management system. It facilitates the organization to become a customer-focused organization. It ensures customer satisfaction by producing, delivering services and providing support functions that meet customer’s needs and expectations. This increases the effectiveness and efficiency of the organisation through continual improvement of systems and products quality.

• ***ISI marked Products & Quality Products***

Our products are rigorously tested in terms of surface finish, tensile strength, torsion, breaking load, zinc coating, dip (adhesion) test. Apart from the product testing our Company also believes in IN-process testing to meet the prescribed quality standards, and we can also provide the tests as per customer requirement.

Our products are ISI marked products which helps in harmonious development of standardization and quality of product. ISI mark on the product provides new thrust to standardization, quality control, safety and reliability of the product for the consumers of India as well as globally. Emphasis will be given to most of ISI mark product for purchase thorough tender by the government of India. Our ISI mark products are as follows:

- Stranded Stay Wire: IS 2141
(Size: 7/3.15mm & 7/4mm)
- GI Wire: IS 280
(Size: 3.15mm, 4mm & 5mm)
- ACSR Core Wire: IS 398
(Size: 2.59mm, 3mm, 3.35mm & 3.53mm)

• ***Recognised and Established Client Base***

Rendering quality products and prompt services, we have earned a huge clientele base all across India. Our clientele list includes well-reputed clients in government and private sectors like power, construction, automobile and general engineering and domestic segments etc. that reflects the genuineness of the products offered by us. Some of our clients for our business include Government sector clients like Southern Power Distribution Company of Telangana Limited, The Southern Power Distribution Company of Andhra Pradesh Limited, Northern Power Distribution Company of Telangana Limited, UP Power Transmission Corporation Limited etc.

OUR STRATEGIES

• ***Expansion of operations (Product range)***

Our Company has of late completed expansion project at Isnapur Village, Medak District thereby taking our installed capacity to 30,000 MTS p.a. The required machinery has been installed with latest technology thus making it as one of the key plants in south India which can produce High Carbon Galvanized steel wire.

Our Company also has second unit at Muppireddypally village, Hyderabad. It is a nails manufacturing unit with an approx production capacity of 15000 MTS per annum. This product is having a huge demand in domestic as well as overseas market. Hence, we believe that once we complete all these expansion in future; we should be able to grow our revenues and results of operations multi-fold.

• ***Enhance customer base by entering new geographies to establish long-term relationships:***

We seek to expand and enhance our presence in our existing business segments by identifying markets where we can provide cost effective, technically advanced products to our clients. This will be a strategy that our Company will adopt in the near and middle term. Our Company continues to explore opportunities in numerous states in the country and globally where it can supply value added products to enhance its geographic reach. We intend to cater to the increasing

demand of our existing customers and also to increase our existing customer base and ensure that our products reach in different parts of the country through our existing customers. Further, our Company believes in maintaining long term relationships with our customers in terms of increased sales. We aim to achieve this by adding value to our customers through innovation, quality assurance, timely delivery, and reliability of our products.

• ***Meeting Quality Standards and developing customer focus***

Our driving force has always been the quality of our products, as the same would enable us for long standing relationship with our customers. Our dedicated team learns the specifics of customers' requirement and become intimately involved with their needs. This is necessary so as to make sure that we get repeat orders from our customers. This will also aid us in enhancing our brand value. Our technically qualified persons are determined to achieve the objective of zero defects and zero rejection. We believe these high quality tools will achieve the various technical parameters for physical and chemical properties of different types and sizes of wire products. Further, we propose to enhance our efficiency by introducing advanced machinery and reducing our dependency on manual labour thereby capitalizing our method of production. This will enable us to achieve our aim of providing quality products on a continuous basis.

Business Model

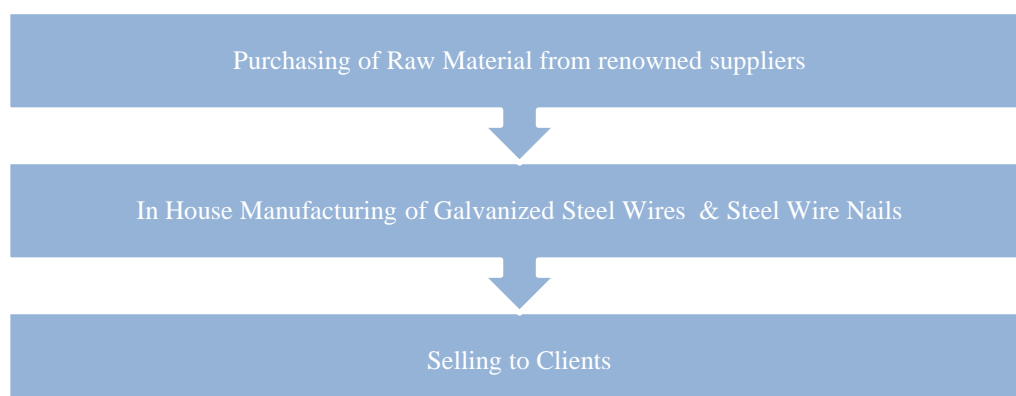
Our Company is currently engaged in the business of manufacturing of niche quality galvanized steel wires & wire products and Steel Wire Nails & Fasteners which have diversified applications in Power, Construction, Automobile, General Engineering and domestic segments etc. We are manufacturer, exporter and supplier of the superlative wires and cables like Earth Wire, ACSR Steel Core, Armoured Wire, Guy Strand, Barbed Wire, Spring Steel Wire, Patented Wire, Detonator wire, stay wire and spring steel wire, Paper Collated Nails, Wire Collated Nails, D-Head Nails etc. and we also import some types of Wire rods which is used as a raw material to manufacture different kinds of wires products.

We have cordial relations with our suppliers who are integrated manufacturer and trader of raw materials used by us in the process of manufacturing our products. We procure raw material from reputed suppliers like Rashtriya Ispat Nigam Ltd., Hindustan Zinc Ltd., Shanti Fintrade Ltd. etc. and after purchasing raw materials from the above parties, our Company manufactures niche quality galvanized steel wires & Steel Wire Nails & Fasteners which have diversified applications in power transmission, cable & conductor, general engineering, construction etc.

Our Company sells the products manufactured by unit-1 i.e. Galvanized Steel Wires to various renowned clients in the Government and Private Sector and the goods are dispatched to them directly from our manufacturing units. We are supplying our products to all electricity board for over 2 decades now. Some of our clients are The Southern Power Distribution Company of Telangana Limited, The Southern Power Distribution Company of Andhra Pradesh Limited, Northern Power Distribution Company of Telangana Limited, UP Power Transmission Corporation Limited amongst others.

Steel Wire Nails manufactured by Unit-II are exported to various clients all over the world.

Flowchart of Primary Business Model:



DETAILS OF OUR BUSINESS OPERATIONS

LOCATION

Registered office:

Our Registered Office is situated at 11-70/5, G P Complex, Balanagar, Hyderabad-500018, Telangana.

1st Manufacturing Unit (“Unit I”):

Our 1nd manufacturing unit is situated at 300/A, Isnapur Village, Medak District, Telangana - 502307.

2nd Manufacturing Unit (“Unit II”):

Our 2nd manufacturing unit is situated at Plot No. E 166 to E 183 & E 140 & E 141, Sy No. 342 & 354, Muppireddypally, Toopran, Medak, Telangana-502334.

PLANT AND MACHINERY

Since we are engaged in manufacturing of high quality galvanized steel wires and wire products, we have invested heavily in plant and machinery. Some of our key plant and machinery installed at Unit I are entailed below:

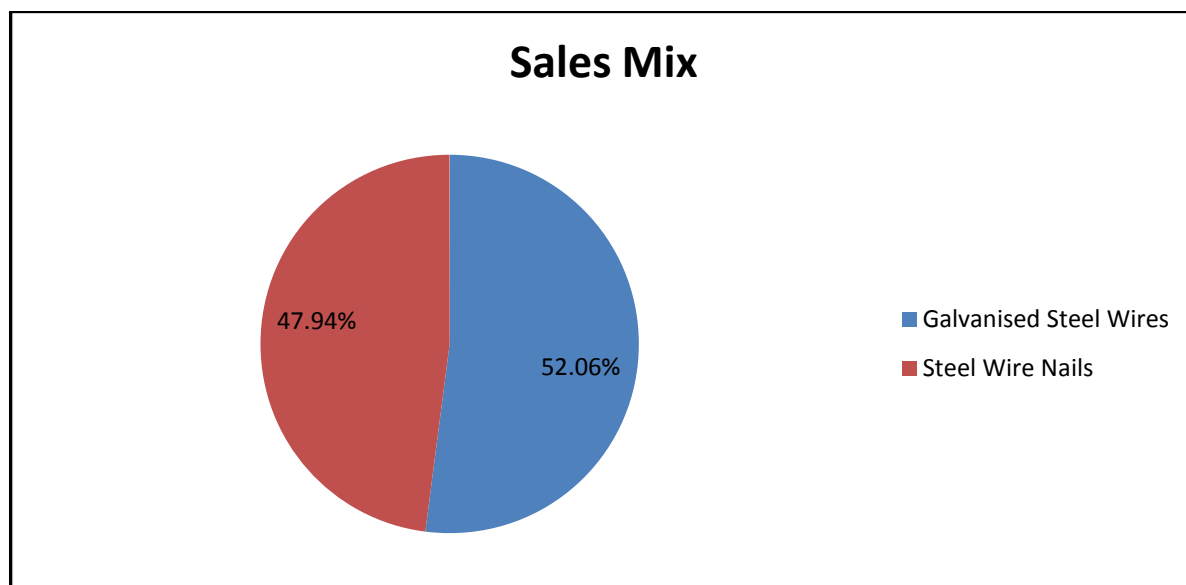
- Wire Drawing Machine
- Bull Block for drawing Wire
- Wire Pointing Machine
- Butt Welding Machines
- Pay-off Stands (Wire-Rod)
- Pannel Box
- EOT Care
- Stranding Machine
- Spooling Machine
- Lathe Machines
- Drilling Machines
- Punching Machines
- Continuous Welding Machines
- Shaping Machine
- UTM Machine
- Torsion Testing Machine
- Over head Hoist Crane Assembly
- Fork Lift
- Pick up Jeep for Stores Purchase
- Weigh Bride
- Weight Machine
- Power Transformer
- Backup Generator
- UTS Machine
- Hydro Meter
- Thermo Meter
- Electronic Weighing Scale
- Digital Calibre
- Steel Rule
- Outside Micro Meter
- Digital Resistance M/c
- Miscellaneous Laboratory Apparatus and Chemicals for testing zinc coating
- Thermic Fluid Boiler
- PP FRP Tanks for Acid Pickling
- Annealing Furnace
- Hot dip Galvanizing Plant

Some of our key plant and machinery installed at Unit II are entailed below:

- Nail Making Machines
- Plastic Collated Machines
- Wire Collated Machine
- Thread Rolling Machine
- Nail Polishing Unit
- Nail cutter Grinder
- Carbide Dies Drill
- Stretch Wrapping Machine
- Air Compressor
- Forklift

PRODUCT PORTFOLIO





Our Company’s product group wise sales for last financial year are as follows:


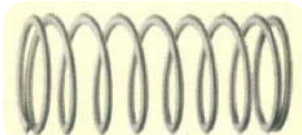



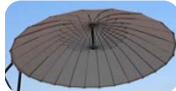


DETAILS OF EXISTING PRODUCTS:

UNIT-I


Our Company manufactures various kinds of steel wires. Some of the major products manufactured by us and the description of the same areas under:

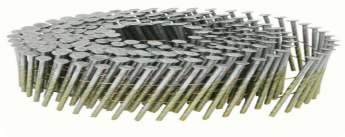
Sr. No	Product	Description
1.		HTGS Earth Wire: An earth wire, or ground wire, contains the charging reservoir on a circuit and provides a connection with the earth. The earth wire protects people from electrical shock by providing the current with a fast route to the earth, which allows the current to bypass an electrical short or other problem.
2.		Stay Wire: Stay Wires are galvanized steel wire strands that are used for sustaining mechanical load. Generally they are made up of 6 wires stranded around 1 wire, twisting 7 wires together. A common use for stay wires is in the electricity industry, using the wire to stay power poles and tower structures. Stay wire is made in compliance with BS 183 or other customer specified specifications. It can be supplied in coils/ drums as per requirement.
3.		GI Wire (Galvanized Iron Wire): GI wire is zinc coated steel wire used for applications with high life requirement. We manufacture GI wire using Hot Dip technology and supplies customized quality GI wire for wide range of applications like Fencing, Farming, Poultry and Redraw.
4.		Binding Wire: Binding Wire is used for the purpose of tying applications in the field of construction. It is used extensively in the construction sector for tying the rebar at the joints so as to keep the structure intact. Binding wire is also called annealed wire and is made of mild steel.

Sr. No	Product	Description
5.		Cable Armour Wire: Armoured cables are generally used for underground wiring. However, even buildings are now installed with permanent armoured wires which are buried in the ground or exposed. Available in single and multi-conductor cables, armoured cable are power cables which comprise of two or more electric conductors which are enveloped in a protective sheath. The cable derives its name from its protective nature and allows better electric transmission with lesser risks involved.
6.		Spring Steel Wire: Spring Steel wires are cold drawn wires made from unalloyed high carbon steel. These wires find application in automobile, cycle and other industrial equipments. These wires are generally supplied in phosphate and oiled condition. We can supply wires to specific customer requirement within the specifications.
7.	   	Other Products: In addition to the above products we manufacture other wire products also like Barbed Wire, Hairclip Wire, Steel Wool Wire, Umbrella Rib Wire, Nail Wire, Stitching wire, Patented Wire, Poultry Wire, Electrode Wire, Fan Wire etc.

UNIT-II

Our Company has 2nd manufacturing unit at Muppireddypally, Toopran, Medak, Telangana. It is a nails manufacturing unit. The products which are manufactured at this unit are as below:

Sr. No	Product	Description
1.		Coil Nails: Coil Nails Designed for high volume operation, coils contain large quantities of nails meaning that reloading down time can be kept to a minimum. You will find them in the pallet and crate, fencing, garden furniture and the construction industries.
2.		Common Nails: The most basic of fasteners, nails are essential for construction jobs where the extra strength and expense of a screw is unnecessary. Common nails are for general use and are available in many sizes. Specialty nails, traditional nails, and brads are designed for specific tasks or finishes and are made in sizes suitable for their purpose.
3.		D-Head Nails: Our D-Head Nails come in Smooth ring or Screw shank and are available in Brite, Electro Galvanize, True Hot Dip Galvanize & Stainless Steel.
4.		Full Head Plastic Strip Nails: Our Full Head Plastic Strip Nails come in smooth, ring or screw shank and are available in Brite, Electro Galvanize, True Hot Dip Galvanize, Four Season & Stainless Steel.

Sr. No	Product	Description
5.		Wire Collated Nails: To keep each nail in proper alignment, tack-weld strips are placed of thin wire to the side of each nail. They aren't indestructible, though. Coiled nails in particular can bend easily and can be feeded into a gun without any difficulty.

FINAL USAGE OF EACH PRODUCT:

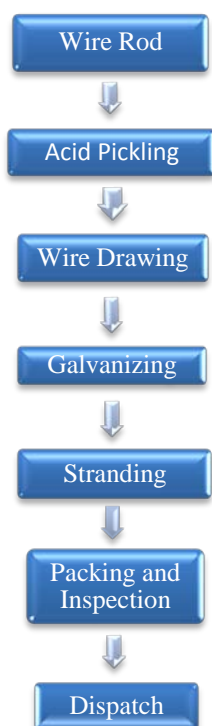
The Products manufactured by us are used in various industries and have a wide range of applications in power industries, infrastructure industries, fencing and general engineering etc. The applications of our manufactured products are broadly classified as below:

Products for Power Industries	Products for Infrastructure Industries	Products for Fencing	Products for General Engineering
<ul style="list-style-type: none"> • Earth Wire • Stay Wire • ACSR Core Wire • Cable Armour Wire Round & Flat • Steel Tape 	<ul style="list-style-type: none"> • Hot Dip Galvanized Wire • Binding Wire • Bright & Black Annealed Wire 	<ul style="list-style-type: none"> • Barbed Wire • Chain Link Fence • Welded Wire Mesh 	<ul style="list-style-type: none"> • Fasteners (Nut, Bolts & Rivets) • High Carbon Drawn Wire • Welding Electrodes Wire • Hair Clip Wire • Umbrella Rib Wire

MANUFACTURING PROCESS

Since we are engaged in manufacturing of various kinds of wires and nails, the steps involved in the manufacture of our products can be summarized as under:

Process Flowchart for the production of Wire



- **Raw Material inspection and testing**

The principal raw material used by us for manufacturing steel wire is the wire rod. The wire rods used in the manufacturing process are typically high carbon steel. Zinc is used for galvanizing the steel wire either before or after the drawing process.

The wire rods then subjected to in-house testing carried out at well-equipped laboratories to verify their chemical composition, size, breaking load etc.

- **Acid Pickling**

The pickling process removes surface scales comprising of iron oxides and other impurities. Depending upon the process, the pickling is done either in line or in the fully automatic batch pickling plant. In the fully automatic pickling unit, the coils of wire rods are automatically transported from one bath to another and held for pre-determined time in each bath. After the acid baths, the coils are rinsed in water in order to remove the acid from the rod. Subsequently, the coil is coated with phosphate by dipping in a phosphate bath and finally neutralized by dipping in borax solution.

- **Wire Drawing**

The process of wire drawing consists of pulling a metal wire through a small circular opening called a die. This process results in plastic deformation with a reduction in its cross sectional area. The pulling force is dependent on the strength of the material and degree of reduction. Benefits of wire drawing are improving the finished surface and removing scale from the rod, improving tensile strength in the finished material, providing more consistent round shape of the material.

- **Galvanizing**

Galvanising is the process of coating zinc on the surface of steel for preventing corrosion. The zinc coating renders zinc iron alloy on the surface which is stable and protects the parent metal from corrosion. The hot dip galvanizing process is the oldest and most used in the wire industry. The steel is first dipped in the flux solution to prepare the surface for zinc adherence and good bonding between the steel and zinc. The steel is dipped into molten zinc and reaction is initiated between steel and zinc. The quantum of free zinc on the alloy layer depends on the wire speed, wiping methodology and zinc temperature.

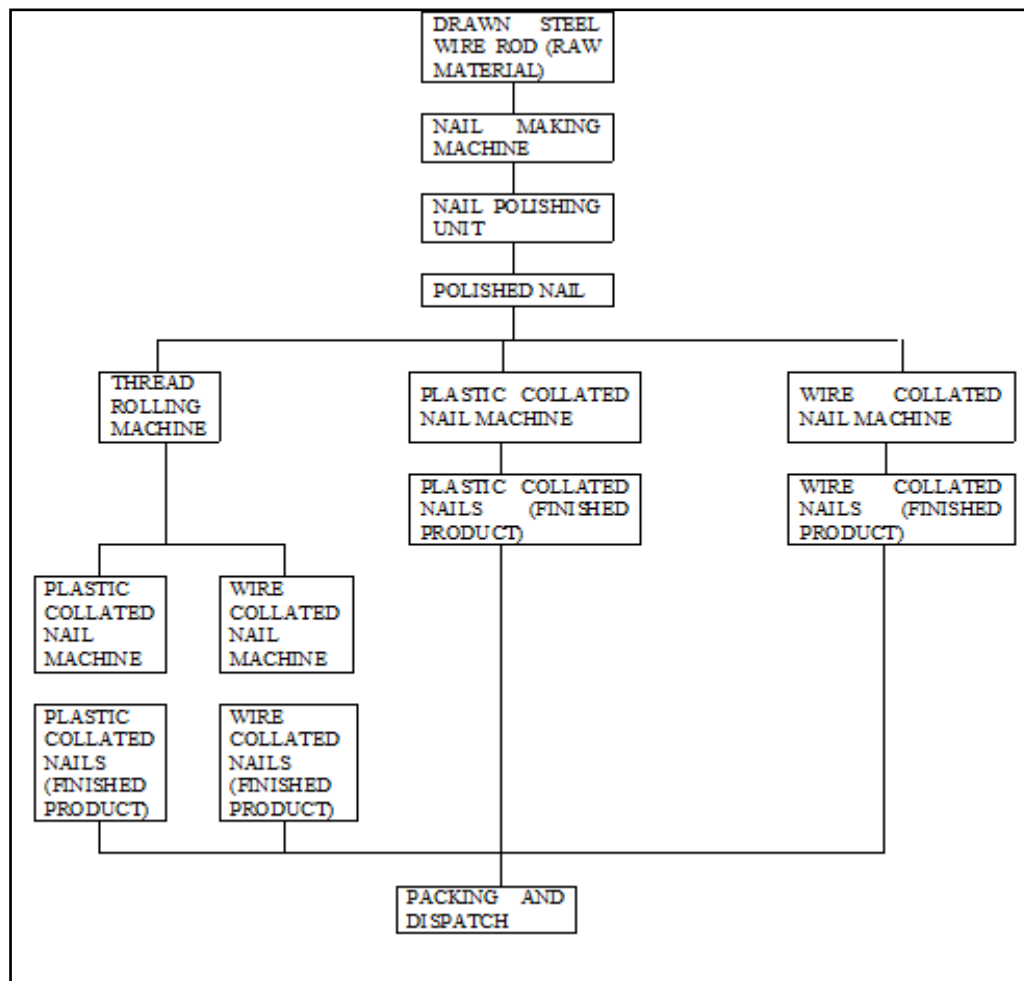
- **Stranding**

Stranding is the process wherein the bunch of wires is laid helically in a rotating machine to produce the strand. The wires that are loaded in the cradles inside the rotating tube are pulled through a die by the capstan. The speed of the capstan is so adjusted that the strand is formed as per the designed lay or pitch.

- **Final Testing, Inspection and Dispatch**

Finally, the wire rope is tested physically for straightness, formation, gaps, and tightness. Few in-house testing is carried out at this stage like torsion, Dip, Wrapping, Adhesion, Length verification of wire etc.

Process Flowchart for the production of Nails



MANUFACTURING PROCESS:-

1. Raw Material :-

Drawn Steel Wire Rod is raw material for manufacturing various kinds of nails.

2. Nail Making Machine :-

Nail making machine is used to produce nails (Iron and steel, SS, Aluminium and made of different kind of metals). It pulls the wire rod and gives desirous shape like sharp point, Flat Head, round head, D-Head etc. These are produced as per customer's requirement.

3. Nail Polishing Unit :-

It is used to remove the extra lubricant and extra metal from the nails. It also gives the finishing to the nails.

4. Plastic Collated Nails Machine :-

This machine produce the collated plastic nails which makes the final product in the plastic strip format as per number of nails like 25, 28 or 30 nails per strip.

5. Wire Collated Nails Machine

It makes a magazine of nails (200 to 3000 nails as per requirement) which is tied up through welding from a fine steel copper coated wire.

6. Thread Rolling Machine :-

In thread rolling extra grip is given to polished nails by converting into screw threads, spiral threads or ring threads as per customer's requirement. After thread rolling nails are either sold as bulk nails or transferred to Plastic Collated Nails Machine or Wire Collated Nails Machine as per requirement.

All the processes mentioned above are semi automated.

CLIENT BASE

Our Company has various clients in both Government and private sector like power, construction, automobile and general engineering and domestic segments etc. Some of our clients are The Southern Power Distribution Company of Telangana Limited, The Southern Power Distribution Company of Andhra Pradesh Limited, Northern Power Distribution Company of Telangana Limited, UP Power Transmission Corporation Limited, Dakshinanchal Vidyut Vitran Nigam Limited., Jodhpur Vidyut Vitran Nigam Limited etc. amongst others. Some of our clients and the percentage of income derived from our top customers in the last financial year are given below:



Sr. No.	Particulars	Revenue (₹ in lakhs)	Percentage (%)
1	Revenue from Top 5 Customers (%)	8713.20	39.98%
2	Revenue from Top 10 Customers (%)	11539.53	52.95%

RAW MATERIALS

We manufacture high quality galvanized steel wire, Steel wire nails and other wire products. The basic raw material used for the manufacturing of steel wires is wire rod, and zinc which is used for galvanizing the steel wire. All these raw materials are procured from both international and domestic market at competitive prices from various suppliers. We generally maintain adequate stock of raw materials to cover the existing order book position, and also to avoid any adverse situation due to fluctuation of price.

Our company has entered into formal arrangements with renowned suppliers like Hindustan Zinc Limited and Rashtriya Ispat Nigam Limited for supply of raw material.

UTILITIES

Power & fuel:

Our manufacturing facility has adequate power supply position sourced from Southern Power Distribution Company of Telangana Limited. Our Company also uses DG sets. The following is the sanctioned power for above location:

Details of Location	Sanctioned Load
Unit I	1501 KVA
Unit II	450 KVA

Water:

Our current water consumption at our manufacturing units is sourced from private water suppliers and local sources. It is used for our manufacturing processes of rinsing and cooling stages in the pickling and drawing process.

TESTING & QUALITY ASSURANCE

Quality is the guiding force of our Company and total quality control is an integral part of the whole manufacturing process right from raw-material to the finished goods. Our products are rigorously tested in terms of Surface Finish, Tensile Strength, Torsion, Breaking Load, Zinc Coating, Dip (Adhesion) Test. Apart from the product testing our Company believes in IN-process Testing to meet the prescribed Quality Standards, and we can also provide the tests as per Customer Requirement.

Quality Management System has been given most importance to meet our customer's needs and expectations. In the wake of high competition in all the spheres of business environment it has become more essential to maintain high standards of quality in all the business activities undertaken. Thus to withstand the stiff competition from the indigenous industry and also to make our services competitive on par within the norms of global market requirements,, it has become imperative to establish and maintain well documented quality management system to meet the requirements of the International Standard ISO 9001 – 2008. The requirements as mentioned in this Quality System Management are implemented and maintained with the involvement of all the employees in the organization. The effectiveness of implementation of this Quality Management System is reviewed periodically by the Management.

Few of our In-House Testing Process:

- Breaking Load
- Tensile Test
- Elongation
- Torsion Test
- Uniformity of Zinc Coating
- DIP Test
- Wrapping & Adhesion
- D.C Resistance
- Overall Dia
- Strand Breaking Load
- Lay Length

MARKETING AND DISTRIBUTION

Our Company has an adequate marketing team at our Registered Office and as well as our manufacturing units. Our marketing team consist of well experienced and qualified people to develop maintain and increase relations with our customers. Our marketing team plays an important role in the development of new products based on their study and they also give their valuable feedback based on latest industrial needs and trends.

COMPETITION

The market for wire industry is highly competitive and disorganized. We face competition from various domestic and international importers, exporters, manufacturers and traders. Competition emerges from small as well as big players in wires industry. The organized players in the industry compete with each other by providing high quality, consistent and

time bound products and value added services. We have a number of competitors offering products similar to us. Our focus would be to provide products that would be in conformity with technical and quality requirements of our customer as well as by trying to offer a competitive pricing model without compromise on the quality.

We compete against our competitors by establishing ourselves as a well-equipped manufacturing company with following strengths:

- ISO 9001 : 2008 Certified Company
- Trained & Skilled Manpower
- Approved Products from Bureau of Indian Standards (BIS)
- Supplying Material to all Electricity Board from 2 Decades
- Procuring Raw Material from Reputed Suppliers
- Approved Vendors of all States Electricity Boards

MANPOWER

Our Company is committed towards creating an organization that nurtures talent. We provide our employees an open atmosphere with a continuous learning platform that recognizes meritorious performance.

The following is a break-up of our employees as on Nov 30, 2019: -

Sr. No.	Category	No. of employees
1	Directors	3
2	KMPs	3
3	Registered Office Staff	15
4	Factory Office Staff	25
5	Factory Labour	282
Total		328

All the employees of our Company are permanent and are on our pay-roll.

CAPACITY UTILIZATION

The capacity utilization of our Company is highlighted below:

For the Financial Year	Particulars	Unit-I (Wire Division)	Unit-II (Nails Division)
		Galvanised Steel Wires	Steel Wire Nails
2016-17	Installed Capacity (M.T.)	18,000	400
	Utilized Capacity (M.T.)	12,712	228
	Utilized Capacity (%)	70.62%	57.00%
2017-18	Installed Capacity (M.T.)	24,000	15,000
	Utilized Capacity (M.T.)	21,928	7,194
	Utilized Capacity (%)	91.36%	47.96%
2018-19	Installed Capacity (M.T.)	30,000	15,000
	Utilized Capacity (M.T.)	26,055	12,578
	Utilized Capacity (%)	86.85%	83.85%

Estimated Proposed Capacity and Capacity Utilization Details:

Financial Year	Unit-I (Wire Division)			Unit-II (Nails Division)		
	Installed Capacity (in MTS)	Utilized Capacity (in MTS)	Utilized Capacity (%)	Installed Capacity (in MTS)	Utilized Capacity (in MTS)	Utilized Capacity (%)
2019-20	30,000	30,000	100.00	15,000	15,000	100.00
2020-21	36,000	36,000	100.00	15,000	15,000	100.00
2021-22	40,000	40,000	100.00	20,000	20,000	100.00

EXPORTS AND EXPORT OBLIGATIONS

The total exports of our Company are as follows:

(₹ in lakhs)

Particulars	Year ended March 31,		
	2019	2018	2017
Exports	9669.82	4505.35	NIL

Our Company does not have any export obligations as on the date of this Information Memorandum.

COLLABORATIONS

Our Company has not collaborated nor does it plan any collaboration for conduct of existing business or expansion of business.

INSURANCE -

We generally maintain transit insurance for imported and exported material including spares part of machinery, which covers basically anything which can happen during the shipment of purchased materials, in case these materials are lost, destroyed or damaged. We believe that the insurances are in accordance with customary industry practices.

We also maintain insurance covering our assets like Building, plant & machinery and vehicles at levels that we believe to be appropriate for our business.

Some of the major insurance policies availed by our Company are as follows:

Sr. No.	Name of the Insurance Company	Type of Policy	Validity Period	Details of Assets /Goods covered under the policy	Policy No.	Sum Insured	Premium p.a.
1.	The New India Assurance Company Limited	Commercial vehicle package policy	June 25, 2019 till June 24, 2020	Hydraulic Mobile Crane	613800311 901000014 24	M 8,42,106/-	Rs. 17,106/-
2.	The New India Assurance Company Limited	Private Car Package Policy	July 09, 2019 till July 8, 2020	Hyundai-Eon Car	613800311 901000020 54	M 1,80,000/-	Rs. 7,038/-
3.	The New India Assurance Company Limited	Two Wheeler Package Policy	April 21, 2019 till April 20, 2020	Bajaj-Platina bike	613800311 901000002 54	M 17,778/-	M 962/-
4.	Reliance General Insurance Company Limited	Standard Fire and Special Perils Policy	June 04, 2019 till June 03, 2020	Fixed Assets located at Flat no. 1-609 and 1-610, sixth floor, Divya Shakti Apartments, Ameerpet, Hyderabad	181591921 111003405	M 10,60,000/-	M 444/-

5.	The New India Assurance Company Limited	Two Wheeler Package Policy	July 01, 2019 till June 30, 2020	Honda Activa Scooter	61380031190100001354	M 25,200/-	M 1,104/-
6.	Reliance General Insurance Company Limited	Standard Fire and Special Perils Policy	October 29, 2019 till October 28, 2020	Plant and machinery located at Survey no 296/300A, Isnapur Village, Medak, Telangana	181561921110398156	M 15,13,00,000/-	M 98,194/-
7.	Reliance General Insurance Company Limited	Standard Fire and Special Perils Policy	May 04, 2019 till May 03, 2020	Shed and Building located at E166 to E183 & E140 & E141, SY No. 342 & 354, Muppuredypally, Toopran, Medak, Telangana	181591921111002552	M 1,00,00,000/-	M 6,490/-
8.	Reliance General Insurance Company Limited	Standard Fire and Special Perils Policy	May 05, 2019 till May 04, 2020	Plant and machinery located at E166 to E183 & E140 & E141, SY No. 342 & 354, Muppuredypally, Toopran, Medak, Telangana	181561921110156257	M 6,00,00,000/-	M 38,541/-
9.	Universal Sampo General Insurance Co. Ltd.	Package Policy (Private Vehicle)	May 25, 2019 till May 24, 2020	Maruti Baleno Alpha Car Insurance	2311/59822254/00/000	Rs. 6,96,012/-	Rs. 23,150/-
10.	The New India Assurance Company Limited	Two Wheeler Package Policy	June 20, 2019 till June 19, 2020	Honda Activa Scooter	61380031190100001358	M 50,000/-	M 1,890/-
11.	The New India Assurance Company Limited	Two Wheeler Package Policy	June 11, 2019 till June 10, 2020	Honda Activa Scooter	61380031190100001210	M 50,000/-	M 1,915/-
12.	The New India Assurance Company Limited	Private Car Enhancement Cover Policy	May 27, 2019 till May 26, 2020	Hyundai Creta car	61380031190300000974	M 13,00,000/-	M 6,284/-

13.	Tata AIG General Insurance Company Limited	Commercial vehicle package policy	July 19, 2019 till July 18, 2020	Bharat Benz Truck	01600881180000	Rs. 30,40,000/-	Rs. 55,475/-
14.	The New India Assurance Company Limited	Commercial vehicle package policy	April 14, 2019 till April 13, 2020	Bharat Benz Truck	61380031190100000236	Rs. 20,48,375/-	Rs. 29,625/-
15.	The New India Assurance Company Limited	Commercial Enhancement Cover policy	April 25, 2019 till April 24, 2020	Bharat Benz Truck	61380031190300000289	Rs. 26,41,284/-	Rs. 75,718/-
16.	Bharti Axa General Insurance Company Limited	Marine Open Policy	September 27, 2019 till September 26, 2020	Marine Open Policy for Export Sales	MCO/I4384937/51/09/006215	Rs. 10,00,00,000/-	Rs. 47,201/-

PROPERTIES

Leasehold Properties

Sr. No.	Name of the Lessor	Premises Leased and area	Term of Lease	Amount of Rent	Purpose/current usage
1.	Mr. Ashish Kandoi	11-70/5, G P Complex, Balanagar, Hyderabad- 500018	11 Months from Feb 01, 2019 till Dec 31, 2019.	Rs. 10,000/- per month	Registered Office

Freehold Properties

Sr. No.	Location	Date of Agreement	Seller(s)	Purpose/current usage
1.	Flat No. 1-609, sixth floor, Building No. 1, Divyashakti Apartments, Ameerpet, Hyderabad-500016	January 25, 1995	Dodla Radhakrishna Reddy, Dodla Venkata Shiva Prasad Reddy, Dodla Pushpavenamma, Dodla Lalita Reddy, Dodla Suseelamma, Dodla Subba Rama Reddy	Business purposes
2.	Flat No. 1-610, sixth floor, Building No. 1, Divyashakti Apartments, Ameerpet, Hyderabad-500016	January 25, 1995	Dodla Radhakrishna Reddy, Dodla Venkata Shiva Prasad Reddy, Dodla Pushpavenamma, Dodla Lalita Reddy, Dodla Suseelamma, Dodla Subba Rama Reddy	Business purposes
3.	300/A, Isnapur Village, Medak District,	December 07, 1989	Kancharla Gopal Rad	Manufacturing Unit
4.	Survey No. 296, Isnapur Village, Medak District	August 18, 1988	S.V. Prasad	Manufacturing Unit

Sr. No.	Location	Date of Agreement	Seller(s)	Purpose/current usage
5.	Sy. No. 297/A and Sy. No. 297/AA, Isnapur Village, Medak District	December 21, 2012	Utkal Steel Limited*	Manufacturing Unit
6.	Plot No. E 166 to E 183 & E 140 & E 141 situated at Automotive Park, Toopran covered under Sy No. 342 & 354, Muppireddypally, Toopran, Medak District, Telangana	April 13, 2016	Telangana State Industrial Infrastructure Corporation Limited	Manufacturing Unit
7.	288/A1/2, 289/A, 290/A2 & 300/E1/2, Shankarampet Village and Mandal, Medak Dist, Telangana	January 19, 2018	Flamingo Exports Pvt Ltd	Manufacturing Unit

**Utkal Steel Limited had defaulted in facilities extended by UCO Bank, subsequently the said land was auctioned by UCO Bank and our Company became the lawful owner by paying the requisite amount.*

KEY INDUSTRY REGULATIONS AND POLICIES

In carrying on our business as described in the chapter titled “Our Business” beginning on page no. 44 of this Information Memorandum, our Company is regulated by the following legislations in India. The following description is a summary of the relevant regulations and policies as prescribed by the Government of India and other regulatory bodies that are applicable to our business. The information detailed in this Chapter has been obtained from the various legislations, including rules and regulations promulgated by the regulatory bodies and the bye laws of the respective local authorities that are available in the public domain. The regulations and policies set out below may not be exhaustive and are only intended to provide general information to the investors and are neither designed nor intended to be a substitute for professional legal advice. For details of Government Approvals obtained by our Company in compliance with these regulations, please see “Government and Other Key Approvals” beginning on page no. 108 of this Information Memorandum.

Our Company is currently engaged in the business of manufacturing and supply of standard steel wires, galvanized steel wires and Steel Wire Nails. For further details regarding our business operations, please see “Our Business” beginning on page no. 44 of this *Information Memorandum*. Our business is governed by various central and state legislations that regulate the substantive and procedural aspects of our business. We are required to obtain and regularly renew certain licenses/ registrations and / or permissions required statutorily under the provisions of various Central and State Government regulations, rules, bye laws, acts and policies.

Given below is a brief description of the certain relevant legislations that are currently applicable to the business carried on by us:

A. REGULATIONS GOVERNING MANUFACTURING SECTOR

The primary central legislation governing the manufacturing sector is the Factories Act, 1948. In addition, compliance of various labour related legislations, including the Payment of Wages Act, 1956, The Minimum Wages Act, 1948, Equal Remuneration Act, Employees’ Compensation Act, 1923, Industrial Disputes Act, 1948, Payment of Gratuity Act, 1972, Employees’ Provident Funds and Miscellaneous Provisions Act, 1952, Payment of Bonus Act, 1965 and the Shops and Establishment Rules framed under the Factories Act, 1948 as may be applicable in the relevant state.

The Bureau of Indian Standards Act, 1986

Bureau of Indian Standards Act, 1986, as amended from time to time (“**BIS Act**”), provides for the “harmonious development of the activities of standardization, marking and quality certification of goods and for matters connected therewith”. Specifically, it establishes a bureau for the standardization, marking and quality certification of goods, called the Bureau of Indian Standards (“**BIS**”). The BIS Act provides for the powers, duties and functions of the BIS, which, *inter alia*, include:

- a. Recognition of any standard established for any article or process by any other institution in India, or elsewhere as an ‘Indian Standard’;
- b. Establishment, publishing and promotion, in such manner as may be prescribed, of the Indian Standard, in relation to any article or process;
- c. Specification of a Standard Mark to be called the ‘Bureau of Indian Standards Certification Mark’ which shall be of such design and contain such particulars as may be prescribed to represent a particular Indian Standard;
- d. granting, renewal, suspension or cancellation of a license for the use of the Standard Mark; and
- e. making such inspection and taking such samples of any material or substance, as may be necessary, to see whether any article or process in relation to which the Standard Mark has been used, conforms to the Indian Standard or whether the Standard Mark has been improperly used in relation to any article or process with or without a license.

The Steel and Steel Products (Quality Control) Order, 2012

The Steel and Steel Products (Quality Control) Order, 2012, amended from time to time (‘Quality Control Order’), was passed in exercise of Section 14 of the Bureau of Indian Standard Act, 1986. The Quality Control Order provides that only those steel or steel products meeting the specified applicable standard of quality may be manufactured, sold or

distributed by any person. The Quality Control Order provides that all steel or steel products not meeting the specified standards shall be disposed of as scrap as per the scheme of testing and inspection under the Bureau of India Standards Act, 1986. The Quality Control Order requires manufacturers of steel or steel products to apply for certification under the Bureau of Indian Standards Act, 1986. The Quality Control Order further provides for testing of samples bearing the Standard Mark, to confirm if they meet the specified as per the Bureau of Indian Standards Act, 1986.

The Steel and Steel Products (Quality Control) Second Order, 2012

The Steel and Steel Products (Quality Control) Order, 2012, amended from time to time (**'Quality Control Second Order'**), was passed in exercise of Section 14 of the Bureau of Indian Standard Act, 1986. The Quality Control Second Order provides that no person shall sell, manufacture, distribute or store steel products specified in the schedule thereto unless the products contain a certification marks of the Bureau of Indian Standards by obtaining a certification marks license and conforming to the specified standards. However this does not apply to steel products manufactured for export which conform to the specifications of the foreign buyer.

The Factories Act, 1948

The Factories Act, 1948 ("**Factories Act**") seeks to regulate labour employed in factories and makes provisions for the safety, health and welfare of the workers. The term 'factory', as defined under the Factories Act, means any premises which employs or has employed on any day in the previous 12 (twelve) months, 10 (ten) or more workers and in which any manufacturing process is carried on with the aid of power, or any premises wherein 20 (twenty) or more workmen are employed at any day during the preceding 12 (twelve) months and in which any manufacturing process is carried on without the aid of power. An occupier of a factory under the Factories Act, means the person who has ultimate control over the affairs of the factory. The occupier or manager of the factory is required to obtain a registration for the factory. The Factories Act also requires *inter alia* the maintenance of various registers dealing with safety, labour standards, holidays and extent of child labour including their conditions. Further, notice of accident or dangerous occurrence in the factory is to be provided to the inspector by the manager of the factory.

It is pertinent to note that State Governments have set out rules in respect of the prior submission of plans, their approval for the registration of the establishment, and licensing of factories. The Andhra Pradesh Factories Rules, 1950 ("**Rules**") is applicable to the establishments of the Company. The Rules govern approval of plans, grant of licenses, safety procedures, working hours and conditions of workers.

Andhra Pradesh Shops and Commercial Establishments Act, 1988

Our Registered Office is situated at 1170/5, G.P. Complex, Balanagar, Hyderabad 500018, Telangana, India. Accordingly, the provisions of the Andhra Pradesh Shops and Commercial Establishments Act, 1988 are applicable to the Company. The provisions of the Andhra Pradesh Shops and Commercial Establishments Act, 1988 regulate the conditions of work and employment in shops and commercial establishments and generally prescribe obligations in respect of inter alia registration, opening and closing hours, daily and weekly working hours, holidays, leave, health and safety measures, and wages for overtime work. The rules applicable to our Company are the Andhra Pradesh Shops and Establishment Rules, 1990.

Contract Labour (Regulation and Abolition) Act, 1970

The Contract Labour (Regulation and Abolition) Act, 1970 ("**CLRA**") is an act to regulate the employment of contract labour in certain establishments and to provide for its abolition in certain circumstances. The CLRA applies to every establishment in which 20 (twenty) or more workmen are employed or were employed on any day of the preceding 12 (twelve) months as contract labour. It also applies to every contractor who employs or who employed on any day of the preceding 12 (twelve) months, 20 (twenty) or more workmen provided that the appropriate Government may after giving not less than 2 (two) months' notice, by notification in the Official Gazette, apply the provisions of the CLRA to any establishment or contractor. Further, it contains provisions regarding Central and State Advisory Board under the CLRA, registration of establishments, and prohibition of employment of contract labour in any process, operation or other work in any establishment by the notification from the State Board, licensing of contractors and welfare and health of the contract labour. The Contract Labour (Regulation and Abolition) Central Rules, 1971 are formulated to carry out the purpose of the CLRA. Contract Labour (Regulation and Abolition) (Andhra Pradesh Amendment) Act, 2003 is applicable to the Company.

The Andhra Pradesh Labour (Regulation and Abolition) Rules, 1971, provides for the constitution of the state board and makes provisions for registration and licensing of establishments, the welfare and health of contract labour and maintenance of registers.

The Industrial Disputes Act, 1947 and Industrial Dispute (Central) Rules, 1957

The Industrial Disputes Act, 1947 (“**ID Act**”) was enacted to make provision for investigation and settlement of industrial disputes and for other purposes specified therein. Workmen under the ID Act have been provided with several benefits and are protected under various labour legislations, whilst those persons who have been classified as managerial employees and earning salary beyond a prescribed amount may not generally be afforded statutory benefits or protection, except in certain cases. Employees may also be subject to the terms of their employment contracts with their employer, which contracts are regulated by the provisions of the Indian Contract Act, 1872. The ID Act also sets out certain requirements in relation to the termination of the services of the workman’s services. This includes detailed procedure prescribed for resolution of disputes with labour, removal and certain financial obligations up on retrenchment. The Industrial Dispute (Central) Rules, 1957 specify procedural guidelines for lock-outs, closures, lay-offs and retrenchment. The rules applicable to our Company are the Andhra Pradesh Industrial Disputes Rules, 1958.

The Industrial Employment (Standing Orders) Act, 1946

The Industrial Employment (Standing Orders) Act, 1946 as amended from time to time (“**Standing Orders Act**”) applies to every industrial establishment where hundred or more workers are/were employed on any day of the preceding twelve months. It applies to every worker employed in an industrial establishment but excludes workers employed in a managerial or administrative capacity and workers employed in a supervisory capacity and drawing wages more than Rupees Ten Thousand per month. Under the Standing Orders Act, standing orders are to be framed in order to standardize the service conditions of the workers in industrial establishments. The standing orders are to be displayed prominently in the establishment in English and the language understood by the workers near the entrance of the establishment and all departments.

The Andhra Pradesh Industrial Employment (Standing Orders) Rules, 1953 (“**Rules**”) are also applicable to the State of Andhra Pradesh and, therefore, to the Company. The Rules govern the procedural aspects of the Standing Orders Act.

The Employees’ Compensation Act, 1923

The Employees’ Compensation Act, 1923 (“**EC Act**”) has been enacted with the objective to provide for the payment of compensation to workmen by employers for injuries caused by accident(s) arising out of and in the course of employment, and for occupational diseases resulting in death or disablement. The EC Act makes every employer liable to pay compensation in accordance with the EC Act if a personal injury/disablement/ loss of life is caused to a workman by accident arising out of and in the course of his employment. In case the employer fails to pay compensation due under the EC Act within 1 (one) month from the date it falls due, the commissioner appointed under the EC Act may direct the employer to pay the compensation amount along with interest and may also impose a penalty.

The Employees State Insurance Act, 1948

The Employees State Insurance Act, 1948 (“**ESI Act**”) provides for certain benefits to employees in case of sickness, maternity and employment injury. All employees in establishments covered by the ESI Act are required to be insured, with an obligation imposed on the employer to make certain contributions in relation thereto. Employers of factories and establishments covered under the ESI Act are required to pay contributions to the Employees State Insurance Corporation, in respect of each employee at the rate prescribed by the Central Government. Companies which are controlled by the Government are exempt from this requirement if employees receive benefits similar or superior to the benefits prescribed under the ESI Act. In addition, the employer is also required to register itself under the ESI Act and maintain prescribed records and registers.

The Employees’ Provident Fund and Miscellaneous Provisions Act, 1952

The Employees Provident Funds and Miscellaneous Provisions Act, 1952 (“**EPF Act**”) was introduced with the object to institute compulsory provident fund for the benefit of employees in factories and other establishments. The EPF Act provides for the institution of provident funds and pension funds for employees in establishments where more than 20 (twenty) persons are employed and factories specified in Schedule I of the EPF Act. Under the EPF Act, the Central

Government has framed the "Employees Provident Fund Scheme", "Employees Deposit-linked Insurance Scheme" and the "Employees Family Pension Scheme". Liability is imposed on the employer and the employee to contribute to the funds mentioned above, in the manner specified in the statute. There is also a requirement to maintain prescribed records and registers and filing of forms with the concerned authorities. The EPF Act also prescribes penalties for avoiding payments required to be made under the abovementioned schemes.

Equal Remuneration Act, 1976

Equal Remuneration Act, 1976 provides for payment of equal remuneration to men and women workers and for prevention discrimination, on the ground of sex, against female employees in the matters of employment and for matters connected therewith.

Maternity Benefit Act, 1961

The purpose of Maternity Benefit Act, 1961 is to regulate the employment of pregnant women and to ensure that the get paid leave for a specified period before and after child birth. It provides, *inter-alia*, for payment of maternity benefits, medical bonus and enacts prohibitions on dismissal, reduction of wages paid to pregnant women, etc. The rules applicable to the Company are the Andhra Pradesh Maternity Benefit Rules, 1966.

The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 ("SHWW Act") provides for the protection of women at work place and prevention of sexual harassment at work place. The SHWW Act also provides for a redressal mechanism to manage complaints in this regard. Sexual harassment includes one or more of the following acts or behavior namely, physical contact and advances or a demand or request for sexual favors or making sexually coloured remarks, showing pornography or any other unwelcome physical, verbal or non-verbal conduct of sexual nature. The SHWW Act makes it mandatory for every employer of a workplace to constitute an Internal Complaints Committee which shall always be presided upon by a woman. It also provides for the manner and time period within which a complaint shall be made to the Internal Complaints Committee i.e. a written complaint is to be made within a period of 3 (three) months from the date of the last incident. If the establishment has less than 10 (ten) employees, then the complaints from employees of such establishments as also complaints made against the employer himself shall be received by the Local Complaints Committee. The penalty for non-compliance with any provision of the SHWW Act shall be punishable with a fine extending to T 50,000/-.

The Payment of Bonus Act, 1965

The Payment of Bonus Act, 1965 ("PB Act") is applicable to every factory and every other establishment employing 20 (twenty) or more persons. According to the provisions of the PB Act, every employer shall be bound to pay to every employee in respect of the accounting year a minimum bonus which shall be 8.33% of the salary or wage earned by the employee during the accounting year or T 100/- (Rupees One Hundred), whichever is higher, whether or not the employer has any allocable surplus in the accounting year. If the allocable surplus exceeds minimum bonus payable, then the employer must pay bonus proportionate to the salary or wage earned during that period, subject to maximum of 20% of such salary or wage. 'Allocable surplus' is defined as 67% of available surplus in the financial year, before making arrangements for the payment of dividend out of profit of the Company.

The Minimum Wages Act, 1948

The Minimum Wages Act, 1948 ("MW Act") came in to force with the objective to provide for the fixation of a minimum wage payable by the employer to the employee. Under the MW Act, the appropriate government is authorised to fix the minimum wages to be paid to the persons employed in scheduled or non scheduled employment. Every employer is required to pay not less than the minimum wages to all employees engaged to do any work whether skilled, unskilled, and manual or clerical (including out-workers) in any employment listed in the schedule to the MW Act, in respect of which minimum rates of wages have been fixed or revised under the MW Act. The rules applicable to our Company are the Andhra Pradesh Minimum Wages Rules, 1960.

The Payment of Gratuity Act, 1972

The Payment of Gratuity Act, 1972 ("PG Act") applies to every factory and shop or establishment in which ten or more employees are employed. Gratuity is payable to an employee on the termination of his employment after he has rendered continuous service for not less than 5 (five) years:

- a) On his/her superannuation;
- b) On his/her retirement or resignation;
- c) On his/her death or disablement due to accident or disease (in this case the minimum requirement of 5 (five) years does not apply)

Gratuity is payable to the employee at the rate of 15 (fifteen) days' wages for every completed year of service or part thereof in excess of 6 (six) months.

Andhra Pradesh Compulsory Gratuity Insurance Rules, 2011 are also applicable to our Company. The Insurance Rules provide for the manner in which insurance must be obtained by the employer from the Life Insurance Corporation of India to discharge his liability under the Gratuity Act.

Andhra Pradesh Payment of Gratuity Rules, 1972 are applicable to our Company. The Rules provide procedures for, amongst others, application for gratuity and mode of its payment.

The Payment of Wages Act, 1936

The Payment of Wages Act, 1936 ("PW Act") is applicable to the payment of wages to persons in factories and other establishments. PW Act ensures that wages that are payable to the employee are disbursed by the employer within the prescribed time limit and no deductions other than those prescribed by the law are made by the employer.

The following legislations are applicable to the Company:

1. Payment of Wages (Andhra Pradesh amendment) Act, 1982; and
2. Andhra Pradesh Payment of Wages Rules, 1937.

The Petroleum Act, 1934

The Petroleum Act, 1934 was passed to consolidate and amend the laws relating to the import, transport, storage, production, refining and blending of petroleum. Under the Petroleum Rules, 2002, any person intending to store furnace oil/petroleum Class C, in quantity exceeding 5000 litres otherwise than under a license shall take the approval of the Chief Controller before commencing storage.

The Legal Metrology Act, 2009

The Legal Metrology Act, 2009 (Metrology Act) (i) establishes and enforces standards of weights and measures; (ii) regulates trade and commerce in weights; (iii) and measures other goods which are sold or distributed by weight, measure or number and for matters connected therewith. The Metrology Act states that any transaction/contract relating to goods/class of goods shall be as per the weight/measurement/numbers prescribed by the Metrology Act. Moreover, the Metrology Act prohibits any person from quoting any price, issuing a price list, cash memo or other document, in relation to goods or things, otherwise than in accordance with the provisions of the Metrology Act.

The specifications with respect to the exact denomination of the weight of goods to be considered in transactions are contained in the Rules made by each State.

The Andhra Pradesh Legal Metrology (Enforcement) Rules, 2011 which amongst other things, prescribes procedures for the declaration of quantity in transactions and dealings, provisions relating to the use of weights and measures, etc.

Fire Prevention Laws

The state legislatures have also enacted fire control and safety rules and regulations such as the Andhra Pradesh Fire & Emergency Operations and Levy of Rules, 2006, which is applicable to our units established in the joint states of Telangana and Andhra Pradesh. The legislation includes provisions in relation to provision of fire safety and lifesaving measures by occupiers of buildings, licensing provisions and penalties for non-compliance.

B. ENVIRONMENTAL REGULATIONS

Our Company is also required to obtain clearances under the Environment (Protection) Act, 1986, and other environmental laws such as the Water (Prevention and Control of Pollution) Act, 1974, the Water (Prevention and

Control of Pollution) Cess Act, 1977 and the Air (Prevention and Control of Pollution) Act, 1981, before commencing its operations. To obtain an environmental clearance, a no-objection certificate from the concerned state pollution control board must first be obtained, which is granted after a notified public hearing, submission and approval of an environmental impact assessment ("EIA") report and an environment management plan ("EMP").

Our Company must also comply at all times with the provisions of The Hazardous Waste (Management and Handling) Rules, 1989, as amended, and as superseded by the Hazardous Wastes (Management, Handling and Transboundary Movement) Rules, 2008, and the Manufacture, Storage and Import of Hazardous Chemicals Rules, 1989.

Environment Protection Act, 1986 and Environment (Protection) Rules, 1986

The Environmental Protection Act, 1986 is an "umbrella" legislation designed to provide a framework for co-ordination of the activities of various central and state authorities established under various laws. The potential scope of the Act is broad, with "environment" defined to include water, air and land and the interrelationships which exist among water, air and land, and human beings and other living creatures, plants, micro-organisms and property.

Water

Legislations to control water pollution are listed below:

The **Water (Prevention and Control of Pollution) Act, 1974** prohibits the discharge of pollutants into water bodies beyond a given standard, and lays down penalties for non-compliance. The Water Act also provides that the consent of the State Pollution Control Board must be obtained prior to opening of any new outlets or discharges, which is likely to discharge sewage or effluent.

The **Water (Prevention and Control of Pollution) Cess Act, 1977** provides for the levy and collection of a cess on water consumed by persons carrying on certain industries and by local authorities, with a view to augment the resources of the Central Board and the State Boards for the prevention and control of water pollution constituted under the Water (Prevention and Control of Pollution) Act, 1974.

Air

Legislations to control air pollution are listed below:

The **Air (Prevention and Control of Pollution) Act, 1981** requires that any individual or institution responsible for emitting smoke or gases by way of use as fuel or chemical reactions must apply in a prescribed form and obtain consent from the state pollution control board prior to commencing any activity. National Ambient Air Quality Standards (NAAQS) for major pollutants were notified by the Central Pollution Control Board in April 1994.

Hazardous Wastes

There are several legislations that directly or indirectly deal with hazardous wastes. The relevant legislations are:

- The Hazardous Wastes (Management, Handling and Transboundary Movement) Rules, 2008
- The Public Liability Insurance Act, 1991
- The National Environment Tribunal Act, 1995 and some notifications under the Environmental Protection Act of 1986.

Hazardous Wastes (Management, Handling and Transboundary Movement) Rules, 2008

These rules require that the occupier and the operator of the facility, that treats hazardous wastes, must properly collect, treat, store or dispose the hazardous wastes without adverse effects on the environment. Schedule I of the said Rules lists out the primary and secondary production of aluminium as a process that generates hazardous waste and therefore requires compliance under these Rules.

C. TAX RELATED LEGISLATIONS

Income-tax Act, 1961

Income-tax Act, 1961 (“**IT Act**”) is applicable to every company, whether domestic or foreign whose income is taxable under the provisions of this Act or Rules made there under depending upon its ‘Residential Status’ and ‘Type of Income’ involved. Every assessee, under the IT Act, which includes a company, is required to comply with the provisions thereof, including those relating to tax deduction at source, advance tax, minimum alternative tax and like.

Central Goods and Services Tax Act, 2017

The Central Goods and Services Tax Act, 2017 (“**CGST Act**”) regulates the levy and collection of tax on the intra-State supply of goods and services by the Central Government or State Governments. The CGST Act amalgamates a large number of Central and State taxes into a single tax. The CGST Act mandates every supplier providing the goods or services to be registered within the State or Union Territory it falls under, within 30 days from the day on which he becomes liable for such registration. Such registrations can be amended, as well as cancelled by the proper office on receipt of application by the registered person or his legal heirs. There would be four tax rates namely 5%, 12%, 18% and 28%. The rates of GST applied are subject to variations based on the goods or services.

Integrated Goods and Services Tax Act, 2017

Integrated Goods and Services Tax Act, 2017 (“**IGST Act**”) is a Central Act enacted to levy tax on the supply of any goods and/ or services in the course of inter-State trade or commerce. IGST is levied and collected by Centre on interstate supplies. The IGST Act sets out the rules for determination of the place of supply of goods. Where the supply involves movement of goods, the place of supply shall be the location of goods at the time at which the movement of goods terminates for delivery to the recipient. The IGST Act also provides for determination of place of supply of service where both supplier and recipient are located in India or where supplier or recipient is located outside India. The provisions relating to assessment, audit, valuation, time of supply, invoice, accounts, records, adjudication, appeal etc. given under the CGST Act are applicable to IGST Act.

Professional Tax

The professional tax slabs in India are applicable to those citizens of India who are either involved in any profession or trade. The State Government of each State is empowered with the responsibility of structuring as well as formulating the respective professional tax criteria and is also required to collect funds through professional tax. The professional taxes are charged on the incomes of individuals, profits of business or gains in vocations. The professional tax is charged as per the List II of the Constitution. The professional taxes are classified under various tax slabs in India. The tax payable under the State Acts by any person earning a salary or wage shall be deducted by his employer from the salary or wages payable to such person before such salary or wages is paid to him, and such employer shall, irrespective of whether such deduction has been made or not when the salary and wage is paid to such persons, be liable to pay tax on behalf of such person and employer has to obtain the registration from the assessing authority in the prescribed manner. Every person liable to pay tax under these Acts (other than a person earning salary or wages, in respect of whom the tax is payable by the employer), shall obtain a certificate of enrolment from the assessing authority. The rules applicable to the Company are the Andhra Pradesh Tax on Professions, Trades, Callings and Employments Act, 1987 (Telangana Adaptation Order), 2015.

The Central Excise & Tariff Act, 1985 and Rules made there under

The provisions of the Central Excise & Tariff Act, 1985 (the “**CETA**”) provides for tariff rates for excise duties payable. Excise duty is imposed on goods produced or manufactured in India under the provisions of CETA.

The Andhra Pradesh Tax on Professions, Trades, Callings and Employments Act, 1987

The Andhra Pradesh Tax On Professions, Traders, Callings And Employments Act, 1987 as amended from time to time (“**Professional Tax Act**”) provides the professional tax slabs in India and is applicable to persons who are either involved in any profession or trade. The professional tax payable under the Professional Tax Act by any person earning a salary or wage shall be deducted by his employer from the salary or wages payable to such person before such salary or wages is paid to him, and such employer shall, irrespective of whether such deduction has been made or not when the salary and wage is paid to such persons, be liable to pay tax on behalf of such person. Every employer must obtain the registration under the Professional Tax Act from the assessing authority in the prescribed manner.

The Andhra Pradesh Tax on Professions, Trades, Callings and Employments Rules, 1987 deals with the procedural aspects of the Act and is applicable to our Company.

D. OTHER LEGISLATIONS

Transfer of Property Act, 1882

The transfer of property, including immovable property, between living persons, as opposed to the transfer property by operation of law, is governed by the Transfer of Property Act, 1882 (“**T.P. Act.**”). The T.P. Act establishes the general principles relating to the transfer of property, including among other things, identifying the categories of property that are capable of being transferred, the persons competent to transfer property, the validity of restrictions and conditions imposed on the transfer and the creation of contingent and vested interest in the property. Transfer of property is subject to stamping and registration under the specific statutes enacted for the purposes which have been dealt with hereinafter.

The T.P. Act recognizes, among others, the following forms in which an interest in an immovable property may be transferred:

- **Sale:** The transfer of ownership in property for a price, paid or promised to be paid.
- **Mortgage:** The transfer of an interest in property for the purpose of securing the payment of a loan, existing or future debt, or performance of an engagement which gives rise to a pecuniary liability. The T.P. Act recognises several forms of mortgages over a property.
- **Charges:** Transactions including the creation of security over property for payment of money to another which are not classifiable as a mortgage. Charges can be created either by operation of law, e.g. decree of the court attaching to specified immovable property, or by an act of the parties.
- **Leases:** The transfer of a right to enjoy property for consideration paid or rendered periodically or on specified occasions.
- **Leave and License:** The transfer of a right to do something upon immovable property without creating interest in the property.

Further, it may be noted that with regards to the transfer of any interest in a property, the transferor transfers such interest, including any incidents, in the property which he is capable of passing and under the law, he cannot transfer a better title than he himself possesses.

The Registration Act, 1908

The Registration Act, 1908 was passed to consolidate the enactments relating to the registration of documents. The main purpose for which the Act was designed was to ensure information about all deals concerning land so that correct land records could be maintained. The Act is used for proper recording of transactions relating to other immovable property also. The Act provides for registration of other documents also, which can give these documents more authenticity. Registering authorities have been provided in all the districts for this purpose.

The Indian Stamp Act, 1899

The Indian Stamp Act, 1899 prescribes the rates for the stamping of documents and instruments by which any right or liability is, or purports to be, created, transferred, limited, extended, extinguished or recorded. Under the Indian Stamp Act, 1899, an instrument not ‘duly stamped’ cannot be accepted as evidence by civil court, an arbitrator or any other authority authorised to receive evidence. However, the document can be accepted as evidence in criminal court.

The Indian Contract Act, 1872

The Indian Contract Act, 1872 (“**Contract Act**”) codifies the way in which a contract may be entered into, executed, implementation of the provisions of a contract and effects of breach of a contract. A person is free to contract on any terms he chooses. The Contract Act consists of limiting factors subject to which contract may be entered into, executed and the breach enforced. It provides a framework of rules and regulations that govern formation and performance of contract. The contracting parties themselves decide the rights and duties of parties and terms of agreement.

The Specific Relief Act, 1963

The Specific Relief Act is complimentary to the provisions of the Contract Act and the T.P. Act, as the Act applies both to movable property and immovable property. The Act applies in cases where the Court can order specific performance of a contract. Specific relief can be granted only for purpose of enforcing individual civil rights and not for the mere

purpose of enforcing a civil law. 'Specific performance' means Court will order the party to perform his part of agreement, instead of imposing on him any monetary liability to pay damages to other party.

Competition Act, 2002

The Competition Act, 2002 ("**Competition Act**") aims to prevent anti-competitive practices that cause or are likely to cause an appreciable adverse effect on competition in the relevant market in India. The Competition Act regulates anti-competitive agreements, abuse of dominant position and combinations. The Competition Commission of India ("**Competition Commission**") which became operational from May 20, 2009 has been established under the Competition Act to deal with inquiries relating to anti-competitive agreements and abuse of dominant position and regulate combinations. The Competition Act also provides that the Competition Commission has the jurisdiction to inquire into and pass orders in relation to an anti-competitive agreement, abuse of dominant position or a combination, which even though entered into, arising or taking place outside India or signed between one or more non-Indian parties, but causes an appreciable adverse effect in the relevant market in India.

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 has notified 98 Sections of the Companies Act, 2013 and the same are applicable from the date of the aforesaid notification. A further 183 Sections have been notified on March 26, 2014 and have become applicable from April 1, 2014. The Ministry of Corporate Affairs, has also issued rules complementary to the Companies Act, 2013 establishing the procedure to be followed by companies in order to comply with the substantive provisions of the Companies Act, 2013.

The Trademarks Act, 1999

Under the Trademarks Act, 1999 ("**Trademarks Act**"), a trademark is a mark capable of being represented graphically and which is capable of distinguishing the goods or services of one person from those of others used in relation to goods and services to indicate a connection in the course of trade between the goods and some person having the right as proprietor to use the mark. A 'mark' may consist of a device, brand, heading, label, ticket, name signature, word, letter, numeral, shape of goods, packaging or combination of colors or any combination thereof. Section 18 of the Trademarks Act requires that any person claiming to be the proprietor of a trade mark used or proposed to be used by him, must apply for registration in writing to the registrar of trademarks. The trademark, once applied for and which is accepted by the Registrar of Trademarks ("**the Registrar**"), is to be advertised in the trademarks journal by the Registrar. Oppositions, if any, are invited and, after satisfactory adjudications of the same, a certificate of registration is issued by the Registrar. The right to use the mark can be exercised either by the registered proprietor or a registered user. The present term of registration of a trademark is 10 (ten) years, which may be renewed for similar periods on payment of a prescribed renewal fee.

The Copyright Act, 1957

The Copyright Act, 1957 ("**Copyright Act**") grants protection to the authors of literary, artistic, dramatic, musical, photographic, cinematographic or sound recording works from unauthorized uses. Various rights including ownership and economic rights are conferred on the author. These include the right to reproduce the work in any form, issue copies to the public, perform it, and offer for sale and hire. The penalty for general infringement of copyright is imprisonment of maximum 3 (three) years and a fine of up to Rs. 2,00,000/-.

The Micro, Small and Medium Enterprises Development Act, 2006

The Micro, Small and Medium Enterprises Development Act, 2006 The Micro, Small and Medium Enterprises Development Act, 2006 as amended from time to time ("**MSMED Act**") seeks to facilitate the development of micro, small and medium enterprises. The MSMED Act provides that where an enterprise is engaged in the manufacturing and production of goods pertaining to any industry specified in the first schedule to the Industries (Development and Regulation) Act, 1951. The MSMED Act provides for the memorandum of micro, small and medium enterprises to be submitted by the relevant enterprises to the prescribed authority. While it is compulsory for medium enterprises engaged in manufacturing to submit the memorandum, the submission of the memorandum by micro and small enterprises engaged in manufacturing is optional. The MSMED Act defines a supplier to mean a micro or small enterprise that has filed a memorandum with the concerned authorities. The MSMED Act ensures that the buyer of goods makes payment for the goods supplied to him immediately or before the date agreed upon between the buyer and supplier. The MSMED Act provides that the agreed period cannot exceed forty five days from the day of acceptance of

goods. The MSMED Act also stipulates that in case the buyer fails to make payment to the supplier within the agreed period, then the buyer will be liable to pay compound interest at three times of the bank rate notified by the Reserve Bank of India from the date immediately following the date agreed upon. The MSMED Act also provides for the establishment of the Micro and Small Enterprises Facilitation Council ('Council'). The Council has jurisdiction to act as an arbitrator or conciliator in a dispute between the supplier located within its jurisdiction and a buyer located anywhere in India.

The Consumer Protection Act, 1986

The Consumer Protection Act, 1986 aims at providing better protection to the interests of consumers and for that purpose makes provisions for the establishment of authorities for the settlement of consumer disputes. The COPRA provides a mechanism for the consumer to file a complaint against a trader or service provider in cases of unfair trade practices, restrictive trade practices, defects in goods, deficiency in services; price charged being unlawful and goods being hazardous to life and safety when used. The COPRA provides for a three tier consumer grievance redressal mechanism at the national, state and district levels. Non-compliance of the orders of these authorities attracts criminal penalties.

REGULATIONS REGARDING FOREIGN INVESTMENT

Foreign investment in companies in the manufacturing sector is governed by the provisions of the Foreign Exchange Management Act, 1999 ("FEMA") read with the applicable regulations. The Department of Industrial Policy and Promotion ("DIPP"), Ministry of Commerce and Industry has issued the Consolidated FDI Policy which consolidates the policy framework on Foreign Direct Investment ("FDI Policy"), with effect from August 28, 2017. The FDI Policy consolidates and subsumes all the press notes, press releases, and clarifications on FDI issued by DIPP till August 27, 2017. All the press notes, press releases, clarifications on FDI issued by DIPP till August 27, 2017 stand rescinded as on August 28, 2017. In terms of the FDI Policy, foreign investment is permitted (except in the prohibited sectors) in Indian companies either through the automatic route or the Government route, depending upon the sector in which foreign investment is sought to be made. In terms of the FDI Policy, the work of granting government approval for foreign investment under the FDI Policy and FEMA Regulations has now been entrusted to the concerned Administrative Ministries/Departments. FDI for the items or activities that cannot be brought in under the automatic route may be brought in through the approval route. Where FDI is allowed on an automatic basis without the approval of the Government, the RBI would continue to be the primary agency for the purposes of monitoring and regulating foreign investment. In cases where Government approval is obtained, no approval of the RBI is required except with respect to fixing the issuance price, although a declaration in the prescribed form, detailing the foreign investment, must be filed with the RBI once the foreign investment is made in the Indian company. The RBI, in exercise of its power under the FEMA, has also notified the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2017 to prohibit, restrict or regulate, transfer by or issue of security to a person resident outside India.

HISTORY AND CERTAIN CORPORATE MATTERS

Our Company was incorporated as “*Geekay Wires Private Limited*” under the provisions of the Companies Act 1956 on July 25, 1989. Our Company has been in the business of manufacturing high quality galvanized steel wires and wire products and have been meeting the requirement of various clients in the government and private sectors like power, construction, automobile, general engineering and domestic segments. Our Company was taken over by our present Promoters, the Kandoi Family in 2012 and we have over the recent past ramped up our production capacities

Today; our Company is an ISO 9001: 2008 certified, manufacturer, exporter and supplier of the superlative wires and cables, like galvanized wire, earth wire, stay wire, ACSR steel core, cable armoured wire, guy strand, barbed wire, spring steel wire, patented wire, detonator wire, and spring steel wire etc.

We are backed by a strong infrastructural base, which is well equipped with latest technology, advance machines and equipments which assist us in maintaining the quality and quantity of wires. We have a strong focus on manufacturing process and have a full-fledged quality testing laboratory and well qualified and experienced personnel. All raw-materials and consumables are tested at various stages in manufacturing process as per stipulated standards to ensure good quality products which confirms to ISO standards.

Today with robust infrastructure & testing facilities we are in the preferred-vendor list of PGCIL and in many State Transmission & Distribution Companies, electrical contractors, corporate engaged in turnkey business of creating infrastructure for power transmission & distribution, cable & conductor manufacturing, etc. Our products are not only accepted in India but we have received accolades from overseas customers as well.

We operate from our Registered Office located at 11-70/5, G P Complex, Balanagar, Hyderabad- 500018, Telangana. Our first manufacturing unit is situated at 300/A, Isnapur Village, Medak District, Telangana – 502307 (“Unit I”).

Our second manufacturing unit is located at Plot No. E166 to E183 & E140 & E141, Sy No. 342 & 354, Muppireddypally, Toopran, Medak, Telangana-502334 (“Unit II”).

In FY 2017-18, our aggregate installed capacity was 30,000 MTS p.a. (24,000 MTS p.a. for Unit I and 6,000 MTS p.a. for Unit II). Further, our expansion project has been completed keeping in mind our future need for expansion and hence our current installed capacity of Unit I to 30,000 MTS p.a. and of Unit II to 15,000 MTS p.a.

Our Company’s revenues have increased by 77.74% from Rs. 12639.61 Lakhs in FY 2017-18 to Rs. 22466.15 Lakhs in FY 2018-19. Our EBITDA has increased by 74.32% from Rs. 858.46 Lakhs in FY 2017-18 to Rs. 1496.47 Lakhs in FY 2018-19 and our Profit after tax has increased by 249.74% from Rs. 81.91 Lakhs in FY 2017-18 to Rs. 286.48 Lakhs in FY 2018-19.

For further details regarding our business operations, please see “*Our Business*” beginning on page no. 44 of this Information Memorandum.

Our Company has 114 shareholders as on the date of filing of this Information Memorandum.

MAJOR EVENTS IN THE HISTORY OF OUR COMPANY

Year	Particulars / Description
1989	Incorporation of our Company as “ <i>Geekay Wires Private Limited</i> ”
2012	Change in the management of our Company, wherein ‘Kandoi Family’ got majority control
2016	Increase of installed production capacity at our Unit I from 15,000 MTS to 18,000 MTS
2017	Conversion of our Company from private to public i.e. “ <i>Geekay Wires Limited</i> ”
2017	Completed construction at our Unit II for purposes of manufacturing “Wire Nails”
2017	Started production at Unit II
2017	Increase of installed production capacity at our Unit I from 18,000 MTS to 24,000 MTS
2017	Listed on National Stock Exchange of India limited – EMERGE Platform
2018	Increase of installed production capacity at our Unit I from 24,000 MTS to 30,000 MTS

MAIN OBJECTS AS PER MEMORANDUM OF ASSOCIATION

The main objects as per our Memorandum of Association of our Company are as follows:

1. To take over the Proprietary Business of Geekay Wire Industries.
2. To carry on the business of planning, designing, drawing, stranding, hardening or otherwise chemically or mechanically treating, manufacturing, finishing, packing, rolling, dealing, stocking, distributing, importing and exporting of all kinds of single or multi stranded, flexible or rigid, steel or other metallic wires of any dimension or properties.
3. To carry on business as manufacturers, exporters, importers, buyers, sellers, agents and dealers in all kinds and description of-ferrous and non-ferrous metal including the products, by-products, intermediates and finished goods consequent to or obtained in the process of manufacture using these metals.

CHANGES IN REGISTERED OFFICE OF OUR COMPANY

Date of Change of Registered Office	Registered Address Changed From	Changed to
March 04, 2002	609, 6 th Floor, Divya Shakthi Complex, Ameerpet, Hyderabad - 500016.	Flat No 407, 4 th Floor, Sapatgiri Towers, Begumpet, Hyderabad - 500016.
August 01, 2002	Flat No 407, 4 th Floor, Sapatgiri Towers, Begumpet, Hyderabad - 500016.	Flat No. 203/204, Classic Clinics, Erramanzil Colony, Somajiguda, Hyderabad - 500004
November 01, 2003	Flat No. 203/204, Classic Clinics, Erramanzil Colony, Somajiguda, Hyderabad - 500004	Survey No.300/A, Isnapur village, Medak, Andhra Pradesh
August 25, 2010	Survey No.300/A, Isnapur village, Medak, Andhra Pradesh	609, 6 th Floor, Divya Shakthi Complex, Ameerpet, Hyderabad - 500016.
October 07, 2013	609, 6 th Floor, Divya Shakthi Complex, Ameerpet, Hyderabad - 500016.	11-70/5, G.P. Complex, Balanagar, Hyderabad - 500018

AMENDMENTS TO THE MEMORANDUM OF ASSOCIATION

Dates on which some of the main clauses of the Memorandum of Association of our Company have been changed citing the details of amendment as under:

Date	Nature of Amendment
	The authorized share capital of our Company at the time of incorporation was ₹ 25,00,000 divided into 25,000 Equity Shares of ₹ 100 each. Further, there has been reorganization of authorized share capital from ₹ 25,00,000 divided into 25,000 Equity Shares of ₹ 100 each to ₹ 25,00,000 divided into 2,50,000 Equity Shares of ₹ 10 each*.
January 02, 1994	The Increase in the Authorised Capital from ₹ 25,00,000 divided into 2,50,000 shares of ₹ 10/- to ₹ 1,50,00,000 divided into 15,00,000 shares of ₹ 10/-.
January 02, 1995	The Increase in the Authorised Capital from ₹ 1,50,00,000 divided into 15,00,000 shares of ₹ 10/- to ₹ 1,60,00,000 divided into 16,00,000 shares of ₹ 10/-.
March 15, 2001	The Increase in the Authorised Capital from ₹ 1,60,00,000 divided into 16,00,000 shares of ₹ 10/- to ₹ 2,00,00,000 divided into 20,00,000 shares of ₹ 10/-.
November 15, 2007	The Increase in the Authorised Capital from ₹ 2,00,00,000 divided into 20,00,000 shares of ₹ 10/- to ₹ 3,00,00,000 divided into 30,00,000 shares of ₹ 10/-.
March 26, 2008	The Increase in the Authorised Capital from ₹ 3,00,00,000 divided into 30,00,000 shares of ₹ 10/- to ₹ 5,00,00,000 divided into 50,00,000 shares of ₹ 10/-.
March 01, 2010	The Increase in the Authorised Capital from ₹ 5,00,00,000 divided into 50,00,000 shares of ₹ 10/- to ₹ 5,60,00,000 divided into 56,00,000 shares of ₹ 10/-.
March 28, 2011	The Increase in the Authorised Capital from ₹ 5,60,00,000 divided into 56,00,000 shares of ₹ 10/- to ₹ 10,00,00,000 divided into 1,00,00,000 shares of ₹ 10/-.
January 13, 2017	The name of our Company was changed from “Geekay Wires Private Limited” to “Geekay Wires Limited”
February 18, 2019	The Increase in the Authorised Capital from ₹ 10,00,00,000 divided into 1,00,00,000 shares of ₹ 10/- to ₹ 10,60,00,000 divided into 1,06,00,000 shares of ₹ 10/-.

*Reorganisation of authorized share capital from ₹ 25,00,000 divided into 25,000 Equity Shares of ₹ 100 each to ₹ 25,00,000 divided into 2,50,000 Equity Shares of ₹ 10 each was done somewhere between incorporation and January 02, 1994. However, the exact record of which is not available with our Company.

SUBSIDIARIES

As on the date of this Information Memorandum, there are no subsidiaries of our Company.

OTHER DETAILS REGARDING OUR COMPANY

Details regarding the description of our activities, the growth of our Company, technology, the standing of our Company with reference to the prominent competitors with reference to its products, management, major suppliers and customers, segment, capacity/facility creation, marketing, competition and foreign operations, please see “*Our Business*”, “*Our Management*” and “*Industry Overview*” beginning on page nos. 44, 74 and 35 respectively of this Information Memorandum.

ADOPTION OF NEW ARTICLES OF ASSOCIATION

Our Company has adopted a new set of Articles of Association of our Company, in the Extra Ordinary General Meeting of our Company held on January 13, 2017 and last amended on February 18, 2019.

CAPITAL RAISING THROUGH EQUITY AND DEBT

Except, as mentioned in the chapter titled “*Capital Structure*” beginning on page no. 29 of this Information Memorandum, our Company has not raised any capital by way of equity or convertible debentures.

THE AMOUNT OF ACCUMULATED PROFIT / (LOSSES) NOT ACCOUNTED FOR BY OUR COMPANY

There is no accumulated profit / (losses) not accounted for by our Company.

HOLDING COMPANY

As on the date of this Information Memorandum, there is no Holding Company of our Company.

JOINT VENTURES

As on the date of this Information Memorandum, there are no joint ventures of our Company.

SHAREHOLDERS’ AGREEMENT

There are no Shareholders’ Agreements existing as on the date of this Information Memorandum.

DETAILS REGARDING ACQUISITION OF BUSINESS / UNDERTAKINGS, MERGERS, AMALGAMATION, REVALUATION OF ASSETS ETC.

There are no mergers and amalgamation with respect to our Company. However, there has been revaluation of our fixed assets in the FY 2006-07 of ₹ 468.03 lakhs.

FINANCIAL PARTNERS

We do not have any financial partners as on the date of this Information Memorandum.

STRATEGIC PARTNERS

We do not have any strategic partners as on the date of this Information Memorandum.

OTHER AGREEMENTS

Except the contracts / agreements entered in the ordinary course of the business carried on or intended to be carried on by our Company, we have not entered into any other agreement / contract as on the date of this Information Memorandum. Also, there are no material agreements entered into more than 2 years before the date of this Information Memorandum.

INJUNCTIONS OR RESTRAINING ORDERS

There are no injunctions / restraining orders that have been passed against our Company.

DEFAULTS OR RESCHEDULING OF BORROWINGS

There have been no defaults or rescheduling of borrowings with any financial institutions/banks as on the date of this Information Memorandum.

CHANGES IN THE ACTIVITIES OF OUR COMPANY

There has been no change in the business activities of our Company since its inception till the date of this Information Memorandum.

NON COMPETE AGREEMENT

Our Company has not entered into any non-compete agreement as on the date of this Information Memorandum.

JOINT VENTURE/ PARTNERSHIP AGREEMENT

Except the agreements entered in the ordinary course of business carried on or intended to be carried on by us, we have not entered into any other joint venture agreement or partnership agreement.

TIME AND COST OVERRUNS

As on the date of this Information Memorandum, there have been no time and cost overruns in any of the projects undertaken by our Company.

LOCK-OUT OR STRIKES

There has been no lock-out or strikes in our Company since inception.

CHANGES IN THE MANAGEMENT

Our Promoters are not the original subscribers to the MoA of our Company. Our Promoters acquired our Company in 2012, since then there has been no change in management of our Company. For further details please refer to introduction at the beginning of this chapter.

COMPETITION

For details on the competition faced by our Company, please see “*Our Business*” beginning on page no. 44 of this Information Memorandum.

TECHNOLOGY AND MARKET COMPETENCE

For details on the technology and market competence of our Company, please see “*Our Business*” beginning on page no. 44 of this Information Memorandum.

OUR MANAGEMENT

Board of Directors

Our Company has Six (6) Directors consisting of One (1) Chairman & Managing Director, Two (2) Whole Time Director and Three (3) Non Executive Independent Directors. The following table sets forth the details of our Board of Directors as on the date of this Information Memorandum:

Name, Current Designation, Address, Occupation, Term and DIN	Nationality	Date of Birth and Age	Other Directorships
Mr. Ghanshyam Dass <i>(Chairman & Managing Director)</i> Address: Plot no 25 & 26, Panchavathi Colony, Bowenpally, Secunderabad, Hyderabad - 500011 Date of appointment as Director: October 11, 2012 Date of appointment as Chairman and Managing Director: March 08, 2017 Term: For period of five years i.e. till March 07, 2022 Occupation: Business DIN: 01539152	Indian	July 21, 1960 59 Years	• Kandoi Industries India Private Limited
Mr. Ashish Kandoi <i>(Whole Time Director)</i> Address: Plot no 25 & 26, Panchavathi Colony, Bowenpally, Secunderabad, Hyderabad – 500011 Date of appointment as Director: October 11, 2012 Date of appointment as Whole Time Director: March 08, 2017 Term: For period of five years i.e. till March 07, 2022 Occupation: Business DIN: 00463257	Indian	January 16, 1985 34 Years	• Kandoi Industries India Private Limited
Mr. Anuj Kandoi <i>(Whole Time Director)</i> Address: Plot no 25 & 26, Panchavathi Colony, Bowenpally, Secunderabad, Hyderabad - 500011 Date of appointment as Director: October 11, 2012 Date of appointment as Whole Time Director: March 08, 2017 Term: For period of five years i.e. till March 07,	Indian	May 31, 1986 33 Years	• Kandoi Industries India Private Limited

Name, Current Designation, Address, Occupation, Term and DIN	Nationality	Date of Birth and Age	Other Directorships
2022 Occupation: Business DIN: 00463277			
Ms. Shwetha Kabra (Non-Executive Independent Director) Address: # 91, 2 nd Cross, Near Coffee Day, 80 Feet Road, Devasandra, RMV II stage, Bangalore – 560094 Date of Appointment as Non-Executive Independent Director: March 08, 2017 Term: For period of five years i.e. till March 07, 2022 Occupation: Service DIN: 07754149	Indian	August 24, 1980 39 Years	NIL
Dr. Tara Devi Veitla (Non-Executive Independent Director) Address: Plot No. 34, Nav Nirman Nagar, Road No. 71, Jubilee Hills, Hyderabad-500034 Date of Appointment as Non-Executive Independent Director: March 08, 2017 Term: For period of five years i.e. till March 07, 2022 Occupation: Professional DIN: 07754163	Indian	August 15, 1955 64 Years	NIL
Mr. Sudhakar Goyal (Non-Executive Independent Director) Address: 703, Swayam Apartment, Pancharatna Complex, 150 feet Road, Bhayander West, Opp HDFC Bank, Thane – 401101 Date of Appointment as Additional Non Executive Director: September 26, 2019 Date of Regularisation as Non Executive Director: October 30, 2019 Term: For period of five years i.e. till September 25, 2024 Occupation: Professional DIN: 08558232	Indian	December 09, 1978 41 Years	NIL

For further details on their qualification, experience etc., please see their respective biographies under the heading “*Brief Biographies*” below.

RELATIONSHIP BETWEEN DIRECTORS

Except as mentioned below, none of the Directors of our Company are related to each other:

- Mr. Ghanshyam Dass is a father of Mr. Ashish Kandoi & Mr. Anuj Kandoi;
- Mr. Ashish Kandoi is a brother of Mr. Anuj Kandoi.

OTHER DISCLOSURES:

1. There are no arrangements or understanding with major shareholders, customers, suppliers or others, pursuant to which any of the Directors were selected as a Director.
2. There is no service contracts entered into by the Directors with our Company providing for benefits upon termination of employment.
3. None of the Directors is or was a director of any listed Company during the last five years preceding the date of this Information Memorandum, whose shares have been or were suspended from being traded on the BSE or the NSE, during the term of their directorship in such Company.
4. None of the Directors is or was a director of any listed Company which has been or was delisted from any recognized stock exchange in India during the term of their directorship in such Company.
5. None of the Directors is categorized as a wilful defaulter, as defined under SEBI (ICDR) Regulations.

BRIEF BIOGRAPHIES OF OUR DIRECTORS

Mr. Ghanshyam Dass

Mr. Ghanshyam Dass, aged 59 years is the Chairman, Managing Director & Promoter of our Company. He is an undergraduate. He has more than 30 years of experience in handling manufacturing unit and trading house. He is in overall charge of the Company to run day to day administration including but not limited to all managerial, operational and other incidental matters. His vast experience has earned him a name in the local business circles. He has been the main guiding force behind the growth and business strategy of our Company.

Mr. Ashish Kandoi

Mr. Ashish Kandoi, aged 34 years, is the Whole Time Director & Promoter of our Company. He has obtained his Bachelors degree in Commerce. He is also Chief Financial Officer of our Company. He has more than 14 years of experience in the industry in which we operate and he has been instrumental in the consistent growth of our Company. He has diversified experience in the areas of administration and office Management. He is responsible for managing the financial, marketing & administrative matters of our Company.

Mr. Anuj Kandoi

Mr. Anuj Kandoi, aged 33 years, is the Whole Time Director & Promoter of our Company. He has obtained his Bachelor’s degree in Commerce. He has more than 10 years of experience in production & administrative matters. He is responsible for factory production & administrative matters of our Company.

Ms. Shwetha Kabra

Ms. Shwetha Kabra, aged 39 years is a Non-Executive Independent Director of our Company. She is a commerce graduate from Bangalore University. She has over 8 years of experience in the area of coordination, accounting and administration in different schools. As the Independent Director of our Company she is responsible for providing her expertise & Inputs, for ensuring that the board adheres to the required corporate governance requirements.

Dr. Tara Devi Veitla

Dr. Tara Devi Veitla, aged 64 years is a Non-Executive Independent Director of our Company. She has completed her M.B.B.S degree from Nagarjuna University, Guntur, Andhra Pradesh in 1979. She has over 32 years of experience of medical profession. As the Independent Director of our Company she is responsible for providing her expertise & Inputs, for ensuring that the board adheres to the required corporate governance requirements.

Mr. Sudhakar Goyal

Mr. Sudhakar Goyal, aged 41 years is a Non-Executive Independent Director of our Company. He is a Chartered Accountant and completed his Chartered Accountancy in November 2006. He has over 12 years of progressive experience into industry with proven results and delivering business values through partnering with various organisations. As the Independent Director of our Company he is responsible for providing his expertise & Inputs, for ensuring that the board adheres to the required corporate governance requirements.

Borrowing Powers of our Board of Directors

Our Company at its Annual General Meeting held on August 30, 2018 passed a resolution authorizing Board of Directors pursuant to the provisions of section 180 (1) (c) of the Companies Act, 2013 for borrowing from time to time any sum or sums of money from any person(s) or bodies corporate (including holding Company) or any other entity, whether incorporated or not, on such terms and conditions as the Board of Directors may deem fit for the purpose of the Company's business. The monies so borrowed together with the monies already borrowed by our Company (apart from temporary loans obtained from the banks in the ordinary course of business) may exceed the aggregate of the paid up share capital of our Company and its free reserves, that is to say, reserves not set apart for any specific purpose, provided that the total amount of such borrowings together with the amount already borrowed and outstanding shall not, at any time, exceed ₹ 200 crores

Remuneration of Executive Directors**Mr. Ghanshyam Dass, Chairman & Managing Director**

The compensation package payable to him as resolved in the shareholders meeting held on March 08, 2017 is stated hereunder:

Salary, allowances and Perquisites: Mr. Ghanshyam Dass has been appointed as Chairman & Managing Director of the Company with Remuneration of ₹ 1,10,000 p.m. inclusive of all Perquisites & Allowances.

Remuneration paid to Mr. Ghanshyam Dass for FY 2018-19 was ₹ 13.20 lakhs.

Mr. Ashish Kandoi, Whole Time Director

The compensation package payable to him as resolved in the shareholders meeting held on March 08, 2017 is stated hereunder:

Salary, allowances and Perquisites: Mr. Ashish Kandoi has been appointed as Whole Time Director of the Company with Remuneration of ₹ 90,000 p.m inclusive of all Perquisites & Allowances.

Remuneration paid to Mr. Ashish Kandoi for FY 2018-19 was ₹ 10.80 lakhs.

Mr. Anuj Kandoi, Whole Time Director

The compensation package payable to him as resolved in the shareholders meeting held on March 08, 2017 is stated hereunder:

Salary, allowances and Perquisites: Mr. Anuj Kandoi has been appointed as Whole Time Director of the Company with Remuneration of ₹ 90,000 p.m inclusive of all Perquisites & Allowances.

Remuneration paid to Mr. Anuj Kandoi for FY 2018-19 was ₹ 10.80 lakhs.

Compensation to Non-Executive Directors:

Pursuant to a resolution passed at the meeting of the Board of the Company on March 14, 2017 the Non-Executive Directors will be paid ₹ 5,000/- per meeting as sitting fees for all Board / Committee meetings held.

Sitting Fees paid to our Non-Executive Directors in FY 2018-19: 2,10,000

Shareholding of Directors –

The following table sets forth the shareholding of our Directors as on the date of this Information Memorandum:

Name of Directors	No. of Equity Shares held	% of Paid Up Capital
Mr. Ghanshyam Dass	7,06,000	6.75%
Mr. Ashish Kandoi	5,28,000	5.05%
Mr. Anuj Kandoi	1,55,495	1.49%
Total Holding of Directors	13,89,495	13.29%

Interest of the Directors

All of our Directors may be deemed to be interested to the extent of fees payable to them for attending meetings of the Board or a committee thereof as well as to the extent of other remuneration and reimbursement of expenses payable to them under our Articles of Association, and to the extent of remuneration paid to them for services rendered as an officer or employee of our Company.

Our Directors may also be regarded as interested in the Equity Shares, if any, held by them or allotted to the companies in which they are interested as Director, Member, and Promoter, 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.

Except as stated in this chapter titled “*Our Management*” and the chapter titled “*Related Party Transactions*” under section titled “*Financial Information*” beginning on page nos. 74 and page no. 102 respectively of this Information Memorandum, our Directors do not have any other interest in our business.

Except as disclosed in “*Properties*” within the section titled “*Our Business*” beginning on page no. 44 of this Information Memorandum, our Directors have no interest in any property acquired by our Company within two years of the date of this Information Memorandum.

Changes in the Board of Directors in the last three years

Following are the changes in our Board of Directors in the last three years:

Sr. No	Name of Director	Date of Change	Reason for change
1.	Mr. Ghanshyam Dass	March 08, 2017	Change in designation as Chairman & Managing Director
2.	Mr. Ashish Kandoi	March 08, 2017	Change in designation as Whole Time Director
3.	Mr. Anuj Kandoi	March 08, 2017	Change in designation as Whole Time Director
4.	Mrs. Renu Kandoi	March 08, 2017	Appointment as Non-Executive Non-Independent Director
5.	Ms. Shwetha Kabra	March 08, 2017	Appointment as Non-Executive Independent Director
6.	Dr. Tara Devi Veitla	March 08, 2017	Appointment as Non-Executive Independent Director
7.	Mr. Sudhakar Goyal	September 26, 2019	Appointment as an Additional Non-Executive Independent Director
8.	Mrs. Renu Kandoi	September 26, 2019	Cessation as a Non-Executive Non-Independent Director
9.	Mr. Sudhakar Goyal	October 30, 2019	Regularisation as Non-Executive Independent Director

Corporate Governance

The provisions of the SEBI (LODR) Regulations, 2015 with respect to corporate governance will be applicable to us immediately upon the listing of our Equity Shares with the Stock Exchanges. We are in compliance with the requirements of the applicable regulations, including the SEBI (LODR) Regulations, 2015, the SEBI Regulations and the Companies Act, in respect of corporate governance including constitution of the Board and committees thereof. The corporate governance framework is based on an effective independent Board, separation of the Board's supervisory role from the executive management team and constitution of the Board Committees, as required under law.

Our Board has been constituted in compliance with the Companies Act and SEBI (LODR) Regulations, 2015. The Board functions either as a full board or through various committees constituted to oversee specific functions. Our executive management provides our Board detailed reports on its performance periodically.

Currently, our Board has six (6) Directors which are in compliance with the requirements of the Companies Act, we have One (1) Chairman & Managing Director, Two (2) Whole Time Directors and Three (3) Non Executive Independent Directors consisting two woman directors on our Board.

Committees of our Board

We have constituted the following committees of our Board of Directors for compliance with Corporate Governance requirements:

- a) Audit Committee
- b) Stakeholder's Relationship Committee
- c) Nomination and Remuneration Committee

1. Audit Committee

The Audit Committee of our Board was constituted by our Board of Directors *vide* resolution dated March 14, 2017 pursuant to section 177 of the Companies Act, 2013. The Audit Committee comprises of:

Name of the Member	Nature of Directorship	Designation in Committee
Ms. Shwetha Kabra	Non-Executive Independent Director	Chairman
Mr. Ghanshyam Dass	Chairman & Managing Director	Member
Dr. Tara Devi Veitla	Non-Executive Independent Director	Member

The scope of Audit Committee shall include but shall not be restricted to the following:

- ✱ Oversight of the Issuer's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
- ✱ 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.
- ✱ Approval of payment to statutory auditors for any other services rendered by the statutory auditors.
- ✱ Reviewing, with the management, the annual financial statements before submission to the board for approval, with particular reference to:
 - Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of Section 134 of the Companies Act, 2013
 - Changes, if any, in accounting policies and practices and reasons for the same.
 - Major accounting entries involving estimates based on the exercise of judgment by management.
 - Significant adjustments made in the financial statements arising out of audit findings.
 - Compliance with listing and other legal requirements relating to financial statements.
 - Disclosure of any related party transactions.
 - Qualifications in the draft audit report.
- ✱ Reviewing, with the management, the half yearly financial statements before submission to the board for approval

- ✳ 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/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.
- ✳ Review and monitor the auditor's independence and performance, and effectiveness of audit process;
- ✳ Approval or any subsequent modification of transactions of the Company with related parties;
- ✳ Scrutiny of inter-corporate loans and investments;
- ✳ Valuation of undertakings or assets of the Company, wherever it is necessary;
- ✳ Evaluation of internal financial controls and risk management systems;
- ✳ Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems.
- ✳ 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.
- ✳ Discussion with internal auditors any significant findings and follow up there on.
- ✳ 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.
- ✳ 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.
- ✳ To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors.
- ✳ To review the functioning of the Whistle Blower mechanism.
- ✳ 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.
- ✳ Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.

Explanation (i): The term "related party transactions" shall have the same meaning as contained in the Accounting Standard 18, Related Party Transactions, issued by The Institute of Chartered Accountants of India.

Explanation (ii): If the Issuer has set up an audit committee pursuant to provision of the Companies Act, the said audit committee shall have such additional functions / features as is contained in this clause.

The Audit Committee enjoys following powers:

1. To investigate any activity within its terms of reference
2. To seek information from any employee
3. To obtain outside legal or other professional advice
4. To secure attendance of outsiders with relevant expertise if it considers necessary

5. The audit committee may invite such of the executives, as it considers appropriate (and particularly the head of the finance function) to be present at the meetings of the committee, but on occasions it may also meet without the presence of any executives of the Issuer. The finance director, head of internal audit and a representative of the statutory auditor may be present as invitees for the meetings of the audit committee.

The Audit Committee shall mandatorily review the following information:

- Management discussion and analysis of financial condition and results of operations;
- Statement of significant related party transactions (as defined by the audit committee), submitted by management;
- Management letters / letters of internal control weaknesses issued by the statutory auditors;
- Internal audit reports relating to internal control weaknesses; and
- The appointment, removal and terms of remuneration of the Chief internal auditor shall be subject to review by the Audit Committee.

The Chairman of the committee has to attend the Annual General Meetings of the Company to provide clarifications on matters relating to the audit.

Mr. Mayank Agrawal, the Company Secretary of our Company acts as the Secretary to the Committee.

Quorum and Meetings

The audit committee shall meet at least four times in a year and not more than one hundred and twenty one days shall elapse between two meetings. The quorum shall be either two members or one third of the members of the audit committee whichever is greater, but there shall be a minimum of two independent members present.

2. Stakeholder's Relationship Committee

The Stakeholder's Relationship Committee of our Board was constituted by our Board of Directors pursuant to section 178 (5) of the Companies Act, 2013 vide resolution dated March 14, 2017 and re-constituted vide resolution dated November 02, 2019. The Stakeholder's Relationship Committee comprises of:

Name of the Member	Nature of Directorship	Designation in Committee
Mr. Sudhakar Goyal	Non-Executive Independent Director	Chairman
Mr. Ghanshyam Dass	Chairman & Managing Director	Member
Ms. Shwetha Kabra	Non-Executive Independent Director	Member

This committee will address all grievances of Shareholders/Investors and its terms of reference include the following:

- Allotment and listing of our shares in future.
- Redressing of shareholders and investor complaints such as non-receipt of declared dividend, annual report, transfer of Equity Shares and issue of duplicate/split/consolidated share certificates;
- Monitoring transfers, transmissions, dematerialization, re-materialization, splitting and consolidation of Equity Shares and other securities issued by our Company, including review of cases for refusal of transfer/ transmission of shares and debentures;
- Reference to statutory and regulatory authorities regarding investor grievances;
- To otherwise ensure proper and timely attendance and redressal of investor queries and grievances;
- And to do all such acts, things or deeds as may be necessary or incidental to the exercise of the above powers.

3. Nomination and Remuneration Committee

The Nomination and Remuneration Committee of our Board was constituted by our Board of Directors pursuant to section 178 of the Companies Act, 2013 *vide* resolution dated March 14, 2017 and re-constituted vide resolution dated November 02, 2019. The Nomination and Remuneration Committee comprises of:-

The Nomination and Remuneration Committee currently comprises of:

Name of the Member	Nature of Directorship	Designation in Committee
Ms. Shwetha Kabra	Non-Executive Independent Director	Chairman
Mr. Sudhakar Goyal	Non-Executive Independent Director	Member
Dr. Tara Devi Veitla	Non-Executive Independent Director	Member

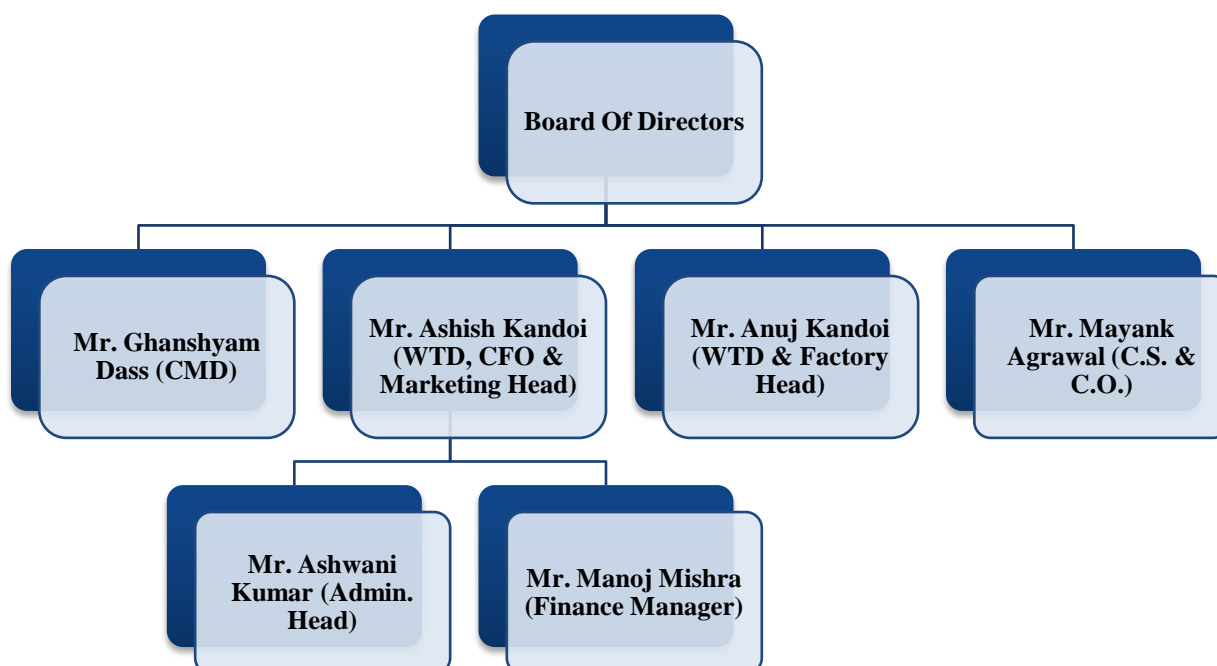
The scope of Nomination and Remuneration Committee shall include but shall not be restricted to the following:

- Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees;
- Formulation of criteria for evaluation of Independent Directors and the Board;
- Devising a policy on Board diversity;
- Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal. The Company shall disclose the remuneration policy and the evaluation criteria in its Annual Report.

Quorum and Meetings

The quorum necessary for a meeting of the Nomination and Remuneration Committee shall be two members or one third of the members, whichever is greater, including at least one independent director in attendance. The Committee is required to meet at least once a year.

Organization Chart



Abbreviations and Keywords:

CMD – Chairman and Managing Director
 WTD – Whole-time Director
 CFO – Chief Financial Officer
 CS & CO – Company Secretary and Compliance Officer

Key Managerial Personnel

The details of our key managerial personnel are as below –

Name of Employee	Designation & Functional Area	Date of Appointment	Compensation for Last Fiscal Year	Qualification	Name of Previous Employer(s)	Total years of Experience
Mr. Ashish Kandoi	CFO and Marketing Head	October 10, 2012*	10,80,000	B.COM	* Business	14 Years
Mr. Anuj Kandoi	Factory Head	October 10, 2012	10,80,000	B.COM	* Business	12 Years
Mr. Manoj Mishra	Finance Manager	December 01, 2009**	2,64,000	B.COM	* NIL	10 Years
Mr. Ashwani Kumar	Admin. Head	April 01, 2013	3,00,000	B.A.	* NIL	6 Years
Mr. Mayank Agrawal	Company Secretary & Compliance Officer	November 14, 2019	N.A.	C.S.	* M/s MKP & Associates * Ms. Avinash Kaur	1 Year

*Mr. Ashish Kandoi has been appointed as Chief Financial Officer of our Company w.e.f. March 14, 2017.

**Mr. Manoj Mishra has been appointed as Finance Head w.e.f. July 01, 2017.

Other Notes –

The aforementioned KMP are on the payrolls of our Company as permanent employees.

Relationship amongst the Key Managerial Personnel

Except, as mentioned below none of the aforementioned KMP's are related to each other:

- * Mr. Ashish Kandoi is a brother of Mr. Anuj Kandoi.

Shareholding of Key Managerial Personnel

None of our KMP's holds any shares of our Company as on the date of this Information Memorandum except as mentioned below:

- * Mr. Ashish Kandoi holds 5,28,000 shares of our Company.
- * Mr. Anuj Kandoi holds 1,55,495 shares of our Company.

Interest of Key Managerial Personnel

The Key Managerial Personnel of our Company do not have any interest in our Company, except to the extent of rent on a property owned by one of our KMPs but used by our Company, interest as to the extent of remuneration of benefits to which they are entitled as per their terms of appointment and reimbursement of expenses incurred by them during the ordinary course of business. Further, if any Equity Shares are allotted to our Key Managerial Personnel prior to / in terms of this Migration, they will be deemed to be interested to the extent of their shareholding and / or dividends paid or payable on the same.

Bonus or Profit Sharing Plan for the Key Managerial Personnel during the last three years

Our Company does not have fixed bonus / profit sharing plan for any of the employees or key managerial personnel.

Loans taken by Key Managerial Personnel

None of our Key Managerial Personnel have taken any loan from our Company.

Employee Share Purchase and Employee Stock Option Scheme

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

Payment or Benefit to Officers of our Company (non-salary related)

Except for the payment of salaries and yearly bonus, if any, we do not provide any other benefits to our employees.

Arrangement and Understanding with Major Shareholders/Customers/ Suppliers

None of the above Key Managerial Personnel have been selected pursuant to any arrangement/understanding with major shareholders/customers/suppliers.

Details of Service Contracts of the Key Managerial Personnel

Except for the terms set forth in the appointment letters, the Key Managerial Personnel have not entered into any other contractual arrangements with our Company for provision of benefits or payments of any amount upon termination of employment.

Contingent or Deferred Compensation

None of our KMPs has received or is entitled to any contingent or deferred compensation.

Employees

The details about our employees appear under the paragraph titled “*Manpower*” appearing under “*Our Business*” beginning on page no. 44 of this Information Memorandum.

Changes in the Key Managerial Personnel in the three years preceding the date of filing this Information Memorandum

Except as disclosed below, there has been no change in KMPs in past three years from the date of this Information Memorandum:

Sr. No.	Name of KMP's	Date of Change	Reason for change
1	Mr. Ghanshyam Dass	March 08, 2017	Appointment as CFO
2	Mr. Ghanshyam Dass	March 08, 2017	Resignation as CFO
3	Mr. Ashish Kandoi	March 14, 2017	Appointment as CFO
4	Mr. Mahesh Reddy Vemula	June 16, 2017	Appointment as C.S. & C.O.
5	Mr. Manoj Mishra	July 01, 2017	Appointment as Finance Manager
6	Mr. Mahesh Reddy Vemula	June 11, 2019	Resignation as C.S. & C.O.
7	Mr. Mayank Agrawal	November 14, 2019	Appointment as C.S. & C.O.

OUR PROMOTERS AND PROMOTER GROUP

THE PROMOTERS OF OUR COMPANY ARE:

1. Mr. Ghanshyam Dass (Individual Promoter)
2. Mr. Ashish Kandoi (Individual Promoter)
3. Mr. Anuj Kandoi (Individual Promoter)
4. Kandoi Industries India Private Limited (Corporate Promoter)

The details of our Individual Promoter are provided below:

Mr. Ghanshyam Dass	
	PAN : ACYPD0598G
	Passport Number : Z3789893
	Driving License : N.A.
	Voter's ID : ZEU0526857
	Bank & Branch : City Union Bank, Ameerpet Branch, Hyderabad
	Bank A/c No. : 131001000459785
Mr. Ashish Kandoi	
	PAN : AJXPK7766K
	Passport Number : Z3641902
	Driving License : DLFAP010118502003
	Voter's ID : XDG0518761
	Bank & Branch : City Union Bank, Ameerpet Branch, Hyderabad
	Bank A/c No. : 131001000459790
Mr. Anuj Kandoi	
	PAN : AMJPK0373M
	Passport Number : K6898913
	Driving License : DLFAP010341552004
	Voter's ID : ZEU0489451
	Bank & Branch : City Union Bank, Ameerpet Branch, Hyderabad
	Bank A/c No. : 131001000459795

For additional details on the age, background, personal address, educational qualifications, experience, positions / posts and other Directorships held in the past for our Individual Promoter, please see the chapter titled "Our Management" beginning on page no. 74 of this Information Memorandum.

For details of the build-up of our Promoters' shareholding in our Company, please see chapter titled "Capital Structure" on page no. 29 of this Information Memorandum.

Brief Profile of Our Corporate Promoter: Kandoi Industries India Private Limited

PAN	AAICS8970Q
Company Registration Number	045598
Company Identification Number (CIN)	U27107TG2005PTC045598
Date of Incorporation	March 11, 2005
Address of ROC with which the Company was registered	2 nd Floor, Corporate Bhawan, GSI Post, Tattiannaram Nagole, Bandlaguda, Hyderabad - 500 068
Bank & Branch	City Union Bank, Ameerpet Branch, Hyderabad
Bank A/c No.	OLCC-512020010003003

History and Brief Description

Kandoi Industries India Private Limited (KIPL) was originally incorporated under the Companies Act, 1956 as “Singhal Bright and Forging Private Limited” on March 11, 2005 at Hyderabad with the Registrar of Companies, Andhra Pradesh, Hyderabad vide registration No. 01-45598 of 2004-05. The name of the company was changed to “Kandoi Industries India Private Limited” and a fresh Certificate of Incorporation pursuant to change of name was issued on January 08, 2014 by the Registrar of Companies, Andhra Pradesh, Hyderabad. Its registered office is situated at 11-70/E, G. P. Complex, Shivalayam Road, Fateh Nagar, Hyderabad– 500018, Telangana.

KIPL was not the original promoter of our Company, however it currently holds 24,00,000 Equity Shares of our Company, which constitutes 22.96% of our paid up Share Capital. For details of the build-up of KIPL’s shareholding in Our Company, please see “Capital Structure - Notes to Capital Structure” beginning on page no. 29 of this Information Memorandum. Further, we confirm that compliance with SEBI (SAST) Regulations and Listing Regulations was not applicable, since shares of our Company were not listed on any Stock Exchange in India at the time of the said acquisitions.

The Main Objects of KIPL are:

- ✳ To establish, own, purchase, acquire, run, maintain all kinds of ferro and non- ferrous metal alloys foundries, furnaces, rolling mills, re- rolling mills and to carry on the business as traders and manufacturers of bright bars, ferrous and non- ferrous metal ingots, blooms, billets, slabs, sheets, strips, round bars, angles, channels, sections, joints, automates, components, pipes, tubes, tools, implements, machine parts of every description and to buy, sell, import, export, trade and deal in all kinds of materials to produce, manufacture, trade all kinds of steel products and non ferrous metal products including steel and steel products and other alloys bearing metals.
- ✳ To undertake the business of manufacturing, process, reprocess, pack, jobwork, label, assemble, repair, install, maintain, convert, service, overhaul, test, buy, sell, exchange, modify, design, develop, export, import, discover, research, improve, mould all kinds of specialty metal products involving forging activities and to act as wholesalers, representative, retailer, agent, stockiest, distributor, project consultant, executors, showroom owners, franchisers or otherwise to deal in all sorts of items, systems, plants, machines, instrument apparatus appliances, devices, jointing closures, articles or things of all kinds of steels and alloys, ferrous or non- ferrous with different characteristics, applications and uses in all the branches of automotive, engineering, technology, electrical, electronics and instrumentation and to carry out all the foregoing activities for all kinds of specialty products made of all / any kinds of steel and alloys.

Board of Directors:

- ✳ Mr. Ghanshyam Dass
- ✳ Mr. Ashish Kandoi
- ✳ Mr. Anuj Kandoi

Shareholding Pattern –

Shareholder name	% of total holding
Promoters and Promoter Group	99.55%
Others	0.45%
Total	100.00%

Natural Persons behind Corporate Promoter

Mr. Ghanshyam Dass, Mr. Ashish Kandoi and Mr. Anuj Kandoi are the natural persons behind our Corporate Promoter.

Financial Information:

The brief financial details of KIPL derived from its audited financial statements, for Fiscals 2019, 2018 and 2017 are set forth below:

(₹ in lakhs)

Sr. No.	Particulars	As at March 31		
		2019	2018	2017
1	Equity Shares Fully Paid	415.64	415.65	415.65
2	Reserves and Surplus	2162.50	2017.02	1875.33
3	Networth ⁽¹⁾	2578.14	2432.67	2290.98
4	Income including Other Income	41457.40	40965.57	34619.70
5	Profit/ (Loss) After Tax	145.48	141.68	118.22
6	Earnings Per Share (EPS) ⁽²⁾ (F. V. ₹ 10/- each)	3.50	3.41	2.84
7	Net Asset Value (NAV) ⁽³⁾ per Share	62.03	58.53	55.12

⁽¹⁾ Networth Calculated after deducting unamortised / miscellaneous expenses not w/o, if any

⁽²⁾ EPS is calculated on PAT minus Preference Dividend and Tax thereon, if any

⁽³⁾ NAV per share does not include Preference Share Capital and Share Application Money, if any

Other disclosures:

- * The equity shares of KIPL are not listed on any stock exchange;
- * KIPL is neither a sick company within the meaning of the Sick Industrial Companies (Special Provisions) Act, 1985 nor is under winding up. Further, KIPL does not have a negative net-worth in the immediately preceding year.
- * No application has been made to RoC for striking off the name of KIPL;
- * KIPL is not prohibited from accessing the capital markets for any reasons by the SEBI or any other authorities.

There are no defaults in meeting any statutory/bank/institutional dues. No proceedings have been initialled for economic offences against the Company.

Other Undertakings and Confirmations

We confirm that the Permanent Account Number, Bank Account number and Passport number of our Individual Promoters have been submitted to the Stock Exchange at the time of filing of this Information Memorandum with the Stock Exchange.

We further confirm that the details of the PAN, bank account numbers, the Company registration number and the addresses of the Registrar of Companies where the Corporate Promoter are registered have been submitted to Stock Exchange at the time of submission of this Information Memorandum with the Stock Exchange.

Our Promoters have confirmed that they have not been identified as wilful defaulters.

No violations of securities laws have been committed by our Promoters in the past or are currently pending against them. None of our Promoters are debarred or prohibited from accessing the capital markets or restrained from buying, selling, or dealing in securities under any order or directions passed for any reasons by the SEBI or any other authority or refused listing of any of the securities issued by any such entity by any stock exchange in India or abroad.

Interests of Promoters

None of our Promoters / Directors have any interest in our Company except to the extent of compensation payable / paid, rents on properties owned by their relatives but used by our Company and reimbursement of expenses (if applicable) and to the extent of any equity shares held by them or their relatives and associates or held by the

companies, firms and trusts in which they are interested as director, member, partner, and / or trustee, and to the extent of benefits arising out of such shareholding. For further details please see the chapters titled “*Capital Structure*”, “*Financial Information*” and “*Our Management*” beginning on page nos. 29, 102 and 74 of this Information Memorandum.

Except as stated otherwise in this Information Memorandum, we have not entered into any contract, agreements or arrangements in which our Promoters are directly or indirectly interested and no payments have been made to them in respect of the contracts, agreements or arrangements which are proposed to be made with them including the properties purchased by our Company other than in the normal course of business.

Common Pursuits of Promoters

Our Company is part of a business group named Kandoi Group and our Individual Promoters are also actively involved in our Corporate Promoter i.e. Kandoi Industries India Private Limited. Further, the Main Object Clause of our Corporate Promoter permits them to undertake similar business to that of our business, which may create a potential conflict of interest and which in turn, may have an implication on our operations and profits. Though our Corporate Promoter has its independent business, we cannot be assured that we shall be able to adopt necessary measures for mitigating these conflicts. Our Company will adopt necessary procedures and practices as permitted by law to address any conflict situation as and when they arise.

Also, our Company does not have any non-compete or such other agreement / arrangement with our Corporate Promoter. For further details, please see ‘*Risk Factors*’, ‘*Our Business*’ and “*Notes to the Accounts – Point 6*)” under the chapter titled “*Financial Information*” beginning on page nos. 13, 44 and 102 respectively of this Information Memorandum.

Our Company has not adopted any measures for mitigating such conflict situations.

Companies with which the Promoters has disassociated in the last three years

Our Promoters have not disassociated themselves from any companies, firms or entities during the last three years preceding the date of this Information Memorandum except Kandoi Ipsat Forging Private Limited which merged with Kandoi Industries India Private Limited.

Payment of Amounts or Benefits to the Promoters or Promoters Group during the last two years

Except, as stated in “*Notes to the Accounts – Point 6*)” under the chapter titled “*Financial Information*” beginning on page no. 102 of this Information Memorandum, there has been no payment of benefits to our Promoters during the two years preceding the date of the Information Memorandum.

Interest of Promoters in the Promotion of our Company

Our Company is currently promoted by the Promoters in order to carry on its present business. Our Promoters are interested in our Company to the extent of their shareholding and directorship in our Company and the dividend declared, if any, by our Company.

Interest of Promoters in the Property of our Company

Our Promoters have confirmed that they do not have any interest in any property acquired by our Company within three years preceding the date of this Information Memorandum or proposed to be acquired by our Company as on the date of this Information Memorandum. For details, please the chapter “*Our Business*” on page no. 44 of this Information Memorandum.

Further, other than as mentioned in the chapter titled “*Business Overview*”, our Promoters do not have any interest in any transactions in the acquisition of land, construction of any building or supply of any machinery.

Our Promoters may be interested in rent being paid by our Company to certain relatives who own these premises being occupied by the Company. For further details please see “*Our Business*” and “*Financial Information*” beginning on page nos. 44 and 102 of this Information Memorandum.

Interest of Promoters in our Company other than as Promoter

Other than as Promoters, our Promoters are interested in our Company to the extent of their shareholding and directorship in our Company and the dividend declared, if any, by our Company. Our Promoters are also interested to the extent of the shareholding of their relatives in our Company, including the benefits accruing by such shareholding. For details please see “*Our Management*” and “*Capital Structure*” beginning on page nos. 74 and 29, respectively of this Information Memorandum.

Our promoters may be interested to the extent of unsecured loans granted to our Company or personal guarantees given in company’s favour. Further our Promoters are also interested to the extent of loans if any, granted by them or their relatives or granted by the Companies/ firms/ HUF in which they are interested as Directors/Members/Partners/Karta to our Company. For further details regarding interest, please see “*Notes to the Accounts – Point 6)*” under the chapter titled “*Financial Information*” beginning on page no. 102 of this Information Memorandum.

Except as mentioned in “*Capital Structure*”, “*Our Business*”, “*History and Certain Corporate matters*” and “*Notes to the Accounts – Point 6)*” under the chapter titled “*Financial Information*” beginning on page nos. 29, 44, 70 and 102 respectively of this Information Memorandum, our Promoters do not have any interest in our Company other than as promoters.

Related Party Transactions

Except as stated in “*Notes to the Accounts – Point 6)*” under the chapter titled “*Financial Information*” on page no. 102 of this Information Memorandum, our Company has not entered into related party transactions with our Promoters or our Group Companies.

Shareholding of the Promoter Group in our Company

For details of shareholding of members of our Promoters Group as on the date of this Information Memorandum, please see the chapter titled “*Capital Structure*” beginning on page no. 29 of this Information Memorandum.

Other Confirmations

Our Company has neither made any payments in cash or otherwise to our Promoters or to firms or companies in which our Promoters are interested as members, directors or Promoters nor have our Promoters been offered any inducements to become directors or otherwise to become interested in any firm or Company, in connection with the promotion or formation of our Company otherwise than as stated in “*Notes to the Accounts – Point 6)*” under the chapter titled “*Financial Information*” on page no. 102 of this Information Memorandum.

Outstanding Litigation

There is no outstanding litigation against our Promoters except as disclosed in the section titled “*Risk Factors*” and chapter titled “*Outstanding Litigation and Material Developments*” beginning on page nos. 13 and 103 of this Information Memorandum.

Our Promoter Group

In addition to the Promoter named above, the following natural persons and entities form part of our Promoter Group in terms of Regulation 2(1)(pp) of the SEBI (ICDR) Regulation, 2018.

A. Natural Persons who are Part of the Promoter Group

Name of the Promoters	Name of the Relative	Relationship with the Promoter
Mr. Ghanshyam Dass	Late Phool Chand	Father
	Late Mantri Devi	Mother
	Saroj Bala	Wife
	Kamla Devi	Sister(s)
	1. Ashish Kandoi 2. Anuj Kandoi	Son(s)

Name of the Promoters	Name of the Relative	Relationship with the Promoter
	Kavitha Agarwal	Daughter(s)
	Hanuman Dass Dhanuka	Wife's Father
	Taramani Dhanuka	Wife's Mother
	1. Subhash Dhanuka 2. Sanjay Dhanuka	Wife's Brother
	Manju Garg	Wife's Sister
Mr. Ashish Kandoi	Ghanshyam Dass	Father
	Saroj Bala	Mother
	Renu Kandoi	Wife
	Anuj Kandoi	Brother(s)
	Kavitha Agarwal	Sister(s)
	Viren Kandoi	Son(s)
	Nishita Kandoi	Daughter(s)
	Praveen Kumar Agarwal	Wife's Father
	Anita Agarwal	Wife's Mother
	Ankush Agarwal	Wife's Brother
	Poonam Goenka	Wife's Sister
Mr. Anuj Kandoi	Ghanshyam Dass	Father
	Saroj Bala	Mother
	Ritika Kandoi	Wife
	Ashish Kandoi	Brother(s)
	Kavitha Agarwal	Sister(s)
	Vivan Kandoi	Son(s)
	Pranav Kandoi	
	Rajkumar Goel	Wife's Father
	Shashi Goel	Wife's Mother
	Ritesh Goel	Wife's Brother

B. Companies / Corporate Entities forming part of the Promoter Group

Kandoi Industries India Private Limited, is a Corporate Promoter and hence our promoter group under Regulation 2(1)(pp)(iii) of the SEBI Regulations are as follows:

Sr. No.	Relationship with Corporate Promoter	Name of Promoter Group Entity
(A)	A subsidiary or holding company of such body corporate;	NIL
(B)	Any, body corporate in which the promoter holds twenty per cent. or more of the equity share capital and/or any body corporate which holds twenty per cent. or more of the equity share capital of the promoter;	NIL
(C)	Any, body corporate in which a group of individuals or companies or combinations thereof which hold twenty per cent. or more of the equity share capital in that body corporate also holds twenty per cent. or more of the equity share capital of the issuer and are also acting in concert.	NIL

As per Regulation 2(1)(pp)(iv) of the SEBI (ICDR) Regulations, 2018, the following Companies / Trusts / Partnership firms / HUFs or Sole Proprietorships shall form part of our Promoter Group:

Sr. No.	Name of Promoter Group Entity/Company
1.	Ghanshyam Dass (HUF),
2.	Ashish Kandoi (HUF) and
3.	Anuj Kandoi (HUF).

OUR GROUP COMPANIES

The definition of ‘Group Companies’ as per the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, shall include such companies (other than promoter(s) and subsidiary/subsidiaries) with which there were related party transactions, during the period for which financial information is disclosed, as covered under the applicable accounting standards, and also other companies as considered material by the board.

In terms of the SEBI Regulations, for the purpose of identification of “group companies”, our Company considered companies as covered under the applicable accounting standards, being Accounting Standard 18 or other companies as considered material by our Board pursuant to a resolution of our Board dated March 14, 2017, for the purpose of disclosure.

Accordingly, in addition to our Promoter Group, as specified under the section “*Our Promoter and Promoter Group*” on page no. 86 of this Information Memorandum; we do not have any Group Company.

DIVIDEND POLICY

Under the Companies Act, 2013, our Company can pay dividends upon a recommendation by our Board of Directors and approval by a majority of the shareholders at the General Meeting. The shareholders of our Company have the right to decrease, not to increase the amount of dividend recommended by the Board of Directors. The dividends may be paid out of profits of our Company in the year in which the dividend is declared or out of the undistributed profits or reserves of previous fiscal years or out of both. The Articles of Association of our Company also gives the discretion to our Board of Directors to declare and pay interim dividends.

There are no dividends declared by our Company since incorporation.

Our Company does not have any formal dividend policy for the Equity Shares. The declaration and payment of dividend will be recommended by our Board of Directors and approved by the shareholders of our Company at their discretion and will depend on a number of factors, including the results of operations, earnings, capital requirements and surplus, general financial conditions, applicable Indian legal restrictions and other factors considered relevant by our Board of Directors.

CORPORATE GOVERNANCE REPORT

(As on the date of this Information Memorandum)

In terms of SEBI (LODR) Regulations, 2015, the report containing details of corporate governance systems and processes at Geekay Wires Limited is as under:

1. Company's Philosophy on Corporate Governance

The Company's Corporate Governance is a set of systems and practices to ensure that the affairs of the Company are being managed in a way which ensures accountability, transparency and fairness in all its transactions in the widest sense and meet its stakeholders' aspirations and societal expectations. The company is committed to achieve highest standards of corporate governance.

The Company has a well defined structure for ensuring that business conduct is fair and ethical and has put in place mechanism for reporting illegal and unethical behavior.

2. Board of Directors

The Board of Directors of the Company has an optimum combination of Executive and Non-Executive Directors as per SEBI (LODR) Regulations, 2015. The Board comprises of Six (6) Directors, out of which Three (3) are Executive Directors and Three (3) are Non-Executive Directors including two (2) Woman Director. The Independent Directors take active part at the Board and Committee meetings, which adds value in the decision making process.

The details of composition of Board, category of directors as well as their Directorship/membership in other companies/committees are given below:

The Board comprises of the following:

Sr. No	Name of Director	Designation	Executive / Non Executive/Promoter	Independent / Non Independent
1	Mr. Ghanshyam Dass	Chairman and Managing Director	Executive and Promoter	Non Independent
2	Mr. Ashish Kandoi	Whole-Time Director	Executive and Promoter	Non Independent
3	Mr. Anuj Kandoi	Whole-Time Director	Executive and Promoter	Non Independent
4	Ms. Shwetha Kabra	Non- Executive Independent Director	Non-Executive	Independent
5	Dr. Tara Devi Veitla	Non- Executive Independent Director	Non-Executive	Independent
6	Mr. Sudhakar Goyal	Non- Executive Independent Director	Non-Executive	Independent

Board Meetings and Attendance of Directors

During the year 2018-19 and till the date of this Information Memorandum, Eighteen (18) Meetings of the Board of Directors were held on following dates:

April 23, 2018, May 29, 2018, July 31, 2018, August 4, 2018, August 29, 2018, November 11, 2018, January 10, 2019, January 23, 2019, March 22, 2019, May 29, 2019, June 11, 2019, July 22, 2019, July 31, 2019, August 28, 2019, September 16, 2019, November 2, 2019, November 14, 2019 and November 25, 2019.

Sr. No.	Name of the Director	Designation	Board Meetings during the Period (i.e. from 01.04.2018 to the date of this IM)		No. of Directorship in other companies	Members of Committee		Attendance in last AGM held on September 25, 2019
			Held	Attended		Member	Chairperson	
1	Mr. Ghanshyam Dass	Chairman and Managing Director	18	17	1	1	0	Yes
2	Mr. Ashish Kandoi	Whole-Time Director	18	18	1	0	0	Yes
3	Mr. Anuj Kandoi	Whole-Time Director	18	18	1	0	0	Yes
4	Mrs. Renu Kandoi*	Non- Executive Director	15	15	-	1	1	Yes
5	Ms. Shwetha Kabra	Non- Executive Independent Director	18	7	-	1	2	Yes
6	Dr. Tara Devi Veitla	Non- Executive Independent Director	18	7	-	3	0	Yes
7	Mr. Sudhakar Goyal**	Non- Executive Independent Director	3	1	-	1	1	N.A.

*Mrs. Renu Kandoi was resigned as Non Executive Director on September 26, 2019.

** Mr. Sudhakar Goyal was regularised as Non-Executive Independent Director on October 30, 2019.

3. Postal Ballot:

The company has put the Resolution for Migration of Company to Main Board of NSE for passing through Postal Ballot, results of which were declared on Friday, November 01, 2019.

4. Audit Committee

The Audit Committee consists of the two Independent Directors and one Executive Director of the Company. The Audit Committee comprises of three members. The members are Ms. Shwetha Kabra (Chairman), Mr. Ghanshyam Dass (Member), Dr. Tara Devi Veitla (Member). The Terms of reference of the Audit Committee are in accordance SEBI (LODR) Regulations, 2015 and Section 177 of the Companies Act, 2013.

During the year 2018-19 till the date of IM, Eight (8) Meetings of Audit Committee were held on following dates:

May 29, 2018; August 29, 2018; November 11, 2018; February 02, 2019; May 29, 2019; August 28, 2019, September 16, 2019 and November 14, 2019

The terms of reference of Audit Committee includes the following:

- ✱ Oversight of the Issuer's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
- ✱ 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.
- ✱ Approval of payment to statutory auditors for any other services rendered by the statutory auditors.
- ✱ Reviewing, with the management, the annual financial statements before submission to the board for approval, with particular reference to:

- Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of Section 134 of the Companies Act, 2013
 - Changes, if any, in accounting policies and practices and reasons for the same.
 - Major accounting entries involving estimates based on the exercise of judgment by management.
 - Significant adjustments made in the financial statements arising out of audit findings.
 - Compliance with listing and other legal requirements relating to financial statements.
 - Disclosure of any related party transactions.
 - Qualifications in the draft audit report.
- ✱ Reviewing, with the management, the half yearly financial statements before submission to the board for approval
 - ✱ 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/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.
 - ✱ Review and monitor the auditor's independence and performance, and effectiveness of audit process;
 - ✱ Approval or any subsequent modification of transactions of the Company with related parties;
 - ✱ Scrutiny of inter-corporate loans and investments;
 - ✱ Valuation of undertakings or assets of the Company, wherever it is necessary;
 - ✱ Evaluation of internal financial controls and risk management systems;
 - ✱ Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems.
 - ✱ 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.
 - ✱ Discussion with internal auditors any significant findings and follow up there on.
 - ✱ 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.
 - ✱ 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.
 - ✱ To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors.
 - ✱ To review the functioning of the Whistle Blower mechanism.
 - ✱ 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.
 - ✱ Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.

5. Nomination & Remuneration Committee

The Nomination & Remuneration Committee comprises of three non-executive directors. The members are Ms. Shwetha Kabra (Chairman), Mr. Sudhakar Goyal (Member) and Dr. Tara Devi Veitla (Member).

During the year 2018-19 till the date of IM, Three (3) meetings of Nomination & Remuneration Committee were held on following dates:

August 29, 2018, August 28, 2019 and November 14, 2019

The scope of Nomination and Remuneration Committee shall include but shall not be restricted to the following:

- e) Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees;
- f) Formulation of criteria for evaluation of Independent Directors and the Board;
- g) Devising a policy on Board diversity;
- h) Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal. The Company shall disclose the remuneration policy and the evaluation criteria in its Annual Report.

Any other work and policy, related and incidental to the objectives of the committee as per provisions of the Act and rules made there under.

Non-Executive Director's Remuneration:

The company has paid sitting fees to the Non-Executive Directors during the financial year ended on 31st March, 2019 as mentioned below:

Name	Remuneration	Commission	Sitting Fees	Total
Mrs. Renu Kandoi	-	-	55000	55000
Ms. Shwetha Kabra	-	-	75000	75000
Dr. Tara Devi Veitla	-	-	80000	80000
Mr. Sudhakar Goyal (Appointed w.e.f September 26, 2019)	-	-	-	-

Executive Director's Remuneration

The details of remuneration paid to the executive director during the financial year ended on 31st March, 2019 are as under:

Name	Remuneration	Commission	Sitting Fees	Total
Mr. Ghanshyam Dass	13,20,000	-	-	13,20,000
Mr. Ashish Kandoi	10,80,000	-	-	10,80,000
Mr. Anuj Kandoi	10,80,000	-	-	10,80,000

6. Stakeholder's Relationship Committee

The Stakeholder's Relationship Committee comprises of two Independent Directors and one Non Executive Director. The members are Mr. Sudhakar Goyal (Chairman), Mrs. Ghanshyam Dass (Member) and Ms. Shwetha Kabra (Member).

During the year 2018-19 till the date of IM, Seven (7) Meetings of Stakeholder's Relationship Committee were held on following dates:

April 09, 2018, July 11, 2018, October 16, 2018, January 10, 2019, April 02, 2019 and July 02, 2019 and October 12, 2019

The terms of reference of Stakeholder's Relationship Committee includes the following:

- a) Allotment and listing of our shares in future
- b) Redressing of shareholders and investor complaints such as non-receipt of declared dividend, annual report, transfer of Equity Shares and issue of duplicate/split/consolidated share certificates;
- c) Monitoring transfers, transmissions, dematerialization, re-materialization, splitting and consolidation of Equity Shares and other securities issued by our Company, including review of cases for refusal of transfer/ transmission of shares and debentures;
- d) Reference to statutory and regulatory authorities regarding investor grievances;
- e) To otherwise ensure proper and timely attendance and redressal of investor queries and grievances;
- f) And to do all such acts, things or deeds as may be necessary or incidental to the exercise of the above powers.

During the year, no complaint was received from shareholders.

GENERAL BODY MEETING:

Annual General Meetings

The details of Annual General Meetings held during the last three years and special resolutions passed thereat are as follows:

AGM	FINANCIAL YEAR	DATE & TIME	VENUE	SPECIAL RESOLUTION PASSED
30 th	2018-19	Wednesday, the 25 th day of September, 2019 at 9:30 A.M.	Minerva Grand Hotel, Sarojini Devi Road, Secunderabad - 500 003	NIL
29 th	2017-18	Thursday, 30 th August, 2018 at 11:00 A.M.	Minerva Grand Hotel, Sarojini Devi Road, Secunderabad - 500 003	1. Authorisation to borrow upto an amount of ₹200 crores. 2. Authorisation to the board of directors to create charge mortgage on the assets of the Company upto an amount not exceeding ₹ 200 crores
28 th	2016-17	Friday, 9 th June, 2017 at 11:30 A.M.	H. No: 11-70/5, GP Complex, Shivalayam Road, Fatehnagar, Hyderabad – 500 018	NIL

7. Disclosures

a) Related Party Transaction:

The Company has no material significant transactions with its related parties which may have a potential conflict with the interest of the Company at large. The details of transactions with the Company and related parties are given under Section “Notes to the Accounts – Point 6)” under the chapter titled “Financial Information” beginning on page no. 102 of this Information Memorandum.

b) Statutory Compliance, Penalties and Structures:

The Company has complied with the requirements of the Stock Exchanges / SEBI / Statutory Authorities to the extent applicable and accordingly no penalties have been levied or strictures have been imposed on the Company on any matter related to capital markets during the last three years.

c) Whistle Blower Policy:

Company has made a formal Whistle Blower Policy pursuant to provisions of Companies Act, 2013 and SEBI (LODR) Regulations, 2015 which provides detailed procedure to protect the interest of employees of the company and that no personnel has been denied to access to the Audit Committee.

d) Proceeds from the Initial Public Offer of the Company:

The Details about the utilization of the proceeds raised through Initial Public Offer of equity shares of the Company are disclosed to the Audit Committee & also disclosed to the Stock Exchange on half yearly basis as required under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Company has not utilized these funds for the purposes other than those mentioned in the prospectus of the Company.

Company had utilized following amount till March 31, 2019 for the purpose of objects as stated in Prospectus dated July 27, 2017 issued by the Company.

(₹ in Lakhs)

Objects as stated in the Offer document	Projected utilization in the Offer document	Actual Utilization of funds till March 31, 2019	Balanced amount to be utilized	Deviation and Variation, if any
Long term Working capital requirement	966.38	966.38	0.00	0.00
General Corporate Purpose	84.18	84.18	0.00	0.00
Issue related expenses	49.00	49.00	0.00	0.00

e) Reconciliation of Share Capital Audit:

In line with the requirements stipulated by Securities and Exchange Board of India (SEBI), Reconciliation of Share Capital Audit is carried out on a quarterly basis by practicing company secretary to confirm that the aggregate number of equity shares of the Company held in National Securities Depository Limited (NSDL), Central Depository Services (India) Limited (CDSL) and in physical form tally with the total number of issued, paid-up, listed and admitted capital of the Company.

8. Means of Communication:

The half yearly financial results are regularly submitted to the Stock Exchange in accordance with SEBI (LODR) Regulations, 2015 and also uploaded on the Company's website – www.geekaywires.com The official news, release, presentation that may be made to the Shareholders at the Annual General Meeting and the presentation as may be done to the analysts are posted on the Company's website – www.geekaywires.com

9. General Shareholder Information:

Sr. No.	Salient items of interest	Particulars
i.	AGM Date, time and venue	-
ii.	Financial year	The Financial Year of the Company is from April 1 to March 31 of the following year.
iii.	Date of Book closure	-
iv.	Dividend Payment Date	-
v.	Listing on stock Exchange	The Company's equity shares are listed on EMERGE Platform of National Stock Exchange of India Limited.
vi.	Stock Code / Symbol	GEEKAYWIRE
vii.	Registrar & Share Transfer Agent	Bigshare Services Private Limited 1 st floor, Bharat Tin works Building, Opposite Vasant Oasis, Marol Maroshi Road, Marol, Andheri (East), Mumbai - 400059 Tel. No.: +91 – 22 – 6263 8200 Fax No.: +91 – 22 – 6263 8299 E-mail: ipo@bigshareonline.com

Sr. No.	Salient items of interest	Particulars
		Website: www.bigshareonline.com Investor Grievance Email: investor@bigshareonline.com
viii.	Share Transfer System	In respect of shares held in dematerialized mode, the transfer takes place instantaneously between the transferor, transferee, and the Depository Participant through electronic debit/credit of the accounts involved.
ix.	Dematerialization of shares and liquidity	As on this date of IM 100% of the total issued, subscribed and paid-up equity share capital of the Company is in Dematerialized form. Currently, Equity Shares of the Company are regularly traded on EMERGE platform of National Stock Exchange of India Limited.
x.	Outstanding GDRs/ADRs/warrants or any convertible instruments, conversion date and likely impact on equity	Nil
xi.	Address for correspondence	11-70/5, G.P. Complex, Balanagar, Hyderabad- - 500 018, Telangana.

10. Market Price Data

Market price data on EMERGE Platform of National Stock Exchange of India Limited (NSE EMERGE) are given below:

(In ₹ per share)

Month	High (₹)	Low (₹)	Close (₹)
August 2017	33.70	33.10	33.30
September 2017	33.70	33.10	33.10
October 2017	33.90	33.10	33.25
November 2017	33.50	33.05	36.60
December 2017	36.60	33.25	35.15
January 2018	41.80	35.05	38.00
February 2018	37.95	33.50	33.75
March 2018	37.00	33.75	36.00
April 2018	35.00	35.00	35.00
May 2018	36.00	36.00	36.00
June 2018	41.00	33.00	39.25
July 2018	39.50	34.00	34.00
August 2018	36.10	33.00	33.00
September 2018	33.00	33.00	33.00
January 2019	33.00	33.00	33.00
February 2019	37.25	34.00	34.00
May 2019	34.00	34.00	34.00
June 2019	32.00	32.00	32.00
July 2019	34.00	31.00	34.00
August 2019	33.00	31.5	33.00
September 2019	34.00	32.00	34.00
November 2019	33.00	33.00	33.00

REGISTERED OFFICE & CORRESPONDENCE ADDRESS:-

Geekay Wires Limited
 11-70/5, G.P. Complex, Balanagar,
 Hyderabad - 500 018, Telangana
Tel No.: +91- 40 – 23778090
Email Id: geekaywires@gmail.com;
Website: www.geekaywires.com

INVESTOR'S CORRESPONDENCE MAY BE ADDRESSED TO:

Mr. Mayank Agrawal

11-70/5, G.P. Complex, Balanagar,
Hyderabad- 500018, Telangana
Tel No.: +91- 40 – 23782107
Email:compliance.geekaywires@gmail.com
Website:www.geekaywires.com

Or

Bigshare Services Private Limited
1st floor, Bharat Tin works Building, Opposite Vasant Oasis,
Marol Maroshi Road, Marol, Andheri (East), Mumbai - 400059
Tel. No.: +91 – 22 – 6263 8200
Fax No.: +91 – 22 – 6263 8299
E-mail:ipo@bigshareonline.com
Website:www.bigshareonline.com
Investor Grievance Email:investor@bigshareonline.com

Transaction with Non Executive Director

The Non executive Directors of the company do not have any material pecuniary relationship or transaction vis-a-vis company.

Auditors' Detail

M/s. M M Palod & Co.,
Chartered Accountants
4-1-371, 2nd Floor, L3, Kundas Estates, Adj. Jaya International, Abids, Hyderabad - 500 001
Tel No.: +91- 40 – 24753616 / +91 - 9849467807
Email: murlimanoharpalod@yahoo.com
Firm Registration No.: 0060207S
Contact Person: Mr. Murli Manohar Palod
Membership No.: 200858
Peer Review Number: 010949

SECTION VI – FINANCIAL INFORMATION

Audited Financial Statements

Particulars	Page No.
Financial Statements as at March 31, 2019	F 1 – F 30
Financial Statements as at September 30, 2019	F 31 – F 35



Ref :

Date:

INDEPENDENT AUDITORS' REPORT

To
The Members of
GEEKAY WIRES LIMITED,
Hyderabad.

Report on the Financial Statements

We have audited the accompanying Financial Statements of **GEEKAY WIRES LIMITED ("the Company")**, which comprise of the Balance Sheet as at **31st March 2019**, the Profit and Loss Account, the Cash Flow Statement for the year then ended and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for Financial Statements

The Company's Board of Directors are responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance of the Company in accordance with the accounting principles generally accepted in India, including Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts), Rules, 2014.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatements, whether due to fraud or error.

1

OFFICE

4-1-371, 2nd Floor, L3, Kundas Estates, Adj. Hotel Jaya International, Abids, Hyderabad - 500 001.
Tel : (O) 24753616, Mobile : 9849467807, 97014 25127 E-mail : murlimanoharpalod@yahoo.com

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Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit.

We have taken in account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the audit considers internal financial control relevant to the Company's preparation of the financial statements that given a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis from our audit opinion on the financial statements.

A handwritten signature in blue ink is written over a faint, circular red stamp. The stamp contains text in Thai, including "กรมการคลัง" (Ministry of Finance) and "กรมสรรพากร" (Revenue Department).

Opinion

In our opinion and to the best of our information and according to the explanations given to us the aforesaid financial statements together with notes thereon and attached thereto, give the information required by the Act in the matter so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2019 and its profit and its cash flows for the year ended on that date.

Other Matter Paragraph

During the Audit It has come to our notice that Company has registered Foreign Entity in the Name and Style of M/s Geekay Wires Ltd (Corporation) situated at 4512, Legacy Dr # 100, Plano, TX 75024, USA which was incorporated on 06/07/2017 and related incorporation expenses of the foreign entity Amounting to Rs. 86,117/- is absorbed by the Domestic Entity in the Financial Year 2017-18 under the head professional charges. In our view this incorporation expenditure would have been accounted in the foreign entity Books which is not been adhered too. Further Professional charges for the return filing for the calendar year 2018 Rs. 47,484/- is paid by the Domestic Company and absorbed under the head Professional Charges. In Our View this expenses would have been debited in the financial statements of the Foreign Entity instead of Charging to the Domestic company which is not been adhered too. Further the Management has issued the certificate stating that no activities were carried out since its inception till 31/03/2019. Hence we have not consolidated foreign entity financial statements as there is no investment in foreign entity in form of investment or subscription of share capital which are NIL. Hence no consolidation of foreign entity accounts were required as per As-21.

A handwritten signature in blue ink is written over a circular purple stamp. The stamp contains the text "CHARTERED ACCOUNTANT" and "FIRMA M. PALOD & CO." around the perimeter, with "M. PALOD & CO." in the center.

Report on Other Legal and Regulatory Requirements

As required by Section 143(3) of the Act, we report that:

01. As required by the Companies (Auditors Report) Order, 2016 ("the order") issued by the Central Government in terms of Section 143(11) of the Act, we give in the "**Annexure A**" a statement on the matters specified in paragraph 3 and 4 of the said order.
02. As required by Section 143(3) of the Act, we report that:
 - (i) We have sought and obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purposes of our audit;
 - (ii) In our opinion, proper books of accounts as required by law have been kept by the Company so far as it appears from our examination of those books;
 - (iii) The Balance Sheet, Profit and Loss Account and Cash flow Statement dealt with by this Report are in agreement with the books of account;
 - (iv) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - (v) On the basis of written representations received from the directors, as on 31st March, 2019 and taken on record by the Board of Directors, we report that none of the directors are disqualified as on 31st March, 2019 from being appointed as a director in terms of section 164(2) of the Act.
 - (vi) With respect to the adequacy of the internal financial controls over financial reporting of the company and the operating effectiveness of such controls, refer to our separate report in "**Annexure B**".



- (vii) With respect to the other matters to be included in the Auditors' Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- a. The Company has disclosed the impact of pending litigations on its financial position in its financial statements.
 - b. The Company did not have any long term contracts including derivative contracts for which there were any material foreseeable losses;
 - c. There were no pending amounts which were, required to be transferred to the Investor Education and Protection Fund by the Company.

For MM PALOD & CO.,
Chartered Accountants
Firm Regn.No.0060207S

Place: Hyderabad
Date: 29/05/2019



Murali Manohar Palod
(Proprietor)
M.No -200858.

ANNEXURE -A TO AUDITORS' REPORT

(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' of our Audit Report of even date to the members of **M/s. GEEKAY WIRES LIMITED** on the Financial Statements of the Company for the year ended on 31st March 2019)


- 1)
 - a) The Company is maintaining proper records showing full particulars including quantitative details and situation of fixed assets, on the basis of the information made available to us;
 - b) As explained to us, these Fixed Assets have been physically verified by the Management at reasonable intervals; and no material discrepancies were found on such verification.
 - c) According to the information and explanations given to us and on the basis of records examined by us, the title deeds of the immovable properties are held in the name of the Company.
- 2) In our opinion, the inventories have been physically verified during the year by the Management at reasonable intervals and as explained to us no material discrepancies were noticed on physical verification.
- 3) The Company has not granted any loans, secured or unsecured to companies, firms, LLPs' or other parties covered in the register maintained under section 189 of the Companies Act. Therefore, sub clauses (a), (b), (c) of Paragraph 3(iii) of the Order is not applicable.
- 4) In our opinion and according to the information and explanation given to us, the Company has not granted any loans nor made any investments and provided guarantees and securities, as per the provisions of Section 185 and Section 186 of the Companies Act, 2013. Therefore Paragraph 3(iv) of the order is not applicable.
- 5) The Company has not accepted any deposits from the public during the year. Hence Clause 3(v) of the Order is not applicable.

- 6) Maintenance of cost records has been specified by the Central Government under sub-section (1) of Section 148 of the Companies Act. However, the management explained that the information relating to cost data is available from the existing records maintained by the company.
- (a) According to the information and explanations given to us, and the records of the Company examined by us, in our opinion, the Company is generally regular in depositing the undisputed statutory dues including provident fund, employees' state insurance, income tax, sales tax, wealth tax, service tax, duty of customs, duty of excise, value added tax, Goods and Service Tax, cess and any other statutory dues as applicable with the appropriate authorities. There are no arrears of undisputed statutory dues outstanding as at March 31, 2019 for a period of more than six months from the date they become payable.
- (b) According to the information and explanations given to us, and the records of the Company examined by us, there are no dues of income tax or Goods and Services Tax or duty of customs or duty of excise or cess which have not been deposited on account of any dispute except interest on late deposit of GST Rs.3,37,326/-.
- 7) In our opinion and according to the information and explanations given to us, the Company has not defaulted in repayment of dues to any financial institutions or Banks or Debenture holders during the year.
- 8) The Company has raised funds by Preferential Issue of 21, 20,000 Equity Shares of Rs. 10/- each at premium of Rs. 24/- per Share to Promoters and Others under Private Placement and as per the explanation given to us the funds were utilized for the purpose which it was raised.
- 9) According to the information and explanations given to us, no fraud by the Company or on the Company by its officers or employees has been noticed or reported during the course of our audit.
- 10) The managerial remuneration paid/provided during the year is in accordance with the provisions of sec 197 read with schedule V of the companies Act 2013.

- 11) In our opinion and according to the information and explanation given to us, the Company is not a Nidhi Company. Accordingly, Paragraph 3(xii) of the Order is not applicable.
- 12) According to the information and explanations given to us based on our examination of the records of the Company, transactions with the related parties are in compliance with Sections 177 & 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.
- 13) According to the information and explanations given to us and based on the examination of the records of the Company, the Company has made preferential allotment of shares during the year. Hence, Paragraph 3(xiv) of the Order is applicable.
- 14) According to the information and explanations given to us and based on the examination of the records of the Company, the Company has not entered into non-cash transaction with directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable.
- 15) In our opinion and according to the information and explanations provided to us, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act 1934.

For MM PALOD & CO.,
Chartered Accountants
Firm Regn.No.0060207S

Place: Hyderabad
Date: 29/05/2019



Murali Manohar Palod
(Proprietor)
M.No -200858

ANNEXURE - B TO AUDITORS' REPORT

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of **GEEKAY WIRES LIMITED** ("the Company") as of 31st March, 2019 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorizations of management and directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting:

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in

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conditions, or that the degree of compliance with the policies or procedures may deteriorate

Opinion:

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March, 2019, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note issued by the Institute of Chartered Accountants of India.

For MM PALOD & CO.,
Chartered Accountants
Firm Regn.No.0060207S

Place: Hyderabad
Date: 29/05/2019



Murali Manohar Palod
(Proprietor)
M.No -200858

GEEKAY WIRES LIMITED

11-70/5, G.P.COMPLEX, BALANAGAR, HYDERABAD-500018

Balance Sheet as at 31st March, 2019

Amount in Rs.

Amount in Rs.

Particulars	Note	As at March 31, 2019	As at March 31, 2018
I. EQUITY AND LIABILITIES			
(1) Shareholder's Funds			
(a) Share Capital	1	10,45,20,000	8,33,20,000
(b) Reserves and Surplus	2	22,82,37,045	14,87,08,441
(2) Share application money pending allotment			
(3) Non-Current Liabilities			
(a) Long-term borrowings	3	21,02,84,044	27,26,22,904
(b) Deferred tax liabilities (Net)	4	2,69,27,651	1,60,94,651
(c) Other Long term liabilities		-	-
(d) Long term provisions		-	-
(4) Current Liabilities			
(a) Short-term borrowings	5	39,26,95,512	43,32,59,568
(b) Trade payables	6	19,38,48,794	12,74,71,845
(c) Other current liabilities	7	9,80,13,802	10,02,02,583
(d) Short-term provisions	8	1,05,07,191	37,78,701
Total		1,26,50,34,039	1,18,54,58,692
II. Assets			
(1) Non-current assets			
(a) Fixed assets			
(i) Tangible assets	9	37,71,44,099	33,02,57,127
(ii) Intangible assets		-	-
(iii) Capital work-in-progress		12,34,837	-
(iv) Intangible assets under development		-	-
(b) Non-current investments		-	-
(c) Deferred tax assets (net)		-	-
(d) Long term loans and advances	10	2,50,52,218	1,83,56,182
(e) Other non-current assets		-	-
(2) Current assets			
(a) Current investments		-	-
(b) Inventories	11	18,29,07,087	24,98,67,922
(c) Trade receivables	12	53,23,64,080	38,65,32,865
(d) Cash and cash equivalents	13	8,32,33,034	8,11,81,205
(e) Short-term loans and advances	14	5,89,50,310	11,58,03,693
(f) Other current assets	15	41,48,374	34,59,698
Significant accounting policies & notes on accounts:	24		
Total		1,26,50,34,039	1,18,54,58,692

For GEEKAY WIRES LIMITED

1
Ashish Kandoi
CFO & Whole Time Director
(DIN No. 00463257)

2
Anuj Kandoi
Whole Time Director
(DIN No. 00463277)

Vide our Report of Even Date

For MM PALOD & CO.,
Chartered Accountants
FRN.0060207S

Proprietor
(Murli Manohar Palod)
M.No.200858
Place: Hyderabad
Date: 29th May 2019

GEEKAY WIRES LIMITED
11-70/5, G.P.COMPLEX, BALANAGAR, HYDERABAD-500018


STATEMENT OF PROFIT AND LOSS

Profit and Loss statement for the year ended 31st March, 2019


Particulars	Note No.	Year ending 31.03.2019	Year ending 31.03.2018
I. Revenue from operations	16	2,17,82,85,006.13	1,23,67,84,038.65
II. Other Income	17	6,83,30,531.02	2,71,76,968.32
III. Total Revenue (I +II)		2,24,66,15,537.15	1,26,39,61,006.97
<u>IV. Expenses:</u>			
Cost of materials consumed	18	1,82,42,26,103.09	1,10,03,86,851.00
Purchase of Stock-in-Trade			
Changes in inventories of finished goods, work-in-progress and Stock-in-Trade	19	53,73,813.74	(6,14,31,366.00)
Employee benefit expense	20	6,16,58,800.00	2,11,85,590.00
Financial costs	21	7,79,32,100.52	5,43,76,673.00
Depreciation and amortization expense	9	2,22,91,189.00	1,40,70,034.00
Other expenses	22	20,57,09,118.59	11,79,73,743.00
Total Expenses		2,19,71,91,124.94	1,24,65,61,525.00
V. Profit before exceptional and extraordinary items and tax (III - IV)		4,94,24,412.21	1,73,99,481.97
VI. Exceptional Items		2,92,269.51	-
VII. Profit before extraordinary items and tax (V - VI)		4,97,16,681.72	1,73,99,481.97
VIII. Extraordinary Items		-	-
IX. Profit before tax (VII - VIII)		4,97,16,681.72	1,73,99,482.27
X. Tax expense:			
(1) Current tax		1,02,35,073.63	1,27,862.00
(2) Deferred tax		1,08,32,999.67	90,80,205.46
XI. Profit(Loss) from the period from continuing operations (VII-VIII)		2,86,48,608.42	81,91,415.00
XII. Profit/(Loss) from discontinuing operations		-	-
XIII. Tax expense of discounting operations		-	-
XIV. Profit/(Loss) from Discontinuing operations (XII - XIII)		-	-
XV. Profit/(Loss) for the period (XI + XIV)		2,86,48,608.42	81,91,415.00
XVI. Earning per equity share:			
(1) Basic		2.74	0.98
(2) Diluted		2.74	0.98

For GEEKAY WIRES LIMITED

1 
Ashish Kandoi
CFO & Whole Time Director
(DIN No. 00463257)

2 
Anuj Kandoi
Whole Time Director
(DIN No. 00463277)

Vide our Report of Even Date
For MM PALOD & CO.,
Chartered Accountants
FRN.0060207S

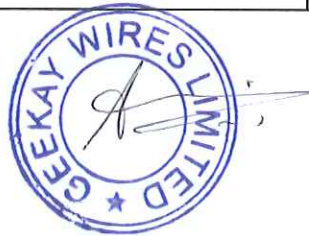
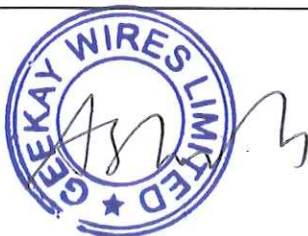

Proprietor
(Murli Manohar Palod)
M.No.200858
Place: Hyderabad
Date: 29th May 2019

GEEKAY WIRES LTD
NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31.03.2019

Particulars	As at March 31, 2019	As at March 31, 2018
1. SHARE CAPITAL		
Authorised:		
Equity Share, of Rs.10/- par value 1,06,00,000 equity shares	10,60,00,000.00	10,00,00,000.00
Issued, Subscribed and Paid Up		
Equity Share, of Rs.10/- par value 1,04,52,000 equity shares	10,45,20,000.00	8,33,20,000.00
Total	10,45,20,000.00	8,33,20,000.00
Reconciliation of the number of shares of Authorised Capital		
Equity Shares at the beginning of the year	1,00,00,000.00	
Add: Shares issued during the year	6,00,000.00	
Equity Shares at the end of the year	1,06,00,000.00	
Reconciliation of the number of shares is set out below:		
Equity Shares at the beginning of the year	83,32,000.00	50,00,000.00
Add: Shares issued during the year	21,20,000.00	33,32,000.00
Equity Shares at the end of the year	1,04,52,000.00	83,32,000.00
Details of Shareholders holding more than 5% shares:		
Ashish Kandoi (5,12,000 Shares)	-	5.09
Kandoi Industries India Pvt Ltd (24,00,000 Shares)	22.96	28.80
Saroj Bala (6,07,005 Shares)	5.81	6.61
Ghanshyam Das (6,02,000 Shares)	5.76	6.41
Ghanshyam Das HUF (6,01,500 Shares)	5.76	6.88

2. RESEVES AND SURPLUS

Particulars	As at March 31, 2019	As at March 31, 2018
a) Securities Premium Reserve-Opening	8,33,86,000	67,50,000
Received During The Year	5,08,80,000	7,66,36,000
	13,42,66,000	8,33,86,000
b) Revaluation Reserve	4,68,03,040	4,68,03,040
c) Profit and loss account		
Surplus - Opening Balance	1,85,19,399	1,03,27,986
Add: Net Profit after tax transferred from Statement of Profit & Loss Account	2,86,48,606	81,91,413
Less: Adjustment for Depreciation on Fixed Assets	4,71,68,005	1,85,19,399
Total	22,82,37,045	14,87,08,439



3. LONG TERM BORROWINGS

Particulars	As at March 31, 2019	As at March 31, 2018
Secured:		
a) Other Loans & Advances		
i) from Financial Institutions #	7,81,14,590	20,57,60,927
Unsecured:		
a) Loans from Financial Institutions ##	13,21,69,454	6,68,61,977
b) Loans from Others	13,21,69,454	6,68,61,977
Total	21,02,84,044	27,26,22,904

#Secured Loans from Financial Institutions referred above, to the extent of, Buyers Credit, Term Loans and Credit Card Dues.

The Term Loans are secured by means of 1st Pari-Passu charge on the fixed assets of the company, which were created out of the said loans. These term loans are repayable on agreed term: sanctions. Further these loans were secured by motagage of various properties standing in the name of the company and its directors apart from personal Gurantees of the Directors.

Unsecured Loans are raised for business pupose only. No specific security was offered except general lien on the assets of the company.

4. DEFERRED TAX LIABILITY (NET)

Particulars	As at March 31, 2019	As at March 31, 2018
Related to depreciation on Fixed Assets	2,69,27,651	1,60,94,651
Total	2,69,27,651	1,60,94,651

5. SHORT TERM BORROWINGS

Particulars	As at March 31, 2019	As at March 31, 2018
Secured:		
a) Working Capital Loans from Banks#	39,26,95,512	43,32,59,568
Total	39,26,95,512	43,32,59,568

Working capital loan taken from City Union Bank,Axis Bank is secured by hypothecation of stock & book debts, Machinery, land &Buildings

6. TRADE PAYABLES:

Particulars	As at March 31, 2019	As at March 31, 2018
a) Others	19,38,48,794	12,74,71,845
Total	19,38,48,794	12,74,71,845

7. OTHER CURRENT LIABILITIES:

Particulars	As at March 31, 2019	As at March 31, 2018
a)Advance Received from Customers	11,42,716	10,01,18,255
b) Other Payables	9,89,464	84,328
c)Current portion of term loans (payable in next one year)	9,58,81,622	-
Total	9,80,13,802	10,02,02,583

8. SHORT TERM PROVISIONS:

Particulars	As at March 31, 2019	As at March 31, 2018
a) Provision for Employee Benefits	2,42,117	69,534.00
b) Internal Audit Fees payable	30,000	30,000.00
c) Provision for Income Tax	1,02,35,074	36,79,167
Total	1,05,07,191	37,78,701

10. LONG TERM LOANS & ADVANCES:

Particulars	As at March 31, 2019	As at March 31, 2018
a) Security Deposits	1,98,50,706	1,31,54,669
b) MAT credit to be adjusted	52,01,512	52,01,513
Total	2,50,52,218	1,83,56,182

MAT tax credit for A.Y.2015-16 - Rs.27,468/-

MAT tax credit for A.Y.2017-18 - Rs.16,22,739/-

MAT tax credit for A.Y.2018-19 - Rs.35,51,305/-

11. INVENTORIES:

Particulars	As at March 31, 2019	As at March 31, 2018
a) Raw Materials	9,51,79,361	15,67,66,381
b) Work in Progress	2,21,71,660	5,67,98,185
c) Finished Goods	6,16,10,994	3,29,13,208
d) Stock in Trade (Goods acquired for trading)	30,20,032	30,20,033
f) Scrap	9,25,040	3,70,115
-Mode of valuation refer Note-24		
Total	18,29,07,087	24,98,67,922

Sub Note :

Inventories as on 31st March 2019 has been taken, valued as certified by the Management and the same was physically verified by Management on 31st March ,2018

12. TRADE RECEIVABLES:

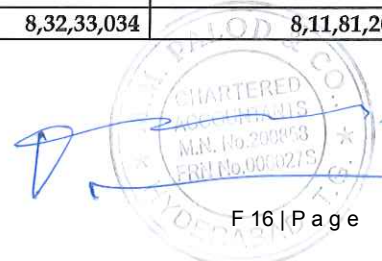
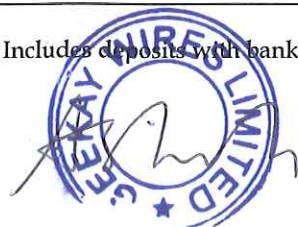
(Unsecured, Considered good)

Particulars	As at March 31, 2019	As at March 31, 2018
Over Six Months	5,85,81,427.87	3,99,75,934
Others	47,37,82,650.95	34,65,56,931
Total	53,23,64,080	38,65,32,865

13. CASH & BANK BALANCES:

Particulars	As at March 31, 2019	As at March 31, 2018
Balance with Banks	4,87,267	3,06,44,282
Cash on Hand	3,90,047	13,02,331
Fixed Deposits*	8,23,55,720	4,92,34,594
Total	8,32,33,034	8,11,81,207

* Includes deposits with banks and margin money against the Bank Guarantee.



14.SHORT TERM LOANS AND ADVANCES

(Unsecured, Considered good)

Particulars	As at March 31, 2019	As at March 31, 2018
a) Advance to Suppliers	-	-
c) Balance with Revenue Authorities	5,85,74,811	11,57,57,792
d) Staff Advance	3,69,500	45,900
e) Others	5,999	-
Total	5,89,50,310	11,58,03,692

15. OTHER CURRENT ASSETS:

Particulars	As at March 31, 2019	As at March 31, 2018
a) Interest accrued on fixed deposits	13,67,324	8,82,234
a) Advance Tax & TDS & TCS	25,98,856	25,44,096
b) Others*	1,82,194	33,368
Total	41,48,374	34,59,698

16. REVENUE FROM OPERATIONS:

Particulars	As at March 31, 2019	As at March 31, 2018
Sale of Products (Total)	2,17,80,26,883	1,23,64,49,784
Operating Income*	2,58,123	3,34,255
Total	2,17,82,85,006	1,23,67,84,039

* Operating income Includes Only Combination fees

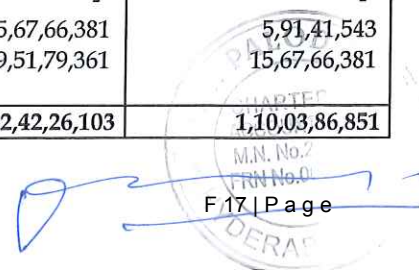
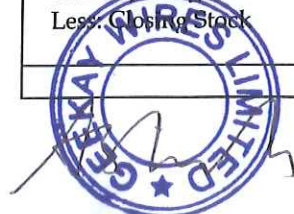
17. OTHER INCOME:

Particulars	As at March 31, 2019	As at March 31, 2018
Interest income	45,44,725	36,19,924
L.D. deduction amount recovered	-	-
Rent Income	-	1,10,000
Commission	32,201	14,264
Service tax input	-	-
Duty credit scrip scheme under MIES scheme	2,77,77,379	1,25,25,271
Duty Draw Back on export sales	1,51,38,662	83,50,181
Profit on Foreign Exchange Fluctuation	2,04,99,333	23,43,816
Rate & Weight Difference	2,64,803	1,60,307
Other Non Operating Income*	73,428	53,206
Total	6,83,30,531	2,71,76,968

* Includes sundry balances written off and other misc. income.

18. COST OF MATERIALS CONSUMED:

Particulars	As at March 31, 2019	As at March 31, 2018
Purchase of Raw Materials	1,68,08,65,030	1,18,39,36,140
Add: Purchase of Consumable stores(exempted)	6,48,07,489	16,94,179
Add: Import Duty	27,04,837	42,59,216
Add: Freight Charges	4,56,02,701	2,51,17,611
Add: Transportation Charges	4,90,113	1,71,935
Add: Clearing and Forwarding Charges	19,66,143	15,00,150
Less: Discount on Purchases	3,37,97,230	1,86,67,542
Less: Rebate on Purchases	-	-
Add: Opening Bal. of Raw materials	15,67,66,381	5,91,41,543
Less: Closing Stock	9,51,79,361	15,67,66,381
Total	1,82,42,26,103	1,10,03,86,851



19. CHANGES IN INVENTORIES

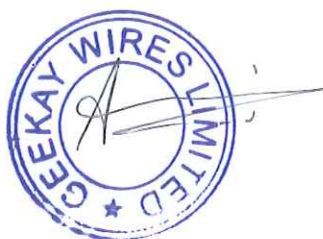
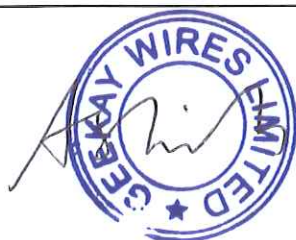
Particulars	As at March 31, 2019	As at March 31, 2018
Finished Goods		
- Opening Balance	3,29,13,208	2,42,64,711
Less: Closing Balance	6,16,10,994	3,29,13,208
Increase/Decrease in Inventory	(2,86,97,786)	(86,48,497)
Work In Progress		
- Opening Balance	5,67,98,185	52,67,856
Less: Closing Balance	2,21,71,660	5,67,98,185
Increase/Decrease in Inventory	3,46,26,525	(5,15,30,329)
Stock In Trade		
- Opening Balance	30,20,033	21,37,608
Less: Closing Balance	30,20,033	30,20,033
Increase/Decrease in Inventory	(0)	(8,82,425)
Others (Packing & HR/CR Sheets)		
- Opening Balance	3,70,115	-
Less: Closing Balance	9,25,040	3,70,115
Increase/Decrease in Inventory	(5,54,925)	(3,70,115)
Total Increase/Decrease In Inventory	53,73,814	(6,14,31,366)

20. EMPLOYEE BENEFIT EXPENSES:

Particulars	As at March 31, 2019	As at March 31, 2018
Salaries & Wages	5,54,82,885	1,67,63,711
Directors Remuneration	34,80,000	34,80,000
Contribution to PF	3,84,532	3,37,496
Staff Welfare Expenses	9,15,977	4,82,720
ESI payments	13,95,406	1,21,663
Total	6,16,58,800	2,11,85,590

21. FINANCE EXPENSES:

Particulars	As at March 31, 2019	As at March 31, 2018
Interest & Discounting Charges	7,26,24,108	5,07,01,664
Bank Charges	51,19,740	33,28,028
Processing Charges	1,88,253	3,46,980
Total	7,79,32,101	5,43,76,673



22. OTHER EXPENSES:

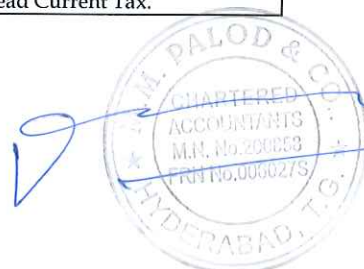
Particulars	As at March 31, 2019	As at March 31, 2018
a) Manufacturing Expenses		
Shortages	29,56,172	13,20,413
Loading & Unloading Charges	24,14,155	14,57,911
Entry Tax	15,33,657	-
Power & Fuel	21,87,637	38,14,132
Hire Charges & Handling Charges	2,57,379	37,687
Electricity Charges	4,67,96,480	3,68,02,924
Labour Charges	-	-
Works Contract Charges	91,14,861	43,21,303
Hamali Charges	606	6,037
Repairs & Maintenance of Machinery	30,69,104	7,10,192
	6,83,30,050	4,84,70,599
b) Administrative Expenses		
Inspection Charges	1,59,333	16,561
Agency Charges	-	10,041
Audit Expenses	-	-
Audit Fee	3,15,000	1,40,000
Audit Fee (Stock Audit)	12,000	-
Internal audit	30,000	30,000
Books & Periodicals	-	-
Calibration Charges	-	20,700
Civil Work Expenses	3,93,362	-
Commission & Brokerage	19,65,641	5,99,847
Communication Expenses	1,38,950	1,77,959
Conveyance & Travelling	37,56,801	24,76,914
Courier & Postage Expenses	4,44,450	6,04,068
Donations	46,000	30,000
Electricity Charges	1,51,892	1,10,023
Factory & Office Maintenance	1,04,391	72,091
Flc Charges	2,07,153	1,20,271
Insurance	6,59,421	2,17,301
Late Despatch Charges	2,16,94,754	48,54,169
Late Filing Fee	92,950	-
LC Discounting & Handling Charges	5,97,084	1,11,060
Licenses & Renewals	7,53,493	6,48,339
Lodging / Boarding Expenses	1,07,288	7,18,046
Membership & Subscription & Renewal	98,314	10,017
Misc Expenses	2,80,620	6,78,322
Listing Ceremony Expenses	-	2,99,248
Office Rent	1,80,000	1,70,000
Petrol Charges	16,122	92,170
Printing & Stationery	13,52,607	22,03,597
Professional Fees	8,32,156	40,09,126
Professional Tax	10,000	10,000
Property Tax	3,88,045	1,80,487
Rate & weight difference	2,66,489	1,29,405
Rates & Taxes	33,760	1,36,721
Registration & Filing Fee	95,381	85,486
Rental Charges	-	7,50,900
Repair & Maintenance to Vehicles	11,72,476	2,54,004
Round off	1,140	10,775
Security Contract Charges	16,58,461	11,75,661
Share issue expenses written off	1,17,811	28,250
Trainee Allowance	51,410	2,86,500
Office Staff Salary	1,74,541	3,12,605
Tender Exps	4,21,501	4,27,850
Testing Charges	7,16,350	2,37,505
Workers Mess Expenses	24,64,200	5,47,980
Vendor Registration Charges	1,53,400	89,238
Weighing Charges	22,510	52,980
AMC Charges	14,808	31,979
Computer Expenses	1,32,548	69,310
Detention Charges	1,600	35,300
Excise Duty Paid on Demand	-	-
Exhibition Expenses	5,82,903	90,000
Fees for Technical Services	-	-
Freight Outward Expenses	2,47,58,811	1,88,90,368
General Expenses	39,125	43,939
EGM E-voting charges	13,000	14,000
Interest on Custom Duty	50,498	2,17,818
Interest on Late Payment(Excise)	36,722	400
Interest on TDS	16,471	9,360



Interest on VAT	-	-
Interest on late payment of service Tax	-	5,105
Interest On Delay Payment	2,181	9,258
Interest On Esic Late Payment	-	68,649
Income Tax Paid	-	18,394
Gst Expenses	5,814	7,982
Drum Cost Advance	(1,03,000)	(1,45,001)
Maintenance Charges	9,200	16,037
Medical Expenses of Staff	1,04,727	76,570
Pollution Expenses	4,120	2,34,098
Stamping & Frankling Expenses	1,57,175	1,03,901
Vehicle Expenses	4,87,197	4,23,560
Water Charges	-	-
Website Expenses	18,600	26,071
Bad Debts written off	10,57,175	-
Consultancy Charges	23,22,429	16,83,550
Stall Expenses	-	4,20,389
Tally Renewal Fees	9,692	66,010
Penalties	2,40,302	3,500
Jobwork charges	3,05,322	-
Accidental Compensation Paid to Staff	7,00,000	-
Cost Audit Fees	50,000	-
DELIVERY CHARGES	2,300	-
DIESEL & FUEL EXPENSES	43,87,023	-
DIRECTORS SITTING FEE	2,10,000	-
ED Expnses	31,931	-
FILLING FEE	6,169	-
Factory Staff Room Rent	16,80,500	-
Internet Expenses	1,20,729	-
Legal Expense	1,900	-
LISTING FEE -NSE	15,000	-
Material Rejection Expenses	27,77,374	-
MEIS LIC. REGISTRATION CHARGES	97,850	-
Misc. Recovery Expenses	49,246	-
Petty Expenses	400	-
Pooja Expenses	11,000	-
PV Expenses	32,01,443	-
Refix Expenses (Risk Purchase)	1,30,975	-
ROAD TAX	16,580	-
Taxes & Fees	57,635	-
Transaction Fee	15,917	-
Write Off Balances	(4,29,219)	-
Ware House Charges	5,104	-
WAREHOUSE RENT	9,84,960	-
LOSS ON SALE OF MEIS SCRIP	5,44,032	-
	8,70,73,524	4,55,56,764
c) Selling and Distribution Expenses		
Commisison on Sales	80,62,954	35,88,970
Advertisement and Busines Promotion Expenses	5,62,188	7,967
Packing expense	3,73,704	(34,432)
Sales Tax and Service Tax	16,170	4,64,020
Export Charges	4,12,90,528	1,99,19,855
	5,03,05,544	2,39,46,380
Total	20,57,09,119	11,79,73,743

Note : 23

During the year, Current Tax debited to profit and loss A/c is a figure of total tax Payable under Income tax . Till Financial Year 2017-18 the company was debiting Net Tax Payable to the profit and Loss A/c under the head Current Tax.



GEEKAY WIRES LIMITED
FIXED ASSETS AS ON 31-03-2019

Sl.no	Description of Asset	GROSS BLOCK				DEPRECIATION				NET BLOCK	
		Cost as on 01.04.2018 Rs.	Additions made During the year	Deletions Made During the Year	Total as on 31.03.19 Rs.	Depreciation As on 01.04.18	Depreciation for the Year Rs.	Deletions During the Year	Total Depreciation Rs.	WDV As on 31.03.19	WDV As on 31.03.18
1	LAND	76965040	900000		77865040	0	0	0	0	77865040	76965040
2	FACTORY & OFFICE BUILDING	50443135	916795		51359930	14239192	1679461		15918653	35441277	36203943
3	PLANT AND MACHINERY	257091690	61960743	-700000	318352433	46423197	18303270	-89113	64637354	253715079	210668493
4	OFFICE EQUIPMENT	1931123	367610		2298733	971284	305125		1276409	1022324	959839
5	COMPUTER	1772785	207349		1980134	1355884	250101		1605985	374149	416900
6	FURNITURE & FIXTURES	3608734	84000		3692734	2267847	347901		2615748	1076986	1340887
7	ELECTRICAL INSTALLATIONS	1335272	0		1335272	775113	86843		861956	473316	560159
8	VEHICLES	4886884	5539397	-796525	9629756	1898693	1164816	-609682	2453827	7175929	2988193
9	DG SET	1735000	0		1735000	1581327	153673		1735000	0	153673
10	NEW ROAD	180000	0		180000	180000	0		180000	0	0
	Total	39,99,49,662	6,99,75,894	(14,96,525)	46,84,29,031	6,96,92,537	2,22,91,189	(6,98,795)	9,12,84,932	37,71,44,099	33,02,57,127

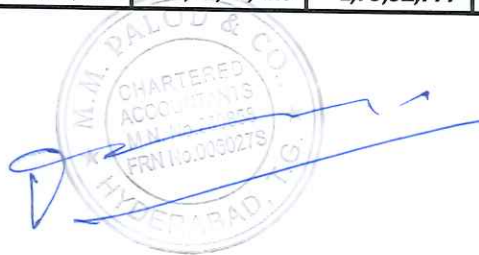
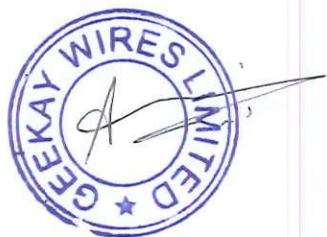


SCHEDULE - 2

GEEKAY WIRES LTD
HYDERABAD

Statement of Fixed Assets & Depreciation as per I.T. Act, 1961 for the previous year 2018-19

Description of Assets	Rate of Dep.	W.D.V as on 01.04.18	Additions/ Deletions			Total	Depreciation		Total Depreciation	W.D.V as on 31.03.19
			up to 03.10.2018	after 03.10.2018	Deletion		up to 03.10.2018	after 03.10.2018		
LAND	0%	7,69,65,040	9,00,000	-	-	7,78,65,040	-	-	-	7,78,65,040
FACTORY & OFFICE BUILDING (DG SET INCLUDED)	10%	2,64,19,829	9,16,795	-	-	2,73,36,624	27,33,662	-	27,33,662	2,46,02,962
FURNITURE & FIXTURES	10%	18,48,701	-	84,000	-	19,32,701	1,84,870	4,200	1,89,070	17,43,631
PLANT AND MACHINERY*	15%	16,77,92,449	5,01,72,109	1,17,88,634	7,00,000	22,90,53,192	4,26,24,106	1,38,57,446.55	5,64,81,552	17,25,71,640
OFFICE EQUIPMENT	15%	12,26,671	260691	106919	-	15,94,281	2,23,104	8,019	2,31,123	13,63,158
ELECTRICAL INSTALLATIONS	15%	5,46,377	-	-	-	5,46,377	81,957	-	81,957	4,64,420
VEHICLES	15%	33,20,077	54,67,787	71,610	3,90,000	84,69,474	12,59,680	5,371	12,65,050	72,04,424
COMPUTER	40%	4,71,080	92,417	1,14,932	-	6,78,429	2,25,399	22,986	2,48,385	4,30,044
TOTAL		27,85,90,224	5,78,09,799	1,21,66,095	10,90,000	34,74,76,118	4,73,32,777	1,38,98,023	6,12,30,800	28,62,45,318



GEEKAY WIRES LIMITED
11-70/5, G.P.Complex, Balanagar, Hyderabad – 500 018.

Notes to the Accounts as on 31-03-2019

Note No.24

A) SIGNIFICANT ACCOUNTING POLICIES:

1. Basis of Preparation of Financial Statements:

The financial statements of the Company have been prepared in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP) to comply with the Accounting Standards specified under Section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014 and the relevant provisions of the Companies Act, 2013 ("the Act"). The financial statements have been prepared on accrual basis under the historical cost convention. The accounting policies adopted in the preparation of the financial statements are consistent with those followed in the previous year.

2. Use of Estimates:

The preparation of the financial statements in conformity with Indian GAAP requires the Management to make estimates and assumptions considered in the reported amounts of assets and liabilities (including contingent liabilities) and the reported income and expenses during the year. The Management believes that the estimates used in preparation of the financial statements are prudent and reasonable. Future results could differ due to these estimates and the differences between the actual results and the estimates are recognized in the periods in which the results are known / materialize.

3. Inventories:

- (i) Raw Materials have been valued at cost or market value whichever is less.
- (ii) Work in progress has been valued at lower of cost or realizable value.
- (iii) Finished goods have been valued at lower of cost or realizable value.

4. Cash flow statement:

Cash flows are reported using the indirect method, whereby profit / (loss) before extraordinary items and tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the Company are segregated based on the available information.

5. Current / Non-current classification:

The Schedule III to the Act requires assets and liabilities to be classified as either Current or Non-current.

An asset is classified as current when it satisfies any of the following criteria:

- (i) it is expected to be realized in, or is intended for sale or consumption in, the Company's normal operating cycle;
- (ii) it is held primarily for the purpose of being traded;
- (iii) it is expected to be realized within twelve months after the reporting date; or



- (iv) It is cash or a cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least twelve months after the reporting date.

All other assets are classified as non-current.

A liability is classified as current when it satisfies any of the following criteria:

- (i) it is expected to be settled in, the Company's normal operating cycle;
- (ii) it is held primarily for the purpose of being traded;
- (iii) it is due to be settled within twelve months after the reporting date; or
- (iv) The Company does not have an unconditional right to defer settlement of the liability for at least twelve months after the reporting date. Terms of a liability that could, at the opinion of the counterparty, result in its settlement by the issue of equity instruments do not affect its classification.

All other liabilities are classified as non-current.

6. Revenue Recognition:

- (i) Sale is inclusive of Excise, Sales Tax and other charges.
- (ii) The company follows mercantile system of accounting and recognizes significant items of income and expenditure. Revenue is recognized only when it is reasonably certain that ultimate collection will be made.
- (iii) Interest income is booked on time proportion basis.

7. Fixed assets and depreciation :

- (i) Tangible assets are stated at cost, less accumulated depreciation and impairment, if any. Direct costs are capitalized until such assets are ready for use. Capital work-in-progress comprises the cost of fixed assets that are not yet ready for their intended use at the reporting date.
- (ii) Depreciation:
Depreciation on Tangible Fixed Assets is provided on straight line method on useful lives of the assets as prescribed in Schedule II to the Companies Act, 2013.

8. Employee Benefits:

The management is of opinion that since number of employees of the company is less than as provided under the act and accordingly making provision of the gratuity does not arise. However, if payment on account of gratuity arises due to happening of any incidents as provided under the applicable provisions of the law, the same will be accounted for on cash basis.

9. Borrowing Costs:

Borrowing costs are charged to revenue except where such cost are attributable to the acquisition or construction of qualifying assets in which case it is capitalized as a part of the cost. A qualifying asset is one that necessarily takes substantial period of time to get ready for intended uses.

10. Segment Reporting:

Provisions of Accounting Standard (AS) – 17 issued by the ICAI on 'Segment Reporting' are not been applicable to the Company.



11. Leases:

Lease Payments are recognized as an expense in the Statement of Profit and Loss of the year to which they relate.

12. Earnings per share (EPS):

The Basic EPS is computed by dividing the net / profit (loss) attributable to the equity shareholders for the year by the weighted average number of equity shares outstanding during the reporting period. Diluted EPS is computed by dividing the net profit / (loss) as adjusted for dividend, interest and other charges to expense or income (net off any attributable taxes) relating to the dilutive potential equity shares by the weighted average number of equity and dilutive equity equivalent shares outstanding during the year, except where the results would be anti-dilutive.

13. Taxes on income:

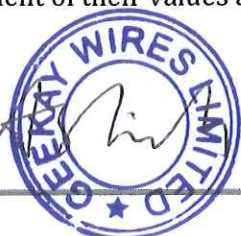
- (i) Current tax is the amount of tax payable on the taxable income for the year as determined in accordance with the applicable tax rates and the provisions of the Income Tax Act, 1961 and other applicable tax laws.
- (ii) Deferred tax is recognized on timing differences, being the differences between the taxable income and the accounting income that originate in one period and are capable of reversal in one or more subsequent periods. Deferred tax is measured using the tax rates and the tax laws enacted or substantively enacted as at the reporting date. Deferred tax liabilities are recognized for all timing differences. Deferred tax assets are recognized for timing differences of items other than unabsorbed depreciation and carry forward losses only to the extent that reasonable certainty exists that sufficient future taxable income will be available against which these can be realized. However, if there are unabsorbed depreciation and carry forward of losses and items relating to capital losses, deferred tax assets are recognized only if there is virtual certainty supported by convincing evidence that there will be sufficient future taxable income available to realize the assets.

14. Provisions and contingent liabilities:

- (i) The Company creates a provision where there is present obligation as a result of a past event that probably requires an outflow of resources and a reliable estimate can be made of the amount of the obligation.
- (ii) A disclosure for a contingent liability is made where there is a possible obligation that may, but probably will not require an outflow of resources.
- (iii) When there is a possible obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made.

15. Impairment of Assets:

Fixed assets are realizable at least to the extent of the values stated against them. Consequently, no impairment of their values as per AS-28 in the opinion of management.



16. Intangible Assets:

Intangible Assets are stated at their cost of acquisition, less accumulated amortization and impairment losses thereon. An Intangible Asset is recognized, where it is probable that the future economic benefits attributable to the Asset will flow to the enterprise and where its cost can be reliably measured.

B) NOTES TO THE ACCOUNTS

1) **Contingent Liabilities not provided for :** (Rs. Lakhs)

	2017-2018	2016-17
i) Claim against the Company not acknowledged as debts.	Rs. NIL	Rs. NIL
ii) Estimate Value of Contracts assigned by the Company and remaining to be executed.	Rs. NIL	Rs. NIL
iii) Guarantees issued by the bank on behalf of the Company.	Rs. 2300	Rs. 1585

- 2) In the opinion of the Management, the current asset, loans & advances are approximately of the value stated, if realized in normal course of the business of the company. The provision for depreciation and all known liabilities made except where specifically stated otherwise is considered adequate and not in excess of amounts reasonably considered necessary.
- 3) The Balances to the debit of or credit of the various parties' accounts appearing in sundry debtors, loans and advances, unsecured loans, sundry creditors and other liabilities are subject to confirmation.
- 4) Depreciation on Fixed Assets has been provided during the year to the tune of Rs.2.23 Cr's, as per the revised rates prescribed under Schedule II of the Companies Act, 2013.
- 5) Fixed assets are realizable at least to the extent of the values stated against them. Consequently, no impairment of their values as per AS-28 in the opinion of management.

6) **Information on Related Party Disclosures (AS-18) :**

Name of the Party	Relation	Nature of Transaction	As on 31.03.2019	As on 31.03.2018
Anuj Kandoi	Director	Remuneration	10,80,000.00	10,80,000.00
Ashish Kandoi	Director	Remuneration	10,80,000.00	10,80,000.00
Ghanshyam Dass	Director	Remuneration	13,20,000.00	13,20,000.00
Renu Kandoi	Director	Sitting Fees	55,000.00	-
Anuj Kandoi	Director	Interest	1,115,905.00	7,75,582.00
Ashish Kandoi	Director	Interest	694,876.00	1,00,701.00
Ghanshyam Dass	Director	Interest	2,872,331.00	4,83,856.00
Renu Kandoi	Director	Interest	79,802.00	72,024.00
Anuj Kandoi	Director	Loan Received	-	50,00,000.00
Ashish Kandoi	Director	Loan Received	-	57,00,000.00

Ghanshyam Dass	Director	Loan Received	-	216,00,000.00
Kandoi Industries India Pvt Limited	Common control entity	Purchase of materials	212,936,220.00	20,58,41,775.00
Kandoi Industries India Pvt Limited - Vizag Unit	Common control entity	Purchase of materials	44,190,883.00	4,15,336.00

7) Earnings in Foreign exchange:
FOB value of Exports

2018-19 2017-18
Rs. 96,69,82,636 Rs. 45,05,35,673/-

8) Expenditure in Foreign currency during the year

(Rs. Lakhs)

On account of:	2018-19	2017-18
a. Plant and Machinery	Rs. 470.7691	Rs. 549.866
b. Raw Material	Rs. 560.7291	Rs. 140.856
c. Foreign travel	Rs. 0.00	Rs. .00
d. Consumable items	Rs. 26.7627	Rs. 155.510
e. Packing Material	Rs. 130.0133	Rs. 0.00

9) Details of Deferred Taxes: (AS -22)

Break up of Deferred tax liability:	Current Year	Previous Year
Depreciation as per Companies Act	22,291,189	14,070,034
Depreciation as per Income Tax	61,230,800	43,455,813
Difference	38,939,611	29,385,779
DT Liability @ 27.82% for Current Year	10,833,000	9,080,205
Opening Balance of DTL	16,094,651	7,014,446
Final DTL to be provided as on 31.03.2019	26,927,651	1,609,451

10) AUDITORS REMUNERATION

	Current Year	Previous Year
Statutory Auditors	Rs. 1,15,000	Rs. 60,000
Tax Audit Fees	Rs. 50,000	Rs. 40,000
Taxation	-	Rs. 40,000
GST Audit Fees for FY 2017-18,2018-19	Rs. 1,50,000	

11) Previous Year figures have been regrouped wherever necessary to confirm to the current year classification and figure are presented to the nearest rupee value.

- 12) Foreign Entity was incorporated in the Financial year 2017-18 and incorporation Expenses Rs. 86,117/- is charged to Profit and Loss A/c of Domestic Company as a Prudent measure and Filing Expenses for the Calendar year 2018 Rs. 47,484/- pertains to foreign entity is absorbed by the Domestic Company. Consolidation of Foreign entity Financial Statements with the Domestic Company not made for the reasons that there is no investment in form of Investment or Subscription of share Capital as per AS-21.
- 13) Trade Receivables, Trade payables, Loans & Advances , cash on hand has been taken at Book Value subject to confirmation and reconciliations.
- 14) Loans & Advances are considered good in respect of which company does not hold any security other than the personal guarantee of persons.
- 15) All Assets & liabilities are presented as current and non current as per criteria set out in Schedule - III to the companies Act 2013 as notified by the ministry of corporate affairs. Based on the Nature of operation of the company and realization from the trade receivable, the company has ascertained its operating cycle of less than 12 months period has been considered for the purpose of current/Non current classification of Assets and Liabilities.

16) Capacity of Plant :

Class of Goods	UOM	Installed Capacity
Wire Division (GSS Wire & GS Wire)	MTS	24,000
Nails Division (Steel Nails, Wire Collated Nails Paper Collated Nails, Plastic Collated Nails)	MTS	15,000

OUR REPORT OF EVEN DATE ATTACHED

For MM PALOD & CO.,
Chartered Accountants,
FRN.0060207S

(Murali Manohar Palod)
Proprietor
M.No.200858

FOR AND ON BEHALF OF THE BOARD

1.

2.

DIRECTORS

PLACE: HYDERABAD
DATE: 29/05/2019

M/S GEEKAY WIRES LIMITED
11-70/5, G.P.COMPLEX, BALANAGAR, HYDERABAD-500018

CASH FLOW STATEMENT FOR THE PERIOD ENDED 31ST MARCH, 2019

Sl. No.	Particulars	Year ended 31 March, 2019	Year ended 31 March, 2018
A)	CASH FLOW FROM OPERATING ACTIVITIES		
	Net Profit before Tax	4,94,24,412.21	1,73,99,482.27
	<u>Adjustment for :</u>		
	Depreciation & Amortization Expenses	2,22,91,189.00	1,40,70,034.34
	Interest paid	7,26,24,107.54	5,06,63,220.46
	Profit on Sale of Fixed Asset	(2,92,269.51)	-
	Profit From Foreign Exchange Fluctuations	2,04,99,332.55	
	Interest Received	-	(36,19,924.00)
	Operating profit before Working Capital changes	16,45,46,771.79	7,85,12,813.06
	<u>Adjustment for</u>		
	Increase(Decrease) in Other Non Current Assets		
	Increase(Decrease) in Inventories	6,69,60,834.94	(15,90,56,203.61)
	Increase(Decrease) in Trade receivables	(14,58,31,214.97)	(18,43,84,192.85)
	Increase(Decrease) in Short term loan & Advances	5,68,53,382.49	(3,30,35,119.39)
	Increase(Decrease) in Other Current Assets	(6,88,675.90)	(21,54,941.26)
	Increase(Decrease) in Short term borrowings		
	Increase(Decrease) in Trade Payables	6,63,76,949.37	9,03,60,278.73
	Increase(Decrease) in Other Current Liabilities	(21,88,780.54)	6,96,08,405.66
	Increase(Decrease) in Short term provisions	67,28,489.63	15,76,296.90
	Cash generated from operations	4,82,10,985.02	(21,70,85,475.82)
	Net Cash flow from Operations	21,27,57,756.81	(13,85,72,662.76)
B)	CASH FLOW FROM INVESTING ACTIVITIES		
	Purchase of Tangible Assets	(6,99,75,894.00)	(8,13,22,176.61)
	Sale of Tangible Assets	10,90,000.00	
	Profit on Sale of Fixed Asset	2,92,269.51	
	Plan Approval fees (Capital Work In progress)	(12,34,837.00)	
		(6,98,28,461.49)	(8,13,22,176.61)
C)	CASH FLOW FROM FINANCIAL ACTIVITIES		
	Issue of Sahres	7,20,80,000.00	10,99,56,000.00
	Increase(Decrease) in Longterm Liabilities	(6,23,38,859.40)	7,96,47,212.66
	Increase(Decrease) in Longterm Loans and Advances	(66,96,036.00)	(32,93,490.38)
	Increase(Decrease) in Short Term Borrowings	(4,05,64,055.86)	12,31,06,007.76
	Interest paid	(7,26,24,107.54)	(5,06,63,220.46)
	Income Tax	(1,02,35,073.63)	(1,27,864.00)
	Interest Received	-	36,19,924.00
		(12,03,78,132.43)	26,22,44,569.58
	Net Increase (Decrease) in Cash & Cash Equivalents	2,25,51,162.89	4,23,49,730.21
	Opening Balance of Cash & Cash Equivalents	8,11,81,207.43	3,88,31,476.92
	Less : Profit From Foreign fluctiaions	(2,04,99,332.55)	
	Closing Cash & Cash Equivalents	8,32,33,037.77	8,11,81,207.43

For GEEKAY WIRES LIMITED

1

Ashish Kandoi
CFO & Whole Time Director
(DIN No. 00463257)

2

Anuj Kandoi
Whole Time Director
(DIN No. 00463277)

2

Vide our Report of Even Date
For MM PALOD & CO.,
Chartered Accountants

Proprietor

(Murli Manohar Palod)

M.No.200858

Place: Hyderabad

Date: May 29, 2019

GEEKAY WIRES LTD
FINANCIAL STATEMENTS FOR THE YEAR ENDING 31.03.2019

Calculation of Deffered Tax Liability

Depreciation as per Companies Act	2,22,91,189.45
Depreciation as per Income Tax	6,12,30,800.04
Difference	<u>(3,89,39,610.59)</u>
DT Liability @ 27.82% for Curent Year	1,08,32,999.67
Opening Balance of DTL	1,60,94,651.00
Final DTL to be provided as on 31.03.2019	2,69,27,650.67





Ref: UDIN - 19200858AAAA157071

Date:

Independent Auditor's Limited Review Report on Un-Audited Financial Results of GEEKAY WIRES LIMITED for the Half yearly ended on September 30, 2019 Pursuant to the Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Review report to the **Board of Directors of Geekay Wires Limited,**

We have reviewed the accompanying statement of unaudited financial results of **Geekay Wires Limited** for the half year period ended on **30th September 2019**. This statement is the responsibility of the Company's Management and has been approved by the Board of Directors/ Committee of Board of Directors. Our responsibility is to issue a report on these financial statements based on our review.

We conducted our review of the statements in accordance with the Standard on Review Engagement (SRE) 2410, "Review of Interim Financial Information Performed by the Independent Auditor of the Entity", issued by the Institute of Chartered Accountants of India. This standard requires that we plan and perform the review to obtain moderate assurance as to whether the financial statements are free of material misstatement. A review is limited primarily to inquiries of company personnel and analytical procedures applied to financial data and thus provides less assurance than an audit. We have not performed an audit and accordingly, we do not express an audit opinion.

Based on our review conducted as above, nothing has come to our attention that causes us to believe that the accompanying statement of unaudited financial results prepared in accordance with applicable accounting standards and other recognized accounting practices and policies has not disclosed the information required to be disclosed in terms of regulation 33 of SEBI (Listing Obligations and Disclosure Requirement) Regulations 2015, including the manner in which it is to be disclosed, or that it contains any material misstatement.

Our conclusion is not modified in respect of this matter.

Note:-This report supercedes our previous report issued on 14/11/2019; due to changed format as per new SEBI guidelines this report is issued.

Place : Hyderabad
Date: 06th December 2019

For M.M. PALOD & CO.,
Chartered Accountants
FRN.006027S



Murali Manohar Palod
(Proprietor)
M.No. 200858

OFFICE

GEEKAY WIRES LIMITED
(CIN : L28999TG1989PLC010271)

REGISTERED OFFICE : 11-70/5, G.P.COMPLEX, BALANAGAR, HYDERABAD-500018 (TELANGANA)

Standalone Statement of Assets & Liabilities as on Half Year Ended 30th September 2019

Amount in Rs.

Particulars	Half Year Ending 30.09.2019 (Unaudited)	Half Year Ending 30.09.2018 (Unaudited)	As at March 31, 2019 (Audited)
I. EQUITY AND LIABILITIES			
(1) Shareholder's Funds			
(a) Share Capital	10,45,20,000	8,33,20,000	10,45,20,000
(b) Reserves and Surplus	26,27,28,795	15,78,64,974	22,82,37,046
(2) Share application money pending allotment			
(3) Non-Current Liabilities			
(a) Long-term borrowings	34,44,73,783	35,94,30,585	21,02,84,044
(b) Deferred tax liabilities (Net)	2,69,27,651	1,83,18,262	2,69,27,651
(c) Other Long term liabilities	-	-	-
(d) Long term provisions	-	-	-
(4) Current Liabilities			
(a) Short-term borrowings	41,77,88,712	41,90,17,985	39,26,95,512
(b) Trade payables	8,32,30,946	19,73,38,264	19,38,48,794
(c) Other current liabilities	78,90,118	47,39,833	9,80,13,802
(d) Short-term provisions	93,49,136	37,82,475	1,05,07,191
Total	1,25,69,09,141	1,24,38,12,378	1,26,50,34,040
II. Assets			
(1) Non-current assets			
(a) Fixed assets			
(i) Tangible assets	39,01,04,843	36,40,07,371	37,71,44,099
(ii) Intangible assets	-	-	-
(iii) Capital work-in-progress	-	-	12,34,837
(iv) Intangible assets under development	-	-	-
(b) Non-current investments			
(c) Deferred tax assets (net)	-	-	-
(d) Long term loans and advances	3,07,73,571	2,50,85,361	2,50,52,218
(e) Other non-current assets	-	-	-
(2) Current assets			
(a) Current investments	-	-	-
(b) Inventories	14,22,60,324	26,27,62,758	18,29,07,088
(c) Trade receivables	42,30,17,684	43,84,50,416	53,23,64,080
(d) Cash and cash equivalents	14,14,46,525	5,33,16,903	8,32,33,034
(e) Short-term loans and advances	7,92,96,573	9,85,54,849	5,89,50,310
(f) Other current assets	5,00,09,621	16,34,720	41,48,374
Total	1,25,69,09,141	1,24,38,12,378	1,26,50,34,040

Notes :-

1. The above results have been reviewed by the Audit committee and taken on record by Board of Directors at their respective meetings held on 14th November 2019 and the same have been audited by the Peer Reviewed Auditors of the company.

2. Figures are regrouped / rearranged , wherever considered necessary.

For GEEKAY WIRES LIMITED

1

Ashish Kandoi
CFO & Whole Time Director
(DIN No. 00463257)

2

Anuj Kandoi
Whole Time Director
(DIN No. 00463277)



Vide our Report of Even Date

For MM PALOD & CO.,

Chartered Accountants

ACSOIN-01

M.N. No. 200858

FRN No. 0060279

Proprietor

(Murli Manohar Palod)

M.No.200858

Place: Hyderabad

Date: 14th November 2019

GEEKAY WIRES LIMITED

(CIN : L28999TG1989PLC010271)


REGISTERED OFFICE : 11-70/5, G.P.COMPLEX, BALANAGAR, HYDERABAD-500018 (TELANGANA)


Unaudited Financial Results for the Half year Ended 30th Sep 2019

Amount in Rs.

Particulars	6 Months Ended on 30/09/2019 (Unaudited)	6 Months Ended on 31/03/2019 (Unaudited)	6 Months Ended on 30/09/2018 (Unaudited)	Year ending 31.03.2019 (AUDITED)
I. Revenue from operations	1,07,54,13,643	1,19,58,41,426	98,24,43,580	2,17,82,85,006
II. Other Income	1,65,51,341	2,89,01,897	3,94,28,634	6,83,30,531
III. Total Revenue (I + II)	1,09,19,64,984	1,22,47,43,323	1,02,18,72,214	2,24,66,15,537
IV. Expenses:				
Cost of materials consumed	79,39,63,842	1,02,18,38,512	80,23,87,591	1,82,42,26,103
Purchase of Stock-in-Trade	-	-	-	-
Changes in inventories of finished goods, work-in-progress and Stock-in-Trade	7,75,98,700	(1,20,95,994)	1,74,69,809	53,73,814
Employee benefit expense	3,87,24,069	3,95,77,277	2,20,81,523	6,16,58,800
Financial costs	3,45,60,819	4,11,42,720	3,67,89,381	7,79,32,100
Depreciation and amortization expense	1,13,41,480	1,16,99,871	1,05,91,318	2,22,91,189
Other expenses	10,21,70,265	8,81,17,728	11,75,91,391	20,57,09,118
Total Expenses	1,05,83,59,175	1,19,02,80,113	1,00,69,11,013	2,19,71,91,124
V. Profit before exceptional and extraordinary items and tax (III - IV)	3,36,05,810	3,44,63,210	1,49,61,201	4,94,24,413
VI. Exceptional Items	-	2,92,270	-	2,92,270
VII. Profit before extraordinary items and tax (V - VI)	3,36,05,810	3,47,55,480	1,49,61,201	4,97,16,681
VIII. Extraordinary Items	-	-	-	-
IX. Profit before tax (VII - VIII)	3,36,05,810	(1,49,61,201)	1,49,61,201	4,97,16,681
X. Tax expense:				
(1) Current tax after adjusting MAT Credit	93,49,136	66,54,017	35,81,057	1,02,35,074
(2) Deferred tax	-	86,09,389	22,23,611	1,08,33,000
XI. Profit(Loss) from the period from continuing operations (IX-X)	2,42,56,673	1,94,92,074	91,56,533	2,86,48,607
XII. Profit/(Loss) from discontinuing operations	-	-	-	-
XIII. Tax expense of discounting operations	-	-	-	-
XIV. Profit/(Loss) from Discontinuing operations (XII - XIII)	-	-	-	-
XV. Profit/(Loss) for the period (XI + XIV)	2,42,56,673	1,94,92,074	91,56,533	2,86,48,607
XVI. Earning per equity share:				
(1) Basic	2.32	1.86	1.10	2.74
(2) Diluted	2.32	1.86	1.10	2.74
XVII. Paid-up equity share capital (Face Value Rs. 10/- each)	10,45,20,000	10,45,20,000	8,33,20,000	10,45,20,000
XVIII. Reserves excluding Revaluation Reserves as per Balance sheet of Previous accounting year	18,14,34,005	14,87,08,440	14,87,08,440	14,87,08,440

For GEEKAY WIRES LIMITED

1 
 Ashish Kandoi
 CFO & Whole Time Director
 (DIN No. 00463257)

2 
 Anuj Kandoi
 Whole Time Director
 (DIN No. 00463277)



Vide our Report of Even Date

For MM PALOD & CO.,
 Chartered Accountants
 FRN:00602075


 Proprietor
 Murli Manohar Palod
 M.No.200858

Place: Hyderabad
 Date: 14th November 2019

GEEKAY WIRES LIMITED
(CIN :L28999TG1989PLC010271)

REGISTERED OFFICE : 11-70/5, G.P.COMPLEX, BALANAGAR, HYDERABAD-500018 (TELANGANA)

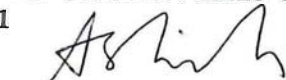
Cash Flow Statement for the period ended september 30, 2019

PARTICULARS	30.09.2019	31.03.2019
CASH FLOW FROM OPERATING ACTIVITIES		
Profit before tax	3,36,05,809.53	4,94,24,412.21
Adjustment for:		
Add: Depreciation	1,13,41,480.00	2,22,91,189.00
Add: Interest expenses	3,45,60,818.58	7,26,24,107.54
Add: Preliminary & issue Expenses w/off	-	
Less: Interest income including accrued		
Less: Profit on sale of asset (net)		(2,92,269.51)
Add/(Less) Deferred Tax Liability		
Operating Profit before Working capital changes	7,95,08,108.11	14,40,47,439.24
Adjustments for:		
Increase / (Decrease) in Trade Payables	(11,06,17,848.17)	6,63,76,949.37
Increase / (Decrease) in Other Current Liabilities	(7,55,37,675.52)	45,39,709.09
(Increase) / Decrease in other current Assets	(2,55,60,746.00)	12,31,25,541.53
(Increase) / Decrease in Trade Receivables	10,93,46,396.37	(14,58,31,214.97)
(Increase) / Decrease in Deferred Tax Asset		
Increase / (Decrease) in Provisions		
Net Changes in Working Capital	(10,23,69,873.32)	4,82,10,985.02
Cash Generated from Operations	(2,28,61,765.21)	19,22,58,424.26
Taxes paid including FBT	-	
Net Cash Flow from Operating Activities (A)	(2,28,61,765.21)	19,22,58,424.26
CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of Fixed Assets	(2,30,67,384.37)	(6,99,75,894.00)
Proceeds from sale of fixed assets		10,90,000.00
Profit on sale of asset (net)		2,92,269.51
Plan approval fees(capital work in progress)		(12,34,837.00)
(Increase) / Decrease in Loans and Advances	45,13,721.00	
Interest Received	-	
Net Cash Flow from Investing Activities (B)	(1,85,53,663.37)	(6,98,28,461.49)
CASH FLOW FROM FINANCING ACTIVITIES		
Issue of share capital		7,20,80,000.00
Share Application Money		(7,26,24,107.54)
Interest expense	(3,45,60,818.58)	(6,23,38,859.40)
Proceeds from Long term borrowings	13,41,89,738.53	(4,72,60,091.86)
Proceeds from Short term borrowings		
Proceeds from Deposits, loans & other items		
Secured Loans Taken / (Repaid)		
Income tax paid		(1,02,35,075.00)
Net Cash Flow from Financing Activities (C)	9,96,28,919.95	(12,03,78,133.80)
Net Increase / (Decrease) in Cash & Cash Equivalents	5,82,13,491.37	20,51,828.97
Cash and cash equivalents at the beginning of the year / Period	8,32,33,034.00	8,11,81,205.00
Cash and cash equivalents at the end of the year/Period	14,14,46,525.37	8,32,33,034.00

NOTE:- The above Cash Flow Statement has been prepared under "Indirect Method" as set out in the Accounting Standard (AS) - 3 on Cash Flow Statements" issued by the Institute of Chartered Accountants of India.

For GEEKAY WIRES LIMITED

1



Ashish Kandoi
CFO & Whole Time Director
(DIN No. 00463257)



2



Anuj Kandoi
Whole Time Director
(DIN No. 00463277)

Vide our Report of Even Date
For MM PALOD & CO.,

Chartered Accountants
FRN.0060207S



Proprietor
(Murli Manohar Palod)

M.No.200858
Place: Hyderabad
Date: 14th November 2019

Notes:

1. The above financial results have been reviewed by the Statutory Auditors, recommended by the Audit Committee and approved by the Board of Directors at their meeting held on 14th November, 2019.
2. The Auditors has given their Limited Review Report on the Un-Audited financial results for the half year ended on September 30, 2019 which was also reviewed by Audit Committee and the Board on 14th November, 2019.
3. As per MCA Notification dated 16th February, 2015 Companies whose Shares are listed on SME exchange as referred to in Chapter XB of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009, are exempted from the compulsory requirement of adoption of IND-AS.
4. Previous Year/Period figures are regrouped / rearranged, whenever necessary.
5. The provision of Minimum Alternative Tax (MAT) credit for FY 2018-19 is Rs 1,02,35,074.00 .The same is recorded in current financial year which is included in the balance of Reserve and surplus.
6. The Company does not have any subsidiary, associates or joint venture as on 30th September, 2019; therefore, it has prepared only standalone results as consolidation requirement is not applicable to the Company.
7. The Bank Balance is included in Cash and Cash Equivalents of the Company.
8. The above financials are available on the Company's website - : www.geekaywires.com
9. The Status of investor complaints received by the Company are as follows:
 - i. Received during the period from 1st April, 2019 to 30th September, 2019: NIL
 - ii. Disposed during the period from 1st April, 2019 to 30th September, 2019: NIL
 - iii. Pending as on 30th September, 2019: NIL





SECTION VII - LEGAL AND OTHER INFORMATION

OUTSTANDING LITIGATIONS AND MATERIAL DEVELOPMENTS

Except as described below, there are no outstanding litigations, suits, civil or criminal prosecutions, proceedings before any judicial, quasi-judicial, arbitral or administrative tribunals, including pending proceedings for violation of statutory regulations or, alleging criminal or economic offences or tax liabilities or any other offences (including past cases where penalties may or may not have been awarded and irrespective of whether they are specified under paragraph (a) of Part I of Schedule V of the Companies Act, 2013) against our Company, our Directors, our Promoter and our Group Entities that would have a material adverse effect on our business. There are no defaults, non-payments or overdue of statutory dues, institutional/bank dues and dues payable to holders of debentures or fixed deposits and arrears of cumulative preference shares that would have a material adverse effect on our business.

Further, as except disclosed in this section, our Board of Directors do not consider any other outstanding litigation or past penalties involving our Company, our Promoters, and our Directors as material as on the date of this Information Memorandum. Our Board of Directors considers dues owed by our Company to the small scale undertakings and other creditors exceeding T 1,00,000 as material dues for our Company. This materiality threshold has been approved by our Board of Directors pursuant to the resolution passed on March 14, 2017.

All terms defined in a particular litigation are for that particular litigation only.

LITIGATION INVOLVING OUR COMPANY

A. LITIGATION AGAINST OUR COMPANY

1. Litigations involving Criminal matters

NIL

2. Litigation Involving Actions by Statutory/Regulatory Authorities

NIL

3. Litigation involving Tax Liabilities

(i) Direct Tax Liabilities

Sr. No.	Type of Direct Tax	No. of Cases	Amount in dispute/demanded (in ₹)
1.1.	NIL	NIL	NIL
Total			NIL

(ii) Indirect Taxes Liabilities

Sr. No.	Type of Indirect Tax	No. of Cases	Amount in dispute/demanded (in ₹)
1.	NIL	NIL	NIL
Total		NIL	NIL

4. Other Pending Litigations

NIL

B. CASES FILED BY OUR COMPANY

1. Litigation Involving Criminal matters

NIL

2. Litigation Involving Actions by Statutory/Regulatory Authorities

NIL

3. Litigation involving Tax Liabilities

(i) Direct Tax Liabilities

Sr. No.	Type of Direct Tax	No. of Cases	Amount in dispute/demanded (in ₹)
1.	NIL	NIL	NIL
Total		NIL	NIL

(ii) Indirect Taxes Liabilities

Sr. No.	Type of Indirect Tax	No. of Cases	Amount in dispute/demanded (in ₹)
1.	NIL	NIL	NIL
Total		NIL	NIL

4. Other Pending Litigations

NIL

LITIGATION INVOLVING OUR DIRECTORS

A. LITIGATION AGAINST OUR DIRECTORS

1. Litigation Involving Criminal Matters

NIL

2. Litigation Involving Actions by Statutory/Regulatory Authorities

NIL

3. Litigation involving Tax Liabilities

(i) Direct Tax Liabilities

Sr. No.	Type of Direct Tax	No. of Cases	Amount in dispute/demanded (in ₹)
1.	NIL	NIL	NIL
Total		NIL	NIL

(ii) Indirect Taxes Liabilities

Sr. No.	Type of Indirect Tax	No. of Cases	Amount in dispute/demanded (in ₹)
1.	NIL	NIL	NIL
Total		NIL	NIL

4. Other Pending Litigations

NIL

B. LITIGATION FILED BY OUR DIRECTORS

1. Litigation Involving Criminal matters

NIL

2. Litigation Involving Actions by Statutory/Regulatory Authorities

NIL

3. Litigation involving Tax Liabilities

(i) Direct Tax Liabilities

Sr. No.	Type of Direct Tax	No. of Cases	Amount in dispute/demanded (in ₹)
1.	NIL	NIL	NIL
Total		NIL	NIL

(ii) Indirect Taxes Liabilities

Sr. No.	Type of Indirect Tax	No. of Cases	Amount in dispute/demanded (in ₹)
1.	NIL	NIL	NIL
Total		NIL	NIL

4. Other Pending Litigations

NIL

LITIGATION INVOLVING OUR PROMOTERS

A. LITIGATION AGAINST OUR PROMOTERS

1. Litigation Involving Criminal matters

NIL

2. Litigation Involving Actions by Statutory/Regulatory Authorities

NIL

3. Litigation involving Tax Liabilities

(i) Direct Tax Liabilities

Sr. No.	Type of Direct Tax	No. of Cases	Amount in dispute/demanded (in ₹)
1.	NIL	NIL	NIL
Total		NIL	NIL

(ii) Indirect Taxes Liabilities

Sr. No.	Type of Indirect Tax	No. of Cases	Amount in dispute/demanded (in ₹)
1.	NIL	NIL	NIL
Total		NIL	NIL

4. Other Pending Litigations

NIL

B. LITIGATION FILED BY OUR PROMOTERS

1. Litigation Involving Criminal matters

NIL

2. Litigation Involving Actions by Statutory/Regulatory Authorities

NIL

3. Litigation involving Tax Liabilities

(i) Direct Tax Liabilities

Sr. No.	Type of Direct Tax	No. of Cases	Amount in dispute/demanded (in ₹)
1.	NIL	NIL	NIL
Total		NIL	NIL

(ii) Indirect Taxes Liabilities

Sr. No.	Type of Indirect Tax	No. of Cases	Amount in dispute/demanded (in ₹)
1.	NIL	NIL	NIL
Total		NIL	NIL

4. Other Pending Litigations

NIL

Pending proceedings initiated by or against our Group Companies and Subsidiary

We have no subsidiary as on the date of this *Information Memorandum*. Further, except Kandoi Industries India Private Limited, which is also our Corporate Promoter, we do not have any other group company as on the date of this *Information Memorandum*.

There are no litigations or legal actions, pending or taken, by any Ministry or Department of the Government or a statutory authority against our Promoters during the last 5 (five) years.

There are no litigations or legal actions, pending or taken, by any Ministry or Department of the Government or a statutory authority against our Promoters during the last 5 (five) years.

Pending proceedings initiated against our Company for economic offences

There are no pending proceedings initiated against our Company for economic offences.

Inquiries, investigations etc. instituted under the Companies Act, 2013 or any previous companies enactment in the last 5 (five) years against our Company

There are no inquiries, investigations etc. instituted under the Companies Act or any previous companies enactment in the last 5 (five) years against our Company.

Material Fraud against our Company in the last 5 (five) years

There has been no material fraud committed against our Company in the last 5 (five) years.

Fines imposed or compounding of offences for default

There are no fines imposed or compounding of offences done in the last 5 (five) years immediately preceding the year of the Information Memorandum for the Company for default or outstanding defaults.

Non-Payment of Statutory Dues

There have been no defaults or outstanding defaults in the payment of statutory dues payable by the Company.

Amounts owed to small scale undertakings and other creditors

The Board of Directors of our Company considers dues exceeding ₹ 1,00,000 to small scale undertakings and other creditors as material dues for our Company. Our Company does not owe any small scale undertakings any amounts exceeding ₹ 1,00,000 as of the date of this Information Memorandum.

Our Company owes amounts aggregating to Rs. 1938.48 lakhs as on March 31, 2019 to its other creditors. There are no disputes with such entities in relation to payments to be made to them. The details pertaining to amounts due towards such creditors are available on the website of our Company at the following link: www.geekaywires.com.

Information provided on the website of our Company is not a part of this Information Memorandum and should not be deemed to be incorporated by reference. Anyone placing reliance on any other source of information, including our Company's website, would be doing so at its own risk.

Material developments occurring after last balance sheet date

Except as disclosed elsewhere in this Information Memorandum, there have been no material developments that have occurred after the Last Balance Sheet Date.

GOVERNMENT AND OTHER KEY APPROVALS

Our Company has received the necessary licenses, permissions and approvals from the Central and State Governments and other government agencies/regulatory authorities/certification bodies required to undertake the Issue or continue our business activities. In view of the approvals listed below, we can undertake the Issue and our current/ proposed business activities and no further major approvals from any governmental/regulatory authority or any other entity are required to be undertaken, in respect of the Issue or to continue our business activities. It must, however, be distinctly understood that in granting the above approvals, the Government of India and other authorities do not take any responsibility for the financial soundness of our Company or for the correctness of any of the statements or any commitments made or opinions expressed in this behalf.

The main objects clause of the Memorandum of Association of our Company and the objects incidental, enable our Company to carry out its activities.

Approvals for the Migration

1. The Board of Directors have, pursuant to resolution passed at its meeting held on August 28, 2019, authorised the Migration to Main Board subject to approval by the shareholders of the Company as per SEBI (ICDR) Regulations and such other authorities as may be necessary.
2. The shareholders of our Company have, pursuant to Postal Ballot Resolution dated October 30, 2019 under SEBI (ICDR) Regulations, authorised the Migration to the Main Board of National Stock Exchange of India Limited.
3. In-principle approval dated [●] from the NSE for listing of the Equity Shares of our Company on Main Board of NSE.

Approvals pertaining to Incorporation, name and constitution of our Company

1. Certificate of Incorporation dated July 25, 1989 issued by the Registrar of Companies, Andhra Pradesh at Hyderabad (“RoC”) in the name of “Geekay Wires Private Limited”.
2. A Fresh Certificate of Incorporation consequent upon change of name from “Geekay Wires Private Limited” to “Geekay Wires Limited” was issued on January 13, 2017 by the Registrar of Companies, Andhra Pradesh at Hyderabad.
3. The Corporate Identity Number (CIN) of our Company is U28999TG1989PLC010271.

I. GENERAL APPROVALS

1. Our Company has registered under the Employees' Provident Funds & Miscellaneous Provisions Act, 1952 and have obtained establishment no. APPTC0019666000 issued under Employees' Provident Funds & Miscellaneous Provisions Act, 1952. The said registration is valid until cancelled.
2. Our Company has registered under the Employees' State Insurance Act, 1948 and have obtained code bearing no. 5200063440000607. The said registration is valid until cancelled.
3. Our Company has obtained a Certificate of Enrolment under the provisions of Telangana Tax on Professions, Trades, Callings and Employments Act, 1987 dated April 25, 2017 bearing PTIN: 36190198359. The said registration is valid until cancelled.
4. Our Company has registered under the Andhra Pradesh Tax on Professions, Trades, Callings and Employments Act, 1987 and have obtained TIN - 36190198359. The said registration is valid until cancelled.

II. TAX RELATED APPROVALS

i. General					
Sr. No.	Description	Authority	Registration Number	Date of Certificate	Date of Expiry
1.	Permanent Account Number (PAN)	Income Tax Department, Government of India	AAACG7452M	-	Valid until cancelled
2.	Tax Deduction Account Number (TAN)	Income Tax Department, Government of India	HYDG00813B	December 10, 2001	Valid until cancelled
3.	Certificate of Provisional Registration under the Central Goods and Services Tax Act, 2017	GST Department	36AACG7452MIZA	June 28, 2017	Valid until cancelled
4.	Certificate of Registration issued under Service Tax Code Registration	Central Board of Excise and Customs, Ministry of Finance – Department of Revenue	AAACG7452MST001	March 31, 2005	Till the business is discontinued
5.	Certificate of Registration as manufacturer under Andhra Pradesh General Sales Tax	Commercial Tax Officer, Sangareddy	N2B/07/101/93-94	November 26, 1993 <i>Effective Date:</i> November 12, 1993	Valid until cancelled

ii. Value Added Tax					
Sr. No.	Description	Authority	Registration Number	Date of Certificate	Date of Expiry
1.	Certificate of Registration	VAT Registering Authority, Sangareddy Circle	TIN – 36190198359	July 10, 2014 <i>Effective Date:</i> June 2, 2014	Valid until cancelled

iii. Central Sales Tax					
Sr. No.	Description	Authority	Registration Number	Date of Certificate	Date of Expiry
1.	Certificate of Registration	Assistant Commercial Tax Officer, Patancheru	N2B/07/02/1500/89-90	March 7, 1990 <i>Effective Date:</i> July 25, 1989	Valid until cancelled

III. EXCISE RELATED APPROVALS

Sr. No.	Description	Authority	Registration Number	Date of Certificate	Date of Expiry
1.	Central Excise Registration Certificate (Dealer)	Assistant Commissioner, Customs and Excise, Hyderabad Division	AAACG7452MED002	March 21, 2012	Till the business is discontinued
2.	Central Excise Registration	Superintendent of Central Excise, Isnapur	AAACG7452MXM001	September 30, 2002	Till the business is

	Certificate (Manufacture)				discontinued
3.	Central Excise Registration Certificate in respect of the Company's Unit - II	Deputy Commissioner of Central Excise, Central Board of Excise and Customs, Ministry of finance, Department of Revenue	AAACG7452MEM003	August 7, 2016	Till the business is discontinued
4.	Certificate of Importer-Exporter Code (IEC)	Foreign Trade Development Officer, Ministry of Commerce and Industry, Govt. of India	IEC No.: 0989000320	September 30, 2016	Valid until cancelled

IV. APPROVALS RELATING TO UNIT - I

Our Company has obtained the following approvals in respect of our Unit - I:

Sr. No.	Description	Registration/Approval/Certificate Number	Issuing Authority	Date of Issue	Date of Expiry
1.	Factory license issued under the Factories Act, 1948	41588	Inspector of Factories, Sangareddy – I at R.C. Puram	April 30, 2016	Valid until cancelled
2.	Certificate of Verification	Certificate bearing no.125408	District Legal Metrology Officer, Sangareddy	March 28, 2019	March 27, 2020
3.	Certificate of Verification	Certificate bearing no.125407	District Legal Metrology Officer, Sangareddy	March 28, 2019	March 27, 2021
4.	Certificate of Verification	Certificate bearing no.177339	District Legal Metrology Officer, Sangareddy	July 10, 2019	July 09, 2020
5.	Entrepreneur's Memorandum Acknowledgement – Part II	EM No.: 280041200832 Part - II	Office of the General Manager, District Industries Centre, Sangareddy, Medak District	July 25, 2011	Valid until cancelled.
6.	Udyog Aadhaar Memorandum	TS06B0001535	Ministry of Micro, Small & Medium Enterprises	-	-
7.	Certificate of Capacity Assessment	234/CEC/GKWPL	Dr. S. Chadraseskaran, Chartered Engineer and Government Approved Machinery Valuer	September 5, 2014	Till the business is discontinued
8.	ISO 9001:2015 Certificate of Registration for the manufacture and supply of standard steel wires, galvanized steel wires and galvanized steel strands	Certificate No. AB09IS183671	Breakthrough Management Quality Registrar (BMQR)	January 23, 2018	January 22, 2021
9.	Certification Marks License as per IS 398 : Part 2 : 1996 issued under the Bureau Of Indian Standards Act, 1986	CM/L – 4597889	Bureau Of Indian Standards	Renewed on: August 26, 2019 Effective Date:	September 30, 2020

Sr. No.	Description	Registration/Approval/ Certificate Number	Issuing Authority	Date of Issue	Date of Expiry
				October 1, 2019	
10.	Certification Marks License as per IS 02141-2000 issued under the Bureau Of Indian Standards Act, 1986	CM/L – 4645167	Bureau Of Indian Standards	<i>Renewed on:</i> November 04, 2019 <i>Effective Date:</i> December 1, 2019	November 30, 2020
11.	Certification Marks License as per IS 3975: 1999 issued under the Bureau Of Indian Standards Act, 1986	CM/L – 4718572	Bureau Of Indian Standards	<i>Renewed on:</i> August 26, 2019 <i>Effective date:</i> October 1, 2019	September 30, 2020
12.	Certification Marks License as per IS 280 : 2006 issued under the Bureau Of Indian Standards Act, 1986	CM/L – 4630457	Bureau Of Indian Standards	<i>Renewed on:</i> November 04, 2019 <i>Effective Date:</i> December 1, 2019	November 30, 2020
13.	Certification Marks License as per IS 12776 : 2002 issued under the Bureau Of Indian Standards Act, 1986	CM/L – 6300057910	Bureau Of Indian Standards	<i>Renewed on:</i> November 29, 2019 <i>Effective Date:</i> December 20, 2019	December 31, 2020

V. APPROVALS RELATING TO UNIT - II

Our Company has obtained the following approvals in respect of our Unit - II:

Sr. No.	Description	Registration/Approval/ Certificate Number	Issuing Authority	Date of Issue	Date of Expiry
1.	Factory license issued under the Factories Act, 1948	24001	Inspector, Telangana, Government of Telangana	December 8, 2016	Valid until cancelled
2.	Udyog Aadhaar Memorandum	TS06B0003934	Ministry of Micro, Small & Medium Enterprises	-	-
3.	Power Release Certificate for HT power supply, in respect of maximum demand of 250KVA	-	Assistant Divisional Engineer, Operation, TSSPDCL, Toopran.	January 10, 2017	Valid until cancelled

VI. ENVIRONMENT RELATED APPROVALS

Sr. No.	Description	Authority	Registration Number	Date of Certificate	Date of Expiry
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Sr. No.	Description	Authority	Registration Number	Date of Certificate	Date of Expiry
1.	Consent to establish under Water (Prevention and Control of Pollution) Act, 1974 and Air (Prevention and Control of Pollution) Act, 1981	Joint Chief Environmental Engineer, Telangana State Pollution Control Board.	Order No. PTN-93/PCB/ZO/RCP/CF E/2016-	February 29, 2016	February 28, 2021
2.	Consent to operate under Water (Prevention and Control of Pollution) Act, 1974 and Air (Prevention and Control of Pollution) Act, 1981 and Authorization under Hazardous & Other Wastes (Management and Transboundary Movement) Rules, 2016	Joint Chief Environmental Engineer, Telangana State Pollution Control Board.	Order No. TSPCB/ZO/RCP/PT N-93/W&A/2016-1431	July 26, 2016	January 31, 2021
3.	Consent to operate under Hazardous & Other Wastes (Management and Transboundary Movement) Rules, 2016	Joint Chief Environmental Engineer, Telangana State Pollution Control Board.	Order No. TSPCB/ZO/RCP/PT N-93/W&A/2016-1432	Date of Order: July 26, 2016	January 31, 2021
4.	Consent to establish under Water (Prevention and Control of Pollution) Act, 1974 and Air (Prevention and Control of Pollution) Act, 1981 in respect of the Company's Unit - II	Joint Chief Environmental Engineer, Telangana State Pollution Control Board.	Order No. RCPM/-496/PCB/ZO/RCP/CF E/2016-/271	Date of Order: June 30, 2016	Valid for period of five years from date of issue i.e. June 29, 2021

SECTION VIII - OTHER REGULATORY AND STATUTORY DISCLOSURES

Authority for Migration to Main Board

Our Board of Directors have vide resolution dated August 28, 2019 authorized the proposal for Migration from EMERGE Platform to Main Board of National Stock Exchange of India Limited subject to the approval by the shareholders of our Company in accordance with SEBI (ICDR) Regulations, 2018 and other applicable provisions.

The shareholders of our Company have pursuant to Postal Ballot resolution dated October 30, 2019, under SEBI (ICDR) Regulations, 2018, authorized the proposal for Migration from EMERGE Platform to Main Board of National Stock Exchange of India Limited.

Prohibition by SEBI, the RBI or Governmental Authorities

We confirm that there is no prohibition on our Company, its Directors, Promoters and entities forming part of our Promoter Group from accessing the capital market or operating in the capital markets under any order or direction passed by SEBI or any other regulatory or governmental authority.

We further confirm that none of our Company, its Promoters, relatives of Promoters (as defined under Companies Act, 2013) its Directors and its Group Companies have been identified as wilful defaulters by the RBI or other authorities.

Directors associated with Securities Market

None of our Directors are, in any manner, associated with the securities market related business, in any manner and there has been no outstanding actions initiated by SEBI against the Directors of our Company in the five years preceding the date of this Information Memorandum.

Compliance with the Companies (Significant Beneficial Owners) Rules, 2018

Our Company is in compliance with the Companies (Significant Beneficial Ownership) Rules, 2018 ("SBO Rules"), to the extent applicable, as on the date of this Information Memorandum.

Further, in view of the General Circular No. 07/2018 dated September 06, 2018 and General Circular No. 08/2018 dated September 10, 2018 issued by the Ministry of Corporate Affairs, Government of India ("MCA"), our Company, our Promoters and our Promoter Group will ensure compliance with the SBO Rules, upon notification of the relevant forms, as may be applicable to them.

Eligibility for Migration to Main Board

Our company's Equity Shares are listed on EMERGE Platform of NSE in terms of the SEBI (ICDR) Regulations and this proposal is for Migration to Main Board.

Our company is eligible for Migration in accordance with Regulation 277 of SEBI (ICDR) Regulations, 2018 as the paid-up capital is more than ₹ 10 Crore and not exceeding ₹ 25 Crore and our securities are listed on EMERGE Platform of National Stock Exchange of India Limited. We have therefore obtained shareholders' approval through postal ballot as per Regulation 277 of SEBI (ICDR) Regulations, 2018 on October 30, 2019.

Our Company is listed on EMERGE platform of National Stock Exchange of India Limited for a period of two years in accordance with National Stock Exchange (NSE) circular NSE/SME/26110 and NSE/SME/37551 dated March 10, 2014 and April 18, 2018 respectively pertaining to Eligibility criteria for migration from EMERGE Platform to the Main Board of National Stock Exchange of India Limited.

Listing

The Equity Shares of the Company are listed on EMERGE Platform of NSE. Further, the Equity Shares of the Company shall be migrated to main Board of NSE subject to fulfillment of listing criteria of NSE and also subject to such other terms and conditions as may be prescribed by SEBI and by NSE at the time of the application by the Company seeking listing.

Disclaimer respect to Jurisdiction

Any dispute arising out of this Information Memorandum will be subject to the jurisdiction of appropriate court(s) in Hyderabad, Telangana only.

Listing Details

Name of the Company	Geekay Wires Limited
Year of Issue	2017
Type of Issue	Public Issue
Amount of Issue	Rs. 10,99,56,000/-
Date of Closure of Issue	August 14, 2017
Date of Allotment	August 21, 2017
Date of Credit of Securities to the Demat Account	CDSL: August 22, 2017 NSDL: August 23, 2017
Date of Completion of Project	N.A.
Rate of Dividend Paid	N.A.

Previous Public Issues

We have made public issue during last 5 years as stated in the chapter titled “*Capital Structure*” beginning on page no. 29 of this Information Memorandum and are an “SME Listed Company” in terms of the SEBI (ICDR) Regulations and this Information Memorandum is for Migration in terms of the SEBI (ICDR) Regulations.

Commission and Brokerage on Previous Issues

Since this is the migration of the Company from EMERGE Platform of National Stock Exchange of India Limited (NSE) to main board of NSE, the Company has paid all generated invoices related to the commission and brokerage for subscribing to or procuring or agreeing to procure subscription for public issue of Equity Shares in the last 5 years.

Performance vis-à-vis objects

Issuer:

- The Company made its first Public Issue in August, 2017 as mentioned above.
- The Company has not suffered from non-achievement of objects, with quantification of shortfall and delays for such public issue.

Listed Promoter:

- Our Company does not have any listed promoter as on date of filing this Information Memorandum..

Listed Subsidiaries:

- Our Company does not have any listed subsidiaries as on date of filing this Information Memorandum.

Demat Credit

The Company has executed Tripartite Agreements with both the depositories i.e. NSDL and CDSL for admitting its securities in demat form and have allotted **ISIN: INE669X01016**.

Disclaimer Clause of NSE

As required, a copy of this Information Memorandum is being submitted to National Stock Exchange of India Limited.

The National Stock Exchange of India Limited does not in any manner:

- warrant, certify or endorse the correctness or completeness of any of the contents of this Information Memorandum; or

- warrant that this Company's securities will be traded or will continue to be traded on the Main Board of National Stock Exchange of India Limited; or
- take any responsibility for the financial or other soundness of this Company, its promoters, its management or any scheme or project of this Company; and it should not for any reason be deemed or construed to mean that this Information Memorandum has been cleared or approved by the National Stock Exchange of India Limited. Every person who desires to acquire any securities of this Company may do so pursuant to independent inquiry, investigation and analysis and shall not have any claim against the National Stock Exchange of India Limited whatsoever by reason of any loss which may be suffered by such person consequent to or in connection with such subscription/ acquisition whether by reason of anything stated or omitted to be stated herein or for any other reason whatsoever.

Stock Market Data

For details of the stock market data, please refer "*Corporate Governance - Market Price Data*" beginning on page no. 94 of this Information Memorandum.

Disposal of Investor Grievances

Our Company or the Registrar to the Issue or the SCSB in case of ASBA Bidders shall redress routine investor grievances within 15 working days from the date of receipt of the complaint. In case of non-routine complaints and complaints where external agencies are involved, our Company will seek to redress these complaints as expeditiously as possible.

We have constituted the Stakeholders Relationship Committee/ Investor Grievance Committee of the Board vide resolution passed at the Board Meeting held on March 14, 2017 and Re-constituted on November 02, 2019. For further details, please refer to the chapter titled "*Our Management*" beginning on page no. 74 of this Information Memorandum.

Our Company has appointed Mr. Mayank Agrawal as Company Secretary and Compliance Officer and he may be contacted at the following address:

Mr. Mayank Agrawal
Geekay Wires Limited
11-70/5, G.P. Complex, Balanagar,
Hyderabad - 500 018, Telangana
Tel: +91- 40 – 23782107
Email Id: compliance.geekaywires@gmail.com
Website: www.geekaywires.com

Investors can contact the Company Secretary and Compliance Officer or the Registrar in case of any problems.

SECTION IX – MAIN PROVISIONS OF ARTICLES OF ASSOCIATION

Capitalised terms used in this section have the meaning that has been given to such terms in the Articles of Association of our Company. Pursuant to Table F in Schedule I of the Companies Act, 2013 and the SEBI Regulations, the main provisions of the Articles of Association of our Company are detailed below:

These Articles of Association were adopted in substitution for and to the entire exclusion of the earlier Articles of Association at the Extra-ordinary General Meeting of our Company held on January 04, 2017 and last amended on February 18, 2019.

SHARE CAPITAL AND VARIATION OF RIGHTS

4. (i) The Authorized Share Capital of the Company shall be as laid down in Memorandum of Association of the Company.

(ii) Subject to the provisions of the Companies Act, 2013 and the applicable Rules made there under, the Company / Board shall have power to issue / allot shares, whether on preferential basis or otherwise, from time to time and the shares shall be under the control of the Directors who may allot or otherwise dispose off the same to such persons, on such terms and conditions and at such times as the Directors think fit”
5. Subject to the provisions of the Act and these Articles, the shares in the capital of the company shall be under the control of the Directors who may issue, allot or otherwise dispose of the same or any of them to such persons, in such proportion and on such terms and conditions and either at a premium or at par and at such time as they may from time to time think fit.
6. (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 subscribers 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 conditions 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.
7. (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 company may issue new share certificates pursuant to consolidation or sub-division of share certificate(s) upon written request received from shareholder together with production and surrender of respective original share certificate(s). Every certificate under this Article shall be issued on payment of twenty rupees for each certificate.

(iii) The provisions of Articles (5) and (6) shall mutatis mutandis apply to debentures of the company.
8. Except as required by law, no person shall be recognized 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 recognize (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 (except only as by these regulations or by law otherwise provided) any other rights in respect of any share except an absolute right to the entirety thereof in the registered holder.

9. (i) The company may exercise the powers of paying commissions conferred by sub-section (6) of section 40, 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 rules made thereunder.

(ii) The rate or amount of the commission shall not exceed the rate or amount prescribed in rules made under sub-section (6) of section 40.

(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.
10. (i) If at any time the share capital is divided into different classes of shares, the rights 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 106 & 107 of Companies Act, 1956, and whether or not the company is being wound up, be varied with the consent in writing of the holders of three-fourths of the issued shares of that class, or with the sanction of a special resolution passed at a separate meeting of the holders of the shares of that class.

(ii) To every such separate meeting, the provisions of these regulations relating to general meetings shall mutatis mutandis apply, but so that the necessary quorum shall be at least two persons holding at least one-third of the issued shares of the class in question.
11. The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall not, unless otherwise expressly provided by the terms of issue of the shares of that class, be deemed to be varied by the creation or issue of further shares ranking pari passu therewith.
12. Subject to the provisions of section 55, 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 shares may, by special resolution, determine.

LIEN

13. (i) The company shall have a first and paramount lien—

(a) on every share (not being a fully paid share), for all monies (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 monies presently payable by him or his estate to the company:

Provided that the Board of directors may at any time declare any share to be wholly or in part exempt from the provisions of this clause.

(ii) The company's lien, if any, on a share shall extend to all dividends payable and bonuses declared from time to time in respect of such shares.
14. The company may sell, in such manner as the Board thinks fit, any shares 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 fourteen days after a notice in writing stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable, has been given to the registered holder for the time being of the share or the person entitled thereto by reason of his death or insolvency.
15. (i) To give effect to any such sale, the Board may authorise some person to transfer the shares sold to the purchaser thereof.

(ii) The purchaser shall be registered as the holder 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 shares be affected by any irregularity or invalidity in the proceedings in reference to the sale.

16. (i) The proceeds of the sale shall be received by the company and applied in payment of such part of the amount in respect of which the lien exists as is presently payable.

(ii) The residue, if any, shall, subject to a like lien for sums not presently payable as existed upon the shares before the sale, be paid to the person entitled to the shares at the date of the sale.

CALLS ON SHARES

17. (i) The Board may, from time to time, make calls upon the members in respect of any monies 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:

Provided that no call shall exceed one-fourth of the nominal value of the share or be payable at less than one month from the date fixed for the payment of the last preceding call.

(ii) Each member shall, subject to receiving at least fourteen days' notice specifying the time or times and place of payment, 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.

(iv) Company may delegate power to make calls on shares subject to approval of the shareholders in a general meeting of the company.

18. A call shall be deemed to have been made at the time when the resolution of the Board authorising the call was passed and may be required to be paid by installments.

19. The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.

20. (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 ten per cent. per annum or at such lower rate, if any, as the Board may determine.

(ii) The Board shall be at liberty to waive payment of any such interest wholly or in part.

21. (i) Any sum which by the terms of issue of a share becomes 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 the 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.

22. The Board—

(a) may, if it thinks fit, receive from any member willing to advance the same, all or any part of the monies uncalled and unpaid upon any shares held by him; and

(b) upon all or any of the monies so advanced, may (until the same would, but for such advance, become presently payable) pay interest at such rate not exceeding, unless the company in general meeting shall otherwise direct, twelve per cent. per annum, as may be agreed upon between the Board and the member paying the sum in advance but shall not confer a right to dividend or to participate in profits.

TRANSFER OF SHARES

23. (i) The instrument of transfer of any share in the company shall be executed by or on behalf of both the transferor and 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.
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 recognise 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.
27. Subject to the provisions of Section 59 of Companies Act, 2013, the Board may decline to register any transfer of Shares on such grounds as it think fit in the benefit of the company (notwithstanding that the proposed transferee be already a Member), but in such case it shall, within two (2) months from the date the instrument of transfer was lodged with the Company, send to the transferee and the transferor notice of the refusal to register such transfer giving reasons for such refusal. Provided that registration of a transfer shall not be refused on the ground of the transferor being either alone or jointly with any other person or persons indebted to the Company.

TRANSMISSION OF SHARES

28. (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 recognised 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.
29. (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.
- (ii) 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.
30. (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.

- 31.** 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.

FORFEITURE OF SHARES

- 32.** 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.

- 33.** The notice aforesaid shall—

(a) name a further day (not being earlier than the expiry of fourteen days from the date of service of the 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 shall be liable to be forfeited.

- 34.** 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.

- 35.** (i) A forfeited share may be sold or otherwise disposed of on such terms and in such manner as the Board thinks fit.

(ii) At any time before a sale or disposal as aforesaid, the Board may cancel the forfeiture on such terms as it thinks fit.

- 36.** (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 monies which, at the 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 payment in full of all such monies in respect of the shares.

- 37.** (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 therein stated as against all persons claiming to be entitled to the share.

(ii) The company may receive the consideration, if any, given for the share on any sale or disposal thereof and may execute a transfer of the share in favour of the person to whom the share is sold or disposed of.

(iii) The transferee shall thereupon be registered as the holder of the share

(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.

38. The provisions of these regulations as to forfeiture shall apply in the case of nonpayment 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.

ALTERATION OF CAPITAL

39. 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. Capital will be as per the clause V (a) of Memorandum of Association of the company.

40. 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.

41. 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 thereto as circumstances admit:

Provided that the Board may, from time to time, fix the minimum amount of stock transferable, so, however, that such minimum shall not exceed the nominal amount of the shares from which the stock arose.

(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.

42. The company may, by special resolution, reduce in any manner and with, and subject to, any incident authorised and consent required by law,—
- (a) its share capital;
 - (b) any capital redemption reserve account; or
 - (c) any share premium account.

CAPITALISATION OF PROFITS

43. (i) The company in general meeting may, upon the recommendation of the Board, resolve—
- (a) that it is desirable to capitalise any part of the amount for the time being standing to the credit of any of the company’s reserve accounts, or to the credit of the profit and loss account, or otherwise available for distribution; and
 - (b) that such sum be accordingly set free for distribution in the manner specified in clause (ii) amongst the 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, credited as fully paid-up, to and amongst such members in the proportions aforesaid;
- (c) partly in the way specified in sub-clause (A) and partly in that specified in sub-clause (B);
- (d) A securities premium account and a capital redemption reserve account may, for the purposes of this regulation, be applied in the paying up of unissued shares to be issued to 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.

44. (i) Whenever such a resolution as aforesaid shall have been passed, the Board shall—

- (a) make all appropriations and applications of the undivided profits resolved to be capitalised thereby, and all allotments and issues of fully paid shares if any; and

(b) generally do all acts and things required to give effect thereto.

(ii) The Board shall have power—

- (a) to make such provisions, by the issue of fractional certificates or by payment in cash or otherwise as it thinks fit, for the case of shares becoming distributable in fractions; and

(b) to authorise any person to enter, on behalf of all the 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 capitalisation, or as the case may require, for the payment by the company on their behalf, by the application thereto of their respective proportions of profits resolved to be capitalised, of the amount or any part of the amounts remaining unpaid on their existing shares;

(iii) Any agreement made under such authority shall be effective and binding on such members.

DEMATERIALIZATION OF SECURITIES

45. (i) For the purpose of this Article:-

"Beneficial Owner": Beneficial Owner shall have the meaning assigned thereto in section 2(1)(a) of the Depositories Act, 1996.

"Depositories Act": Depositories Act shall mean the Depositories Act, 1996 and includes any statutory modification or re-enactment thereof for the time being in force.

"Depository": Depository shall mean a Depository as defined in section 2(1)(e) of the Depositories Act, 1996.

"Member": Member shall mean a duly registered holder from time to time of the security of the company and includes every person whose name is entered as beneficial owner in the records of the Depository.

"Security": Security shall mean such security as may be specified by SEBI.

(ii) "Dematerialisation of Securities": Notwithstanding anything on the contrary contained in this Article, the company shall be entitled to dematerialise its securities and to offer securities in a dematerialised form and further to rematerialise the securities held on depository pursuant to the Depositories Act, 1996 or any amendment thereof.

(iii) "Option to hold securities in physical form or with depository": Every person holding securities of the company through allotment or otherwise shall have the option to receive and hold the same in the dematerialised form with a depository.

- (iv) "Beneficial Owner may opt out of a Depository": Every person holding securities of the company with a depository, being the beneficial owner thereof, may at any time opt out of the depository in the manner provided under the provisions of the Depositories Act and the Rules, if any, prescribed there under and on fulfilment of the conditions prescribed by the company from time to time, company shall issue the relevant security certificates to the beneficial owner thereof.
- (v) "Securities in Depositories to be in fungible form": All securities held by a depository shall be dematerialised and shall be in fungible form. Nothing contained in Sections 153, 153A, 153B, 187B, 187C and 372A of the Companies Act, shall apply to a depository in respect of the securities held by it on behalf of the beneficial owners.
- (vi) "Rights of depository and beneficial owners": A depository shall be deemed to be the registered owner for the purposes of affecting the transfer of ownership of securities on behalf of the beneficial owners and shall not have any voting rights or any other rights in respect of the securities held by it.
- (vii) Every person holding securities of the Company and whose name is entered as the beneficial owner in the records of the depository shall be deemed to be a member of the Company. The beneficial owner of securities shall be entitled to all rights and benefits and be subject to all the liabilities in respect of his/her securities, which are held by a depository.
- (viii) "Transfer of securities": Transfer of security held in a depository will be governed by the provisions of the Depository Act, 1996. Nothing contained in Section 108, of the Companies Act, 1956 or these Articles shall apply to a transfer of securities effected by a transferor and transferee both of whom are entered as beneficial owners in the records of a depository.
- (ix) "Register and Index of beneficial owners": The Register and Index of beneficial owners maintained by a depository under the Depositories Act, 1996 shall be deemed to be the Register and Index of Members and Security holders for the purpose of these Articles.
- (x) "Other matters": Notwithstanding anything contained in these Articles, the provision of Depositories Act, 1996 relating to dematerialisation of securities including any modification(s) or re-enactment thereof and Rules/Regulations made there under shall prevail accordingly.
- (xi) Notwithstanding anything contained in the Act or the Articles, where securities are held in a depository, the records of the beneficial ownership may be served by such depository on the company by means of electronic mode or by delivery of floppies or disks.

NOMINATION

46. Notwithstanding anything contained in Articles, every holder of shares(s) or debenture(s) of the Company may, at any time, nominate, in the prescribed manner, a person to whom these share(s) shall vest in the event of his death and the provisions of Section 109A and Section 109B of the Companies Act, 1956 shall apply in respect of such nomination.

The provisions of this Article shall apply mutatis mutandis to a depository of money with the Company as per the provisions of Section 58A of the Act.

BUY-BACK OF SHARES

47. 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.

GENERAL MEETINGS

48. All general meetings other than annual general meeting shall be called extraordinary general meeting.
49. (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.

PROCEEDINGS AT GENERAL MEETINGS

50. (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.
51. The chairperson, if any, of the Board shall preside as Chairperson at every general meeting of the company.
52. 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.
53. 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.

ADJOURNMENT OF MEETING

54. (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.

VOTING RIGHTS

55. 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.
56. A member may exercise his vote at a meeting by electronic means in accordance with section 108 and shall vote only once.
57. (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.
58. 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.
59. Any business other than that upon which a poll has been demanded may be proceeded with, pending the taking of the poll.

60. 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.
61. (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.

PROXY

62. 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.
63. An instrument appointing a proxy shall be in the form as prescribed in the rules made under section 105.
64. 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.

BOARD OF DIRECTORS

65. 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.
66. (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.
67. The Board may pay all expenses incurred in getting up and registering the company.
68. 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.
69. 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.
70. 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.
71. (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.

PROCEEDINGS OF THE BOARD

- 72.** (i) The Board of Directors may meet for the conduct of business, adjourn and otherwise regulate its meetings, as it thinks 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.
- 73.** (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.
- 74.** 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.
- 75.** (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 number to be Chairperson of the meeting.
- 76.** (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 thinks fit.
- 77.** (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.
- 78.** (i) A committee may meet and adjourn as it thinks 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.
- 79.** 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.

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.

CHIEF EXECUTIVE OFFICER, MANAGER, COMPANY SECRETARY OR CHIEF FINANCIAL OFFICER

- 80.** 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.

81. 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.

THE SEAL

82. (i) The Board shall provide for the safe custody of the seal.
- (ii) The seal of the company shall not be affixed to any instrument except by the authority of a resolution of the Board or of a committee of the Board authorised by it in that behalf, and except in the presence of at least two directors and of the secretary or such other person as the Board may appoint for the purpose; and those two directors and the secretary or other person aforesaid shall sign every instrument to which the seal of the company is so affixed in their presence.

DIVIDENDS AND RESERVE

83. The company in general meeting may declare dividends, but no dividend shall exceed the amount recommended by the Board.
84. 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.
85. (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, think 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.
86. (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.
87. 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.
88. (i) Any dividend, interest or other monies payable in cash in respect of shares may be paid by cheque or warrant sent through the post directed to the registered address of the holder or, in the case of joint holders, to the registered address of that one of the joint holders who is first named on the register of members, or to such person and to such address as the holder or joint holders may in writing direct.
- (ii) Every such cheque or warrant shall be made payable to the order of the person to whom it is sent

89. 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.
90. 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.
91. No dividend shall bear interest against the company.
92. No unclaimed Dividend shall be forfeited, and unclaimed Dividends shall be dealt with in accordance with the applicable provisions of the Act

ACCOUNTS

93. (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 authorised by the Board or by the company in general meeting.

WINDING UP

94. If the company shall be wound up, the liquidator may, with the sanction of a special resolution of the company and any other sanction required by the Act, divide amongst the members, in specie or kind, the whole or any part of the assets of the company, whether they shall consist of property of the same kind or not.
95. 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.
96. 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.

INDEMNITY

97. 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 X– OTHER INFORMATION

MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION

The copies of the following contracts which have been entered or are to be entered into by our Company (not being contracts entered into in the ordinary course of business carried on by our Company or contracts entered into more than two years before the date of this Information Memorandum) which are or may be deemed material will be attached to the copy of the Information Memorandum which will be delivered to the Stock Exchange for registration. Copies of the above mentioned contracts and also the documents for inspection referred to hereunder, may be inspected at the Registered Office between 10 a.m. and 5 p.m. on all Working Days (Monday to Friday).

A. Material Contracts

1. Certified true copies of the Memorandum and Articles of Association of our Company, as amended from time to time
2. Copy of Certificate of Incorporation of Geekay Wires Limited.
3. Resolution of the Board of Directors meeting dated August 28, 2019 authorizing the Migration from EMERGE Platform to Main Board of National Stock Exchange of India Limited.
4. Shareholders' resolution passed through Postal Ballot dated October 30, 2019 authorizing the Migration.
5. In-principle approval letter of National Stock Exchange of India Limited dated [●] for listing of equity shares of the Company on Main Board of NSE.

Any of the contracts or documents mentioned in this Information memorandum may be amended or modified at any time if so required in the interest of our Company or if required by the other parties, without reference to the shareholders subject to compliance of the provisions contained in the Companies Act and other relevant statutes.

DECLARATION

We hereby declare that all relevant provisions of the Companies Act, 2013 and the guidelines/regulations issued by the Government of India or the guidelines/regulations issued by the Securities and Exchange Board of India, established under section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this Information Memorandum is contrary to the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957, the Securities and Exchange Board of India Act, 1992 or rules made or guidelines or regulations issued there under, as the case may be. We further certify that all statements in this Information Memorandum are true and correct.

SIGNED BY THE DIRECTORS OF OUR COMPANY:

	Mr. Ghanshyam Dass <i>(Chairman and Managing Director)</i>
	Mr. Ashish Kandoi <i>(Whole Time Director)</i>
	Mr. Anuj Kandoi <i>(Whole Time Director)</i>
	Ms. Shwetha Kabra <i>(Non- Executive Independent Director)</i>
	Dr. Tara Devi Veitla <i>(Non- Executive Independent Director)</i>
	Mr. Sudhakar Goyal <i>(Non- Executive Independent Director)</i>

SIGNED BY THE CHIEF FINANCIAL OFFICER:

	Mr. Ashish Kandoi <i>(Chief Financial Officer)</i>
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SIGNED BY THE COMPANY SECRETARY AND COMPLIANCE OFFICER:

	Mr. Mayank Agrawal <i>(Company Secretary & Compliance Officer)</i>
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Date:

Place: Hyderabad