

## "SCHEDULE XIXA"

[See regulation 106Z(1) of Chapter XC of ICDR Regulations, 2009]

### INFORMATION DOCUMENT

#### 1. Business.

##### 1.1. Description of business:

I. Describe the general development of the business of the company, its subsidiaries;

II. The principal products produced and services rendered by the company in the segment and the principal markets for the segment's principal products and services;

III. The sources and availability of raw materials;

IV. The importance of the segment and the duration and effect of all patents, trademarks, licenses, franchises and concessions held;

V. The practices of the company and the industry (respective industries) relating to working capital items;

VI. If material, the estimated amount spent during each of the last three fiscal years on company-sponsored research and development activities determined in accordance with generally accepted accounting principles;

VII. The number of persons employed by the company;

VIII. This section is not intended to require disclosure of otherwise non-public corporate information the disclosure of which would affect adversely the company's competitive position.

##### 1.2. Financial information:

Complete audited Balance Sheet, Profit & Loss Account, Cash Flow statement, with attendant annexure and notes to accounts for the previous year.

##### 1.3. The capital structure shall be presented in the following manner in a tabular form:

(a) The authorised, issued, subscribed and paid up capital (number of securities, description and aggregate nominal value);

(b) Share premium account;

(c) The details of the existing share capital of the company in a tabular form, indicating therein with regard to each allotment, the date of allotment, the number of shares allotted, the face value of the shares allotted and the form of consideration.

#### 1.4. Description of property:

I. This section requires disclosure of information on fixed assets and intellectual property rights etc;

II. The names of the entities from whom such property has been acquired, nature of title, details of whether such property acquired by the company is free from all encumbrances and has a clear title and whether it is registered in the name of the company;

III. Whether any such property has been acquired from related parties.

#### 2. Risk factors.

2.1. Where appropriate, provide under the caption "Risk Factors" a description of the most significant factors that make the offering speculative or risky. This description must be concise and organized logically.

2.2. The risk factors may include, among other things, the following:

I. The lack of an operating history;

II. The lack of profitable operations in recent periods;

III. The financial position;

IV. The business or proposed business;

V. The lack of a market for the company's equity shares or securities convertible into or exercisable for equity shares.

#### 3. Security ownership of certain beneficial owners and management.

3.1. Information with respect to the shareholding of a beneficial owner:

Class/ type of securities

Name and address of beneficial owner

Amount and nature of beneficial ownership

Percent

3.2. Any significant shareholders agreement and details thereof.

#### 4. Directors and executive officers.

List the names and ages of all directors of the company and all persons nominated or chosen to become directors; indicate all positions and offices with the company held by each such person; state his term of office as director and any period(s) during which he has served as such; describe briefly any

arrangement or understanding between him and any other person(s) (naming such person(s)) pursuant to which he was or is to be selected as a director or nominee.

## 5. Promoters.

5.1. A complete profile of their promoters, including their name, age, personal addresses, educational qualifications, experience in the business or employment and in the line of business proposed in the offer document, positions/posts held in the past, directorship(s) held, other ventures of each promoter, their business and financial activities, photograph, voter identification number, driving license number, shall be disclosed.

### 5.2. Where the promoters are companies:

History of the companies and their promoters shall be furnished. In case the promoters of such companies are again companies or bodies corporates, names of natural persons in control (i.e., holding fifteen per cent. or more voting rights) or who are on the board of directors of such bodies corporate shall be disclosed. Details of change in control or management of the promoter companies, if any, including details of the persons who held the controlling interest in the three years immediately preceding the filing the draft offer document.

6. Certain relationships and related transactions, and director independence. Describe any transaction with related parties in which the company was or is to be a participant and the amount involved exceeds a twenty five thousand rupees.

## 7. Legal proceedings.

This section requires disclosure of any material pending legal proceedings (other than ordinary routine litigation incidental to the business, such as lawsuits against an insurance company's customers) to which the company or any of its subsidiaries is a party or in which any of their property is the subject. This section must include a description of the facts underlying the proceedings and the court action(s) sought.

## 8. Declaration.

8.1 The draft information document and the final information document shall be approved by the board of directors of the issuer and shall be signed by all directors, the Chief Executive Officer, i.e., the Managing Director or Manager within the meaning of the Companies Act, 1956 and the Chief Financial Officer, i.e., the whole-time finance director or any other person heading the finance function and discharging that function.

8.2 The signatories shall further certify that all disclosures made in the offer document are true and correct."